

New College Nottingham 

**CORPORATION
STANDING ORDERS**

JULY 2011

EXPLANATORY NOTES

(these do not form part of the Standing Orders)

1. These Standing Orders have been prepared under Article 23 of the Articles of Government by which the Corporation has the power to make rules regarding the governance and conduct of the College. Like the Instrument and Articles of Government, the Standing Orders are a public document. In the event of a conflict between the Standing Orders and the Instrument and Articles of Government and any other law, the Instrument and Articles or other law will prevail.
2. The Standing Orders reflect the guidance contained in the former Further Education Funding Council's document "College Governance: A Guide for Clerks" published in 1996. In accordance with that Guide, procedural rules that are contained in the Instrument of Government are reiterated within the Standing Orders for ease of reference with other procedural matters.
3. The source of each Standing Order is shown in the margin as follows:
 - Instrument - the Instrument of Government and clause number
 - Article - the Articles of Government and Article number
 - Guide - College Governance: A Guide for Clerks and the paragraph number
 - Clerk - procedural rules drawn from the regulations and standing orders of other public bodies
 - LSC - Learning & Skills Council
 - SFA - Skills Funding Agency
4. All members of the Corporation will receive a copy of the Standing Orders, which are to be read in conjunction with the Instrument and Articles of Government. New members will be given a copy at the time of their appointment.
5. For convenience, throughout the text the terminology used reflects that used in the Instrument and Articles of Government. Words importing one gender shall import all genders. The Contents List, the headings and the source references are for convenience only and do not affect the construction of the Standing Orders.
6. These standing orders were approved by the Corporation on 13 July 2011.

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SECTION A – MEMBERSHIP

COMPOSITION OF THE CORPORATION

1. The number of members of the Corporation, other than SFA members, shall be decided by the Corporation. This number may at any time be varied provided that Instrument 3
(1) and (2)
 - a) the number of members of the Corporation, other than SFA members, shall not be less than 12 or more than 20
 - b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in clause 2 of the Instrument .
2. The determination of membership of ncn Corporation is 16 with the following composition:

Independent member	11 (as defined under Instrument 2 (1) (a))
Staff	2 (as defined under Instrument 2 (1) (e))
Student	2 (as defined under Instrument 2 (1) (f))
Principal	1

APPOINTMENT OF GOVERNORS

3. The Corporation is the appointing authority in relation to the appointment of its members, other than an SFA member. If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum. Instrument 5
(1) and (2)
4. The Corporation shall not appoint any person as a member of the Corporation without first consulting and considering the advice of the Search Committee. Article 5 (2)
5. The Corporation as appointing authority may decline to appoint a person as a staff or student member only in accordance with Instrument 5 (3) Instrument 5
(3)
6. The term of office of all members is determined by the Corporation up to a maximum of 4 years subject to Standing Orders 11, 12 and 13. Instrument 9
(1)
7. Where a vacancy occurs the Corporation shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy. Instrument
5(4)

DETERMINATION OF MEMBERSHIP AND ATTENDANCE

8. It is the responsibility of all members to inform the Clerk if they cease to be eligible to be a member as determined by Instrument 8. The Clerk will require each member to sign an eligibility statement annually. Clerk
9. A member may resign his or her office at any time by giving notice in writing to the Clerk of the Corporation. Instrument
10 (1)
10. If at any time the Corporation are satisfied that any member: Instrument
10 (2)
 - a) has been absent from meetings of the Corporation for a period longer than 6

consecutive months starting from the date of a meeting without the permission of the Corporation (see Standing Order 12); or

b) is unable or unfit to discharge the functions of a member;

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

11. Any person who is a member by virtue of being a member of the staff, including the Principal, shall cease to hold office upon ceasing to be a member of the staff of the College and the office shall then be vacant. A student member shall cease to hold office at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide, or if the student is expelled from the College, and the office shall then be vacant. Instrument 10 (3) and (4)
12. In considering Standing Order 10 (a): Guide 5.45
- a) attendance by members at committee meetings, visits or other College events may be taken into account;
- b) the Corporation may give permission for a member to be absent for a specified period due to illness, being abroad or other good reason providing a request (preferably in writing) from a member is made prior to the commencement of the meeting.
13. The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation and any of its committees 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 members of the Corporation shall appoint from their number a person to act as Clerk to the Corporation or Clerk to any of its committees (as the case may be) for the duration of such meeting or part of a meeting. Instrument 7 (4) and 14 (10, 11 and 12)

MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE COLLEGE

14. Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purposes of the College. Instrument 11 (1)
15. A member who has any financial interest in the supply of work or goods for the purposes of the College, any contract or proposed contract concerning the College, or any other matter relating to the College or who has any other interest of a type specified by the Corporation in any matter relating to the College must Instrument 11 (2) and (3)
- a) disclose to the Corporation the nature and extent of the interest; and
- b) if present at a meeting of the Corporation, or of any of its committees 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 that member is not entitled to vote, and
- c) withdraw from the meeting where required to do so by a majority of members of the Corporation or committee present at the meeting.

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| 16. | Standing Orders 14 and 15 shall not prevent the member of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium. | Instrument
11 (4) |
| 17. | Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of staff, or all staff in a particular class, a staff member: | Instrument
11 (5) |
| | a) need not disclose a financial interest; and | |
| | b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but | |
| | c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations. | |
| 18. | The Clerk to the Corporation will maintain a Register of Interests of members of the Corporation, its committees, and senior staff containing interests which are disclosed to the Corporation. The Register or Members' Interests will be made available during normal office hours at the College (1 Broadway) to any person wishing to inspect it. | Instrument
11 (6) |
| 19. | A standing agenda item will be included at all meetings of the Corporation and committees for all persons present to declare any personal interest in any matters to be considered at the meeting. | Clerk |

ALLOWANCES

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| 20. | Members may not be paid remuneration for their services without the approval in writing of the Secretary of State. Members may receive payments for actual out-of-pocket expenditure in the course of approved duties as a Corporation member on conference/course fees, travel, telephone, postage and subsistence subject to the requirements of Financial Regulations regarding reimbursement. | Instrument
18
Guide 6.21 |
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SECTION B - MEETINGS

MEETINGS

21. A calendar of meetings for the Corporation and its committees shall be determined by the Corporation for the whole of the next academic year by 31st July each year. The date, time and place of these meetings should be determined by the Chair following consideration by the Clerk. Guide 4.2
22. The Corporation shall meet at least once in every term, and shall hold other such meetings as may be necessary. Instrument 12 (1)
23. Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by decision of the members present at the meeting. Clerk
24. Subject to Standing Order 22, all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda. Instrument 12(2)
25. 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 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. Instrument 12 (3)
26. A meeting of the Corporation, called a "special meeting" may be called at any time by the Chair or at the request in writing of any five members. Instrument 12 (4)
27. With the exception of special meetings, the Clerk shall send a draft agenda listing items of business to the Chair and Principal for consideration and amendment at least 14 days in advance of the date of the meeting of the Corporation and at least 21 calendar days in advance of the date for a committee meeting. Clerk
28. A member of the Corporation who wishes to request the addition of an item (including a proposal to rescind a previous decision) to the agenda for a meeting of the Corporation shall notify the Clerk in writing of the item and shall provide a brief written report relating to the item, at least 21 calendar days in advance of the date for a meeting of the Corporation. Guide 5.24 and 5.40

QUORUM

29. Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3 of the Instrument, together with any SFA members. Instrument 13 (1)
30. If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once. Instrument 13 (2) and (3)
31. If a meeting cannot be held or cannot continue for lack of quorum, the Chair may call a special meeting as soon as is convenient. Instrument 13 (4)

VOTING AND DEBATE

32. Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person. Instrument 12 (6)
33. Every resolution to be decided at a meeting of the Corporation shall be determined by a majority of votes cast by members present and entitled to vote on the resolution. Where, at a meeting of the Corporation, there is an equal division of votes on a resolution to be decided, the Chair of the meeting shall have a second or casting vote. Instrument 14 (1) and (2)
34. A member may not vote by proxy or by way of a postal vote. Instrument 14 (3)
35. No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting. Instrument 14 (4)
36. Except as provided by article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal shall withdraw:
- a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of staff, as distinct from staff matters relating to all members of staff, or to all members of staff in a particular class, are to be considered;
 - b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
37. A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal: Instrument 14 (7)
- a) for the expenditure of money by the Corporation; or
 - b) 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.
38. 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 shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be Instrument 14 (8)

considered.

39. In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of the staff of the College, a student member shall: Instrument 14 (9)
- a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
40. Where a member requests that a recorded vote be taken on an item of business specified on the agenda, this shall be agreed. Where a recorded vote is taken, the number voting for and against a motion shall be recorded in the minutes. A dissenting member shall have the right to have his disagreement recorded in the minutes. Guide 5.23

MINUTES

41. Written minutes of every meeting of the Corporation and Corporation committee shall be prepared, and except for special meetings, the minutes of the last meeting shall be taken as an agenda item. The minutes of the last meeting are not required to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting that is not a special meeting. Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting. Instrument 15 (1) to (3) Clerk
42. Any change proposed to the minutes shall be proposed by members who were present at the meeting of which minutes are under consideration. Changes shall be recorded in the minute of that meeting. Guide 5.8
43. Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with Standing Orders 36 to 40 and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it. Instrument 15 (4)
44. At every meeting of the Corporation other than a special meeting there shall be reported the minutes –either in draft form or otherwise – of committees which have met since the previous Corporation meeting. Guide 5.43

URGENT BUSINESS

45. The business of a meeting shall be that specified on the agenda circulated to members in advance of the meeting subject to additional, urgent business being included where: Guide 5.47 and 5.48
- a) this has arisen since the agenda was circulated;
 - b) it is declared at the start of the meeting; and
 - c) members determine by vote that it shall be added to the agenda of the meeting.

SECTION C – OPEN AND TRANSPARENT GOVERNANCE

APPOINTMENT OF CHAIR & VICE CHAIR

46. At the first meeting of the Corporation in each academic year (commencing 1st August), members shall consider the appointment of Chair and/or Vice-Chair and appoint to these positions in accordance with the terms of office. The terms of office for Chair and Vice Chair should be up to two years and where possible staggered for alternate years. The Chair or Vice-Chair shall hold office from the conclusion of that meeting until the conclusion of the meeting at which their term of office expires and a successor has been appointed. At the end of their respective terms of office the Chair and Vice Chair shall be eligible for re-appointment. Instrument 6 (1), (4) and (10)
47. A nomination and election process will be carried out to ensure an open and transparent appointment to these positions. All persons seeking appointment shall be nominated and seconded by two other members. Where three or more persons are nominated for either position as Chair, or Vice-Chair of the Corporation and there is not a majority of those present and voting 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. Clerk
48. Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence, but may participate in the appointment process. Instrument 6 (2) and Guide 5.37
49. If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting. Instrument 6 (3)
50. The Chair or Vice-Chair may resign their offices at any time by giving notice in writing to the Clerk to the Corporation. Instrument 6 (5)
51. At the first meeting following the resignation or removal from office of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice Chair, as the case may be, from among themselves. Instrument 6 (8) + (9)
52. If the Corporation is satisfied that the Chair or the Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or the Vice Chair (as the case may be) from office and the office shall then be vacant. Instrument 6 (6) and (7)
53. The Corporation has discretion to appoint two Vice Chairs. Where there are two Vice Chairs, one will be designated for undertaking all the Chair's responsibilities under the Instrument and Articles of Government and the Standing Orders when the Chair is absent. When the designated Vice Chair is also absent the other Vice Chair will perform the Chair's responsibilities. The Corporation may determine that each Vice Chair is designated in turn for six months (or other length of time, so determined) during the term of office. Clerk

PUBLICATION OF MINUTES AND PAPERS

54. Subject to Standing Order 56, the Clerk to the Corporation shall ensure that a copy of: Instrument 17 (1) Article 8

- a) the agenda for every meeting of the Corporation;
- b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- c) the signed minutes of every such meeting;
- d) any report, document or other papers considered at any such meeting; and
- e) the signed minutes of any corporation committee.

shall as soon as possible be made available during normal office hours at the college (1 Broadway) to any person wishing to inspect them.

55. The Clerk of the Corporation shall ensure a copy of the Search Committee rules, together with Search Committee Terms of Reference and it's advice to the Corporation subject to Standing Order 56, are published on the college website and made available during normal working hours for inspection at the college (1 Broadway) to any person wishing to inspect them. Article 5 (3)

56. There shall be excluded from any item made available under Standing Order 54 any material relating to: Instrument 17 (2) and (3)

- a) a named person employed at or proposed to be employed at the college;
- b) a named student at, or candidate for admission to, the college;
- c) the Clerk to the Corporation; or
- d) any matter which by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis – see Standing Order 60.

The Corporation shall review regularly all material excluded from inspection above and make such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

57. The Corporation shall ensure that a copy of the signed minutes of every meeting of the Corporation shall be placed on the college's website for a minimum of 12 months ensuring the last academic year and current academic year are available to view. Clerk

PUBLIC ACCESS TO MEETINGS

58. The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal, and in making its decision, it shall give consideration to Standing Order 56 a) to d). Instrument 16

59. Any person not a member, the Clerk or Principal who wishes to attend any of it's meetings shall make a request to the Clerk in writing a minimum of 14 days prior to the meeting. The Clerk in consultation with the Chair will consider whether the request shall be approved taking into account Standing Order 56 and 58. The decision will be communicated to the person(s) at least 7 days prior to the meeting. Clerk

CONFIDENTIALITY

60. All Corporation business shall be open to public scrutiny in accordance with the Freedom of Information Act (FOI) 2000. The Corporation will only determine business to be confidential in accordance with the requirements of the Data Protection Act 1998, the Instrument and Articles of Government (SO56) or a FOI exemption criteria. The following are examples of items which the Corporation may determine as confidential:

Guide 8.9

- personal information relating to a named individual
- information provided in confidence by a third party who has not authorised its disclosure
- financial or other information relating to procurement decisions, including that relating to the college negotiating position
- information relating to the negotiating position of the college in industrial relations matters
- information relating to the financial position of the college where disclosure might harm the college or its competitive position, as determined by the governing body
- legal advice received from or instructions given to the college legal advisers
- information intended for future publication
- information relating to security of college property and assets, staff and students

CHAIR'S ACTION

61. The Chair, or in the Chair's absence, the Vice Chair or the Principal, shall have power to take action between meetings of the Corporation on the following matters:

Guide 4.23
and 5.38
Article 4 (1)

a) routine matters which would not require an agenda item and discussion at a Corporation meeting such as signing routine documents on behalf of the governors, responding to approaches made to the Corporation by external organisations or agreeing detailed aspects of the implementation of matters already agreed by the Corporation;

b) other urgent matters of significance where a delay in making a decision would disadvantage the College and where there is insufficient time to call a special meeting of the Corporation (if necessary with less than seven calendar days' notice), provided that the Chair takes reasonable steps to consult with the Chairs of the Corporation's committees and the Principal (depending on the nature of the matter) prior to making a decision; and

c) other matters where the Corporation has determined to give the Chair delegated authority to act on its behalf.

62. The Chair, or the Vice Chair or the Principal if appropriate, shall keep a record of actions taken under Standing Order 61 and shall report these actions at the next meeting of the Corporation.

Guide 4.25

CORPORATION SEAL

63. The application of the seal of the Corporation shall be authenticated by the signature of either the Chair or the Vice-Chair and by the signature of any other member.

Instrument
21

SECTION D – PROFESSIONAL INTEGRITY

CONDUCT

64. All members of the Corporation are subject to the Code of Conduct and the adopted by the Corporation. Other members of committees are subject to the Code of Conduct adopted by the Corporation. Clerk
65. If any member in the opinion of the Chair misconducts him/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move “that the member named be not further heard” and the motion if seconded shall be put and determined without discussion. Clerk
66. 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. In the case of a general disturbance in any part of the place in which is held a meeting open to the public, the Chair may order that part to be cleared. The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he/she considers appropriate. Clerk
67. i. Members of the Corporation shall declare their membership of or association with any organisation which may be perceived as or which the Corporation may from time to time designate as promoting racially divisive policies or other policies which conflict with the College’s duty to promote good race relations and oppose all forms of racism and discrimination. LSC
- ii. If a member discloses membership or such organisation, the Corporation will consider whether such membership renders the member unable or unfit to discharge his functions or precludes the member from acting in the best interests of the College having regard to its obligation to promote good race relations and will take appropriate action which may include removal from the Corporation providing that no action will be taken without considering the member’s right to a private life, freedom of expression or freedom of thought, conscience or belief. LSC
- iii. If a member fails to disclose membership of such organisation, they may be subject to proceedings for removal from the Corporation providing that no action will be taken without considering the member’s right to a private life, freedom of expression or freedom of thought, conscience or belief. LSC
- iv. Where an interest is declared in accordance with these Standing Orders, the declaration must be recorded in the minutes of that meeting together with any action taken. LSC

RESOLVING DIFFICULTIES

68. Members shall consider the advice of the Clerk whenever the Clerk considers that the Corporation is acting inappropriately or beyond its powers. Guide 8.11
69. Where the Clerk considers that his or her advice is being disregarded or over-ruled and that because of this the proper conduct of the Corporation is being put at risk, the Clerk may take some or all of the following steps: Guide 8.12 and 8.13

- a) the reason for the Clerk's concern is put in writing and sent to the Chair and Principal as appropriate;
- b) the Chair of the Audit Committee is informed if appropriate;
- c) the concern is reported to a meeting of the relevant committee or the Corporation as appropriate with a request that it be recorded in the publicly available minutes;
- d) the College's external auditors should be consulted if appropriate;
- e) where there is a disagreement about whether an action may be unlawful, legal advice may be obtained without prior authorisation of the Corporation.

70. In the unlikely event that the steps taken in Standing Order 68 do not resolve the issue, and there remain grounds for concern, in the view of the Clerk, that there is a threat to the proper governance of the College and/or action may be taken which is outside the powers of the Corporation, the Clerk shall seek advice from the Skills Funding Agency and inform the Chair and Principal that this has been done.

Guide 8.14
and 8.15

LEGAL ADVICE

71. Where the Clerk considers it necessary, legal advice can be obtained direct from the College's legal advisers on interpretation and application of the law relating to the governance of the College up to a maximum of £750 without prior authorisation.

Guide 9.28

AMENDMENT OF STANDING ORDERS

72. Any proposed amendment to the Standing Orders shall be an item of business on the agenda of a meeting of the Corporation and shall be accompanied by an explanatory report setting out the proposed wording of any amendment. The Standing Orders shall be amended upon a majority vote being taken among those members present and voting.

Clerk

SECTION E - COMMITTEES

APPOINTMENT OF COMMITTEES

73. The Corporation shall establish committees for any purpose or function other than those assigned to the Principal (Article 3 (2)) and Clerk (Article 3 (3)) and may delegate powers to such committees, the Chair, or in the Chair's absence, the Vice Chair or the Principal. The Corporation may also establish committees under collaboration arrangements subject to any regulations made under SI66 of the Education & Inspections Act 2006 (4). Articles 4 (1), (3) and 17 (1)
74. The Corporation shall determine the number of members of a committee (including persons who are not members of the Corporation where appropriate) and terms of reference of each committee. Article 4 (2) and Article 7
75. The Chair of each committee shall be agreed by the Corporation. Whenever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the next meeting of the Corporation. The Principal and any staff or student member shall not be eligible to be appointed Chair of a committee, but may participate in the appointment process. Clerk
76. The Corporation shall establish the following committees: Clerk
- 1) Audit Committee
 - 2) Search Committee
 - 3) Remuneration Committee
- The purpose and function of each is laid down in the Terms of Reference appended to these Standing Orders.
77. The Corporation shall not delegate the following: Article 9
- a) the determination of the educational character and mission of the College;
 - b) the approval of the annual estimates of income and expenditure;
 - c) ensuring the solvency of the College and the Corporation and the safeguarding of their assets;
 - d) the appointment of the Principal or holder of a senior post;
 - e) the appointment of the Clerk to the Corporation; and
 - f) the modifying or revoking of the Articles of Government.
78. The Corporation may not delegate: Article 10 and 11
- a) consideration for case of dismissal
 - b) the power to determine an appeal in connection with dismissal of the Principal and Clerk or holder of a senior post other than to a committee of members of the Corporation. The Corporation shall make rules specifying the way in which this committee is established and conducted.

MEETINGS OF COMMITTEES

79. The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time. Guide 7.11
80. All meetings of committees shall be serviced by the Clerk, or other person determined by the Corporation, who shall, except in case of urgency, send the summons and agenda to each member of the committee at least seven calendar days before the meeting. Guide 7.11
81. The Terms of Reference of Corporation committees will be agreed by the Corporation and appended to these Standing Orders. Each committee will review their Terms of Reference annually with amendments approved by the Corporation. Article 28

CONDUCT OF COMMITTEE BUSINESS

82. The following Standing Orders shall apply to the conduct of business in committees as they apply to the Corporation: Guide 7.19
- Members not to hold interests in matters relating to the College (SO14-SO19)
Meetings (SO21-SO28)
Voting & Debate (SO32-SO40)
Urgent Business (SO45)
Confidentiality (SO60)
Conduct (SO64-SO67)

QUORUM OF COMMITTEES

83. The terms of reference of committees will include requirements relating to quorum as follows: Guide 7.20
Clerk
- a) the quorum for the Audit Committee will include a minimum of two members of the Corporation;
- b) the quorum for any committee whose terms of reference include delegated decision-taking powers will include a majority of members of the Corporation;
- c) the quorum for committees (other than the Audit Committee) whose terms of reference are advisory shall be determined by the Corporation.
84. If the number of members assembled for a meeting of a committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient. Guide 7.20

ATTENDANCE AT COMMITTEE MEETINGS

85. All members of a committee determined by the Corporation shall be entitled to attend all meetings of the relevant committee. Guide 5.43
86. Any member of the Corporation who is not a member of the committee shall be able Guide 5.43

to attend any meeting with the approval of the committee.

87. Any member of the Corporation attending by invitation shall be permitted to receive an agenda for the meeting only. During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue with the permission of the Chair of the committee. Guide 5.43
88. Each committee shall determine which person(s) who are not members of the Corporation or the Clerk shall attend a meeting(s) and for which specific agenda items. Guide 5.43
89. The Principal may delegate attendance at, and support for, committees to members of the senior management team. Guide 7.8
90. The College's external and internal auditors shall have the right to attend meetings of the Audit Committee and should be present when any report from them is being considered. Guide 7.9
91. A member of a committee who is not a member of the Corporation shall cease to be a member where he does not attend any meetings for six consecutive months starting from the date of a meeting, unless the non-attendance is for a reason previously approved by committee. Guide 5.430

MINUTES OF COMMITTEES

92. Subject to Standing Orders 56 and 60 regarding confidential information: Guide 7.17
- a) minutes of meetings shall normally be prepared for approval by the Chair of any committee within ten working days following the meeting;
- b) the unconfirmed minutes of meetings shall normally be circulated to all members of the Corporation following approval by the Chair of the committee with agenda and papers for the next meeting of the Corporation;