



# STANDING ORDERS

*Approved by the Corporation on 1 October 2003.*

*Revised after 7 July 2004 Corporation, 12 July 2005 Corporation, 11 July 2006 Corporation, 3 October 2006 Corporation and 8 July 2008 Corporation.*

## CONTENTS PAGE

- A. INTRODUCTION AND GENERAL DUTIES
  - 1. **Authority of the Standing Orders**
  - 2. **Review and Amendment of the Standing Orders**
  
- B CORPORATION MEMBERSHIP MATTERS
  - 3. **Membership of the Corporation**
  - 4. **Terms of Office**
  - 5. **Appointment of Chair and Vice-Chair of the Corporation**
  
- C FORMATION OF COMMITTEES
  - 6. **Formation and Reporting of Committees**
  - 7. **Establishment of Terms of Reference, Membership and Quorums for Committees**
  - 8. **Current Committee Structure**
  - 9. **Committee Memberships**
  - 10. **Appointment of Chair and Vice-Chair of Committees**
  
- D RESIGNATION AND REMOVAL FROM MEMBERSHIP
  - 11. **Resignation from Office**
  - 12. **Removal from Office**
  
- E CONVENING MEETINGS AND PREPARATION OF AGENDAS
  - 13. **Meetings and Notice of Meetings**
  - 14. **Preparation of Agendas and Tabled Papers**
  - 15. **Items of Urgent Business**
  
- F QUORUM AND MEETING ATTENDANCE
  - 16. **Apologies for Absence and Record of Attendance**
  - 17. **Quorum**
  - 18. **Attendance by non-Corporation Members**
  
- G CONDUCT AT MEETINGS
  - 19. **Declaration of Interest**
  - 20. **Withdrawal from Meetings**
  - 21. **Individual contributions and Collective Responsibility**
  - 22. **Order of Business**
  - 23. **Voting**

- H MINUTES AND PAPERS AND PUBLIC ACCESS TO THEM
  - 24. Preparation and Dispatch of Minutes**
  - 25. Public Access to Agendas, Minutes and Papers**
- I CORPORATION CHAIR'S ACTION
- J STATEMENTS MADE ON BEHALF OF THE CORPORATION
- K POLICY ON MEMBERS' EXPENSES/REMUNERATION
- L CONTACTING CORPORATION MEMBERS
- M CLERK'S AUTHORITY TO SEEK INDEPENDENT PROFESSIONAL ADVICE AND OPTIONS IF CLERK'S ADVICE IS BEING DISREGARDED
  - 30. Clerk's Authority to Seek Independent Professional Advice**
  - 31. Clerk's Options if Their Advice is Being Disregarded**
- N CURRENT COMMITTEE ROLES AND TERMS OF REFERENCE

## A. INTRODUCTION AND GENERAL DUTIES

### 1. Authority of the Standing Orders

- 1.1 These Standing Orders are intended to inform the proceedings of the Corporation and its Committees and will be used in conjunction with the Instrument and Articles of Government. They shall not invalidate or take precedence over the Instrument and Articles of Government.
- 1.2 Every member of the Corporation and of its Committees shall be bound by these Standing Orders.

### 2. Review and Amendment of the Standing Orders

- 2.1 These Standing Orders will be reviewed by the Corporation on an annual basis. In addition, the Clerk to the Corporation will be required to keep under continuous review the provisions of this document, with the intention of making suggestions to the Corporation regarding possible improvements/amendments.
- 2.2 Individual members of the Corporation may wish to suggest to the Clerk to the Corporation possible amendments to the Standing Orders. Points raised will form the basis of a paper to the next convenient meeting of the Corporation for consideration.
- 2.3 Amendments to the Standing Orders will require the approval of the Corporation, unless they are required directly or indirectly by statute in which case such changes will be incorporated without delay.

## B CORPORATION MEMBERSHIP MATTERS

### 3. Membership of the Corporation

- 3.1 The Havant College Corporation shall comprise eighteen members, made up as follows:
  - 12 Ordinary Members
  - 2 Staff Members (1 Teaching & 1 Business Support)
  - 1 Parent Member
  - 2 Student MembersThe Principal (unless he/she chooses not to be a member)
- 3.2 It is desirable that at least 5 of the ordinary members of the Corporation are engaged in business and that the remaining ordinary members have the necessary skills and represent the community the College serves, for example by perhaps including a head of a local feeder school and/or a representative of the local Borough Council.

#### **4. Terms of Office**

4.1 The terms of office for the various categories of Corporation member shall be as follows:

Ordinary Members	4 years
Staff and Parent Members	2 years
Student Members	1 year

4.2 Apart from the Student Members, the period of office of a member shall date from the first day of the month following the date of the meeting at which his/her appointment is approved by the Corporation and that the period of office shall end on the last day of the month in which the appropriate anniversary of his/her appointment falls. The period of office for the Student Member shall terminate on 31st March next following his/her appointment. Members will receive a formal letter of appointment. They are appointed for a fixed term of office as indicated above and this is included in the letter of appointment. Their membership lapses at the end of that period but, subject to 4.4 and 12.2, they are eligible for re-appointment.

4.3 A member appointed to the Corporation as a replacement member shall serve for the entire period of office as may be designated for his/her category of membership. His/her membership shall lapse at the end of that period, but subject to 4.4, shall be eligible for re-appointment.

4.4 Ordinary Members shall be enabled to serve for a maximum of two successive terms of office.

4.5 In special circumstances, with the unanimous approval of the Corporation, a member having served the maximum term indicated in 4.4 above shall be eligible to serve for one further successive third four year term.

4.6 Subject to the annual election procedure, a period of office in which a member serves as Chair or Vice Chair shall be outside the periods of office referred to in 4.4 above.

4.7 Subject to the annual election procedure, a member serving as Chair or Vice Chair shall be eligible to do so for a maximum of six years in each post. The period of office of a Chair or Vice-Chair shall run from 1 September to the following 31 August.

#### **5. Appointment of Chair and Vice-Chair of the Corporation**

5.1 At the last meeting before the expiry of the term of office of the Chair or Vice-Chair, or following the resignation of the Chair or the Vice-Chair, the Corporation shall appoint a new Chair or Vice-Chair, as the case may be, from among their number, for the subsequent year. The appointment of Chair shall be an item on the Agenda of the relevant meeting and the Chair for that item shall be taken by the Clerk to the Corporation. He/she shall ask for nominations for the post of Chair, and should an election be necessary, an

open ballot will be held, but where a member so requests and the Corporation agrees, a secret ballot may be held. This procedure shall be administered by the Clerk and he/she, together with two other members agreed by the meeting and who are not candidates, shall act as tellers. On election, the newly-appointed Chair shall proceed with the election of a Vice-Chair. The procedure for open and secret balloting shall similarly apply.

- 5.2 The Principal, Staff and Student Members are ineligible for appointment to either office, but may participate in the appointment process.

## C FORMATION OF COMMITTEES

### 6. Formation and Reporting of Committees

- 6.1 The Corporation may set up and discontinue any Committees it wishes, provided that those required by statute (Audit Committee and Search Committee) are maintained.
- 6.2 Reports of Committees and necessary requests for approval shall be included on the Agenda of Corporation meetings.
- 6.3 The Clerk to the Corporation shall act as Clerk to the Corporation's Committees.

### 7. Establishment of Terms of Reference, Membership and Quorums for Committees

- 7.1 Each Committee shall have terms of reference, membership and a quorum as defined by the Corporation and the Corporation shall review these matters on an annual basis.

### 8. Current Committee Structure

- 8.1 The following Committees are currently in existence:

- ◆ Audit Committee
- ◆ Finance and General Purposes Committee
- ◆ Quality, Standards and Planning Committee
- ◆ Remuneration and Employment Policy Committee
- ◆ Search Committee

### 9. Committee Memberships

- 9.1 The current memberships of the Committees of the Corporation are as follows:

Audit	4 Corporation Members
Finance & General Purposes	4 Corporation Members (plus the Principal)
Quality, Standards & Planning	4 Corporation Members (plus the Principal)
Remuneration & Employment Policy	4 Corporation Members (Chair of Corporation, Vice-Chair of Corporation and 2 other

Corporation members). One of the Corporation members should be a Staff member of the Corporation, though this member may be required to withdraw if certain matters such as the pay and conditions of the designated senior postholders or Clerk are under discussion. The Principal should be invited to attend the appropriate sections of meetings of this Committee.

Search 4 Corporation Members (plus the Principal)

- 9.2 The above numbers represent the minimum number of Corporation members who can serve on each Committee.
- 9.3 A member may not serve on both Finance & General Purposes Committee and Audit Committee.
- 9.4 The Corporation may appoint persons who are not members of the Corporation to the Committees listed in 8.1.

**10. Appointment of Chair and Vice-Chair of Committees**

- 10.1 Each Committee shall at the first meeting of the academic year elect its own Chair, and if appropriate, Vice-Chair. The Chair or Vice-Chair may resign their respective offices at any time by giving written notice to the Clerk to the Corporation. External, non-Corporation members of Committees may not be elected to the Chair.
- 10.2 If the Committee Chair and Vice-Chair are absent from a Committee meeting, the members present shall choose one of their number to act as Chair for that meeting.

**D RESIGNATION AND REMOVAL FROM MEMBERSHIP**

**11. Resignation from Office**

- 11.1 A member may at any time, by notice in writing to the Clerk to the Corporation, resign his/her office.

**12. Removal from Office**

- 12.1 If at any time the Corporation is satisfied that:
  - a member has been absent from meetings of the Corporation or of its Committees for a period of longer than six consecutive months without the approval of the Corporation; or
  - a member is unable or unfit to discharge his/her functions as a member,

the Corporation may, by notice in writing, remove that member from office and thereupon that office shall become vacant.

- 12.2 A member who is a member by virtue of being a member of the College staff, the College Principal or a student of the College, shall cease to be a member if he/she ceases to be a member of the staff or a student. Such office shall then become vacant.

## E CONVENING MEETINGS AND PREPARATION OF AGENDAS

### **13. Meetings and Notice of Meetings**

- 13.1 The Corporation shall meet at least once every term, and shall hold such other meetings as may be necessary.
- 13.2 Committees shall meet as frequently as stipulated by any relevant statute and as many times as required to conduct their business in an efficient and effective manner.
- 13.3 Dates and a provisional indication of likely business for normal meetings of the Corporation and its Committees shall be agreed in advance for the forthcoming Academic Year.
- 13.4 All meetings (except those referred to in paragraph 13.5 below) shall be convened by the Clerk to the Corporation who shall send to the members written notice of the meeting and a copy of the Agenda at least seven clear days in advance of the meeting.
- 13.5 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) shall, at least seven calendar days before the date of the meeting, send to Corporation/Committee members, a copy of the agenda item together with any relevant papers.
- 13.6 A special meeting of the Corporation may be called at any time by the Chair of the Corporation or at the request, in writing, of any five Corporation members. Where the Chair or, in his/her absence, the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the Agenda are given within such period, being less than seven calendar days, as he/she specifies.

### **14. Preparation of Agendas and Tabled Papers**

- 14.1 With the exception of the type of meeting described in 13.5 above (where the responsibility shall lie with the Chair of the Corporation), the Clerk to the Corporation shall, in consultation with the Chair of the Corporation or Committee and the Principal be responsible for drafting the Agendas for meetings of the Corporation and its Committees.

14.2 Any individual member may request that an item is included on the Agenda. Such requests must be made to the Clerk to the Corporation at least fourteen clear days before the meeting. The Clerk to the Corporation will subsequently inform the Chair of the meeting and Principal of any such items, before the Agenda is finalised. The Chair shall make the final decision as to the inclusion of any item on the Agenda.

14.3 Papers relating to Agenda items will usually be circulated with the Agenda, however, in exceptional circumstances, the Clerk to the Corporation will be permitted to table papers relating to Agenda items at Corporation or Committee meetings, provided that such papers are not overly long.

## **15. Items of Urgent Business**

15.1 The Corporation or its Committees are not obliged to include an item for any other business on their Agenda. Where any other business is included, the issues raised should either be of an urgent nature or minor items for information only.

15.2 Members asked to give the Clerk to the Corporation prior notice of their intention to raise an item of any other business, the subject matter and the reason for the urgency.

15.3 If appropriate the Chair may seek the support of the meeting as a whole that a proposed item of any other business is not heard at that particular meeting.

## **F QUORUM AND MEETING ATTENDANCE**

### **16. Apologies for Absence and Record of Attendance**

16.1 Where a Corporation or Committee member becomes aware that they are unable to attend a particular meeting they should advise the Clerk to the Corporation, as soon as possible, in order that their apologies can be made to the meeting and so that any problems regarding the quoracy of the meeting can be identified at the earliest opportunity.

16.2 The Clerk to the Corporation shall be responsible for maintaining a record of attendance at meetings that shall be reported annually to the Corporation.

### **17 Quorum**

17.1 For a meeting of the Corporation to be quorate 40% of the total membership (including current vacancies) must be present (ie 8 members).

17.2 The following quorums apply to the Committees of the Corporation:

Audit	2 Members
Finance & General Purposes	3 Members
Quality, Standards & Planning	3 Members
Remuneration & Employment Policy	2 Members

- 17.3 Orders 17.1 and 17.2 above shall apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change so that the number of members present ceases to constitute a quorum. The meeting will then be brought to an end by the Chair. Informal discussions may continue and may be noted, although such notes would not constitute formal Minutes.

## **18. Attendance by non-Corporation Members**

- 18.1 The Corporation, or the Chair on its behalf, may invite any person to attend the meetings of the Corporation as an observer. Likewise a Committee, or the Committee Chair on its behalf, may invite any person to attend meetings of the Committee as an observer. Such persons may include members of the College staff, professional advisers, students, the public or the press. Any such invitations shall be issued through the Clerk to the Corporation who shall stipulate the portion of the meeting that the person may attend. These persons may not participate in discussion without the permission of the Chair, and may not vote on any issue. Their attendance will be recorded in the Minutes.
- 18.2 The Clerk to the Corporation is entitled to be present at all meetings of the Corporation and its Committees except where matters relating to the pay, conditions of service, suspension or dismissal of the Clerk are being considered.
- 18.3 A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend, and speak at all meetings of the Corporation and its Committees except on matters on which he/she is excluded by the Instrument and Articles of Government.

## **G CONDUCT AT MEETINGS**

### **19. Declaration of Interest**

- 19.1 A member who has a 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 is present at a meeting of the Corporation, or a Committee thereof, at which the supply, contract or other matter is to be considered, shall disclose the fact and shall not take part in the consideration or vote on any question with respect to it. He/she shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

- 19.2 The above regulations shall also apply to any person with whom the member is closely connected, such as the member's spouse or partner, and his/her own or spouse's or partner's close family.

- 19.3 A member is also required to declare a non-financial interest, such as membership of other public bodies and institutions, membership of closed organisations or trusteeship of a trust, where the member or other person closely connected with him/her may be a beneficiary, to any matter being considered by the Corporation. In such cases, the member may not vote or take part in the discussion and may not be counted in the quorum present in relation to a resolution on which he/she is not entitled to vote.
- 19.4 Every member is required to complete an annual Declaration of Interests and Statement of Eligibility for membership of the Corporation. The request for this will be made by the Clerk to the Corporation during the Autumn Term of each academic year and a report concerning their completion will be made to the Corporation at the meeting held during the Spring Term. Such registers will be available for inspection by the public. Holders of senior posts in the College and the Director of Finance are required to make the declaration. Holders of senior posts are also required to acknowledge acceptance of the Corporation's Code of Conduct for senior post holders on appointment to the post and at any other time which the Corporation shall determine.
- 19.5 The declaration of interest is normally the responsibility of the individual member, however, the Clerk to the Corporation shall draw to a member's attention any potential conflict of interest which may be apparent from their entry in the Register of Interests and the Agenda or any associated papers.

## **20. Withdrawal from Meetings**

- 20.1 A member who has a financial interest, as per Standing Order 19.1, may have to withdraw from the Corporation or Committee meeting if required to do so by a majority of the members present.
- 20.2 Except as provided by procedures made pursuant to Article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), Staff Members, including the Principal, are obliged to withdraw from any part of a meeting which is discussing:
- their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement;
  - the appointment of their successor;
  - the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member is acting as a representative of those staff or that class or staff; or
  - at the discretion of other members present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own.
- 20.3 Where the Clerk to the Corporation is also a member of staff, the Corporation or Committee may ask the Clerk to withdraw and may appoint another member to act as Clerk for that part of the meeting.

- 20.4 Except as provided by rules made under article 18(3) of the Articles of Government (relating to appeals and representations by students in disciplinary cases), a Student Member must withdraw from a meeting discussing his/her own conduct, suspension or expulsion. A Student Member must also withdraw from any part of a meeting, if requested to do so by any one member, where there is to be a discussion on the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of the College staff.

## **21. Individual Contributions and Collective Responsibility**

- 21.1 All Corporation and Committee members must take a personal view on each matter under consideration by the meeting. All members must act in the best interests of the Corporation and shall not be bound in speaking and voting by mandates given to him/her by any other body or person.
- 21.2 Once a matter has been decided all members are expected to be bound by the collective decision whatever their personal views.
- 21.3 Corporation and Committee members must have regard to the confidential nature of certain matters discussed at meetings.

## **22. Order of Business**

- 22.1 Business shall be taken in the order it appears on the Agenda, unless members present at the meeting decide that the order should be varied.

## **23. Voting**

- 23.1 Every resolution shall be decided by a majority of the votes of the members present and eligible to vote on the resolution. Where there is a tie, the Chair shall have a second or casting vote.
- 23.2 A member may not vote by proxy.
- 23.3 A Student Member who is under 18 at the time of the meeting may not vote on any resolution involving the Corporation committing expenditure, making a contract or incurring debt or liability.
- 23.4 When the Corporation or a Committee is discussing matters affecting the appointment, conditions of service, discipline or dismissal of a member of staff, the Student Member shall take no part in the discussion and may not vote on any resolution.
- 23.5 Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of discussion, for its agreement to the proposal in question. A formal vote would only usually be called for if there appeared to be a clear expression of dissent or if the matter in question was of particular significance. Should an individual member request a vote on a particular issue, this must be agreed.

- 23.6 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so agree, the vote may be conducted by secret ballot. The Clerk to the Corporation will be responsible for administering any such secret ballot.
- 23.7 No resolution of the members may be rescinded or varied at a subsequent meeting unless its reconsideration appears as a substantive item on the Agenda for that meeting. This should also indicate that there is a proposal to vary or rescind a previous decision.

## H MINUTES AND PAPERS AND PUBLIC ACCESS TO THEM

### **24. Preparation and Dispatch of Minutes**

- 24.1 Minutes of Corporation and Committee meetings, in draft form, will be submitted to the Chair for approval before circulation to Corporation or Committee members.
- 24.2 Minutes will retain draft status until approved by a subsequent meeting when the Chair will sign them as a correct record.
- 24.3 The Clerk will endeavour to circulate draft minutes, following approval by the Chair, within two weeks of the date of the meeting to which they relate.

### **25. Public Access to Agendas, Minutes and Papers**

- 25.1 The Clerk, on behalf of the Corporation, must ensure that copies of the Agenda, Minutes and papers of each Corporation meeting are available for inspection at the College during normal office hours. The minutes of Committee meetings must also be available for inspection. The only exceptions to this are in the case of confidential Minutes and papers; for example, those relating to named students or members of staff where the Corporation has decided that these should be treated as confidential and other items deemed by the Corporation to be confidential. If there is any doubt about the Corporation's intentions, the Clerk to the Corporation should consult the meeting or, subsequently, the Chair of the Corporation or the Chair of the appropriate Committee.
- 25.2 The Clerk, on behalf of the Corporation, must ensure that copies of non-confidential minutes of Corporation and Committee meetings are placed on the College website for a minimum period of twelve months.

## I CORPORATION CHAIR'S ACTION

- 26.1 In exceptional circumstances where a decision is needed urgently or before the next scheduled meeting of the Corporation, the Chair, having consulted with at least two Independent Members, is empowered to take the necessary action providing it is not contrary to the Instrument and Articles of Government or

other regulations. In the absence of the Chair, the Vice-Chair of the Corporation may act. Any action should be taken in consultation with the Clerk to the Corporation, and shall be included on the Agenda for the next meeting for reporting and recording in the Minutes.

#### J STATEMENTS MADE ON BEHALF OF THE CORPORATION

- 27.1 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:

The Chair of the Corporation  
The Principal  
The Clerk to the Corporation

- 27.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 27.3 Custom and practice is for the Clerk to the Corporation to respond to correspondence from College staff to Corporation members so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task will be undertaken following consultation with the Chair of the Corporation.

#### K POLICY ON MEMBERS' EXPENSES/REMUNERATION

- 28.1 Members are trustees of a statutory corporation with charitable status and the general legal principle is that trustees shall not charge for their time and trouble in administering a charity. Permission for remuneration would have to be given by the Secretary of State and is highly unusual.
- 28.2 In view of this, it is the policy at this College for members to be reimbursed for legitimate expenses incurred in carrying out Corporation business but not to receive remuneration. Examples of legitimate expenses include travel subsistence, overnight expenses etc. The general principle is that no "profit" should be made on these expenses, so that members receive no financial benefit from their position. Attendance at routine Corporation and Committee meetings at the College does not generally constitute legitimate grounds for reimbursement of expenses.
- 28.3 Where a member wishes to claim reimbursement of expenses, receipts should be kept and claims made via the Clerk to the Corporation.

#### L CONTACTING CORPORATION MEMBERS

- 29.1 Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation.
- 29.2 Normally no charge will be made for postage for forwarding a document to members, although the Clerk to the Corporation will use discretion when

considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.

- 29.3 Contact details of members of the Corporation will not be made available to third parties.

**M CLERK'S AUTHORITY TO SEEK INDEPENDENT PROFESSIONAL ADVICE AND OPTIONS IF CLERK'S ADVICE IS BEING DISREGARDED**

**30. Clerk's Authority to Seek Independent Professional Advice**

- 30.1 The Clerk to the Corporation is authorised, following consultation with the Chair of the Corporation or in the absence of the Chair, the Vice-Chair, to seek independent professional advice in connection with the interpretation of the Instrument and Articles of Government.

**31. Clerk's Options if their Advice is Being Disregarded**

- 31.1 The role of the Clerk to the Corporation includes advising on proper procedure and, if necessary, intervening when he/she feels that the Corporation is acting inappropriately or even beyond its powers. The following options are open to the Clerk if his/her advice is being disregarded or overruled and the proper conduct of the Corporation is being put at risk.

- 31.2 The Clerk to the Corporation should make very effort to resolve the matter through the avenues available to him/her within the College and be certain that the reason for his/her concerns is understood. Some or all of the following steps may have to be taken:

- (a) The reason for the concern to be put in writing and sent by the Clerk to the Corporation to the Chair of the Corporation;
- (b) The Chair of the Audit Committee, or any other formally constituted Committee of the Corporation, to be informed if the issue is relevant to the terms of reference of one or more of those Committees;
- (c) The Clerk to the Corporation's concerns to be reported to a meeting of the relevant Committee or of the full Corporation and to be recorded in the Minutes;
- (d) The College's external auditors to be consulted;
- (e) Legal advice to be sought by the Clerk to the Corporation, independently, if there is disagreement about whether an action may be unlawful.

- 31.3 If no action results from the steps detailed in the previous paragraph and if the Clerk to the Corporation is of the opinion that the grounds for concern still

present a threat to the proper governance of the College, then he/she should make a formal recommendation to the Corporation. The Chair, or in his/her absence the Vice-Chair, would then seek advice from the Learning and Skills Council and would report that advice and its implications to the Corporation.

- 31.4 The LSC and the Corporation would not expect any such steps taken in good faith by the Clerk to the Corporation in these circumstances to be grounds for disciplinary action under the College's disciplinary procedures.

## N CURRENT COMMITTEE ROLES AND TERMS OF REFERENCE

- 32.1 The roles and terms of reference of the Committees listed in 8.1 above are as follows:

### **Audit Committee**

#### Role:

To provide independent and authoritative advice to the Corporation on the effectiveness of the College's internal control and management systems; and to ensure that adequate management systems are established, with sufficient independence of executive management, to act impartially on audit criticisms and with sufficient authority to make its actions effective.

#### Terms of Reference:

- To advise the Corporation on the adequacy and effectiveness of the college's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
- To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
- To advise the Corporation on the scope and objectives of the work of the financial statements auditor, funding auditor (where appointed) and the internal audit service.
- To ensure effective co-ordination between the internal audit service, funding auditor (where appointed) and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes.
- To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit service.
- To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor (where appointed), and management's response to these.
- To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit

- annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter.
- To consider and advise the Corporation on relevant reports by the NAO and the LSC and other funding bodies, and where appropriate, management's response to these.
  - To establish, in conjunction with college management, relevant annual performance measures and indicators and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of audit service is appropriate.
  - To produce an annual report for the Corporation and accounting officer, which includes the committee's advice on the effectiveness of the college's risk management, control and governance processes. The report should incorporate any significant matters arising from the work of the internal audit service, the funding auditor (where appointed) and financial statements auditor.
  - To ensure that all allegations of fraud and irregularity are properly followed up.
  - To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors (where appointed).
  - To monitor the work of the Risk Management Committee.

### **Finance and General Purposes Committee**

#### **Role:**

To advise the Corporation on all aspects of the finances of the College: its banking and insurance requirements; its investment procedures and the utilisation and acquisition of assets. To consider and keep under review the relationship between the LSC and other funding agencies so as to ensure that contracts are as beneficial as possible. To advise the Corporation on any necessary fee-charging mechanisms. To consider any general issues as may be delegated to it by the Corporation and to make any necessary decisions on behalf of the Corporation, subject to the provision of the Articles of Government, on any matters of urgency where it is not possible to call a full meeting of the Corporation.

#### **Terms of Reference:**

- To consider and make recommendations to the Corporation on the annual estimates of income and expenditure;
- To receive and consider regular reports on the financial position of the College;
- To assess capital projects for recommendation to Corporation;
- To review campus development projects;
- To receive, consider and approve three year financial forecast information;
- To review each February, or as may be required, the Banking Services available to the Corporation;

- To review each June, or as may be required, the Insurance Services available to the Corporation;
- To consider and keep under review the relationship between the Learning and Skills Council and other funding agencies and to ensure that contracts are as beneficial as possible;
- To undertake such other duties as may be delegated to it by the Corporation.

### **Quality, Standards and Planning Committee**

Role:

To advise the Corporation on matters concerning the medium and longer term strategies of the College, in its pursuit of excellence and to ensure its survival and prosperity in a competitive market.

Terms of Reference:

#### ***Quality***

- To influence and help determine strategies which put the learner at the centre of all the College's activities, with the aim of improving the overall experience of the learner throughout their time at the College.
- To oversee, on behalf of the Corporation, the operation of the College's quality assurance cycle/quality management process and to ensure that appropriate action is taken where necessary.
- To receive student feedback on all issues relating to their learning experience, including an analysis of student surveys and complaints received.
- To review the results of staff opinion surveys.
- To review periodically the College's Charter.

#### ***Standards***

- To consider targets for retention and achievement, as required by the LSC and to recommend approval to the Corporation.
- To monitor and evaluate performance annually against the targets.
- To receive and consider the College's Self Assessment Report and recommend it to the Corporation.

#### ***Planning***

- To consider and review periodically the Strategic Planning information required by the Learning and Skills Council, and to recommend major changes to the Corporation.
- To consider and review proposals for the strategic development of the College's course and product range, and associated alterations/improvements to the College's resources, both human and physical.
- To consider threats and opportunities facing the College and advise on appropriate action.
- To advise on marketing and schools liaison activity.
- To review periodically the College's Mission Statement.

## **Remuneration and Employment Policy Committee**

### **Role:**

To undertake on behalf of the Corporation issues concerning the employment and conditions of service of staff.

### **Terms of Reference:**

- Taking such advice as may be necessary, to formulate advice to the Corporation on the determination of the remuneration and conditions of service of the holders of designated senior posts and the Clerk to the Corporation;
- To ensure that, in the light of current legislation, appropriate employment policies and procedures are in place;
- To keep under review, make recommendations to the Corporation regarding, and implement as appropriate, recommendations of the Sixth Form Colleges' Employers Forum or any such succeeding body;
- To consider, and make recommendations to the Corporation, in the light of the needs of the College and/or any advice issued by the Sixth Form Colleges' Employers Forum matters concerning:
  - Contracts of Employment;
  - Grievance and Disciplinary Procedures;
  - the framework for the pay and conditions of service of College staff.
- To act as an Appeals Committee in cases of grievance or disciplinary action, other than for designated senior postholders and the Clerk;
- To consider, and make recommendations to the Corporation, on such procedures as are necessary for the recognition of Trades Unions appropriate to the employment categories of College staff, and procedures for resolving collective grievances and disputes;
- To receive and request regular reports on workforce planning such as staff sickness, absenteeism and other appropriate matters.

## **The Search Committee**

### **Role:**

To make recommendations to the Corporation on the recruitment, training and development of members in order to ensure that:

- It meets the requirements of the Instrument and Articles of Government
- New members have the right skills and motivation to join the Corporation
- Appropriate use is made of the skills and abilities of all Corporation members
- Opportunities are provided for members to develop a broad understanding of the responsibilities of the Corporation and the workings of the college

### **Terms of Reference:**

- To review the membership and background of the Corporation in the light of the Instrument/Articles of Government, terms of office and required skills and develop an annual recruitment and training plan
- To identify suitable candidates who meet the requirements of this plan and are willing to serve on the Corporation
- To make recommendations to the full Corporation, for their approval and prior to a formal offer, on new membership and re-appointments
- To monitor the processes for the election of staff, student and parent members
- To evaluate the contribution of existing members prior to proposing re-appointment
- To provide suitable training for new and existing members to ensure they have the skills to fulfil their roles
- To consider Committee composition in the light of individual member interest, skill and development requirements and college strategy and make suggestions to both the Corporation and to individual members
- To identify and implement development/training opportunities for both the Corporation as a whole and for individual members
- To receive an annual report on the completion of the members' register of interests.

G:/policiesStandingOrders