



## **BLACKPOOL SIXTH FORM COLLEGE**

### **THE STANDING ORDERS OF THE CORPORATION**

**2011 - 2012**

#### **CONTENTS:**

1. Membership of The Corporation
2. Appointment of The Chair and Vice Chair of The Corporation
3. Clerk to The Corporation
4. Calendar of meetings of The Corporation
5. Agenda of meetings
6. Attendance at meetings
7. Procedures at meetings
8. Minutes
9. Delegation of Powers to The Chair and Vice Chair
10. The Committees (Including Terms of Reference)
11. Monitoring Programme
12. Other Matters
13. Amendments to Standing Orders

***Revised Working Draft May 2011 – Subject to the amended Instrument and Articles of Government post 1<sup>st</sup> April 2010 as yet not agreed.***

***Approved by the Corporation 5<sup>th</sup> July 2011***

## **1 MEMBERSHIP OF THE CORPORATION.**

- 1.1 The Corporation has a total membership of 20. This comprises:
- 14 Members (Independent and external)
  - The Principal
  - 1 Member who is a parent of a student of the College at the time of election
  - 2 Student Members
  - 2 Staff Members
- 1.2 Vacancies in respect of any of the 14 (independent and external) members are filled by recommendation to the Corporation from the Search Committee.
- 1.3 There are procedures for the election of the Parent, Staff and Student members in accordance with Instrument of Government (2). These are overseen by the Clerk and operate independently of the Corporation but the Corporation formally approves the elected persons.
- 1.4 Ineligibility for membership is set out under Instrument of Government (8).
- 1.5 Each newly elected member and re-elected member receives a letter of appointment following receipt of a Report from the Criminal Records Bureau, (though should there be issues within the Report, these would be subject to Chair's Action).
- 1.6 For all members, including the Parent Member, but excepting the Student Members, the period of office is four years from the date of appointment. The maximum period of office of the Student Members is the remaining duration of their membership of the College. All other members are eligible for re-election, except the Parent Member, unless they have another son or daughter at the College. There is no limit to the number of terms of office which a person may serve. There is no set period of office for the Principal.
- 1.7 Resignations should be made in writing to the Clerk. This applies also to those members coming to the end of their term of office and not offering themselves for re-election
- 1.8 The Staff Members should not regard themselves as Staff representatives or spokespersons but as independent Governors speaking with knowledge and experience of the teaching and support situations.

## **2 APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE CORPORATION**

- 2.1 The Chair and Vice-Chair of the Corporation are appointed following election by Corporation Members. Normally, seconded nominations in writing need to be lodged with the Clerk 10 days before the relevant meeting for publication in the Agenda. In the case of one nominee, the method of election is by public show of hands. In the case of two or more nominees, a ballot is held at the meeting in question.
- 2.2 The Chair and Vice-Chair each serve for a two year period but out of phase, so as to provide for continuity of direction. They are eligible for re-appointment.
- 2.3 Neither the Principal nor any of the Staff and Student members are eligible to be appointed as the Chair or Vice-Chair, or act as Chair in their absence.

### **3 CLERK TO THE CORPORATION**

- 3.1 The appointment and dismissal of the Clerk is determined by the Corporation, in accordance with the procedure devised by the Remuneration Committee.
- 3.2 In the absence of the Clerk, the Corporation has designated that the Assistant to the Clerk shall act as Temporary Clerk. The Principal may not be appointed Clerk or Temporary Clerk.
- 3.3 The Clerk's Contract and Job Description is formally approved by the Corporation and routinely reviewed by it every year at the autumn term meeting.

### **4 CALENDAR OF MEETINGS OF THE CORPORATION**

- 4.1 There will be at least three termly meetings of the Corporation during the Academic Year.
- 4.2 An annual calendar of Corporation and Committee meetings is agreed prior to the start of the Academic Year, stating the date, time and location of each meeting. Subject to the agreement of members, a Committee may re-schedule a planned meeting to accommodate member's commitments.
- 4.3 Special meetings may be convened in accordance with the provisions of the Instrument of Government (12.4)
- 4.4 Special meetings may also be convened by the Corporation at a meeting already in progress, if the need is felt to pursue a particular issue further.

### **5 AGENDA OF MEETINGS OF THE CORPORATION**

- 5.1 A draft agenda is prepared by the Clerk according to the annual business plan and in consultation with the Chair and the Principal. They also consider items requested by others (see 5.2 below) .
- 5.2 Any members of the Corporation can contribute an item to be considered for inclusion on the agenda, either at a previous meeting or by contacting the Clerk.
- 5.3 Standard items for the agenda are: Welcome and Apologies for absence, Declarations of interest in connection with any item on the agenda, Any Items of Urgent Business, Approval of the Minutes of the previous meeting, Matters arising from the Minutes, Report on Chair's Action, the Principal's Report, Reports from the Committees, Any Other Business (see 5.4 below), Assessment of Risk, Dates of the following meeting. From time to time, a presentation on a feature of the College's work will open the meeting.
- 5.4 There is always an item for Any Other Business on the agenda and any matter may be raised under it, including the tabling of papers but only if prior notice of at least 48 hours has been given to the Chair. The Chair, may, at discretion, choose to defer any items to a subsequent meeting.
- 5.5 The agenda is detailed enough to provide explicit explanation of each item.
- 5.6 The order in which the items will be raised at the meeting is specified on the agenda. Nevertheless, at the meeting the Chair may change the order to improve the efficiency of the meeting.
- 5.7 The published agenda also makes it clear to which items the various enclosures refer. The standard enclosures are the Principal's Report and the Minutes of the previous meetings of the

Corporation and Committees.

5.8 The Agenda and papers are sent to members of the Corporation no less than seven days before the meeting, to allow due time for perusal of the papers. It is important to note that in certain circumstances, a Corporation member, a member of staff, a student or the Clerk may be asked to withdraw from the meeting during the discussion of a particular agenda item.

5.9 The agenda is published prior to the meeting in the weekly bulletin to staff.

## **6. ATTENDANCE AT MEETINGS OF THE CORPORATION**

6.1 Apologies for absence should be submitted either in writing, by e-mail or by telephone to the Clerk or to the Assistant to the Clerk.

6.2 Absence by a member from meetings of either the Corporation or of a Committee for more than three consecutive meetings or for six months is referred to the Search Committee for consideration of that member's position as Governor and, subsequently, a recommendation to the Corporation. The same procedure is adopted if a member does not attend for the full duration of meetings.

6.3 Attendance by members at Corporation and Committee meetings is crucially important for the effective conduct of business. A register of attendance is distributed by the Clerk and retained at the end of the meeting. An 80% minimum attendance is the target performance indicator. Committee Chairs are requested to monitor attendance and propose actions to improve attendance at Committee Meetings.

6.4 Quoracy is strictly upheld. Meetings of the Corporation will be quorate if at least 40% of the total determined members are present. In the case of the current determined number of 20, the quorum is 8. If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. Similarly, if during the meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

6.5 Access to meetings other than to members of the Corporation is allowed only to specified persons invited by the Corporation. The Principal and the Clerk will consider which members of staff are appropriate to attend for part or the whole of any meeting to provide a presentation or give specialised information and advice. A person wishing to attend a meeting of the Corporation as an observer should make application to the Clerk. Any observer admitted to a meeting does not have speaking rights, unless specifically invited to do so by the Chair.

## **7. PROCEDURE AT MEETINGS OF THE CORPORATION**

7.1 The meetings are chaired by the Chair of the Corporation or, in his or her absence, by the Vice Chair. If both the Chair and the Vice-Chair are absent, the meeting is chaired by a temporary Chair elected by and from the members present.

7.2 If a member has an interest that could be prejudicial to the discussion of an Agenda item at a meeting, the member should declare it, giving details of its nature and extent, when asked to do at the beginning of each meeting by the Chair as a standard agenda item. Members who have declared such an interest may be required by the Chair to withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter. An annual comprehensive register of interests is maintained through the Clerk.

7.3 All members must address or speak through the chair.

- 7.4 The Principal, the Staff Members, the Student Members and the Clerk are all required to withdraw from part of the meeting under certain circumstances: the Principal, if his or her own conduct or terms of employment are being discussed; the Staff Members if their own conduct or terms of employment or those of any other individual, named member of staff are being discussed; the Student Members, if any individual named member of staff is being discussed or for any other reason, at the discretion of the Chair; the Clerk, if his or her own conduct or terms of employment as Clerk are being discussed, but for no other reason, not even if he or she is a current serving member of staff.
- 7.5 A student member under the age of 18 shall not vote at a meeting of the Corporation or at any of its Committees on any question concerning any proposal for either the expenditure of money or entering into any contract, debt or liability.
- 7.6 Decisions and the approval of documents are passed by the majority of members present at the meeting.
- 7.7 The usual method of registering a vote is public show of hands. The Chair, however, may, choose the option of a ballot, where that is deemed appropriate. Voting by proxy or by post is not allowed, although an opinion in writing may be sent to the Chair, who may disclose it at the meeting, if he or she wishes. In the event of an equal division of votes, the Chair has a second or casting vote.
- 7.8 Members of the Corporation or Committees will comply with collective responsibility and stand by a decision even if it was not unanimous.

## **8. MINUTES OF MEETING OF THE CORPORATION**

- 8.1 The Minutes of the Corporation and Committees are comprehensive, succinct, and action focused.
- 8.2 The draft Minutes are prepared by the Clerk and agreed by the Chair and normally circulated electronically to all members of that meeting within 7 days. The Minutes are formally agreed at the subsequent meeting and signed by the Chair. The agreed Minutes of the Corporation and Committees are placed on the College web site and will remain there for a minimum of 12 months.
- 8.3 Certain matters which Governors deem fit become the subject of Confidential Minutes.

Typical standard reasons for Confidential Minutes are:

- Statement about an individual named member of staff or student.
- Statement which might be prejudicial to negotiations or relations with an external organization
- Statement provided in confidence by a third party who has not authorised its disclosure
- All matters considered by the Accommodation Working Party
- Matters, which would damage, or be considered likely to damage the College's reputation in the eyes of current and future students
- Matters, which would damage, or be considered likely to damage the morale of staff employed at the College
- Matters relating to the advice given by the Search Committee relating to the suitability of individuals who make application to join the Corporation.

Copies of Confidential Minutes are subsequently circulated only to those members who were

present at the discussion of the item or who would have been entitled to be present at it.

8.4 The Governing Body will fully meet its obligations under the Freedom of Information Act 2000 and the means for doing so will be set out in the College's Publication Policy.

8.5 Under no circumstances can members of the Corporation take or act upon a decision, which is not minuted at a properly constituted meeting. The Governors' Code of Conduct makes it clear that members accept collective responsibility for all matters contained in the Minutes and do not publicly comment adversely on them or act contrary to them.

8.6 The agreed and signed non-confidential minutes and associated agendas and papers are available for public inspection from the Clerk.

## **9 DELEGATION OF POWERS BY THE CORPORATION TO THE CHAIR AND TO THE VICE CHAIR OF THE CORPORATION.**

9.1 The Chair is empowered to take executive decisions on his or her own account in matters of an emergency nature, where the normal machinery of governance, as outlined in the Standing Orders, would be judged to be too cumbersome or protracted to deal advantageously with it. It is expected that the Chair would consult the Principal, other members of the Corporation and the Clerk in making the executive decision. The Chair is required to communicate any executive decisions taken to the Corporation at the following meeting via the standing item on the agenda. It is expected that, if the matter occasioning the executive decision was not one covered by any College policy guidelines and if the situation was likely to continue or recur, then the matter would be raised by the Chair for a policy decision at the following meeting of the Corporation.

9.2 If the Chair is incapacitated or unavailable, then the Vice-Chair operates these powers of executive decision.

## **10 THE COMMITTEES OF THE CORPORATION**

10.1 The Committees of the Corporation are the Administration and Finance Committee, the Audit Committee, the Governance Self-Assessment Report Committee, the Remuneration Committee, the Search Committee and the Strategic Planning and Standards Committee. In addition, Working Parties, Task Groups, and Panels may be established and convened by the Corporation as required.

10.2 The terms of reference of the **Administration and Finance Committee** are as follows:

- to normally consist of six members, including the Principal, and to operate with a quorum of two non-staff Governor members and to meet at least once a term
- to make recommendations to the Corporation on
  - the annual estimates of income and expenditure
  - major variations of expenditure
  - capital expenditure requirements including loans
  - the College accommodation strategy
  - setting a framework for the pay and conditions of service of all but the senior postholders
  - the remuneration of the teaching staff and the ancillary staff, in accordance with the budget
- to review arrangements for securing value for money, solvency and safeguarding of assets to recommend any virement between budget heads felt to be necessary
- to approve capital expenditure within the approved programme and to monitor projects
- to determine tuition and other fees
- to determine the College investment and borrowing policies
- to review and approve the College management structure to remit matters of joint concern to the

Remuneration Committee and, when necessary, meet in conjunction with that Committee.

- to receive a briefing and review at every meeting on Health and Safety issues
- to review every two years at the summer term meeting the Health and Safety Policy and to recommend any amendments to the Corporation
- to review every two years at the summer term meeting the Environmental Sustainability Policy and to recommend any amendments to the Corporation
- to undertake the responsibilities of the Governing Body as an employer (other than for designated senior postholders and the Clerk) including approval of human resources policies and oversight of the College's legal responsibilities as the employer.
- to keep under consideration, in partnership with the principal, the management structure of the College.
- to consider the salaries, conditions and other factors needed to recruit and retain the best staff

10.3 The terms of reference of the **Audit Committee** are as follows:

- to normally consist of five members, exclusive of the Chair of the Corporation and the Principal and to operate a quorum of two non-staff members
- to meet at least once a term
- to conform to the requirements of the Code of Practice
- to advise the Corporation on the effectiveness of the College's internal control system, including controls for securing economy, efficiency and effectiveness.
- to advise the Corporation on the appointment and the remuneration of the internal auditor & external auditor
- to consider and advise the Corporation on the audit needs assessment and the strategic and short term audit plans for the internal audit service
- to consider and advise the Corporation on internal audit reports
- to consider and recommend the External Auditor's Annual Audit Planning Memorandum to the Corporation
- to consider and advise the Corporation on external audit reports and to review the Representation letter from the External Auditors and recommend to the Corporation
- to monitor the effectiveness of the internal and external audit services by the establishment and annual monitoring of Performance Indicators to monitor on a regular basis, the implementation of approved recommendations relating to both internal audit reports and external audit reports and management letter(s) to maintain, as a consistently and consciously observed standpoint, the Committee's independence from the College Management
- to review the College Annual Report and Financial Statements and recommend them to the Corporation
- to safeguard against fraud, including reviewing the Fraud Procedure every three years
- to prepare an Annual Audit Committee Report and submit to the Corporation
- to compel, if necessary, any member of staff to attend a meeting of the Audit Committee
- to review every year at the summer term meeting the Risk Management Policy and to recommend any amendments to the Corporation

10.4 The terms of reference of the **Governance Self-Assessment Report Committee** are as follows:

- to normally consist of six members, including the Principal, and to operate a quorum of two non-staff Governor members, to meet as required.
- to produce for recommendation to the Corporation every year at the Autumn term meeting a Governance Self-Assessment Report for inclusion in the College Self-Assessment Report
- to monitor the implementation of the current Governance Self-Assessment Report Action Plan

10.5 The terms of reference of the **Remuneration Committee** are as follows:

- to consist of the Chair and Vice-Chair of the Corporation and one other member elected from the Corporation. The quorum shall be 2.
- to meet at least once a year
- to manage the designated senior post holders (Principal and Deputy Principal) and the Clerk
- to review every year and recommend revisions, if necessary, to the Corporation of the Conditions of Service and the remuneration of the Principal and Deputy Principal
- to oversee the annual review of the senior postholders and the Clerk
- to oversee the professional development of the designated senior post holders and the Clerk
- to review every year at the autumn term meeting the Clerk's Contract and Job Description and to recommend any amendments to the Corporation
- to oversee the contractual arrangements made with the Clerk with a view to sustaining his/her independent role.

10.6 The terms of reference of the **Search Committee** are as follows:

- to normally consist of six members, inclusive of the Chair and the Vice-Chair of the Corporation and of the Principal and to operate a quorum of two non-staff Governor members
- to meet at least once per term
- to develop and publish on the web site guidelines explaining the process by which Corporation Members are appointed and re-appointed
- to advise the Corporation on the appointment of new members of the Corporation whenever vacancies arise and make recommendations to the Corporation on the composition and balance of the Corporation and its Committees
- to establish the training needs of Governors
- to establish extensive and effective induction procedures and training programmes for Governors,
- to maintain the Skills Audit of Governors as a useful framework for considering new appointments and assessing the skills needed by the Corporation and Committees to discharge its responsibilities
- to develop and maintain a suitable database of potential candidates and, as appropriate, place an advertisement in the local and regional media for persons who might be interested in having their names added to the database
- to act generally as the Governance Committee
- to review every year the Standing Orders and to recommend any amendments to the Corporation
- to review every two years the Governors' Code of Conduct (and associated Governance Charter) and to recommend any amendments to the Corporation

10.7 The terms of reference of the **Strategic Planning and Standards Committee** are as follows:

- to normally consist of nine members, and to include the Principal, the Deputy Principal, a Staff Governor and to operate a quorum of two non-staff Governor members
- to meet at least once a term
- to monitor the progress of the current Strategic Development Plan and One Year Strategic Plan
- to recommend to the Corporation a set of Strategic Aims
- to recommend to the Corporation the following year's Five Year Strategic Development Plan, and the One Year Strategic Plan at the summer term meeting
- to review the ethos and direction of the College, with particular reference to the Strategic Aims, laid out in the current Strategic Plan
- to recommend to the Corporation the College's Self-Assessment Report and associated quality

improvement plans every year

- to advise the Corporation on matters concerning the quality and effectiveness of the curriculum
- to recommend to the Corporation appropriate targets for improvement in students' achievements
- to consider matters referred by the Corporation, such as areas of outstanding or weak performance
- to review every year at the autumn term meeting the Single Equality Action Plan and the Equality and Diversity Report and to recommend any amendments to the Corporation.

10.8 The Committees require the Corporation's ratification of all their major decisions. The minutes of each Committee are presented to the Corporation as soon as possible in order that all members of the Corporation are kept fully informed of Committee business and deliberations.

10.9 The Chair of a Committee is appointed by election of the relevant Committee members and not by the Corporation. The Chair of a Committee serves for a two year period and re-appointment is allowed.

A Committee may elect a Vice-Chair for two years and reappointment is allowed. If the Chair or Vice-Chair is absent for a meeting, a temporary Chair is elected at the beginning of the meeting.

The Principal or a non-Governor member may not chair a Committee. The Principal, staff or student governor may not be the Vice-Chair of a Committee

10.10 The quorum for meetings of the Committees is as stated above or 40% of the non-staff Governor members.

10.12 In all other respects the Committees follow the procedures of the Corporation.

10.13 Ad hoc committees or working parties of members of the Corporation, with other members of the College staff co-opted or in attendance as necessary, may be established by the Corporation, as and when desired, with the same general terms of reference and procedures as any of the Committees.

10.14 It may be necessary for the Chair of a Committee or working party to call a non-scheduled meeting, outside the agreed programme of meetings. In that situation, every effort will be made to call the meeting and circulate the agenda and papers with a seven day notice period.

## **11. THE CORPORATION'S MONITORING PROGRAMME OF COLLEGE POLICY DOCUMENTS**

11.1 The College Management will share updated and new Policies & Procedures, as is appropriate, to enable Corporation members to have oversight of College activities and to enable them to discharge their responsibilities for monitoring the effective and efficient use of resources.

11.2 Corporation members receive regular and timely reports regarding: student recruitment against targets

- student retention
- analysis of withdrawals
- student attendance
- student achievement
- value –added achievements
- student destinations
- teaching observations
- student satisfaction surveys
- staff satisfaction surveys

11.3 The Corporation routinely monitors a number of policies and related documents, for example:

- The Standing Orders - every year - Summer term meeting 2012
- The Governors' Code of Conduct - every two years – Autumn term meeting 2012
- The Clerk's Contract and Job Description - every year - Autumn term meeting 2011
- The Five Year Strategic Development Plan – normally updated every year - Summer term meeting 2011
- The One Year Strategic Plan and Aims - every year - Summer term meeting 2011
- The College Self-Assessment Report- every year - Autumn term meeting 2011
- The Governance Self-Assessment Report - every year - Autumn term meeting 2011
- The Conditions of Service, especially the Staff Disciplinary Procedure and the Staff Grievance Procedure - every two years – Spring term meeting 2013
- The Equality and Diversity Policy - every year - Autumn term meeting 2011
- The Health and Safety Policy - every two years – Autumn term meeting 2012
- The Risk Management Policy - every year - Summer term meeting 2011
- The Disaster Management Plan – every two years Autumn term 2012
- The Environmental Sustainability Policy - every two years - Autumn term 2011

## 12. OTHER MATTERS

- 12.1 All members of the Corporation are required to complete an Annual Register of Interests disclosing any interests that might be prejudicial to the pursuit of their function as Governors. The Register also includes a personal declaration about bankruptcy, debt and prison convictions. The Registers of Interests is held by the Clerk. The format of the Register of Interests is reconsidered by the Search Committee from time to time.
- 12.2 Every member of the Corporation is in possession of the Governors' Code of Conduct. Transgression of Code of Conduct 11.5 on the revelation of sensitive material to the press and other media could be regarded by the Corporation as a resignation matter. The Code of Conduct is reviewed every two years.
- 12.3 Training of members of the Corporation is carried out on the basis of recommendations made by the Search Committee
- 12.4 If Members exercise a duty of skill and care, act reasonably, honestly and prudently, in good faith in the interests of the Corporation and ensure that the Corporation does not exceed its powers they should not be held personally liable. There is Liability and Indemnity Cover for members of the Corporation up to £2,000,000, arising from any negligent act, error or omission committed in good faith
- 12.5 The College has contacts with two firms of solicitors and a firm of business consultants and subscribes to governance@eversheds who can give legal and other kinds of advice to members of the Corporation and to the Clerk of the Corporation. The Clerk can secure this independent legal advice should there be grounds for believing that the Corporation may be acting improperly or putting good governance at risk.
- 12.6 Statements on behalf of the Corporation to the media may only be made by the Chair and the Principal.
- 12.7 Members of the Corporation do not take fees for attendance at meetings nor for their work for the Committees. They may, however, submit to the College claims for expenses incurred on travel, subsistence and other out of pocket costs, in connection with acting on behalf of the College at external events. Their re-imburement is at the same rates as for members of the College staff.

- 12.8 Complaints against the Governing Body should be addressed to the Clerk to the Corporation. Similarly, complaints against the Principal should be addressed to the Chair of the Governors c/o the Clerk to the Corporation. In conducting the investigation, every effort will be made to reflect the tenets within the College Complaints Procedure. However, where it is felt that the College Complaints Procedure does not set down a precise course of action, reference should be made back to the underlying principles of natural justice and equity: when in doubt the basic principles of appeal and fair hearing will apply.
- 12.9 The Corporation's policy for the grounds and procedure for the removal of members from office is as follows. The grounds for removal are those stated under 6.2 and 12.2 above, together with the two stated in Instrument of Government 10.2, namely absence from Corporation meetings for a period longer than six consecutive months without the permission of the Corporation and inability or unfitness to discharge the functions of a member. The procedure for removal is the provision of fourteen days notice to the Governor concerned of the date of the Corporation meeting considering the matter and of the grounds for the proposed removal; the opportunity for the Governor concerned to make representations on his or her own behalf at the Corporation meeting considering the matter either in person or in writing; if the Corporation resolves to remove him or her, the requirement on the Clerk to give the Governor concerned notice in writing, setting out the reasons for the decision.
- 12.10 The Instrument and Articles of Government are the primary sources of guidance for the Corporation. The Standing Orders are designed to support the Instrument and Articles and cannot override them. It is the Clerk's responsibility to advise the Corporation with regard to the operation of its powers, procedural matters and conduct of its business.

### **13. AMENDMENTS TO THE STANDING ORDERS**

- 13.1 The Standing Orders are reviewed and amended every year at the Summer term meeting of the Corporation, as a result of recommendations from the Search Committee.

*Last revised May 2011*