



STANDING ORDERS AND BOARD PROCEDURES FOR THE GOVERNING BODY OF JOHN RUSKIN SIXTH FORM COLLEGE CORPORATION

INTRODUCTION

1.1 Legal Framework

The Corporation was established by the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009.

The precise legal framework under which the Corporation operates is currently detailed in the Further Education Corporations (Former Sixth Form Colleges) (Replacement of Instruments and Articles of Government) Order 2007 which came into force on 1st January 2008. This Order is however due to be revoked and will shortly be replaced by the Sixth Form College Corporation (Replacement of Instrument and Articles of Government) Order 2010.

These generic regulations are more commonly known as the Instrument and Articles of Government. The requirements of these Instrument and Articles of Government cannot be changed without the specific approval of the Secretary of State.

1.2 Interpretation

These Standing Orders and Board Procedures supplement the Instrument and Articles of Government. The ruling of the Chair, at any meeting, as to the particular interpretation of any of these Standing Orders and Board Procedures shall be final.

1.3 Clerk to the Corporation

The Corporation's principle advisor on the interpretation of the Instrument and Articles of Government and the Standing Orders and Board Procedures shall be the Clerk appointed by the Corporation to undertake that role. Notwithstanding any other Senior Management role the person appointed as Clerk may have in the College, in undertaking the duties of Clerk he or she remains directly accountable

to the Governing Body and not to the Principal or to any other member of the College's Management.

2. CORPORATION GOVERNING BODY

2.1 Composition of Membership of the Corporation

The Corporation at its meeting on 17th March 2008 determined that its membership should be:

Independent members who have the necessary skills to ensure that the Corporation carries out its functions: 11

Staff Members	2
Student Member	2
Parent Member	1
Principal	1

Total 17

2.2 Period of Office

2.2.1 Other than the student member and the Principal all Governors shall be appointed for a period of four years commencing on the date that their appointment is ratified by the Corporation.

2.3 Appointment to Vacancies

Appointments to casual vacancies or vacancies arising at the end of a term of office shall be made by the Corporation following advice received from the Search Committee.

2.4 Code of Conduct

The Corporation has adopted a Model Code of Conduct (9th edition @ August 2010) for Corporation Members. The Corporation's policy is that individual members are required to sign a copy of the Code upon acceptance of appointment as a member of the Corporation and accordingly agree to observe the Code to the best of the members' abilities.

2.5 Register of Interests

A requirement of the above Code is that each member of the Corporation shall complete a Register of Interest, which is held by the Clerk to the Corporation. The Register is available for public inspection.

2.6 Independent Judgement

Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking or voting by any other body or person.

2.7 Office of Chair and Vice Chair

- 2.7.1 The Corporation shall appoint a Chair and Vice Chair and the period of office shall normally be a period of three years.
- 2.7.2 Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice Chair.
- 2.7.3 If both the Chair and Vice Chair are absent from any meeting of the Corporation or a Committee the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.
- 2.7.4 At the last meeting before the end of the term of office of either the Chair or the Vice Chair, or at the first meeting following the Chair or Vice Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- 2.7.5 At the end of their respective terms of office, the Chair and Vice Chair shall be eligible for reappointment.

2.8 Determination of Membership

- 2.8.1 A member of the Corporation may, at any time, by notice in writing to the Clerk to the Corporation resign his/her office.
- 2.8.2 If at any time the Corporation is satisfied that any member has been absent from meetings of the Corporation for a period longer than six consecutive months, without the permission of the Corporation, then the Corporation may, by notice in writing to that member, remove him/her from office. There shall be a standing item on each agenda which allows the Corporation to give consent to the absence of a member but in giving such consent to a Governor's absence the Corporation shall be mindful of the previous attendance record of an individual and the reason(s) for absence.
- 2.8.3 Any member who is a member by virtue of being a member of the staff (including the Principal) or a student of the institution shall cease to be

a member if he/she ceases to be a member of the staff or a student of the institution and thereupon the office shall become vacant.

- 2.8.4 If at any time the Corporation is satisfied that any member is unable or unfit to discharge their functions as a member, the Corporation may by resolution remove that member from office as a Governor. Such notice to the member shall be conveyed in writing by the Clerk.

2.9 Allowances to Members of the Corporation

- 2.9.1 Payment of travelling, subsistence or other allowances may be paid to members attending meetings of the Corporation. The Corporation shall not without the written approval of the Secretary of State, pay allowances which remunerate the members for their services as members.
- 2.9.2 Where a member attends at the Corporation's request a meeting, course or conference reasonable expenses incurred shall be reimbursed.
- 2.9.3 The Chair of the Corporation shall be authorised to approve any special application for expenses not covered by the above general guidelines.

3. Committees of the Corporation

3.1 Number

The Corporation has historically appointed six Committees, namely the following:

Finance and Personnel Committee

Remuneration Committee

Search Committee

Audit

Curriculum and Standards

Construction and Premises (convened as and when appropriate)

However, it is acknowledged that the Corporation has resolved to suspend its present committee structure (with the exception of the Search and Audit Committees) for the academic year 2010/11. The intention is for the Corporation to meet more frequently and for the Corporation to review and monitor all aspects of the College's performance.

3.2 Membership of the Committees

Membership of the Committees shall be determined by the full Corporation.

3.3 Appointments to Vacancies

Casual vacancies that arise in membership of the Committees shall be filled by resolution of the Corporation.

3.4 Appointment of Chairman of the Committees

3.4.1 The appointment of Chair of the Committees shall be made by the Corporation.

3.4.2 The appointment of Vice Chair of the Committees (where appropriate) shall be made by members of the Committee.

3.5 Terms of Reference of the Committees

The Terms of Reference of the Committees as agreed by the Corporation are detailed in the following appendices:

3.5.1	Finance and Personnel	Appendix 1
3.5.2	Remuneration	Appendix 2
3.5.3	Search	Appendix 3
3.5.4	Audit	Appendix 4
3.6.5	Curriculum and Standards	Appendix 5
3.7.6	Construction and Premises	Appendix 6

3.6 Attendance as Observers at Meetings of the Committees

If a non-member wishes to attend a meeting of a Committee as an observer, for a specific item listed on the Agenda, he/she shall first seek, through the Clerk to the Corporation, the agreement of the Chair of the Committee. Attendance of the Student Governor as an observer shall be restricted to specific items included within the non-confidential matters of the Agenda.

3.5 Special Committees

3.5.1 From time to time the Corporation may establish special Committees or Panels to advise them or the Principal on specialist matters which are outside the agreed Terms of Reference of the Committees listed in 3.6 above. Membership of such Special Committees shall be determined by the Corporation.

3.8.2 In addition it may be necessary to convene special Committees or Panels of the Corporation to consider disciplinary matters. In such instances the Clerk to the Corporation shall agree with the Chair of the Governors the membership of such special committees or panels.

4. MEETINGS OF THE CORPORATION AND COMMITTEES

4.1 Schedule of Meeting Dates

The Corporation shall agree at the final meeting in the Summer Term their schedule of meeting dates for the ensuing Academic year. The schedule of meeting dates shall provide for at least one meeting each term of the Corporation and one meeting each term of the Committees unless agreed otherwise by the respective Committees.

4.2 Additional Meetings

Additional meetings of the Corporation and of the Committees may be called at any time by the Clerk with the agreement of the Chair of the Corporation or the Chairs of the respective Committees or at the request in writing of any five members of the Corporation or the Committee.

4.3 Agenda

4.3.1 All meetings of the Corporation or Committees shall be summoned by the Clerk to the Corporation, who shall send to the members' written notice of the meeting and a copy of the Agenda at least seven clear days in advance of the meeting.

4.3.2 Where an additional meeting has been called on the grounds that there is/are matter(s) demanding urgent consideration, where the Chair, or in his/her absence the Vice-Chair, so directs the notice convening the meeting may be given within such period of seven days.

4.4 Minutes

- 4.4.1 Minutes of each meeting of the Corporation and its Committees shall be taken by the Clerk to the Corporation, or in his/her absence by a Temporary Clerk appointed by the Corporation.
- 4.4.2 The Minutes of the meeting taken by the Clerk shall constitute the formal record of the proceedings.
- 4.4.3 Within ten days of the meeting the Clerk shall clear the first draft of the Minutes with the Chairman of the meeting and with any other Governor the Chairman so directs.
- 4.4.4 The Clerk shall arrange for the draft Minutes to be included on the next ensuing Agenda of the Corporation or Committee for formal approval as a true record of the business undertaken at the meeting.

4.5 Publication of Agenda and Minutes

4.5.1 Subject to sub-paragraph 4.5.2 the Corporation, through their Clerk, shall ensure that a copy of:

- The Agenda for every meeting of the Corporation;
- The draft Minutes of every such meeting, if they have been approved by the Chair of the meeting;
- The signed Minutes of every such meeting;
- Any report, document or other paper considered at such meeting,

Shall as soon as possible be made available during the normal office hours of the College to any person wishing to inspect them.

4.5.2 There shall be excluded from any item to be made available in pursuance of paragraph 4.5.1 any material concerning:

- a named person employed at or proposed to be employed at the institution;
- a named student at, or candidate for admission to the College;
- the Clerk;
- any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

- 4.5.3 The Corporation shall ensure that a copy of the signed minutes of every meeting of the Corporation and of the standing committees shall be placed on the College's website and shall remain on the website for a minimum of 12 months.

5 PROCEEDINGS OF MEETINGS OF THE CORPORATION AND THE COMMITTEES

5.1 Quorum

- 5.1.1 Meetings of the Corporation shall be quorate if seven or more members are present.
- 5.1.2 Meetings of the Committees of the Corporation shall be quorate of three members or 40% of the total membership, whichever is the greater, are present
- 5.1.3 If the number of members assembled for a meeting of the Corporation or a Committee does not constitute a quorum the meeting shall not be held. If in the course of a meeting of the Corporation or a Committee the number of members present ceases to constitute a quorum the meeting shall be terminated forthwith.
- 5.1.4 If for lack of a quorum a meeting cannot be held, or as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be called as soon as is practicable.

5.2 Voting

- 5.2.1 It shall not be a requirement for all decisions taken at a meeting to be decided by a formal vote. The Chair of the meeting shall normally ask the meeting for their agreement to the proposal in question at the conclusion of a discussion.
- 5.2.2 Where there is a clear expression of different views or where a matter is of particular significance, (for example, approval of the Annual Report and Accounts), the Chair shall call for a vote.
- 5.2.3 Where a vote is taken the matter to be decided shall be determined by a majority of those votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes on behalf of absent Governors are not permitted.
- 5.2.4 A student member who is under eighteen years of age at the time of the meeting shall not vote on any question concerning any proposal for

the expenditure of money by the Corporation; or under which the Corporation, or any members of the Corporation would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

- 5.2.5 Should an individual member of the Governing Body request a vote on a particular issue; this must be agreed by the Chair.
- 5.2.6 Unless determined otherwise by the Chair voting shall be by a show of hands.
- 5.2.7 Any member dissenting from the majority view of the meeting shall have the right to his or her disagreement to that decision being recorded in the Minutes.

5.3 Declaration of Interest

- 5.3.1 At the meetings of the Corporation and the Committees an item shall be included on the Agenda to enable members to declare an interest, both financial or personal, on any matter to be considered at the meeting.
- 5.3.2 Where a member has declared an interest he or she shall be allowed to make a statement to the meeting on the matter under consideration but shall then withdraw from the meeting before the other members discuss and if appropriate vote on the issue. The Code of Conduct for Corporation Members adopted by the Corporation contains, in Section Nine the following reference to "Conflicts of Interests:"
 - 1. Like other persons who owe a fiduciary duty, Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise, which might interfere with the exercise of their independent judgment.
 - 2. Members are reminded that under the College's Instrument of Government they must not take or hold any interest in any property held or used for the purpose of the institution, except with approval in writing of the Secretary of State for Education.
 - 3. Members are also reminded that under the College's Instrument of Government they must disclose to the Corporation or any of the Standing Committees of the Corporation any direct or indirect financial interest which they have, or may have in:

- (a) the supply of work or goods to or for the purposes of the College;
- (b) any contract or proposed contract concerning the College; or
- (c) in any other matter relating to the College or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

4. However, an interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgment, then the interest, financial or otherwise, should

- (a) be reported to the Clerk: and
- (b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

5.3.3 Staff Governors and, where applicable, the Principal shall withdraw from any part of a meeting which is discussing:

- Their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
- The appointment of their successor
- The appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

5.3.4 The Student Governor shall withdraw from any part of a meeting which is discussing:

- His or her conduct, suspension or expulsion
- Where there is consideration of the appointment, remuneration, conditions of service, promotion, conduct, supervision, dismissal or retirement of any member of staff.

5.3.5 No resolution of 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. Any proposal from a member of the Corporation to rescind a previous decision of the Corporation or a Standing Committee must be notified to the Clerk to the Corporation at least fifteen days before the date of the meeting at which it is proposed that the decision should be reconsidered.

5.4 Public Access to Meetings of the Corporation and Committees

5.4.1 The Principal shall agree with the Chair in advance of each meeting the attendance of senior members of the College Management.

5.4.2 Subject to a request being made in advance of a meeting and that request being agreed by the Chair, the Corporation shall allow public access to their meetings for matters considered under the non-confidential matters of the Agenda.

5.5 Chair's Conduct of Business

5.5.1 A meeting of the Corporation or a Committee may bring a motion of censure on the Chair in respect of the conduct of business, but no such motion shall have the effect of negating or cancelling a particular decision or ruling of the meeting or the Chair.

5.5.2 A motion of censure on the Chair may not be made during debate on an agenda item but shall be taken as the next matter of business.

5.5.3 In such circumstances the Vice Chair of the Corporation or Committee shall assume the Chair whilst the motion of censure is debated.

5.6 Chair's Action

5.6.1 Occasions may arise where it is not practicable to wait for the next scheduled meeting of the Corporation and/or Committee for a decision to be taken. In such circumstances the Chairman may use one of the following procedures:

- call a special meeting
- consult the Vice Chairman/Chairmen, Principal and/or other members
- write to all of the members

5.6.2 Provision is made in the Articles for the delegation of the functions of the Corporation (subject to the provisions of Articles 9 & 10 relating to non-delegable functions). Accordingly, when exceptional

circumstances arise that require urgent action to be taken by the Corporation, prior to the time when this could be undertaken through normal procedures, authority is delegated to the Chair to take such action as is appropriate on behalf of the Corporation.

- 5.6.3 Where this delegated authority is exercised and the Chair takes responsibility for a significant decision or initiative then a full, written report, signed by the Chair, on the nature and reason for the action must be submitted to the next meeting of the Corporation.
- 5.6.4 Reporting of other non-urgent matters does not require completion of a written report, but will be reported in the minutes.

6. Waiving of Standing Orders

These Standing Orders may be waived for exceptional reasons, only by a Resolution of the Corporation, which shall require that decision to be recorded in the Minutes.