



Standing Orders

Section 2 – Telford College Governance Arrangements

2.1 STANDING ORDERS

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- 2.1.1 These standing orders (“Orders”) supplement the provisions of the Further & Higher Education Act 1992 (“Act”) and the Instrument & Articles of Government of Telford College. In the event of any conflict between these Orders and either or both the Act or the Instrument & Articles, the Act and the Instrument & Articles shall prevail.
- 2.1.2 Every member of the Corporation and its committees/groups shall be bound by these Orders and shall also be expected to adhere to the [Seven Principles of Public Life](#), as recommended by the Nolan Committee’s report “Standards in public life”. In summary these are:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership

2.2 GOVERNANCE MODEL AND STRUCTURE

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- 2.2.1 The college operates under the ‘limited committee’ governance model, a modified version of the Carver model. All business is conducted at board-level, involving corporation members in discussions and decisions across all college aspects. Due to funding agreement requirements, an audit committee is mandatory. Additionally, there are remuneration and search committees alongside any focus groups deemed necessary.

2.2.2



2.3 COMMITTEES AND FOCUS GROUPS

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- 2.3.1 The Corporation is able to establish a committee at any time for any purpose or function. Task and finish groups (more commonly known as focus groups) may be set up at any time by the Corporation to consider specific aspects of the Corporation’s work within a fixed timeframe.
- 2.3.2 A committee / group will have terms of reference agreed and reviewed regularly by the Corporation. Its terms of reference will outline the committee / group; purpose, responsibilities, meeting

requirements, membership, terms of office, quorum requirements and any delegated powers. A meeting must be quorate throughout in order for decisions to be taken.

- 2.3.3 All committees / groups and their members shall comply in all respects with and observe their terms of reference. If a committee / group is doubtful over the precise scope of its authority or remit, it should raise the issue with the GP, in the first instance, who will liaise with its Chair.
- 2.3.4 The Chair of a committee or group (and any Vice Chair) shall be appointed and may also be removed by the Corporation and shall hold office for such period as the Corporation may determine. On the expiration of the term of office of such Chair / Vice Chair, they shall be eligible for re-appointment.
- 2.3.5 If both the Chair and Vice Chair of a committee / group are absent from a meeting, the members who are present shall choose one of their number to act as Chair for that meeting.
- 2.3.6 The Chair and Vice Chair of a committee / group may resign their respective position at any time by giving notice to the GP.
- 2.3.7 The Corporation will receive reports of its committees/groups following their meetings and their chair will be asked to bring to members' attention any particular points of interest, concern or matters requiring decision outside their delegated powers.
- 2.3.8 Subject to rules of confidentiality, minutes of committee meetings will be made available to the public on request.
- 2.3.9 A list of established focus groups (historical and current) can be found in the Appendices. ([Appendix 7](#)).

2.4 CORPORATION COMPOSITION

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- 2.4.1 The Corporation comprises no less than sixteen governors:
- Eleven independent governors (appointed through a recruitment process)
One of which must have the financial acumen to Chair the Audit cttee.
 - Two staff governors (appointed through a nomination and election process)
 - Two or more student governors (appointed through a nomination and election process)
 - The Principal & Chief Executive (automatic appointment)

2.5 APPOINTMENT OF INDEPENDENT GOVERNORS

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- 2.5.1 Effective Boards, regardless of the organisation/sector, comprise an appropriate balance of skills, knowledge and experience, with members drawing from a range of backgrounds and reflecting key stakeholder groups, including the local community.
- 2.5.2 The Corporation appoints its independent governors through the following selection process:
- Interested parties will be invited to visit, speak with the Chair, Principal & CEO and/or GP to learn more about the role and the college
 - The GP will monitor Governor's end of term dates on an ongoing basis. In a timely manner, the GP will actively recruit for any upcoming vacancy and may enlist the help of the marketing and HR departments.*
 - The Search Committee will approve or amend the GP's proposed recruitment process.
 - All candidates must complete the Corporation Application Form which includes all necessary confirmations of eligibility, and agreement of all necessary requirements.

*should a vacancy arise due to a resignation, the same procedure applies.

- As part of the selection process, shortlisted candidate(s) will be asked to complete a self-assessment - rating their skills, knowledge, experience and connections – which will be considered alongside the corporation’s current membership ‘gaps’, the governor specification and college priorities
- Upon review, the Search Committee, will then make recommendation(s) for appointment to the Corporation. The Corporation will make the decision whether to appoint the candidate(s)
- Upon appointment, the GP will take the new governor through the induction process and an experienced governor may be appointed as mentor
- Where deemed necessary, particularly if previous recruitment campaigns have not been successful, the Corporation may decide to engage a recruitment firm/specialist in governor appointments. In this instance, the approval process remains the same as outlined above

2.6 OFFICE OF THE CHAIR/VICE CHAIR OF THE CORPORATION

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Election to Office

2.6.1 Election to the office of Chair/Vice Chair will take place from within the Corporation. The Principal & CEO, staff or student members are not eligible to serve as Chair or Vice Chair or act as Chair in their absence but may take part in the appointment’s process.

2.6.2 At the last meeting before the expiry of the term of office of the Chair or Vice Chair or following resignation from either post (where this is known in advance), members shall appoint a new Chair or Vice Chair or reappoint as appropriate.

2.6.3 Another member nominated by the Corporation (not a candidate for either post) shall normally take the Chair when the issue of appointment of these posts is being considered. A proposer and seconder must support the nominations neither of whom must be the nominee.

Terms of Office - Chair / Vice Chair

2.6.4 The role of each office is a matter for determination by the Corporation. The term of office for both roles is two years, or as determined by the Corporation, for a maximum of four terms (totalling a period of eight years). The Chair/Vice Chair may be permitted to serve more than four consecutive terms of office only if considered and recommended by the Search Committee.

2.6.5 In exceptional circumstances members may recommend the Chair or Vice Chair serve for further terms of office or part terms of office. This action must be clearly minuted.

Succession Planning

2.6.6 The Corporation has agreed a process of succession planning for the office of Chair. A Vice Chair will normally take over the office of Chair when it becomes vacant.

2.6.7 The GP will approach members to notify them when the offices will become available and will record member’s interest in taking up either office at a future date.

Ends of Term / Resignation / Removal

2.6.8 The Chair or Vice Chair may resign at any time by giving notice in writing to the GP. If the Chair resigns or otherwise ceases to hold office during the year, the Vice-Chair will act as Chair until the next meeting when an election shall be held. If the Vice-Chair resigns or otherwise ceases to hold office during the year, an election for a replacement shall be held at the next meeting.

2.6.9 If at any time the Corporation is satisfied the Chair or Vice Chair is unable or unfit to discharge the functions of the office, a majority of the Corporation may pass a resolution to this effect and give written notice to the Chair or Vice Chair to remove him/her from office and the office will become vacant.

2.7 APPOINTMENT OF STAFF GOVERNORS

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- 2.7.1 In the event of a vacancy or the end of an existing staff governor's term of office, the GP will seek nominations from the staff members eligible to nominate. Interested parties will be invited to meet with the GP for an informal discussion about the role. If only one nomination per vacancy is received, that person will automatically serve on the Corporation (as long as the eligibility criteria is met). If more than one nomination per vacancy is received, an election will be held.
- 2.7.2 Details of candidates will be circulated to all staff, along with information about how to vote. The counting of votes will be undertaken by the GP, in the presence of the candidates and an independent third party such as a union representative. The results of the election will then be made known to all staff by email and the successful candidate(s) will be invited to attend the next scheduled Corporation meeting.
- 2.7.2 The two staff governor memberships are based on there being a business support representative and a teaching representative. For ease of categorisation, business support staff are those eligible for membership of the LGPS pension scheme and teaching staff are those eligible for the TPA pension scheme.

2.8 APPOINTMENT OF STUDENT GOVERNORS

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- 2.8.1 The Corporation's student governors are appointed through a nomination and election process.
- 2.8.2 If there are only two or less interested parties, both persons will automatically serve on the Corporation
- 2.8.3 Terms of office are for two years, overlapping with one another.
- 2.8.4 Upon appointment to these roles the GP will contact the student governors, through colleagues in the Student Services team, to take them through the induction process.
- 2.8.5 They will be invited to attend the next scheduled Corporation meeting.

2.9 THE APPOINTMENT OF CO-OPTED MEMBERS

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- 2.9.1 Where it is deemed beneficial for the appointment of a co-opted member to the Corporation or one of its committees/groups, this will follow a similar process to that of an independent governor. The agreed process is as follows:
1. The candidate will be asked to complete an application as per the usual appointment process
 2. The candidate will be invited to meet with the Search Committee and the Chair of the appropriate committee/group
 3. The Search Committee will make a recommendation to the Corporation (if applicable) at the next available meeting
 4. If formally appointed as a co-opted member, the successful candidate will be invited to the next meeting of the group to which they have been co-opted.

2.10 TERMS OF OFFICE

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- 2.10.1 With the exception of student governors and the Principal, members are appointed for a term of office of four years. Members are eligible for re-appointment at the end of that period and the re-appointment of non-elected members will be considered and recommended by the Search Committee prior to approval by the Corporation.
- 2.10.2 Governors may be permitted to serve more than two consecutive terms of office only if considered and recommended by the Search Committee. To assist with succession planning, the Search Committee may recommend appointment for less or more than a four-year period to prevent multiple appointments ending at the same time. However, as per the new AoC Code's

recommended practice, [Principal 6](#): Governors should not normally serve more than 2 terms (or more than 8 years).

- 2.10.3 Where possible, incoming governors will be appointed prior to the outgoing governor's departure to provide a handover period that will also form part of the new governor's induction programme.

2.11 RESIGNATION/REMOVAL FROM THE CORPORATION

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- 2.11.1 A member may resign at any point by giving written notice to the GP. There is no formal notice period; however, as much time as possible is appreciated to enable a successor to be appointed.
- 2.11.2 If there are concerns about a member's attendance and they have not attended three consecutive Corporation meetings, the GP will write to the member in question to ascertain the reason and establish whether they wish to remain on the Corporation. With the exception of long-term absence due to personal circumstances, the Corporation may agree to remove a member in the event of regular/unauthorised absence over a period of three months or more. The Corporation should consider the reasons for absence, whether apologies have been sent and whether the member has attended other college meetings and/or functions.
- 2.11.3 If the Corporation determines a member is unable or unfit to discharge the functions of a member, it may give written notice of the member's removal. This is very much a subjective judgement, as inability refers to the member's physical and mental capability, and, where determined to be the appropriate course of action, the decision must be taken in a fair and transparent manner. All such decisions will be fully minuted by the GP, who will take legal advice on this matter where appropriate. A formal resolution will be put to the Corporation that the member is unfit/unable to discharge their functions and the Chair be authorised to give notice to that effect in writing to remove them from office [in accordance with Paragraph 10.2 of the Instrument of Government].
- 2.11.4 If the Chair has been involved in the debate regarding the member concerned, another member should propose the resolution. The member concerned will be given prior notification of the proposed action and provided with sufficient detail in order for them to answer the charge against them. They will be given an opportunity to reply to the complaint by making representations in writing or at the meeting. The resolution will be determined by a majority vote and the outcome will be formally minuted by the GP.

Section 3 –Governance Practice & Procedure

3.1 MANAGING INTERESTS

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- 3.1.1 Members of the Corporation must not be in a position where they can influence decisions that may benefit themselves or a family member financially or in other ways. Members should refer to the college I&As (Instruments of Government, paragraph 11) and the AOC Code of Conduct if requiring further information. This also applies to the Governance Professional who must complete an annual register of interests.

There are two main ways in which the Corporation manages the interests of its members:

3.1.2 Declarations of interest

At every meeting of the Corporation and its committees'/groups', members and co-opted members, will be asked to consider whether they need to declare any interest in the matters to be discussed. Any members unsure about whether a declaration may be relevant are encouraged to discuss this with the GP prior to the meeting.

If a declaration is deemed to be relevant, the member cannot take part in the debate, vote or be counted in the quorum in relation to that item and must withdraw from the meeting if required to do so by resolution of the majority of members present at the meeting. The declaration will be formally minuted by the GP.

3.1.3 Register of interests

The GP will maintain and annually update a register of interests of the members and co-opted members of the Corporation, which is made publicly available on the college's website or upon request to the GP. All members and co-opted members must complete the register of interest and the college's internal and external auditors check both the summary register and the individual register forms completed and signed. As part of the annual declaration, members and co-opted members will also be asked to confirm they are eligible to serve on the Corporation and are not barred from engaging in FE.

The register of interest is compiled using a Microsoft Office form sent out to members annually in order to update the summary register. If new governors are appointed in-year, they will be asked to complete a register of interest form on appointment and the summary register will be updated. In the event of a change of circumstances/interests, members are required to contact the GP to update their declaration.

3.2 REGISTER OF HOSPITALITY

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- 3.2.1 The Bribery Act 2010 came into force in July 2011 and specifically set out the parameters to prevent acts of bribery. The Act reinforces the importance of openness in declaring any goods received or hospitality offered. Any member receiving gifts and/or hospitality as a result of their position at the college should declare it on the appropriate form. This is available from and should be returned to the GP. Completed forms should be returned to the GP. A register of gifts and hospitality for Corporation members will be maintained and available for inspection from the GP. The register may also be inspected by the college's internal auditors.

3.3 COMPLAINTS

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- 3.3.1 A complaint against the Corporation, a member of the Corporation, the Principal & CEO or the GP may be made by an individual, business or organisation.
- 3.3.2 These complaints should be marked as confidential, made in writing and addressed as follows:

For complaints not against the GP

For the attention of:

The Governance Professional

PRIVATE & CONFIDENTIAL

Room E207

Telford College

Haybridge Road

Wellington

Telford

TF1 2NP

governance@telfordcollege.ac.uk

For complaints against the GP

For the attention of:

The Chair of the Corporation

PRIVATE & CONFIDENTIAL

Room E207

Telford College

Haybridge Road

Wellington

Telford

TF1 2NP

Gail.bleasby@telfordcollege.ac.uk

3.3.3 Complaints must relate to:

- The performance by the Corporation, a Board member or the GP or the functions respectively allocated to them under the Articles of Government of the College; and / or
- The exercise by the Corporation of its power; an / or
- Any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the GP under the Instrument Or Articles of Government of the College, its Code of Conduct for Board members, relevant provisions of the ESFA Accountability Agreement and / or the College Financial Handbook.

3.3.4 The complainant will:

- be expected to state clearly the nature of and grounds for the complaint; and if appropriate provide copies of any related documentation.
- state the remedy they are seeking.
- It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the GP since these are decisions for the Principal/Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.

3.3.5 The GP will:

- Acknowledge receipt of the complaint within seven working days; and
- refer the complaint to the Telford College Compliments and Complaints Policy where not a matter for the Corporation; or
- investigate the complaint and has the authority to, when necessary, refer the complaint to one or more of the following for further investigation: the College's Audit Committee; one or more Board Members; the Corporation's auditors (internal and/or external) or other appropriate advisors; a person (nominated by an external sector body) who has substantial experience of college governance (provided in each case that they have not been involved in the matters subject to the complaint).
- produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event, they shall produce an interim report within [28] days of the complaint being referred to them.
- At its next scheduled Board meeting after receipt of the findings of the investigation the Corporation shall consider the findings and determine whether the complaint is substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified Board Members or the GP those persons shall withdraw and take no part in the discussion of the investigation outcome.
- The GP [Chair of the Corporation] shall within seven working days of the Board's determination of the complaint provide a written response to the complainant and to those subject of the complaint confirming the decision of the Corporation in relation to the

complaint, with reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Secretary of State/ESFA/FEC).

- 3.3.6 The Corporation has also adopted a Speak-Up (Whistleblowing) Policy for complaints of serious malpractice. This is made publicly available via the college's website. It is also accessible directly from the GP and a number of places throughout the college, including the staff intranet.

3.4 SENIOR POST HOLDER (SPH) APPOINTMENTS

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- 3.4.1 The Corporation (collectively) is responsible for the recruitment of SPHs, who are currently defined as the Principal & CEO, the Deputy CEO and the Governance Professional. The Principal & CEO has general responsibility for the appointment of all members of staff other than the SPHs.
- 3.4.2 SPH posts should always be advertised externally to ensure a fair, open and transparent process.
- 3.4.3 When a SPH post becomes vacant, the GP must be promptly informed. Involvement of this independent role, responsible for providing impartial advice, ensures transparency and adherence to the sector's best governance practices.
- 3.4.4 The GP will seek HR expertise, as appropriate, on behalf of the Corporation.
- 3.4.5 The Chair and the GP will initiate the appointment process by convening a selection panel made up of members of the Corporation.
- 3.4.6 The selection panel will have at least three members and (except when it is their post being considered) the Principal & CEO.
- 3.4.7 For recruitment to the post of Principal & CEO, the panel must comprise at least three Corporation members, including the Chair and/or Vice Chair and an additional external stakeholder member.
- 3.4.8 Advised by the GP, the selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews and make a recommendation on appointment to the Corporation.
- 3.4.9 If the Corporation approves their recommendation, that person shall be appointed.
- 3.4.10 If the selection panel is unable to agree on a person to recommend for appointment or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the process with or without first re-advertising the vacancy.

3.5 SENIOR POST HOLDER (SPH) DISMISSALS AND SUSPENSIONS

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- 3.5.1 If the Chair (or Vice Chair if absent) or a majority of the Corporation consider it may be appropriate the Corporation dismiss or suspend a SPH, the matter must be referred to a special committee of members.
- 3.5.2 This committee will comprise at least three members of the Corporation, not including the Principal & CEO, staff governors or student governors.
- 3.5.3 Agreed rules specifying procedures for the conduct of the special committee are set out in the disciplinary procedures for SPHs.
- 3.5.4 There is also an agreed grievance procedure in place for SPHs.

- 3.6.1 As set out in the Instrument & Articles of Government, the Corporation must have a seal, the application of which should be authenticated by two signatures; one from the Chair (or Vice Chair in their absence) and one from one other Corporation member (which can include the Principal & CEO in their capacity as governor). Neither the GP nor a senior member of staff (unless also the staff governor) can act as a witness.
- 3.6.2 It is envisaged only a small number of documents will require the use of the seal – this will be cases where any document executed by the Corporation as a deed must be under seal.
- 3.6.3 Because the use of seals by incorporated bodies is quite uncommon, small law firms may not be familiar with the requirement of a college corporation to execute documents as deeds. **It is therefore recommended that you make your solicitor aware of this fact when looking to sign legal documents, particularly those pertaining to financial or land matters.**
- 3.6.4 The GP is responsible for the safekeeping and proper use of the college seal.

- 3.7.1 Upon appointment, Corporation members will be advised of the induction programme for new governors by the GP, who will work alongside the Principal & CEO to ensure there is a thorough introduction to the college and the role of governor. The induction process is set out clearly in the Governor appointment/induction checklist. New members may be mentored by an experienced member of the Corporation.
- 3.7.2 The GP will produce an annual training and development plan for Corporation members. This will be based on:
- Individual members' needs, as identified through discussions, reviews and skills audit
 - The Corporation's needs and knowledge gaps, as identified through Corporation meetings, the annual governance self-assessment process, horizon scanning discussions, incoming issues/challenges and policy changes etc;
 - The findings and recommendations arising from governance reviews, for example an internal audit of governance and the three-yearly external review of governance
 - The ETF's Governor Development Programme, which covers the key areas of governance in FE and provides CPD for new, intermediate and experienced governors
 - Regional and national training opportunities through the Association of Colleges (AoC) and other networking bodies
 - The Link governor programme
- The programme will be a mixture of reading materials, workbooks, college sessions, regional/national events and online courses.
- 3.7.3 Corporation members are actively encouraged to undertake any learning activity which will help them undertake their role of college governor. If members feel they have a training/development need not covered by the annual programme, they should contact the GP who will organise appropriate training/development activity either on a one-on-one or group basis. Reporting CPD undertaken is a standing item on the Corporation agenda.
- 3.7.4 The GP will maintain training and development records for all governors – these are often requested for inspection by Ofsted as evidence of the college supporting governors and how they are aware of their role and responsibilities. It is therefore helpful for the GP to be provided with copies of any certificates/confirmation of attendance issued by training providers.
- 3.7.5 Governors are encouraged to utilise the **ETF Further Education Competency Framework for Governors**, which outlines and defines a range of competencies that are required to perform

effectively as a member of a FE college Board. ([Appendix 11](#)). Governors are not expected to fulfil all requirements immediately upon assuming their roles. Rather, it signifies an ongoing journey of training and development aimed at continuous improvement.

- 3.7.6 The Chair of the Corporation and the Governance Professional are also encouraged, in the same way, to utilise their relevant competency frameworks set out in [Appendix 12](#) and [Appendix 13](#).

3.8 CONTINUOUS IMPROVEMENT

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- 3.8.1 The Telford College Corporation has a strong culture of evaluation and continuous improvement. This should be a year-round activity, rather than an annual exercise, and the feedback gathered from doing this informs the development of the Governance Development Plan.

A visual representation of the Corporation's continuous improvement framework can be found at [Appendix 8](#).

- 3.8.2 The continuous improvement has been formalised following the introduction of new requirements for self-assessment and external review. The cycle for the next three years is as follows:

2022/23	Self-assessment
2023/24 (this year)	External Review
2024/25	Self-assessment
2025/26	Self-assessment

- 3.8.3 The college external review final report can be found on Governor Hub and published on the college website.

Section 4 – Individual Roles And Responsibilities

4.1 SAFEGUARDING AND THE PREVENT DUTY

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- 4.1.1 As the Corporation (collectively), **you must:**
- make arrangements to safeguard and promote the welfare of students under 18 and [high needs students](#) aged 18 to 25
 - have regard to all the requirements of the statutory safeguarding guidance ‘[Keeping children safe in education](#)’ (KCSiE), including the immediate steps to be taken when there are safeguarding concerns
 - ensure that pre-appointment checks are carried out for new staff
 - ensure that it meets [national minimum standards](#) where residential accommodation is provided for under 18s
- 4.1.2 **You should** ensure in particular that:
- a governor has leadership responsibility for safeguarding arrangements
(currently, this is Gail Bleasby, Chair of the Corporation).
 - there is a designated safeguarding lead in the senior executive team, who takes day-to-day responsibility for safeguarding
(currently this is Sarah Jones, Assistant Principal, Student Experience & Safeguarding)
 - there are systems to support safeguarding, including an effective policy to protect children and high needs students aged 18 to 25 and procedures for raising concerns about staff
the Telford College Safeguarding policy is published on the college website [here](#), and is reviewed annually by the Corporation.
- 4.1.3 In addition, **you should** make sure that staff:
- read Part 1 of ‘[Keeping children safe in education](#)’
 - receive appropriate safeguarding and child protection training at induction plus regular updates
 - know what to do if they have concerns about a child
 - understand that concerns about sharing information should not stand in the way of keeping children safe
- 4.1.4 **Serious Incidents**
A serious incident is an adverse event, whether actual or alleged, which results in or risks:
- significant loss to your corporation’s money or assets
 - damage to your corporation’s property
 - harm to your corporation’s work, students or reputation
- 4.1.5 Serious incidents include fraud, cyber crime, extremism allegations and **safeguarding** issues.
- 4.1.6 Your Board must ensure that serious incidents are reported promptly to:
- the appropriate authority, such as the police or, for safeguarding, the local authority
 - external and internal auditors, your audit committee chair and/or ESFA, in line with your corporation’s accountability agreement and the [Post-16 audit code of practice](#)
- 4.1.7 Telford College is [registered with the Office for Students](#) (OfS), and therefore **must** meet OfS requirements regarding [reportable events](#).
- 4.1.8 The Telford College Audit Committee will advise the Corporation around risks of safeguarding.

- 4.1.9 The Principal & CEO will support the Board in particular by ensuring that nothing is hidden from you, and that you're alerted promptly to problems concerning safeguarding and health and safety matters.
- 4.1.10 **Ofsted** inspects and reports on the quality of education and training in FE and sixth-form colleges, including **how well safeguarding and Prevent obligations are met**.

4.2 ROLE OF THE CORPORATION MEMBER

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- 4.2.1 The duties of the Corporation are specified in the Instrument & Articles of Government (see [appendices](#)). Collectively, individual members contribute their professional, specialist and general management skills to the Corporation (in its entirety) in a non-executive role. A member is required to be as flexible as possible in the conduct of their responsibilities and duties, ensuring the balance of oversight of the college and its business is seen as a positive contribution that does not interfere with the day-to-day management of the college.
- 4.2.2 Led by the Chair, the Corporation provides checks and balances to the operational executive team led by the Principal. The Corporation is accountable for its stewardship of public funds to deliver a quality service and for the performance of its legal and statutory duties. The Corporation will set the strategic direction of the College and monitor College performance by setting targets and agreeing key performance indicators.
- 4.2.3 The primary **duties** of a Corporation member are to:
- Determine and periodically review the educational character and mission of the institution and to oversee its activities
 - Approve the quality strategy of the college
 - Make effective and efficient use of resources, safeguard the solvency of the Institution and the Corporation and their assets
 - Approve annual estimates of expenditure and income
 - Set a framework for the pay and conditions of service of all other staff
 - Comply with the Instrument & Articles of Government; the English Colleges' Foundation Code of Governance; the Corporation's Standing Orders and Code of Conduct; and any other related governance policy and procedure
 - Appoint, grade, suspend, dismiss and determine pay and conditions of the service of senior post holders and the Governance Professional
 - Serve on an appropriate committee or working party/group of the Corporation
 - Contribute to the business of the Corporation in an effective, efficient, open and transparent manner
 - Assist in the formulation and monitoring of the college's strategic plan; financial forecasts and budgets; capital programmes; management of risk; and quality improvement plans, all of which provide the essential framework for the internal management of the college
 - Set measurable targets to support the delivery of the college's strategic plan
 - Act in the best interests of the college at all times
- 4.2.4 The **responsibilities** of a Corporation member are to:
- Observe and comply with the Corporation's Code of Conduct which sets out in more detail the responsibilities and standards of conduct expected of members of the Corporation
 - Understand it is their role to determine the strategic policy and overall direction of the college; oversee its activities; and monitor the performance of the Principal and other senior post holders. They are accountable for the solvency of the college and for the proper use of public funds. The Principal is responsible for implementing the

- Corporation's decisions; for managing the college's affairs within the budget and frameworks fixed by the Corporation; and for the day-to-day running of the college
- Observe the provisions within the Instrument & Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Standing Orders and ensure the Corporation acts within the powers conferred on it by the Further & Higher Education Act 1992
 - Show the highest loyalty to the college and act in its best interests at all times. This means:
 - Corporation decisions must always be taken for the benefit of the college, its students, staff and other users and with a view to safeguarding public funds
 - Corporation members must not be bound by mandates given to them by other bodies
 - Corporation members must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of college. Corporation members must declare any relevant interest in accordance with the provisions in the Instruments and the Code of Conduct
 - Observe the duties set out in the college's financial memorandum with government bodies and ensure the proper use of income derived from other sources
 - Conduct themselves in accordance with the highest ethical standards and embrace the *Seven Principles of Public Life* laid down by the Nolan Committee
 - Discharge their duties with skills, care and diligence
 - Be committed to securing safeguarding and equality of opportunity within the college, to combating discrimination of whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation
 - Abide by the principle of collective responsibility. Once a decision has been taken by the Corporation, members have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting
 - Ensure the business of the Corporation is conducted openly and transparently and, as a general principle, students and staff have free access to information about the proceedings of the Corporation and confidential items are kept to a minimum
 - Attend/undertake all training designated mandatory for Corporation members and inform the GP of attendance and/or completion
 - Provide the GP with up-to-date contact details and declarations of interest

4.2.5 To be a member of the Telford College Corporation, the following **abilities** are essential:

- Working positively with others and debate issues whilst maintaining a constructive atmosphere
- Expressing ideas/plans in a clear manner and listening actively to other views
- Establishing quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets
- Being visionary for the future plans of the college
- Creating the energy and enthusiasm necessary to be effective and having the tenacity to overcome obstacles
- Developing a broad-based view of issues/events and perceiving their long-term impact
- Demonstrating a knowledge and understanding of facts and rationalising appropriately
- Demonstrating behaviour and skills that motivate others to achieve and inspiring confidence in others to achieve objectives
- Commitment to developing their own effectiveness as a governor
- Interest in learners of all ages and their educational development
- Acting as an ambassador of the college, while adhering to the rules regarding confidentiality and use of social media

- Devoting the time required of the role

4.2.6 The Chartered Governance Institute states “Good governance is more than just about having the right policies, procedures and protocols in place....Boardroom behaviours and ethical practices, values and culture are of equal importance”.

The Corporation expects its members to reflect the Boardroom behaviours attributed to the **seven principles of good governance** from the Charity Governance Code:

1. Organisational purpose – committed to the cause, clarity of focus and being strategic
2. Leadership – leads by example, can operate as part of the team
3. Integrity – independent and ethical thinking
4. Decision-making, risk and control – probing but not controlling, risk aware but not risk averse
5. Board effectiveness – self-awareness, creativity, innovation, keen to learn and improve
6. Diversity – open-minded and courageous
7. Openness and accountability – listens, inspires trust, accepts responsibility and accountability

4.2.7 An appointment as a governor of this College is a public appointment. All governors are required to abide by the Board’s Code of Conduct, which is based on the **seven principles of public life** (the ‘Nolan’ principles): selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

4.3 ROLE OF THE CHAIR OF THE CORPORATION

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4.3.1 The Corporation fulfils its duty as a collective decision-making body based on majority decisions by those present at meetings. The Chair's main function is to provide leadership to the Corporation in carrying out its responsibilities.

Relationship between the Chair, Governance Professional and Principal (DfE guidance)

4.3.2 The chair, governance professional and principal should maintain regular 3-way communication to shape and refine your board’s business, based on a board-approved strategic agenda for the year.

A close and productive working relationship between the chair, governance professional and college principal is key to effective governance.

They are the bridge between the business of your board and the operation of your college.

4.3.3 **Main duties**

- chairing the Corporation and relevant committee/group and other meetings
- leading on appraisals / self-assessment / 360° feedback ([DfE guidance](#))
- exercising a casting vote at meetings
- ensuring the Corporation's focus is on major strategic issues
- maintaining awareness of the distinction between governance and management
- line management of the Principal and the Governance Professional, including annual appraisal
- making sure there are supportive working relationships through continuous dialogue with the Principal
- Maintaining a three-way dialogue with the GP and Principal
- ensuring regular self-appraisal of the Corporation's performance
- fostering effective governance through leadership and good practice

- developing the Corporation as a team, encouraging representation of a variety of skills
- acting as a spokesperson and ambassador for the college
- checking actions are followed up between meetings and acting on behalf of the Corporation between meetings where prior approval of the Corporation has been given, including the signing and sealing of relevant college documents
- leading on arrangements for selecting a new Principal and GP, and ability to suspend from duty, or refer to a special committee for dismissal, a designated senior post holder

4.3.4 **Personal characteristics**

- integrity
- ability to influence without domination
- decisiveness with an insistence on getting things done
- capacity for understanding, thinking and reasoning
- authoritative - but being engaging and respectful at the same time
- capacity to engage others in debate
- capacity to challenge
- ability to **'steer'** not **'row'** and to recognise the difference

4.3.5 As all board members have equal responsibility for the governance of a corporation, your voice carries the same weight as that of other governors. You should not dominate the decision-making process.

4.4 ROLE OF THE VICE CHAIR OF THE CORPORATION

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4.4.1 The role of Vice Chair is to support the Chair and act in the Chair's absence. This means more than stepping in to chair occasional meetings – it is maintaining a strategic overview and being prepared to lead with authority on key issues when the Chair is not present. The same personal qualities that make an effective Chair therefore make a good Vice Chair.

4.5 THE GOVERNANCE PROFESSIONAL (GP) AND THEIR ROLE

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4.5.1 The GP is responsible for advising the Corporation on proper procedure and, if necessary, intervening when it appears the Corporation is acting inappropriately or beyond its powers. The GP is also responsible for maintaining the register of members' interests and monitoring the procedure for disclosing interests. The GP has a responsibility to act as a whistleblower if it appears that there are irregularities in the way that the Corporation carries out its powers and duties, or in the way it follows rules and procedures.

4.5.2 A Corporation which acts within the Instrument & Articles of Government and follows good practice is unlikely to come into conflict with the GP.

4.5.3 If difficulties do arise, the GP may:

- Put in writing his/her reasons for concern and forward them to the Chair and Principal
- Inform the Chair of the Audit Committee if the issue comes under the Terms of Reference of that Committee
- Report the concern to the relevant committee/group or the full Corporation and ask that it be formally minuted
- Consult the internal auditors of the college

4.5.4 The GP is entitled to attend **all** meetings of the Corporation and its committees/groups but shall withdraw from that part of a meeting where their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In this case members should appoint a person to act as Clerk from their own number.

- 4.5.5 The GP is an independent officer of the Corporation and is accountable to the Corporation via the Chair.
- 4.5.6 The Corporation is responsible for the GPs:
- appointment
 - determination of pay and condition of service
 - suspension and dismissal
- These functions cannot be delegated to any committee/group or to the Principal & CEO.
- 4.5.7 The GP will be appraised annually by the Chair. The Chair will maintain a formal record of the appraisal and report to the Remuneration Committee. The GP or the Chair may request a mid-year review of progress at any time.
- 4.5.8 The GP's independence will be a standing item for discussion at the GP's annual appraisal. The GP has the authority and seniority within the College to approach the Chair and Vice Chair over any concerns.
- 4.5.9 Although not a member of the Corporation, during meetings the GP will offer points of clarification or advice/guidance as required and contribute to the debate where appropriate.
- 4.5.10 In the short-term absence of the GP, the Principal's Personal Assistant (or another appropriate member of staff) will act as minute secretary. If the absence is likely to be of a long duration, the Corporation should consider appointing a temporary GP.
- 4.5.11 The GP will make an annual declaration in the Register of Interests.
- 4.5.12 The GP will have access to training events which will be funded by the college and will partake in any training materials issued by national bodies such as AOC and Eversheds. The GP will be a member of the West Midlands GPs Network.
- 4.5.13 Standard Operating Procedures (SOPs) have been produced by the GP and are held by the Chair, as well as on file.

4.6 THE ROLE OF OUR LINK GOVERNORS

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- 4.6.1 The Corporation is committed to improving communication between its members and staff/students and their own knowledge of the college and its provision. Link governors are members of the Corporation who have been allocated to a specific area of the college with the purpose of learning more about the college and providing opportunities to carry out 'checks and balances' against what is discussed at meetings.
- The objectives of link governor activity (in support of a governor's strategic role) are as follows:
- increasing the governor's understanding and knowledge of the college
 - providing governors with insight into their link area
 - creating a better understanding of the way in which strategic decisions of the governing body influence provision at an operational level
 - providing opportunity to evidence/experience what has been reported to the Corporation
 - raising the profile of the Corporation with staff and students
 - improving the understanding of the roles and responsibilities of governors
 - sharing governors' knowledge, skills and experience in their areas of expertise
- 4.6.2 Link governor engagement can be in the form of:
- formal, planned meetings/phone calls
 - informal catch-up chats/updates

- induction and development activities
- celebratory events and occasions
- community engagement events

4.6.3 Corporation members will be asked to report on their link governor activity, either through completion of a Link Governor template or providing a verbal update at the next available meeting. This helps to form part of the evidence base for governor engagement.

4.7 ELIGIBILITY [Contents](#)

4.7.1 As outlined in the college I&As and the Governor application form, some people are not eligible to become members of the Corporation:

- No person under the age of 18 (unless as a student governor)
- No person who is a member of staff (unless as a staff governor or the Principal)
- No student of Telford College (unless a student governor)
- The Governance Professional
- No person adjudged bankrupt or subject to a bankruptcy restrictions order or a bankruptcy restriction undertaking within the meaning of the Insolvency Act 1986
- No person who has made a composition or arrangement with creditors, including an individual voluntary arrangement may be a governor until three years after the terms of the arrangement have been fulfilled or the debt paid in full
- No person who:
 - within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - within the previous twenty years has been convicted and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - has at any time been convicted and has received a sentence of imprisonment, whether suspended or not, of more than five years.

Upon signing their application form, new members are confirming their eligibility. All members will be asked on an annual basis to re-confirm their eligibility – this will be done as part of the annual declaration of interest process. Regular checks will also be made by the GP to confirm members’ ongoing eligibility – for example, public disqualification checks with Companies House and the Charity Commission.

Upon appointment, all members undergo an Enhanced Disclosure & Barring Service (DBS) check, the cost of which is met by the college.

4.8 ATTENDANCE [Contents](#)

4.8.1 Members are appointed to serve on the Corporation in the expectation they will be able to participate fully in the work of the Corporation, although it is appreciated all members have other demands on their time and there may be occasions when it is not possible to attend a meeting.

4.8.2 If at any time the members of the Corporation, or its committees / groups are satisfied any member of that Corporation / Committee / Group:

- has been absent from meetings for a period of more than three consecutive months without authorisation
- is unable or unfit to discharge the functions of a member of the committee

the Corporation / Committee / Group may by notice to such member, remove them from the Corporation / Committee / Group, provided the Chair of that Corporation / Committee /

Group discusses and reports such removal with the GP who in turn will notify the wider Corporation.

- 4.8.3 Members are asked to give the GP as much notice as possible if they are unable to attend a meeting. This enables apologies to be recorded at the meeting and also enables the GP to judge if a meeting is going to be quorate. In exceptional cases the GP may contact the Chair with a view to postponing a meeting if it is clear, it is unlikely to be quorate.
- 4.8.4 The Corporation and its committees / groups run hybrid meetings where individual members are welcome to join via Microsoft Teams if they are unable to attend in person.
- 4.8.5 The GP will maintain a register of attendance. This shall be reported annually to the Corporation and will also be incorporated into the governance section of the college's audited financial statements.
- 4.8.6 Only those members actually present at the meeting (either in person or virtually) will be recorded as present and those sending apologies will be recorded under apologies received. Members attending virtually will be marked as such. Members who arrive/leave part way through the meeting will be recorded as 'present from Item' or 'present to Item'.
- 4.8.7 In exceptional circumstances members may be given leave of absence from the Corporation. The Corporation must consider the reasons for the absence – approval should be formally recorded in the minutes and any continuing absence noted at future meetings.

4.9 PERSONAL LIABILITY

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Liability Insurance

- 4.9.1 The college takes out Corporation members' liability insurance to cover any claim against the Corporation 'arising out of wrongful acts committed by the assured in their capacity of governor'. The limit of indemnity for any one claim is £1m.
- 4.9.2 During the application process, each member is asked to sign a declaration relating to any previous claims against them as a governor or disclose any civil or criminal proceedings involving violation of any company law, or conviction for an offence involving dishonesty. If a member's circumstances are such their declaration needs to be changed, they must inform the GP immediately as their insurance cover may be nullified.

Legal action against the Corporation

- 4.9.3 Legal action involving claims for damages against the governing body, although rare, is most likely where it is alleged there has been a breach of duty by the Corporation. If there is a major problem which results in loss to a third party (such as a supplier), the aggrieved person is likely to sue the college as a corporate legal entity (i.e. the Corporation itself would be named as the defendant).

Legal action against individual Corporation members

- 4.9.4 However, in certain exceptional circumstances it may be possible for the claimant to sue an individual member on the basis it was their action which resulted in or contributed to the loss. It may also be possible for a successor corporation to sue individuals from its predecessor individually on an individual basis. In such circumstances, if the member is found to be liable, their personal assets could be at risk.
- 4.9.4 Section 145 of the Learning & Skills Act 2000 provides where a member is faced with civil legal proceedings or with the possibility of legal proceedings, they can apply to the courts for an order that determines their liability. If the court is satisfied the member acted honestly and reasonably, the court is empowered to make an order extinguishing, reducing or varying the liability.

Mitigation

4.9.5 No Board can eliminate all possibility of successful legal action against it. Members can, however, take steps to limit the likelihood of any successful claim and, in particular, of any individual member (as opposed to the collective Board) being held to be personally liable.

4.9.6 The key practical steps to take are as follows:

- Being aware of the limitations on the powers of the Corporation set by the Further & Higher Education Act 1992 and as supplemented by the Instrument & Articles of Government
- Being aware of the duties and responsibilities of the Corporation as set out in various documentation and responsibilities under legislation such as the Bribery Act 2010 and legislation relating to corporate manslaughter
- Appointing a Governance Professional
- Ensuring sufficient information is made available to members of the Corporation
- Ensuring all personal interests are declared and recorded in the register
- Ensuring the Corporation takes professional advice wherever appropriate
- Ensuring meetings are fully and properly minuted
- In particular, making any dissenting views known and ensuring they are minuted
- Taking appropriate advice at an early stage where things appear to be going wrong
- Acting reasonably, honestly and prudently

Merely voting against a course of action will not necessarily absolve a member of liability. Similarly resigning or threatening to resign may also not be enough.

4.9.7 It is generally believed across the sector the latest legislation (The Insolvency Regime) provides a considerable degree of legal protection for individual members as long as they act **honestly** and **reasonably**.

Section 5 – Meeting Organisation And Administration

5.1 SCHEDULING MEETINGS AND URGENT ACTION

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Forward Plan

- 5.1.1 A calendar of meetings for the Corporation and its committees/groups is presented for approval prior to the commencement of each academic year.

Special Meetings

- 5.1.2 This does not preclude the calling of any special or additional meetings for which as much notice as possible will be given. Special meetings of the Corporation / committee / focus group may be convened by its Chair. They may also be convened if the GP receives a written request, together with a draft agenda, from five Corporation members.
- 5.1.3 Wherever possible, the GP will contact members by phone/email to ascertain an appropriate date rather than chance calling a meeting that may not be quorate.
- 5.1.4 The business of special meetings shall be clearly stated on the agenda, and this should be the only business dealt with. Minutes of previous meetings or other business should not be included; however, the normal rules of quorum, declarations of interest and minute taking, apply to special meetings.
- 5.1.5 If the urgency of business is such it is not possible to convene a special meeting of the Corporation, either onsite or remotely, the Chair (or Vice Chair in their absence) should meet with the Chair of the Audit Committee to agree the action to be taken.

- 5.1.6 At its discretion, the Corporation may hold a meeting (the entire governing body or any of its committees/groups) virtually, provided those participating can hear and communicate with each other throughout the whole meeting.

Written Resolutions

- 5.1.7 A decision may be made via written resolution when necessary. Written resolutions should only be used in exceptional circumstances where, because of time constraints, it is not possible to deal with the matter at a scheduled Corporation meeting
- 5.1.8 A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting, shall be effective provided that:
- i. a copy of the proposed resolution has been sent to every eligible member.
 - ii. a simple majority of the Members have signified agreement to the resolution by either signing the written resolution or by confirming agreement by email.
 - iii. it is contained in a document or email authenticated by the GP within the period of 7 days beginning with the circulation date.
- 5.1.9 A resolution in writing may comprise several hard copies or emails to which one or more members have signified their agreement.
- 5.1.10 A written resolution will lapse if it is not passed before the end of the period of 7 days beginning with the circulation date.
- 5.1.11 The written resolution, and outcome of any decision taken, shall be an agenda item for noting at the next scheduled meeting of the Corporation.

- 5.1.12 For the purposes of clarity, “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.
- 5.1.13 Members should take corporate responsibility for actions taken in these cases.
- Acting on behalf of the Corporation
- 5.1.14 From time to time, it may be necessary for the Chair, (or in their absence the Vice Chair), to act on behalf of the Corporation between meetings over and above the functions specifically delegated to the office.
- 5.1.15 For items of routine action, the Chair is authorised to act on behalf of the Corporation without reporting the action to a subsequent meeting of the Corporation. These are defined as:
- Signing routine documents
 - Signing cheques as permitted under the Financial Regulations
 - Representing the Corporation at conferences, functions etc
 - Agreeing the specific aspects of the implementation of matters already agreed by members
 - Responding to approaches made by external organisations

5.2 AGENDAS AND MEETING PAPERWORK

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- Drafting the Agenda
- 5.2.1 An agenda is drawn up by the GP, based on the college’s forward plan of Corporation business and knowledge of incoming issues. Agendas are drafted in conjunction with the Chair and the Principal.
- 5.2.2 The GP will provide members with concise and timely information on the location and time of a meeting, which matters are to be discussed, who is presenting items and clearly marked supporting papers.
- Request for / Addition of Non-Urgent Agenda Items
- 5.2.3 An individual member may request an item is included on the agenda. The member should make the request through the GP at least fourteen days prior to the date of the meeting. The GP will inform the Chair and Principal if such an item is received prior to the agenda being finalised. Any items arising after this deadline may be able to be considered under the *Any Other Business* item.
- Request for / Addition of Urgent Agenda Items
- 5.2.4 If the Chair wishes to include an urgent item which has arisen since the publication of the agenda, they may do so and should inform members at the commencement of the meeting. This may include reporting on urgent business decision(s) taken by the Chair/Vice Chair.
- 5.2.5 Any member wishing to raise an urgent matter should inform the GP and Chair prior to the commencement of the meeting and it may be considered under ‘Any other business’.
- 5.2.6 Where the Chair deems an item not to be of an urgent nature, it will be placed on the agenda for the next scheduled meeting together with any other matters raised by members.
- Supporting Papers
- 5.2.7 For each scheduled item, the deadline for acceptance of supporting papers is eight days prior to the meeting. No supporting paper will accompany an agenda without the prior knowledge of the Principal and only in very exceptional cases and with the Chair’s agreement will late or tabled papers be accepted.

Paperwork Circulation

- 5.2.8 An electronic version of agendas and meeting papers are sent to members at least seven calendar days before any meeting. On the rare occasion this is not possible, the GP will inform members of the delay and the reason for it. Members are asked to inform the GP if they would prefer to receive a hard copy of meeting papers.

Pre-meeting questions

- 5.2.9 Corporation members are given the opportunity to provide questions in advance, which will be answered during the meeting. This does not remove the ability to ask questions during the meeting.
- 5.2.10 Where appropriate, the link governor relevant to the item being discussed will be asked to comment first before the meeting is opened out to wider questions and comments.

Order of Events and Consent Agenda

- 5.2.11 Agenda items will lead with apologies, declarations of interest and minutes of the last meeting, followed by the minutes of committee/group meetings. When there is other business such as nominations to Board, election of Chair and Vice Chair, these items will be taken first before the apologies. Throughout the Summer 2022 term, the Corporation trialled the use of the Consent Agenda, which provided the ability to group together and approve routine items/decisions. At its meeting in September 2022, the Corporation agreed to continue its use.

Confidentiality

- 5.2.12 Certain matters may be considered of a confidential nature, and these will be reported in the confidential section of the agenda and the publication of this section will be restricted.

Recording of Meetings

- 5.2.13 In November 2020, the Corporation introduced the recording of its meetings where held entirely or partly using Microsoft Teams. The reason for recording was to reduce the need for notetaking during the meeting, to enable the GP to participate fully in discussions. Permission to record is sought in advance from Corporation members and also confirmed at the beginning of the meeting. The recording is deleted after 30 days, as per college policy. The meetings of the Corporation are no longer routinely recorded. If recording again took place, permission to record would need to be sought (and minuted) and the recording must be deleted as per the policy.

5.3 QUORUM

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- 5.3.1 A meeting shall be quorate when at least 40% of the determined number of members are present. This means at least six members eligible to vote must be present during the agenda items at Corporation meetings where a formal decision is to be made. Committee/group meetings have their own specific quorum and are specified in the terms of reference.
- 5.3.2 If a meeting is unexpectedly inquorate or during the course of debate a meeting becomes inquorate, the GP will inform the Chair who decides whether to terminate the meeting. If the meeting continues, no formal decisions can be made and must be referred to the next quorate meeting.
- 5.3.3 If the numbers at the meeting fall because members have to withdraw from the discussion of certain items, the meeting may continue if those items are deferred to a future meeting and not discussed at the current meeting and by doing so the members remain and the meeting remains quorate.

- 5.3.4 If the meeting is cancelled or ended before the agenda is finished because of insufficient members being present, the Chair may call an additional meeting as soon as it is convenient to consider the items not discussed.

5.4 MEETING PROCEEDINGS

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Meeting Etiquette

- 5.4.1 All discussions at meetings will be addressed through the Chair. The Chair will be responsible for ensuring adequate debate has been allowed for each item. Members wishing to contribute to the debate should signal to the Chair or GP so they may take their turn.

- 5.4.2 The Instrument of Government states members shall not be bound in speaking and voting mandates given to them by other bodies or persons. Members are required to respect the right of others to express their views.

Absence of the Chair and the Vice Chair

- 5.4.3 In the absence of the Chair, a Vice Chair will automatically take over the role for that meeting.

- 5.4.4 In the unlikely absence of the Chair & Vice Chairs, the GP will introduce the meeting and ask for nominations from the Board to fulfil the role of acting Chair.

Declaration of Interests

- 5.4.5 In addition to the register of interests, members should declare an interest in any agenda item in which they or persons closely connected to them have a personal interest. Any declaration of interest is the responsibility of an individual member. A member having declared an interest in the subject of debate may only speak on the matter with the Chair's permission but shall not be entitled to vote. It may be appropriate for the member to consider voluntarily withdrawing from the relevant part(s) of the meeting.

Voting and Collective Decision Making

- 5.4.6 All members of the Corporation / Committee/Focus Group will comply with the principle of collective responsibility and stand by a decision even if it was not taken unanimously. This means once a matter is considered by the Corporation, every member of the Corporation is bound by the collective decision of the Corporation whatever one's personal views are on the issue.

- 5.4.7 Every decision to be made at a meeting will be determined by a majority of the members present and eligible to vote.

- 5.4.8 In the event of an equal division in votes the Chair of that meeting will have a second or casting vote.

- 5.4.9 A member may not vote by proxy or by a postal vote.

- 5.4.10 If an individual member requests a vote be carried out and this request is formally seconded, this will be agreed. The normal method of voting will be by a show of hands. If a majority of members present who are eligible to vote wish the vote to be conducted by secret ballot this will be agreed and organised by the GP.

- 5.4.11 Once a matter has been decided at a meeting it cannot be changed at a subsequent meeting unless it becomes a specific item of business on the agenda for that meeting.

- 5.4.12 If a member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation member strongly disagrees, they should consult the Chair and, if necessary, raise the matter with the

Corporation when it next meets under matters arising. If no meeting is scheduled, the Corporation member should refer to the power of the Chair or any five Corporation Members to call a special meeting, requesting the GP to circulate the Corporation member's views in advance to the other Corporation members.

5.4.13 A member expressing disagreement with a decision may be considered in breach of duty if they attempt to disrupt Corporation business as a result of that disagreement and may be removed from office as unfit.

5.4.14 A student member who is under the age of 18 shall not vote (whether at a meeting of the Corporation or at a meeting of any committee) on any question concerning any proposal:

- for the expenditure of money by the Corporation; or
- under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability;
- from that part of any meeting of the Corporation or any committee at which his conduct, suspension or expulsion is to be considered (except for appeal hearings)
- take no part in the consideration or discussion of a matter relating to a member or prospective member of staff and not vote on any question with respect to that matter; and
- where required to do so by a majority of the members of the corporation or committee present at the meeting will withdraw from the meeting

Matters Arising

5.4.15 Outstanding business not resolved by the Corporation may be picked up under matters arising or as a separate agenda item at a subsequent meeting. The latter is preferable as an item continually being raised under matters arising distorts the balance of the meeting whereas a specific agenda item formally addresses the issue and closes the matter.

Recommendations to the Corporation

5.4.16 The agenda will contain clear recommendations for items requiring a formal decision or just for information.

5.4.17 Members may put forward an amendment and, provided another member seconds it, it will be the subject of debate. The GP will ask the proposer to clearly and precisely state the wording of the motion so it can be minuted. Once the amendment has been debated and the amendment carried by a majority of members present and entitled to vote, the original recommendation is overruled, and the new form of words adopted.

5.4.18 Any member opposed to the amendment will need to speak and vote against it rather than raise a further amendment. Any amendment proposed may alter the wording of the original recommendation but may not directly contradict it.

Points of Order

5.4.19 At any point during a meeting a member may raise a point of order where it is believed the Instrument & Articles of Government (or other specified rules) are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. The point of order will be dealt with immediately by the Chair in consultation with the GP. The ruling of the Chair will be final.

Standing Items

5.4.20 At the end of every meeting there will be a standing item for members to:

- raise any questions or comments not raised earlier in the meeting
- identify potential improvements for how meetings are organised and/or managed
- consider any risks to be incorporated into the college's risk registers following that meeting's discussions

5.5.1 Public Accountability and Transparency

The principle of public accountability is an important issue and it is the intention of the Instrument of Government as far as possible, Corporation business should be open to scrutiny. The Corporation wishes to support this approach and items considered of a confidential nature will be kept to a minimum although on the advice of the College's internal auditors the list of items was expanded.

5.5.2 The Audit Committee has agreed the following statement, with respect to Confidential items:

The college recognises the importance of openness and transparency, whilst respecting the need for some agenda items to be held in Confidential session. The reasons an item may be considered confidential are set out in the Corporation Handbook. Some items will remain confidential indefinitely, for example if discussing an individual staff member or student, whereas others will be time limited. Minutes relating to time limited confidential matters will be released as appropriate over time.

5.5.3 Confidential items will include:

- the recommendations of the Remunerations Committee
- staff matters relating to remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff
- a named person employed at or proposed to be employed at the institution
- a named student at or candidate for admission to the institution
- items of a commercially sensitive nature
- 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 relation matters
- information relating to the financial position of the college where disclosure might harm the college or its competitive position as determined by the Corporation
- legal notice received from or instructions given to the college legal advisors
- information planned for publication in advance of that publication

5.5.4 In addition to the above a member, supported by a majority of the Corporation, may request at the commencement of the meeting that any agenda item by reason of its nature should be dealt with on a confidential basis.

Who Can Be Present

5.5.5 Any person who is not a member of the Corporation or the GP, will be required to withdraw from the meeting where any confidential item is to be discussed (unless otherwise agreed by the Corporation).

5.5.6 The rules of withdrawal of members from the debate are defined in the Instrument of Government and will apply to any item determined as Confidential. All items including confidential items will be listed on the agenda so all members and other interested parties may be aware which topics are to be discussed.

Minuting and Publication

5.5.7 A separate minute will be taken of items determined as confidential. This minute will not be made publicly available or be made available to members who were required to withdraw from the debate.

5.5.8 Members are bound by the Code of Conduct to keep confidential any matter, which by reason of its nature has been dealt with on a confidential basis.

5.6 WITHDRAWAL FROM MEETINGS OR DEBATE

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College Staff

5.6.1 A member of the Corporation who is a member of staff of the institution (including the Principal and the GP) shall withdraw:

- from that part of any meeting of the Corporation or any committee/group at which staff matters relating solely to them (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered;
- from that part of any meeting of the Corporation or any committee/ group at which their reappointment or the appointment of their successor is to be considered; and
- if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of committee/ group of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered

The Governance Professional

5.6.2 The GP shall withdraw from that part of any meeting of the Corporation or any committee at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as GP are to be considered. Where the GP withdraws the Corporation should appoint a person to Clerk the meeting from their own number.

Declarations of Interest

5.6.3 Any member who has any financial interest or other relevant interest may not take part in the consideration or vote on the matter and may wish to consider volunteering to withdraw during the debate.

5.6.4 Withdraw means to leave the room for the duration of the relevant business.

5.7 ACCESS TO CORPORATION BUSINESS

[Contents](#)

5.7.1 Responsibility for determining who may attend meetings of the Corporation (other than members and the GP) rests with the Corporation.

Executive Leadership and Senior Managers

5.7.2 In order for the Corporation to have access to information and advice, it is considered appropriate members of the Executive Leadership Team may be invited to all meetings of the Corporation and its committees/groups (except Remuneration Committee). Senior managers will be invited to attend meetings if they are presenting a report. It is not expected they will attend for the full meeting, although they are welcomed to attend as observers. Such persons shall not be entitled to vote on Corporation business.

College Staff

5.7.3 Where it is appropriate for other employees of the college to attend a meeting to offer particular expertise, the Principal and Chair should agree their attendance at the initial agenda setting stage. Such persons shall not be entitled to vote on Corporation business.

Observers

5.7.4 While the majority of business concluded by the Corporation is not confidential and its reports are open to inspection it is not appropriate as a matter of course for members of the public or the press to attend meetings as observers.

- 5.7.5 Any employee or student of the college may attend a Corporation meeting. A calendar of meetings will be published on the college's website. Any person interested in attending should notify the GP of their intention in advance of the meeting.
- 5.7.6 Observers will not normally be permitted to attend committee/group meetings.
- 5.7.7 Unless specifically invited to do so by the Chair, observers do not have speaking rights at any time during the meeting. If there is any form of disruption of the meeting by observers, the Chair will have the authority to suspend the meeting and ask that the observer(s) withdraw.
- 5.7.10 Agendas and meeting papers for the Corporation are available on request from the GP (either by post, phone or email).
- 5.7.11 Approved minutes, pen pictures of members, the Corporation Handbook and other relevant information is available on the college's website.

5.8 MINUTES [Contents](#)

- 5.8.1 Written minutes of every meeting will be prepared by the GP (or acting GP) within seven days of the meeting taking place. The minutes will be sent to the Chair of that meeting for approval as a draft.
- 5.8.2 The approval of the minutes of a meeting will be taken as an agenda item at the next meeting of the Corporation or committee/group and will be considered as early on the agenda as possible.
- 5.8.3 Members will be asked to approve the minutes as a correct record.
- 5.8.4 A separate minute will be taken for any part of a meeting where the Principal, student or staff member withdraws and that person will have no right to see the minute unless authorised by the other members.
- 5.8.5 Original minutes of meetings will be retained indefinitely by the GP. Once approved, minutes of the Corporation meetings will be published on the college website.

5.9 PUBLICATION OF MINUTES AND DOCUMENTATION [Contents](#)

- 5.9.1 With the exception of excluded items, the following will be available for inspection from the GP:
- agendas for Corporation meetings
 - approved minutes of Corporation meetings
 - any reports, documents and other papers considered at the Corporation meetings
 - Register of interests
 - Register of Hospitality and Gifts
 - Corporation Handbook
- 5.9.2 The following items will not be available for inspection:
- a matter concerning a named person employed at the college;
 - a matter concerning a named learner (or former learner); and
 - any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis

- 5.10.1 Statements to external organisations or individuals on behalf of the Corporation may only be made by the Chair of the Corporation, the Principal & CEO or the Governance Professional (or their nominees where appropriate).
- 5.10.2 The GP is authorised to deal with general enquiries relating to Corporation business. Requests from local or national press, local authority councillors or MPs should be referred to the Principal or Chair
- 5.10.3 The GP will conduct all correspondence on behalf of the Corporation.
- 5.10.4 Third parties (including college employees and students) who wish to correspond with Corporation members must do so through the GP.
- 5.10.5 Member's contact details will not be supplied to any individual by the GP but may be supplied to other Corporation members (as per the Privacy Notice for Corporation members).

- 5.11.1 The role of college governor is a voluntary activity and it is important to maintain the principle that members should take no financial benefit from the position. Any expenses claimed by members will be reviewed annually by the college auditors.
- 5.11.2 The college has introduced a Governor Expenses Policy, which was approved by the Corporation in March 2020 and then updated, most recently, in October 2023.
- 5.11.3 Unless by personal choice, no governor should be 'out of pocket' as a result of carrying out their normal duties and responsibilities. As a charity with exempt status, it is important the college complies with legislation and guidance issued by the Charity Commission on this topic. Governors are therefore also trustees. Whilst the concept of unpaid trusteeship has been one of the defining characteristics of the charitable sector, the Commission advises trustees are entitled to have their expenses met from the funds of the charity.
- 5.11.4 Governors should familiarise themselves with the [Governor Expenses Policy](#) and receive agreement in principle from the GP, prior to incurring any costs.