

Bilborough College

STANDING ORDERS RELATING TO THE CORPORATION AND ITS COMMITTEES

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.

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.

6. These Standing Orders were reviewed and revised to incorporate the changes made by Further Education Corporation (Former Sixth Form Colleges) (Replacement of Instruments and Articles of Government) Order 2007 which came into force on 1 January. These were originally adopted by the Corporation of Bilborough College on 22nd October 2001, and the latest amendments approved at the Corporation meeting in March 2009. Last reviewed December 2009.

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SECTION A - THE CORPORATION

MEETINGS

1. 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. Guide 4.2
2. The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary. Instrument 12(1)
3. Subject to Standing Order 4, all meetings shall be summoned by the Clerk to the Corporation, who shall send to the members written notice of the meeting, a copy of the agenda and all reports referred to on the agenda at least seven calendar days in advance of the meeting. Instrument 12(2)
4. 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 the members a copy of the agenda item concerned, together with any relevant papers. Instrument 12(3)
5. A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his absence, the Vice-Chair so directs on the ground 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 specifies. Instrument 12(4)
6. Unless determined by the Corporation, the date, time and place of meetings shall be determined by the Chair, following consultation with the Clerk. Clerk
7. 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 21 calendar days in advance of the date for a meeting of the Corporation or one of its committees. Clerk
8. 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 or one of its committees. Guides 5.24 and 5.40

QUORUM

9. Meetings of the Corporation shall be quorate if 40% or more of the total membership (including vacancies and members appointed by the Learning and Skills Council) are present. Instrument 13(1)
10. If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately. Instrument 13(2) & 13(3)
11. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he thinks fit, cause a special meeting to be summoned as soon as may be convenient. Instrument 13(4)

ORDER OF BUSINESS

12. 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

DEBATE

13. The conduct of debate on all items of business at a meeting shall be under the control of the Chairman. Guide 5.46
14. Members of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Instrument 12(6)
15. Any member may propose a motion on an item of business included on the agenda. No debate may take place on a motion unless it is seconded by another member. No further motion may be proposed until the original motion has been determined. An amendment to a motion shall also be duly proposed and seconded. A further amendment shall not be proposed until the Corporation has determined any amendment previously moved. Guides 5.23 and 5.46
16. If an amendment is rejected, a further amendment may be moved on the original motion. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the substantive motion upon which any further amendment may be moved. Clerk

VOTING

17. Every question to be decided at a meeting of the Corporation shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the chairman of the meeting shall have a second or casting vote. Instrument 14(1) &14(2)
18. A member may not vote by proxy or by way of a postal vote. Instrument 14(3)
19. 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)
20. Except as provided by article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution (including the Principal) shall withdraw:
- (a) from that part of any meeting of the Corporation or any committee of the Corporation 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 discussed;
 - (b) from that part of any meeting of the Corporation or any committee of the Corporation at which his re-appointment or the appointment of his successor is to be considered; and
 - (c) if so required by a resolution of any other members present, from the part of any meeting of the Corporation or of any committee of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered.
21. 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 any committee of the Corporation, except that he shall withdraw in any case where he would be required to withdraw under Standing Order 20 if he were a Corporation member. Instrument 14(6)
22. A student member who is under the age of 18 shall not vote 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).
23. 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 the part of any meeting of the Corporation or any committee of the Corporation at which his conduct, suspension or expulsion is to be considered. Instrument 14(8)
24. In any case where the Corporation or any committee of the Corporation is to discuss staff matters relating to a member or prospective member of the College, a student member shall: Instrument 14(9)
- (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; 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.
25. Where a member requests that a recorded vote be taken on an item of business specified in 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. Guide 5.23
26. Members shall vote on all questions by show of hands except for specific items of business where members determine that a secret ballot be held. Guide 5.23
27. Whether or not a recorded vote or a secret ballot has been held, a dissenting member shall have the right to have his disagreement recorded in the minutes. Guide 5.23

VOTING ON APPOINTMENT

28. All persons seeking appointment to any position in the Corporation shall be nominated and seconded by two other members. Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Corporation or Chair or member of a committee 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

MINUTES

29. At every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the meeting as a true record. Where the next meeting of the Corporation is a special meeting, the next following meeting that is not a special meeting shall be treated as a suitable meeting for the purposes of agreeing and signing minutes. Instrument 15(1) & (3)
30. Draft minutes will be produced within 7 days for initial confirmation by the Chair of that meeting. Any change proposed to the minutes shall be proposed by members who were present at the meeting of which minutes are under consideration. Guide 5.8
31. Changes to the minutes may be handwritten on the copy of the Minute Book and on any reference copy kept at the College for the general public. Changes shall be recorded in the minute of that meeting. Guide 5.9
32. Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation staff or student members have withdrawn. The Clerk to the Corporation who has withdrawn from a meeting in accordance with Standing Order 64 shall not be entitled to see the minute of that part of the meeting or any related papers. A staff or student member who has withdrawn from a meeting in accordance with Standing Orders 20, 23 and 24 shall not be entitled to see the minutes of that part of the meeting or any related papers. Instrument 15(4)

MINUTES OF COMMITTEES

33. 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 5.4
34. The procedure at a Corporation meeting for consideration of the minutes of any committee regarding the remuneration of senior post-holders is as follows: Clerk
- (a) The Chair asks student member(s) to withdraw
 - (b) Consideration and determination on matters arising from the open section of the minutes of the Remuneration Committee
 - (c) All staff members except the Principal withdraw from the meeting
 - (d) Consideration and determination on matters arising from the confidential section of the minutes of the Remuneration Committee

(e) Consideration and determination of the Vice-Principals'

Pay

- (f) The Principal then withdraws from the meeting
- (g) Consideration and determination of the Principal's pay
- (h) Members determine confidentiality of their decisions.

PUBLICATION OF MINUTES AND PAPERS

35. Subject to Standing Order 36, the Clerk to the Corporation shall ensure that a copy of: Instrument 17 (1)
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the chairman of the meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other papers considered at any such meeting, shall, in each case as soon as may be, be made available during normal office hours at the college to any person wishing to inspect them.
36. There shall be excluded from any item made available under Standing Order 35 any material relating to: Instrument 17(2)
- (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; and
 - (c) the Clerk to the Corporation: or
 - (d) any matter which by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis – see Standing Order 70
37. The Clerk to the Corporation shall ensure that a copy of the signed minutes of every meeting of the Corporation, shall be placed on the college website and shall remain for a period not less than 12 months Instrument 17(3)
38. The Clerk shall ensure that the Corporation regularly reviews all material excluded from inspection and make such material available for inspection when it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies or that public interest in disclosure outweighs that reason. Instrument 17(4)

ACCESS TO MEETINGS

39. 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 Principal. The Corporation wishes to conduct its business in an open manner to enable any interested party to satisfy themselves that the Corporation always acts to further the stated aims of the Instrument 16

College and conducts its business in a proper manner in accordance with the Instrument and Articles of Government.

40. Access by Members of the Public Clerk
Meetings of the Corporation are held in private and attended by the elected members of the Corporation, together with members of the senior management team and any other persons specifically invited who can make a positive contribution to the college corporation.
41. Access by Invitation Clerk
- a) The Corporation or Chair of the Corporation shall have the power to invite to attend for the whole or any part of any meeting of the Corporation any person who is believed to be necessary or desirable for the discussion of any item on the agenda for that meeting ("the observer").
 - b) Any observer attending by invitation shall be permitted to receive an agenda for the meeting.
 - c) During the course of a meeting, any observer shall be permitted to speak on any issue with the permission of the Chair of the Corporation but shall have no power to take part in the voting on any matter.
 - d) Observers must agree to leave the meeting immediately if requested to do so by the Chair. (It is for the Corporation to determine who may be present during the discussion of matters that are deemed confidential. Confidential Items are those in Standing Order 36 and 70 and other necessary matters to protect the best interests of the College and the fair treatment of individuals).

MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE COLLEGE

42. 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 purpose of the College. Instrument 11(1)

43. A member 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 or who has any other interest of a description specified by the Corporation in any matters relating to the College must
- (a) disclose to the Corporation the nature and extent of his interest; and
 - (b) if he is present at a meeting of the Corporation or of any committee of the Corporation at which such supply, contract or other matter is to be considered, disclose the fact and 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 he is not entitled to vote.
 - (c) Withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter is to be considered where required to do so by a majority of the members present.
44. Standing Orders 42 and 43 shall not prevent the members 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.
45. Where a member has declared an interest at a meeting, left the meeting, and has chosen to remain within easy reach, that member shall be recalled before any further business is begun.
46. Each member shall declare at the earliest opportunity a financial interest or other personal interest in any matter to be considered at a meeting. The Clerk to the Corporation will maintain a Register of Interests of members of the Corporation and senior staff containing interests which are disclosed to the Corporation. The Register of Members' Interests will be made available during normal office hours at the College to any person wishing to inspect it.

Instrument
11(2)

Instrument
11(4)

Clerk

Guide 5.27
Instrument
11(6)

APPOINTMENT OF CHAIR & VICE CHAIR

47. At the first meeting of the Corporation in the College year commencing 1st August 2002 and subsequently at two year intervals, members shall appoint a Chair from among their number. The Chair shall hold office from the conclusion of that meeting until the conclusion of the meeting at which his successor has been appointed, without prejudice, however, to his eligibility for re-appointment. Instrument 6(1)
48. At the first meeting of the Corporation in the College year commencing 1st August 2008 and every subsequent year, members shall appoint a Vice-Chair from either the Chair of EP&F Committee, Chair of Standards Committee or Chair of Audit Committee on a rotation basis or from among their number. The Vice-Chair shall hold office from the conclusion of that meeting until the conclusion of the meeting at which his successor has been appointed, without prejudice, however, to his eligibility for re-appointment. Instrument 6(1)
49. The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice-Chair, but may participate in the appointment process. Instrument 6(2)
Guide 5.37
50. If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as chair for that meeting, provided that the member chosen shall not be the Principal or any staff or student member. Instrument 6(3)
51. The Chair or Vice-Chair may resign his office at any time by giving notice in writing to the Clerk to the Corporation. Instrument 6(5)
52. 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. Instrument 6(8) & 6(9)
53. The Chair or Vice-Chair retiring at the end of his respective term of office shall be eligible for re-appointment, subject to a maximum of 3 terms (6 years) and shall complete a self-assessment of performance for that term. Instrument 6(10)
Clerk

APPOINTMENT OF GOVERNORS

54. The Corporation is the appointing authority in relation to the appointment or re-appointment of any member of the Corporation, other than an LSC 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 such number of members as is required for a quorum. Instrument 5(1) and (2)
55. The Corporation shall not appoint any person as a member (other than as a parent, staff or student) of the Corporation unless it has first considered the advice of the Search Committee regarding the appointment. Article 5 (2)
56. Staff members shall be employed at the College and may be teaching or non-teaching staff, full-time or part-time. Staff members shall be nominated and seconded by other members of staff and, if there are more nominations than vacancies, there shall be an election by secret ballot among the staff. Instrument 2(1)(d)
Guide 5.36
57. A parent member shall be a parent of a student under the age of 19 registered at the College for a term that lasts as long as their child is enrolled at the College. A parent member shall be nominated and seconded by other parents of registered students and, if there are more nominations than vacancies, there shall be a secret ballot among the parents of registered students. Instrument 2(1)(f)
Guide 5.36
58. Student members shall be members of the College's student union executive that has been nominated and elected by students registered at the College. Instrument 2(1)(e)
59. The term of office of all members is 4 years subject to Standing Orders 56, 57, 60, 61 and 62. Instrument 9(1)

DETERMINATION OF MEMBERSHIP AND ATTENDANCE

60. A member may resign his office at any time by notice in writing to the Clerk to the Corporation. Instrument 10(1)

61. If at any time the Corporation are satisfied that any member: Instrument
10(2) &6(6) &
6(7)
- (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 60); or
 - (b) is unable or unfit to discharge the functions of a member or of the Chair or the Vice Chair (as the case may be), the Corporation may give notice in writing to that member or to the Chair or to the Vice Chair (as the case may be), remove him from office and thereupon the office shall become vacant.
62. Any member who is a member by virtue of being a member of the staff (including the Principal) shall cease to be a member if he ceases to be a member of the staff of the College and thereupon the office shall become vacant. A student member shall cease to hold office at the end of the academic year in which he ceased to be a student or at such other time in the year after he has ceased to be a student as the Corporation may determine, or if the student is expelled from the College, and thereupon the office shall become vacant. Instrument
10(3) & 10(4)
63. In considering Standing Order 61(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 provided a request (preferably in writing) from a member is made prior to the commencement of the meeting.
64. The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including meetings of and committees of the Corporation) but shall withdraw from that part of any meeting at which his 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 any Committee of the Corporation for the duration of such meeting or part of a meeting. Instrument
7(2) &14(10)
&14(11) &
14(12)

CHAIR'S ACTION

65. The Chair, or in his 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;
 - (c) other matters where the Corporation has determined to give the Chair delegated authority to act on its behalf.
66. The Chair, or the Vice Chair or the Principal if appropriate, shall keep a record of actions taken under Standing Order 65 and inform the clerk who shall report these actions as an agenda item at the next meeting of the Corporation. Guide 4.25

ALLOWANCES

67. (a) All members of the Corporation and of its committees may receive payments for actual out of pocket expenditure **incurred** in the course of duties as a Corporation and/or committee member. Eligible expenses would be as follows: Guide 6.21
Instrument 18
Instrument 18
- 1. Telephone charges,
 - 2. Photocopying, stationery etc,
 - 3. Travel to and from meetings of the Corporation and its committees and for attendance at approved training events and other meetings required as a Corporation member, or member of committees,
 - 4. Subsistence at meetings and events where subsistence is not included as part of the meeting or event,
 - 5. Fees for training courses or similar events for governors,
 - 6. Child-care or baby-sitting expenses or care arrangements for an elderly or dependent relative if the governor or committee,

7. Support for governors with special needs (e.g. audio equipment) and,
8. Support for governors whose first language is not English.

- (b) Members will provide receipts for all items of expenditure other than travel from work or home for meetings at the College.
- (c) Members may claim for expenses on a half-termly basis and an expenses form will be included in the agenda papers for each Corporation meeting.
- (d) Any claims by members of the Corporation or committees for reimbursement of other exceptional expenses will be referred to the Employment Policy and Finance Committee for determination.
- (e) Approval for members' attendance at training events and other meetings not held on College premises, will be provided by the Search Committee or, if no meeting is scheduled before an event, by the Chair of the Corporation. Approval for the Chair of the Corporation to attend such events will be determined by the Chair of the Audit Committee.

CORPORATION SEAL

68. 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

URGENT BUSINESS

69. 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.

CONFIDENTIALITY

70. Standing Order 36 includes those matters in the Instrument of Government which the Corporation may determine to be confidential. All other Corporation business shall be open to public scrutiny except for certain matters where disclosure Guide 8.9
1. Personal information relating to an individual
 2. Information provided in confidence by a third party who has not authorized its disclosure.
 3. Financial or other information relating to procurement

decisions, including that relating to the college negotiating position.

4. Information relating to the negotiating position of the College in industrial relations matters
5. 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.
6. Legal advice received from or instructions given to the college legal advisers
7. Information planned for publication in advance of that publication
8. Information relating to security of college property and assets, staff and students

RESOLVING DIFFICULTIES

71. Members shall consider the advice of the Clerk whenever the Clerk feels that the Corporation is acting inappropriately or beyond its powers. Guide 8.11

72. Where the Clerk feels that his 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 up to a maximum limit of £500.

73. In the unlikely event that the steps taken in Standing Order 72 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 Learning and Skills Council and inform the Chair and Principal that this has been done. Guide 8.14 and 8.15

LEGAL ADVICE

74. 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 £500 without prior authorisation. Guide 9.28

CONDUCT

75. All members of the Corporation are subject to the Code of Conduct and the Code of Ethics adopted by the Corporation. Clerk
76. If any member in the opinion of the Chair misconducts himself 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
77. If anyone interrupts a meeting the Chair may warn him and if the interruption continues the Chair may order his 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 considers appropriate. Clerk

AMENDMENT OF STANDING ORDERS

78. 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 B - COMMITTEES

APPOINTMENT OF COMMITTEES

79. The Corporation shall establish the following committees: Article 5
- (a) Search – for the appointment of members (other than as a parent, staff or student member) and such other matters relating to membership and appointments. If the Corporation makes rules specifying the way in which the Search Committee is to be conducted, then a copy of these rules together with the committees Terms of Reference, and any advice given to the Corporation (unless satisfied that it is confidential) shall be published on the college website and made available for inspection at the institution by any person during normal office hours. The Corporation shall review regularly all material excluded from inspection and shall make such material available for inspection when no longer confidential or where it considers that public disclosure outweighs that reason.
 - (b) Audit - regarding audit arrangements and systems of internal control). Article 6
 - (c) Special (regarding the dismissal of senior post-holders) Article 10
- and such other committees as may be required for any purpose or function, other than those assigned elsewhere in the Articles of Government.
80. The Corporation shall determine the membership (including persons who are not members of the Corporation where appropriate) and terms of reference of each committee at least once each year at the first meeting of the Corporation following 1st August except where that is a special meeting. Article 4(2) and 7 Clerk
81. Subject to Standing Order 80, the terms of reference for each committee shall form Schedule 1 of the Standing Orders Guide 7.11
82. The chair of each committee of the Corporation shall be elected for a term of two years by the Corporation, in accordance with the procedure in Standing Order 28, subject to a maximum of 3 terms (6 years). A self-assessment of performance for that term will be completed on retirement. Guide 7.11
83. Whenever a chair of a committee shall cease to hold office, the vacancy shall be filled at the next meeting of the Corporation. Guide 7.11

84. 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. Guide 7.11
85. If the chair of a committee is absent from any meeting of that committee, the members present shall choose one of their number who is a member of the Corporation to act as chair for that meeting, provided that the member chosen shall not be the Principal or staff or student member. Guide 7.11
86. The Corporation shall not delegate the following to committees or to the Chair of the Corporation or to the Vice-Chair or to the Principal: Article 9 & Article 10
- (a) the determination of the educational character and
 - (b) 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 or dismissal of the Principal;
 - (e) the appointment or dismissal of the Clerk to the Corporation;
 - (f) the modifying or revoking of the Articles of Government.
 - (g) The consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal, Clerk or Senior Post Holder and the rules specifying the way in which a Committee shall be established and conducted.

APPOINTMENT AND PROCEDURES OF AN APPEAL COMMITTEE

87. An Appeal Committee shall consist of any three members of the Corporation other than the Principal, staff and student members. Clerk
88. An Appeal Committee shall determine appeals by members of staff (other than senior post-holders) arising from the College's discipline and grievance procedures and by students against expulsion. Clerk
89. When required, an Appeal Committee will be appointed by the Corporation or, in cases of urgency, by Chair's Action under Standing Order 65(c) Clerk

90. The procedure of an Appeal Committee shall be: Clerk
- a. The Chair will call in both the Principal, the appellant and any accompanying friend or representative. The Chair will remind all present that the proceedings shall remain confidential until a final decision has been taken.
 - b. The Clerk will check that all present have the correct papers for the hearing.
 - c. The Chair will check that all present are aware of the procedure to be followed.
 - d. The Chair will ask the Principal to introduce his report that has been circulated, drawing attention to salient points.
 - e. The appellant and friend/representative may ask the Principal questions about what is in the report and what has been said.
 - f. Members of the Committee may ask the Principal questions.
 - g. The Chair will ask the appellant and friend/representative to put forward their views, representations and comments.
 - h. The Principal may ask questions of the appellant and friend/representative.
 - i. The Committee may ask questions of the appellant and friend/representative.
 - j. The Chair will invite the Principal to sum up.
 - k. The Chair will invite the appellant and friend/representative to sum up.
 - l. The Chair will then ask the Principal, appellant and friend/representative to withdraw.
 - m. The Committee will deliberate in private. The Committee's decision, with reasons, will be notified in writing to the Principal and appellant within five working days.

91. An Appeal Committee shall be convened by the Clerk to the Corporation by written notice and agenda at least seven calendar days in advance of the date of the meeting. An Appeal Committee shall be advised by the Clerk to the Corporation and by the Corporation's appropriate personnel and/or legal advisers (as required) Clerk

MEETINGS OF COMMITTEES

92. 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

93. 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 meetings. Guide 7.11

QUORUM OF COMMITTEES

94. 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.

95. 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 shall be terminated immediately. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the chair shall, if he thinks fit, cause a special meeting to be summoned as soon as may be convenient. Guide 7.20

ATTENDANCE AT COMMITTEE MEETINGS

96. All members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee. Guide 5.43
97. Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee with the approval of the committee members. Guide 5.43
98. Any member 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
99. 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

100. The Principal may delegate attendance at, and support for, committees to members of the College management team. Guide 7.8
101. 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
102. 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 the committee. Guide 5.43
103. The Clerk shall ensure that the policy of non-Committee members' attendance at Committee meetings are published on the college website and made available for inspection at the college by any person during normal office hours. Article 8

MINUTES OF COMMITTEES

104. Subject to the exclusion of any material of a similar nature to that referred to in Standing Orders 36 and 70: Guide 7.17 & Article 8
- (a) minutes of meetings shall normally be prepared for approval by the chairman 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;
 - (c) the signed minutes shall, as soon as may be, be made available on the college website. Also during normal office hours at the College any person wishing to inspect the minutes together with any report, document or other papers considered at any such meeting.

CONDUCT OF COMMITTEE BUSINESS

105. The following Standing Orders shall apply to the conduct of business in committees as they apply to the Corporation: Guide 7.19

- 12 - Order of Business
- 13 to 16 - Debate
- 17 to 27 - Voting
- 36 and 70 - Confidentiality
- 43 to 47 - Members not to hold interests in matters relating to the College
- 69 - Urgent Business
- 75 to 77 - Conduct

