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Oldham College

STANDING ORDERS

FOR

OLDHAM COLLEGE

CORPORATION AND ITS COMMITTEES

2018/2019

November 2018

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STANDING ORDERS FOR OLDHAM COLLEGE CORPORATION AND ITS COMMITTEES

*Revised version adopted by Corporation December 2016
To be reviewed on a bi-annual basis (previously agreed by the Corporation
16 December 2014)*

1 Introduction

1.1 Legal Framework

The legal framework within which the Corporation is required to operate under the Further and Higher Education Act 1992 is set out in the Instrument and Articles of Government. These Standing Orders supplement the Instrument and Articles. Should there be any doubt in interpretation of these Orders or conflict with the Instrument and Articles, the Instrument and Articles of Government will take precedence as the legal document.

Every member of the Corporation shall be bound by these orders and shall be expected to adhere to the seven Principles of public life set down by the Nolan Committee (see appendix 1).

1.2 Corporations Powers and responsibilities

The Corporation's powers to provide further and higher education goods, services and facilities are set out in the Instruments and Articles of Government. The Corporation should not exceed these powers, nor should it delegate those responsibilities which are "reserved" as non-delegable:

- Determination of the educational character and mission of the college; (Reserved)
- Approving the quality strategy of the institution;
- Approval of the annual estimates of income and expenditure; (Reserved)
- Ensuring the solvency of the college and safeguarding assets; (Reserved)
- Appointment, dismissal and remuneration of the Principal and senior post holders; (Reserved)
- Appointment, dismissal and remuneration of the Clerk to Corporation; (Reserved)
- Setting a framework for the pay and conditions of services of all other staff.
- The modification or revoking of the Articles of Government; (Reserved)

2 Membership and appointment of Officers and Committees

2.1 Number and Category of Members

2.1.1 The Corporation

Membership includes:-

15 Governor members
2 staff members [1 teaching, 1 non-teaching]
2 student members
the Principal [ex officio]

2.1.2 External/Associate Members

The Corporation shall appoint up to three external members who initially will be appointed to a committee and have full voting rights. They will await appointment to the Corporation when a subsequent vacancy arises. The appointment will be also part of the induction process for members. Associate members will be appointed to assist with specified projects.

2.2 Appointment of Governors

The Corporation is the appointing body and must approve all appointments. Members will be appointed in accordance with the provisions of the Instrument and Articles of Government.

The Corporation delegates to the Governance and Search Committee responsibility for determining appropriate selection procedures, and for advising Corporation on membership issues and appropriate candidates for consideration by Corporation. The Corporation shall not appoint a Governor, other than the Principal, the Staff and Student Members without first considering the recommendations of the Governance and Search Committee

A staff member who is subject to a current/ongoing disciplinary/capability process may not be eligible to stand for office of Staff Governor or be considered for re-appointment.

The Clerk issues letters of appointment, and conducts correspondence and eligibility checks on behalf of Corporation.

2.3 Eligibility and Interests

In making appointments the Corporation will abide by Clause 5 (Appointment of the members of the Corporation), Clause 8 (persons who are Ineligible to be members) of the Instrument of Government and the Charity Commission Regulations Annex A (Disqualification Reasons).

A copy of the Instrument of Government and Charity Commissions Regulation Annex A are attached for information at Appendix 3 and 4.

Members are required to sign an eligibility statement on an annual basis and complete an enhanced DBS check prior to appointment and every three years thereafter.

2.4 Terms of Office

With the exception of the Principal and the Student Members, Members of the Corporation will normally hold office for a period of 4 years, subject to the provisions of Clause 10 of the Instrument of Government (termination of membership). The Principal is an ex officio appointment. Student Members will hold office for the duration of their course, usually 2 years or less. Student and Staff Members are no longer eligible to serve as members if they cease to be a student or member of staff of the College.

Subject to their continuing eligibility under Section 8 of the Instrument, Members reaching the end of their term of office will be eligible for re-appointment. This will be reviewed by the Governance and Search Committee who will make a recommendation to Corporation.

Members may resign at any time by notice in writing to the Clerk.

Under Clause 10 of the Instrument of Government, the Corporation may give notice in writing to any member who is absent from meetings of the Corporation for longer than six months without the permission of the Corporation, or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, on long-term sickness for example, where there is a dialogue and an intention to return to Corporation.

2.5 Chair and Vice Chair

The Corporation is required to appoint a Chair and Vice Chair from their number. The Principal and Staff or Student Members are not eligible for appointment. The Chair and Vice-Chair will each be elected for a period of four years, and are eligible for re-election if they are still eligible as members for a period not exceeding two consecutive terms. At the last meeting before the expiry of the term of office, or the resignation, of the Chair or Vice Chair, or at the first meeting following the resignation or removal of the Chair or Vice Chair the Corporation must appoint a successor.

If the Chair intends to stand for re-election, s/he, along with any other candidates will withdraw from the meeting whilst discussion and voting on the matter takes place. Once appointed the Chair will deal with the item on inviting nominations for the post of Vice-Chair. The above protocol regarding discussion and voting will then apply.

If both the Chair and Vice Chair are absent from any meeting of the Corporation, Members present shall choose one of their number to act as Chair for that meeting. The Member chosen shall not be the Principal or a Staff or Student Member.

The Chair or Vice Chair may at any time resign office by notice in writing to the Clerk.

The relationship between the Principal, the Chair and Corporation is a key relationship. The Chair will therefore meet regularly with the Principal and the Clerk to ensure that the Chair is kept fully informed of relevant College issues and to ensure that Corporation business is progressed.

The Chair may need to make urgent decisions between meetings and is authorised to act or agree action with the Principal on behalf of Corporation under Chair's Action. Usually these actions will have been sanctioned in advance by Corporation and minuted or agreed beforehand in principle with Corporation members, a committee or committee chair. The Chair must report any Chair's Action to the next full Corporation meeting.

2.6 Committees of the Corporation

In accordance with the requirements of the Articles of Government and with the needs of its business, the Corporation has established the following advisory committees:

- **Audit Committee:** mandatory, to advise Corporation on the appointment of auditors, the effectiveness of the college's audit service and systems of internal control;
- **Resources Committee:** good practice, to monitor accounts, advise on budgets and consider financial implications; to advise Corporation on its role in setting a framework for the pay and conditions of service of staff;
- **Curriculum and Quality Committee:** good practice, to advise on curriculum, quality, standards and performance;
- **Governance and Search Committee:** mandatory, to advise on the appointment of new members and membership issues;
- **Remuneration Committee** to consider and approve salary levels and conditions of service for College designated Senior Postholders.

In addition a Special Committee may be established as required under Clause 12 of the Articles of Government to undertake duties related to the appointment of senior post holders, and under Clause 7 of the Instrument of Government of the Clerk to the Corporation. Ad hoc working groups may be set up by Corporation as required

Each committee has its own Terms of Reference which are reviewed annually. Committee Chairs will normally be appointed annually on a renewable basis.

Agendas and papers will normally be circulated to committee members seven working days before a meeting.

Agendas, minutes, supporting papers and signed copies of the minutes shall be retained by the Clerk. Committee minutes will be included for information in papers for Corporation meetings.

2.7 Clerk to the Corporation

The Corporation may not delegate the appointment of a person to serve as Clerk to the Corporation.

The Clerk is entitled to attend all meetings of Corporation and its committees, but shall withdraw from any part of a meeting where his/her remuneration, conditions of service, dismissal or retirement are being discussed.

The Clerk may not be a member of Corporation.

3. Meetings

3.1 Frequency of meetings

The Corporation is required to meet at least once in each term and may hold as many additional meetings as it decides are necessary. The Oldham College Corporation schedules five regular meetings in each academic year, in addition to the planning day which provides the opportunity for strategic debate. The Chair, or in his/her absence the Vice Chair, may call additional special meetings for specific items of business. A special meeting may also be called at the request in writing of five members.

The Clerk shall provide a schedule of meetings of the Corporation and its committees for each year ended 31 July taking into account the Corporation's statutory responsibilities and the timing of major items of business, such as approval of annual budgets and year end accounts.

All meetings shall be summoned by the Clerk to the Corporation, who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the agenda

3.2 Quorum for meetings

A meeting of the Corporation shall be quorate when at least 40% of the agreed total membership, including vacancies, is present, as set out in the Instrument and Articles of Government.

If during the course of a meeting, the number of Members present ceases to constitute a quorum, the Clerk will advise the Chair and the meeting must be terminated.

Where a meeting cannot continue due to being no longer quorate, the Chair shall, if s/he thinks fit, convene a special meeting as soon as convenient to undertake the outstanding business, or defer consideration to the next ordinary meeting.

3.3 Attendance at Corporation meetings

The Corporation will set a Performance Indicator for attendance at its meetings and those of committees. This will normally be 80%.

The Clerk shall keep a record of attendance by members at all meetings which will be reported annually to the Corporation and to all meetings of the Governance and Search Committee.

A Governor who is unable to attend a meeting shall advise the Clerk as soon as possible before the meeting.

Under Clause 10 of the Instrument of Government, the Corporation may give notice in writing to any member who is absent from meetings of the Corporation for longer than six months without the permission of the Corporation, or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, on long-term sickness for example, where there is a dialogue and an intention to return to Corporation.

3.4 Special meetings

A special meeting of the Corporation on matters requiring urgent consideration may be called at any time by the Chair or (in his absence) by the Vice-Chair, or at the request in writing of any five Members.

For a special meeting, the written notice and agenda may be issued less than seven days in advance of the meeting, as determined by the Chair.

3.5 Public Access to Meetings

Requests by members of the public and/or staff to observe a Corporation meeting will be decided by the Corporation on the balance of the need for free and open debate and the Nolan principles of 'openness' and 'accountability'. Members of the public including staff shall be admitted as observers to Corporation meetings provided a request to attend is made to the Clerk seven days in advance of the meeting.

The Clerk will refer any request to attend a meeting to the Chair (and in the case of staff - the Principal). Observers or their representative may be invited to speak at the discretion of the Chair.

Members of the public will not normally be admitted to committee meetings unless invited by the relevant Chair as advisers.

4 Conduct of Meetings

4.1 Agendas for meetings

The agenda for meetings of the Corporation and committees will be drawn up by the Clerk in consultation with the Principal and the relevant Chair. The agenda for the Full Corporation meetings will include minutes of the previous meeting and minutes of committee meetings.

Any Governor may request that an item be placed on an agenda provided that written notice is given to the Clerk at least ten days before the meeting

Papers should not normally be tabled at meetings; they may however, be tabled with the permission of the Chair of the meeting.

4.2 Distribution of Papers

All items for consideration by Corporation should normally be supported by a written paper. As far as possible, supporting papers will be sent with the agenda.

The Corporation recognises that occasionally circumstances may prevent the distribution of certain papers at the same time as the agenda. However, the late distribution of papers impairs the proper conduct of the Corporation's business and should be avoided wherever possible.

Agendas, minutes, and supporting papers for Corporation meetings [but not committees] shall be available for public inspection in the College Library (Confidential items excepted) normally within seven working days of the meeting. Copies of the minutes of meetings, excluding confidential items, will be available on the College website following approval by the Chair of the Corporation/Committee.

4.3 Confidentiality

Agenda items deemed to be confidential by the Principal, Chair or Clerk to the Corporation shall be clearly marked.

All papers and information associated with a confidential item will be sent out marked as such and only to those members of the Corporation or committee as are eligible to consider the matter

The Clerk will maintain/provide separate and confidential minutes of meetings or parts of meetings where confidential matters are decided. Such minutes will not be available to the public.

The Clerk will make an annual report to the Chair of all confidential items considered during the year. The number of items and the committee(s) they were discussed at will be reported to the final Corporation meeting of the year.

4.4 Declaration of Interests

Members are also required to declare interests at the start of meetings which will preclude them from taking part in the discussion or voting and which will be noted in the minutes by the Clerk. [See section 6.]

4.5 Withdrawal from meetings

Rules on the circumstances requiring the withdrawal of the Principal, Clerk, Staff and Student Members are set out in Clause 14 of the Instrument of Government (see also 2.5 of these Standing Orders : Election of Chair and Vice Chair)

4.6 Proceedings at meetings

The length of Corporation meetings will not be restricted in the interests of debate, but every effort will be made to manage meetings efficiently through presentation of papers and agendas and charring. Where members present feel the need to do so they may vote to continue or to defer items to a subsequent meeting.

Members of the Corporation may not be bound in their speaking and voting by mandates given to them by other bodies or persons.

Where Members are aware of an interest in any matter on the agenda they should disclose that interest to the Corporation at the start of the meeting and should not take part in discussion of, or decisions relating to, that item.

4.7 Decision Making

Meetings are the sole means by which the Corporation can take decisions other than any it has previously delegated to its committees, the Chair or Principal

There may be no proxy or postal votes. Decisions at meetings shall be determined by a majority of the members present. Where however there are dissenting views, or where a Member so requests, the Chair shall call for a vote via a show of hands. In the case of an equal balance of votes the Chair shall exercise a [second] casting vote. Details of the vote and the views of dissenting Members may be recorded in the minutes.

No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescinding or variation is a specific item of business on the agenda for that meeting.

4.8 Minutes of meetings

The Corporation must maintain an agreed record of its meetings and decisions, including committees. Draft minutes of meetings will be prepared by the Clerk and circulated for agreement by the Chair (or Committee Chair) and Principal.

Under no circumstances can members of the Corporation take a decision which is not minuted at a properly constituted meeting

5 Miscellaneous

5.1 Register of Interests

Members of the Corporation are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits Members may not hold any financial or other related interest in matters relating to the College as defined by clause 11 of the Instrument of Government. Members must disclose the nature of any interest prior to matters relating to it being discussed at a meeting, (in any contract or arrangement). If required under clause 11 they must withdraw for and not vote on the item. (This does not apply to voting on related issues)

The Corporation therefore requires Members and senior managers to formally disclose on an annual basis any financial or other interests which could be considered likely to affect the independence of their judgement.

The written disclosure will be held by the Clerk to the Corporation in the form of a register. It is available for inspection by arrangement with the Clerk. Members' eligibility under Section 8 of the Instrument of Government will also be reviewed annually.

5.2 Code of Conduct

The Corporation has adopted a Code of Conduct (Appendix 2) as a guide for its Members on the standards of conduct expected of them and to assist them in carrying out their duties in accordance with the principles of the Nolan Committee on Standards in Public Life (see Appendix 1). In accepting appointment to the Corporation members are deemed to subscribe to and accept the principles of the Code

5.3 Personal Liability

The Corporation is a corporate body created by an Act of Parliament with its own legal status and powers to enter into contracts and employ staff. As long as members ensure that the Corporation does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the Corporation, individual members should not be held personally liable.

The College shall maintain appropriate insurance to indemnify Governors against any personal or collective liability arising from their membership of the Corporation

5.4 Provision of Independent Advice

To ensure that Corporation Members are able to carry out their duties, in accordance with recommendations by the Cadbury Committee for directors of public limited companies, the Clerk may seek independent professional and legal advice on behalf of Corporation. The Clerk would normally confirm the need and cost of advice with the Chair, Vice Chair, Principal or relevant committee chair before seeking advice.

5.5 Application of the College Seal

Where a deed or document, requires the College seal, it must be seal affixed by the Clerk to the Corporation, or in his/her absence the Director of Finance & Resources

The affixation of the Seal must be authenticated and authorised by the signature of the Chair or Vice Chair, or any other Governor specifically authorised, together with that of another Governor.

A record of the application of the Seal shall be kept by the Clerk to the Corporation and reported to the next Corporation meeting.

The Clerk to the Corporation will ensure that the College Seal is kept in a safe location.

5.6 Training for Corporation Members

On appointment members will be issued with copies of the Instrument & Articles of Government, sector guidance, training materials, and key Corporation documents. Members will be kept informed of College and sector developments by written briefings and updates by the Clerk and Principal, receive induction and briefing presentations on specific topics from College managers, either separately or before Corporation meetings, and maintain contact with the College through links with College areas. Individual participation in a variety of training and development opportunities, including in-house training and external conferences in the sector held by AoC etc. is encouraged. The Clerk will circulate information regarding such opportunities to appropriate Corporation meetings and members.

5.7 Allowances to Corporation Members

Corporation members may not receive any remuneration for their duties.

Governors may claim reasonable travel expenses for attendance at any external conference or event which they attend on behalf of Corporation. Claims for reimbursement shall be made to the Clerk using the standard College claims form.

5.8 Complaints

The Corporation is responsible for ensuring that the College Complaints Procedure is operating effectively and may become directly involved if a complaint is directed against the Principal, the Clerk or members of the governing body. Complaints against the Principal or the Governing Body should be addressed to the Clerk to Corporation and will be referred to the Chair of Corporation or Vice Chair as appropriate. [See also College Complaints Procedure.]

5.9 Lines of Communication

If members require communication with the Principal the following process should be followed:

- a.** All initial communications concerning the College should be made through the Clerk to the Corporation tel. 0161 785 4255 or email address below
janet.frost@oldham.ac.uk
- b.** If there are any matters relating to the Principal or Clerk, direct contact should be made with the Chair of Corporation.

5.10 Amendments to Standing Orders

These Standing Orders may be amended only by a majority vote taken at a meeting of the Corporation.

APPENDIX 1

The Seven Principles of Public Life

Extract from the Second report of the Nolan Committee on standards in public life May 1996

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

Holders of public office are accountable to the public for their actions and shall submit themselves to the appropriate scrutiny.

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 to the public for their actions and shall submit themselves to the appropriate scrutiny.

OPENESS

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

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising so as to protect the public interest

LEADERSHIP

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

APPENDIX 2

CORPORATION CODE OF CONDUCT

INTRODUCTION

This Code has been adopted by the Corporation to set standards of conduct and accountability which are expected of Governors in carrying out their duties and in their relationship with the Governing Body and Principal as the Chief Executive. Each Governor agrees to adhere to this Code on acceptance of appointment.

A Governor should:

- Observe the provisions of the College's Instrument and Articles of Government, and, in particular, the six non delegable responsibilities placed on the Corporation.
- Work co-operatively with other governors in the best interests of the College;
- Acknowledge that differences of opinion may arise in discussion but, when a majority decision of the governing body prevails, it should be supported;
- Base his or her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan views;
- Make no statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chairman or, in his or her absence, the Vice Chairman.
- Recognise that an individual governor does not have the right, to make statements or express opinions on behalf of governors; unless specifically delegated by the Corporation or the Chairman to do so.
- Resist any temptation or outside pressure to use the position of governor to benefit himself or herself or other individuals or agencies;
- Declare openly and immediately any direct or indirect personal conflict of interest arising from a matter before the governors or from any other aspect of governorship; including financial interest;
- Respect the confidentiality of those items of business which the governing body decides from time to time should remain confidential;
- Take or seek opportunities to enhance his or her effectiveness as a governor through participation in training and development programmes and by increasing his or her own knowledge of the College;
- Give priority, as far as practicable, to attendance at meetings of the governing body and its committees;
- Refuse to accept gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any such offer should immediately be reported to the Clerk.
- Observe the duties set out in the Financial Regulations.
- Abide by the seven principles of public life laid down by the Committee on Standards in Public Life (Nolan) Committee for those holding public office.