



STANDING ORDERS OF SOUTH THAMES COLLEGES GROUP CORPORATION

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STANDING ORDERS OF THE CORPORATION OF SOUTH THAMES COLLEGES GROUP

The following Standing Orders incorporate the specific procedural requirements of the Government Documents and the relevant paragraph number is shown in brackets where appropriate.

1. INTRODUCTION

1. To assist in ensuring that governance at South Thames Colleges Group is conducted in accordance with the Governing Documents it is proposed to adopt Standing Orders. Their purpose is to define the basic rules and procedures by which the Corporation of South Thames Colleges Group and its committees will conduct its business.

2. INTERPRETATION

1. Reference in these Standing Orders to the masculine gender shall include the feminine, the singular the plural, and vice versa.
2. In these Standing Orders words and phrases which are defined in the Instrument and Articles of Government shall have the same meaning in these Standing Orders. The following words and expressions shall have the following meaning:
 - i. "Articles" shall mean the Articles of Government of the Group;
 - ii. 'Chair shall mean, unless the context indicates otherwise, the Chair of the Corporation or in his absence, the Governor acting in that capacity.
 - iii. "Group" shall mean South Thames Colleges Group.
 - iv. "Governor" shall mean any person appointed as a Governor in accordance with the Instrument and Articles of Government of the Group and the expression "the Corporation" shall mean the members of the Corporation.

3. AUTHORITY

1. The legal framework within which the Corporation is authorised to govern the affairs of the Group is set out in the Instrument and Articles of Government of the Group, copies of which are provided to all Governors on their appointment, and the Funding Agreement. The Corporation must at all times act within its powers and in accordance with the Instrument and Articles of Government of the Group and the Corporation's Standing Orders and Terms of Reference.
2. These Standing Orders set out the Corporation's policy and practice on those issues which it has power to determine. In the event of a conflict between these Standing Orders and the Instrument and Articles of Government of the Group, the Instrument and Articles of Government shall prevail.
3. With the exception of approving the educational character of the Group and the annual budget, the Corporation delegates to the Group Principal the responsibility for managing the affairs of the Group in accordance with the policies of the Corporation and the requirements of the Education and Skills Funding Agency (ESFA) and any other relevant funding and regulatory bodies. Financial management is to be exercised in accordance with the Financial Procedures and Scheme of Delegation approved by the Corporation.
4. These Standing Orders having been adopted by the Corporation at its meeting on 26 March 2024 may only be altered with the approval of the Corporation.
5. These Standing Orders will be reviewed bi-annually by the Corporation.
6. Any amendments proposed to amend or suspend these Standing Orders must be approved by the Corporation only after due notice has been given and an appropriate motion has been placed on the agenda of the Corporation.
7. A motion to suspend these Orders shall not be moved unless at least two thirds of the Corporation is present.

4. CONDITIONS OF SERVICE OF GOVERNORS

1. It is a condition of service as a Governor that those so appointed agree:
 1. The authority of these Standing Orders and the powers given to the Chair, Vice-Chairs and the Governors acting as a Corporate Body;
 2. Unless specifically directed by the resolution of the Corporation, Governors have no power or authority vested in them as individuals;
 3. To act in the best interests of the Group; for the interests of the students and other users of the Group's services, and the safeguarding of public funds and not for any improper purpose, or for personal motive;
 4. Not to allow any sectional interest to take precedence; Governors are not appointed as 'representatives' or 'delegates' of any outside body, and may not be lawfully bound by mandates given to them by others;
 5. The Group's Code of Conduct for Governors which sets out the standards of conduct and accountability expected of Governors;
 6. That they meet the criteria required by statute to become a College Governor and Trustee of a Charity including any other requirements from regulators and will indicate this by signing a declaration on appointment and confirming this annually;
 7. The doctrine of collective responsibility and agree to stand by a decision even if it was not taken unanimously;
 8. That a minimum attendance level at all Corporation and committee meetings of 80% is required by Governors;
 9. To adhere to the seven principles of public life as recommended by the Nolan Committee's reports "Standards in Public Life". In summary, these are:

(a) **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.

(b) **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.

(c) **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.

(d) **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.

(e) **Openness**

Holders of public office should be as open as possible about all the decisions and actions

that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

(f) **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.

(g) **Leadership**

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

2. These Standing Orders have in mind that the Corporation is a body with a common purpose - the well-being and success of the Group. Where Standing Orders do not cover a particular event or circumstance, it will be for the Chair of the Corporation, the Vice Chair of the Corporation, or a Chair of a Committee, as appropriate, to consult with Governors present and agree a way forward. Where agreement cannot be reached, the matter is to be referred to the Chair of the Corporation whose ruling is final and binding on all Governors.

5. MEMBERSHIP OF THE CORPORATION

5.1 CATEGORIES OF GOVERNORS

The Corporation shall comprise up to 22 Governors from the following categories:

- **17 skills based Governors**, who have the necessary skills to ensure that the Corporation carries out its functions including 5 nominated governors (See Section 2 below);
- **The Group Principal**, if he or she chooses to be a Governor;
- **2 Student Governors**, who, at the date of their election, are a student attending one of the Colleges of the Group nominated and elected by the students;
- **2 Staff Governors** who, at the date of their election are members of staff of the Group nominated and elected by Group staff.

5.2 NOMINATED GOVERNORS

1 A nominated governor is a person who –

- (a) is nominated by the agreed appointing body (Local Authority or HE institution); and
- (b) is appointed as a governor by the Corporation of South Thames Colleges Group having, in the opinion of the Corporation, met any eligibility criteria that they have set
- (c) is not eligible also to be a staff governor at South Thames Colleges Group.

2 The Corporation of South Thames Colleges Group

- has set aside 4 governor positions on the Corporation for a person nominated by each of the 4 London Boroughs in which the Colleges are situated and a role for one person nominated by an HE institution, currently Kingston University
- has retained the authority to consider each nomination and decide whether or not to appoint that person after deciding whether the nominee has the skills to contribute to the effective governance of the College and meets any other eligibility criteria which it has set.

- will explain its decision to the nominating body if it chooses to reject any nominated candidate and the nominating body will then advise the nominee accordingly.

3 Eligibility Requirements for all governors

3 Anyone nominated to be appointed as a Governor at South Thames Colleges Group should:

- have a keen and active interest in education and college improvement and ensuring that education /training provided by the College meets local needs
 - be able to commit time, skills and energy to the college
 - be willing to be interviewed by the Search and Governance Committee prior to appointment
 - be willing to undertake necessary training and keep themselves up-to-date on governance issues
 - be committed to the effective governance of the college, be able to work in a team and to build positive relationships with stakeholders, and,
 - have the skills and attributes specified by the College Governing Body
 - adhere to the Nolan Principles of public life and the values of the college.
 - once appointed, act in the best interests of the college learners and not on behalf of the constituency that nominated them.

4 Before appointment prospective governors are asked to supply a CV or career resume indicating their relevant skills and experience. All governors must also complete the College Declaration of Eligibility form and a declaration for the College Register of Interests both prior to appointment and annually. These forms alert them to the current disqualification criteria and serve as their declaration that they are not disqualified. Nominated governors may be invited to an interview by the Search and Governance Committee prior to appointment.

5 Nominations should result in filling the vacancy with the best candidate available to support the effective governance of the college. The main duties of the Corporation (Governing Body):

- **Setting strategic direction** - leading the College's strategy for improvement by setting, and keeping under review, the broad framework within which the Group Principal/ CEO and management run the college.
- **Creating robust accountability** - providing the Group Principal/ CEO and management with challenge, support, advice and information, drawing on governors' knowledge and experience. The Corporation must ensure that the college achieves high standards and holds the leadership of the college to account for performance.
- **Ensuring financial probity** – The Corporation has responsibility for monitoring and evaluating the college's effectiveness and the use of public money and ensuring financial probity.

6. PERIOD OF OFFICE

1. The Group Principal will be a member of the Corporation for the period of his/her appointment as Group Principal. All other Governors, other than Student Governors, will serve for a period of four years. Student Governors will serve for up to two years.
2. The Group Principal, Staff and Student Governors shall be deemed to have retired from the Corporation upon termination of their service or course of study at the Group. (9.3, 9.4)
3. Governors may resign at any time from the Corporation or a committee by giving notice in writing to the Head of Governance
4. Governors due to retire, having completed a term of office on the Corporation, remain in office until the last day of the relevant academic year.
5. Governors retiring at the end of their term of office will be eligible for reappointment. This applies both to membership of the Corporation and its committees. Subject to their

continuing eligibility, Governors reaching the end of their term of office will be eligible for re-appointment for a second term. Governors will not normally be considered for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair or vice-chair of the Corporation or chair of a Corporation Committee. (8.4)

7. CHAIR AND VICE-CHAIRS OF THE CORPORATION

1. The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves. (5.1)
2. The Chair will conduct all meetings of the Corporation except that in his/her absence, one of the Vice-Chairs will take the chair.
3. The Head of Governance will invite nominations for Chair and Vice-Chairs in advance of the election of these positions. Nominations must be seconded by a Governor. A Governor can nominate him/herself for office. Nominees must agree to their nomination and must supply a written statement in support of their nomination which will be circulated to all Governors by the Head of Governance
4. The voting process in the election of Chair and Vice-Chairs will take place electronically in advance of the last Corporation meeting before the expiry of the term of office of Chair and Vice-Chairs. This is effectively the last Corporation meeting of the academic year unless the Chair or Vice Chair resign prematurely in which case a new Chair or Vice Chair is elected following their resignation. (5.8)
5. In the event of more than one nomination, the nominees will each be invited to address the Corporation by making a video presentation, no longer than five minutes, setting out their case for being elected. Voting will take place electronically in advance of the meeting with the decision to be announced and the appointment made at the Corporation Meeting. Voting will be by simple majority and the Group Principal will not vote. In the event of a tie, there will be no second or casting vote. In that event, the nominees with the highest equal number of votes will each be invited to address the Corporation and take questions at the Corporation Meeting. They will then leave the meeting when Governors will discuss the candidates' suitability. A ballot will then be held. The ballot will normally be 'open' unless a majority of Governors by a show of hands request a 'closed' ballot. Postal votes or voting by proxy is not permitted. (13.3) The Head of Governance will act as returning officer and count the votes and announce the result of the election.
6. Neither the Group Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence. (5.2)
7. If both the Chair and both Vice-Chairs are absent from a meeting, the Corporation will elect a chair for the meeting. (5.3)
8. The Chair and the Vice-Chairs shall hold office for a period of two years or such other period as the Corporation decides. (5.4)
9. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Head of Governance. (5.5)
10. If the Corporation is satisfied that the Chair or a Vice-Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, the Corporation may resolve to remove the Chair or a Vice-Chair from office until further notice when it considers on reasonable grounds that:
 - (a) It is in the best interests of the Corporation to do so;
 - (b) It is in the best interests of the learners or potential learners to do so;
 - (c) It is in best interests of staff to do so;
 - (d) It is necessary to assist the Corporation to exercise its legal powers or discharge its legal duties.

It may then give written or electronic notice removing the Chair or a Vice-Chair from office and the office shall then be vacant. (5.6, 5.7)

11. At the end of their respective terms of office, the Chair and Vice-Chairs shall be eligible for reappointment. (5.10)
12. If nobody has indicated willingness to stand for the office of Chair, the meeting will be adjourned until a Chair can be elected

8. QUORUM AND APOLOGIES FOR ASBENCE

1. Members are expected, as far as is reasonably practicable, to attend in person all meetings of the Corporation and those committees of which they are a member. It is recognised that there may be occasions when attendance is not possible. On such occasions Members will notify the Head of Governance and will give as much notice as possible of their absence to enable decisions on quoracy.
2. Where a Governor sends an apology for absence with reason, the Corporation will decide whether to 'consent' to the absence and the Head of Governance will record the decision in the minutes. If apologies are not submitted they will be deemed to have not been accepted.
3. The quorum of the Corporation shall be in accordance with the Instrument of Government.
 - i) The quorum shall be 40% of the total number of members in post. (12.1)
 - ii) On occasions when the Group Principal (Accounting Officer), staff and/or student member are required to leave a meeting due to the nature of the item under discussion, the quorum will be 40% of the total number of members in post entitled to remain in the meeting.
 - iii) Governors and Committee Members who declare an interest at any meeting will be discounted in determining quoracy on any vote relating to that matter.
4. If the numbers assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. (12.3)
5. A meeting will be discontinued if it becomes inquorate. (12.4)
6. If a meeting is inquorate or discontinued for any reason, any items remaining of the agenda will be placed on the agenda of a subsequent meeting.

9. CONFLICTS OF INTEREST

- ! 1. Governors must declare conflicts of interest. Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Head of Governance. If an interest is declared, Governors will be required to withdraw from a meeting under circumstances set out in the Instrument of Government Para 10.
- ! 2. If there is a dispute about a person attending a meeting of the Corporation being required to withdraw, the matter of withdrawal shall be determined by the Corporation

3. LIMITATIONS ON STAFF GOVERNORS

A Governor who is also a Member of staff shall withdraw from the meeting when:

- i. His remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- ii. The appointment of his successor is to be considered.
- iii. When by the resolution of the Governors present, they are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to him. (13.5)

Where the matter under consideration by the Corporation or any of its committees relates to

the pay and conditions of all staff, or all staff in a particular class, a Staff Governor-

- i. need not disclose a financial interest
- ii. may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the Staff Governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but shall withdraw from the meeting if the matter is under negotiation with staff and the Staff Governor is representing any of the staff concerned in those negotiations.

4. LIMITATIONS ON STUDENT GOVERNORS

1. The Student Governors shall withdraw from the meeting when:
 - (a) The conduct, suspension or expulsion of either student Governor is to be considered.
 - (b) Required to do so by one or more Governors. (13.8)
2. When the Governors are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective members of staff, and the student Governors are not required to withdraw they shall not take part in any discussion nor be allowed to vote on the matter. (13.9)
3. When the Student Governors are under the age of 18, they shall not vote on:
 - (a) Any proposal for the expenditure of money by the Corporation.
 - (b) Any proposal whereby the Corporation enter into a contract, a debt or other liability. (13.7)

10. SUSPENSION OF GOVERNORS

1. The Corporation may resolve to suspend a Governor from office until further notice (9.5) when it considers on reasonable grounds that:
 - (a) It is in the best interests of the Corporation to do so;
 - (b) It is in the best interests of the learners or potential learners to do so;
 - (c) It is in best interests of staff to do so;
 - (d) It is necessary to assist the Corporation to exercise its legal powers or discharge its legal duties.
2. Examples of grounds for suspending a governor which are not an exhaustive list include:
 - iii. that the Governor being a person paid to work at the Group, is the subject of disciplinary proceedings in relation to his/her employment;
 - iv. that the Governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he/she is disqualified from continuing to hold office as a Governor under the Governing Documents;
 - v. that the Governor is in breach of any of the provisions of the Code of Conduct which the Corporation believes has, or could, bring the office of Governor into disrepute; that the Governor has acted in a way that is inconsistent with the ethos of the Group and has brought or is likely to bring the Group or the Corporation or the office into disrepute or;
 - vi. that the Governor in breach of his/her duty of confidentiality to the Group or to any member of staff or to any student at the Group.

11. REMOVAL FROM OFFICE OF GOVERNORS

1. The Corporation may resolve to remove a Governor from office who:
 - (a) has been absent from full meetings of the Corporation and committee meetings for a period longer than 6 consecutive months without the permission of the Corporation; or

(b) is unable or unfit to discharge the functions of a Governor. (9.2)

12. HEAD OF GOVERNANCE

1. The Corporation shall appoint a Head of Governance for such term, at such remuneration and upon such conditions as they may think fit. The Head of Governance shall not be a Governor (7.2) or Group Principal. (6.1)
2. All the meetings will be convened by the Head of Governance, in accordance with arrangements made by the Corporation, but subject to:
 - a) any direction from the Chair where the matter is urgent
 - b) any requisition signed by three Governors
3. The Head of Governance is entitled to attend all meetings of the Corporation (including meetings of its Committees) (6.4) but will be required to withdraw from any part of a meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered or where the business under discussion is such that the Governors consider that the Head of Governance should not be present (13.10). In such instances the Governors shall appoint from their number a person to act as Head of Governance for the duration of such meeting or part of a meeting. (13.12)
4. Should the Head of Governance not attend a meeting at short notice, then a Governor, but not the Group Principal, can act as Head of Governance for that meeting.
5. The Head of Governance is directly responsible to the Corporation.
6. The Head of Governance is able to seek independent professional and legal advice on behalf of the Corporation as required. The Head of Governance would normally confirm the need and cost of advice with the Chair, Vice Chair, Group Principal or Committee Chair before seeking advice.

13. MEETINGS OF THE CORPORATION

1. The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary (11.1). Committees will meet at a frequency determined by the Corporation.
2. All meetings shall be called by the Head of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda. (11.2)
3. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Head of Governance, the Chair shall, at least seven calendar days before the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers. (11.3)
4. A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members. (11.6)
5. Where the Chair, or in the Chair's absence, the Vice-Chair(s), decide(s) that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days. (11.7)
6. Every member shall act in the best interests of the Corporation and must not allow any sectional interest to take precedence. In particular, Governors are not appointed as

'representatives' or 'delegates' of any outside body and may not be lawfully bound by mandates given to them by others. (11.8)

7. A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by the use of teleconferencing or online facilities it is possible for every person present at the meeting to communicate with each other. Participation in a meeting in that manner shall count towards the quoracy of a meeting.

14. USE OF ON-LINE MEETINGS (11.10)

1. Meetings of the Corporation shall normally be conducted in person. In exceptional circumstances if a member wishes to take part in the meeting on-line this should be requested in advance to the Head of Governance and the Chair of the Corporation.
2. The Chair or in the Chair's absence, the Vice-Chair(s), in consultation with the Head of Governance will decide on whether access online will be permitted and notify their decision. In making their decision the respective Chair and the Head of Governance will be mindful of whether the circumstances are exceptional and warrant such an arrangement.
3. Members' attendance records should indicate when attendance at a meeting has been by telephone and attendance on-line when approved in advance will count towards Governors' attendance targets.
4. Any on-line facilities used must enable all participants, whether present in person or on-line, to hear all participants in the meeting.
5. Committee meetings may be conducted online by electronic means; in addition to the rules for in-person meetings, the following shall apply to online meetings;
 1. during online meetings members must be able to see and hear each other;
 2. members who wish to speak should be visible while they speak;
 3. the raised hand function of the online meeting shall be used for requests to speak, and for indicating a point of order,
 4. the chat function of the online meeting shall be used for providing links to further information; whilst the chat tool is not a formal and minuted part of the meeting, as an integral component of the online meeting technology it should be used employing the same standards of courtesy as set out in Standing Order 16, below.
 5. further guidelines for governors to follow on the etiquette of Microsoft Teams Meetings are set out in Appendix 1.

15. AGENDA AND NOTICE OF MEETINGS

1. The agenda will be prepared by the Head of Governance in accordance with any determination of the Corporation and in consultation with the Chair and the Group Principal.
2. Written notice of meetings, together with the agenda, will be sent at least seven clear days before the meeting, except where the Chair calls an urgent meeting at short notice.
3. Non-receipt of notice of a meeting will not invalidate the meeting.
4. A copy of the agenda for every meeting and any report, document or other paper to be considered are made available for inspection during normal office hours by appointment with the Head of Governance. (16.1)

16. ORDER OF BUSINESS

1. The Order of Business at ordinary meetings of the Corporation shall be:

- (a) to choose a person to preside if the Chair and Vice-Chairs are absent;
 - (b) declaration of interest;
 - (c) to approve as a correct record and sign the minutes of the last meeting of the Corporation;
 - (d) to deal with any matters arising;
 - (e) to dispose of business (if any) remaining from the previous meeting;
 - (f) to consider reports from the Group Principal or any other officers with a right to report to the Corporation;
 - (g) to consider reports from Committees established by the Corporation;
 - (h) motions submitted by Governors and printed on the agenda;
 - (i) any urgent business which cannot wait for the next ordinary meeting of the Corporation.
 - (j) to receive items for information and report.
 - (k) to note the date of the next meeting.
2. Other than business under (a), (b), (c) and (d) above, the order of business may be changed:
- (a) by direction of the Chair; or
 - (b) by a resolution passed on a motion (which needs not be in writing), duly moved and seconded, and shall be put without discussion.

17. RULES OF DEBATE

1. The Chair will ensure that meetings are run effectively, focusing on priorities and making the best use of time available and ensuring that all Governors enjoy equality of opportunity to express their views.
2. The aim is to have free, frank and beneficial discussion with the minimum of formality. To achieve this aim discussion will be governed by the following rules:
3. Every Governor/person desiring to speak shall signify his/her wish to the Chair who shall determine the order of speaking
4. Speeches are to be addressed to the Chair.
5. The content is to be relevant to the matter under discussion.
6. Intemperate language is not permitted.
7. Unless on a point of order, Governors are not to be interrupted
8. The Chair may direct a Governor to cease speaking if in his opinion it is in the interests of the meeting that he so order.
9. If, in the opinion of the Chair, any Governor persistently disregards the ruling of the Chair, or behaves improperly or offensively so as to obstruct the business of the meeting, the Chair may move that the Governor should not be heard further and the motion, if seconded, shall be determined forthwith. In extreme cases, the Chair may require a Governor to leave the meeting.
10. During a speech, a Governor may request the Chair that he be allowed to raise a point of order relating to a statement made. If granted by the Chair, the Governor giving the speech must give way and allow the point of order to be heard. Once this is concluded the Chair will issue direction on the issue raised and then invite the Governor to resume speaking.

18. MOTIONS

1. A Governor may place a motion before the Corporation for debate, provided that the notice of

the motion in writing, signed by at least one Governor, is lodged with the Head of Governance at least 8 working days before the date of the meeting at which the motion is to be proposed. Where such notice has not been given, the Chair may direct that it be submitted in writing before he will consider whether to allow it to be put to the meeting for discussion

2. All motions must be relevant to the Group or to an aspect of business or procedure over which the Corporation has power.
3. The following motions which may be moved without notice:
 - a) That a Chair is appointed for the meeting.
 - b) That minutes are corrected.
 - c) That the meeting moves to the next item on the agenda.
 - d) That further discussion on the subject is adjourned.
 - e) That the order of business is changed.
 - f) That the subject be referred to committee.
 - g) That a committee be appointed.
 - h) That reports or recommendations from committees or Governors be adopted.
 - i) That a motion is withdrawn.
 - j) That a motion is amended.
 - k) That a document is sealed.
4. The Corporation will receive, and may debate at the discretion of the Chair, decisions on matters that it has delegated to a Committee or individual. Decisions will be recorded in the minutes.
5. Recommendations received from working groups will be recorded in the minutes, together with any related Corporation resolution.

19. DECISION MAKING / VOTING

1. All matters are decided by a majority of the votes of the Governors entitled to vote who are present and vote on the decision by a show of hands or spoken vote from Governors attending by conference call and shall be determined by a simple majority. Every Governor has one vote including any Governors participating by telephone link
2. Where there is an equal division of votes on a question to be decided, the chair of the meeting shall have a second or casting vote. (13.2)
3. Postal votes or voting by proxy is not permitted. (13.3)
4. All decisions must be made by the Corporation unless an individual or a committee has been delegated authority to deal with a specific issue.
5. Voting in the election of the Chair or Vice-Chair where there is a contest will be held by secret ballot. There is no second or casting vote in the election of chair.
6. A vote may be conducted by secret ballot if a majority of Governors present and entitled to vote on a particular issue so wish. It is envisaged that such an arrangement will only be needed in exceptional circumstances.
7. A Governor may request that the minutes record whether each Governor present at the meeting voted for or against the resolution before them, or abstained
8. Decisions of the Corporation are binding upon all its members.
9. Decisions of the Corporation may only be amended or rescinded at a subsequent meeting of the Corporation when the proposal to amend or rescind appears as a specific agenda item. (13.4)

20. INFORMATION AND ADVICE

1. The Group Principal has a statutory duty to keep the Corporation fully informed and will arrange for appropriate reports each term to be given to a meeting of the Corporation.
2. Where important information required by the Corporation is given orally, it will be recorded in the minutes in appropriate detail.
3. Where information required by the Corporation is not readily available, reasonable time will be given for its production.
4. Where expertise is needed but not available within the Corporation, the Corporation may consider appointing an appropriate non- Governor to attend meetings.

21. MINUTES OF MEETINGS

1. At every meeting of the Corporation the minutes of the last meeting shall be taken as the first item after the declaration of interest, except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record. (14.1 & 14.3).
2. Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
3. Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more of the Governors present.
4. Separate minutes shall be taken of those parts of meetings from which staff members, the Group Principal, student members or the Head of Governance have withdrawn from a meeting in accordance with clause 13(5), (6), (8) (9) or (10) and such persons shall not be entitled to see minutes of that part of the meeting or any papers relating to it. (14.4).
5. With the exception of Confidential Items, the Head of Governance is to ensure that a copy of:
 1. The agenda;
 2. Minutes of every meeting once approved by the Chair; and
 3. Reports, minutes and other documents considered at meetings unless deemed confidential are made available for inspection during normal office hours by appointment with the Head of Governance. (16.1)
 4. Finalised full Corporation minutes will be posted on the College website and will remain there for a period of 12 months.
6. Where a meeting is being held by virtual means (video or teleconferencing) the approval and minuting of the approval is considered equal to the signing of the minutes. No inked signature is required.

22. CONFIDENTIAL ITEMS

1. All papers and information determined by the Corporation to be confidential shall be clearly marked and include separate and confidential minutes of meetings or parts of meetings and supporting papers. Reports from the Remuneration Committee, a Special Committee, monthly financial statements, management accounts and commercially sensitive information shall be considered confidential to the Corporation and Group Senior Management Team. (16.2)
2. Circulation of confidential papers and minutes will be restricted to those Governors eligible to be present at that part of the meeting and will not be available for public inspection nor in the minute book. (16.2)
3. The Corporation shall review regularly all material excluded from inspection on a confidential basis, and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason. (16.4)

23 PUBLIC ACCESS TO MEETINGS OF THE CORPORATION

1. Apart from Governors, the only people entitled to attend a Corporation Meeting are the Group Principal, the Head of Governance and where appropriate non- Governor members of Committees of the Corporation.
2. A person wishing to attend a Corporation Meeting as an observer should first approach the Head of Governance in advance who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until the Corporation reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room. While considering such requests the Corporation will have regard to the availability of space in the meeting room and the reason for the request to attend. (16)
3. Unless specifically invited to do so by the Chair, members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.
4. Non- Governors may be required to leave a meeting where matters of a confidential nature relating to individual staff or student are discussed.
5. If there is any form of disruption by members of the public and/or press the Chair will have the authority to suspend the meeting.
6. 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 is final. (16)
7. When the Group Principal is absent, the Deputy CEO will attend in his/her place but will have no vote unless appointed as Acting Group Principal in the long-term absence of the Group Principal.
8. The Corporation will decide who, other than those entitled to attend, may be admitted to a meeting and which of its meetings, if any, will be open to parents/ invited student observers / the public. If the meeting is to be opened to parents/the public reasonable notice will be given.
9. The Group Principal may invite College Officers to attend meetings on an occasional or regular basis. All officers are there in an advisory role and have no voting rights, unless they have an additional role such as Staff Governor and the Corporation can require any non- Governors present at a meeting to leave at any time.
10. The College Principals will be invited to attend meetings of the Corporation as part of their professional development.

24 URGENT ACTION

1. There shall be specifically delegated to the Chair, or a Vice-Chair, the Authority to act on matters of urgency which arise between meetings of the Corporation and which cannot be determined by any Committee established by the Corporation or would be inconvenient for them to so determine.
2. If the Chair takes any urgent action between meetings, the facts will be reported to the next meeting of the Corporation in order for decisions to be ratified by the Corporation.

25. WRITTEN RESOLUTIONS

1. Any decision that could be made by a meeting of the Corporation or any committee thereof shall be capable of being validly made if a resolution in writing is signed to that effect by all persons eligible to be at the relevant meeting.
2. Written resolutions should only be used when: a) there is a need for urgency and the delay until the next scheduled meeting would have an adverse impact on the Corporation, or b) where decision at a meeting of the Corporation or Committee is deferred due to impending additional

information, whereby the decision can be minuted as deferred to be concluded by written resolution.

3. The Corporation and its committees may also adopt resolutions in writing without any meeting taking place.
4. The resolution may consist of several instruments in the like form each agreed by one or more members of the Corporation or of the relevant committee.
5. A resolution in writing, in hard copy or by electronic means, approved by the majority of the members of the Corporation who would have been entitled to vote upon it had it been proposed at a meeting of the Corporation, shall be effective provided that a) a copy of the proposed resolution has been sent to all the members of the Corporation or the relevant committee entitled to attend and vote on the matter; and b) a simple majority of Members have signified agreement to the resolution within 14 days of circulation; and c) it is contained in a document authenticated by the Head of Governance which has been received at the address specified by the College for the receipt of document. The "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days. The 'address' can be postal or digital including email or online communication platform.
7. The adoption of the written resolutions shall be noted at the next meeting of the Corporation or the relevant committee and the Head of Governance shall update the minute book(s) accordingly.

26 STATEMENTS ON BEHALF OF THE CORPORATION

1. Unless otherwise agreed by the Corporation for a specific circumstance, statements on behalf of the Corporation will only be made by the Chair or the Group Principal or those delegated to make them.
2. The content of the statements will be the subject of consultation between the Chair or Group Principal and the Group management.
3. It is recognised that the majority of issues which require public statement concern the strategic management and day to day operation of the Group and are therefore dealt with by, or on behalf of, the Group Principal.
4. All correspondence to the Corporation should be addressed to the Head of Governance or the Chair. It is the responsibility of the Head of Governance to respond to correspondence on behalf of the Corporation in accordance with its wishes.

FINANCIAL AND PERSONAL INTERESTS OF GOVERNORS

1. Governors may not hold any financial interest in the Group. (10.1)
2. Governors must declare conflicts of interest. Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Head of Governance. If an interest is declared, that Governor shall not take part in the discussion of, or decisions relating to, that item and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote. (10.2)
3. Governors are reminded (10.1) that they must disclose to the Corporation to any pecuniary or other personal interest, whether that interest has previously been registered or not in-
 - (i) the supply of work or goods to or for the purposes of the Group;
 - (ii) any contract or proposed contract concerning the Group;
 - (iii) any other matter relating to the Group;
4. Governors, senior post holders and senior managers are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family or friends. The Corporation has therefore adopted a policy of requiring Governors and senior managers to disclose any financial or other interests which could be considered likely to affect the independence of their judgment. The Head of Governance will maintain a written Register of Interests updated annually. An annual declaration is to be returned to the Head of Governance before the first Corporation meeting at the beginning of each academic year. Governors are required to inform the Head of Governance and to complete a fresh declaration if their circumstances change and it becomes necessary to declare new interests. Interests declared at meetings will be added to the Register. The Register is available for inspection by arrangement with the Head of Governance. (10.5)
5. Anyone who is ordinarily entitled to attend Corporation or committee meetings (that is a Governor, members of committees, non- governors or Group Principal) must withdraw and not vote on the issue if:
 - there could be conflict between the interest of that person and the interests of the Corporation or;
 - where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.
6. When a committee is considering:
 - disciplinary action against an employee or against a student;
 - a matter arising from an alleged incident involving a student,

a Governor who has declared a personal interest may attend the meeting to give evidence if he/she has made relevant accusations or is a witness in the case.

28. PAYMENTS TO GOVERNORS, EXPENSES AND GIFTS AND HOSPITALITY

1. Governors are prohibited from receiving any remuneration or attendance allowance in respect of their membership of the Corporation.
2. Governors are allowed to claim the same out of pocket expenses as are paid to members of staff for attendance at any external conference or event on behalf of the Corporation. No payments will be made for loss of earnings. Expenses claims should be submitted to the Head of Governance.

3. Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Governors. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.

29. DELEGATION OF FUNCTIONS

1. The Corporation stresses that no action may be taken by an individual Governor unless authority to do so has been delegated formally by resolution of the Corporation.
2. In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will:
 - delegate work to committees with the power to make decisions on behalf of the Corporation;
 - delegate work to individual members of the Corporation and/or the Group Principal.
3. The arrangements for delegating functions will be reviewed annually by the Corporation.

30. APPOINTMENT OF COMMITTEES AND WORKING GROUPS

1. These Orders shall allow for the establishment of Committees and Working Groups by the Corporation which will agree the Terms of Reference of the Committees and working Groups, the delegations to be exercised, the composition of the Committees and their quorum.
2. The Corporation shall receive a report of the meetings of the Committees / Working Groups so established summarising the business transacted and the decisions made.
3. Such reports shall be submitted to the next meeting of the Corporation.
4. The Corporation will review the Terms of Reference, membership of and need for Committees / Working Groups annually.
5. Working groups established for specific purposes will be discontinued when their work has been completed.
6. The Group Principal has the right to attend any committee meetings subject to the statutory rules on withdrawal.
7. All meetings of committees will be clerked by a person who is not the Group Principal.
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14. All meetings of committees will be clerked by a person who is not the Group Principal.

APPENDIX 1

Appendix 1 Etiquette Guidelines for Governors' Meetings by Microsoft Teams

1. Meeting security and data protection

- 1.1. Members, guests and attendees are asked to ensure that they are in a quiet location with minimal background noise for accessing the meeting.
- 1.2. For data protection, they should be positioned where other people cannot see or hear the content of the meeting. If they are in a public location, at work or in the home where audio can be overheard, headphones should be used.

2. Meeting attendance

- 2.1. If you lose sound during the course of a meeting on Teams or need to leave the meeting temporarily, please alert the Chair so that the Head of Governance knows whether the meeting remains quorate
- 2.2 Meeting attendance reports will be generated by MS Teams that detail the time of entry and exit to each meeting . However, members leaving before the meeting finishes are asked to put a note in the chat which will record a time of exit and notify the Head of Governance to ensure quoracy is maintained.

3. In Meeting Etiquette

- 3.1. The 'chat/conversation' facility will be enabled.
- 3.2. If a member knows that they may not be able to contribute verbally due to their location or a weak wifi signal making verbal contributions broken and difficult to hear, they can utilise the chat facility provided they notify the Head of Governance and/or the meeting Chair. The Head of Governance or chair will then monitor the chat facility and verbalise the members comments for them. Where possible, the intention to do this should be declared ahead of the meeting.
- 3.3. If a meeting or training utilises break out rooms, members must be aware that anything typed in the 'conversation' within that break out room will be visible by the other rooms
- 3.4. The raised hand facility should be used to make a comment or ask a question. Hands should be lowered once a question is asked. Meeting Chairs are encouraged to open the 'participant list' during the meeting as this will highlight members with raised hands in the order in which they are raised to allow them to facilitate the discussion.