



*Inspiring learning, developing character, building futures*

# **THE BLACKPOOL SIXTH FORM COLLEGE**

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

### **2023-2024**

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

1.1 The Corporation has a total membership of 17.

This comprises:

11 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

Members are known as Non-Executive Directors.

1.2 Vacancies in respect of any of the 11 (independent and external) members are filled by recommendation to the Corporation from the Search and Governance Committee.

1.3 There are procedures for the election of the Parent, Staff and Student Non-Executive Directors 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 Section 178, Charities Act 2011

1.5 Each newly elected non-executive director and re-elected non-executive director receives a letter of appointment following receipt of a Skills Audit Form and Clearance Report from the Disclosure and Barring Service, (though should there be issues within the Report, these would be subject to Chair's Action).

1.6 Directors' terms of office shall be :

Non-Executive Directors, including Parent and Staff Directors: Four years.

Student Directors: Two Years or until their membership of the college as a student ceases, whichever is shorter.

Principal: During the currency of their appointment as Principal. This is an 'ex-officio' appointment.

b) Directors' maximum number of terms of office shall be:

Non-Executive Directors including Staff Directors: The expectation is that non-executive directors shall step down after two terms. Exceptionally, further terms can be granted by the corporation so long as at any one time no more than 3 non-executive directors have served more than eight years in their current category of director.

Parent Directors: Usually one term but a single further term can be granted so long as the eligibility requirements for a Parent Governor are still fulfilled at the time of commencement of the second and final term.

Student Directors: One Term

1.7 Resignations should be made in writing to the Clerk. This applies also to those non-executive directors coming to the end of their term of office and not offering themselves for re-election

1.8 The Staff Non-Executive Directors should not regard themselves as Staff representatives or spokespersons but as independent non-executive directors speaking with knowledge and experience of the teaching and support situations.

1.9 The Corporation may appoint one or more External Advisors to assist the work of the Corporation. External Advisors normally attend Committee meetings and if required Corporation meetings. However, they are not eligible to vote.

## **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 non-executive directors. 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. The maximum tenure for the Corporation and Vice-Chair is normally two 2-year terms. In exceptional circumstances this could be extended for a third term.

2.3 Neither the Principal nor any of the Staff and Student non-executive directors are eligible to be appointed as the Chair or Vice-Chair, or act as Chair in their absence.

2.4 To provide effective succession arrangements, the Corporation may elect a "Chair Nominee", to under-study the Chair of the Corporation in order to better prepare for a subsequent appointment.

## **3 CLERK TO THE CORPORATION**

3.1 The appointment and dismissal of the clerking service 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 another person at the meeting shall act as Temporary Clerk. The Principal may not be appointed Clerk or Temporary Clerk.

3.3 The clerking service contract 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 eight meetings of the Corporation during the Academic Year, four of these are general meetings to consider and approve issues recommended at Committee meetings, three are Standards Board meetings where non-executive directors will consider strategic matters and curriculum issues.

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 non-executive directors, a Committee may re-schedule a planned meeting to accommodate non-executive directors' 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 non-executive director can contribute an item to be considered for inclusion on the agenda, either at a previous meeting or by contacting the Clerk.

5.3 All non-executive directors are required to attend meetings. Standard items for the general meetings 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, and as scheduled the Principal's Report, and any Reports from the Committees, Any Other Business (see 5.4 below), Assessment of New Risk, Date of the following meeting. Agendas for the Standards Board meetings will normally include reports on strategic and curriculum matters that need non-executive directors' approval and training for non-executive directors.

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.

5.8 The agenda and papers are sent digitally to non-executive directors 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 non-executive director, 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.

6.2 Attendance by non-executive directors 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. A 75% minimum attendance is the target performance indicator. Committee Chairs are requested to monitor attendance and propose actions to improve attendance at Committee Meetings.

6.3 Repeated absence by a member from consecutive meetings of either the Corporation or of a Committee is referred to the Search and Governance Committee for consideration of that member's position as non-executive director and, subsequently, a recommendation to the Corporation. The same procedure is adopted if a non-executive director does not attend for the full duration of 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 15, the quorum is 6. If the number of non-executive directors 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 non-executive directors 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 or Chair Nominee. If all three are absent, the meeting is chaired by a temporary Chair elected by and from the non-executive directors present.

7.2 If a non-executive director has an interest that could be prejudicial to the discussion of an agenda item at a meeting, he/she 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. Non-executive directors 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 Although a student non-executive director 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, their views and contributions are encouraged, valued and important.

7.6 Decisions and the approval of documents are passed by the majority of non-executive directors present at the meeting.

7.7 The usual method of registering a vote is a 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 non-executive directors 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 or organisation
- Statement provided in confidence by a third party who has not authorised its disclosure
- 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 and Governance 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 Corporation 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 Freedom of Information Policy (inc Publication Scheme). This policy is available on the college website

8.5 Under no circumstances can non-executive directors take or act upon a decision, which is not minuted at a properly constituted meeting. The non-executive directors' 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 are published on the College's web site whilst the associated agendas and papers are available for public inspection from the Clerk on request.

## **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 or Chair Nominee can operate these powers of executive decision.

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

The Committees of the Corporation are the Administration and Finance Committee, the Audit Committee, the Remuneration Committee, and the Search and Governance Committee.

In addition, Working Parties, Task Groups, and Panels may be established and convened by the Corporation as required. On appointment, new non-executive directors will be allocated to serve on up to two committees. The Search and Governance Committee will regularly review the membership of committees to ensure the required skill balance is maintained and at the same time ensuring the need to develop a Director's experience of different committees.

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

- to normally consist of six members, including the Principal, to operate within a quorum of two non-staff Directors and to meet at least once a term
- a requirement to hold a joint meeting in the Autumn Term with the Audit Committee, to include external auditors and the Chair of the Corporation.
- to make recommendations to the Audit Committee on
  - Annual Audited Financial Statements
  - the annual estimates of income and expenditure
  - major variations of expenditure
  - capital expenditure requirements including loans
  - the College accommodation strategy
  - approving the framework for the pay and conditions of service of all but the senior post holders

- 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 significant 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 remit matters of joint concern to the Remuneration Committee and when necessary, meet in conjunction with that committee
- to review every two years the Health and Safety Policy, the Environmental Sustainability Policy, the Disaster Management Plan and the Finance Regulations and to recommend any amendments to the Corporation
- to undertake the responsibilities of the Governing Body as an employer (other than for designated senior post holders 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

10.3 The Terms of Reference of the **Audit Committee** (which must be established as a condition of funding through the Financial Memorandum) are as follows:

- a requirement for the corporation to appoint a minimum membership of three, a majority of whom must be directors, which must not include the chair of the corporation or principal
- responsibility for the corporation, in appointing members, to maintain the committee's independence and objectivity
- to carry out an 3-year external review of governance (commencing 2022/23)
- [on hold until the outcome of academisation discussions are finalised, as the review will not apply]
- to ensure that the Committee has the range of skills and recent experience relevant to risk, governance, finance, audit, assurance and control
- to meet at least once a term (3 times per year) with a requirement to hold a joint meeting with the Administration and Finance committee in the Autumn Term to include the external auditors and the Chair of the Corporation.
- to conform to the requirements of the Post 16 Code of Practice
- to advise the Corporation on the comprehensiveness and effectiveness of the College's Assurance Framework, Risk Management System, internal control system, including controls safeguarding assets, securing value for money in addition to securing economy, efficiency and effectiveness.
- to advise the Corporation on the appointment, reappointment, dismissal and the remuneration of external auditor and other assurance providers and establish that all such assurance providers adhere to relevant professional standards
- to advise the Corporation on the appointment of an external auditor. It is acknowledged that from 1<sup>st</sup> August 2012, the requirement for sixth form colleges to have internal audit and submit an annual internal audit report to the Education Funding Agency was removed. The Corporation have elected an 'agreed upon procedures' approach for the provision of its internal audit service, and the committee will keep this under review.
- to consider and advise the Corporation on the audit needs assessment and the strategic and short term audit plans from auditors and other assurance providers.
- to consider and advise the Corporation on reports from auditors and other assurance providers.
- 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, management responses and to review the Representation letter from the External Auditors and recommend to the Corporation
- to advise the Corporation on the provision of any additional services by the external, internal and other assurance providers and to explain how independence and objectivity have been safeguarded
- 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 provide any additional assurances required in the Statement of Corporate Governance and Internal Control within the Annual Accounts
- to oversee policies on fraud, irregularity and whistleblowing and to investigate any activity within its terms of reference. (NB Funding Body approval is required prior to commissioning an investigation).
- the committee's right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist
- the committee's right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- to compel, if necessary, any member of staff to attend a meeting of the Audit Committee
- to advise internal and financial auditors, and in cases of significant fraud the Chief Executive of the Funding Body, of the outcomes, actions and follow ups to all related investigations
- to prepare an Annual Audit Committee Report and submit to the Corporation (and to include any significant issues arising up to the date of preparation of the Report). This must include a view on the Committee's own effectiveness and how it fulfilled its terms of reference. The Report must include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of Governance, risk management and control, its processes for securing economy efficiency & effectiveness and the solvency of the institution and the safeguarding of its assets.
- to submit a copy of the Audit Committee's Annual Report to the Funding Body
- to review Biennial at the Spring term meeting the Risk Management Policy and to recommend any amendments to the Corporation
- not to be required to adopt an executive role.

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

- to consist of the Chair of the Corporation and two other non-executive directors. 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 clerking service.
- 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.
- to oversee the professional development of the designated senior post holders.
- to oversee the clerking service contract.

#### 10.5 The terms of reference of the **Search and Governance Committee** are as follows:

- to normally consist of five members, inclusive of the Chair and the Vice-Chair of the Corporation and the Principal and to operate a quorum of two non-staff Directors
- 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 Directors whenever vacancies arise and make recommendations to the Corporation on the composition and balance of the Corporation and its Committees
- to establish and be responsible for the training needs of Directors and the Clerk
- to establish extensive and effective induction procedures and training programmes for Directors
- to maintain the Skills Audit of Directors as a useful framework for considering new appointments and assessing the skills needed by the Corporation and Committees to discharge its responsibilities
- to routinely review and appoint the Chairs, Vice-Chairs and members of each of the Corporation's Committees to ensure appropriate balance, experience and skills deployment
- to take appropriate action to ensure full attendance of Directors at meetings
- to develop and maintain a suitable database of potential candidates and, as appropriate, place advertisements for these.
- to act generally as the Governance Committee



- To produce for recommendation to the Corporation every year following the Directors Annual Conference a Governance Self-Assessment Report.
- To monitor the implementation of the current Governance Self-Assessment Report Action Plan and report back to every Standards Board meeting throughout the year.
- to review every year the Standing Orders and to recommend any amendments to the Corporation
- to review every two years the Code of Conduct for Corporation members (and associated Governance Charter) and to recommend any amendments to the Corporation
- be responsible for and review succession planning for Directors
- Be responsible for informing the ESFA of any changes to the Chair of the Corporation or the Clerk

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

11.1 The College's Senior Leadership Team will share updated and new Policies & Procedures, as appropriate, to enable non-executive directors 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 Non-executive directors may 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
- The Governors' Code of Conduct - every two years – Summer term meeting
- The Clerk's Contract and Job Description - every year - Autumn term meeting
- The One Year Strategic Plan and Aims - every year - Summer term meeting
- The College Self-Assessment Report- is emailed to Ofsted every January and validated by SLT and a panel of directors
- The Governance Self-Assessment Report - every year - Autumn term meeting
- The Conditions of Service, especially the Staff Disciplinary Procedure and the Staff Grievance Procedure - every three years – Spring term Admin & Finance meeting
- The Equality and Diversity Policy - every year - Autumn term Standards Board meeting
- The Safeguarding Policy-every year- Autumn term Corporation meeting
- The Health and Safety Policy – annually – Autumn term Admin & Finance meeting
- The Disaster Management Plan – annually -Autumn Admin & Finance meeting
- The Risk Management Policy – Biannually -next due January 2024

## **12. OTHER MATTERS**

12.1 All non-executive directors are required to complete an Annual Register of Interests disclosing any interests that might be prejudicial to the pursuit of their function as non-executive directors. The Register also includes a personal declaration about bankruptcy, debt and prison convictions. The Register of Interests is held by the Clerk. The format of the Register of Interests is reconsidered by the Search and Governance Committee as appropriate.

12.2 Every non-executive director 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 non-executive directors is carried out on the basis of recommendations made by the Search and Governance Committee

12.4 If non-executive directors 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 reimbursement is at the same rates as for members of the College staff.

12.8 Complaints against the Corporation should be addressed to the Clerk. Similarly, complaints against the Principal should be addressed to the Chair of the Corporation c/o the Clerk. 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 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 non-executive director concerned of the date of the Corporation meeting considering the matter and of the grounds for the proposed removal; the opportunity for the non-executive director 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 Clerk is required to give the non-executive director concerned notice in writing, setting out the reasons for the decision.

12.10 The current, modified Instrument and Articles of Government, from the Education Act 2011, 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 and Governance Committee