

Barnfield College Standing Orders

1. Introduction and General Duties

1.1

These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 and any subsequent legislation and the Instrument and Articles of Government of the College ('the Instrument and Articles'). In the event of any conflict between these Standing Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

1.2

These standing orders will be reviewed by the Corporation annually.

1.3

Every member of the Corporation and of its committees and task groups shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report 'Standards in Public Life'. In summary these are:

- Selflessness
- Integrity
- objectivity
- accountability
- openness
- honesty
- leadership

2. Term of Office of a Member

2.1

The rules and procedures are contained in Instrument 8. Members are appointed for a term of four years. Members may serve, other than in exceptional circumstances where the loss of the member would destabilise the work of the Board, no more than three terms of office. In making any decision to re-appoint a member, the Corporation will have regard to that member's attendance and contribution to the work of the Board.

2.2

The Corporation has determined that members of the Corporation may claim legitimate travel expenses associated with Corporation work and that mileage and subsistence rates are to be the same as accorded to members of staff (see guidance at Appendix A).

3. Election of Chair and Vice Chair of the Corporation

3.1

The rules and procedures are contained in Instrument 5.

3.2

The Chair and Vice Chair shall be appointed for a period of two years and at the end of their terms of office may be eligible for reappointment for a further term. The Chair and Vice Chair

may not serve more than two terms, but may be elected for a further year to ensure the continued good order of governance and effective transition to new arrangements. The term of office given cannot end after their term of office as a Governor.

4. Election of Chair and Vice Chair of a Committee

4.1

The Chair of a committee (and any Vice Chair of a committee) shall be appointed by and may also be removed by the Corporation and shall hold office for such period as the Corporation may determine, currently two years. The term of office given cannot end after their term of office as a Governor. On the expiration of the term of office of the Chair or Vice Chair they shall be eligible for re-appointment.

4.2

If both the Chair and Vice Chair (where the Committee has appointed a Vice Chair) of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as Chair for that meeting, but that member may not be a staff or student Member or the Principal.

4.3

The Chair or Vice Chair of a committee may resign their respective position at any time giving notice to the Clerk.

5. Decisions and Voting

5.1

The rules and procedures are contained in Instrument 13.

5.2

Co-opted committee members may speak and vote in all matters at their respective committee meetings; they may also speak at Corporation meetings, but not vote.

5.3

The Chair may ask for the general agreement of the meeting to a proposal, but if there is dissent, or if the matter is considered to be of sufficient importance, a formal vote may be taken. Members may request a vote on any subject. Whilst Members must abide by any decisions made by the Corporation, they may request that their dissent or abstention be noted in the minutes.

5.4

Members of the Corporation or a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

5.5

In the case of an equality of votes, the Chair of the meeting (or in his/her absence the Vice Chair) shall have a second or casting vote.

5.6

Members of a committee may not vote by proxy or by post. The regulations do allow for members to participate through video conferencing and teleconferencing.

5.7

The Corporation may from time to time make decisions by written resolution, where it is appropriate so to do.

6. Convening Meetings of a Committee

6.1

Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.

6.2

All Committee meetings shall be summoned by the Clerk to the committee (or, if there is not a designated Clerk to the committee, the Clerk to the Corporation) by seven days' notice sent to every member of the committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting.

6.3

It shall be permissible for the Chair of a committee to convene an emergency meeting of that committee by giving less than seven days prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

7. Terms of Reference

7.1

All committees and their Members shall comply in all respects with their terms of reference. If a committee is in doubt about the precise scope of its authority or its remit it should raise the issue with the Chair of the Corporation and the Clerk.

7.2 The Corporation has established two committees and two task groups to assist with the conduct of its business. These are the Audit and Curriculum, Quality and Standards Committees and the Capital Project and Estates and Governance Development Task Groups.

8. Publication of Agendas and Minutes

8.1

The requirements are contained in Instrument 16.

8.2

Published Minutes are made available in the Clerk's Office and College Website. Agendas are available from the Clerk. Papers that are not to be made available generally should be clearly marked 'confidential'.

8.3

There may be excluded from any item required to be made available, any material relating to:

- a named person employed at or proposed to be employed at the College;
- a named student at, or candidate for admission to, the College;
- any matter which, by reason of its nature, the Corporation or committee is satisfied should be dealt with on a confidential basis or remain commercially sensitive.

8.4

All minutes and papers determined by the Corporation to be confidential will not be made available for public inspection. This includes material relating to:

- a named person employed at or proposed to be employed at the college;
- a named student at, or candidate for admission to, the college;
- the Clerk to the Corporation; or
- any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

8.5

At every meeting the minutes of the last meeting shall be taken as an agenda item and if agreed to be accurate, shall be signed by the Chair (or, in his or her absence, the Vice Chair) as a true record.

9. Non Attendance at Committee Meetings and Lapsing of Membership

9.1

If at any time the members of a committee are satisfied that any member of that committee:

- has been absent from meetings of the committee for a period longer than four consecutive months without the permission of the committee; or
- is unable or unfit to discharge the functions of a member of the committee;

the committee may by notice to such member remove him or her from the committee provided that the committee shall forthwith report such removal to the Clerk who shall report accordingly to the following Corporation meeting.

10. Declarations of Public Interest

10.1

The requirements are contained in Instrument 10 and also form part of the agreed Governors' Code of Conduct as published by Eversheds.

10.2

Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a committee member or attendee who has any financial interest in the supply of work or goods to or for the purposes of the College; any contract or proposed contract concerning the College; or any other matter relating to the College and being considered by or relevant to the operations of the committee of which he/she is a member or who has any other interest of a description specified by the Corporation from time to time shall:

- disclose to the Corporation and the committee the nature and extent of his/her interest, including the interest of a spouse, partner or business associate, or a close family member of a spouse, partner or business associate; and
- if he/she is present at a meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

10.3

The Clerk to the Corporation shall maintain a register of interests disclosed by all Board and Committee members, meeting attendees and senior staff of the College. Such a register shall be updated annually and made available for inspection by the public.

10.4

Corporation Members shall not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement. At every meeting of the Corporation, its Committees or Task Groups Members will be asked to declare any financial or non-financial interests and the minute will reflect accordingly.

10.5

Members should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity - refer to Barnfield Financial Regulations as approved by the FEC Board.

11. The Role of the Chair

11.1

The Corporation authorises the Chair and in his/her absence the Vice Chair, to act on its behalf between meetings where appropriate. Urgent decisions of significance reported to Members immediately; other matters will be reported to the Corporation at its next meeting.

11.2

This authorisation excludes matters that the Corporation may not delegate under the terms of the Instrument and Articles of Government.

11.3

Except where the Clerk is directly involved, he/she will be present to record any decisions taken under 9.1 above.

12. Duties and Responsibilities of the Chair of the Corporation

12.1

To

- Chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, these Standing Orders and recognised best practice.
- Call special meetings of the Corporation if there is good cause having regard to the Instrument and Articles of Government.
- Determine the agenda for Corporation meetings in consultation with the Principal and the Clerk having regard to Corporation decisions and suggestions from individual Members.
- Make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct.
- Collaborate with the Principal, Vice Chair and the Clerk in the formulation of the programme for any Corporation planning sessions.
- Consider and approve applications for Members wishing to attend training events which have been referred to the Chair by the Clerk.

- Undertake the annual appraisal of the Principal with the Vice Chair of the Corporation
- Undertake the appraisal of the Clerk with the Vice Chair.
- Exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Clerk.
- Attend College events, as and when appropriate and convenient
- Regularly meet the Principal and the Clerk to review issues impacting on the Corporation and the College.

13. Duties and Responsibilities of the Vice Chair of the Corporation

13.1

To

- Undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the duties outlined above.
- Collaborate with the Chair of the Corporation, the Principal and the Clerk in the formulation of the programme for any Corporation planning sessions.
- Undertake the annual appraisal of the Principal with the Chair of the Corporation
- Undertake the annual appraisal of the Clerk with the Chair of the Corporation.
- Regularly meet the Principal and the Clerk, as appropriate, with the Chair of the Corporation to review issues impacting on the Corporation and the College.

14. Quorums

14.1

The Corporation has determined that meetings of the Corporation will be quorate if the number of members present is at least 40% of the total number of members, of which more than half must be independent Members.

14.2

The Corporation has determined that the quorum for meetings of Committees is two Members.

14.3

If a committee meeting is not quorate, it may be held with the approval of the Chair of that committee, but any matters discussed or decisions taken must be approved by a subsequent quorate meeting; it is the duty of the Clerk to rule on this matter.

15. Setting of Agendas for Corporation and Committee Meetings

15.1

Any Member of the Corporation may suggest an item for inclusion on the agenda of the Corporation or its Committees. The inclusion of any item is, however, at the discretion of the Chair of the Corporation or committee.

15.2

As notice of meetings must be given at least seven days before the date of the meeting, any item and any supporting papers should be given to the Clerk at least ten days before the meeting.

15.3

The agreed cover sheet should be used for papers.

15.4

The dates of meetings are published in the Board calendar and are approved, generally, at the final Corporation meeting of the academic year (July), but no later than the first meeting of the new Board cycle (September).

15.5

The agenda, minutes of the previous meeting and whenever possible, supporting papers will be despatched at least seven days before the date of the meeting. Papers may only be tabled at the meeting with the permission of the Chair when special circumstances may make this necessary

16. Procedures which the Clerk and the Corporation Should Follow if the Corporation Acts Inappropriately or Beyond its Powers

16.1

The Clerk 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 Chair or Vice Chair of the Corporation and the reasons for the Clerk's concerns must be notified to all members together with the solution reached.

16.2

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 to the Clerk to seek advice from the College's advisers, the Corporation's 'Governance Plus' subscription and the Skills Funding Agency (SFA), and to inform all Members that this has been done.

16.3

All Members must be notified of the advice received from the College's advisers, Governance plus subscription and the SFA and what action, if any, the SFA will be taking.

Approved at the Board Meeting held on Tuesday 11 October 2016