

Preston's College

Standing Orders

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Policy Owner: Board
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CMT		
Unions		
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Employers/Stakeholders		

Any Associated Documentation, for Reference:

The College's Instrument and Articles
 Committee Terms of Reference
 Schedule of Delegation

**Standing Orders of the
Board and its
Committees**

March 2021

1. Introduction

The primary aspects of the constitution for Preston's College are set out within its Instrument of Government ("Instrument") and Articles of Government ("Articles"). They provide a high level framework that the Corporation must operate within. The rules they set out are not particularly comprehensive and, in areas, require elaboration for clarity.

The Board has the power to agree how the Corporation acts within the parameters of this framework and can set additional rules and procedures, provided that they do not contradict the rules set out within the Instrument and Articles. Typically Colleges set these additional rules by adopting a set of "Standing Orders". It is good practice to review the Standing Orders regularly.

This document sets out the Standing Orders for the College.

2. The Roles of the Chair, Principal and Chief Executive and Clerk

a) The Role of the Chair

The Chair will:

- i) Lead the Corporation as a team, ensuring that its business is carried out efficiently and that members exercise collective responsibility.
- ii) Ensure that the Corporation sets the vision, strategic direction, objectives and performance indicators for the College, and work collaboratively with the Principal/Chief Executive to achieve this.
- iii) Ensure that the Corporation assesses the College's performance against its strategic objectives and performance indicators.
- iv) Ensure that Corporation members recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Corporation business so that the Corporation focuses on strategy, performance and accountability.
- v) Develop a constructive working relationship with the Principal/Chief Executive, the management team and the Clerk, based on regular communication and a shared commitment to ensuring the Corporation's ongoing effectiveness.
- vi) Work with the Principal/Chief Executive and Clerk to ensure that the Corporation receives the information required to conduct its business, enable rigorous scrutiny of the strategic management of the college, monitor risk and make clear decisions.
- vii) Work with the Principal/Chief Executive and Clerk to ensure that the Corporation's business is conducted efficiently and with the integrity required by those responsible for the use of public funds.
- viii) Work with the Principal/Chief Executive and Clerk to ensure that the Corporation has effective arrangements for monitoring the college's performance and its quality improvement.
- ix) Enable Corporation members to work effectively as a team and provide constructive challenge, seeking the views of all members and building consensus.
- x) Ensure that the process of appointing a new Principal/Chief Executive and other senior post-holders is led effectively.
- xi) Be responsible for instigating any disciplinary action against the Principal/Chief Executive and other Senior Post Holders
- xii) Ensure that the Corporation, through its Search and Governance Committee, has a

process for succession planning and recruiting new Corporation members to achieve a balance of skills and to reflect stakeholder interests and the communities it serves.

- xiii) Review the Board agenda and decide if any constituency of governors should withdraw and/or the item considered under Part 2. This should be ratified by the Board (paragraph 11).

b) The Role of the Principal and Chief Executive

- i) The Principal and Chief Executive, supported by the Executive Leadership Team, is responsible for implementing the Board's vision and mission for the College. The Principal and Chief Executive is responsible for, inter alia, the following functions:
- ii) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- iii) the determination of the institution's academic and other activities;
- iv) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- v) the organisation, direction and management of the institution and leadership of the staff;
- vi) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than Senior Post Holders or the Clerk, where the Clerk is also a member of the staff; and
- vii) maintaining student discipline and, within the rules and procedures provided for within the Corporation's constitution, suspending or expelling students on disciplinary grounds or expelling students for academic reasons."

c) Clerk to the Corporation

- i) The Clerk must be appointed by and be accountable to the Corporation.
- ii) The Clerk is responsible for ensuring, with the Chair, that the business of the Corporation is conducted smoothly and efficiently; that the Corporation operates within its powers; and follows agreed and proper procedures.
- iii) Should the Corporation establish any related entities, the Clerk to the Corporation shall normally act as Clerk or Company Secretary (as appropriate) to those entities.
- iv) The Corporation is responsible for ensuring that appropriate arrangements are in place to ensure the independence of the Clerk, including ensuring that the Clerk reports to and is line managed by the Chair. The Clerk retains the authority to independently seek external advice when it is required.
- v) In the temporary absence of the Clerk the Corporation must appoint a person to serve as a temporary Clerk. The Principal and Chief Executive is ineligible to act as Clerk. If the Clerk has to withdraw from a Board or Committee meeting the Corporation must appoint a person from amongst themselves to act as Clerk during this absence.
- vi) The performance of the Clerk should be subject to an annual appraisal by the Chair.

d) The Importance of Separation

It is crucial that the Board, Chair, Principal and Chief Executive (and all other staff) recognise the separation between their roles. Governors are required to oversee the management of the college

on behalf of the community, learners and external stakeholders but must not allow themselves to be drawn into the actual managing and running of the college. The focus of Governors is strategic and monitoring the achievement of the agreed strategic targets. The Board should provide “strategic leadership and direction” for the College, “set and approve policies, define expectations, delegate powers, and verify performance towards delivering strategic aims and objectives.” (Association of Colleges “Creating Excellence in College Governance”). A common theme of governance failures is the blurring of governance boundaries.

3. The Corporation Board

a) Composition of the Board

The Corporation Board shall comprise of 21 members including the following:

- i) The Principal and Chief Executive;
- ii) Up to 3 Student Members to be nominated by an appropriate student body,
 - one student governor 16-18,
 - one student governor FE
 - one student governor HE.

Student governors should be elected by their appropriate constituencies:

The 16-18 governor can be elected by the Student Council.

The Clerk to oversee the election process for student governor elections.

- iii) Up to 2 Staff Members to be elected from the constituencies of Academic and Business Support staff, with the Clerk overseeing the election process
- iv) Up to 15 ‘External’ members – who must be persons who appear to have the necessary skills to ensure that the Corporation carries out its functions under its Articles of Government and must have been recommended for appointment by the Search and Governance Committee.

The ‘External’ members set out above may include a number of College alumni

b) Terms of Office

- i) All members, excluding the Principal and Chief Executive must be appointed for a given term. For the avoidance of doubt provisions 3 (b) (iii) to 3 (b) (v) do not apply to the Principal and Chief Executive.
- ii) Student Members shall be appointed normally for 1 year terms of office but up to two years and, subject to clause 3 (b) (v), may be re-elected.
- iii) Staff Members shall be appointed for 2 year terms and subject to clause 3 (b) (v), may be re-appointed.
- iv) External members shall be appointed for terms of office of between 1 and 4 years and, subject to clause 3 (b) (v) may be reappointed.
- v) Unless they are appointed as Chair of the Board, no member may normally serve for more than 8 years in total.
- vi) The Chair of the Board may serve for up to 8 years as Chair, in addition to any period of office (of up to 8 years) he or she served prior to their appointment as Chair. For the avoidance of doubt this means that in some circumstances the Chair of the Board may serve on the Board for up to an absolute maximum of 16 years. However, this should be in exceptional circumstances.

c) Appointment of Independent Governors to the Board

- i) The Board must consider the recommendations of the Search and Governance Committee when making decisions in respect of the appointment or reappointment of independent members.
- ii) The Corporation Board should be representative of the community served by the College.
- iii) The Search and Governance Committee should support the Board in seeking to ensure the membership of the board is diverse and representative of the community served by the College.
- iv) The Search and Governance Committee should ensure there is a transparent and open selection process for applicants to the Board and consider the best methods of attracting a diverse range of candidates with the skills the Board requires.
- v) The Search and Governance Committee should have regard to the need to combat discrimination, promote equality and ensure the Corporation Board has the appropriate mix of skills and experience.
- vi) The Clerk should, from time to time, facilitate a Skills Audit of Members to inform the Search and Governance Committee and/or Board.

d) Induction Year

- i) The first year following appointment of External and staff members is an 'Induction Year' The Search and Governance Committee must undertake an induction review of all staff and External members 12 months from the date of their appointment, or as soon as practicable thereafter.
- ii) The Search and Governance Committee should, with reference to the governor role portrait and personal specification, review the performance and contribution of the member throughout their Induction Year and make a recommendation to the Board as to whether or not they should complete their term of office. The decision of the Committee should also take into consideration, following consultation with the member whether the individual is, in hindsight, the optimal fit for the Corporation.

e) Members Wishing to Resign

Members wishing to resign must do so by writing to the Clerk.

4. Appointment of Chair and Vice-Chairs

- a) The Board must appoint a Chair and up to two Vice Chairs from amongst its number. The Principal and Chief Executive as well as staff members and student members are not eligible for appointment as Chair or Vice-Chair.
- b) The terms of office of the Chair and Vice-Chair must be determined by the Corporation. The term of office should not exceed four years, after which the Chair and Vice Chair would be eligible for re-appointment for a second term of up to four years (see 3 (b) vi).
- c) If both the Chair and Vice-Chair are absent from a meeting, the Members present must make a nomination to act as Chair for that meeting (excluding the Principal and Chief Executive and staff/student Members as 4 (b) above).

5. Members' Interests

- a) An 'interest' could be financial or otherwise and is taken as being a connection which could interfere with the exercise of independent judgment or, if publicly known, be perceived as being likely to influence judgment.
- b) Each Member must, upon appointment, complete a Register of Interests form and submit this in writing to the Clerk. Members must inform the Clerk of any changes to their interests on an ongoing basis. The Clerk should contact each member on an annual basis to obtain any updates to their

Register of Interests.

- c) At each meeting, each Member must declare any interests they may have in any specific items of business to be transacted at that meeting.

6. Standards of Conduct

Members must adhere to the Code of Conduct for Corporation Members (Chapter 5 (a) of Governing Documents Handbook). By accepting appointment to the Corporation each member agrees to abide by the Code of Conduct.

Members must demonstrate:

- a commitment to the expected values and behaviours associated with operating at Preston's College.
- the high standard of conduct as outlined in the [Code of Good Governance for English Colleges](#) and adhere to the seven Nolan Principles: Selflessness Integrity Objectivity Accountability Openness Honesty Leadership

as well as being "Respectful, professional, prudent, and passionate about education and good governance.

7. Decisions in Writing – Written resolutions

- a) Decisions may be taken in writing by the Board and any of its Committees. This includes communication via email.
- b) Such decisions must only be taken in writing /via email where the Chair (subject to 7 (e) below) of the relevant body agrees that the matter is urgent, cannot wait until the next meeting and does not warrant the convening of a special meeting.
- c) Any such decision in writing must be agreed by at least enough members to form a majority for that body, excluding any members not eligible to vote on the matter, however for urgent matters the Chair could accept a quorum.
- d) Such decisions shall be as valid and effectual as if passed at a duly convened meeting of that body.
- e) Should the Chair be unable to participate in any aspect of this process by reason of unavailability, the Vice-Chair shall have the power to act as Chair.

8. Delegated authorities

a) Chair's action (delegated authority of the Chair)

The Chair is authorised by the Corporation Board to act on its behalf between meetings as set out in the Instrument and Articles, Standing Orders, Financial Regulations or Schedule of delegation. Generally, any actions would be after consultation with the Vice Chair or the Chair of the appropriate committee of the Corporation. Any such action is then reported to the next meeting of the Corporation Board and recorded in the minutes.

b) Schedule of Delegation

The College's Scheme of Delegation, at Chapter 3, distinguishes between matters reserved exclusively for the Corporation's approval or decision, and matters delegated to committees and individuals/College management.

Appendix A and Appendix B of The Schedule of Delegation details the documents, policies and procedures which require approval of the Corporation Board.

9. Committees of the Corporation

- a) The rules stated in these Corporation Procedures shall also apply to all meetings of the

Committees and working groups unless otherwise stated.

- b) The Corporation may establish and disestablish any Committees and/or Working Groups as it sees fit, subject to the fact that any Committee structure must include Search and Audit functions. Committee membership will be agreed by the Board, with advice from the Search and Governance Committee.
- c) Any Committees or Working Groups established by the Board must have clear, formal Terms of Reference, which shall be agreed by the Board.

10. Arrangements for Meetings of the Corporation

a) Meeting cycle, arrangements and quoracy

- i) Board and Committee meetings will be held according to operational need and should normally include up to two strategic planning events in each year. A schedule of planned Board and Committee meetings should be agreed by the Board in advance of each Academic Year.
- ii) Special meetings may be called by the Chair or Vice-Chair or at the request, in writing to the Clerk, of five Members of the Corporation.
- iii) For Board and committee meetings, members attending can be present in more than one room, provided that by the use of videoconferencing facilities or teleconference facilities it is possible for every person participating in the meeting is able to hear and speak to each other throughout the meeting.
- iv) A quorum shall comprise at least 40% of the members of the Board, except where the Corporation is considering an item of business from which, because of its nature, any member may be required to withdraw. In such cases the quorum for that item of business shall be at least 40% of the members entitled to be present at the meeting for consideration of the item.

b) Agendas and Papers for Meetings

- i) The Clerk should endeavour to send written notice of a meeting of the Corporation, together with the agenda at least seven days in advance of the meeting.
- ii) All accompanying written reports will normally be circulated with the agenda. In exceptional circumstances the reports should, as a minimum, be made available to Members three days before the date of the meeting. Papers should not be tabled at a meeting except as late items of urgent business and with prior approval of the Chair.
- iii) All reports/documents to be submitted by the management of the College should be in the standard format required by Corporation.
- iv) The agenda for Corporation meetings should be compiled by the Clerk, in consultation with the Chair and Principal and Chief Executive, taking into account the key agenda items included in the Annual Schedule of Business.
- v) Any Member requesting an item to be placed on the agenda should provide the Clerk with the request two weeks in advance of the meeting.
- vi) Matters should not be raised under 'Any Other Business' as a general rule, however prior approval of the Chair should be sought to raise a particular issue which has arisen since the publication of the agenda.

c) Minutes of Meetings

- i) The Clerk is responsible for the accurate recording of the minutes.

- ii) Separate minutes must be taken of those parts of meetings from which members, staff, students and/or the Clerk have withdrawn and, in most circumstances, those withdrawing from a meeting shall not be entitled to see the minute or any papers relating to the item of discussion. The Chair /Acting Chair of the meeting, or deputy Chair, will determine whether the minute or paper can be seen by the member, staff or student withdrawing from the meeting.
- iii) Draft or confirmed Minutes of meetings of Committees should be presented to the Corporation for discussion, action and/or information at the next scheduled meeting. The Minutes may be briefly talked through by the Chair of the Committee.
- iv) In the absence of confirmed Minutes, the Chair of the relevant Committee may provide a brief update on the key discussions and decisions taken by the Committee at their meeting.

d) Access by others

- i) Members of the Corporation and the Clerk shall be the only persons entitled to attend all meetings of the Corporation.
- ii) The Corporation should consider whether individual employees are required to attend meetings of the Corporation or Committees so that Members have access to particular information and advice.
- iii) Whilst the majority of business conducted by the Corporation will not be confidential and agendas and papers will therefore be open to inspection, all meetings will normally be held in private.
- iv) Any person/s seeking to attend a meeting of the Corporation as an observer must contact the Clerk in writing who will arrange for the request to be considered by the Corporation. While considering such requests, the Corporation must pay due regard to the reason for the request to attend.
- v) Where any person/s is given observer status at a meeting of the Corporation the Chair should stress that certain items of business could be regarded as confidential. In such cases the person/s will be required to withdraw from the meeting.
- vi) Unless specifically determined otherwise, any person/s given observer status does not have speaking rights during a meeting of the Corporation.

11. Conduct of Meetings

a) Interests

- i) When acting on behalf of the Corporation, Members must, at all times, take decisions in the best interests of the Corporation.
- ii) All discussions at meetings should be conducted through the Chair.
- iii) Any Member with a personal interest in a matter must *not* take part in the consideration of the matter, nor vote in respect of it, nor be counted in the meeting's quorum.
- iv) Any Member with an interest must withdraw from the meeting, or part of meeting, if required to do so by a majority of members present at the meeting.
- v) Staff Members (including the Clerk if they are a member of staff):
 - may be asked to withdraw when staff matters are to be discussed relating to a member or prospective member of staff holding a post senior to that member.
 - must withdraw when staff matters are to be discussed that relate solely to them, the re-appointment or appointment of their successor, or the pay or conditions of service of all staff (or staff of a particular class) where they are acting as a representative of the relevant group.

- vi) Student Members may be asked to withdraw when staff matters are to be discussed relating to a member or prospective member of staff.
- vii) The Clerk must withdraw when there is to be consideration of his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement
- viii) Any Member unsure as to whether or not they have an interest in a particular matter should seek advice from the Clerk as far as possible in advance of the meeting.

b) Voting

- i) The Chair may call for a vote if there is a clear expression of dissent regarding a proposed decision and/or at least one Member requests a vote.
- ii) Votes are taken on a show of hands unless the majority of members agree that the vote should be conducted by secret ballot. Where there is an equal division of votes, the Chair has a second or casting vote.
- iii) A student Member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- iv) No decision of the Corporation 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 (i.e. cannot be taken as 'matter arising').
- v) The Corporation is collectively responsible in taking decisions. Guidance on member responsibilities and conduct is provided in the 'Code of Good Governance for English Colleges'.

12. Access to Information on Corporation Proceedings

- a) The College has a publication scheme under the Freedom of Information Act 2000.
- b) The Corporation operates under the broad principles of the Core Values of College Governance as set out with in the English College's Code of Good Governance. These include openness and accountability. In line with these principles the Corporation has determined that wherever possible business will not be treated as confidential, and that all agendas, reports and other documents will be available, on request, to the public with the exception of certain excluded items.
- c) The following are regarded as confidential and therefore excluded from public access:
 - i) material relating to: individual employees, former employees or applicants to become employees of the College; particular office holders, former office holders or applicants to become office holders of the Corporation (which includes Members of the Corporation); individual students, former students or prospective students; and the Clerk.
 - ii) information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity);
 - iii) the amount of any expenditure proposed to be by the Corporation under any particular contract for the acquisition or disposal of property or the supply of goods or services;
 - iv) the amount of any expenditure proposed to be incurred by the Corporation under any particular contract for the acquisition or disposal of property or the supply of goods or services;
 - v) any terms proposed or to be proposed by or to the Corporation in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services;

- vi) information relating to any consultations or negotiations in connection with any labour relations matter arising between the Corporation and employees of, or office holders under, the Corporation;
 - vii) any instructions to counsel and any opinions of counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Corporation, or the determination of any matter affecting the Corporation; and
 - viii) any matters that are deemed to be commercially sensitive.
- d) All items relating to individual persons are to remain confidential for all time.
 - e) Subject to the above, all decisions regarding the release of meeting papers should be considered in line with the College's Freedom of Information and Data Protection policies and all relevant legislation, with authority delegated to the Principal and Chief Executive, in consultation with the Data Protection Officer, Clerk and any other relevant officers, to determine, from time to time, which meeting papers should be withheld from publication or release.
 - f) All non-confidential agendas, papers and minutes of the Corporation and its Committees must be made available for inspection through the office of the Clerk, during normal office hours.
 - g) The minutes of the meetings of the Corporation and its Committees, once they have been approved by the Corporation and signed by the Chair, with the exception of confidential/excluded items, must be published on the College website

13. Statements Made on Behalf of the Corporation

- a) Statements on behalf of the Corporation must only be made by the following:
 - i) the Chair, or, in his/her absence the Vice-Chair; and
 - ii) the Principal and Chief Executive.
- b) Where Members are approached for statements pertaining to the Corporation they must, in all such instances, rather than engaging in dialogue, refer the matter to the Clerk

14. Expenses

Members may claim expenses for travelling and subsistence in accordance with the Policy and Procedures on Payment/Re-imbursment of Allowances and Expenses to Members of the Board Regulations.

15. Complaints and Whistleblowing

The College has grievance and complaints procedures and a Whistleblowing Policy and Procedure.

Any concerns about the conduct of the Corporation or any member of the Corporation should be made to the Clerk to the Corporation. Upon receipt of a complaint the Clerk will notify the Chair or Vice Chair of Corporation. The complaint will be raised with the individual(s) concerned and referred to the Corporation.

Complaints about the Clerk may be directed to the Chair and or the Principal and should be done so through the Principal's office. The complaint will be raised with the Clerk and referred to the Corporation.

16. Amendments to Standing Orders and Committee Terms of Reference

- a) The Clerk should review the Standing Orders and Committee Terms of Reference regularly to incorporate improvements and/or amendments to meet changed circumstances.
- b) Amendments to these Standing Orders and the Committee Terms of Reference require the approval of the Corporation.

17. Committee Structure

The Corporation shall have the following Committees, each with their own Terms of Reference, with the Terms of Reference listed in Part 6 of the Governing Documents Handbook :

- a) Appeals Committee
- b) Audit Committee
- c) Resources Committee
- d) Search and Governance Committee
- e) Senior Post Holder Remuneration Committee
- f) Special Purposes Committee – under development
- g) Quality and Standards Committee