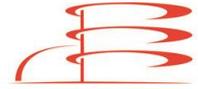


Standing Orders for the Bexhill College Corporation

These Standing Orders supplement, and must be read in conjunction with, the Instrument and Articles of Government.



Bexhill 6th Form College

The Orders cover the proceedings of the Corporation Board where these issues are not covered in the Instrument and Articles of Government.

1. Election of Chair and Vice-Chair

- i. The Chair and Vice-Chair of the Corporation will be elected annually at the last full Corporation meeting of each academic year for the ensuing year.
- ii. Nominees for both posts must be proposed and approved by other Corporation members attending the meeting and must accept the nomination.
- iii. If there is more than one nomination the Corporation (including the nominees) will vote by secret ballot for which the Corporation will appoint the Clerk to the Corporation as scrutineer. This will be conducted by post and all members will be entitled to vote.
- iv. If there are three or more candidates but it is only the first two who receive equal votes there should be a fresh ballot as between those two only.
- v. The Chair and Vice-Chair of all committees of the Corporation will be elected in the same manner by each committee at their last meeting of each academic year.
- vi. Non-Corporation members co-opted onto committees cannot be elected Chair or Vice-Chair and do not vote.

2. Convening Meetings

- i. The Corporation will adopt a calendar of meetings for full Corporation meetings and Committee meetings for the next year at the Spring Corporation meeting.
- ii. The Clerk to the Corporation will set up agendas for Corporation and Committee meetings in consultation with the respective Chair for publication to all attending Governors one week before the meeting. Agendas may be sent out electronically or in paper copy.
- iii. Extra-ordinary meetings of the full Corporation can be called at the discretion of the Chair (or in his/her absence by the Vice-Chair or Principal). These should be for exceptional reasons and Governors should normally be given at least one week's written notice to include specific details of the reason for calling an extra-ordinary meeting. The officer calling the extraordinary meeting should endeavour to convene it on a date when the Chair can attend.
- iv. Any committee or the full Corporation can make an amendment to the calendar for their own cycle of meetings at a quorate meeting of that committee. Between meetings the Chair of Corporation or Chair of the Committee or the Clerk may confer with individual Governors as far as they are available in order to alter the date unless the majority of the committee are opposed to such a change. All members of any committee and the Principal and Chair of Corporation must be informed in writing of such a change by the Clerk.

3. Conduct of Meetings

- i. Meetings are normally held at Bexhill College.
- ii. Corporation and Committee meetings are normally held in person. The option for Committee meetings to be held remotely shall be considered on a meeting-by-meeting basis if this is a more appropriate option for that meeting and all members of that Committee are in agreement. By exception, decisions can be made by written resolution by approval of the Chair.
- iii. Under normal operating times, the expectation is that all Governors will participate in Corporation meetings in person and Committee meetings in the agreed format for the

- meeting. Requests by Governors to attend meetings via telephone or video-conferencing means will be considered on an individual basis by the Chair of that meeting.
- iv. Meetings of the Corporation and its Committees are formal occasions. When addressing a meeting Governors should address the Chair and confine their remarks to the subject under consideration at that particular time.
 - v. Meetings will be chaired by the Chair of the Corporation or Chair of the Committee. Where the Chair is absent the Vice-Chair will act as Chair. Where the Vice-Chair is absent another full member will act as Chair.
 - vi. Meetings of Corporation and its Committees shall be quorate if the number of members present is at least 40% of the total number of members. If the meeting is not quorate it may still go ahead with items for discussion and information only. If the meeting cannot be held the Chair may call a special meeting as soon as it is convenient.
 - vii. Approval of an item can be agreed via email from Corporation and Committee members in exceptional circumstances with the prior consent of the Chair of Corporation.
 - viii. Governors should endeavour to attend all Corporation meetings and any meetings of Committees which they are a member. Members who are unable to attend a meeting should inform the Clerk as soon as possible. The expected attendance rate is 70% which includes attendance at Governors' Mornings and Training Sessions.
 - ix. Governors should endeavour to attend meetings on time.
 - x. Governors should read their papers in preparation for meetings.
 - xi. The Clerk should be contacted if any clarification of papers is needed or if additional advice is required.
 - xii. All Corporation meetings shall be summoned by the Clerk to the Corporation who shall send to the members written or electronic notice of the meeting and a copy of the agenda at least seven clear days ahead of the meeting.
 - xiii. The Clerk shall endeavour to send the agenda and papers by email/post so as to arrive seven clear days ahead of the meeting.
 - xiv. Decisions at meetings of the Corporation and its Committees must not be for any improper use or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds.
 - xv. Governors should acknowledge that differences of opinion may arise in discussion of issues, but once a quorate decision is taken, all members are collectively responsible for it even if they have voted against it, abstained from voting or were absent when the decision was taken. It follows that all members are bound by a decision made in good faith and may not obstruct the execution of that decision. The Clerk shall ensure that all Corporation and Committee decisions will be recorded in the minutes.
 - xvi. If a Governor disagrees with a decision s/he can ask to have that disagreement discussed and minuted. If the Governor strongly disagrees, s/he should consult the Chair outside the meeting within five days.
 - xvii. It is important that the Corporation and its Committees have full and frank discussions in order to take decisions collectively. To do so there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which by reason of its nature the Chair or members of the Corporation are satisfied should be dealt with on a confidential basis.
 - xviii. Governors should make contributions to discussions in a professional manner respecting other Governors points of view which may differ from their own. Once the point has been made, Governors should allow the discussion to move forward.

- xix. Governors should be mindful of discussion of issues related to subjects or individual members of staff when student and staff members present. If Governors wish to discuss such issues, they should be part of the reserved section of the meeting.
- xx. Governors should declare openly and immediately any personal conflict of interest arising from a matter. Guidance for managing conflicts of interest is set out in the Declaration of Interests Policy. Governors may be asked by the Chair to 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 nor be counted in the quorum. Any Governors who is in doubt as to whether to declare an interest should ask the Clerk for guidance.

4. Voting

- i. Voting at any meeting will be by show of hands.
- ii. The Chair or respective Chair of Committee should establish the specific item being put to vote and the Clerk should record the exact wording of the proposal and any amendment(s) being put to the vote.
- iii. In the event of a tied vote the Chair, (or Vice-Chair in his/her absence) may make a casting, second vote, or allow the tied vote to stand.
- iv. If the Chair does not cast his/her deciding vote the college will act on the basis that the status quo continues.
- v. Only full members of the Corporation may vote subject to the following exclusions:
 - The Principal & Staff Governors on the Personnel Committee.
 - The Principal, Staff and Student nominees in any disciplinary situation.
 - The Principal when considering recommendations of the Remuneration Committee.
 - Student Governors if they are under the age of 18 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 contact, or would incur any debt or liability, whether immediate, contingent or otherwise.
- vi. Voting will be recorded by the Clerk as either approved or not approved unless any Governors requests that a recorded vote is taken. The Clerk need not record the way individuals vote. Any Governors who wishes to abstain or object to a decision should notify the Clerk at the time of the vote who will record in the minutes.
- vii. A Governor may request for a recorded vote to be taken provided that this is supported by a majority of the Governors present and voting. Where a recorded vote is taken, the Clerk shall record in the Minutes of the meeting the number of votes cast for and against the motion together with the number of abstentions. In the event that there should be a challenge against any decision made by the Board, it should be noted that an abstention will not be regarded as a vote against the decision which is the subject of that challenge.

5. Publication of Agendas and Minutes

- i. Agendas approved by Chair will be published to all Governors entitled to attend any meeting and to co-optees at least one week in advance. The Clerk will also place open papers circulated before and at the meeting in the Corporation File in the Bexhill College Learning Resources Centre (LRC).
- ii. Agenda items must be notified to the Chair of any meeting and should be with the Chair one week before publication.
- iii. Once approved at the following meeting of the Corporation or Committee, Minutes will be published as soon as possible after that meeting with an open copy on the

College's website by the Clerk. The Clerk will also hold a hard copy to make available if requested.

- iv. Minutes indicated as "Confidential" at any meeting will be circulated to committee members and held by the Clerk, but not published on the College's website.
- v. Non-confidential minutes are available for public inspection on written application to the Clerk.
- vi. Agendas include current Governors Attendance Statistics.

6. Policy on non-attendance and lapsing of membership

- i. Governors' attendance at all meetings will be formally recorded by the Clerk and reviewed each year as part of the self-assessment process.
- ii. Details of any Governor who does not attend any Corporation or Committee meetings for one full College term will be referred to the Chair who will contact them informally.
- iii. Governors who do not attend any such meetings over two consecutive College terms will be considered to have resigned membership of the Corporation at the end of the second term if the Chair so informs the Clerk in writing having first contacted the Governor to invite him/her to put forward reasons against such deemed resignation.
- iv. A Governor who does not attend any meeting of the Corporation or committee for three consecutive College terms will be considered to have resigned at the end of their third term if the Chair so informs the Clerk in writing.
- v. Any Governors who is to be considered as having resigned by virtue of standing order 6.iii. or 6. iv. may appeal in writing to the Clerk (sending a copy to the Chair) within ten working days of written notification being sent to him/her by the Clerk or the Chair of deemed resignation. Such appeal for reinstatement as a Governor will be considered by the next meeting of the Corporation convened to be held at least five working days after receipt by the Clerk of the written notice of appeal. The Governor appealing shall not attend that meeting but may require the Clerk to make available to all Governors such written representations as he/she wishes. The decision of the Corporation shall be final.
- vi. In extenuating circumstances, it may be appropriate for the Corporation to grant a "leave of absence" if extended absence of a Governor is anticipated. Governors should apply in writing to the Chair of the Corporation for a leave of absence of up to 12 months. A Governor shall not be included in the attendance figures during the leave of absence. The leave of absence will not affect the term of office of the Governor.

7. Declarations of Personal Interest

- i. The Clerk will maintain a register of interests which will be available for inspection alongside minutes.
- ii. All Governors should update the register as their situation changes and the Clerk will ensure that it is reviewed by each Governor at least once a year.
- iii. Governors should declare in the register any interest which could be considered to prejudice decisions they take as members of the college. This should include in brief:
 - a) Paid employment, businesses in which they have a proprietary interest as sole owner, partner, shareholder etc. (unless shareholding amounts to less than 5% of the issued capital) and directorships.
 - b) Offices in political parties, pressure groups and trade unions or professional associations.
 - c) Family or intimate relationships with students of the college, members of the college staff, staff of funding agencies, competitors or advisors/service providers to the college.

- d) Governorships, charitable and similar trusteeships and other similar public or semi-public offices.
- iv. Governors shall also openly declare any potentially prejudicial interest at the outset of any discussion at a meeting, shall only participate in the discussion if the Chair of the meeting permits it and shall not vote on any resolution related to the agenda item in question.

8. Delegation of Authority

- i. The full Corporation and committees may delegate authority to the Chair, the Principal or a group of Governors except in those circumstances prohibited by law.
- ii. Authority can also be delegated to the Chair subject to further approval in the form of a pro-forma response from all members of the committee. This allows the committee to make a decision subject to confirmation on receipt of further information.
- iii. Such delegated authority must be clearly set out and recorded in the minutes of the committee delegating authority and must be authorised through a formal vote.
- iv. Such delegations should be as specific and clear as possible and used only where helpful to ensure effective delivery of College business.
- v. Decisions arising from delegated authority must always be reviewed by the full committee at their next calendared meeting.

Chair's Action

- vi. Where circumstances of an urgent nature arise when it is not possible (due to time constraints) or appropriate (e.g. for a minor matter of business) to consider the matter by Written Resolution and action is required before a meeting of the Board can be arranged, the Chair may take action which shall go to the next meeting of the Corporation for ratification. When such decisions are contrary to agreed policy or procedures, or likely to have a significant effect on the finances of the College, a Special Meeting of the Board shall be called at the earliest opportunity to ratify the Chair's decision prior to its implementation.

9. Committee Terms of Reference and Membership

- i. Terms of Reference are reviewed each year by the Search Committee.
- ii. Committees of the full Corporation requiring terms of reference are:
 - a) Audit Committee
 - b) Finance & Property Committee
 - c) Personnel Committee & Remuneration Committee
 - d) Search Committee
 - e) Strategic Planning, Policy & Quality Assurance Committee
- iii. Membership of Committees will be reviewed at the end of each year by the Chair of Corporation who will agree membership with each individual member based on their expertise and personal circumstances. Governors complete a committee pro forma at the Spring meeting of the Corporation.
- iv. In the absence of the Chair the Vice-Chair may deal with any matter arising under Standing Order 8.
- v. The Chair can agree changes mid-year to reflect changing membership and needs.
- vi. The decision of the Chair on matters of committee membership is final.
- vii. In exceptional circumstances the Chair can call a meeting of committee chairs to advise the college of Governors' opinion between full meetings.

10. Confidential Business

The Corporation adopts the following criteria against which Chairs of Committees can register items of business as confidential:

- **Personnel** – Details of personal information relating to staff employment and remuneration.
- **Commercial Confidence** – Details of commercial transactions involving the College. The terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property.
- **Legally privileged information** and any issue or papers relating to legal proceedings which are being contemplated or instituted by or against the Corporation or Bexhill College.
- **Information given to the Corporation in confidence.**
- **Department for Education (DfE), Education and Skills Funding Agency (ESFA)** – Information provided by the college to the DfE, EFA and SFA which is not normally placed in the public domain will not be reproduced on this site unless the DfE, EFA or SFA give permission to publish.
- **Any other matter**, the public disclosure of which would or would be likely to prejudice the effective discharge of the College's functions.

Items defined as confidential are fully minuted but the Minutes are held by the Clerk and Governors on a confidential basis. They are not available for public inspection.

The sensitivity of confidential minutes and papers will be reviewed annually by the Search Committee. They will determine whether confidentiality is maintained and ensure that information is released in to the public domain when the criteria for confidentiality are no longer met.

11. Member Eligibility

The Corporation adopts the following procedure to ensure eligibility of all Governor appointments and continued eligibility of all Governors. In order to be eligible as a member of the Corporation, a person must be eligible to act as a charitable trustee.

The following persons are ineligible to be appointed as a member of, or from continuing to be a member of, the Corporation:

- (a) anyone under the age of 18 years, except as a student Governor;
- (b) the Clerk;
- (c) a person who is a member of staff of the College, except as a staff Governor or in the capacity of Principal.

When the Search Committee recommends appointment of a Governor, the following checks will be made:

- Checks through Disclosure that the person has no record of activity making them unsuitable for such a role. In the case of the student or staff governor, this will include any current or repeated history of disciplinary or capability issues.
- The proposed Governor shall confirm in writing to the Clerk that he or she has not been adjudged bankrupt or made a composition or arrangement with his or her creditors.
- The proposed Governor shall confirm in writing to the Clerk that he or she has not, within five years before the proposed date of appointment, been convicted of an offence which has led to a sentence of imprisonment (whether suspended or not) of a period of not less than three months without the option of a fine.
- The proposed Governor will be asked to confirm they are eligible to be a charity Trustee, and therefore for Corporation membership, in line with automatic disqualification criteria as specified within the Charities Act 2011.

The Clerk will prepare a pro-forma for these declarations and will consult with the Chair and Principal to enforce the Instrument and Articles if required.

Once the Corporation has confirmed the appointment of a new Governor, the Clerk or Principal will write formally to confirm the appointment.

The pro-forma relating to bankruptcy and convictions will be circulated to all Governors annually along with Declaration of Interest Forms to ensure the Corporation knows when Governors become ineligible.

12. The Independence of the Clerk

- i. The Clerk is authorised if he/she feels it appropriate, to seek confidential legal advice relating to the College from the College's solicitors with the (confidential) agreement of any of the the Principal, the Chair, the Vice Chair, the Chair of the Audit Committee or the Chair of the Finance & Property Committee.
- ii. The solicitors will be made aware of this arrangement.
- iii. The Clerk is authorised to seek confidential advice from the College's auditors relating to the College, subject to the reporting of this to the Chair, the Vice Chair, the Principal, the Chair of the Audit Committee or the Chair of the Finance & Property Committee at the earliest opportunity.
- iv. Should the Clerk have problems, however remote, in resolving difficulties the Clerk should meet informally with the Chair, the Vice Chair and the Principal; if an informal resolution cannot be achieved then the Clerk should put the concerns in writing and send them to the Chair, the Vice Chair, the Chair of the Audit Committee and the Principal.
- v. Should the Clerk be unable to attend a meeting, where possible a senior member of staff will take the minutes.

13. Governance: Procedure for Resolving Difficulties

The Clerk's role includes advising on proper procedure and, if necessary, intervening when s/he feels that the Corporation is acting inappropriately or beyond its powers. The Corporation has approved the following procedures it would expect to be followed in this situation:

- i. the Clerk should make every effort to resolve the matter through the avenues available to him or her within the College and be certain that the reason for his or her concerns is understood.
- ii. Where the Clerk believes the Corporation or a Committee is minded, during a meeting, to act beyond its powers, s/he should raise the issue immediately.
- iii. The Clerk's advice should be discussed immediately. If the Corporation or Committee is still minded to act and the Clerk still gives the advice that such action would be beyond the powers of the Corporation or Committee, further discussion should be deferred until the next meeting of the Corporation or Committee, or to a special meeting called in accordance with the Instrument & Articles of Government.
- iv. Where the Clerk believes that the Corporation or Committee has acted beyond its powers, or an individual has acted beyond his/her powers, s/he should raise the matter in writing with the Chair of the Corporation as soon as possible. The Chair will ask the Principal (as Accounting Officer) for his/her written comments. Where the Chair is involved in the decision under dispute the Clerk should raise the issue with the Chair of the Audit Committee.
- v. Where appropriate, the Clerk may:
 - a) Consult the ESFA, DfE, Association of Colleges, SFCA or other relevant regulatory body if s/he has concerns about a propriety matter;
 - b) Consult the College's financial statements auditors;

- c) Seek initial legal advice without the agreement of the College management or the Corporation to a maximum of £1,000 if there is disagreement about whether an action may be unlawful or ultra vires.
- vi. The Clerk's concerns must be recorded in the minutes of the Corporation meeting at which they are discussed.
- vii. Any comments received from the Principal or Audit Committee Chair, and any advice given by any external source, will be reported by the Clerk to the next ordinary or special meeting of the Corporation or Committee concerned or, in the case of an individual, to the Chair of the Corporation or Chair of Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from the ESFA or other relevant bodies.
- viii. If no action results from the steps detailed above, and if the Clerk remains of the opinion that the ground for concern still present a threat to the proper governance of the College, then the Clerk is authorised to refer the matter to the ESFA and inform the Chair and Principal that this has been done.
- ix. The Corporation would not expect any such step, if taken in good faith by the Clerk in these circumstances, to be grounds for disciplinary action under the College's disciplinary procedures.
- x. In the interests of transparency, where the written procedure has been invoked the substance and outcome of the matter will be reported in the Members' Annual Report.

14. Complaints

- i. Complaints about the Corporation shall be made in writing and will be handled in accordance with the Complaints Against the Corporation Policy.
- ii. Complaints concerning other areas of college business should be handled using the normal Complaints Policy and will be referred to the Principal.