

Corporation and Committee Standing Orders

- 1 Introduction** These Standing Orders shall apply to all meetings of the Corporation and its committees.

They must be read in conjunction with the Instrument and Articles of Government, any amendments made to them, committee remits, and the Corporation's policies on attendance and access to meetings.

These standing orders shall not supersede any requirements laid down in the Instrument and Articles of Government of the Corporation.
 - 2 Attendance** Apologies for non-attendance should be made in advance of the meeting either by writing, or by telephone call to the Clerk to the Corporation, or if s/he is unavailable, the Principal. The reason for non-attendance should be given at the same time.

The Clerk to the Corporation shall keep a register of attendance of members in respect of the Corporation and all its sub-committees.

Where a Governor has missed two consecutive meetings of the Corporation or of a committee, without the permission of the Corporation s/he may be asked by the appropriate Chair to consider his/her commitment.

The Corporation expects that, in any one academic year, Governors should attend at least 75% of the total combined number of Corporation and Committee meetings of which they are a member.
 - 3 Access to meetings** No one, who is not a member of the Corporation, may attend a meeting except by invitation.

The Corporation has extended standing invitations to Senior post-holders of the College

Any governor may attend meetings of any Committee of which s/he is not a member as an observer.

No one may attend a committee who is not a member of that Committee or a Corporation member, except by invitation.

The exception to this would be that the representatives of the internal and external auditors should normally attend meetings of the audit committee at which reports, plans etc relevant to them are being considered.

A standing invitation to all Committees except the remuneration committee has been extended to senior post-holders.

Non-members may only speak at a Corporation or Committee meeting by invitation. They do not have voting powers. They may be asked to withdraw from meetings of the Corporation or its Committees if it is considered appropriate.
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- 4 **Publication of minutes and papers** Signed minutes and papers of Corporation meetings approved for publication by the Corporation, are available for public inspection in the Resource Centre.
- Signed minutes and papers of committees approved for publication by the Committee are available for public inspection in the Resource Centre.
- Signed minutes and agendas, once approved, will be published on the college website.
- 5 **Quorum** Rules on the quorum for a meeting of the Corporation are as set out in the Instrument and Articles of Government.
- Rules for committee meetings are as set out in the Terms of Reference of each committee.
- 6 **Proceedings of meetings** Members shall declare any items of business in which they have an interest at the beginning of a meeting or as soon as they become aware of them.
- Every question to be decided at a meeting shall be determined by a majority of the members present and eligible to make the decision. Unless a governor expresses dissent about the decision/s at which point a vote will be undertaken and the decision made by a majority of the votes cast.
- Voting at meetings shall be by show of hands unless agreed otherwise before such vote.
- Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- A member may not vote by proxy.
- A member may not vote by post except where a matter is to be decided by written resolution as set out in the Instrument and Articles.
- Where three or more persons are nominated for any position as member, Chair or Vice Chair and there is not a majority in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a majority in favour of one person.
- Rules for withdrawal of members and non-members from meetings are covered in the Instrument of Government and the Corporation's policy on access to meetings.
- At Committee meetings, if the committee Chair is absent, the Governors attending that meeting shall select one of their number to Chair the meeting.
- 7 **Rules of debate** Only one member shall speak at a time and they should address the Chair.
- A member shall direct a speech only to the question under discussion or to a point of order.
- 7 **Rules of debate cont/...** The ruling of the Chair on a point of order shall not be open to discussion. A motion or amendment shall not be discussed unless it has been proposed and seconded.
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Only one amendment may be moved or discussed at one time and no further amendments shall be moved until the amendment under discussion has been disposed of.

If an amendment is lost, other amendments may be moved on the original motion. If it is carried it shall become the motion upon which further amendments may be moved.

The Chair shall draw attention to continuous irrelevance, tedious repetition, unbecoming language, or any breach of order by a member. If the behaviour of the member continues the Chairman shall direct the member to discontinue.

If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting.

The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such a period as s/he considers appropriate.

8 Agendas for meetings

The Clerk to the Corporation, or, if different, the designated clerk to that committee shall draw up the agenda for that meeting after consultation with the Principal and the Chair of the Corporation/committee.

Members wishing to have an item added to the agenda of the next meeting should contact the Clerk to that meeting at least ten working days in advance of the meeting.

All meetings shall normally commence with the items Apologies, Minutes of Previous Meeting and Matters Arising and shall conclude with Any Other Business and Approval of Documents for Publication.

The appointment of Chair and Vice Chair shall normally take place at the last meeting before the expiry of the term of office and shall be part of the standing agenda item 'Governance Matters'.

Papers should be circulated with the agenda, but may be tabled at the meeting with the agreement of the Chair.

Business shall be taken in the order it appears on the agenda except that the order may be varied by the decision of the members present.

The Clerk to the Corporation shall prepare an annual calendar so that relevant items of business can be placed on the agenda in advance. (e.g. approval of final accounts)

9 Agenda - Any Other Business

An item may be submitted under Any Other Business with the agreement of the Chair.

10 Delegation of powers by the Corporation

The Chair, or Vice Chair, in the Chair's absence, may between meetings of the Corporation appoint members to

- a) serve on a special committee set up to examine the case for dismissal of a Senior Post-holder
 - b) hear an appeal against dismissal of an employee.
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- 10 **Delegation of powers by the Corporation** The Chair, or the Vice Chair, in the Chair's absence, may also act on behalf of the Corporation between meetings where the matter is one of routine and would not have merited an agenda item and discussion at a meeting, for example, signing of routine documents, agreeing to detailed aspects of the implementation of matters already agreed by the Corporation. Action by the Chair, or Vice Chair in his/her absence, on matters of significance should only be taken if delaying a decision would disadvantage the College. Action taken between meetings shall be reported at the next meeting of the Corporation.
- 11 **Extraordinary meetings** An extraordinary meeting may be called by the Chair of the Corporation (or by the Vice Chair in the Chair's absence) or at the request in writing of any five members at short notice, and decisions taken at that meeting shall be binding, providing that a subsequent normally called meeting ratifies the adequacy of notice of the special meeting.
- 13 **Terms of Office** Governors are appointed for a period of up to four years and may stand for re-appointment. The Chair and Vice Chair shall be appointed for a period of three years or less than three years if the person appointed has less than three years to serve as a governor.
- 14 **Corporation Seal** The Seal of the Corporation shall be kept by the Clerk. All deeds and documents to which the Seal shall be required to be affixed shall be sealed in the presence of the Chair, Vice Chair or Clerk or other person to which the Corporation has delegated the relevant powers.
- 15 **Minutes of meetings** Minutes of meetings shall be brief and concentrate on the subject of discussion, decisions made and action to be taken. Time of closure of meetings shall be recorded at the end of the minutes.
- Members cannot make a decision, binding on the corporation, other than at a properly constituted, quorate and minuted meeting.
- 16 **Allowances to members** No allowances other than travelling expenses, subsistence and care expenses (if the governor cannot make alternative arrangements) are payable to members in respect of attendance at Corporation or committee meetings. Expenses may be reclaimed in respect of attendance at training or other events attended as a Governor of the College.
- Claims shall be made in accordance with the schemes laid down for employees of the Corporation.
- 17 **Amendments to standing orders** Amendments to these standing orders must be approved by the Corporation.

Date of Last Approval/Revision	April 2015
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Responsible Officer	Clerk to the Corporation
Approval/review body	Corporation via Search and Governance
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