



# **Kendal College Corporation Standing Orders**

(approved by Search & Governance 19/2/18)

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## Introduction

Governance at Kendal College Corporation is covered in the statutory Instrument and Articles of Government under The Further Education Corporations order 2007, which came into force on 1<sup>st</sup> January 2008 with amendments approved by the Board under the modification order 2012.

A number of other key documents will also support the governance of the College and the conduct of the Corporation:

- Financial Memorandum
- Audit Code of Practice
- Code of Good Governance for English Colleges

The Corporation’s standing orders outline how the Corporation wishes to operate within the statutory framework and every member of the Corporation and its Committees shall be bound by these orders and shall be expected to adhere to the 7 principles of public life as set out in the Code of Conduct, namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

### 1. Responsibilities of the Governing Body

The Board’s responsibilities are to:

- Determine the educational character and mission of the College and ensure that there are effective means of monitoring whether the College management is fulfilling the mission
- Ensure the solvency of the College and the safeguarding of its assets
- Approve the annual budget of income and expenditure and the final audited annual accounts
- Oversee the appointment, grading, suspension, dismissal and the determination of pay and conditions of senior post holders
- Set a framework for the pay and conditions of service of all other staff

### 2. Corporation Membership

The composition of the Corporation shall be determined by governors, upon the advice of the Search & Governance Committee and is currently:

Category	Instrument & Articles	Current
Staff	2	2
Student	1-2	2
Principal	1	1
Independent members	up to 20	9
<b>Total</b>		<b>14</b>

The Board may recommend appointment of members that take it over the total figure where candidates with skills to support the Board apply for membership and to support succession planning of the Board.

### 3. Committee Structure

#### a) Board Committees

The Corporation can determine its own structure of committees that must include statutory committees. At the current time, the structure of committees is as follows:

- Search & Governance
- Audit & Risk

- Remuneration

Committees work to terms of reference that are drawn up to meet statutory requirements from the Instrument & Articles as well as inclusion of delegated responsibilities agreed by the Board. Terms of reference and committee membership are reviewed annually as well as a consideration of how the terms of reference have been met. Reports from each committee meeting are included in the next meeting of the Corporation and delivered by the Committee Chair.

Board members are appointed to committees following determination of the Committee structure and size of membership. The Chair of the Corporation shall have delegated authority to approve a recommendation by a Committee to appoint new members between Board meetings to ensure a balance of skills and interests and to ensure quoracy. New Corporation members will be encouraged to gain a broad understanding of the Corporation and statutory responsibilities prior to joining a committee.

Committee Chairs are appointed from within each committee and their appointment or reappointment confirmed by the Board. Committees will meet as a minimum once per term.

#### **b) Task & Finish/Working Groups**

The Corporation may also set up Task & Finish/Working groups for specific projects.

Current groups include:

- Finance Working Group
- Succession Planning Task & Finish Group
- Museum Working Group

Working groups act in an advisory capacity to the Board and may include external members and college staff to ensure the right level of expertise is in place. Working groups do not have any delegated powers but will work to terms of reference and their meetings will be minuted for reporting purposes. Chairs of working groups are appointed from within the membership. Working groups have a limited lifespan, determined by the group and the needs of the Corporation.

### **4. Appointment of Governors**

The Corporation has established a Search & Governance Committee with agreed terms of reference for the process of selecting and making recommendations for the appointment of governors. The Corporation shall not appoint or re-appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of this Committee. Eligible members shall be appointed or re-appointed for a term not exceeding four years. All appointments and re-appointments shall be considered in the context of a skills audit of the current membership. Re-appointments that would result in a member serving for a consecutive period of more than 8 years will generally be made only in circumstances where the nominee brings essential skills not otherwise available. There will be an annual review of members who are serving more than 2 terms of office.

#### **a) Vacancies**

The process of attracting new members to fill vacancies on the Board will be through advertisement including on the College website, use of governor search agencies or through direct approach to people whose skills would complement the Board. Applications are made in the first instance to the Director of Governance who would invite the applicant in for an informal meeting and tour of the College. A panel of members of the Search & Governance Committee will meet with each applicant to undertake an interview.

#### **b) Induction**

New governors will be required to attend an induction session with the Director of Governance and will be invited to attend other training available through the Association of Colleges. The induction will include specific reference to the Nolan Principles of Public

Services and their responsibilities as a governor. They will be issued with a governor support pack that includes the Instrument & Articles of Government, the AoC Code of Good Governance for English Colleges and information about the College.

**c) Probationary Review**

New governors will also be subject to a probationary review through a meeting with the Chair or Vice Chair within 6 months of appointment having been asked to complete a review document that checks their understanding of the role and that they have received sufficient training to support them in the role. The review will also be completed by the Chair or Vice Chair and Director of Governance to provide a basis for discussion over understanding of the role and commitment to the responsibilities.

**d) Governor Resignation**

When a governor wishes to resign from the Corporation, he or she should notify the Director of Governance or Corporation Chair in writing. The resignation will then be acknowledged and reported to the next meeting of the Corporation.

**e) Appointment of Co-opted Members**

The Search & Governance Committee may invite external persons to serve on any Corporation Committee where additional skills to support that committee are required. Any such appointment shall be approved by the Corporation. They will be known as Co-opted members and will be required to meet the expectations of full Board members. Their attendance will count towards quoracy of a meeting.

**f) Appointment of Staff Members**

The Corporation has determined that there will be two staff members, one teaching and one business support. Staff members are appointed for an initial one year term, extended to a full four year term on completion of a satisfactory review with the Chair as part of the annual appraisal process and shall be eligible for re-election for a second term after which time they will be asked to step down. The usual split will be one academic and one support staff governor.

**g) Appointment of Student Members**

Student governors will be appointed for a period of one year in the first instance but can be appointed on an annual basis for a further two years subject to remaining an enrolled student at the College. The Corporation has determined that there will be 2 student governors, ideally each one being from a different campus or different type of provision eg FE, HE or apprenticeship programme. Student Governors will be nominated through Student Council and will meet with a panel of Search & Governance to confirm final appointment.

## **6. Corporation Chair and Vice Chair**

**a) Appointment of Corporation Chair & Vice Chair**

The Chair and Vice Chair are elected annually from the membership of the Corporation. Staff and student governors, although ineligible to be elected to either post, may take part in the nomination and election. If the Chair should resign or otherwise cease to hold office during the year, then the Vice Chair shall act as Chair until the next meeting when an election shall be held. If the Vice Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

**b) Action Taken by the Chair**

It may be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Corporation between meetings. The Chair may take action on matters which he/she judges to be too urgent to await a meeting of the Corporation. The Chairman's action should only be taken if delaying a decision would disadvantage the College. A full report of any such actions shall be made to the next meeting.

## **7. Clerking Arrangements**

All meetings of the Corporation and its committees will be clerked by a person appointed by the Corporation. In the temporary absence of the clerk, the Corporation shall appoint a person to serve as temporary clerk.

## **8. Attendance**

Governors are expected to take all reasonable steps to attend the scheduled meetings. The Clerk shall keep a record of attendance which shall be reported annually to the Corporation. The target for individual member's attendance is 70% leading to an overall Board target of 75%.

Apologies for absence should be submitted to the Clerk prior to the meeting. Any governor who has not attended meetings for more than six consecutive months without the express permission of the Corporation may be removed by decision of the Corporation. Similarly if at any time the Corporation is satisfied that a member is unfit or unable to discharge the functions of a member the Corporation may, by notice in writing to that member, remove the member from office.

In exceptional cases, members who cannot attend in person will be able to support a meeting through a telephone or video conferencing link which will count towards attendance.

## **9. Expenses**

Governors may be reimbursed for travel expenses incurred in attending meetings of the Corporation and its committees or when travelling on authorised business on behalf of the Corporation. Details of how to claim are available in the College Travel & Subsistence policy which is approved by the Corporation.

## **10. Access to Meetings**

Any access to meetings by non-members as observers is at the discretion of the Chair of the meeting.

In certain circumstances, the Chair may invite other Board members to attend committee meetings (Search & Governance, Audit & Risk and Remuneration) and to allow such members to participate in discussions and vote in which case they will contribute to the quoracy of the meeting.

The Chair of the Corporation and Chairs of committees may authorise members of the College staff, its professional advisers or other persons to attend meetings. Such persons may be asked to withdraw from a meeting when the chair of the meeting considers this to be appropriate.

## **11. Meetings of the Corporation and Committees**

The Corporation of Kendal College will meet a minimum of twice per term and also hold strategic planning and training events. Dates for all meetings for the following academic year will be presented in March of each year at the latest and Members shall agree annually in advance the dates for meetings of the Corporation and its committees. The terms of reference and membership for each Committee shall be reviewed annually by each Committee.

A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Director of Governance of any five members.

The quorum for a meeting of the Corporation shall be 40% of the membership.

## **12. Agenda and Papers for Meetings**

The Director of Governance is responsible for compiling, in conjunction with the Chair of the meeting and the Principal, the agenda for each meeting, and for gathering supportive papers. Agenda will be structured to indicate the nature of business and the requested response from members.

Members wishing to include items on an agenda for a meeting should provide details and supportive papers to the Director of Governance at least ten working days prior to the date of the meeting. The Director of Governance shall circulate agendas and papers for meetings at least seven days prior to the date of the meeting. Papers for all ~~committee~~ meetings will be made available on the college virtual learning environment (VLE) governors' area and deleted at the end of that same academic year. Papers will give an indication on their front sheet as to their status under the Freedom of Information Act and specific links to the college strategic plan, risk register or other key document, and will provide a summary of the content and relevant appendices.

The Chair's discretion will be allowed for papers to be circulated at a meeting. Meetings of the Corporation and its committees will be scheduled to give proper consideration to the key issues requiring action by the Corporation.

"Any other business" is included as a fixed agenda item but business to be included should be brought to the attention of the Chair prior to the start of the meeting.

It is recognised that the Board needs to be kept informed of key issues that might affect the reputation and status of the College and at times information will need to be provided to members via the Chair and Vice Chair outside the meeting schedule. Examples might include a situation likely to be reported in the local press, death or conviction of a student or staff member, a data protection or Health & Safety breach. Sharing such information will be at the discretion of the Chair or Vice Chair.

## **13. Conduct of Debate**

All meetings will be conducted in an orderly manner and in line with expectations outlined in the Code of Conduct. Whilst meetings are formal, discussion around the table is encouraged but comments should be made through the Chair to facilitate equity in participation. Personal opinions should not be voiced where the opinion is in conflict with the duty of each governor to the Corporation or put themselves in a position where conflict could arise. Under fiduciary duty, and where there is a risk that debate is not in the Corporation's interest, the Chair may ask a governor to withdraw from the meeting.

## **14. Voting**

Not all decisions may be taken by formal vote. At the conclusion of a discussion the Chair shall normally ask the meeting for its agreement to the proposal in question. There would only be a vote if there were a clear expression of dissent. An individual member of the meeting may request a vote on a particular issue. If a formal vote is taken then the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held.

All members, whether governors or co-opted external members, are eligible to vote at meetings of the Corporation and its committees unless they have declared an interest. The Chair shall have a second or casting vote in the event of a tie.

Proxy votes, or votes by way of a postal vote, for absent members are not permitted.

## **15. Reconsideration of Resolutions**

No resolution of the Corporation or its Committees may be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda for that meeting. In other words, the subject matter must appear as a substantive item on the agenda and also that there is a proposal to vary or rescind a previous decision.

## **16. Minutes of Meetings**

Minutes of the meetings of the Corporation and its Committees shall be prepared by the Director of Governance and agreed with the Chair prior to circulation. Minutes shall be distributed to all members eligible to attend that meeting within 14 days of the date of the meeting.

Copies of the minutes will be available on the College website once approved by the Chair for committees or after Board approval at the following Board meeting. Minutes and papers will be made available to any member of the public upon request to the Director of Governance, with the exception of confidential minutes and papers.

## **17. Confidentiality**

The Corporation shall determine when an item is confidential. Criteria for defining such an item may include:

- Matters concerning individual staff, students, governors and prospective governors
- Sensitive commercial or business information which would be disadvantageous to the College if released
- Negotiations with trade unions
- Legal advice on sensitive or confidential matters

The Corporation, through its Search & Governance Committee, shall keep under review any item deemed confidential and will release information if there is no longer a reason to keep it confidential.

## **18. Declaration of Interests**

Governors and Co-opted members of Committees must declare any financial interest, including the nature and extent of such an interest, in the supply of work or goods to or for the purposes of the College as well as any contract or proposed contract concerning the College. This includes the interests of spouse or partner and close relatives.

The Clerk will maintain a register of members' and their close relatives' interests that will be updated annually. The register will also confirm continued eligibility for membership. At each meeting of the Corporation and its Committees there shall be a standard agenda item to provide an opportunity for those present to declare any interest that may arise.

Having declared a financial or other interest, the member concerned may not discuss the item further, may not vote on it and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Where required to do so by a majority of the members of the Corporation or committee, the member shall withdraw from the meeting.

Where the matter under consideration relates to the pay and conditions of all staff, a staff member need not disclose a financial interest, may take part in the consideration of the matter, vote and count towards the quorum provided that in so doing the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any person or body.

A staff member shall withdraw from a meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in these negotiations.

## **19. Corporation Seal**

The Seal of the Corporation will be kept by the Director of Governance for use as required by the financial regulations. A record of the use of the seal shall be maintained by the Director of Governance and reported to the next meeting of the Corporation.

## **20. Complaints**

A complaint against the Corporation or an individual member of the Corporation or Director of Governance shall be addressed to the Chair of the Corporation who shall deal with the matter in accordance with the College's Complaints Procedure. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body.

## **21. Senior Staff Appointments, Suspension and Dismissal**

The Corporation is responsible for the recruitment and terms and conditions for the Principal, designated senior post-holders including the Director of Governance. All senior posts are advertised nationally.

When such a post falls vacant, the Corporation shall appoint a selection panel of at least three of its members. This panel shall determine the arrangements for selecting applicants for interview, undertake the interviews and make a recommendation on appointment to the Corporation.

Senior post holders may only be dismissed by the Corporation, following consideration by a special committee of the Corporation. This committee shall consist of at least three members of the Corporation. However the Chair, Vice-chair, Principal and the staff and student members shall not be eligible for membership of this committee. The process for the suspension and dismissal of senior staff is determined by the Articles of Government.

## **22. Performance Targets and Review**

Governors will agree annually the performance targets for the Board. Performance against these targets will be a focus of the annual self assessment.

### **a) Individual Member Appraisal**

Each governor will meet or have a telephone discussion with the Chair to the Corporation at the end of each academic year so that their individual performance can be reviewed. A proforma will be provided by the Clerk that is pre-populated with data on attendance, training attended and committee membership. The process is also used to review declarations of interest, the role of link governors, effectiveness of training and gaps and to capture any outstanding information.

### **b) Appraisal of the Chair**

The Chair's appraisal is through a survey of members on the performance of the Chair during the year in question. A report from the outcomes of the survey will form the basis of a discussion between the Chair and the Vice Chair in the first instance. Where it is felt the Chair would benefit from external review of performance, the Search & Governance Committee could recommend the engagement of another chair or a National Leader of Governance to support the process.

### **c) Committee Review**

Each Committee reviews its own performance against its terms of reference in the Summer team meeting. The terms of reference are also reviewed in light of findings and actions put in place to ensure all expectations of the Committee have been fulfilled and can be evidenced.

**d) Annual Self-Assessment**

In line with the College's timetable for annual self-assessment, the Board completes its own self-assessment of governance, utilising the information from the two processes above.

**e) Appraisal of the Principal**

The Chair of the Corporation conducts an annual appraisal with the Principal. Outcomes from the appraisal are considered at the annual meeting of the Remuneration Committee

**f) Appraisal of the Clerk**

The Chair of the Corporation conducts the annual appraisal of the Clerk. Outcomes from the appraisal are considered at the annual meeting of the Remuneration Committee

**g) Board training**

A report to the Search & Governance Committee following the full round of appraisals will support the development of the Annual Governor Development programme of identified training needs.

**23. Amendment to Standing Orders**

The standing orders will be subject to annual review, but may be amended by agreement of the Corporation at any time as necessary.

Revised February 2018