



**St Helens College**

**STANDING ORDERS FOR THE**

**CONDUCT OF MEETINGS**

**ISSUE NO 2**

**THE CORPORATION OF St Helens COLLEGE**

STANDING ORDERS FOR THE CONDUCT OF MEETINGS

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**STANDING ORDERS**

# 1 INTRODUCTION

1.1 In this Document “College” means St Helens College Corporation and “Governor”, “Chair”, “CEO/PRINCIPAL/Principal” and “Clerk” mean respectively the Governors, Chair, CEO/PRINCIPAL or Principal and Clerk to the Corporation also known as the Governance Director. All other definitions have the same meanings as given in the College’s Instrument and Articles of Government, and word importing one gender will import any gender.

1.2 Nothing in this document, and that contained in the Code of Conduct, is meant to override the provisions of the Instrument and Articles of Government which at all times are to be regarded as the primary sources of guidance. The standing orders are the bylaws to support the Instrument and Articles of Government.

1.3 It is the responsibility of the Clerk to the Corporation to interpret the following documents 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 of the Corporation) is in breach of the regulations:

* Instrument and Articles of Government
* Standing Orders for the conduct of meetings
* Code of Conduct.

1.4 These Standing Orders should apply to both Corporation and Standing Committee meetings/working groups/task and finish groups.

1.5 These Standing Orders also apply to Associate Governors.

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# MEMBERSHIP OF THE CORPORATION AND APPOINTMENT OF CHAIR AND VICE CHAIR(s) OF THE CORPORATION

2.1 The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provisions of the Instrument of Government, and the recommendations of the Search and Governance Committee. All issues relating to vacancies and re-appointmentsfor Governors will be considered firstly by the Search and Governance Committee with recommendations presented to the Corporation for approval.

2.2 It is the wish of the Corporation that there is an appropriate balance of skills and experience amongst its composition. This will mean that Governors will be drawn from a range of backgrounds.

2.3 It is recognised by the Corporation that a skills audit should be undertaken periodically, to be conducted after consultation with the Chair, so as to monitor the current make-up of the membership and to prepare for the time when it is necessary to fill one or more vacancies. This task will be the responsibility of the Clerk to the Corporation acting on behalf of Governors.

2.4 Whilst the personal skills of Governors are of considerable importance, the Corporation has agreed that there should, wherever possible, be an appropriate balance in membership representative of the community of which it serves.

* 1. Information on age, gender and ethnic origin should be an integral part of the skills audit.

2.6 The Corporation has a Search and Governance Committee to assist the Corporation in recruiting and appointing Governors in an open and structured way, which may include a periodic advertisement being placed on the College’s website so that a database of potential and interested applicants, with a variety of backgrounds and experience, can be maintained and drawn upon for future vacancies. Succession planning is a key priority for the Corporation.

2.7 It is understood that the final decision for determining the membership of the Corporation, including the individuals to be appointed to serve on the Corporation, rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation in such matters.

2.8 The Governors’ Terms of Office (apart from student Governors) are for a maximum of 8 years .This may be exceeded up to 6-12 months in exceptional circumstances, if felt necessary and agreed by the Corporation. Student Governors normally have a 1-year term-of-office. The advice of the Search and Governance Committee is

also sought on the re-appointment of all members to the Corporationand relevant Standing Committee, where each members’ contribution is afforded appropriate scrutiny.

2.9 Once appointed, all new Governors are requested to complete and sign their register of interests and Governor eligibility form and Personal Information Consent Form for the Purposes of Registration with The Office for Students and to confirm that they will adhere to the Corporation’s Code of Conduct (the criteria being based on that detailed in Instrument of Government), and also to complete a DBS application. A letter of appointment to all new Governors includes all of the above joining instructions, and also includes details of induction arrangements.

2.10 Appointment/Dismissal of Staff of the College

The Appointment and Dismissal of Staff (including Senior Staff) of the College is undertaken in accordance with the Articles of Government. Should the need arise for the Corporation to convene a Special Committee, the procedures are contained in the Corporation’s Policy relating to the Disciplinary Procedures for Designated Senior Post holders and the Clerk to the Corporation. Membership of a Special Committee will be determined dependent on the issue in hand and the skills and experience of Governors needed todeal with that issue. There is therefore no pre-determined membership of a Special Committee***.***

2.11 Appointment/Dismissal of the Clerk to the Corporation

The appointment and dismissal of the Clerk to the Corporation is the responsibility of the Corporation. The Clerk has an approved job description and is annually appraised and reviewed by the Chair of the Corporation. The Corporation acknowledges that the Clerk is responsible to the Corporation for all aspects of their role.

2.12 Appointment of Chair/Vice Chair(s)

The Corporation elects a Chair and up to two Vice Chairs for the duration of their term of office.The election is by the proposing, seconding and agreement of the majority of Corporation Members. The Clerk is normally required to present this item of business, but the retiring Chair may take this item, or the Corporation may decide to appoint another Governor from among their number to call for proposals.

Should there be an occasion when the number of candidates for any of the above positions exceeds the number of vacancies, the Clerk will arrange an election process.

Governors are requested to put forward a nomination for any of these positions at the time when the elections are being considered, which should be submitted to the Clerk well in advance of the meeting at which the election takes place.

Governors have also been requested to declare, as part of the annual self-assessment process, if they wish to be considered as a future Chair or Vice Chair of the Corporation or of any standing committees of the Corporation. This will support appropriate succession planning for these important roles.

The Corporation has a written specification for the role of the Chair and Vice-Chair(s) of the Corporation available from the Clerk to the Corporation.

As part of theapproved succession plan for the role of Chair, the Corporation has agreed that, should the need arise, a Vice Chair would assume the role for a period of no longer than six months, until a permanent Chair has been appointed.

2.13 The Corporation has an approved written role description and person specification for the role of Corporation Governors, which is also available from the Clerk.

2.14 Co-opted Members may be appointed to serve on any Committee, should a vacancy arise, with full voting rights, and such arrangements are subject to approval by the Corporation through the Search and Governance Committee.

# 3 ATTENDANCE BY GOVERNORS AT MEETINGS OF THE CORPORATION AND QUORUM REQUIREMENTS

3.1 Governors have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated, of course, that all Governors have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.

3.2 Governors are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum. It is hoped that such a situation will never arise for the Corporation.

3.3 The Corporation has a performance Indicator of 80% attendance at all meetings.

3.4 The Instrument of Government provides for the Corporation to consider removing a Governor from office if they have been absent from meetings of the Corporation/Committee for a period longer than 6 consecutive months or where a member fails to attend a Governing Body meeting in any year, without the permission of the Corporation. It is important, however, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified.

In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a Governor from their duties as a Member of the Corporation. If at any time the members of the Corporation/Committee are satisfied that any Governor is unable or unfit to discharge the functions of a Corporation member, the Corporation may by notice in writing to that Governor, remove

him/her from office and thereupon the office shall become vacant. This is in

accordance with the Instrument and Articles of Government.

* 1. The Corporation has an Attendance Policy which includes all non-Corporation members who serve on Committees. The Corporation also has a Procedure for the removal of a Governor from office. Copies of both of these documents are available from the Clerk on request.
  2. From time to time, it may be necessary for a Governor to request a formal temporary leave of absence from the Board due to other personal commitments, and this will be documented within the minutes of the meeting at which the request is reported and endorsed by the Corporation. Examples of such requests may include jury service, parental leave, caring responsibilities etc.
  3. Should the following occur:

a A staff member is suspended as a member of staff

b A student member is suspended from the College as a student

the CEO/PRINCIPAL should immediately advise the Chair and the Clerk. In this eventuality, the Corporation may suspend a Corporation member for the duration of the suspension.

* 1. Membership of the Corporation and Quorum Requirements

The Corporation operates its quorum requirements in accordance with the Instrument and Articles of Government. Meetings of the Corporation shall be quorate~~,~~ if the number of members present is at least 40% of the total number of members determined according to Clause 2 of the Instruments of Government and must include a majority of external Governors. The quorum arrangements for Committees of the Corporation shall be as determined by each Committee under the respective Terms of Reference.

* 1. The Clerk to the Corporation, through the Chair, shall be responsible for the closure of a meeting should a quorum not be achieved. If in the course of a meeting, the Members present fall below that which constitutes a quorum, the meeting shall normally be terminated forthwith. In some circumstances the meeting may continue on an informal basis but there can be no formal decisions or resolutions made at that meeting. The notes of that meeting, should it continue, are then presented to the next scheduled and quorate meeting for further discussion and ratification of proposed decisions/resolutions taken at the inquorate meeting. The decision as to whether to continue a meeting on an informal basis is at the discretion of the respective Chair. In some instances, dependent primarily on timing, Chair’s action will be sought following an inquorate meeting relating to those decisions which may require an urgent decision and before the next formal meeting; Chair’s action will ratified by the Corporation at the first business meeting, as required.

3.10 Tele/video-conferencing facilities can be made available to individual Governors for the purpose of attending Corporation meetings, when deemed to be

appropriate and with prior approval of the Chair through the Clerk.

3.11 In exceptional circumstances, Governors may be contacted for a decision via email, but this should be restricted to non-contentious and administrative business matters only.

3.12 Governors who cannot attend a meeting or use tele-conferencing facilities, may by exception, provide their views on a particular item of business via the Chair or Clerk.

# PUBLICATION OF MINUTES AND PAPERS

4.1 The Clerk to the Corporation will aim to produce draft Minutes of all Corporation/Committee meetings within five working days of the date of the meeting being held. Once approved by the Chair, draft Corporation Minutes are circulated to each Governor for information and become available for public inspection at this time.

4.2 With the exception of excluded items (see paragraph 4.3 below), the following will be available for inspection in the office of the Clerk to the Corporation of the College,with the minutes of each meeting available via the College’s website under the Governance section:

* + - the agenda for meetings of the Corporation/Committees
    - the open draft minutes of meetings of the Corporation/Committees once they have been approved by the Chair
    - the signed open minutes of the Corporation/Committees.

4.3 The following items will be regarded as confidential items and thus will not be available for inspection:

* information relating to an individual;
* information regarding commercial interests;
* information provided in confidence by a third party who has not authorised its disclosure;
* financial or other information relating to procurement decisions, including that relating to the College’s negotiating position;
* information relating to the negotiating position of the College in relation to industrial relations matters;
* information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation;
* legal advice received from or instructions given to the College’s legal advisors;
* information planned for publication in advance of that publication.

4.4 The address of the Office of the Clerk to the Corporation is as follows:

The Clerk to the Corporation

St Helens College, Water Street

ST HELENS, WA10 1PP

Tel: 01744 623104

Email: LLloyd-Williams@sthelens.ac.uk

4.5 Whenever practicable, documents will be available between 0900 and 1700, Monday to Thursday and 0900 to 1630 on Fridays. If it is not possible to provide immediate access to documents the College will endeavor to respond to requests for information (other than those listed within the Colleges Policy as Confidential), within 15 working days.

4.6 The Clerk shall make arrangements for the Corporation to annually review all confidential material and make such material available for public inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies or considers that the public interest in disclosure outweighs that reason.

# 5 ACCESS TO MEETINGS OF THE CORPORATION AND CONFIDENTIALITY

5.1 Members of the Corporation and the Clerk will be the only persons entitled to attend all meetings of the Corporation.

5.2 A fully scheduled calendar of all Corporation/Committee Meetings and an annual cycle of Business is approved by the Corporation for the forthcoming academic year. The calendar of meetings is available on the College Group’s website under the Governance section.

5.3 It is important to remember that in certain circumstances a member of the Corporation, a member of staff, a student or the Clerk may be asked to withdraw in accordance with the Instrument and Articles of Government.

5.4 While the Instrument of Government does not automatically require a Governor to withdraw, there has been an expectation on the part of the Corporation that it will be appropriate in such circumstances (which rarely arise) for the Governor concerned to withdraw from the meeting.

5.5 Responsibility for determining who may attend meetings of the Corporation other than Governors and the Clerk rests with the Corporation.

5.6 The respective Chair, CEO/Principal and Clerk will consider which members of staff are required to attend meetings of the Corporation so that the Corporation has access to information and advice (for example, it is likely that the CEO/Principaland CFO will be invited to all meetings of the Corporation). Staff are invited to attend Corporation/Committee Meetings, through the respective Chair and CEO/Principal, at the discretion of the Corporation.

5.7 The Corporation places responsibility on the Chair, the CEO/Principal and theClerk to ensure that members of the College staff withdraw from meetings as and when the need arises. Such an arrangement avoids potential embarrassment for all parties. If, however, one or more members of the Corporation believe that members of the staff should withdraw from a meeting for a particular item, they are required to bring this to the attention of the meeting.

5.8 While the majority of business conducted by the Corporation is not confidential and thus reports etc., are open to inspection (see paragraphs 4.2 and 4.3). Members of the public (including members of the staff of the College ) or the press are not to be allowed to attend meetings as observers, (unless invited to do so), apart from any public meetings that the Corporation may hold.

5.9 Where a member of the public or press is given observer status at a public meeting of the Corporation, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. If practical an indication should be given at this stage of any known confidential items.

5.10 The Corporation currently has two elected student members.

5.11 Unless specifically invited to do so, members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.

5.12 If there is any form of disruption by members of the public and/or the press the Chair will have the authority to suspend the meeting.

5.13 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 be in attendance at the meeting. The decision of the Corporation in such matters is final.

5.14 The Corporation undertakes an annual review of all confidential reports and papers, as undertaken by each respective Committee, to decide whether such reports may be deemed open and in the public domain or to remain confidential.

5.15 Any member of the Corporation may attend any Standing Committee meeting of the Corporation as appropriate, and any Committee report may be requested by any member of the Board at any time. The Minutes of each Standing Committee are presented to the full Corporation for formal approval in a timely fashion, and presented by the respective Chair, so that all Governors are kept abreast of Committee business items. The Clerk also e-mails the minutes of all Standing Committee meetings to all Governors, once approved by the respective Chair. Copies of minutes are also posted on the Governance web pages.

5.16 The monthly Management Accounts are made available to each Member of the Corporation once approved by the FR&C Committeeand the latest set of Management Accounts are presented at every meeting of the Corporation.

# 6 PROCEEDINGS OF MEETINGS

6.1 The Corporation/Committees will seek to reach a decision by consensus but, should the need arise, a question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of those Governors present and voting on the question. It is often the case, however, that the Governors present are clearly unanimous and thus it is not necessary to conduct a vote.

6.2 Where there is an equal division of votes the Chair shall have a second or casting vote.

6.3 A Governor may not vote by proxy or by way of a postal ballot but may be proactive by informing the Chair or Clerk of any strong views to inform a particular debate.

6.4 The normal way of voting will be by a show of hands. If a majority of Governors present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.

6.5 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.

6.6 All members of the Corporation/Committees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

6.7 The withdrawal of Governors from meetings of the Corporation for particular items is dealt with in the Instrument of Government.

6.8 There will be occasions when an individual Governor should declare an interest - not necessarily a financial interest - in an issue due to, for example, membership of an outside body. Declarations of interest are taken on the first item of each Corporation and Committee Meeting, and a comprehensive register of interests is maintained by the Clerk’s office, and is subject to annual review.

6.9 Committee terms of reference are reviewed by each Committee, on behalf of the Corporation, on an annual basis. Any recommended changes to a Committee Terms of Reference, Membership and quorum arrangements***,*** are subject to the Corporation approval.

6.10 The Corporation does not usually accept ‘tabled’ papers and if accepted, this must be done with the prior approval of the Chair as notified through the Clerk.

6.11 Special Meetings

Special Meetings, if deemed necessary, are called in accordance with the Instrument of Government. The Corporation has an approved Disciplinary Procedure for Senior Post holdersand the Clerk to the Corporation***.***

6.12 Extraordinary meetings

Non-scheduled meetings of the Corporation or any standing Committee may be convened by the respectiveChair at any time, should the need arise but must be supported by a formal agenda that is issued to all members in advance of the meeting.

6.13 Working Groups/Panels/Task and Finish Groups

Working Groups/Corporation Panels/Task and Finish groups may be convened by the Corporation or relevant Standing Committee at any time for a specific purpose, e.g. disciplinary appeals panels, selection panels for Senior Post holders, Planning Event Working Group.

6.14 Tele/video-conferencing

Tele/video-conferencing facilities shall be made available to individual Governors for the purpose of attending Corporation meetings, when deemed to be appropriate and with prior agreement with the Chair through the Clerk.

# CORPORATION DECISIONS AND VOTING

7.1 The reports received by the Corporation will normally include a clear recommendation. The Corporation will challenge the Executive to ensure that there is a consistent approach to performance improvement throughout all aspects of the College’s activities.

7.2 At any time during a discussion a Governor may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored.

The Governor raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.

7.3 All discussions at meetings of the Corporation will be conducted through the Chair.

7.4 Governors and any other attendees at Corporation or Committee meetings are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute, or undermine its reputation.

7.5 Should a consensus relating to a particular decision not be reached, a vote

by way of a show of hands may be called by the Chair. If there is an equal

vote, the Chair shall have the casting vote.

# AGENDAS FOR MEETINGS AND CONVENING MEETINGS

8.1 Agendas for meetings of the Corporation may include “Notification of items of urgent business”. The operative word used in this statement is “urgent” and thus it should only be used for issues which arise since the publication of the agenda.

8.2 The item will normally appear as the penultimate item in the agenda although the Chair will ask during an early stage in proceedings if any Governor or the Clerk proposes to put forward an item of urgent business.

8.3 The Chair will need to be assured that the issue is one which meets the following criteria:

* + it is the proper business of the Corporation to consider having regard to the Instrument and Articles of Government and the terms of reference of the relevantCommittees of the Corporation;
  + it needs urgent attention by the Corporation.

8.4 If appropriate, the Chair will seek the support of the Corporation as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it is possible to determine a way forward which is acceptable to all parties.

8.5 Members of the Corporation are required to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

8.6 An annual cycle of business for both the Corporation and Standing Committees is maintained by the Clerk and presented to the Corporation for approval. These are acknowledged as being working documents and could therefore be subject to changes.

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

8.8 All Corporation and Committee meetings shall be summoned by the Clerk to the Corporation by at least seven calendar days and all relevant papers will be sent to every Governor as appropriate, together with a copy of the relevant agenda. Such notice shall also state the time, date and venue of the meeting.

8.9 It shall be permissible for the Chair of a Committee to convene an emergency non- scheduledmeeting of that committee by giving less than seven business day’s prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

8.10 The Chair of the Corporation (and Chair of Committees where required) shall agree the draft agenda(s) before distribution and shall make the final decisions regarding those agenda items to include.

8.11 Any meeting that is convened outside of the approved schedule of meetings shall be convened as a non-scheduledmeeting of the relevant Committee or Corporation***,*** and agendas and papers will be forwarded in accordance with Para 8.8 above, as far as is practical.

# 9 DELEGATED POWERS, ACTION TAKEN BY THE CHAIR OF THE CORPORATION, AND USE OF THE COLLEGE SEAL and TENDER PROCEDURES

9.1 The Articles of Government specify the different roles and responsibilities of the Corporation and the CEO/Principal including delegable and non-delegable functions.

9.2 The Definition of Good Governance, as referenced in the AoC Creating Excellence in Governance publication (Section 2.7) states that Governance is the act of governing – not managing. Governance provides strategic leadership and direction to an organisation. It sets and approves policies and the budget, defines expectations, delegates powers, and verifies performance towards delivering its strategic aims and objectives.

The most important aspect is an appropriate division of responsibilities between strategic governance by the Corporation and operational management by the College’s Senior Leadership team led by the CEO/Principal. This approach would be underpinned by the right level of checks and balances.

9.3 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 an extraordinary 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, or in the Clerk’s view, inappropriate. Wherever possible, the Chair will inform all Governors of the proposed action before applying Chair’s action.

9.4 Request for action by the Chair will only be made through the office of the Clerk to the Corporation

9.5 The decision of the Chair will be reported to the next scheduled meeting of the Corporation by the Clerk.

9.6 The Clerk to the Corporation, in consultation with the Chair of the Corporation and the CEO/Principal, will judge if it is thought appropriate to seek the views of the Chair of the standing committee associated with the issue.

9.7 The Clerk to the Corporation shall be responsible for the College seal, and where for example a legal document, contract or deed requires the College seal, it must be applied by the Clerk to the Corporation, or a nominated person. The application of the seal must be authorised by the Chair or a Vice Chair and the CEO/Principal and application of the seal will be reported to the full Corporation.

9.8 The Corporation operates the College’s tendering procedures in line with that contained within the College’s Financial Policies and Procedures and Procurement Policy.

# 10 DECLARATIONS OF INTEREST

10.1 The Instrument of Government stipulates the regulations relating to Governors holding interests in matters relating to the College Group.

10.2 The Clerk shall maintain a register of the interests of the Governors which have been disclosed and the register shall be made available during normal office hours at the College to any person wishing to inspect it. The annual completion of the Register also includes the declaration of any gifts/hospitality that may have been received over the proceeding 12-month period.

# 11 STATEMENTS MADE ON BEHALF OF THE CORPORATION

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

* + the Chair;
  + the CEO/PRINCIPAL.

11.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.

11.3 Custom and practice is for the Clerk to respond to correspondence from all staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation.

# 12 LEGAL ADVICE AND INSURANCE LIABILITY FOR MEMBERS OF THE CORPORATION

12.1 Corporation members should seek advice from the Clerk to the Corporation if legal advice is felt necessary. The Clerk has access to independent legal advice when required.

12.2 The Corporation has an approved Policy and Procedure on Whistleblowing/ Employee Disclosure, which is reviewed by the Audit Committee, on behalf of the Corporation.

12.3 There may be occasions when the Clerk feels that her/his advice is being overruled and because of this the proper conduct of the Corporation is being put at risk.

Firstly, the Clerk must make every effort to resolve the difficulty through the avenues available within the College. She/he must be sure that her/his concerns are properly understood and have been adequately considered by those concerned.

This will be best achieved in the first instance by ensuring that:

* the reasons for the concern have been first discussed by the Clerk with the Chair/or a Vice Chair of the Corporation or any other Governor;
* the Chair of the Corporation’s Audit Committee has been informed if the issue is relevant to that Committee’s term of reference;
* the Clerk has reported her/his concerns to a meeting of the relevant Committee or to the full Corporation and asked for this to be recorded in a publicly available minute;
* The College,s external auditors have been informed.

If no solution can be reached, and the Clerk’s view is that the grounds for the original concern still presents athreat to the proper Governance of the College, the Clerk has been granted prior authorisation to obtain legal advice from the College’s Solicitors and to inform all Governor that this has been done. The Corporation may also decide to obtain further legal advice.

In the unlikely event that no action results from this sequence of steps, and if the grounds for concern, in the view of the Clerk, still present a threat to the proper governance of St Helens College, and/or may result in action which is outside the powers of the Governing Body, the Corporation have approved the following mechanism forthe Clerk. Prior authorisation has been given by the Governing Body to the Clerk to seek advice from the FundingAgencyin such circumstances and to inform the Chair and CEO/Principal that this has been done.

12.4 Recognising the previous inequitable position, the Learning & Skills Act 2000 contains a clause covering liability of FE governors as non-executive directors. It remains the case that 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. Governors are members of the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as Governors ensure that the Corporation does not exceed its powers in law, and as long as Governors exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith, in the interests of the Corporation, individual Governors should not be held personally liable.

12.5 The College has appropriate Insurance Liability cover arrangements for individual Corporation Members and the College Group has extended indemnity to cover Governors for up to six years after their term of office expires.

12.6 The Clerk is required to advise the Corporation on non-compliance with the requirements of regularity and propriety (refer to the College’s Policy on Fraud and Corruption) and must also inform the Chair of Audit as soon as the incident is reported.

# 13 INDIVIDUAL CONTRIBUTIONS BY MEMBERS OF THE CORPORATION AND COMMITTEES OF THE CORPORATION

13.1 The Instrument of Government includes that *“Every member of the Corporation shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by other body or person”.*

13.2 All parties will recognise that Governors must take a personal view on each matter received by the Corporation and contribute to debates accordingly.

13.3 Once a matter is considered by the Corporation, each and every individual member of the Corporation is expected to be bound by the collective decision of the Corporation whatever one’s personal views are on the issues.

13.4 Particular regard should be taken of the confidentiality of certain proceedings.

13.5 The importance of working for the good of the College cannot be overstated which may mean, on occasions, that personal views have to be put to one side once a decision is reached by the Corporation.

13.6 Committees of the Corporation

The Corporation has established six Standing Committees. These are as follows:

* Strategic Curriculum Planning Committee
* Quality and Outcomes Committee
* Audit Committee
* Finance, Resources and Commercial Committee
* Performance and Remuneration Committee
* Search and Governance Committee

The Committees’ Chairs and Vice Chair shall be recommended for appointment by the relevant Committee to the Search and Governance Committee, from which the appointment will be recommended for approval to the Board.Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by the Search and Governance Committee. This is in accordance with the requirements of the Restructuring Fund bid to ensure that appropriate succession planning is in place and that Committee workloads are kept under periodic review.

The Chair of the Corporation cannot be a Chair or Member of the Audit Committee. Members of the Audit Committee and FR&C Committee cannot be the same Members.

No Senior Post holders may be members of the Audit Committee or the Performance and Remuneration Committee, but Senior Post holders may be members of other Committees.

The membership, terms of reference and quorum requirements are as agreed by the Corporation and are normally reviewed on an annual basis.

All members of the Corporation are actively encouraged to become members of one or more Committees of the Corporation and the Board is also committed to succession planning and reviewing membership on a regular basis, via the Search and Governance Committee as required.

The terms of reference of each Committee lists the numbers of members, the quorum required and the frequency of meetings. Each Committee member’s term of office is linked to their Corporation term-of-office, i.e. 4 years. The Clerk to the Corporation clerks each Committee Meeting, and a full schedule of meetings and cycles of business are prepared and agreed on an annual basis.

The Corporation also operates both a Governor Link arrangement, whereby each Governor is linked to a strategic area, and also operates an Associate Governor scheme. This information is available from the Clerk.

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# 14 ALLOWANCES TO MEMBERS OF THE CORPORATION

14.1 Attendance at Meetings of the Corporation and Committees of the Corporation

Corporation members’ travelling expenses are authorised by the Chair. The CEO/PRINCIPAL’s College Group-relatedexpenses are authorised by the Chair of the Corporation.

Governors may only claim expenses for traveling and subsistence at the same rates as the current staff rates and there is norestriction on the number of miles that can be claimed for College Group-related journeys. When using public transport, Governors are required to travel at the most cost effective method, which is usually by second class travel and mustbe able to demonstrate value for money. All requests for such expenses are to be submitted to the Clerk to the Corporation using the College’s expense claim forms and receipts should be provided wherever possible.

14.2 The scheme for the payment of allowances to members of the Corporation for costs which are incurred as a result of their membership of the Corporation is detailed below:

1 Attendance allowances will NOT be available to members of the Corporation (i.e. a payment for attending meetings).

2 Traveling Expenses are payable for Corporation Members.

Participating in Approved Development Programmes for members of the Corporation

1 The tuition or conferencefee (if any) will be paid by the College in approved cases.

2 Travel costs (based upon the most cost effective means of transport) will be reimbursed by the College in approved cases. This may include overnight accommodation if required and if more cost effective.

3 Any relevant subsistence costs will be reimbursed by the College in approved cases.

How to apply for reimbursement costs

If a member of the Corporation has the opportunity to participate in anexternal development programme, it is suggested that he/she contacts the Clerk to discuss the arrangements before any commitments are made. The Clerk will consult the Chair of the Corporation as appropriate.

# MEMBERSHIP OF THE CORPORATION - AVAILABILITY OF INFORMATION TO THE

# PUBLIC

15.1 A list of the names of members of the Corporation will be available for inspection in the office of the Clerk to the Corporation and will be displayed on the website.

15.2 In addition to the names of the members of the Corporation, enquirers will be notified of the following:

Any person wishing to write to members of the Corporation to apply to the Clerk to the Corporation, who will consult with the Chair. If approved the applicant should supply sufficient copies of any documentation through the Clerk. Normally no charge will be made for postage for forwarding a document to Governors although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.

15.3 Addresses and telephone numbers of members of the Corporation will not be made available to third parties.

# 16 DEVELOPMENT, TRAINING AND INDUCTION AND SELF-ASSESSMENTOF CORPORATION MEMBERS

16.1 The Corporation normally has an approved development schedule that is agreed and delivered on an annual basis. The Chair normallyundertakes one-to-one meetings with individual Governors, which also informs the identification of areas of development. Each standing Committee also assesses its own development needs on an annual basis.

16.2 The Corporation will undertake an annual self-assessment process. This includes a self-assessment of the full Governing Body, resulting in an annually approved Governance Self-Assessment Report and Improvement Plan.

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# 17 COMPLAINTS ABOUT THE CORPORATION

17.1 Any complaints about the Corporation aredealt with through a separate complaints procedure which is available from the Clerk to the Corporation, or if the complaint is about the Clerk, from the Chair of the Corporation.

# 18 AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES

18.1 The Clerk will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements/ amendments to meet changed circumstances. A full review will be undertaken every two years as part of the Corporation’s annual review of its decision making process.

18.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments/additions to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.

18.3 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.