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FIRCROFT COLLEGE OF ADULT EDUCATION

STANDING ORDERS FOR THE CONDUCT OF BUSINESS OF THE GOVERNING BODY AND ITS COMMITTEES

1. THE GOVERNING BODY

The Governing Body of the College is composed of the Trustees/Directors accountable in law for the operation of the College.

2. MEMBERSHIP

The membership of the Governing Body is set out in the Articles of Association.

3. APPOINTMENT OF CHAIR AND VICE CHAIR(S) OF THE GOVERNING BODY

- (1) The members of the Governing Body shall appoint or re-appoint the Chair and Vice Chair(s) at their first meeting in each academic year and they shall serve for a period of one year at a time. There is no limit to the number of times officers may be re-appointed, but it would normally be expected that such Governors would only serve for a maximum of three terms as a Governor ie. nine years. Standing Order 4.2 applies. The Chair and Vice Chair(s) shall be chosen from amongst the Independent Governors.
- (2) If neither the Chair nor a Vice Chair is present within ten minutes of the appointed time for holding the meeting of the Governors, the Governors present shall choose one of their number to act as Chair for that meeting (excluding ex- officio Governors or staff or student Governors). If the Chair or the Vice Chair arrives at a later point, the Acting Chair shall request the Governing Body to decide whether the chairing should be handed over or retained.
- (3) The Chair shall be authorised to act on behalf of the Governing Body between meetings and to report items of the Chair's actions to them at its regular meetings, particularly action agreed with the Principal on matters delegated by the Governing Body. Chair's Action shall normally be reserved for items of urgency or in taking forward routine matters of business.

4. APPOINTMENT/TERM OF OFFICE OF GOVERNORS

- (l) The Governing Body is the appointing body in respect of all Independent Governors.

- (2) All Governors, with the exception of the Principal and the Student Governors, shall be appointed for a term of three years in the first instance. Student Governors are appointed for the duration of their course. Staff Governors shall not be eligible to serve for more than one consecutive term. For all other Governors, at the end of that term they may be re-appointed for two further three year terms, by the agreement of a majority of the Governing Body. Only in exceptional cases, and by agreement of a majority of the Governing Body, can a term of office for other Governors be extended .
- (3) An ex-officio Governor shall remain a Governor for the period of their office.
- (4) Governors are required to attend all meetings of the Governing Body. Absence from three consecutive meetings of the Governing Body will give cause for the Governance Committee to consider their membership. A governor shall cease to be a governor and the office shall thereupon become vacant if they have been absent from meetings of the Governing Body for a period longer than twelve consecutive months except for a reason approved by the Governing Body.
- (5) In accordance with Clause 11.4(g) of the Articles of Association, the Governing Body may consider the removal of a Governor for misconduct. A proposal for removal shall be considered by the Governing Body on the recommendation of the Governance Committee, the Committee having considered the case. The individual concerned shall be given written notice in advance and provided with an opportunity to make written representations to the Committee considering the removal. The decision of the Governing Body shall be final.

5. MEETINGS OF THE GOVERNING BODY

- (1) The full Governing Body shall meet at least four times per year, a minimum of one meeting per term, and normally twice in the Autumn term. Other meetings shall be held as necessary.
- (2) Notification in writing of meetings for a full academic year shall be provided to Governors by an annual timetable agreed at each preceding July meeting.
- (3) The agenda shall be drafted by the Clerk in consultation with the Principal and Chair and finally agreed with the Chair. It will be circulated with the relevant papers usually seven calendar days before the meeting shall be held. However it shall not render meetings invalid if the agenda and papers are circulated less than seven days before the meeting.
- (4) Special Meetings: A special meeting may be summoned at any time by the Chair of the Governing Body or any two Governors upon not less than four days' notice in writing being given to the other Governors of the matters to be discussed, but if the matters include a resolution to amend the Articles of Association a general meeting of the Company Members must be called to consider a special resolution and at least 21 clear days' written notice of the meeting must be given . The prior written consent of the Charity Commission must be obtained where required. A special meeting may be summoned to take place immediately after an ordinary meeting.
- (5) A meeting includes a meeting at which the members attending are present in more than one location, provided that by the use of video-conferencing and/or teleconferencing facilities it is possible for every person present at the meeting to communicate with one another.

6. DECISIONS OF THE GOVERNING BODY BY WRITTEN RESOLUTION

Decisions shall normally be taken in meetings, but the Governing Body shall have power to pass written resolutions for certain types of business as follows:-

- Written resolutions shall be used if required for simple business of a procedural nature where the matter in question may be determined by a 'yes' or 'no' response and there is very limited scope for ambiguity.
- The Clerk to the Governing Body shall circulate by email or post any written resolution to all Governors in office and eligible to vote on the matter in question.
- Governors may provide their responses by email or by post to the Clerk to the Governing Body. Any timescales indicated shall be adhered to.
- The matter shall be carried where a simple majority of those Governors in office at the time have clearly indicated their support of a proposition or resolution in writing to the Clerk
- Decisions taken by written resolution shall be reported to the next available Governing Body meeting and shall be recorded in the minutes of that meeting.

7. QUORUM

- (1) The quorum for meetings of the Governing Body shall be 40% of the total number of appointed members of the Governing Body—and vacant positions shall not count for the purposes of determining a quorum. For the meeting to be quorate a majority of the members present shall be Independent Governors.
- (2) If the number of Governors assembled for a meeting of the Governing Body does not constitute a quorum, the meeting may be held, at the discretion of the Chair, though no decisions shall be taken nor shall any documents be approved. The notes of an inquorate meeting should normally record only that an inquorate meeting was held and the matters discussed.
- (3) If in the course of a meeting of the Governing Body the number of Governors present ceases to constitute a quorum, the status of the meeting shall be as covered at 7(2) above.
- (4) If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they think fit, cause a special meeting of the Governing Body to be summoned as soon as convenient.

8. ORDER OF BUSINESS

The business of every Governors' meeting shall normally be taken in the order in which it appears on the agenda. The Chair may at their discretion vary the order of business and/or as a matter of urgency or requirement of statute bring other business before the Governing Body.

9. COMMITTEES

A. Constitution of Committees

- (1) The Governing Body may create committees to transact its business apart from those items which may not be delegated.
- (2) Committees shall consist of a number of members specified by the Governing Body from time to time.
- (3) No substitute Governors are generally allowed at Committee meetings. In urgent cases where a committee meeting is likely to be inquorate and the delay in holding the meeting would be detrimental to the efficient discharge of its functions, the Chair of the Governing Body may authorise substitute governors to attend to ensure quoracy. Such stand-ins will

have full voting rights at the designated meeting. Any such cases will be reported to the next meeting of the Governing Body.

B. Powers

Each Committee shall operate within the powers laid down in its Terms of Reference, with particular consideration of the scope of those levels of authority devolved from the Governing Body to the respective Committees.

C. Membership

C.1. The membership of Committees shall be as laid down in the Terms of Reference.

C.2. Each Committee will be responsible for advising the Governance Committee, through the Clerk, about any shortfall in membership or skill levels.

C.3. The Governance Committee carries powers for recommending to the Governing Body the appointment of members to Committees.

C.4. All Committee members will serve for a term of three years which will then be eligible for renewal until their terms of office cease.

D. Appointment of Committee Chairs

The Chair of each Committee will be confirmed by Governing Body at its first meeting in each academic year. The Chair will serve for one year and be eligible for re-nomination.

E. Conduct of Meetings of the Committees

E.1. The meetings shall begin as near to the appointed time as possible. If the Chair has not arrived by the due start time, the Committee will nominate one of their number, who must be a serving member of the Governing Body, to act as Chair. In the absence of both Chair and Vice Chair, members shall choose a Chair from among their number.

E.2. Non-members may be allowed to attend meetings at the discretion of the Committee Chair, and in compliance with the College's Policy on Attendance at Meetings.

E.3. Meetings shall deal only with those items specified on the agenda though the Chair has the authority to allow an additional item to be taken in special circumstances.

10. AGENDA ITEMS

Any individual Governor may request that an item be included on the agenda of the Governing Body; items should normally be submitted to the Clerk at least 15 working days before the date of the meeting. The Clerk shall notify the Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Governing Body shall make the final decision as to inclusion of any item on the agenda.

11. PROCESS OF PAPERS

All papers must be provided to the Clerk for processing and circulation by ten days prior to any meeting. Generally, tabled papers may only be received as a matter of information and not for decision. However it is a matter for the Governors at each meeting to decide whether, in exceptional circumstances, they are willing to accept tabled papers for decision. All papers shall be dated, the author identified and shall use the standard template in force at the time. All papers should either carry a firm recommendation or be marked for information or discussion only.

12. PROCEEDINGS OF MEETINGS

- (1) The Governing Body and its Committees shall attempt to make its decisions by common consent amongst those members present, either physically or virtually, who are eligible to vote. Where a vote is taken, whether by a show of hands or otherwise, this shall be recorded. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- (2) No Governor or Committee member may vote by proxy or by postal vote.
- (3) No resolution of the Governing Body or that of its Committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (4) The Principal shall have the right to be a Governor of the College by virtue of office and may vote on any resolution of the Governing Body and where a member of a committee, the same right shall apply.
- (5) Officers reporting to the Governing Body or to a Committee, may not vote on any Resolution.
- (6) A Governor who is a member of staff, including the Principal, shall withdraw:
 - (a) from that part of the meeting at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered; and
 - (b) if so required by a resolution of the other Governors present, from that part of any meeting at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any other member of staff are to be considered.
 - (c) from that part of the meeting at which that member's re-appointment or the appointment of that person's successor is to be considered.
 - (d) from that part of a meeting at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is appointed by that class of staff.
- (7) Except as provided by rules and regulations made under Grievance and Disciplinary procedures relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of the meeting of the Governing Body or committee at which their conduct, suspension or expulsion, or that of any other student is to be considered.
- (8) In any case where the Governing Body or Committee is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff at the College a student member shall:
 - (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - (b) where required to do so by a majority of the Governors, other than student members, present at the meeting, withdraw from the meeting.
- (9) The Clerk
 - (a) shall withdraw from that part of any meeting at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement as Clerk are to be considered; and
 - (b) where the Clerk is a member of staff the Clerk shall withdraw in any case where a member of the Governing Body is required to withdraw under clause 12.(7)
 - (c) If the Clerk withdraws from a meeting, or part of a meeting under clause 12.(9)(a) or 12.(9)(b), the Governors shall appoint a person from among themselves to act as Clerk during their absence.

13. DECLARATION OF INTERESTS

- (1) Any Governor who has a financial or personal interest in any matter under discussion by the Governing Body or its committees shall declare that interest to the Governing Body before any discussion of the item. They shall not take part in the discussion, shall not form part of the quorum and shall not vote. They may be asked to withdraw from the meeting for the relevant item.
- (2) If a Governor is unsure as to whether personal interest may be involved or whether or not it would be appropriate to withdraw from the meeting for the discussion of that item, they shall seek advice from the Clerk to the Governing Body.

14. PROFESSIONAL ADVICE

- (1) The Governing Body may from time to time seek professional advice on matters before them, paying special attention to those matters where as trustees/directors, professional advice is recommended should be obtained. Governors, other than the Principal, who are themselves members of professions shall not offer such advice to the Governing Body. In their role as Governors they shall contribute to debate on the basis of their broad professional opinion which might determine a particular course of action.
- (2) Formal professional opinion shall be sought as required from appointed professional advisors in the appropriate field, who can then be held responsible for the advice provided.

15. MINUTES

- (1) The Chair shall put the question to the Governing Body that the minutes of the previous meeting of the Governing Body be approved as a correct record.
- (2) No discussion shall take place upon the minutes, except upon their accuracy. Any amendment or addition to the minutes shall be raised at this point. If no such questions are raised, the Chair shall move approval or receipt of the minutes, another member of the Governing Body shall second the motion and the Chair shall sign the minutes.
- (3) Short updating items may be raised under 'matters arising' once the minutes have been approved as a true record. Any other items previously discussed where further discussion is warranted, shall be included as substantive agenda items.
- (4) The Governing Body will require that all minutes of its Committees are dealt with in the same way as 15(1),15(2) and15(3) above.

16. ACCESS

- (1) Public access to information on governance will be in accordance with the Publication Schedule under the Freedom of Information Act 2000 and the Policy on Attendance at Meetings and access to papers and minutes approved by the Governing Body.
- (2) Attendance at meetings of the Governing Body and its Committees by members of the public and representatives of the press shall be in accordance with the policy identified at 16(1).

17. CONFIDENTIAL ITEMS

- (1) The Governing Body shall, with the advice of the Clerk to the Governors, decide whether any items on an agenda are to be regarded as confidential. If it is so decided, every Governor is bound by that decision and shall not divulge to any person who is not a member of the Governing Body, any aspect of the Governors consideration of the issue, except as may be authorised by the Governing Body.
- (2) Confidential items shall be minuted separately and a copy kept by the Clerk to the Governors in a secure location. In circumstances where the Governing Body decides that confidentiality extends only to the discussion of an issue and not to the decision at the conclusion of that discussion, the resolution on the item shall be minuted in the usual way.
- (3) The Governing Body shall keep under review any item deemed confidential and will release information if there is no longer a reason to keep it confidential. Matters concerning named individuals where disclosure would breach data protection principles, will not be subject to review and shall be maintained as confidential business.
- (4) The Governing Body shall from time to time invite persons to attend meetings as observers or as participants in, or advisers on, particular items of business that have been deemed to be confidential.

18. LENGTH OF MEETINGS/SUSPENSION OF STANDING ORDERS/ATTENDANCE AT MEETINGS OF THE GOVERNING BODY

- (1) No meeting shall be longer than three hours except where it is necessary to complete outstanding business in which case (2) below shall apply.
- (2) A suspension of standing orders shall be agreed by those members present at the meeting.
- (3) A summary of attendance shall be published in the Annual Governance Report.

19. APPOINTMENT OF STAFF

For the appointment of the Principal or other senior postholder (to be defined as the members of the Senior Management Team as it is composed at the time of the appointment) the following procedures shall be observed:

- (a) the post shall be advertised nationally.
- (b) a selection panel shall be agreed consisting of at least three Independent members of the Governing Body, plus the Principal (except where their successor is being appointed).
- (c) the panel shall determine the arrangements for, and shall conduct, the interview and make a recommendation to the Governing Body.
- (d) in the event of the Governing Body not approving the recommendation, or the Panel being unable to agree on one, the Governing Body shall require the Panel to make a further recommendation with or without re-advertisement.
- (e) responsibility for the arrangements for the appointment of staff other than those of senior staff posts designated above as Governor's appointments, shall reside with the Principal.

20. Articles of Association

A copy of the Articles of Association and of any rules and regulations, shall be available to every member of the Governing Body and shall be available to others for inspection upon request during normal office hours at the College.

