



Standing Orders for the College of Haringey, Enfield and North East London

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THE CORPORATION OF THE COLLEGE OF HARINGEY, ENFIELD AND NORTH EAST LONDON

STANDING ORDERS

Scope of this document

1. The legal framework within which the Corporation is required to operate is set out in the Instruments and Articles of Government and the Financial Memorandum with the Skills Funding Agency.
2. These Standing Orders set out the Board's policy and practice on those issues which it has power to determine. Should there be any doubt in interpretation of the Standing Orders, the Instrument and Articles of Government will take precedence as the primary legal document.

Incorporation

3. The College of Haringey, Enfield & North East London is an independent Further & Higher Education Corporation with charitable status under the Further and Higher Education Act 1992 as amended by the Learning and Skills 2000 and Education and Skills 2008.

Corporation's Legal Powers, Responsibilities and Terms of Reference

4. The Corporation's powers to provide further and higher education goods, services and facilities are set out in the Instrument and Articles of Government, currently the Further Education Corporations Replacement of Instruments and Articles of Government 2007.
5. The Corporation should not exceed these powers, nor should it delegate the following responsibilities which are "reserved" as non-delegable:
 - a. Determination of the educational character and mission of the college;
 - b. Approval of the annual estimates of income and expenditure;
 - c. Ensuring the solvency of the college and safeguarding assets;
 - d. Appointment or dismissal of the Principal and senior post holders;
 - e. Appointment or dismissal of the Secretary to Corporation
6. In addition the following powers will be exercised by the Corporation:-
 - a. To evaluate regularly the performance of the College, to assess the annual report and effect any necessary action.
 - b. To consider the financial, risk and equal opportunities and diversity implications of all matters presented to the Corporation.
 - c. To Approve the College Self Assessment Report
 - d. To Approve the Quality Strategy
 - e. To approve the Capital Programme
 - f. To determine all major policies not delegated elsewhere.
 - g. To determine the operation of, and consider reports from its Committees and Fora.
 - h. To receive reports from and review the decisions of any bodies or individuals exercising delegated powers.
 - i. To determine all delegation of powers from the full Corporation, to review regularly any such delegation and to determine any amendments to delegated powers.

Membership of the Corporation

7. The regulations for composition of Further Education Corporations are set out in Clauses 2 and 3 of the Instrument of Government.
8. The current determined overall number of board members and numbers in each category are set out in Corporation policy number 2.3 'Profile of the Board'.

Appointments

9. Members will be appointed in accordance with the provisions of the Instrument and Articles of Government.
10. External members will be recruited according to Corporation's skills requirements; staff members will be elected by teaching, or non-teaching, staff as appropriate, and student members will be the Student Union President and another student representative elected and nominated by the student body. Staff and students may only be appointed as staff and student members respectively.
11. The Corporation is the appointing body and must approve all appointments. The Corporation delegates to the Search & Governance Committee responsibility for determining appropriate selection procedures, and for advising Corporation on membership issues and appropriate candidates for consideration for appointment by Corporation. The rules and terms of reference for the Search Committee are published on the College website. The Secretary issues letters of appointment, and conducts correspondence and eligibility checks on behalf of Corporation.
12. If membership should fall below the number needed for quorum [40%] the Secretary of State has the power to appoint the number of members required to hold a quorate meeting.

Eligibility and Interests

13. Clause 8 of the Instrument of Government sets out the conditions for ineligibility. The main conditions are bankruptcy or conviction, and there are restrictions on persons under 18, and on students and staff other than elected members.
14. Clause 11 of the Instruments of Government states that Members may not hold any financial interest in the College and must disclose the nature of interest in any contract or arrangement. Where a member has declared an interest they may not vote on related issues.
15. The Secretary will ask new members to sign a declaration of eligibility and interests, and these will be updated annually for all members.
16. A Register of Interests is held by the Secretary. [See also Declaration of Interests.] The register will be reviewed annually and held by the Secretary to the Corporation. It is available for inspection by arrangement with the Secretary.
17. Members of the Corporation, senior post holders and senior management group members 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 their friends. The Corporation has therefore adopted a policy of requiring Members and senior managers to disclose any financial or other interests which could be considered likely to affect the independence of their judgement.

18. Members' eligibility under Section 8 of the Instrument of Government will also be reviewed annually, and members and senior managers are asked to declare any gifts or hospitality received in their capacity as Corporation member.
19. Members are also invited to declare interests at the start of meetings which will preclude them from taking part in the discussion or voting on that item and which will be noted in the minutes by the Secretary.

Terms of Office

20. With the exception of the Principal and the Student Member, Members of the Corporation will normally hold office for a period of 4 years, with a two year mid term review , subject to the provisions of Clauses 9 & 10 of the Instruments of Government (termination of membership).
21. The Principal is an ex officio appointment.
22. Student Members will hold office for 1 year. Student Members are no longer eligible to serve as members if they cease to be a student of the college.
23. Staff Members are no longer eligible to serve as members if they cease to be a member of staff of the college.
24. Subject to their continuing eligibility under Clause 8 of the Instruments (eligibility), Members reaching the end of their first term of office will be eligible for re-appointment for a second term and subsequent terms. This will be reviewed by Search & Governance Committee who will make a recommendation to Corporation.
25. In accordance with recommendations of the Nolan Committee on Standards in Public Life, Members will generally not be considered for a third term unless there is a particular skills shortage or exceptional circumstances, when re-appointment will normally be reviewed year by year.
26. Members may resign at any time by notice in writing to the Secretary.
27. Under Clause 10 of the Instruments, Corporation may give notice in writing to any member who is absent from meetings of the Corporation for longer than six months without the permission of the Chair, or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, for example on long-term sickness or an agreed sabbatical, where there is a dialogue and an intention to return to Corporation.

Chair and Vice Chair

28. The Corporation is required to appoint a Chair and Vice Chair.
29. The Chair and Vice Chair will each be elected for a period of 2 years, and are eligible for re-election at the end of that period if they are still eligible as members. Where possible, appointment of the Chair will be decided at or

before the July Corporation meeting and commence from the beginning of the following academic year. Corporation must appoint a successor at the meeting before the expiry of the term of office, or the resignation, of the Chair or Vice Chair. The Chair or Vice Chair may at any time resign office by notice in writing to the Secretary.

30. The Principal, Staff and Student Members are not eligible for appointment.
31. Where possible a Chair or Vice Chair Designate will be appointed a few months in advance of the need to appoint a Chair or Vice Chair as part of succession planning to allow for a handover. The Chair of Corporation may not be a member of Audit Committee.
32. If both the Chair and Vice Chair are absent from any meeting of the Corporation, Members present shall choose one of their number to act as Chair for that meeting. The Member chosen shall not be the Principal or a Staff or Student Member.

Secretary to the Corporation

33. The Corporation may not delegate appointment of a person to serve as Secretary to the Corporation. The Secretary shall be directly responsible to the Corporation, hold the College Seal, Register of Interests and Corporation records, and be able to seek independent professional advice on behalf of Corporation as required.
34. The Secretary is entitled to attend all meetings of Corporation and its Committees, but shall withdraw from any part of a meeting where his/her remuneration, conditions of service, dismissal or retirement are being discussed. The Secretary may be a member of staff at the College but may not be a member of Corporation.
35. In the short term absence of the Secretary a Vice Principal or College manager may be asked to advise and draft minutes of a meeting. For a longer term absence the Principal will be asked to engage interim Clerking support for Corporation.

Decision-Making and Meetings

36. Meetings are the normal means by which the Corporation can take decisions other than any it has previously delegated to its Committees, the Chair or Principal. Decisions are made by majority vote. Postal votes or voting by proxy are not permissible. Where there is a balance of votes the Chair will have a [second] casting vote. [See Proceedings at meetings]
37. The Corporation is required to meet at least once in each term and may hold as many additional meetings as it decides are necessary.
38. The Corporation schedules regular meetings in each academic year as well as a Board Review and Planning Conference. The Chair may call additional meetings for specific items of business.
39. The Secretary shall provide a schedule of meetings of the Corporation and its Committees for each year ended 31 July taking into account the Corporation's statutory responsibilities and the timing of major items of business, such as approval of annual budgets and year-end accounts.

Special meetings

40. A special meeting of the Corporation may be called at any time by the Chair or (in their absence) by the Vice Chair, or at the request in writing of any five Members. For a special meeting, the written notice and agenda may be issued less than seven days in advance of the meeting, as determined by the Chair.

Agendas

41. The agenda for meetings of the Corporation will be drawn up by the Secretary in consultation with the Principal and the Chair. The agenda for the Full Corporation meetings will include minutes of the previous meeting and minutes of Committee meetings.
42. Any Member wishing to submit an item for the agenda should contact the Secretary no later than fifteen working days before the meeting at which the item will be considered. Members should notify the Secretary whether the item is proposed for decision, discussion or information and provide any supporting papers.
43. At the start of any meeting, the Corporation may revise the order in which agenda items are to be considered, if such revision will assist the efficient running of the meeting. This includes the need in exceptional circumstances to add an item of urgent business which is not specified on the agenda, which should be notified to the Chair in advance of the meeting and agreed by all members present.

Distribution of Papers

44. Written notice of the meeting and the agenda shall normally be sent to Members no less than seven days in advance of the meeting. Normally all items for consideration by Corporation should be supported by a written paper.
45. Normally supporting papers will be sent with the agenda and in advance of the meeting. Papers should only be tabled in exceptional circumstances with the agreement of the Chair.
46. Papers for all Corporation and Committee meetings should normally follow a standard format with a cover sheet which should include an executive summary, identified Financial Implications & Risk, Equal Opportunities and Diversity Implications and Impact on Learning and the Learner and ECM Issues and makes clear who is presenting the paper and what action is required.

Quorum

47. A meeting of the Corporation shall be quorate when 40% of membership is present, as set out in the Instrument and Articles of Government.
48. If during the course of a meeting, the number of Members present ceases to constitute a quorum, the Secretary will advise the Chair. The meeting may be terminated or may continue to provide an informal note to be ratified by a subsequent quorate meeting.
49. Where a meeting cannot take place, or cannot continue, the Chair shall, if he/she thinks fit, ask for a special meeting to be called as soon as convenient. Committees' quoracy is set out in their terms of reference:

inquorate Committee meetings may continue at the discretion of the Committee Chair, in which case the minutes constitute an informal note.

Attendance at Corporation meetings

50. Attendance at Corporation and Committee meetings target is 70%, The Secretary will keep a record of attendance by members at Corporation and Committee meetings, monitor attendance in-year and provide an annual report to Search & Governance Committee and Corporation.

Proceedings at meetings

51. The length of Corporation meetings will not be restricted in the interests of debate. Where members present feel the need to do so they may vote to continue or to defer items to a subsequent meeting.
52. Members of the Corporation are appointed in their own right as individuals and may not be bound in their speaking and voting by mandates given to them by other bodies or persons.
53. No resolution of the Corporation may normally be rescinded or varied at a subsequent meeting unless consideration of the rescinding or variation is a specific item of business on the agenda for that meeting.
54. Decisions at meetings shall be determined by a majority of the members present. There may be no proxy or postal votes. Where however there are dissenting views, or where a Member so requests, the Chair shall call for a vote via a show of hands. In the case of an equal balance of votes the Chair shall exercise a [second] casting vote. Details of the vote and the views of dissenting Members may be recorded in the minutes.
55. Under Clause 14 of the Instruments of Government a student member who is under 18 may not vote on financial matters.

Withdrawal from meetings

56. Details of the circumstances in which Staff and Student Members may be required to withdraw from meeting are outlined in Clause 14 of the Instruments of Government.
57. Staff Members including the Principal and the Secretary shall be asked to withdraw from any part of the meeting where his or her terms of employment are being discussed.
58. Staff Members including the Secretary may be asked to withdraw where conditions of service of an individual, a particular grade, or of staff holding a post senior to them is being discussed.
59. Student Members shall be asked to withdraw from any part of the meeting where matters relating to individual members of staff or students are discussed. In which case the resulting confidential minutes will be given restricted circulation to those Members eligible to be present at that part of the meeting.
60. College managers or officers and non-members should normally withdraw from a confidential part of a meeting unless requested by the Chair to remain as advisers to Corporation.

Minutes of meetings

61. The Corporation must maintain an agreed record of its meetings and decisions. Draft minutes of meetings will be prepared by the Secretary and circulated to the Chair, Principal and other senior members of the College staff who were present at the meeting to ensure the accuracy of the minutes.
62. Minutes will remain unconfirmed drafts once agreed by the Chair until they are confirmed and signed by the Chair as an accurate record at the next meeting.
63. Agendas, minutes, supporting papers and signed copies of the minutes shall be retained by the Secretary. Non-confidential confirmed minutes will be published on the College website after they have been agreed and signed by the Chair.

Confidentiality

64. All papers and information determined by the Corporation to be confidential shall be clearly marked. These may include separate and confidential minutes of meetings or parts of meeting and any supporting papers distributed in advance of meetings containing information deemed confidential by the Principal, Chair or Secretary to the Corporation.
65. Criteria for confidentiality will be whether information relates to an individual member of staff or student, or is information which is commercially sensitive to the College, in accordance with the Freedom of Information Act and Instrument and Articles of Government.
66. The Secretary will review items considered by the Corporation under Confidential agendas on an annual basis and make recommendations regarding the release or otherwise of the minutes into the public domain.

Access to Meetings

67. Members of the Corporation and the Secretary will be the only persons entitled to attend meetings of the Corporation and its committees.
68. The Principal and Chair in consultation with the Secretary will consider which members of staff are required to attend meetings of the Corporation so that the Corporation has access to information and advice.
69. While the majority of business conducted by the Corporation is not confidential and its minutes and papers are normally open to public inspection, members of the public, (including members of the staff of the College) or the press are not permitted to attend meetings of the Corporation or its Committees as observers.

Committees of Corporation

70. In accordance with the requirements of the Articles of Government and with the needs of its business, the Corporation has established the following committees:
71. Audit Committee: mandatory, to advise Corporation on the appointment of auditors, the effectiveness of the college's audit service and internal controls, risk management;

72. Search & Governance Committee: mandatory; to advise on the appointment of new members, succession planning and membership issues, including governor diversity and governor training and self assessment.
73. Remuneration Committee: good practice, to advise on the pay and conditions of service, appointment, appraisal and dismissal and succession planning of the Principal and other Senior Post holders;
74. In addition a Special Committee may be established under Clauses 16 & 17 of the Articles of Government to undertake duties related to the suspension or dismissal of senior postholders. [See Disciplinary Procedure for senior postholders.] A panel of members may also be convened to hear staff appeals against dismissal. Ad hoc working groups may be set up by Corporation as required.
75. The appointment of Chairs, Vice Chairs and membership of the Committees will be reviewed annually and agreed at or before the July Corporation meeting and commence from the beginning of the following academic year. Each committee has its own Terms of Reference which are reviewed annually and which include details of quoracy, membership and attendance of non-members as advisers at committee meetings. Committees may co-opt non-Corporation members for particular skills. These will be appointed through the Search & Governance Committee and have full membership rights on the relevant Committee.
76. Committee agendas may include confidential items for which the same rules apply as to confidential items in Corporation meetings. Remuneration Committee agendas are automatically confidential.
77. Agendas and papers will normally be distributed to committee members at least seven days [5 working days] before a meeting except where a different arrangement has been agreed in an individual Committee's Terms of Reference.
78. All Corporation members are entitled to attend Committee meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the Committee. Members of the public will not normally be admitted to Committee meetings unless invited by the relevant Chair as advisers.
79. Agendas, minutes, supporting papers and signed copies of the minutes shall be retained by the Secretary. Committee minutes will be included in papers for Corporation meetings.

Publication and Access to Agenda, Minutes and Papers

80. The Corporation will agree a Policy on the publication of and access to Agenda, Minutes and Papers.
81. All Corporation agendas will be published on the College website in advance of meetings.
82. Final versions of non- confidential minutes of Corporation and Committee meetings will be published on the College website after they have been confirmed and signed by the Chair. These will generally be posted for a duration of 12 months.

83. Copies of all agendas, papers and minutes are held by the Secretary.
84. Remuneration Committee agendas, papers and minutes are automatically confidential as they relate to individual terms and conditions, pay and performance.
85. Any information relating to Corporation which is not available through the College's Freedom of Information Office or the College website should be requested from the Secretary.

Code of Conduct

86. The Corporation has adopted a Code of Conduct (Conduct of Governance Process Policy No 2.10) as a guide for its Members on the standards of conduct expected of them.
87. The Corporation also complies with the recommendations of the Nolan Committee on Standards in Public Life to assist them in carrying out their duties with selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
88. A copy of the code is supplied to every Member on appointment. In accepting appointment to the Corporation Members are deemed to subscribe to and accept the principles of the code.

Payments to Corporation Members

89. Corporation members may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of other duties. These expenses are claimed under procedures as set out in the College's Financial Regulations issued by the Finance Department from time to time and approved by the Corporation. Guidance notes and claim forms are available from the Secretary.

Briefing and Training for Corporation Members

90. On appointment members will be issued with copies of the Instrument & Articles of Government, sector guidance, training materials (including those available on the web), and key Corporation documents.
91. Members will receive an induction with the Secretary and senior managers, briefings and presentations on specific topics from college managers, and maintain contact with the College through links with College areas.
92. Corporation's Board Review meeting provides the opportunity for a review of the Board's effectiveness and strategic planning.
93. A Governor Training & Development budget is agreed each year which allows, in accordance with identified training needs, for flexible individual participation in a variety of training and development opportunities, including in-house, mandatory training such as Safeguarding and Equal Opportunities, and external conferences in the sector bodies.

Personal Liability

94. The Learning & Skills Act 2000 contains a clause covering liability of FE governors equivalent to that of non-executive directors. Corporation is a corporate body created by an Act of Parliament with its own legal status and powers to enter into contracts and employ staff. Governors are members of

the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that Corporation does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently in good faith in the interests of the Corporation, individual members should not be held personally liable.

95. The college holds liability insurance for governors and officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £5m. in any one period of insurance. This includes the costs of any claim under the Corporate Manslaughter Act.
96. While each member brings skills and experience relevant to the work of Corporation, members should not be regarded as professional advisers to the College. The role of Corporation is strategic and enabling, and members should use their skills as a sounding board or critical friend to challenge assumptions, ensure professional advice is sought when needed and to sense check such advice from a base of experience.

Provision of Independent Advice

97. To ensure that Corporation Members are able to carry out their duties the Secretary may seek independent professional and legal advice on behalf of Corporation. These arrangements would apply for example where Members are not satisfied with advice already provided or where an independent view is required. The Secretary would normally confirm the need and cost of advice with the Chair or Vice Chair and Principal before seeking advice.

Application of the College Seal

98. The Secretary to the Corporation will hold the College seal. Where a deed or document, for example relating to a sale of land, major contract or lease, requires the College seal it must be sealed by the Secretary to the Corporation, or in his/her absence by another senior post Holder, and authorised by the signature of two governors, who unless absent or excluded for other reasons, would usually be the Chair and the Principal. The Secretary to the Corporation will report the use of the College seal to the next Corporation meeting.

Principal and Chair

99. The responsibilities of the Principal and Corporation are set out in the Instrument and Articles of Government. The Principal is the Chief Executive of the college.
100. The Chair will communicate regularly with the Principal and the Secretary to ensure that the Chair is kept fully informed of relevant College issues and to ensure that Corporation business is progressed between meetings.
101. The Chair may need to make urgent decisions between meetings and is authorised to act or agree action with the Principal on behalf of Corporation under Chair's Action. Usually these actions will have been agreed in advance by Corporation or a committee and minuted together with any limitation placed on delegated powers. The Chair must report any Chair's Action to the next full Corporation meeting.

Corporation as an Employer

102. Staff working in the college are employees of, and have contracts with, the Corporation, who is responsible for setting a framework for pay and conditions of service and has legal responsibilities as an employer.
103. The Health & Safety at Work Act places a duty on employers and those responsible for places of work to ensure that both employees and members of the public are protected from risk. The Corporation is an Equal Opportunities employer. The Corporation's Employment, Equal Opportunities, and Health & Safety policies are reviewed by Finance, Policy & Resources Committee.
104. In line with the Public Interest Disclosure Act the Corporation has adopted a Procedure which aims to protect employees who, in good faith and in the public interest, may draw attention to malpractice (Whistleblowing) without fear of victimisation. [See College Public Interest Disclosure Procedure]

Complaints against the Corporation and Senior Post Holders

105. The Corporation is responsible for ensuring that the College Complaints Policy and Procedure are operating effectively.
106. Complaints against the Corporation or a senior post Holder will be dealt with via the approved complaints policy.