

VARNDEAN COLLEGE CORPORATION STANDING ORDERS

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VARNDEAN COLLEGE CORPORATION STANDING ORDERS

1. **INTRODUCTION**

- 1.1 These rules are intended for use alongside the Instrument and Articles of Government in order to determine how Corporation meetings are conducted. Some rules from the Instrument and Articles of Government have been included but where any conflict or difference arises the Instrument and Articles of Government shall prevail.
- 1.2 Modifications to this document may be made by the Corporation at any time provided the proposed modification is an agenda item and does not conflict with the Instrument and Articles of Government.
- 1.3 Review of the Standing Orders by the Search and Governance Committee should take place annually with recommendations to Corporation.

2. **ATTENDANCE AT MEETINGS**

- 2.1 Members of the Corporation are expected to achieve an attendance rate of at least 70% each academic year in respect of Corporation Meetings.
- 2.2 Apologies should be sent to the Clerk to the Governors.
- 2.3 Attendance at Corporation meetings will be recorded by members signing the attendance book. This will be maintained by the Clerk.
- 2.4 Any member not attending Corporation meetings for a period longer than six consecutive months without the permission of the Corporation will be contacted by the Chair or Clerk to discuss their position on the Corporation.
- 2.5 The Clerk shall be entitled to attend all meetings of the Corporation (including meetings of any committee of the Corporation).
- 2.6 "Meeting" includes a meeting at which one or more members attending are present in more than one room, provided that the members participating in the meeting are able to communicate with everyone participating in the meeting by the use of telephone, video-conferencing or similar communication and shall be deemed to constitute presence in person in the meeting and as a consequence subject to the Instrument and Articles shall be entitled to be included in the quorum and be entitled to vote accordingly. The meeting venue will be where the majority of members are present or if no majority, where the chair of the meeting is present (Instrument 1 (g).)

3. **ACCESS TO MEETINGS BY NON-MEMBERS** (refer Instrument 16 Public Access to Meetings)

- 3.1 Members of Varndean College staff may attend Corporation meetings when deemed appropriate by the Chair. All requests should be made in writing and should be submitted through the Clerk at least five days in advance. They may be invited to speak if the Chair feels this to be appropriate.
- 3.2 Members of the public may submit a written request through the Clerk to attend Corporation meetings as observers. The request should be made at least five days in advance, should outline the reasons and will be approved, if deemed appropriate by the Chair.
- 3.3 The Chair may invite a non-member to attend Corporation meetings if deemed appropriate.

4. **AGENDA**

- 4.1 The full Corporation will meet usually twice but at least once a term.
- 4.2 A timetable of meetings will be sent out at the start of each academic year.
- 4.3 The agenda and supporting papers will be sent out electronically seven days in advance of each meeting; supporting papers will include minutes of the committees.
- 4.4 Governors and Committees are accountable to the Corporation. Recommendations from Committees that require the approval of the Corporation should not normally require detailed discussions unless new or additional information has come to light.
- 4.5 Papers should be noted on the agenda and simply received en bloc. Governors will have the right to raise points of elucidation or issues relating to any paper. However, they should ensure that they have read the papers and should, in the first instance, seek clarification from the appropriate Committee Chair or the Clerk before the Corporation meeting. If the matter is then considered sufficiently important and with the agreement of the Chair to the Governors, it will be discussed.
- 4.6 Assuming that papers are clearly written or summarised, it should not normally be necessary for them to be spoken to at Corporation meetings unless new or additional information has come to light.
- 4.7 The agenda and supporting papers will be prepared following consultation between the Principal, the Chair of the Corporation and the Clerk.
- 4.8 Members wishing to add an item to the agenda should contact the Clerk ten days before the meeting.
- 4.9 All matters requiring approval, including those recommended by committees, should usually be itemised as such on the agenda and supported by a statement, paper or electronic link to document.
- 4.10 Papers should be tabled at the meeting only where unavoidable and where members agree.
- 4.11 'Any Other Business' should be notified to the Clerk in advance of the meeting unless it is a matter triggered by previous discussion at that meeting.
- 4.12 All supporting papers should be appropriately numbered and dated.
- 4.13 The minutes of the previous meeting should be the first item on the agenda after 'Apologies' and 'Changes to the Governing Body (Membership Matters)'.
- 4.14 If it is proposed to consider the remuneration, conditions of service, conduct, dismissal or retirement of the Clerk, the Chair (and not the Clerk) shall at least seven calendar days before the meeting send to members a copy of the agenda item concerned together with the relevant papers.
- 4.15 A resolution in writing signed by a simple majority of Corporation members who would have been entitled to vote upon the resolution, had it been proposed at a meeting of the Corporation, shall be passed, subject to the following: a) a written resolution may comprise more than one copy to which one or more member/s has/have signed as agreed and dated upon signing; b) the written resolution shall be passed on the date of the last member's signature; c) the written resolution will lapse if the last member signature has not been made within 30 days after the date of issuance; d) all members of the Corporation have had sight of, and opportunity to vote for or against the resolution prior to its adoption (refer Instrument 12 (7))
- 4.16 A written resolution shall be brought to the next scheduled Corporation meeting for ratification and formally minuted.
- 4.17 The Chair or in his/her absence, the Vice-Chair shall decide whether a specific resolution may be made in writing.

5. **SPECIAL MEETINGS**

- 5.1 Special meetings may be convened for urgent business (i) by the Chair of the Corporation or, in his/her absence, the Vice-Chair or (ii) by written request from any five members of the Corporation.
- 5.2 The date will be decided by the Chair in consultation with the Principal.
- 5.3 The seven-day notice period for the meeting may be waived.
- 5.4 The agenda should consist of 'Apologies' and the business for which the meeting has been called.

6. **QUORUM**

- 6.1 Meetings of the Corporation shall be quorate if 40% or more members are present.
- 6.2 The rules on quorum apply throughout the meeting and not just at the start.

7. **MINUTES OF MEETINGS** see also para 9.3.3. and para 10.5

- 7.1 Names of members and non-members must be listed.
- 7.2 All decisions, actions and those responsible for them shall be minuted.
- 7.3 Early departures shall be minuted.
- 7.4 Separate minutes shall be taken for those items decided by members to be confidential and held in a separate confidential file by the Clerk.
- 7.5 Separate minutes shall be taken for those items for which Staff or Students members have been required to withdraw (see para 9.6) and held in a separate confidential file by the Clerk.
- 7.6 All actions will appear as items on the rolling action points until signed off when action is complete.
- 7.7 Separate confidential minutes shall be taken of those parts of the meeting during which the Clerk is required to withdraw (see 9.7.4). The Corporation shall appoint one of their members to act as Clerk for that part of the meeting.

8. **APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE CORPORATION**

- 8.1 With effect from the 2021/2022 academic year, the Chair and Vice-Chair will be appointed for a four-year term of office (subject to the terms of the Member's existing term of office), from the last Corporation Meeting of the academic year. Should the Chair or Vice-Chair resign or retire earlier than their current term, the following process will be implemented as soon as possible. The Chair and Vice-Chair may resign their office at any time by giving notice in writing to the Clerk to the Corporation.
- 8.2 The Principal, Staff and Student Members shall not be eligible.
- 8.3 Previous appointees to these positions are eligible for reappointment
- 8.4 The role may be advertised externally as well as internally via the College's website, the SFCA and AoC noticeboards and to other organisations as appropriate.
- 8.5 For external candidates, they will be expected to provide a CV in the first instance and to complete a skills audit form as part of their application to become a Governor.
- 8.6 All candidates will be expected to submit their CV, an explanation of why they are interested in the role and indicating the extent to which they meet the person specification (as outlined in the role description).
- 8.7 A Selection Panel will be established, comprising a minimum of 3 Governors, including the Vice-Chair (if Chair appointment) or Chair (if Vice-Chair appointment), together with the Principal and one other Committee/Working Group Chair. Other Governors may be invited to join the Panel. If the Chair or Vice-Chair, as appropriate, is unavailable, a Committee Chair will be asked to Chair the Panel – *refer Selection Panel for New Chair and Vice-Chair terms of reference in the Corporation Committee Structure and Procedures document.*
- 8.8 Following the closing date for receipt of applications, the Search and Governance Committee will review the external applications and recommend candidates suitable to be Governors, in line with the Corporation's rules and regulations regarding all new Governor appointments. The recommendations will be passed to the Selection Panel prior to the completion of their shortlisting exercise.
- 8.9 The Selection Panel will proceed with the shortlisting process and invite successful candidates for interview. At this point further information may be requested from the candidates, including references.
- 8.10 An interview question framework will be prepared with the assistance of the HR Department and/or the College's external HR adviser.
- 8.11 Once the interviews have been completed the Panel will make its recommendations to Corporation for approval.
- 8.12 If the Corporation approves the Selection Panel's recommendations, the candidate will be appointed as the "Chair Designate" and will shadow the current Chair for a minimum of 1

term where possible. If the Corporation is not able to approve unanimously, the recommendation from the Selection Panel, a majority vote from the Corporation Members present, will be sought.

- 8.13 If the Members of the Selection Panel are unable to reach a majority decision on a candidate to recommend to the Corporation, or if the Corporation does not approve the Panel's recommendation, the Corporation will vote on the Panel's shortlisted candidates and the candidate receiving the majority of votes will be appointed.
- 8.14 Where necessary a secret ballot may be held.
- 8.15 Should an unforeseen vacancy occur in the position of Chair of Corporation, the Vice-Chair of the Corporation will deputise or the vacant position until a new Chair has been appointed.
- 8.16 *Reference should also be made to the Governor Recruitment and Succession Planning Policy and Procedures.*

9. **PROCEDURE OF MEETINGS**

9.1 An agenda item may be taken out of sequence when agreed by the majority of members present.

9.2 Chairing of Meetings

9.2.1 The Chair or, in his/her absence, the Vice-Chair of the Corporation shall officiate at meetings of the Corporation.

9.2.2 In the absence of both the Chair and Vice-Chair, those members present shall choose one of their number to act as chair for that meeting provided that the member chosen is not the Principal, a Staff or Student member.

9.3 Declaration of Interests (Instrument 11 Members not to hold interests in matters relating to the Institution)

9.3.1 The Clerk should be aware of the Members' Interests listed in the Register of Members' Interests and alert the Chair when appropriate.

9.3.2 Any declaration of interests should be minuted.

Instrument 11 (excerpt from Instrument and Articles)

(1) No Member shall acquire or hold any interest in any property that is held or used for the purpose of the Institution.

(2) A Member to whom paragraph (3) applies shall –

- (a) Disclose to the Corporation the nature and extent of the interest; and
- (b) If present at a meeting of the Corporation or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (c) Withdraw, if present at a meeting of the Corporation, or any of its Committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the members of the Corporation or Committee present at the meeting.

(3) This paragraph applies to a member who –

(a) Has any financial interest in –

- (i) The supply of work to the institution, or the supply of goods for the purpose of the institution;
- (ii) Any contract or proposed contract concerning the institution; or
- (iii) Any other matter relating to the institution; or

(b) Has any other interest of a type specified by the Corporation in any matter relating to the institution?

- (4) This clause shall not prevent members considering and voting upon proposals for the Corporation to insure them from liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

9.4 Conduct of Debate

- 9.4.1 Each agenda item should be introduced by an appropriate person.
9.4.2 That person will then, through the Chair, take questions from members of the Corporation.
9.4.3 Members of the Corporation may give their opinion through the Chair.
- 9.5 Voting (refer also items 2.7 (Meetings) (Instrument 1) (g) and 4.16, 4.17 and 4.18 regarding written resolutions) (Instrument 12 (7))
- 9.5.1 Proxy and postal votes on behalf of absent members are not permitted.
9.5.2 A student member under the age of 18 may not vote on any matter involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
9.5.3 A formal vote should be called if:
(i) there is a clear expression of dissent
(ii) the matter is of particular significance
(iii) any one member so requests
9.5.4 A secret ballot should be held if requested by any one member.
9.5.5 Where a formal vote is held, the question is decided by a majority of the votes cast by members present and entitled to vote on the question.
9.5.6 Where a formal vote is held and there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

9.6 Reconsideration of resolutions

- 9.6.1 No resolution of the Corporation shall be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting.
9.6.2 Any request for such a variation should be made to the Clerk who should consult with the Chair and the Principal.

9.7 Withdrawals from meetings (and refer to Instrument 14)

- 9.7.1 Staff members and, where applicable, the Principal are obliged to withdraw from any part of a meeting which is discussing:
(i) matters relating solely to that member of staff.
(ii) the pay or conditions of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative of all members of staff or the class of staff.
(iii) that member's reappointment or appointment of their successor.
(iv) If required by a resolution of the other members present, the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.
- 9.7.2 Student members must withdraw from any part of a meeting which is considering staff matters relating to a member or prospective member of staff at the College if required to do so by a majority of the members, other than student members, of the Corporation present. If not required to withdraw the student shall take no part in the discussion and cannot vote on any question with respect to it.
9.7.3 Student members shall withdraw from that part of any meeting to the Corporation at which a student's conduct, suspension or expulsion is considered.
9.7.4 The Clerk shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered (see 7.7).

9.8 Confidentiality

- 9.8.1 Members have the right to decide that particular proceedings in a meeting remain confidential.
- 9.8.2 The criteria for confidentiality are:
- a. personal information relating to an individual, which may require the withdrawal of Student or Staff members;
 - b. information provided in confidence by a third party who has not authorised its disclosure;
 - c. financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
 - d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
 - e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
 - f. legal advice received from or instructions given to the College legal advisors;
 - g. information planned for publication in advance of that publication; and/or
 - h. information not otherwise covered above, but considered to be commercially sensitive.
- 9.8.3 When matters discussed are confidential, separate confidential minutes shall be taken. (See 12.3 for review of confidentiality and 12.4 for time limits).
- 9.8.4 Every member present or subsequently receiving the confidential minutes shall be bound by any decision on confidentiality.

Any breach of confidentiality which comes to the notice of the Clerk should be reported to the Corporation.

9.9 Urgent Business

In exceptional circumstances, provided the majority of members present agree at the start of the meeting, urgent business may be added to the agenda.

9.10 Delegation of Powers (see also para 10 'Chair's action' and para 11.3 'Urgent Action' and refer to Articles 9, 10 and 11) Also refer to clauses 9, 10 and 11 of Corporation Committee Structure and Procedures.

- 9.10.1. The delegation of powers is set out in the Corporation's Scheme of Delegation.
- 9.10.2. Any other delegation of powers to committees, the Chair of the Corporation or the Principal must be agreed by the Corporation and clearly minuted.
- 9.10.3 Such delegation shall not include:
- (i) The determination of the educational character and mission of the College.
 - (ii) The approval of the annual estimates of income and expenditure.
 - (iii) Responsibility for ensuring the solvency of the Institution and the Corporation and the safeguarding of assets.
 - (iv) The appointment or dismissal of the Principal or the Clerk (or any other Senior Post holder).
 - (v) The modifying or revoking of the Articles of Government.
 - (vi) The consideration of the case for dismissal of the Principal or the Clerk (or any other Senior Post holder).
 - (vii) The power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a Senior Post, other than to a Committee of Members of the Corporation.
- 9.10.4 Any action taken under delegated powers must be reported at the following Corporation meeting.
- 9.10.5 Regarding the Principal's power to delegate certain functions (Article 3 (2) as set out in Article 11, the College's Senior Post holders are the Principal and the Clerk. The College's Senior Leadership Team (SLT) members are the Deputy Principal and the 2 Vice-Principals.

9.11 Working Groups

Working groups may be set up by the Corporation when this is considered appropriate.

10. **CHAIR'S ACTION** (see also the Corporation's Scheme of Delegation)

- 10.1 The Vice-Chair is authorised to act in the absence of the Chair.
- 10.2 The Chair is delegated to act in routine matters between meetings on behalf of the Corporation.
- 10.3 For action by the Chair on matters of significance see para 11 'Urgent Action'.
- 10.4 Any action taken by the Chair after delegation of that action by the Corporation is the responsibility of the Corporation.
- 10.5 Any action taken by the Chair on behalf of the Corporation shall be reported at the next Corporation meeting and minuted. Retrospective approval will be sought at the meeting following the action taken by the Chair.

11. **URGENT ACTION** (see also the Corporation's Scheme of Delegation)

See para 5 'Special Meetings'

- 11.1 Where urgent action is required and delayed action would disadvantage either the College, any student at the College or any person employed by the College the following procedure has been agreed.
 - 11.1.1 The Principal will determine the scope of the problem and the likely strategy to be adopted in its resolution. Where the Principal is unavailable, the SLT duty member will nevertheless aim to contact him to determine a response at the earliest opportunity.
 - 11.1.2 The Chair of the Corporation, Vice-Chair and chairs of appropriate committees will be contacted to determine the involvement of Corporation members in the decision-making process.
 - 11.1.3 If it is not possible to draw all members together in the time available then the Chair, Vice-Chair and appropriate committee chairs are empowered to take executive action which will require retrospective approval by the full Corporation at the next scheduled meeting. Such action is likely in all cases where urgent decisions are necessary involving sizeable, unforeseen and unbudgeted expenditure. Alternatively, the Corporation may follow 4.16, 4.17 and 4.18 regarding written resolutions.
 - 11.1.4 All members should be informed as soon as possible and in writing of any executive action taken as described above. This will be undertaken normally by the Principal or the duty SLT member.
- 11.2 For unforeseen events needing immediate resolution by SLT (e.g. notifiable illness) the Principal or SLT duty member should contact the Chair of the Corporation or Vice-Chair who will decide which other members should be advised of events.
- 11.3 Where necessary, press statements will be prepared by the Principal or delegated alternate for use by members and senior staff. Normally only the Principal, Chair or Vice-Chair will be involved in direct contact with the media.

12. **PUBLICATION OF MINUTES**

- 12.1 Minutes of Corporation meetings, including committee minutes (once approved and signed by the Chair), will be held in the Principal's PA's office and are available to any person wishing to inspect them on request to the Clerk of the Corporation during normal office hours at the College.
- 12.2 Copies of minutes with agenda and supporting papers will be sent to members of the SLT on a regular basis before each Corporation meeting.
- 12.3 Confidential minutes and papers will be held in a confidential file in a secure place. Their sensitivity will be reviewed by the Search and Governance Committee, annually in the Autumn Term and recommendations made to Corporation for approval. They will determine whether confidentiality is maintained or not and ensure that information is released into the public domain when the criteria for confidentiality are no longer met.
- 12.4 Copies of signed minutes of every meeting of the Corporation and its committees (excluding confidential minutes) will be placed on the College website and will remain on the website for a minimum period of 12 months.
- 12.5 All minutes of Corporation meetings and its committees will be retained indefinitely. All other papers will be retained for seven years.

13. **PAYMENT OF GOVERNORS**

- 13.1 Travel expenses (e.g. to an extraordinary meeting) will be at the same rate as for staff; they should be claimed in the same way using a claim form addressed to the Principal or Clerk.
- 13.2 Any other claims would have to be judged as 'reasonable and appropriate' by the chairs of two committees.

14. **HOSPITALITY AND GIFTS**

- 14.1 Governors should comply with the 'Guidelines for the Receipt of Hospitality and Gifts for Governors' (refer Appendix 5 Code of Conduct).

15. **CLERK'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS**

15.1 The Funding Agreement requires each Corporation to specify procedures it would expect the Clerk to follow if the Clerk believed the Corporation or any of its members were seeking to act beyond their powers.

15.2 There may be occasions when the Clerk feels their advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available within the College. The Clerk may take some or all of the following steps:

- (i) ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;
- (ii) ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
- (iii) report the matter to the next meeting of the relevant committee or full Corporation and ensure the matter is placed in the publicly available minutes;
- (iv) consult the College's external auditors.

15.3 The Clerk is authorised to obtain initial legal advice on such issues without the agreement of the College management or the Corporation. In such a case the Corporation may decide to obtain further legal advice.

15.4 If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in their judgement, the Clerk is authorised to refer the matter to the ESFA, and inform the Chair and the Principal that this has been done.

15.5 The Corporation adopts the advice in the Funding Agreement that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

VARNDEAN COLLEGE: COMPOSITION OF THE CORPORATION

As agreed on 11th December 2013, the composition of Varndean College Corporation shall be the following:

1. 17 members being:
2. (a) The Principal
- (b) 10 external members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions
- (c) Two Parents of students under the age of 19 nominated by other such parents and, in the event of there being more nominations than places, elected by a first past the post process in which each household with a student aged under 19 in College will have a vote.
- (d) Two Staff members, one nominated and elected by the teaching staff and one nominated and elected by the support staff. The election, by secret ballot, will be conducted by the Clerk to the Governors, on a first past the post basis.
- (e) Two Student members nominated by the student body and elected by the student body as officers of the Student Union Executive at its annual election.

Members in categories b and d shall normally serve for four years. Normally Parent members (c) will serve for a term of 2 years irrespective of how long their child remains as an enrolled full time student of the College. The Student members (e) will serve for the duration of their tenure of office on the Student Council.

3. Where a term of office ends or a vacancy arises then the Search & Governance Committee will make recommendations to Corporation regarding appointments. The appointing authority for any Corporation member is the Corporation.