

## Colchester Institute Corporation

**STANDING ORDERS**

The Statutory framework for the membership, responsibilities and functioning of the Board is set out in the Instrument and Articles of Government established under powers in the Further and Higher Education Act 1992, as amended by the Learning and Skills Act 2000. These Standings Orders should be read in conjunction with the Instrument and Articles, which take precedence.

**1. Membership**

- 1.1. Under the Instrument and Articles the Board is the appointing body for all Board Members except that if the number of Board members falls below that required for a quorum the Secretary of State becomes the appointing authority
- 1.2. Members of committees are appointed by the Corporation on the recommendation of the Remuneration and Search Committee. Any committee established by the Corporation, except the Special Committee, may include Members who are not Members of the Board. The Chair of the Board and the Principal and Chief Executive are ex-officio members of every committee of the Board except the Audit and Compliance Committee.

**2. Terms of Office**

- 2.1. Subject to the provisions of the Instrument of Government, Board members will serve for a term of four years unless otherwise agreed in the resolution making the appointment
- 2.2. Board Members are eligible for re-appointment at the end of their term of office. In considering the reappointment of a member (other than as a staff or student member) for a further term the Board will have regard to the advice of the Remuneration and Search Committee on the appointment and length of appointment, up to four years, and the following criteria:
  - the capacity of the Member for objectivity and independence
  - the capacity of the Member to match the current skills and expertise needed by the Corporation
  - the commitment of the Member to the College and their participation in College and Corporation events
  - the balance of new (in their first term of office) and experienced Members
  - the availability of other suitable candidates
  - best practice in public service corporate governance.
- 2.3. Board members should not normally serve for more than two terms (or a maximum of eight years) except where undertaking the role of Chair or Vice Chair of Governors or other exceptional circumstances.
- 2.4. Board members undertaking the role of Chair or Vice Chair of Governors may serve an additional two terms of four years in their role as Chair.
- 2.5. The Principal's term of office as a governor shall be coterminous with his/her employment as Principal.
- 2.6. The President of the HE Students Union and President of the FE Students Union shall be Student Governors and their term of office shall be coterminous with their appointment as Student Union President.
- 2.7. Terms of office for committee members shall be in accordance with the committee's terms of reference, and shall not exceed four years. Members are eligible for re-appointment for subsequent terms.

### 3. **Chair and Vice Chair**

- 3.1. The Chair and Vice Chair are appointed by the Board from amongst its membership. The Principal, staff or student members may not be appointed as Chair or Vice Chair but may take part in the appointment process.
- 3.2. The period of office shall be determined by the Board at the time the appointment is made, but shall not exceed the member's unexpired period of office as a Board member.
- 3.3. The Clerk will invite nominations for the post of Chair and Vice Chair; members may self-nominate. The appointment shall be by election at the last meeting of the Board before the expiry of the term of office of the current post holder of, if the post holder resigns between meetings, the first meeting thereafter unless for the purposes of succession planning the Board agrees to make an earlier appointment of a Chair Elect. The appointment of a Chair Elect shall not be made earlier than six months before the end of the term of office of the Chair.
- 3.4. At the expiry of their term of office the Chair or Vice Chair shall be eligible for reappointment. The re-appointment of the Chair beyond two terms of four years, or equivalent, should be regarded as exceptional.
- 3.5. Committee chairs are appointed by the Board, on the recommendation of the Remuneration and Search Committee.

### 4. **Quorum**

- 4.1. The quorum for Board meetings is at least 40% of the number of members in post rounded to the nearest whole number.
- 4.2. Should a meeting become in-quorate in the course of business, the meeting shall terminate; those Members remaining may continue a discussion of the unfinished business of the meeting, but shall not act as the Board. A note of the discussion shall be kept and reported to the next quorate meeting of the Board. It is open to the Chair to call a special meeting of the Board to undertake the remaining business or to defer consideration of unfinished business to the next ordinary meeting.
- 4.3. The quorum for committees is a decision of the Board and is as set out in the Committee's Terms of Reference.

### 5. **Agenda and Papers**

- 5.1. The Clerk shall prepare the agenda in consultation with the Chair and Principal. It will be despatched, together with all relevant papers to all Board Members and members of the College Executive (CE) at least seven days before the meeting.
- 5.2. Only the business on the agenda will be discussed except for urgent matters which the Corporation agrees may be considered under "any other urgent business".

### 6. **Schedule of Meetings**

The Clerk shall prepare a schedule of meetings each year by the end of June for the ensuing academic year.

### 7. **Special Meetings**

- 7.1. Special meetings of the Board may be called by the Chair, or in his/her absence the Vice Chair, or by five members who shall in writing ask the Clerk to call a special meeting and give the reasons for their request and the subject(s) for the agenda of the meeting.
- 7.2. Special meetings of a committee may be called by the Chair of the Board or the Chair of the Committee, or by at least 40% of the members of the Committee.

## 8. **Attendance**

- 8.1. The Corporation sees attendance at and participation in meetings of the Corporation and its Committees as an important element in the fulfilment of members' responsibilities.
- 8.2. Apologies for non-attendance at meetings should always be proffered in the case of unavoidable absence and should be conveyed to the Clerk.
- 8.3. Any Corporation/Committee member absent from meetings for a period of six months without good reason may be required by the Corporation to resign. If the Corporation is considering this course of action, the Member will be notified and given an opportunity to justify his/her absence. Any response from the Member will be referred to the next available meeting of the Corporation so that due consideration may be given to continuation or termination of the individual's membership. The individual concerned may attend this meeting.

## 9. **Attendance of non- members**

- 9.1. If an external co-opted member is appointed Chair of the Audit and Compliance Committee, that person shall have the right to attend and address all meetings of the Corporation Board, and will receive a set of all Board papers for information.
- 9.2. Individual Colchester Institute staff and professional advisers may attend at the invitation of the Chair for all or part of the meeting.
- 9.3. For certain business members of the College Management who normally attend the meeting may be required to leave the meeting by the Chair. This will include discussion of personal business or confidential items where it is sensible to limit attendance to those who need to know.
- 9.4. Individual Colchester Institute staff, Board members who are not members of the Committee and professional advisers may attend Committee meetings at the invitation of the Committee Chair for all or part of the meeting.

## 10. **Public Access to Meetings**

- 10.1. The meetings of the Board are not public meetings; members of the public, in any capacity, may not attend meetings except when they are individually invited to do so by the Chair.
- 10.2. Members of the public will not normally be admitted to committee meetings unless invited by the relevant Chair as advisers.

## 11. **Proceedings at Meetings**

- 11.1. The Chair will ensure that all members have equality of opportunity to express their views.
- 11.2. No resolution of the members 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

## 12. **Right to Speak**

- 12.1. Members and non members attending the meeting have the right to speak at the invitation and discretion of the Chair.
- 12.2. Presenters of papers or formally laid propositions shall have normal rights of reply to debate.

## 13. **Closure of Debate**

When it appears to the Chair that there has been sufficient Member debate he or she may close the item and proceed to call for a decision.

## 14. **Consensus**

Where there appears to be a consensus the Chair may announce it without calling a vote

15. **Voting**

- 15.1. Only members present and entitled to vote may vote. A member may not vote by proxy or by way of postal vote, but members who will be absent from a meeting may make their views known in writing on any issue.
- 15.2. Voting shall be by a show of hands, unless a majority of members present vote for a secret ballot.
- 15.3. Votes will be carried by a simple majority. In the event of an equal division of votes the Chair shall have a second or casting vote.
- 15.4. Members must vote according to their own conscience. They must not vote to represent the views of other bodies of individuals.
- 15.5. The decisions of the Corporation are binding on all members.

16. **Dissent**

The principle of “collective cabinet responsibility” is accepted; but a Member who so wishes may ask for his/her dissent to be recorded.

17. **Minutes**

- 17.1. Draft minutes shall be prepared by the Clerk as soon as possible after the meeting. The Principal will be given the opportunity to comment on the draft.
- 17.2. When the Chair has cleared the draft, they will be published in accordance with the agreed practice (see Publication of Minutes and Papers Policy).
- 17.3. Minutes shall be approved at the next ordinary meeting of the Board. Minutes of Part I meetings that have been approved by the meeting and signed by the Chair will be published in accordance with the agreed practice. Part II minutes are confidential to Board members personally unaffected and to appropriate staff. Requests for access under the provisions of the Freedom of Information Act will be considered in accordance with the College Policy on access to information not contained in the Publication Scheme.
- 17.4. Minutes of all Committees will be sent to all Board Members with the agenda for the next Board meeting. Part II minutes of Committees will be sent out as Part II Board papers.

18. **Public Statements**

- 18.1. Members of the Corporation should be aware of the potential damaging effects of public statements and seek advice where appropriate. Individual members, except the Chair, Vice Chair and Principal, do not have the authority to make statements on behalf of the College or Corporation without the express permission of the Corporation.
- 18.2. Members should use social networking sites responsibly and ensure that neither their personal/professional reputation, nor the College’s reputation, is compromised by inappropriate postings.

19. **Expenses, General**

- 19.1. Expenses may be claimed in accordance with the Financial Regulations and Associated Procedures (FRAP).
- 19.2. All claims should be supported, where applicable by receipts. Claims should be submitted promptly to the Clerk who has authority to approve claims for payment except that the Chair of the Board may require to approve the claims from the Principal and Chief Executive.

20. **Expenses, Travel**

- 20.1. All air travel and all overseas travel shall be approved, in advance by the Chair of the Board. Where two or more Members with or without staff are attending the same event, subject to convenience they will be expected to travel together.

20.2. Car mileage allowances shall be paid at the same rates payable to staff.

**21. Register of members' Interests**

21.1. The Clerk will maintain a register of Members' interests which shall be updated annually.

21.2. The Register will be available at all meetings of the Corporation and may be inspected by members of the public at reasonable times.

21.3. Where a member has a pecuniary or personal interest in a matter to be discussed, they will draw the Board's attention to the fact at the start of the meeting, whether that interest has been previously registered or not.

21.4. Members who have declared an interest in an item under consideration at a meeting may be asked to leave the meeting room for the duration of the consideration.

**22. Delegation of Functions/ Chair's Action**

22.1. Under the College's Articles of Government the Corporation may delegate powers to the Chair and to the Principal and Chief Executive to act on the Corporation's behalf, excluding those reserved responsibilities explicitly placed upon the Corporation.

22.2. No action may be taken by an individual member (except the Chair, or Vice Chair in the absence of the Chair, in the case of urgent action) unless such authority has been delegated formally.

22.3. The Chair, or in his/her absence the Vice Chair, is authorised to take routine minor action on behalf of the Corporation between meetings. The circumstances under which the Chair might be required to act include minor action which would not have merited an agenda item and discussion at a Board meeting, for example dealing with routine documents, responding to approaches by external organisations, and agreeing detailed aspects of implementation of matters already agreed by the Board.

22.4. The Chair will not normally take action on matters of significance unless explicit delegated authority has been given by the Board. Where action on such matters is judged by the Chair and/or Principal to be too urgent to wait until the next Corporation meeting the Chair would normally be expected to call a special meeting of the Board, if necessary with less than the normal period of notice. However if the delay in calling a special meeting would seriously disadvantage the College the Chair may act, in consultation with the Committee Chairs as appropriate.

22.5. The Chair should report the action to the Board at its next ordinary meeting. Such report shall constitute confirmation of the action.

22.6. Chairs of committees may take action between meetings of the Committee where they have been given explicit authority to do so. All such action must be reported to the next meeting of the committee.

**23. Procedures if it appears that the Corporation may be acting inappropriately or beyond its powers.**

23.1. The Clerk is responsible for the administrative support for the governing body's work, for advising on proper procedure, and for intervening when the clerk considers that the Governing Body is acting inappropriately or beyond its powers.

23.2. If the Clerk has a concern that the Corporation may be acting inappropriately or beyond its powers he/she will raise that concern in the first instance with the Chair and if necessary with the Vice Chair of the Corporation and/or the Principal, who may request that independent legal or other advice is sought. If as a result it is agreed that the Board will need to reconsider a decision, the Chair will bring this to the attention of the Board as soon as practicable, together with the reasons.

23.3. If no solution can be reached and the Clerk considers that the grounds for the original concern still present a threat to the proper Governance of the College, he or she is authorised to take independent legal advice and/or seek advice from the Education and Skills Funding Agency. All

Board members will be informed that this had been done, and will be notified of the advice received.

**24. Corporation Seal**

24.1. The Instrument of Government (s22) states that the application of the seal of the Corporation shall be authenticated by

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (b) the signature of any other member.

For the purposes of (a) above, the members authorised generally to authenticate the use of the seal are the Chair, Vice Chair, a Committee Chair and the Principal.

24.2. The Clerk is responsible for the safe storage of the seal, for maintaining a record of the use of the seal and for reporting the use of the seal to the next meeting of the Board.

24.3. Committees are not authorised to use the seal.

**Related documents:**

- Public Access to Meetings
- Publication of Minutes and Papers
- Expenses Policy
- Chairman's Action
- Committee Terms of Reference