

# **STANDING ORDERS OF THE BOARD AND ITS COMMITTEES**

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**Any Associated Documentation, for Reference:**

Instrument and Articles Committee Terms of Reference Schedule of Delegation Policy for the Appointment and Re-appointment of Governors and Co-opted Members Procedure for the Appointment and Re-appointment of Independent Members and Co-opted Members
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# Standing Orders of the Board and its Committees

July 2025

## 1. Introduction

The primary aspects of the constitution for Preston 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 Preston College.

### Definitions

In these Standing Orders and Committee terms of reference the following expressions shall have the following meanings:

alumni"

A former student of the College.

"Board" or "Governing Body" means the Governing Body of Preston College.

"Chair" "Vice Chair"

Chair or Vice Chair of the Corporation/Governing Body, unless stated otherwise.

"The Clerk" means the Director of Governance (designation in use at Preston College) and any person acting as Director of Governance.

"College"

this College; Preston College

"Co-opted Member"

Person appointed to a Board committee by the Board as a co-opted member.

"Corporation"

the College corporation which was established and designated by the Secretary of State for the purpose of conducting the College;

"Independent Member"

Member of the Governing Body that is not a Staff, Student, Co-opted Member or the Principal and Chief Executive.

"Member"

Member of the Governing Body,

"Staff Member"

Staff appointed by the Board as a member of the Governing Body.

"Student Member"

Student appointed by the Board as member of the Governing Body.

Throughout the Standing Orders "Member" or "Members" may be substituted by "Governor" or "Governors" and "Corporation" by "Governing Body" or "Board" as appropriate.

### 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, students 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.

## **2. The Corporation Board**

### **a) Composition of the Board and Committees**

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

- i) The Principal and Chief Executive;
- ii) Up to three 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 e.g:

The 16-18 student governor can be elected by 16-18 students.

The student governor (FE) is elected by FE students.

The student governor (HE) is elected by HE students.

The Director of Governance to oversee the election process for student governor elections.

- iii) Up to two staff members to be elected from the constituencies of Academic and Business Support staff, with the Director of Governance overseeing the election process. The staff governors are elected by their appropriate constituency.
- iv) Up to 15 ‘Independent’ 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 Independent Members set out above may include a number of College alumni.

- v) The composition of the Board’s Committees is set out in each committee’s terms of reference. The Board can co-opt members to the Audit and Risk Committee, Quality and Standards Committee, Resources Committee and Search and Governance Committee.

### **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 2 (b) (iii) to 2 (b) (v) do not apply to the Principal and Chief Executive.
- ii) Student Members shall be appointed normally for one year term of office but up to two years and, subject to clause 2 (b) (v), may be re-elected.
- iii) Staff Members shall be appointed for two year terms and subject to clause 2 (b) (v), may be re-appointed.
- iv) Independent Members shall be appointed for terms of office of between one and four years and, subject to clause 2 (b) (v) may be reappointed.
- v) No Member may normally serve for more than eight years in total. Where a third term is approved by the Board, there should be extenuating circumstances. No member should serve more than 12 years in total.

- vi) Unless they are appointed as a Member of the Governing Body, no Co-opted Member may normally serve for more than eight years in total. Where a third term is approved by the Board, there should be extenuating circumstances. A Co-opted Member, if appointed to the Corporation Board can serve up to eight years as a member of the Governing Body in addition to any period served as a Co-opted Member.

Co-opted Members shall be appointed for terms of office of between one and four years and, subject to clauses 2 (b) (v)), may be reappointed.

**c) Appointment and Re-appointment of Independent Governors to the Board**

- i) The Policy for the Appointment of Independent Governors and Co-opted Members and the Procedure for the Appointment of Independent Governors and Co-opted Members must be followed. 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 and Co-opted 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 Director of Governance should, from time to time, facilitate a Skills Audit of Members to inform the Search and Governance Committee and the Board.

**d) Induction Year**

- i) The first year following appointment of Independent Members, Staff Members and Co-opted Members is an 'Induction Year' The Search and Governance Committee must undertake an induction review of all Independent Members, Staff Members and Co-opted 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/Co-opted Member role description 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/Committee.

**e) Members and Co-opted Members Wishing to Resign**

Members and Co-opted Members wishing to resign must do so by writing to the Director of Governance.

**3. 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, staff governors and students governors 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 2 (b) v).

- 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 governors as 3 (a) above).

#### **4. 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 and Co-opted Member must, upon appointment, complete a Register of Interests form and submit this in writing to the Director of Governance and must inform the Director of Governance of any changes to their interests on an ongoing basis. The Director of Governance should contact each Member/Co-opted member on an annual basis to obtain any updates to their Register of Interests.
- c) At each meeting, each Member / Co-opted Member must declare any interests they may have in any specific items of business to be transacted at that meeting.

#### **5. Standards of Conduct**

Members and Co-opted Members must adhere to the Code of Conduct for Corporation Members (Chapter 5 (a) of Governing Documents Handbook). By accepting appointment to the Corporation or appointed as a Co-opted members each Member/Co-opted member agrees to abide by this Code of Conduct.

Members and Co-opted Members must demonstrate:

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

#### **6. 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 6 (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/Co-opted Members to form a majority for that body, excluding any members not eligible to vote on the matter.
- 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.

#### **7. 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. Any new policies also require approval of the Corporation Board.

## **8. 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.

## **9. 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 Director of Governance, of five Members of the Corporation.
- iii) For Board and committee meetings, Members/Co-opted 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. If a meeting is, or becomes, inquorate, at the discretion of the Chair, Members present can discuss the remaining items. However, no decisions can be made or actions agreed.

### **b) Agendas and Papers for Meetings**

- i) The Director of Governance 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 Director of Governance, in consultation with the Chair and Principal and Chief Executive, taking into account the

key agenda items included in the Annual Forward Work Programme.

- 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 Director of Governance is responsible for the accurate recording of the minutes.
- ii) Separate minutes must be taken of those parts of meetings from which Members, Co-opted Members, staff, students and/or the Director of Governance 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 Vice Chair, will determine whether the minute or paper can be seen by the Member, Co-opted 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. With the approval of the relevant chair, draft minutes can be approved by written resolution between meetings.
- 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 Director of Governance 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 Director of Governance 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.

**e) Sabbatical for Members of the governing body**

- i) A Member or Co-opted Member cannot be absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
- ii) Corporation Members (not including student governors serving a year term) may, at any time, request to undertake a period of sabbatical leave from Board membership.
- iii) Requests for sabbaticals should normally be made in discussion with the Chairperson of the

Corporation and/or the Director of Governance to the Board and formally submitted to the Search and Governance Committee for consideration. The Search and Governance Committee should review and make a recommendation to the Board. Periods of sabbatical leave should normally only last for a maximum of one year. However, periods of leave can be extended by approval of the Board. During the period of absence, the individual ceases to be a trustee but at the end of it they automatically are appointed as a trustee (subject to compliance checks).

- iv) Following the completion of the approved period of sabbatical leave, the Director of Governance to the Board will arrange for the Member to have a catch-up meeting to enable them to be appraised of actions and developments during their absence.

## **10. Conduct of Meetings**

### **a) Interests**

- i) When acting on behalf of the Corporation, Members and Co-opted 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 or Co-opted 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, or Co-opted 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 (including the Principal and Chief Executive, staff governors, staff in attendance and the Director of Governance 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 Director of Governance must withdraw when there is to be consideration of his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement.
- viii) Any Member or Co-opted Member unsure as to whether or not they have an interest in a particular matter should seek advice from the Director of Governance 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 or Co-opted 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) 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').
- iv) 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'.

## **11. 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/Co-opted Members of the Corporation); individual students, former students or prospective students; and the Director of Governance;
  - 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, Director of Governance 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 Director of Governance, during normal office hours.
- g) The minutes of the meetings of the Corporation and its Committees, once they have been approved by the Corporation, with the exception of confidential/excluded items, must be published on the College website.

## **12. 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 or Co-opted 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 Director of Governance.

## **13. Expenses**

Members and Co-opted Members may claim expenses for travelling and subsistence in accordance with the Policy and Procedures on Payment/Re-imbursement of Allowances and Expenses to Members of the Board Regulations. Members and Co-opted Members can also claim for costs relating to care of dependents whilst attending meetings.eg childcare costs.

## **14. 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 or Co-opted Member should be made to the Director of Governance to the Corporation. Upon receipt of a complaint the Clerk will notify the Chair or Vice Chair of Corporation or the Chair of the Audit and Risk Committee. The complaint will be raised with the individual(s) concerned and referred to the Corporation.

Complaints about the Director of Governance may be directed to the Chair and/or the Principal and should be done so through the Principal's office or directly to the Chair. 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 Director of Governance 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 and Risk Committee
- c) Resources Committee
- d) Quality and Standards Committee
- e) Search and Governance Committee
- f) Senior Post Holder Remuneration Committee
- g) Special Purposes Committee