

NORTHUMBERLAND COLLEGE FURTHER EDUCATION CORPORATION

STANDING ORDERS (Revised 10 March 2008 and 22nd March 2011)

1 THE INSTRUMENT AND ARTICLES OF GOVERNMENT

- 1.1 Nothing in these Standing Orders should be interpreted so as to conflict with the College's Instrument and Articles of Government, which have the force of the Further and Higher Education Act (1992) and were revised in March 2001 and January 2008.
- 1.2 In the event of any apparent conflict with the Instrument and Articles, or with any other statute, those documents shall always be understood to have superior authority.

2 COMPOSITION AND APPOINTMENTS

- 2.1 The composition of the Corporation of Northumberland College shall conform to the provisions of paragraphs (2), (3), (4) and (5) of the Instrument of Government.
- 2.2 Within the provisions of those sections, the Corporation shall consist of up to fifteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Instrument of Government which shall include:
 - (a) the Principal (if chosen to be a member)
 - (b) 2 Staff members
 - (c) 2 student members
- 2.3 On the occasions of any seat on the Corporation falling vacant, the Corporation shall consider and determine whether or not to fill the vacancy or whether to reduce the overall size of the Corporation, provided that any such reduction does not render the composition in conflict with the requirements of the Instrument.
- 2.4 All Members, other than the Principal, shall normally serve a term of 4 years, subject to an initial one year probationary period, however if circumstances dictate a shorter period can be agreed. Members are eligible for re-election.
- 2.5 When new Members are sought to fill a vacancy, the Search Committee shall consider any suggested nominations made by serving Corporation Members, or by holders of senior posts, or through such other channels as it thinks fit. Having reached the conclusion of its deliberations regarding any particular vacancy, the Search Committee shall report its findings to the Corporation, including in

confidence the names of those persons whom it has considered, and shall recommend the preferred nominee(s) for appointment. It shall be for the Corporation, in accordance with the Instrument, to consider and determine new appointments.

3 CHAIR AND VICE-CHAIR

- 3.1 A Chair and Vice-Chair shall be elected from amongst Members of the Corporation, other than the Principal, Staff Members and Student Members, to serve for a period of no more than 4 years (the precise term to be agreed in advance by the Corporation). Whilst ineligible to serve, the Principal, Staff Members and Student Members may nominate a candidate, second a candidate and vote in any ballot.
- 3.2 Candidates for the offices of Chair and Vice-Chair must be nominated by a fellow Member and that nomination must be seconded by a third Member. Candidates may not nominate themselves.
- 3.3 Where there is only one nomination, duly seconded, that candidate shall be deemed elected unopposed. Where there are two or more candidates, a secret ballot shall be held with each Member of the Corporation casting one vote for his or her chosen candidate. Where there are two candidates, the successful candidate will be the Member with a simple majority of votes cast. Where there are three or more candidates, two ballots shall be held, with the two candidates securing the most votes in the first ballot proceeding to a second and final ballot. Candidates may vote for themselves. In the event of a tied vote, a further repeat ballot shall be held (with Members voting for one or other of the two candidates with the most votes in the first ballot). In the event that this further ballot has failed to produce a result for either office, the Corporation members present shall elect a Chair for the meeting and return to the appointment of the Chair and Vice-Chair at their next ordinary meeting. Where a Vice-Chair is elected, he or she shall chair the meeting in the event of a failure to appoint the Chair.
- 3.4 The Clerk will chair the Corporation meeting during the process described above until such time as Members have elected the Chair to the Corporation, or failing that, the Vice-Chair, or a chair for the meeting.
- 3.5 Upon the expiry of their terms of office, the Chair and Vice-Chair shall be eligible for re-election.

4 DECLARATION OF INTEREST

- 4.1 In accordance with section (11) of the Instrument of Government, all Members of the Corporation, together with the holders of senior posts, shall be required to sign a Declaration of Interest, in a form to be determined by the Corporation. It shall be the duty of every Member to advise the Clerk of any change in his or her

circumstances which may have a bearing upon such a Declaration and, as appropriate, to complete a new Declaration.

- 4.2 A register containing copies of Members' Declarations of Interest shall be publicly available within the College for inspection and may be inspected by any member of the public upon application to the Clerk.
- 4.3 The Corporation will have regard to the seven principles of public life set out by the Nolan Committee – selflessness; integrity; objectivity; accountability; openness; honesty; and leadership.

MEETINGS

- 5.1 The Corporation shall meet at least once each term. An annual schedule of meetings of the Corporation and of its committees will be published in advance and circulated to all Members.
- 5.2 All meetings of the Corporation or of its committees shall be arranged by the Clerk to the Corporation. Governors will receive an electronic notice of the meeting and an electronic copy of the agenda and all supporting papers at least seven calendar days before the meeting. On request, paper copies of the agenda and supporting papers will be available four days before the meeting.
- 5.3 A Special Meeting of the Corporation may be called at any time, either by the Chair or upon the request to the Clerk of any 5 Members. Where there are matters requiring urgent consideration, which cannot be determined by the appropriate Committee, a Special Meeting of the Corporation may be called with less than 7 clear days' notice if this is expressly agreed by the Chair or, in his or her absence, the Vice-Chair.
- 5.4 No matter may be resolved at a Special Meeting other than that identified upon the agenda for that meeting. The minutes of any previous meeting(s) of the Corporation shall not be considered at a Special Meeting.
- 5.5 A special meeting of any sub-committee of the Corporation may be called at any time by the Chair of the Committee or at the request in writing of any two members of the Committee. Where the Chair of the Committee agrees that there are matters demanding urgent consideration, the written notice covering the meeting may be less than seven days.

6 QUORUM

6.1 A meeting of the Corporation shall be deemed quorate if 40% of the total membership is present, that is if 7 Members are present.

6.2 In the case of Corporation committees, the quorum shall be as follows:

6.2.1 Audit Committee 3 Members

6.2.3 Search Committee 3 Members

6.2.4 Performance and Remuneration Committee 3 Members

7 PROCEEDINGS OF MEETINGS

7.1 Any matter considered by the Corporation or its sub-committees may be determined by a majority of the votes of the Members present and voting on the question. In the case of a tied vote, the Chair of the meeting shall have a second, or casting, vote.

7.2 Members may not vote by proxy; nor shall they be bound in their speaking and voting by mandate given to them by other bodies or persons.

7.3 No resolution of the Corporation or its sub-committees may be rescinded or varied at a subsequent meeting unless the reconsideration of the issue is set down as a specific item of business for the meeting.

7.4 Items which have arisen since the agenda was prepared may be taken under the item 'Any Other Business', provided that such items have been notified to the Chair at or before the commencement of the meeting.

7.5 Meetings of the Corporation and its' sub-committees will not be open to persons other than the appointed Committee members and specialist advisors, unless invited by special invitation.

7.6 In addition to the Clerk to the Corporation, the holders of senior posts shall, at the discretion of the Corporation, attend upon the Corporation and its committees and shall not normally be required to withdraw for confidential items, except where such items have a bearing upon their remuneration or conditions of service, those of the Principal, or of fellow senior postholders.

8 MINUTES AND PAPERS

8.1 At every ordinary meeting of the Corporation and its' sub-committees, the minutes of the last meeting shall be taken as the first item, unless the Members present for good reason decide otherwise, and, if agreed to be a true record, shall be signed by the Chair.

- 8.2 Reference to those items of business transacted on the confidential section of the agenda of a meeting shall be made in the open minutes of that meeting and, wherever practicable, the resolution of the Corporation shall likewise be recorded in such a manner as not to compromise the confidentiality of the item. As necessary, a detailed confidential minute will also be kept.
- 8.3 Any Members of the Corporation may submit items of business to be considered by the Corporation, provided that these are lodged with the Clerk no later than 14 clear days in advance of the meeting.
- 8.4 The approved minutes of each Corporation and sub-committee meeting will be published on the Corporations' web site, except that minutes of confidential items will not be so published. Members of the public may request access to supporting papers in accordance with the Freedom of Information Act.
- 8.5 Following each Corporation and sub-committee meeting matters which are deemed confidential shall be placed within the confidential register for such a period as deemed necessary by the Chairman and shall be reviewed in accordance with the agreed procedure for confidential matters.

9 MEMBERS' ALLOWANCES

- 9.1 The Corporation shall have the power to pay to the Members of the Corporation such travelling, subsistence or other allowances as the Corporation may determine, provided that such allowances do not constitute remuneration.

10 DELEGATION OF FUNCTIONS AND COMMITTEES

The Corporation may not delegate responsibility for the following:

- 10.1.1 the determination of the educational character and mission of the institution;
- 10.1.2 the approval of the annual budget;
- 10.1.3 ensuring the College's solvency and safeguarding its assets;
- 10.1.4 the appointment or dismissal of the Principal; or
- 10.1.5 the modification or revocation of the Articles of Government.
- 10.2 The Corporation shall delegate such other duties, responsibilities and tasks to its committees as it deems appropriate, and these shall be adumbrated in the remits agreed from time to time for committees.
- 10.3 There shall be written terms of reference for each committee of the Corporation.
- 10.4 The membership of its committees shall be determined solely by the Corporation. The Corporation will revise the membership of its committees from time to time and, at the first meeting of each academic year, the Clerk will ensure that an agenda item provides for an opportunity for the Corporation so to do.

- 10.5 Unless otherwise provided for in the remit of constitution of the committee the members of committees shall: be free to elect a Chair, and if they so wish a Vice-Chair, from amongst their number; and determine the period of office of the Chair (or Vice-Chair if there be one) of that committee with the following provisos:
- 10.5.1 the period of office of the Chairs of other committees shall not exceed a period of 4 years; and
- 10.5.2 Committee Chairs and Vice-Chairs may be re-elected.
- 10.6 Any member of the Corporation shall have the right of attendance at any Corporation committee, with the exception of (a) the Performance and Remuneration Committee, and (b) the Audit Committee (if he or she is a Finance and Personnel Committee member). The ex officio attendance of a member at a committee meeting shall count towards the quorum for that meeting.
- 10.7 Whilst the Principal may not be a member of the Audit Committee, the Committee may invite the Principal to meetings in order for him or her to explain what action, if any, the College is taking with regard to any matters raised by the auditors.
- 10.8 The holders of senior posts in the College, as determined by the Corporation, will normally be invited to attend upon any Corporation committee, with the exception of the Performance and Remuneration Committee, where attendance will be by special invitation.
- 10.9 Once prepared and approved by the chair of the committee, the minutes of all Corporation committees shall be submitted to the next ordinary meeting of the Corporation.
- 10.10 Periodically and not less than annually, each Committee shall assess its performance against the requirements set out in its approved Terms of Reference.
- 10.11 The terms of reference for each Committee will be reviewed at least every two years
- 10.12 Each Committee is empowered to seek such legal, financial or other professional advice as may be necessary for the effective discharge of its duties, subject to the requirement that any expenditure on such advice should not exceed £5,000 without the explicit prior approval of the Corporation.

11 DELEGATION TO THE CHAIR OF THE CORPORATION

- 11.1 The Chair may act on any matter with the full powers of the Corporation, provided that such delegation is approved in advance by an ordinary or special meeting of the Corporation.

- 11.2 The Chair may act on matters of a routine or day-to-day character, as the Corporation's representative, without explicit advance delegation having been approved. (This authority would include, for example, communicating with the media.) The Chair will report such actions to the next meeting of the Corporation as he or she thinks fit.
- 11.3 In an emergency, if a special meeting of the Corporation or a meeting of the appropriate Committee cannot be called in time, the Chair may act, in collaboration with the Principal, with the full authority of the Corporation; any such action will be reported to a meeting of the appropriate Committee for ratification at the earliest practicable opportunity. Any action which is not so ratified will be invalidated and the status quo ante restored, in so far as this is practicable.

Annex to the Standing Orders

ROLE OF THE CHAIR AND VICE CHAIR

The Governing Body

- 1.1 The Governing Body shall appoint from amongst its members a Chair and a Vice Chair. The appointments shall be for up to two years or until such time as the Chair or Vice Chair ceases to be a Governor, whichever is the shorter time. Subject to their continuing in office as Governors, the Chair and Vice Chairs will be eligible for re-appointment as Chair or Vice Chair.
- 1.2 If more than one nomination is received for the office of Chair or Vice Chair, an election will take place.
- 1.3 In the absence of the Chair and Vice Chair from any meeting of the Governing Body, the Governors present will appoint one of the eligible members present to discharge the functions of Chair for that meeting only.
- 1.4 If at any time the Governing Body is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair (as the case may be), the Governing Body may by notice in writing to the Chair or Vice Chair remove him or her from office and thereupon the office shall be vacant. Before the Chair or Vice Chair can be removed, a resolution must be put to the Governing Body by a member who has not had any direct participation or personal involvement in any debate concerning the Chair or the Vice Chair concerned. The Chair or Vice Chair concerned should have the opportunity to reply in writing or in person at a meeting of the Governing Body to any complaints made against him or her. The resolution will be passed on a simple majority vote of the Governors present.
- 1.5 The Governing Body has adopted the following role description of the Chair of Governors:

1.5.1 **Role:**

The leadership of governors in carrying out their responsibilities

1.5.2 **Responsibilities:**

- Chairing Governing Body meetings
- Building the Governing Body as a team
- Ensuring the Governing Body's focus on major strategic issues and what is going on in the wider world
- Ensuring good relations between Governors and Managers through continuous dialogue with the Principal
- Appraisal of the Principal
- Appraisal of the Clerk

- Acting as a spokesperson and ambassador for the College
- Acting on behalf of the Governing Body between meetings where necessary

1.5.3 Personal Characteristics:

- Personal Integrity
- Ability to influence without domination
- Decisiveness with an insistence on getting things done
- A capacity for understanding, thinking and reasoning
- Authoritative, but exercising it in a way that is engaging, warm and respectful and that engages others
- Capacity to challenge
- Ability to 'steer' not 'row' and to recognise the difference
- Ability to take a financial overview

2 Chair's Action

2.1 It may be necessary from time to time for the Chair, or the Vice Chair in his/ her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

2.2 Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary on less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College or where the principle of the matter is subject to the Corporation ratifying the decision when it next meets.

2.3 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within and subject to the terms of these standing orders. The clerk must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that she or he is given a full account of the action.

3 Committees

3.1 Each committee shall have appointed or appoint its own chair.

3.2 The role of the committee chair is vital to the good governance of the College. The committee chairs provide sources of advice to the Clerk and the Principalship and, as well as steering their committees, serve as a link between the committees and the

full Governing Body. In addition, committee chairs are an important source of advice and development for all governors and, particularly, for new governors.

3.3 Specific duties of each committee chair are:

3.3.1 In liaison with the Clerk and relevant members of the Principalship, to approve the draft agendas and minutes of the committee;

3.3.2 In liaison with the Clerk, to keep the terms of reference of the committee under review and to ensure that the cycle of committee business meets its terms of reference, the remit of the committee and those elements of the strategic and other plans which have been remitted to the committee;

3.3.3 To ensure that the decisions and recommendations of the committee have been actioned appropriately;

3.3.4 To move receipt of the committee's minutes by the Governing Body and to propose the recommendations contained in those minutes for adoption by the Governing Body. If the committee chair is unable to attend the appropriate meeting of the Governing Body, he or she should arrange for another member of the committee to undertake this role; and

3.3.5 To assist with the development of the committee as a team and to contribute to the development of the committee and its members.