

Tameside College Further Education Corporation

Standing Orders

For the Conduct of Business

Introduction

Standing Orders are the rules that determine how meetings are conducted.

The Instrument of Government lays down some of the procedural rules but, nevertheless, it is felt useful for these to be reiterated within the Corporation's Standing Orders so that they are available for ease of reference. The Standing Orders may be described or adapted in terms that reflect local practice, but must not conflict with the Instrument of Government.

These Standing Orders apply to all members of the Corporation of Tameside College and all members of the committees.

All Members of the Corporation and of its committees shall be bound by the terms of The Instrument and Articles of Governance and these Standing Orders and shall be expected to adhere to the seven principles of public life, as outlined by the Nolan Committee Report "Standards in Public Life". In summary, these are

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Matters discussed at Corporation and committee meetings should be treated with due confidentiality by all members of the Corporation and its committees until the minutes are approved and published.

It is part of the role of the Clerk to the Corporation to advise the Chair on the interpretation and application of the rules as and when necessary during the course of meetings.

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each chair of its committees will conduct meetings.

1 Membership, Appointment and Attendance

1.1 Composition of the Corporation

The total number of members determined by the Corporation in accordance with Clause 3 of the Instrument of Government is 15, which includes:

- 11 **Independent Members** who appear to the Corporation to have the necessary skills to ensure that it carries out its functions under Article 3 of the Articles of Government;

- **2 Members who are Students** of the College;
- At least 1 **Member who is a member of Staff** of the College; and,
- the **Principal** of the College.

This determination [15] may be exceeded on a temporary basis, with additional Independent Members appointed, subject to the needs of the Corporation.

The determination of the membership of the Corporation, including the individuals to be appointed as Members rests with the Corporation. The Search Committee advises the Corporation on the appointment of Members (other than the Principal and the Staff or Student Members).

The Clerk to the Corporation will liaise with the Chair of the Search Committee in advance of the expiry of individual terms of office to ensure appropriate arrangements are in place for maintaining continuity in the appropriate categories whilst seeking new Members for the next period of office. This will be made known to the Corporation so that any views of the membership as a whole may be taken into account during this planning stage.

The Clerk to the Corporation will maintain a register of the terms of office of Members of the Corporation.

Existing Members of the Corporation will make known to the Clerk at an early stage if they wish to be considered for re-appointment to the Corporation.

1.2 Determination of Membership

- 1.2.1 A Member may resign his office at any time by giving notice in writing to the Clerk to the Corporation.
- 1.2.2 A Member of the Corporation shall cease to hold office if he/she becomes ineligible to serve as a Charity Trustee.
- 1.2.3 The Corporation may consider removing a Member from office if that Member is unfit or unable to discharge their functions as a Member of the Corporation or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
- 1.2.4 The criteria for deciding whether to remove a Member from office will be based on the following:
 - previous attendance record at Corporation meetings prior to the six months of continuous absence;
 - validity of reasons given for absence, for example, ill health, bereavement, pressure of work;
 - consideration of whether or not the reason, however valid, is likely to prevent a speedy return to full involvement in the business of the Corporation.
- 1.2.5 In the event of a Staff Member (including the Principal) ceasing to be a member of staff of the College the office becomes vacant.

- 1.2.6 Where a Member other than the Principal or Staff Member, becomes a member of staff of the College their appointment shall be terminated in accordance with the Instrument and Articles of Government.
- 1.2.7 A Student Member ceases to hold office at the end of their final academic year at the College or earlier if expelled from the College.
- 1.2.8 A Member of the Corporation may be suspended as a Governor in exceptional circumstances and in accordance with rules approved by the Corporation.

1.3 Appointment of Members of the Corporation

- 1.3.1 In accordance with Instrument of Government Clause 5(i), the Corporation is the appointing authority in relation to any Member of the Corporation.
- 1.3.2 Upon the occurrence of a vacancy in the Independent Member category expressions of interest will be sought, which may include external advertisement.
- 1.3.3 Upon the occurrence of a vacancy in the categories for Staff Member and Student Members the Corporation will make arrangements for the vacancy to be advertised to all staff or students.
- 1.3.4 The Search Committee shall consider all applications for appointment and/or re-appointment to the Corporation and shall take account of the skills, expertise and commitment of individuals before making recommendations to the Corporation.
 - In considering applications for appointment/re-appointment the Search Committee will also review the range of skills, experience and expertise represented on the Corporation.
 - In making recommendations to the Corporation, the Committee shall seek to ensure that the membership of the Corporation represents a diverse range of views whilst maintaining a balance of skills, expertise and experience which is appropriate to the needs of the College.
- 1.3.5 The Staff Member is elected and nominated by the staff of the College.
- 1.3.6 The Student Members will be appointed in accordance with rules approved by the Corporation.

1.4 Terms of Office and Attendance of Members at Meetings of the Corporation

- 1.4.1 Members are appointed to serve on the Corporation under the Corporation's terms of engagement and in the expectation that they will make time in their schedules to attend meetings and fully participate in the work of the Corporation and the life of the College.
- 1.4.2 If a Member is prevented from attending a Corporation meeting or a development event, that Member should notify the Clerk of the reason for his/her non-attendance and give as much notice as possible. The purpose of this is to enable the Clerk to give apologies at the meeting and record these in the minutes in addition to ascertaining whether or not the meeting will be quorate.

- 1.4.3 Members are asked to ensure that they sign the Attendance Record to enable the Clerk to maintain a register of attendance at meetings for future reference and review by the Corporation, the Search Committee, auditors, Inspectors and other interested parties.
- 1.4.4 Minutes will record the point on the agenda when a Member joins, withdraws from and/or rejoins a meeting.
- 1.4.5 A Member of the Corporation shall hold and vacate office in accordance with the terms of the appointment but the length of an individual term of office shall not exceed four years.
- 1.4.6 New Independent Members will normally be appointed initially for a period of one year, following which they will be eligible to be re-appointed for a maximum term of office of four years.
- 1.4.7 Staff Members will be appointed for a period of two years.
- 1.4.8 Student Members will be appointed for a maximum period of two years.
- 1.4.9 Members retiring at the end of their term of office shall be eligible for re-appointment.
- 1.4.10 The Nolan Committee, in its second report, recommended that Members should not serve more than two consecutive terms of office. The Search Committee will advise on whether to recommend the re-appointment of a Member whose term of office has expired or who has already completed a total of eight consecutive years (i.e. two four-year terms) as a Member of the Corporation.

1.5 Appointment of Chair and Vice Chair

- 1.5.1 The Members shall appoint a Chair and a Vice Chair from among their number.
- 1.5.2 Neither the Principal nor the Staff or Student Members shall be eligible for appointment as Chair or Vice Chair but may take part in any vote on the appointment.
- 1.5.3 The period of office for the Chair and Vice Chair shall normally be two years. At the end of that period, the Members fulfilling those offices will be eligible for re-election if they are still serving on the Corporation.
- 1.5.4 Where possible the term of office of the Chair and the Vice Chair shall expire in alternate years.
- 1.5.5 If both the Chair and Vice Chair of the Corporation are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member so chosen shall not be the Principal, or a Staff or Student Member.
- 1.5.6 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.
- 1.5.7 At the last meeting before the end of the term of office of the Chair or Vice Chair, or at the first meeting following the expiry of the term of office of either position, or following the resignation of the holder of either office, the Members shall appoint a replacement from amongst their number.

1.6 Appointment of the Clerk to the Corporation

- 1.6.1 The Corporation is required to appoint a person to serve as Clerk.
- 1.6.2 The Clerk shall be entitled to attend all meetings of the Corporation (including meetings of any Committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the Members of the Corporation shall appoint from their number a person to act as Clerk for the duration of such meeting or part of a meeting, but the Principal may not be appointed as temporary Clerk.

1.7 Attendance and Development

- 1.7.1 New members appointed will be expected to complete an induction process arranged by the Clerk to the Corporation.
- 1.7.2 Governors will be expected to undertake such development activities as required to enable them to fulfil their responsibilities under the terms of the Instrument and Articles of Government and these Standing Orders.
- 1.7.3 The Search Committee shall be responsible for reviewing the attendance of governors and for determining the appropriate action where attendance is less than satisfactory.
- 1.7.4 Members are expected to attend meetings of the Corporation and any committees of which they are Members when not reasonably prevented from doing so.
- 1.7.5 Where a Member has missed all meetings over a six month period the reasons for the absences would be noted and followed up if appropriate.
- 1.7.6 The Clerk to the Corporation maintains registers of attendance at Corporation and committee meetings which is reviewed periodically by the Search Committee.
- 1.7.7 The attendance target for individual Members at meetings of the Corporation and its Committees is 80%.

1.8 Committees of the Corporation

- 1.8.1 The Corporation conducts much of its detailed business through the following Committees:
- Audit Committee
 - Remuneration Committee
 - Search Committee
- 1.8.2 The Terms of Reference of each committee are given alongside the Standing Orders.
- 1.8.3 The Audit Committee will meet at least once per term and more frequently if necessary according to the demands of the audit cycle.
- 1.8.4 All other committees will meet in accordance with the approved calendar of meetings.

- 1.8.5 Special Meetings of Committees – A special meeting of a committee may be called at any time by the chair of the committee, or at the direction of the Chair of the Corporation, or at the request in writing of a majority of members of the committee. Where a special meeting is called, the Chair of the Committee may direct that the written notice convening the meeting and the agenda are issued within a period of less than seven days, as he or she specifies.
- 1.8.6 Special Committee – If it is necessary to convene a committee to consider any disciplinary action or the dismissal of the Principal or other Senior Post Holder a Special Committee will be established in accordance with rules adopted by the Corporation.
- 1.8.7 Recruitment and Selection Committee – If it is necessary to convene a committee to consider the recruitment and/or selection of the Principal or other Senior Post Holder a Recruitment and Selection Committee will be established in accordance with rules adopted by the Corporation.
- 1.8.8 Appeals, Grievance and Complaint Committees – If it is necessary to convene a committee to consider any appeal, grievance or complaint the Committee will be established in accordance with rules adopted by the Corporation.

2 Conduct of Meetings

2.1 Quorum

- 2.1.1 Attendance requirements are applied to establish whether or not a meeting of the Corporation is quorate, having regard to the Instrument of Government Clause 13. The minimum number of Members necessary to be present for meetings of the Corporation to be quorate is at least 40% of the total membership determined by the Corporation (currently six Members constitute a quorum).
- 2.1.2 The quorum for any part of a Corporation Board meeting where any Member or Members are required to withdraw shall be a minimum of five of the Members entitled to remain present at the meeting.
- 2.1.3 The Corporation determines the quoracy requirements for its committees as detailed in the terms of reference.
- 2.1.4 The rules on quoracy apply at any point during a meeting when numbers may change due to Members arriving late, leaving early or declaring an interest. If the meeting becomes inquorate it shall be terminated forthwith at that point.
- 2.1.5 In the event of there being an insufficient number of Members present to constitute a quorum the Chair shall, if he/she thinks fit, summon a Special Meeting to be held at the earliest opportunity.
- 2.1.6 In exceptional circumstances there is provision for a Member or Members who are unable to attend a meeting in person to take part in the meeting by teleconferencing facilities. Members taking part by such means shall count towards the quorum for the meeting.

2.2 The Conduct of Debate

- 2.2.1 All Members shall be entitled to contribute to any discussion or debate unless precluded from doing so by the Instrument & Articles or by having declared an interest in the item of business under consideration.
- 2.2.2 The Chair has the right to bring any discussions to a close when he feels that sufficient opportunities for debate have been given to all Members.
- 2.2.3 All members of the Board of Corporation should ensure that they are fully prepared for each meeting and it will be assumed that all papers have been read and that no presentation of reports is required except in limited circumstances.

2.3 Voting Procedures

- 2.3.1 The Instrument of Government (Clause 14) requires that every question to be decided at a meeting shall be determined by a majority of the votes of Members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of an equal division of votes.
- 2.3.2 A Member may not vote by proxy or by way of a postal vote.
- 2.3.3 The normal way of voting will be by a show of hands. If a formal vote is taken, the Chair of the meeting shall direct whether or not the number of votes cast for and against a resolution, and the number of abstentions, shall be recorded in the minutes, though the normal practice will simply be to record the outcome. Votes cast and abstentions shall not be identified to individuals in the minutes or other record of proceedings unless requested by the individuals concerned.
- 2.3.4 The Chair of the meeting shall also have the power to require a secret ballot.
- 2.3.5 Members might on occasion be asked to vote on a written resolution and a resolution in writing agreed by such number of Members as required if it had been proposed at a meeting of the Corporation or of a committee of the Corporation shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every Member entitled to attend and vote on the matter seven clear days in advance of the date at which the resolution shall lapse if not passed. The resolution may consist of several instruments in like form each agreed by one or more members.

A member may NOT vote by proxy or post at any meeting of the Corporation or meeting of a committee of the Corporation.

- 2.3.6 A student Member who is under 18 years of age at the time of the meeting is not eligible to vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- 2.3.7 In practice many decisions taken at a meeting will not need a formal vote, the Chair will simply ask Members for their agreement to the proposal in question at the conclusion of the discussion. Only if there is obvious dissent or if the matter is of particular significance will a formal vote be called.

- 2.3.8 Individual Members may request a vote on a particular issue and this must be agreed. Whether or not a recorded vote has taken place, a dissenting Member has the right to have their disagreement recorded in the minutes.
- 2.3.9 Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

2.4 Procedures for Reconsideration of Resolutions

- 2.4.1 The Instrument of Government (Clause 14) requires that no resolution of the Members may be rescinded or varied at a subsequent meeting of the Corporation unless consideration of its rescission or variation appears as a specific item on the agenda for that meeting.
- 2.4.2 A resolution cannot therefore be overturned or varied simply as part of the discussion of matters arising from the previous minutes.
- 2.4.3 The subject must appear as a substantive item on the agenda linked to the fact that there is a proposal to vary or rescind a previous decision. A Member wishing to include such an item must do so through the Clerk to the Corporation (see Section 3.7).

2.5 Procedures for Declaration of Interest

- 2.5.1 Members must declare any perceived or actual conflict of interest at the commencement of a meeting and must withdraw if required in accordance with the Instrument of Government or any rules approved by the Corporation, from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise. The Clerk to the Corporation shall record any declaration of interest in the minutes of the meeting.
- 2.5.2 As a condition of membership Members must declare on an annual basis and, as appropriate at any meeting of the Corporation or committee any financial interest, including the nature and extent of such an interest, in:
- (1) the supply of work or goods to or for the purpose of the College;
 - (2) any contract or proposed contract concerning the College
 - (3) any other matter relating to the College
 - (4) or has any other interest of a type specified by the Corporation in any matter relating to the College
- 2.5.3 Members should also declare any interest relating to:
- (i) any financial interest, including the nature and extent of such an interest, in the College of his/her spouse or partner, and their own or their spouse/partner's close family;
 - (ii) any non-financial interest of Members, such as membership of the public bodies and institutions, trusteeship of a trust where the Member, or other person closely connected with him/her, may be beneficiary,
 - (iii) membership of a closed organisation.
- 2.5.4 The declaration of interest is normally the responsibility of the individual Member, however if the Clerk to the Corporation, on the basis of information in the Member's

Register of Interests, has reason to believe a Member has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the Member concerned, preferably before the meeting.

- 2.5.5 Having declared a financial or other interest, the Member concerned may not discuss the item, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question.
- 2.5.6 Individual Members may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances prescribed by the Instrument & Articles of Government.
- 2.5.7 The declaration of an interest by a Member during the course of the meeting shall be recorded in the minutes.
- 2.5.7 The Board of Governors should make the Declaration of Interest register available for public access.

2.6 Withdrawal from Meetings

- 2.6.1 A Governor who has declared an interest or who is believed to have an interest in an item for consideration by the Corporation may be required to withdraw from the meeting at the direction of the Chair or by a resolution of the other Governors present.
- 2.6.2 A Staff Governor shall always automatically withdraw from that part of a meeting of the Corporation or its Committees when there is a discussion about his or her remuneration etc., the appointment of his or her successor, or the appointment, remuneration, etc. of a member of staff holding an office senior to his or her own, except where this relates to the pay and conditions of all staff or all staff in a particular class.

At the discretion of the Chair, or by agreement of members present at the meeting Staff Members may be asked to withdraw from meetings of the Committee as determined by matters on the agenda.

- 2.6.3 The Principal and the Clerk to the Corporation shall always automatically withdraw from that part of a meeting of the Corporation or its Committees when there is a discussion about his or her remuneration etc., and discussion about his or her conduct, suspension or expulsion or the appointment of his or her successor.
- 2.6.4 A Student Governor shall always automatically withdraw from that part of a meeting of the Corporation or its Committees when his or her own conduct, suspension or expulsion is to be considered by the Corporation/Committee.
- 2.6.5 At the discretion of the Chair or at the request of any one-member present, Student Members may be requested to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff. In the event of a Student Member not being invited to withdraw, a Student Member shall take no part in the consideration or discussion of the matter in question and shall not vote on any question with respect to the matter.
- 2.6.6 Other officers of the College, members of staff, or other visitors present at a meeting of the Corporation shall withdraw at the direction of the Chair or by a resolution of the other Governors present.

- 2.6.7 Non-members of Governors' Committees who are present at Committee meetings shall withdraw at the direction of the Chair of the Committee or by resolution of the other members present.
- 2.6.8 Whilst not withdrawing from a meeting, a Student Member who is under the age of 18 years shall not vote on any question concerning any proposal:
- (i) for the expenditure of money by the Corporation;
 - (ii) under which the Corporation or any Members of the Corporation, would enter into any contract, or would incur any debt or liability (whether immediate contingent or otherwise).

2.7 Agendas and Papers

- 2.7.1 All meetings of the Corporation/ Committees will be summoned by the Clerk to the Corporation who shall send to the members notice of the meetings, a copy of the agenda and supporting papers usually no later than 7 calendar days prior to the date of the meeting. The Clerk to the Corporation will be responsible for issuing all agendas and papers for the meeting except where the Clerk would be required to withdraw.
- 2.7.2 The Agenda for meetings of the Corporation and the Committees shall clearly identify those items which are confidential. The Chair of the Board of Governors/Committee shall have the power to determine whether agenda items and/or supporting papers shall be treated as confidential or open.

In determining the need for a confidential session, the Chair will consider whether the matter relates to an individual. The Chair will also take account of the Instrument and Articles of Government, the matters to be considered, the necessity to retain strategic, statutory or commercial confidentiality, or the need for confidentiality to protect the interests of the Board of Governors and College at a higher level than can be offered by a normal session.

Items may only need to be treated as confidential for a limited period of time. The Chair shall have the power to determine such time limit and authorise the removal of any restriction.

- 2.7.3 The agenda for each meeting of the Corporation and Committees as appropriate and the order in which items are to be taken will be agreed with the Chair of the Corporation/Committee in discussion with the Principal.
- 2.7.4 The Chair of the Committee shall determine whether items of any other business, urgent or otherwise, may be raised at meetings. Any resolution for decision at that meeting from an item of any other business shall be confined to urgent matters or matters of immediate importance. The Chair of the Committee shall be informed in advance of the meeting of an intention to raise items of Any Other Business upon which such a resolution for decision may be proposed.
- 2.7.5 All items will normally be supported by a written report and issued at the same time as the agenda. Urgent papers or those updating a previous version of papers that have been circulated, where additional information has become available may be circulated less than 48 hours in advance of the meeting or tabled for consideration with the express consent of the Chair.

- 2.7.6 All reports will be prepared in the format approved by the Corporation.
- 2.7.7 If matters arise which require consideration as a matter of urgency these may be considered as matters of any other business and the inclusion of such items will be at the discretion of the Chair of the Corporation/ Committee in consultation with the Clerk.
- 2.7.8 Verbal reports will be accepted only in circumstances where it is not possible to provide a written report or for very brief updates or minor matters reported for information only.
- 2.7.9 Updating papers to be tabled should be cross-referenced to the paper to which they refer and shall contain an explanation as to the reason for the original paper being updated.
- 2.7.10 Individual Members may request an item be placed on the agenda provided that:
- The Clerk is given not less than 15 days' notice prior to the date of the meeting in order that the Chair is notified of the proposed item before the agenda is finalised.
 - The item falls within the remit of the Corporation or its committees as set out in the Instrument and Articles of Government or Terms of Reference.
 - The paper/report (if any) is submitted to the Clerk 10 working days before the scheduled date of the meeting.
- 2.7.11 No items may be added to an agenda which has been published without the explicit agreement of the Chair of the Corporation / committee as appropriate unless raised appropriately as an item of any other business.
- 2.7.12 If it is proposed to consider, at any meeting, the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Board of Governors the Chair may direct that he or the Principal shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

3 Minutes

- 3.1 Minutes shall be taken of all meetings of the Corporation and its Committees. It is the responsibility of the Clerk to ensure that the minutes are taken and prepared for publication.
- 3.2 The first draft of the minutes shall be prepared as soon as practicable after the meeting and normally within ten working days. The first draft shall be approved by the Chair of the meeting, normally within three working days of receipt by the Chair.
- 3.3 Draft minutes shall be distributed to Governors as soon as practicable after the meeting.
- 3.4 Signed Minutes will be made available on the College website for a period of 12 months following approval.
- 3.5 Minutes of meetings shall emphasise the recording of outcomes of discussion and shall not be verbatim or narrative unless the Chair so directs in particular circumstances.

- 3.6 Determination of confidential minutes shall be at the direction of the Chair of the meeting but may also be decided in the light of particular discussion and/or resolution at the meeting. Separate minutes shall be kept for confidential items.
- 3.7 All Governors shall be entitled to receive all non-confidential minutes and papers of the Corporation and its Committees. Confidential minutes and papers will be circulated to those members of the Corporation entitled to receive them.
- 3.8 Separate minutes shall be maintained for those parts of meetings from which the Principal, the Clerk, the staff Governors and the student Governor have withdrawn. A staff Governor or a student Governor who has withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting or any papers relating thereto. Similarly, a Clerk who has withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting or any papers relating thereto. The Principal in his or her capacity as a Governor shall have full access to all minutes, agendas and papers of the Corporation and its Committees, including those determined as confidential, except those which refer specifically to his or her own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement, or the appointment of his or her successor. However, the Corporation may resolve to allow the disclosure of all or part of such minutes and papers to the parties concerned.

It should be noted that confidential minutes are still subject to the provisions of the Data Protection Act and the Freedom of Information Act.

4 Special Arrangements

4.1 Procedures for Chair's Action

- 4.1.1 The Chair of the Corporation or the Chair of a Governors' Committee, or the Vice Chair in the Chair's absence, is empowered to act on behalf of the Corporation or the relevant Committee between meetings as follows:
- the taking of routine action which would not merit an agenda item and discussion at a Corporation meeting or the relevant Committee meeting. This includes the signing of routine documents on behalf of the Corporation or the relevant Committee, responding to approaches made to the Corporation or Committee by external organisations, and agreeing detailed aspects of the implementation of matters already agreed by the Corporation or relevant Committee.
 - If matters arise which are judged too urgent to await a scheduled meeting of the Corporation, or of the relevant Committee, the Chair will normally call a special meeting. However, the Chair may act in situations of emergency or urgency where to delay taking a decision would disadvantage the College on condition that the action taken is not contrary to the Instrument and Articles of Government.
 - The taking of specific actions for which delegated authority has been given by the Corporation, or relevant Committee.
- 4.1.2 A record of Chair's action taken, other than routine action as described above in paragraph shall be maintained by the Clerk and the Chair shall inform the Clerk in writing of action that he or she has taken so that the record can be maintained.

- 4.1.3 Chair's action taken between meetings, other than routine action, will be reported as an item under Chair's Actions at the next meeting of the Governing Body or relevant Committee.
- 4.1.4 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these Standing Orders.

4.2 Special Meetings

- 4.2.1 A Special Meeting may be called by the Chair or, in his absence the Vice Chair, or at the request in writing of any 5 Members.
- 4.2.2 Notice of a Special Meeting shall normally be at least seven days in advance of the meeting unless the Chair specifies that less than seven days notice is acceptable.

5 Openness and Accountability

5.1 Public Access to Agendas and Minutes

- 5.1.1 The Agenda and papers relating to meetings of the Corporation are available for public inspection at the College during normal office hours.
- 5.1.2 A copy of the minutes of every Corporation meeting shall be placed on the College website after they have been approved at the next meeting and shall remain there for a minimum period of 12 months from the date of the meeting to which the minutes refer.
- 5.1.3 Excluded from any item made available for public inspection under 5.1.1. and 5.1.2. is any material relating to a named person employed at the College, a named student, the Clerk or any matter which the Corporation has decided should be treated as confidential or other sensitive items deemed by them as confidential. Such excluded items will not be made available for public access and will be held by the Clerk to the Corporation.
- 5.1.4 The Chair will review the confidential minutes annually to determine if, and at what point, any such matter should be considered non-confidential.
- 5.1.5 Agendas are available for inspection as soon as they have been received by Corporation Members. Papers of a non-confidential nature are available after the meeting.
- 5.1.6 Copies of agendas and minutes of a non-confidential nature are available on the College Intranet and the College website via the Internet.
- 5.1.7 Copies of Corporation and committee minutes are made available to the College internal and external auditors.

5.2 Public Access to Meetings

- 5.2.1 Meetings of the Corporation and Committees shall not normally be open to members of staff, students or members of the public unless by specific invitation of the Chair.

- 5.2.2 Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation unless specifically excluded by the Instrument and Articles of Government or by these Standing Orders.
- 5.2.3 Senior post holders shall attend Governors' meetings by direction of the Chair and may also attend as observers.
- 5.2.4 Other Staff at the College may be invited or required to attend to present or contribute to relevant agenda items at meetings of the Corporation or committee meetings by the Chair of the Corporation / committee.

In such circumstances their attendance shall be recorded in the minutes of the meeting.

5.3 Membership of the Corporation – Availability of Information to the Public

- 5.3.1 A list of the Members of the Corporation is available on the College website. Details are also included in the annual "Members' Report and Financial Statements", which is a public document.
- 5.3.2 Addresses and telephone numbers of individual Members of the Corporation will not be made available to third parties without the permission of that Member.
- 5.3.3 Persons wishing to contact Members of the Corporation may do so by writing to:

c/o The Clerk to the Corporation
Tameside College
Beaufort Road
Ashton-under-Lyne
OL6 6NX

6 Miscellaneous

6.1 Expenses

- 6.1.1 Members serve in a voluntary capacity and as such receive no payment for their services as Corporation Members. Payment of travelling expenses necessarily incurred in attending meetings of the Corporation or its committees can be claimed via the Clerk to the Corporation.
- 6.1.2 Members receive payment of conference/course fees and associated travelling expenses and accommodation costs where necessarily incurred for attendance on Governor training programmes or when attending an event on behalf of the College.

6.2 Statements made on behalf of the Corporation

- 6.2.1 Statements made on behalf of the Corporation will normally be made only by:
- The Chair, or Vice Chair in his/her absence;
 - The Principal.
- 6.2.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.

6.2.3 Members of the Corporation are appointed to contribute to the work of the Corporation. They are not appointed to represent any organisation, interest group or persons.

6.3 Use of the Corporation Seal

6.3.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a deed should be under seal, such as a transfer of property by the Corporation or signing a contract.

6.3.2 The execution of a document by the Corporation under its seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.

6.3.3 In accordance with Clause 21 of the Instrument of Government, the use of the seal by the Corporation shall be authenticated by the signature of the Chair, or other Members authorised either generally or specifically by the Corporation together with the signature of any other Corporation Member.

6.3.4 The affixing of the seal to any document shall be reported to the Corporation and, wherever possible, be authorised in advance by a minuted resolution of the Corporation.

6.4 Procedures for Appointments to Designated Senior Posts

6.4.1 Advertisements relating to vacancies for the Principal and other designated senior postholders may be advertised internally to the College in the first instance and/or in the national press.

6.4.2 Shortlisting may involve the use of an external consultant.

6.4.3 Shortlisted candidates will normally be asked to make presentations to panels made up of Corporation Members and College staff, following which recommendations will be made to the Corporation's Selection Panel.

6.4.4 The Selection Panel will conduct the formal interviews, following which a recommendation will be made to the Corporation for approval.

7 Resolving Difficulties

7.1 Action where the Clerk believes the Corporation is Acting Beyond its Powers

7.1.1 There may be occasions when the Clerk feels their advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available to them within the College. The Clerk may take some or all of the following steps:

- ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;

- ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
- report the matter to the next meeting of the relevant committee or full Corporation meeting thereby ensuring the matter is placed in the publicly available minutes;
- consult the College's external auditor.

7.1.2 If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in their judgement, the Clerk is authorised to refer the matter to the Education and Skills Funding Agency (ESFA), and inform the Chair and Principal that this has been done.

7.1.3 The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

7.2 Legal Advice

7.2.1 The Clerk to the Corporation will take any necessary advice on behalf of the Corporation from the College's legal advisers in connection with the interpretation of the Articles and Instrument of Government and the conduct of business.

The release of such advice shall be determined by the nature of the advice and the need to retain strategic or statutory confidentiality, or the need for confidentiality to protect the interest of the Corporation and College. The decision of the Chair of the Corporation shall be final in all matters concerning the release of advice.

7.2.3 The Clerk to Corporation shall have direct access to legal advice from the College legal advisers, or such other legal advisers as may be appropriate, where there is a need perceived as being necessary by the Clerk for such a course of action.

In the event of the Clerk taking direct legal advice the Chair of the Corporation shall be advised of the request and the anticipated cost, however the content of advice received shall remain confidential to the Clerk and shall only be released at the discretion of the Clerk.

7.3 Independent Legal Advice for Governors

8.3.1 Members of the Corporation may obtain independent professional advice relating to their role as Governor at no cost to themselves should the situation arise where a member considers such advice necessary.

8.3.2 A member should advise the Clerk to the Corporation of the need to take such advice and the anticipated cost before any expense is incurred. Expenditure shall not exceed the sum of £500 without the prior approval of the Chair.

7.4 Independence of the Clerk

7.4.1 The Corporation shall put in place measures to ensure the independence of the Clerk. Particular consideration as to the independence of the Clerk should occur where the Clerk is also the holder of a College Post.

8 Governor Development and Self-Assessment

The Corporation shall undertake an annual self-assessment of performance to ensure compliance with the Instrument and Articles of Government, the Code of Good Governance for English Colleges and the effective and efficient operation of the Corporation and the development of Members.

9 Complaints

The Education and Skills Funding Agency has a formal procedure for considering complaints against the Corporation, or against individual Members.

However, the Education and Skills Funding Agency will not normally deal with complaints unless they have been first registered under the College complaints procedure, and the complainant is dissatisfied with the College investigation of the complaint or the redress offered.

10 Public Interest Disclosure

The Corporation shall ensure the availability of a policy permitting Public Interest Disclosure (Whistle blowing) by Governors and staff of the College. Such a policy shall be made publicly available and shall not in any way allow discrimination against an individual appropriately raising an issue under the policy

11 Rules and By Laws

11.1 The Corporation's Standing Orders will be reviewed every two years or earlier by the Clerk to the Corporation to meet changing circumstances, such as modifications to the Instrument and Articles of Government.

11.2 Proposed amendments to the Standing Orders will be presented to the Corporation for approval unless covered directly by Statute, in which case the changes will be implemented on the introduction of the new legislation. Local rules, such as those concerned with consecutive terms of office, will be recommended to the Corporation by the Search Committee.

Standing Orders approved and adopted by the Tameside College Further Education Corporation at their meeting held on 5 July 2021.