



STOCKPORT
COLLEGE

STANDING ORDERS

OF

THE CORPORATION

2009/2010

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JB WATSON
CLERK TO THE CORPORATION

**STANDING ORDERS
FOR
THE CORPORATION OF STOCKPORT COLLEGE***

*Stockport College was established on 1st January 2006 following the merger of Stockport College of Further and Higher Education and North Area College, Heaton Moor, Stockport.

The College currently comprises of two campuses, The Town Centre Campus on Wellington Road South & the Heaton Moor Campus on Buckingham Road, Heaton Moor.

LIST OF CONTENTS

Para

- 1 Introduction
- 2 The Principles of Public Life (Nolan)
- 3 Composition and Membership of the Corporation
- 4 Attendance by Members at Meetings of the Corporation
- 5 Public Access to Meeting
- 6 Publication of Minutes and Papers
- 7 Proceedings of Meetings
- 8 Withdrawal of Members from meetings for Confidential or other Specified Items of Business
- 9 Appointment of the Chair and Vice-Chairs
- 10 Agenda for Meetings
- 11 Delegation of Powers for the Corporation
- 12 Special Meetings of the Corporation
- 13 Use of the Corporation Seal
- 14 Allowances to Members of the Corporation
- 15 The Continued Eligibility of Governors as Members of the Corporation
- 16 Code of Conduct
- 17 Register of Interests
- 18 Statements made on behalf of the Corporation
- 19 Amendments to the Standing Orders
- 20 Independent Legal Advice

1. Introduction

- 1.1 The Instrument and Articles of Government set out the statutory duties and responsibilities of members of the Corporation and the Principal. The Standing Orders for the Corporation which follow supplement the provisions of the Instrument and Articles and set out the rules which determine how meetings are conducted. They are drawn up and agreed by the Corporation, are given to every member on appointment and should be the basis on which the Chair of the Corporation and the Chairs of the respective Committees conduct meetings.
- 1.2 It is the responsibility of the Clerk to the Corporation to interpret the Instrument and Articles of Government and the Standing Orders for the Corporation and its Committees and to advise the Corporation (or if appropriate the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member) is in breach of the regulations.
- 1.3 The Clerk, and in some cases members of the Corporation must have regard to local or longstanding custom and practice as far as it relates to the work of the Corporation and are recommended to familiarise themselves with College Policies and Procedures including the Financial Memorandum entered into by the College with the Learning and Skills Council.
- 1.4 These Standing Orders take into account the modifications to the Instrument of Government adopted on 1st January 2008.

2. The Principles of Public Life (THE NOLAN PRINCIPLES)

- 2.1 The establishment of the Standards Committee (The Nolan Committee) in 1994 stemmed from a widespread concern over departures from customary standards of public conduct. There had been instances of corruption, incompetence and partiality involving Ministers, Members of Parliament, Civil Servants, and Local Government, which were collectively referred to as “sleaze” and which seemed commonplace.
- 2.2 The definition of “public life” was all embracing and the Nolan Report when published **IDENTIFIED SEVEN GENERAL PRINCIPLES OF CONDUCT**, which should underpin public life.

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interests clearly demands.

HONESTY

Holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principals by leadership and by example.

THE NOLAN PRINCIPLES UNDERPIN THE INSTRUMENT OF GOVERNMENT AND THE STANDING ORDERS OF THE CORPORATION.

3. Composition and Membership of the Corporation

- 3.1 The Corporation on 4th May 2006 made a fresh determination of membership numbers under Clause 2 of the IOG determining that the Corporation shall consist of **20 members**, until otherwise determined by the Corporation.

- 3.2 A member of the Corporation, other than student members, shall hold and vacate office in accordance with the terms of his/her appointment but the length of the term of office shall not exceed four years. The term of office for student members shall normally be for one academic year.
- 3.3 Retiring members shall be eligible for re-appointment to the Corporation but all appointments and re-appointments are subject to the consideration and recommendation to the Corporation by the Search Committee. All vacancies on the Corporation other than the Principal (Chief Executive) who is an ex officio member of the Corporation, shall be filled in accordance with the Terms of Reference of the Search Committee and approved by the Corporation.
- 3.4 The Corporation on 9th March 2006 resolved that until such time as a balance of membership on the Corporation has been achieved the term of office of any Governor re-appointed for a further term of office be restricted to two years.
- 3.5 Persons under 18 years (other than the student member) shall be excluded for nomination as a new member to serve on the Corporation. Members are required to declare their eligibility annually on request from and to the Clerk of the Corporation.
- 3.6 The Clerk to the Corporation will, in a letter to all members on their appointment or reappointment to the Corporation, confirm the terms and conditions including period of appointment. All new members will be required to comply with the Governor, Training and Mentoring policy.

4. Attendance by Members at Meetings of the Corporation

- 4.1 Members are required to attend meetings of the Corporation. All meetings of the Corporation and Standing Committees will be scheduled at least one academic year in advance and members will be expected to maintain a minimum attendance of 75%.
- 4.2 Additional 'Special' meetings may be called as and when circumstances require.
- 4.3 Members, because of unforeseen or unavoidable circumstances, may apply for leave of absence if they are unable to fulfil the attendance requirement by writing to the Clerk of the Corporation for consideration by the Corporation.
- 4.4 Apologies for absence must be submitted to the Clerk to the Corporation on the prescribed form or by e-mail at least 3 days in advance of a meeting. Apologies for absence will be considered at each meeting and if so determined by the Corporation/Committee a resolution will be recorded approving the member's absence.

- 4.5 If a member is in breach of the above Attendance Policy the Corporation will consider terminating Membership under clause 10(2) of the Instrument of Government which states that *“if at any time the Corporation are satisfied that any member: has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation or is unable or unfit to discharge the functions of a member, the Corporation may by notice in writing to that member remove him from Office”*.
- 4.6 The Clerk to the Corporation will maintain a register of attendance for Corporation members and present an annual report to the Search Committee and/or Corporation on attendance which will include details of the total numbers of Corporation and Committee meetings held during the period and the total number of meetings attended by each individual member of those Committees. Details of the percentages and average attendance of individual members and the whole Corporation will be given.
- 4.7 The Quorum for Corporation meetings is 40% of the total membership which for a Corporation of 20 is 8. The quorum for Committee meetings is set out in the Terms of Reference of Committees.

5. Public Access to Meetings

- 5.1 Entitlement to attend meetings of the Full Corporation will be restricted to members of the Corporation, the Clerk to the Corporation, up to two Learning and Skills Council Members (if nominated) and those managers specifically requested so to do by the Corporation.
- 5.2 Entitlement to attend the established Committees of the Corporation will be determined by the Corporation.
- 5.3 The Corporation, or the Chairperson on its behalf, may at its discretion invite persons (including the press, members of the public, or other interested persons), who are not members of the Corporation or the Clerk to the Corporation to attend Corporation or Committee Meetings.
- 5.4 Any such invitations or acceptance of request to attend meetings, will be issued through the Clerk to the Corporation who shall stipulate the portion of the meeting which the person may attend. Such persons may only speak if invited to do so by the Chairperson of the Corporation or Committee.

6. Publication of Minutes and Papers

6.1 Corporation

6.1.1 Subject to paragraph 6.1.2 below the following papers shall be freely available for inspection, from the office of the Clerk to the Corporation, during normal office hours:

- (i) the Agenda for every meeting of the Corporation;
- (ii) the draft Minutes of every such meeting after 10 working days if they have been approved by the Chairperson:
- (iii) the signed Minutes of every such meeting;
- (iv) any report, document or other paper considered at any such meeting.

6.1.2 Documents containing any material relating to the issues detailed below, may be excluded from those available in paragraph 6.1.1 above:

- (i) a named person employed at or proposed to be employed at the College:
- (ii) a named student at, or candidate for admission to the College:
and
- (iii) any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

6.1.3 Members of the Public and staff and student members of the Corporation shall not be entitled to see those parts of the Minutes of the Meeting where they have been asked to withdraw; these Minutes shall be circulated separately, and to those members who were present during the discussion only.

6.2 Committees of the Corporation

6.2.1 Minutes of all Corporation Committee Meetings shall be received by all members of the Corporation, at the next normal meeting of the full Corporation, and be available for members of the Public. The minutes will exclude any material relating to the issues detailed below, (Instrument of Government Para 16(2) and any material which the individual Committee has determined to be of a confidential nature:

- (i) a named person employed at or proposed to be employed at the College:

- (ii) a named student at, or candidate for admission to the College; and
- (iii) any matters which, by reason of its nature, the Committee is satisfied should be dealt with on a confidential basis.

6.2.2 Subject to paragraph 6.2.1 above, all papers of any Corporation Committee shall be available for members of that Committee only, unless determined by a resolution of the Corporation.

6.2.3 Persons who are not members of the Committee, and staff and student members of the Corporation shall not be entitled to see those parts of the Minutes of the Meeting where they have been asked to withdraw; these Minutes shall be circulated separately, and to those members who were present during the discussion only.

The Policies at 6.1 and 6.2 above may be subject to review and amendment by the Corporation, where they have been identified on an Agenda as a matter for discussion.

Copies of the Policies shall be freely available in the College Library and from the office of the Clerk to the Corporation.

7. Proceedings of Meetings

7.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question. It is often the case, however, that the members present are clearly unanimous and thus it is not necessary to conduct a vote. Where there is an equal division of votes the Chair shall have a second or casting vote.

7.2 **A member may not vote by proxy or by way of a postal vote.**

7.3 The normal way of voting will be by a show of hands. A majority of members present and entitled to vote on a particular issue may, if they so wish ask that the vote be conducted by a secret ballot. *It is, however, envisaged that such an arrangement will only be needed in exceptional circumstances.*

7.4 No resolution (decision) by 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.

7.5 There will be occasions when an individual member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body. The Agenda for each Corporation or Committee meeting shall, therefore, include an item entitled “Declaration of Interests” to remind members of their duty to

declare any interests in the matters before the meeting and provide members with an opportunity to make any such declaration which will be recorded in the minutes.

8. Withdrawal of Members from Meetings for Confidential or Other Specified Items of Business

- 8.1 Members are nominated and appointed to serve on specified Committees by the Corporation for periods not exceeding their appointment with the Corporation.
- 8.2 All members are required to sign annually a Code of Conduct and declare in a Register, their financial and other interests as a requisite for membership of the Corporation.
- 8.3 The Chair to remind members at the start of every Corporation and Committee meeting of their responsibilities with regard to confidentiality and that confidentiality should be maintained until publication of the agreed Minutes of all meetings.
- 8.4 Members to be given the opportunity to withdraw from a meeting when discussions or reports will relate to matters on which the member has declared an interest.
- 8.5 Where possible, reports presented to the Corporation and Committees should be written with minimal confidential information being included to allow full participation of all Corporation members. Only for a detailed report for the decision making process will staff be asked to withdraw.
- 8.6 Agenda papers declared confidential will not be published to staff or student members until a declaration on those members attendance at the meeting has been made by the Corporation.
- 8.7 Withdrawal from the Corporation or its Committees of staff and student members will be in accordance with Instrument of Government.
- 8.8 All members are subject to the rules regarding confidentiality which, if breached, may result in the termination of the member's appointment on the Corporation. In particular the making public of decisions on matters relating to commercial transactions or to a negotiating position with Trade Unions or legal advice which if known would disadvantage the College financially, may result in the termination of a member's appointment on the Corporation.
- 8.9 A time limit, to be agreed between the Chair and the Clerk to the Corporation, will be applied to each individual agenda paper or report, including Minutes of meetings, declared confidential before their production will be permitted for public consumption.

9. Appointment of the Chair and Vice Chairs of the Corporation

- 9.1 The Corporation shall appoint a Chair and Vice-Chair from among their number. Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice-Chair.
- 9.2 The Chair and Vice-Chair shall hold office for a minimum period of two years and within the specified period in office of the member.
- 9.3 At the meeting immediately prior to the expiry of the term of office or on the resignation of the Chair or Vice-Chair the Corporation shall appoint a new Chair or Vice-Chair as the case may be from among their number. The Clerk to the Corporation shall act as Chair of the Corporation in conducting the business for the nomination and election of Chair and the Chair once appointed will conduct the business relating to the nomination and election of Vice-Chair.
- 9.4 The Chair or Vice-Chair may resign his/her office at any time by giving notice in writing to the Clerk of the Corporation.
- 9.5 The Chair or Vice-Chair retiring at the end of their term of office shall be eligible for re-appointment.
- 9.6 If both the Chair and Vice-Chair are absent from any meeting of the Corporation the Clerk to the Corporation shall conduct business to allow members present except the Principal or staff or student members, to choose one of their members present except the Principal or staff or student members, to choose one of their members to act as Chair for that meeting.
- 9.7 The Corporation will appoint the Chairs of Committees on a similar basis.

10. Agendas for Meetings

- 10.1 The Clerk to the Corporation is responsible for drawing up draft Agendas for meetings of the Corporation and its committees.
- 10.2 At Board of the Corporation meetings “Any other Business” will not be permitted as a specified Agenda item and all items must be included as substantive items on an Agenda. At Committee meetings of the Board of the Corporation the use of “Any other Business” as an agenda item will be at the Chairpersons discretion.
- 10.3 Agendas shall clearly indicate the items to be discussed at the meeting and all reports which shall bear the title of the author shall clearly indicate the decisions required by the Corporation or committee and the financial implications of any recommendations.

- 10.4 Members must submit to the Clerk of the Corporation any request for items to be included on an Agenda for the Corporation or a Committee at least 10 days prior to the meeting.
- 10.5 A notice of each meeting and a copy of the proposed Agenda shall normally be sent to members at least seven calendar days before the date of the meeting. All papers to be considered by the Corporation or Committee shall be forwarded to members with the Agendas. In exceptional circumstances and with the agreement of the Chair, papers may be submitted to members not later than 48 hours before a meeting or may be tabled at the meeting.

11. Delegation of Powers by the Corporation

- 11.1 The Articles of Government specify the roles and responsibility of the Corporation and the Principal.
- 11.2 The Principal may delegate to a holder of a Senior Post designated as such by the Corporation any of his/her functions other than the management of the budget and resources and any functions that have been delegated to the Principal by the Corporation.
- 11.3 There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may take action on behalf of the Corporation on the condition that such a course of action is not contrary to the Articles of Government or other regulations. Where it is anticipated that something may arise between Corporation meetings that will require Chair's action a specific request should be made to the Corporation for the Chair to be given authority to exercise his/her delegated powers and that this be formally recorded in the Minutes.
- 11.4 Requests for action by the Chair will only be made through the office of Clerk to the Corporation. Requests should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.
- 11.6 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk.
- 11.7 The Clerk to the Corporation, in consultation with the Chair of the Corporation and the Principal, to seek the views, so far as is practicable of the Vice Chair and Chairs of any Committee(s) associated the issue.

12. Special Meetings of the Corporation

- 12.1 A Special Meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members.
- 12.2 Where the Chair, or in his/her absence the Vice-Chair(s), so directs on the grounds that there are matters demanding urgent consideration it shall be sufficient if the Clerk to the Corporation convenes the meeting in writing detailing the proposal Agenda within such period, being less than seven calendar days as the Chair/Vice-Chair(s) so direct.

13. Use of the Corporation Seal

- 13.1 The Seal of the Corporation shall be authenticated by:
- (a) the signature either of the Chair or Vice-Chair and
 - (b) the signature of one other member
- 13.2 The Seal shall not be affixed to any document unless the sealing has been authorised by a resolution of the Corporation or a committee to which the Corporation has delegated its power.
- 13.3 The Clerk to the Corporation shall maintain the record of sealings in the Register.

14. Allowances to Members of the Corporation

- 14.1 Instrument of Government (Clause 18) prohibits allowances being paid to members as remuneration for their services except with the written approval of the Secretary of State. Travelling, subsistence or other allowances to cover approved incurred expenses may be claimed.
- 14.2 For attendance at conferences or on approved Governor Training Programmes or when acting as a college representative Corporation members may claim payment of conference/course fees and associated travelling expenses and accommodation costs where necessarily incurred in accordance with standard college rates.

15. The Continued Eligibility of Governors as Members of the Corporation

- 15.1 Instrument of Government, Clause 8, details the eligibility rules for members.
- 15.2 The Clerk to the Corporation will on an annual basis request that Members confirm their eligibility to continue as members of the Corporation by signing an individual statement.
- 15.3 The signed Statements of Eligibility are available for inspection from the Office of the Clerk to the Corporation, Roland Hadlow Building, Wellington Road South during normal office hours (9.00am – 4.30pm Monday to Thursday and 9.00am – 4.00pm on Friday).

15.4 Questions relating to the eligibility of members of the Corporation should be referred to the Clerk to the Corporation as detailed at Para 16.3 above.

16. Code of Conduct

16.1 All members of the Corporation, on acceptance of appointment, will be construed as having accepted the Code of Conduct for members of the Corporation and will be required to sign, on an annual basis, such acceptance.

16.2 The Code of Conduct is produced as a separate document to the Standing Orders. Copies of declarations signed by members are retained by the Clerk to the Corporation.

17. Register of Interest of Members of the Corporation

17.1 Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement and which potentially conflicts with their position as a Member of the College Corporation should be disclosed to the Corporation. Members are required to complete an annual declaration of interests and such declarations will comprise the Register of Interests of Members which will be maintained by the Clerk to the Corporation and updated at least on an annual basis.

17.2 This Register enables Members to disclose and identify clearly relevant interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Corporation's decision-taking process.

17.3 Members are reminded that the Register is open to public inspection at the office of the Clerk to the Corporation, Roland Hadlow Building, Wellington Road South, during normal office hours (Monday – Thursday 9.00 am to 4.30 pm and Friday 9.00 am to 4.00 pm).

18. Statements made on behalf of the Corporation

18.1 Unless otherwise agreed by the Corporation in individual circumstances, statements on behalf of the Corporation will only be made by the following:

The Principal
The Chair or Vice-Chairs or
The Clerk to the Corporation

after appropriate consultation with College Senior Officers and the Marketing Unit.

18.2 The Clerk to the Corporation has responsibility for conducting all correspondence on behalf of the Corporation in consultation with the Chair of the Corporation.

19. Amendment to the Standing Orders

19.1 The Clerk to the Corporation will keep under continuous review the provisions of these Standing Orders and suggest to the Corporation improvements/amendments to meet changed circumstances.

19.2 Individual members of the Corporation may suggest to the Clerk improvements/amendments to this document. Such suggestions will be the subject of a report by the Clerk to the next convenient meeting of the Corporation who will make a decision on the proposed.

19.3 Any amendments to the text of these Standing Orders will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such change will be effected immediately and reported to the first convenient meeting of the Corporation.

20. Independent Legal Advice

The Clerk to the College Corporation will have the right to seek independent legal or other advice when he/she has a concern that the Corporation may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chairperson and Vice Chairperson of the Corporation and the Principal and the reasons for the Clerk's concern must be notified to all Members together with the solution reached.

If no solution can be reached and the Clerk's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given for the Clerk to seek advice from Eversheds (through the Corporation's governance subscription) and the Learning Skills Council (LSC) and to inform all Members that this had been done.

All Members must be notified of the advice received from Eversheds and the LSC and what action, if any, the LSC will be taking.