



# **STANDING ORDERS OF THE CORPORATION**

**Updated and approved July 2024**

## STANDING ORDERS OF THE CORPORATION

These Standing Orders are made in pursuance of Article 19 of the Articles of Government, and must be read in conjunction with the Instrument and Articles of Government. Where there is found to be any contradiction between these Standing Orders and the Instrument and Articles of Government, then the latter shall take precedence.

### 1. COMPOSITION OF THE CORPORATION

- 1.1 By a determination dated 23 March 2020 the Corporation has determined its minimum numbers at 12 and maximum numbers at 20, comprising:

No less than 7 and no more than 15 general members  
2 staff members  
2 student members  
The Principal

Total 12- 20

A Quorum of at least 40 % is required with a majority of general governors. A vacancy in any category of membership shall not of itself render inquorate any meeting.

- 1.2 The Corporation shall review its determined numbers at least every four years, more frequently if circumstances so dictate.

### 2. MEMBERS

#### 2.1 Appointment

2.1.1 The Corporation is the appointing body for external members and shall take into account the range of skills and experience that are appropriate to be included within its membership. It shall also take diversity into consideration when considering overall membership. Where the Corporation has decided that a committee shall make recommendations to it concerning membership, these shall be taken into consideration and appointments shall be made on the basis of recommendations from that Committee.

2.1.2 Where the office of any member becomes vacant, the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

2.1.3 The elected President of the Students Union shall be the first "student member" *ex officio*. The second "student member" will be elected by the Student Council from amongst its members at its first meeting in every academic year.

2.1.4 All appointments will be made by the Corporation at a meeting of the Board.

## Term of Office

2.1.5 Members will normally be appointed to hold office for a period of four years, except where the Corporation has determined that some shorter period is appropriate, for example in the case of student members.

2.1.6 Membership of the Corporation is limited to two four-year terms, except:

Where a member takes on an elected office relating to the Corporation, that member's current term will automatically be extended for the full period of that office.

Should the Principal choose to become a member their term of office will continue until they are no longer Principal at City College Plymouth.

Where, in exceptional circumstances, the Corporation considers that the experience or skills of a Governor are indispensable for one further period of office (third term), not exceeding a further four years.

No member shall be appointed for a third term of office unless alternatives have first been considered.

## 2.2 Conduct

2.2.1 Members are required to conduct themselves in accordance with the Code of Conduct for Governors adopted by the Corporation.

2.2.2 Only the Chair of the Corporation may speak on behalf of the Corporation. If members are approached about specific matters relating to the Corporation or the College, the proper response is to refer the enquiries to the Chair.

2.2.3 Members are required to complete an annual Declaration of Interests for inclusion in the Register of Interests maintained by the Director of Governance, and to notify the Director of Governance as soon as possible of any changes.

2.2.4 Members are required to declare that they are not an active member of any body or organisation with policies or objectives such that membership would likely cause the Corporation to be in breach of its statutory obligations or to bring the Corporation into disrepute.

## 2.3 Probity and Public Interest

Without prejudice to the obligations of the Corporation under the Instrument and Articles of Government, a Corporation or Committee member or attendee who has any financial interest in the supply of work or goods to or for the purposes of the college, any contract or proposed contract concerning the college or any other matter relating to the college and being considered by or relevant to the operations of the Corporation or Committee of which they are a member or who has any other interest of a description specified by the Corporation from time to time shall:

2.3.1 disclose to the Corporation and Committee the nature and extent of their interest; and

2.3.2 if they are present at a Corporation or Committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a

resolution on which they are not entitled to vote. Exceptionally, the Chair may request them to withdraw from the meeting for that item.

2.3.3 Members of the Corporation or Committees shall not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.

2.3.4 Members of the Corporation or Committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

### 3 CHAIR AND VICE CHAIR

#### 3.1 Eligibility

Staff and Student members, the Principal and specialist non-governors are not eligible for appointment as the Chair or Vice Chair of the Corporation.

#### 3.2 Term of Office

The Chair and Vice Chair shall hold office for a period of two years, and each may be re-appointed for a second or subsequent terms.

#### 3.3 Appointment

3.3.1 To facilitate succession planning, the appointment of the Chair and Vice Chair for an ensuing period shall be considered as far as reasonable at the meeting prior to that when a period of appointment would otherwise come to an end.

3.3.2 In the event that more than one nomination is received for either office, the appointment shall be determined by a secret ballot of members at a meeting where appointment is being considered.

#### 3.4 Powers of the Chair

3.4.1 The Chair (or if unable to do so, the Vice Chair) may between Corporation meetings take action on behalf of the Corporation if any emergency arises where a decision of the Corporation would normally be required, and action has to be taken before the Corporation can reasonably be expected to meet; and shall report any such actions to the Corporation at its next meeting.

3.4.2 The Chair may also act for the Corporation in specific circumstances where such authority has been agreed. In particular, only the Chair (or in their absence the Vice Chair) may speak on behalf of the Corporation, and any Governor approached to make a statement about the business of the Corporation should refer the matter to the Chair.

3.4.3 The Principal or their representative is required to annually brief the Chair on any members of staff who have been suspended. If a member of staff is suspended and there is a possibility of serious financial or safeguarding implications the Principal is required to consider whether the Chair (or, in their absence, the Vice Chair) should be informed.

3.4.4 In the absence of the Chair, the Vice Chair will chair Corporation meetings. In the absence of both the Chair and Vice Chair, the Corporation will elect another chair for that meeting.

3.4.5 The Chair or Vice Chair may resign their office by writing to the Clerk to the Corporation. A new Chair or Vice Chair is to be elected at the next full meeting of the Corporation. The term of office for the new Chair or Vice Chair will be dependent on the time remaining from the original term and whether the Corporation wishes to extend it to include a further full term to meet the timings detailed in 3.3.1 above.

### 3.5 Role of the Chair

3.5.1 In addition to specific duties of the Chair detailed in the Instrument and Articles of Government, the Chair will be responsible for:

3.5.1.1 Providing effective leadership to the Corporation and ensuring that the governing body fulfils its responsibilities.

3.5.1.2 Jointly with the Principal establishing, maintaining and developing a constructive working relationship based on mutual trust and a shared understanding of their respective roles.

3.5.1.3 Ensuring with the Director of Governance the efficient conduct of meetings and that all governors comply with the code of conduct, achieve agreed attendance targets and participate fully in decision making.

3.5.1.4 Appraising the Principal annually with the Vice Chair and reporting its completion to the Corporation.

3.5.1.5 Investigating complaints or allegations against the Director of Governance or Principal.

3.5.1.6 Approving the Principal's expenses claims and any overseas travel on College business by the Principal and other Senior Postholders.

## 4 THE DIRECTOR OF GOVERNANCE

4.1 The Director of Governance shall be appointed by the Corporation to a job description approved by the Corporation; this job description shall include the responsibilities listed in the Articles of Government.

4.2 The Corporation may appoint a Deputy Clerk, who shall serve as the Clerk to the Corporation in the event of a temporary absence of the Director of Governance.

4.3 The Corporation shall make arrangements for the Director of Governance to be regularly appraised.

4.4 In the event of a vacancy in the Clerkship, the Corporation will review the position and decide upon a replacement in accordance with any procedure it has adopted.

## 5 ROLE OF SPECIALIST GOVERNORS

- 5.1 A specialist governor is someone who has expertise or experience in a particular field, (including but not limited to lawyers, accountants, architects and surveyors).
- 5.2 The College management purchases specialist advice from practising professions where appropriate. The views of specialist governors will not generally be treated as equating to professional advice, although no member is debarred from volunteering professional advice on a particular matter if, at their discretion they consider it reasonable to do so.
- 5.3 However, in relation to acts or omissions that fall within the particular expertise or experience of a specialist governor, the Corporation would expect that member to:
- alert the board that the act or omission may have adverse or unintended consequences;
  - offer guidance as to the need to take professional advice; and
  - if appropriate, offer further guidance in relation to the assessment and implementation of professional advice.

## 6. MEETINGS

### 6.1 Frequency and Purpose

- 6.1.1 In addition to the ordinary meetings required under the Instrument of Government, the Corporation may also hold:
- 6.1.1.1 Additional meetings as necessary to deal with business which is subject to deadlines imposed by external agencies and, in particular, the funding body/ies.
  - 6.1.1.2 An annual Open Meeting to report to stakeholders on financial and other results for the preceding year.
- 6.1.2 Meetings of the Corporation shall normally include:
- 6.1.2.1 At the Summer Term meeting, approval of the income and expenditure Estimates for the forthcoming year.
  - 6.1.2.2 At the Autumn Term meeting, approval of the Financial Statements for the previous year and their submission to the relevant funding body/ies.

### 6.2 Quorum

- 6.2.1 The quorum for any meeting of the Corporation is at least 40 %. A vacancy in any category of membership shall not of itself render inquorate any meeting.

### 6.3 Attendance

- 6.3.1 The Corporation has agreed an overall attendance target of 80%. Accordingly governors should endeavour to attend all appropriate meetings and at least 80% of the committee and Board meetings expected. Attendance will be monitored by the Director of Governance and reported to the Corporation.
- 6.3.2 Inevitably individual circumstances may prevent attendance at particular meetings, in which case governors should tender their apologies to the Director of Governance as soon as possible in advance of the meeting. Repeated absences or failure to tender apologies for absence will be explored by the Director of Governance and Chair.
- 6.3.3 Governors should seek leave of absence from the Corporation if they are aware that they will be unable to attend Board and Committee meetings for a period of six months.
- 6.3.4 The Instrument empowers the Corporation to remove governors who have not attended meetings for a period of six months.
- 6.3.5 Attendance at Corporation and Committee meetings will be limited to members, the Director of Governance and members of the Executive Leadership Team who will present and support reports on work and offer advice to governors when requested. Other contributors may be invited to attend meetings to present reports and respond to specific agenda items. Subject to the meeting Chair's discretion, contributors will attend for that specific item only.

### 6.4 Proceedings of Meetings

#### 6.4.1 Voting

Subject to the provisions of the Instrument of Government, questions will normally be decided by a show of hands. Unanimity may be presumed when the Chair has tested apparent unanimity by asking whether any member wishes the matter to be put to a vote.

#### 6.4.2 Attendance of Non-members at Meetings

Except when the members have agreed that a meeting should be open to non-members, attendance at Corporation Meetings will be restricted to members of the Corporation, the Director of Governance and Deputy Clerk, and members of the Executive.

### 6.5 Publication and Circulation of Papers

- 6.5.1 Papers for meetings shall be made available for inspection by being requested from the Director of Governance.
- 6.5.2 Approved copies of minutes of every non-confidential meeting of the Corporation shall be placed on the College's website and shall remain on this website for a period of 12 months.
- 6.5.3 The Principal may, at their discretion as regards confidentiality, make available to accredited union representatives in advance of meetings copies of papers (including financial and personnel matters) for the purposes of consultation.

## 6.6 Confidential Items

- 6.6.1 The Chair, the Director of Governance and the Principal jointly are authorised to designate certain agenda items as "confidential items".
- 6.6.2 Where such items are commercially sensitive, they shall be considered by all members of the Corporation present, but the relevant papers and minutes shall be excluded from the items made available for public inspection for so long as the Corporation determines that the issues remain commercially sensitive.
- 6.6.3 Where the items relate to named staff, students, or the Director of Governance, then they shall be taken separately as Part II items in the absence of the staff member, student members or the Director of Governance as appropriate, and the relevant papers and minutes shall be excluded from the items made available for public inspection.
- 6.6.4 The Corporation shall be responsible for reviewing these confidential items after six months unless otherwise determined to resolve which are no longer confidential and will be released for public inspection.

## 7. USE OF THE SEAL

Application of the Corporation's seal shall be attested by the signatures of Chair or the Vice Chair, and of any one other Corporation member. A report of the use of the seal shall be brought to the Corporation by the Director of Governance at least once annually.

## 8. COMMITTEES

### 8.1 Constitution

Committees shall operate in accordance with Standing Orders and Terms of Reference approved from time to time by the Corporation.

### 8.2 Attendance at Meetings

Except for the Principal, the College Servicing Officer, the Director of Governance or their nominee, and any other person specifically identified in Committee Standing Orders, persons other than members of a Committee may attend meetings only by a majority decision of the members present.

### 8.3 Circulation of Papers and Minutes

- 8.3.1 Items of interest to, or requiring action by, the Corporation shall be presented in the form of a Report and Recommendations to the Corporation.
- 8.3.2 Papers and Minutes for Committee meetings shall normally be circulated only to the members of that Committee, but shall be made available upon request to any other Governor and, subject to the requirements of confidentiality as appropriate, to members of the Executive.
- 8.3.3 The papers and minutes of Committees shall be made publicly available, (except to the extent that each Committee decides that particular items should be excluded on the grounds of confidentiality), by being held by the Director of Governance.



#### 8.4 Standing Committees

8.4.1 In addition to the Audit Committee required by the Instrument and Articles of Government the Corporation shall decide to establish other committees.

#### 8.5 The Senior Postholders Special Disciplinary Committee

A Senior Postholders Special Disciplinary Committee shall operate in accordance with the Disciplinary Procedure for Senior Postholders agreed by the Corporation.

#### 8.6 The Senior Postholders Appeal Committee

A Senior Postholders Appeal Committee shall operate in accordance with the Disciplinary Procedure for Senior Postholders agreed by the Corporation.

### 9 POLICIES AND PROCEDURES

9.1 In addition to the Code of Conduct for Governors, the Corporation has adopted policies or procedures on:

9.1.1 Code of Ethics for the College

9.1.2 Responsibilities of the Director of Governance where Governors act beyond their powers

9.1.3 Impropriety Procedures for Governors

9.1.4 Attendance at Meetings Policy

9.1.5 In Commercial Confidence Classification

9.1.6 Roles and Responsibilities of Governors

9.1.7 Roles and Responsibilities of Chair

9.1.8 Roles and Responsibilities of Vice Chair

9.1.9 Governor Allowances

9.1.10 Code of Practice on Freedom of Speech

9.1.11 Conflict of Interests

9.2 The Corporation, via the Director of Governance, shall arrange for the Policies and Procedures to be regularly reviewed and updated as appropriate.

### 10 REVIEW OF STANDING ORDERS

The Corporation shall arrange for these Standing Orders to be reviewed and updated biennially.