

**HERTFORD REGIONAL COLLEGE  
FURTHER EDUCATION CORPORATION**



**STANDING ORDERS JULY 2025**

## 1. INTRODUCTION

The legal framework within which the Corporation is required to operate is set out in its Instruments and Articles of Government. The Standing Orders incorporate the provisions of the College's Instrument and Articles of Government. They also take into account of and should be read in conjunction with the Association of College's Code of Good Governance for English Colleges and the requirements of and guidance provided by external regulatory bodies.

These Standing Orders set out the Board's policy and practice on those issues which it has power to determine. Should there be any doubt in interpretation of the Standing Orders, the Instruments and Articles of Government will take precedence as the primary legal document.

Interpretation In these Standing Orders:

'College' means Hertford Regional College

'Corporation' means the Corporation of Hertford Regional College. It may also be referred to as "The Board"

'Committee' means a Committee of the Corporation

'Chair' means the Chair of the Corporation or of a Committee of the Corporation as the context requires

'Governor' means a Member of the Corporation and may be referred to as "Board Member"

'Co-opted Member' means a person who is not a Governor but who is appointed as a Member of a Committee

'Chief Executive' means the Chief Executive and Principal of Hertford Regional College

'Clerk' means the Clerk to the Corporation

Every Member of the Corporation and of its Committees 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" (Appendix 1), the Governor Code of Conduct and Corporation policies and these Standing Orders. This includes the submission of an annual declaration of interests and fit and proper person's declaration.<sup>1</sup>

## 2. MEMBERSHIP, APPOINTMENT AND ATTENDANCE

### 2.1 Membership & Composition of the Corporation

At its meeting in March 2019, Corporation resolved that, in accordance with the Instruments of Government, Corporation shall comprise 15 members, in the following categories: 10 general, business members; 2 staff members [1 teaching, 1 support]; 2 student members; and the Principal [ex officio].

### 2.2. Appointments

a. The Corporation is the appointing body and must approve all appointments, doing so in accordance with the provisions of the Instruments and Articles of Government. Whilst the Corporation delegates to the Search & Governance (Search) Committee responsibility for determining appropriate selection procedures, advising on membership issues and making recommendations regarding candidates for appointment:

- Business members will be recruited according to Corporation's skills requirements
- Staff members will be determined by election by teaching, or non-teaching, staff as appropriate

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<sup>1</sup> To make clear standards applicable to all members

- The process for appointing student members to the Corporation Board, shall be by interview either by the Chair of the Corporation and/or the Principal<sup>2</sup>
  - Coopted Members may be recruited onto a Corporation committee, where appropriate, and to ensure the presence of the necessary skill mix and subject matter expertise.<sup>3</sup>
- b. The Clerk issues letters of appointment and conducts correspondence and eligibility checks on behalf of the Corporation.
  - c. As part of additional measures to strengthen the accountability of colleges the FE Commissioner was appointed in November 2013 and has the power to require changes to the composition or leadership of a Corporation where the position of a College triggers intervention

### **2.3 Eligibility and Interests**

- a. The main conditions for ineligibility set out in the Instruments of Government are bankruptcy or conviction. There are also restrictions on persons under 18, and on students and staff other than elected members. Clause 11 of the Instruments of Government states that Members may not hold any financial interest in the College and must disclose the nature of interest in any contract or arrangement.
- b. The Clerk will ask new members to confirm fitness to serve, appointment eligibility and register interests. These will be updated annually for all members.
- c. Where a member has declared an interest, they may not vote on related issues. Members will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Clerk. A Register of Interests is held by the Clerk.
- d. Staff and students may only be appointed as staff and student members respectively.

### **2.4 Terms of Office**

- a. With the exception of the Principal and the Student Members, Members of the Corporation and Coopted members will normally hold office for a period of 4 years, subject to the provisions of Clauses 9 and 10 of the Instruments of Government (termination of membership).
- b. The Principal is an ex officio appointment.
- c. Student Members will hold office for the duration of their course, usually 1 or 2 years (but no more than four years. 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.
- d. Subject to their continuing eligibility under the Instruments of Government, Members reaching the end of their first term of office will be eligible for reappointment for a second term. All re-appointments will be reviewed by Search Committee who will make a recommendation to Corporation.
- e. Members may resign at any time by giving notice in writing to the Clerk.
- f. Under Clause 10 of the Instrument, 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 Chair or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, for example on long-term sickness or an agreed sabbatical, where there is a dialogue and an intention to return to Corporation. *See Appendix 2.*

### **2.5 Attendance of Members at meetings of the Corporation**

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<sup>2</sup> In-line with variation to I&As approved by the Board INSERT DATE

<sup>3</sup>References throughout to clarify and outline expectation regarding Coopted members

- a. Members are appointed to serve on the Corporation under the Corporation's terms of engagement and in the expectation that they will make time in their schedules to attend meetings and fully participate in the work of the Corporation and the life of the College.
- b. If a Member is prevented from attending a Corporation meeting or a development event, that Member should notify the Clerk of the reason for his/her non-attendance and give as much notice as possible. The purpose of this is to enable the Clerk to:
  - give apologies at the meeting and record these in the Minutes
  - ascertain whether the meeting will be quorate.
- c. Minutes will record the point on the agenda when a Member joins, withdraws from and/or rejoins a meeting.

### **3. APPOINTMENT OF CHAIR AND VICE - CHAIR OF THE CORPORATION**

- a. The Members of the Corporation shall appoint a Chair and a Vice-Chair from among their number. Usually this will be decided at or before the Corporation meeting in July prior to the commencement of each new academic year.
- b. The Principal, Staff and Student Members shall not be eligible for appointment as Chair or Vice-Chair but may take part in any vote on the appointment.
- c. The period of office for the Chair and Vice-Chair shall normally be one year. At the end of that period, the Members fulfilling those offices will be eligible for re-election if they are still serving on the Corporation.
- d. If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member so chosen shall not be the Principal, or a Staff or Student Member.
- e. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

### **4. APPOINTMENT OF THE CLERK TO THE CORPORATION**

- a. The Corporation is required to appoint a person to serve as Clerk.
- b. The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including meetings of any Committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the Members of the Corporation shall appoint from their number a person to act as Clerk to the Corporation for the duration of such meeting or part of a meeting, but the Principal may not be appointed as temporary Clerk.

### **5. COMMITTEES OF THE CORPORATION**

- a. In accordance with the requirements of the Articles of Government and with the needs of its business, the Corporation has established the following committees:
  - Audit Committee, a mandatory Committee to advise Corporation on the appointment of auditors, the effectiveness of the college's audit service and internal controls, risk management
  - Quality, Standards & Business Planning Committee: to advise on curriculum, quality improvement, policy, standards and performance

- Resources Committee, 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; to ensure protection of College assets and advise on capital investment.
- Remuneration Committee, to advise on the pay and conditions of service, appointment, appraisal and dismissal of the Principal, holders of Senior Post and the Clerk to the Corporation
- Search & Governance Committee, a mandatory Committee to advise on Board re/appointments, succession planning, membership issues, board performance and the development of strong governance

In addition, a Special Committee may be established under Clauses 16 & 17 of the Articles of Government to undertake duties related to the suspension or dismissal of senior postholders. [See Disciplinary Procedure for senior postholders.] A panel of members may also be convened to hear staff appeals against dismissal. Ad hoc working groups may be set up by Corporation as required.

- b. Each committee has its own Terms of Reference which are reviewed regularly. These set out the conduct of business at meetings and broadly reflect the requirements established for the main Board meetings (See Section 6 below).
- c. Committee membership may include co-opted members to provide particular skills. These will be appointed by Corporation through a Search Committee process:
  - Having full membership rights on the relevant committee
  - But the number of coopted members on a committee shall not be a majority of the total number of members and shall not be the Chair of a committee

## **6. MEETINGS & CONDUCT**

### **6.1 Meeting**

- a. A “meeting” includes a meeting at which members attending participate by means of a telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to the Instrument & Articles of Government, shall be entitled to vote and be counted in a quorum accordingly.

### **6.2 Attendance**

- a. Members are expected to attend meetings of the Corporation and any Committees of which they are a member unless reasonably prevented from doing so (see also section 2.5 above).
- b. The attendance target for individual Members at meetings of the Corporation and its Committees is a minimum of 75%.
- c. In accordance with Clause 10 of the Instruments 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 Chair; or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, for example on long-term sickness, where there is a dialogue with the Chair or Clerk and an intention to return to Corporation
- d. The Clerk to the Corporation maintains registers of attendance at Corporation and Committee meetings which are reviewed periodically by the Search & Governance Committee.

### **6.3 Meeting Quorum**

- a. Attendance requirements are applied to establish whether, or not, a meeting of the Corporation is quorate, in accordance with the Instrument of Government, Clause 13. To be quorate, the minimum number of Members necessary to be present for meetings is 40% for meetings of the Corporation and its committees.
- b. The rules on quoracy apply at any point during a meeting when numbers may change due to Members arriving late, leaving early or declaring an interest. If the meeting becomes inquorate, it shall be terminated forthwith.
- c. In the event of there being an insufficient number of Members present to constitute a quorum the Chair shall, if he/she thinks fit, summon a Special Meeting to be held at the earliest opportunity.
- d. In exceptional circumstances and only by arrangement in advance of the meeting, there is provision for a Member or Members who are unable to attend a meeting in person to take part in the meeting via tele/videoconferencing facilities. Members taking part by such means shall count towards the quorum for the meeting.

### **6.4 Declaring an Interest**

- a. No Member shall hold any interest in any property held or used for the purpose of the institution or receive any remuneration for their services (save as a Member of the College staff) without the written permission of the Secretary of State.
- b. Where any Member present at a meeting of the Corporation, or any of its Committees, has a 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
  - Any other matter relating to the College; or
  - Has any other interest of a type specified by the Corporation in any matter relating to the College

the nature and extent of any such interest must be declared and the member may not take part in any discussion or vote on any question related to the supply, contract or other matter and will not form part of the quorum for the item of business under consideration.

- c. An item for the Declaration of Interests appears as a Standing Agenda Item at the commencement of all meetings of the Corporation and Committees of the Corporation and Members are expected to make known any potential conflict of interest at that point.
- d. The definition of personal interest may be extended to encompass the relevant and known interests of those with whom the Member is closely connected. This might include the Member's spouse or partner and their own or spouse's/partner's close family. There might also be an extension to include non-financial personal interests of Members, such as Membership of public bodies and institutions, trusteeship of a trust where the Member or other connected person may be a beneficiary or the Membership of a closed organisation.
- e. Members and co-opted 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
- f. A register of interest has been adopted in which Members are invited to register annually their interests and in which they make a declaration of their continued eligibility to serve as Members of the Corporation. This register is maintained by the Clerk to the Corporation and is available for inspection by Corporation Members and members of the public on request.

#### **6.4 Withdrawal from Meetings**

a. Staff Members:

- And, where applicable, the Principal must withdraw from any part of a meeting at which staff matters relating solely to the member of staff are to be considered.
- If required to do so by a resolution of the Corporation or any of its Committees, shall withdraw from that part of a meeting where staff matters relating to any member of staff holding a post senior to their own are to be considered.
- Shall withdraw from that part of any meeting at which the pay and conditions of service of all members of staff, or any particular group of staff, are to be considered where the Staff Member is acting as a representative of the staff concerned.

b. Student Members must withdraw from a meeting:

- At which a student's conduct, suspension or expulsion are to be considered, except as provided by rules made under Article 17(3), relating to appeals and representation by students in disciplinary cases
- Of the Corporation or any of its Committees if required to do so by a majority of the Members, other than the Student Members.

c. The Clerk to the Corporation shall withdraw from that part of any meeting of the Corporation or any of its Committees at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in his capacity as Clerk are to be considered and, where the Clerk is a Member of staff of the College, shall withdraw in any case where a member of the Corporation is required to withdraw under Paragraph 6 of Clause 14 of the Instrument of Government. Where the Clerk is required to withdraw from a meeting the Members will elect one of their number other than the Principal, to act as Clerk for the duration of the meeting or part of the meeting

#### **6.5 The Conduct of Debate**

- a. All Members shall be entitled to contribute to any discussion or debate unless precluded from doing so by the Instrument & Articles or by having declared an interest in the item of business under consideration.
- b. The Chair has the right to end any discussions when he feels that sufficient opportunities for debate have been given to all Members.

#### **6.6 Voting**

- a. The Instrument of Government (Clause 14) establishes that every question to be decided at a meeting shall be determined by a majority of the votes of Members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person
- b. A Student Member who is under 18 years of age at the time of the meeting is not eligible to vote on any question involving the Corporation in committing expenditure, making a contract or incurring any debt or liability.
- c. Procedurally:
- Many decisions taken at a meeting will not need a formal vote with the Chair simply asking Members for their agreement to the proposal in question at the conclusion of the discussion.

- Only if there is obvious dissent or if the matter is of particular significance will a formal vote be called. Usually this will be by a show of hands. If a formal vote by show of hands is taken, the number voting for and against and any abstentions will be recorded in the Minutes. However, if a majority of Members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot, in which case Members will be invited by the Chair to vote on a piece of paper, to fold it in half and to hand it to the Clerk. The Clerk will then count the votes and announce the ballot result. The number of votes for and against and any abstentions will be recorded in the Minutes.
  - Members may not vote by proxy or by way of a postal vote.
  - Individual Members may request a vote on a particular issue and this must be agreed.
  - Whether or not a recorded vote has taken place, a dissenting Member has the right to have their disagreement recorded in the minutes.
  - Coopted members will have the same rights as other committee members including voting rights unless otherwise specified in the relevant committee's Terms of Reference. These rights do not include attending Corporation meetings other than by invitation
- d. Members might on occasion be asked to vote on a written resolution between meetings provided that:
- A copy of the proposed resolution has been sent to every Member eligible to vote on it
  - A simple majority of eligible Members have agreed the resolution
  - The subject of the resolution has previously been discussed by the Corporation Board and/or Committee and requires only a "Yes" or "No" response.

### **6.7 Reconsideration of Resolutions**

- a. The Instrument of Government (Clause 14) requires that no resolution of the Members may be rescinded or varied at a subsequent meeting of the Corporation unless consideration of its rescission or variation appears as a specific item on the agenda for that meeting. A resolution cannot, therefore, be overturned or varied simply as part of the discussion of matters arising from the previous minutes. The subject must appear as a substantive item on the agenda linked to the fact that there is a proposal to vary or rescind a previous decision. A Member wishing to include such an item must do so through the Clerk to the Corporation.

### **6.8 Agendas**

- a. The Clerk to the Corporation is responsible for drafting agendas for meetings of the Corporation and its Committees in conjunction with and for approval by the appropriate Chair.
- b. Members must receive written notice of the meeting and a copy of the agenda at least 7 clear days in advance of the meeting. Means of communication shall be as set out in Appendix 3
- c. Individual Members may request an item be placed on the agenda provided that:
- The Clerk is given not less than 15 days' notice prior to the date of the meeting in order that the Chair is notified of the proposed item before the agenda is finalised;
  - The item falls within the remit of the Corporation or its Committees as set out in the Instrument and Articles of Government or Terms of Reference; and,
  - The paper/report (if any) is submitted to the Clerk 10 working days before the scheduled date of the meeting.

### **6.9 Urgent Business**

- a. A Standing Agenda Item gives Members the opportunity to raise matters of any other business.
- b. Advance notice of at least 24 hours prior to the date of the meeting must be given to the Clerk to the Corporation of any genuinely urgent matter(s) to be considered for inclusion as an Urgent Business item.
- c. The consideration of any item so raised shall be at the discretion of the Chair.

#### **6.10 Confidentiality**

- a. The Corporation operates a Confidentiality Policy which segregates the main Corporation agenda into two parts: A Part one, public items and Part 2 Members only items. In the case of confidential papers and minutes, circulation shall be restricted to those Members eligible to be present at that part of the meeting.
- b. All papers and information determined by the Corporation to be confidential shall be clearly marked. These may include separate and confidential minutes of meetings or parts of meeting and any supporting papers distributed in advance of meetings containing information deemed confidential by the Principal, Chair or Clerk to the Corporation.
- c. The criteria for confidentiality will be whether information relates to an individual member of staff or student or is information, which is commercially sensitive to the College, in accordance with the Freedom of Information Act and Instrument and Articles of Government (See Appendix 4)

#### **6.11 Minutes of Meetings**

- a. The Corporation must maintain an agreed record of its meetings and decisions. Draft minutes of meetings will be prepared by the Clerk and circulated to the Chair, Principal and other senior members of the College staff who were present at the meeting to ensure the accuracy of the minutes. Minutes will remain unconfirmed drafts once agreed by the Chair until they are confirmed and signed by the Chair as an accurate record at the next meeting.
- b. Agendas, minutes, supporting papers and signed copies of the minutes shall be retained by the Clerk. Non-confidential confirmed minutes will be published on the College website after they have been agreed and signed by the Chair. Unconfirmed draft minutes may be available from the Clerk on request.

### **7 SPECIAL ARRANGEMENTS**

#### **7.1 Delegation Of Authority By The Corporation - Chair's action**

- a. Subject to the provisions in the Articles of Government, Financial Regulations and / or any other relevant regulations, the Corporation may from time-to-time delegate authority to the Chair to take action on its behalf between meetings provided that details of the action taken are reported to the following meeting of the Corporation. The circumstances under which the Chair may act may include routine action which would not have merited an agenda item and discussion at a Corporation meeting, and where such action will enable the deadlines of statutory or other external organisations to be met. Such action will be reported to the following meeting of the Corporation for confirmation.
- b. References in this procedure to the Chair shall include, in their absence, references to the Vice Chair.

#### **7.2 Special Meetings**

- a. A Special Meeting may be called by the Chair or, in his absence the Vice - Chair, or at the request in writing of any 5 Members.

- b. Notice of a Special Meeting shall normally be at least seven days in advance of the meeting unless the Chair specifies that less than seven days' notice is acceptable.

## **8. OPENNESS AND ACCOUNTABILITY**

### **8.1 Public Access to Agendas and Minutes**

- a. The Agendas and papers relating to meetings of the Corporation are available for public inspection at the College during normal office hours.
- b. A copy of the approved minutes of every Corporation meeting shall be placed on the College website and shall remain there for a minimum period of 12 months from the date of the meeting to which the minutes refer.
- c. Excluded from any item made available for public inspection under 8.1a&b. is any material relating to a named person employed at the College, a named student, the Clerk or any matter which the Corporation has decided should be treated as confidential or other sensitive items deemed by them as confidential. Minutes relating to such excluded items will not be made available for public access and will be held by the Clerk to the Corporation.
- d. The Corporation will review the confidential minutes annually to determine if, and at what point, any such matter should be considered non-confidential.
- e. Agendas are available for inspection as soon as they have been received by Corporation Members. Papers of a non-confidential nature are available after the meeting.
- f. Copies of approved minutes of a non-confidential nature are made available on the College Website.
- g. Copies of Corporation and Committee minutes are made available to the College internal and external auditors.

### **8.2 Public Access to Meetings and Members**

- a. All full meetings of the Corporation Board shall be deemed to be Public Meetings unless determined otherwise by the Chair, in consultation with the Clerk to the Corporation, or by a resolution of the Corporation.
- b. Members of the Corporation and the Clerk to the Corporation will be the only persons entitled to attend all meetings of the Corporation Board.
- c. Appropriate officers of the College may be invited to attend meetings at the request of the Corporation Board to present reports and contribute to discussion on matters relevant to their area of responsibility. Officers, Staff, and Student Members of the Corporation may be required to withdraw from part or all of a meeting in accordance with the provisions contained in the Instrument of Government of the College.
- d. Persons who are not Members of the Corporation will find details of all meetings of the Corporation and its Committees on the College Website
- e. Members of the Public may not speak at any such meetings of the Corporation that they may attend and will be excluded from part or all of a meeting during discussion by the Corporation of any issue relating to the following:
  - A named person employed, 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 is satisfied should be dealt with on a confidential basis. Such matters for discussion will be clearly indicated on the Agenda for the meeting and members of the Public will be requested to leave at the appropriate time.

- f. If there is any form of disruption by members of the public and/or members of the press, the Chair will have the authority to suspend the meeting. When it is possible to reconvene the meeting, the Corporation will consider the withdrawal of the invitation to the members of the Public and/or press to attend the meeting. The decision of the Corporation in such matters shall be final.
- g. In respect of Members:
  - A list of Members of the Corporation is available on the College web site. Details are also included in the Annual Members' Report to the Financial Statements, which is a public document.
  - Addresses and telephone numbers of individual Members of the Corporation will not be made available to third parties without the permission of Members.
  - Persons wishing to contact Members of the Corporation may do so by writing to The Clerk to the Corporation

## **9. MISCELLANEOUS**

### **9.1 Expenses**

- a. Members serve in a voluntary capacity and as such receive no payment for their services as Corporation Members. Payment of travelling expenses necessarily incurred in attending meetings of the Corporation or its Committees may be claimed via the Clerk to the Corporation.
- b. Members receive payment of conference/course fees and associated travelling expenses and accommodation costs where necessarily incurred for attendance on Governor training programmes or when attending an event on behalf of the College.

### **9.2 Statements Made on Behalf of the Corporation**

- a. Statements made on behalf of the Corporation will normally only be made by the Chair, or in his/her absence, the Vice-Chair and/or the Principal. The content of any such statements will be the subject of consultation between the Chair and College management.
- b. It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- c. Members of the Corporation are appointed to contribute to the work of the Corporation. They are not appointed to represent any organisation, interest group or persons.

### **9.3 Use of the Corporation Seal**

- a. Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a deed should be under seal, such as a transfer of property by the Corporation or signing a contract.
- b. The execution of a document by the Corporation under its seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.
- c. In accordance with Clause 21 of the Instrument of Government, the use of the seal by the Corporation shall be authenticated by the signature of the Chair, or some other Members authorised either generally or specifically by the Corporation together with the signature of any other Corporation Member.
- d. Wherever possible, the affixing of the Seal should be authorised in advance by a minuted resolution of the Corporation.

**Standing Orders Approved and Updated by the Hertford Regional College Further Education Corporation at the meeting held on 5 July 2025**

**Reviewed: July 2025**  
**Next Review: July 2027**

## **APPENDICES**

### **APPENDIX 1: LEGAL FRAMEWORK AND STATUTORY RESPONSIBILITIES**

#### **1. Further & Higher Education Act 1992 and other Regulations**

The HRC Board has been granted powers by Sections 18 and 19 of the Further & Higher Education Act 1992. A summary appears in Appendix C. Within these powers:

- The Board has responsibilities for the functions set out in Article 3 (1) of the Articles of Government.
- Article 3 (2) specifies the responsibilities of the Principal & Chief Executive to implement the Board's decisions and to manage the College's affairs within the budgets and frameworks set by the Board.
- Article 3 (3) specifies the responsibilities of the Clerk to the Corporation to advise the Board on the operation of its powers, the conduct of its business, procedural matters and matters of governance practice.
- As a condition of receiving public funds, the Board and Principal & Chief Executive have duties and responsibilities as set out in the College's Funding Agreement and the Department for Education (DfE) Framework & Guide and for the proper use of income derived from the providers of other public funds.

#### **2. Charity Law**

Due to the status of a Further Education College as an exempt Charity, the Members of a Further Education Board are also governed by Charity Law, in their role as Charity Trustees (Charities Act 2011)

#### **2. Other Statutory Responsibilities of Governors**

Governors of a Further Education College have a responsibility for setting policy and monitoring its implementation according to the following areas of legislation:

- Health and Safety at Work Act
- Equalities Act 2010
- Employment Law
- Data Protection Act
- Freedom of Information Act
- Bribery Act
- Safeguarding legislation

<https://www.legislation.gov.uk/ukpga/1992/13/contents>

## APPENDIX 2: GENERAL EXPECTATIONS OF CONDUCT

### 1. General

Members have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Board
- Demonstrate a high level of commitment to the College's vision and its values and behaviours
- Act in good faith and in the best interests of the College
- Operate within the governance framework of the College, abiding by the highest standards of propriety in dealing with public funds and act fully in accordance with the standard principles of financial accountability
- Uphold the confidentiality of any matter deemed confidential by the Board on the grounds of commercial or personal sensitivity.

Responsibility for the appropriateness of conduct and for any act or omission in that capacity rests with the individual. Every Member will sign up to the Board's Code of Conduct on appointment and reaffirm their commitment in this regard on an annual basis, completing a return, which will formally record any interests both personal and business-related which may have a direct or indirect connection with the College Group

Members should not:

- Act in a way which will bring the Board or the College into disrepute
- Use information gained in the course of their membership of the Board for personal gain
- Use their membership of the Board to promote or assist in any of their other activities.

As a general guide, Members should not take any action which cannot be publicly explained. The overriding principle should be that any matter which may, to an observer, potentially influence their independent judgment in their role should be declared.

### 2. Nolan Standards in Public Life

- **Selflessness** – Holders of public office should take decisions solely in terms of the public interest. They should not do so 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 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 broader 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 in a way that protects the public interest
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

## **Compliance**

If Members have difficulty in complying with this code or are in doubt concerning a particular matter arising from it, they should contact the Clerk to the Corporation who will provide appropriate advice.

## **APPENDIX 3 - REMOVAL OF MEMBER**

The Clerk to the Corporation will be responsible for monitoring members' attendance and membership matters at formally summoned Board and Committee meetings. In the event of any individual continued absence without prior agreement or any question, regardless of its source, regarding a member's ability or fitness to discharge the functions of Board membership, the matter will be reviewed with the Chair of the Corporation and there will be communications with the individual member as appropriate. Action may be taken as appropriate, including a recommendation to the Board regarding removal from office. In the event of such a Board decision, communication in writing will take place as soon as practicable. A member removed from office shall have no right of appeal against such a Board decision

Any decision regarding the remove a Member or a Coopted Member from office will be based on the following:

- a. Absence from Meetings without prior agreement for a period of longer six months or longer
- b. Inability or unfitness to serve
- c. In the event of a Member of staff (including the Principal) or a student ceasing to be staff or students of the College, the office becomes vacant.

## **APPENDIX 4 - CONFIDENTIALITY AND THE TREATMENT OF CONFIDENTIAL MATTERS**

There will be occasions in which a degree of confidentiality is necessary. This is determined according to the following criteria:

1. Personal information relating to an individual.
2. Information provided in confidence by a third party who has not authorised its disclosure.
2. Financial or other information relating to procurement decisions, including that relating to the College negotiating position.
4. Information relating to the negotiating position of the College in industrial relations matters.
5. Information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation.
6. Legal advice received from, or instructions given to the College legal advisors.
7. Information planned for publication in advance of that publication.
8. Any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.

## **APPENDIX 5 - MEANS OF COMMUNICATION**

1. Any notice or other document to be given to or by any person pursuant to this Instrument:

- (a) must be in writing; or
- (b) must be given in electronic form.

2 The College may give any notice or other documents to a Member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- (c) by leaving it at the address of the Member; or
- (d) by giving it in electronic form to the Member's address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Corporation meeting and must specify the place date and time of the meeting.

(3) A member present in person at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(5) Proof that an electronic form of notice was given shall be conclusive where the College can demonstrate that it was properly addressed and sent.

(6) Notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

(7) The Members must agree in writing to receive documents and notices from the College by electronic means.

(8) Only such documents and notices as are specified by the College may be sent to the College in electronic form to the address specified by the College for that purpose and such documents or notices sent to the College are sufficiently authenticated if the identity of the sender is confirmed in the way the College has specified.