



**SOUTH GLOUCESTERSHIRE AND**  
**STROUD COLLEGE**

**FURTHER EDUCATION**  
**CORPORATION**

**STANDING ORDERS FOR THE**  
**CORPORATION AND ITS**  
**COMMITTEES**

## CONTENTS

	<u>Page</u>
1 INTRODUCTION	3
2 MEMBERSHIP AND APPOINTMENT OF OFFICERS AND COMMITTEES	4
2.1 Composition and Determination of the Corporation	4
2.2 Term of Office	5
2.3 Appointment of Members	5
2.4 Appointment of Chair and Vice-Chair	6
2.5 Clerk to the Corporation	7
2.6 Termination of Membership	7
2.7 Committees	8
3 MEETINGS	9
3.1 Frequency of Meetings	9
3.2 Notice	10
3.3 Special Meeting	10
3.4 Quorum	10
3.5 Attendance at Meetings	11
3.6 Use of Visual and Conferencing for Meetings	11
3.7 Agenda	12
3.8 Declarations of Interest	12
3.9 Confidential Items	12
3.10 Conduct of Meetings	13
3.11 Reconsideration of Resolutions	14
3.12 Withdrawal from Meetings	14
3.13 Minutes	16
3.14 Access to and Publication of Agendas and Minutes	16
3.15 Access to Meetings	17
4 MISCELLANEOUS	17
4.1 Arrangements for Senior Postholders	17
4.2 Arrangements for Dealing With Urgent Matters	17
4.3 Corporation Seal	18
4.4 Complaints	18
4.5 Corporation Acting Inappropriately or Beyond its Powers	18
4.6 Governor Liability	19
4.7 Independent Advice	19
4.8 Expenses	19
4.9 Amendments to Standing Orders	19
Annex 1 Complaints against the Corporation	20

# SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE CORPORATION

## STANDING ORDERS FOR THE CORPORATION AND ITS COMMITTEES

### **1 INTRODUCTION**

- 1.1 These Standing Orders provide the framework within which South Gloucestershire and Stroud College Corporation operates and supplement the provisions of relevant legislation and the Instrument and Articles of Government of the College. In the event of any conflict between these Standing Orders and either or both of the legislation and the Instrument and Articles, the legislation and the Instrument and Articles shall prevail.

Every member of the Corporation and its committees shall be bound by these Standing Orders and shall be expected to adhere to the seven principles of public life laid down by the Nolan Committee. These are:

- a) **Selflessness**  
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- b) **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- c) **Objectivity**  
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- d) **Accountability**  
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- e) **Openness**  
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- f) **Honesty**  
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
  - g) **Leadership**  
Holders of public office should promote and support these principles by leadership and example.
- 1.2 Other documents which are relevant to the conduct of Corporation business include:
- 1.2.1 Instrument and Articles of Government.
  - 1.2.2 The ESFA's College Funding Framework.
  - 1.2.3 The Code of Conduct for Corporation Members.
  - 1.2.4 The Post-16 Audit Code of Practice.
  - 1.2.5 The Code of Good Governance for English Colleges and The Colleges' Senior Post Holder Remuneration Code.
  - 1.2.6 The College's Financial Regulations and Procedures.
  - 1.2.7 The College's Whistleblowing Procedure.
  - 1.2.8 The Register of Interests of Corporation Members.

## **2 MEMBERSHIP AND APPOINTMENT OF OFFICERS AND COMMITTEES**

### **2.1 Composition and Determination of the Corporation**

- 2.1.1 The composition of the Corporation and determination of membership numbers is determined by the framework laid down in the Instrument of Government. The Corporation may at any time vary its determination as long as it conforms to the requirements of the Instrument of Government.
- 2.1.2 A register of members, maintained by the Clerk to the Corporation, will record the name, address, category, date of first appointment and any subsequent reappointment and term of office of each member.
- 2.1.3 The Articles of Government permit the Corporation to appoint members to committees other than the Special Committee dealing with Senior Postholders'

disciplinary matters, which is only to be made up of “External Members”. The terms of reference of the Corporation’s committees prescribe their membership.

## 2.2 **Term of Office**

- 2.2.1 An External member shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- 2.2.2 Appointments as External Members shall be for an initial period of one year. Before the expiry of one year, newly-appointed members will be considered for reappointment to complete a total of four years. The Chief Executive’s term of office as a member shall be coterminous with their employment as Chief Executive. The Staff Members’ term of office will be no more than four years. The Student Members’ term of office shall be in accordance with the South Gloucestershire and Stroud College Student Union Constitution.
- 2.2.3 Members retiring at the end of their term of office shall be eligible for reappointment, and clause seven of the Instrument of Government shall apply to the reappointment of a member as it does to the appointment of a member. However, this is subject to any rule or bye-law made by the Corporation concerning the number of terms of office which a person may serve.
- 2.2.4 An External member should not normally serve for more than two terms (or maximum of 8 years). The Corporation may reappoint an External member for further terms if there are special reasons.
- 2.2.5 Members are asked to reconfirm their eligibility in writing annually. It is the member’s responsibility to report to the Clerk to the Corporation any circumstances resulting in disqualification and the office will then be vacant.
- 2.2.6 An externally Co-opted Committee member’s term of office will be no more than four years. Externally Co-opted Committee members are eligible to be considered for reappointment if they so wish. Such reappointment will be considered by the Search Committee who will make recommendations to the Corporation.
- 2.2.7 Appointment as an externally Co-opted committee member shall be counted as additional service to any Corporation appointment.

## 2.3 **Appointment of Members**

- 2.3.1 The appointing authority for all members is the Corporation. The Corporation will not appoint a member, other than the Chief Executive, Principal and the Staff or Student Members, without first considering the recommendation of the Search Committee. The Corporation member and Co-opted Committee member role descriptions and person specifications are included in the procedure for the appointment, reappointment, induction and training of Corporation members.

2.3.2 Elections for Staff Members shall be conducted by the Clerk to the Corporation, in accordance with the Procedure for the election of Staff Members, approved by the Corporation.

2.3.3 Elections for Student Members shall be conducted by the Student Union.

2.3.4 Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

#### 2.4 **Appointment of Chair and Vice-Chair**

2.4.1 The members of the Corporation shall appoint a Chair and at least one Vice-Chair from among themselves, provided that the member chosen shall not be the Chief Executive, Principal or Staff or Student Members.

2.4.2 The Clerk to the Corporation will invite nominations for the Chair and Vice-Chair in advance of the expiry of their terms of office and will confirm that nominated candidates agree to stand. If there is more than one candidate for either appointment the matter will be discussed by the Corporation and, if necessary, Corporation members will vote in a secret ballot, from which nominees are excluded. Voting will continue until a majority is achieved.

2.4.3 Members shall appoint a Chair and at least one Vice-Chair at the last meeting before the end of the term of office of the Chair and Vice-Chair, or at the first meeting following the Chair or Vice-Chair's resignation or removal from office.

2.4.4 The term of office of the Chair and a Vice-Chair of the Corporation shall be one year. At the end of their respective terms of office the Chair and a Vice-Chair shall be eligible for reappointment by the Corporation, subject to any rule or bye-law made by the Corporation concerning the number of terms of office which a person may serve.

2.4.5 In the absence of the Corporation Chair, a Vice-Chair shall act as Chair for that Corporation meeting. If both the Chair and Vice-Chair(s) are absent from any Corporation meeting, the members present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive, Staff or Student Member.

2.4.6 The Chair or a Vice-Chair may resign from office at any time by giving notice to the Clerk to the Corporation.

2.4.7 If the Corporation is satisfied that either the Chair or a Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or a Vice-Chair from office and the office shall then be vacant.

- 2.4.8 In the event of the resignation or removal from office of the Chair or a Vice-Chair the Clerk to the Corporation will invite nominations for the vacancy as soon as possible and will confirm that nominated candidates agree to stand. If there is more than one candidate for the appointment the matter will be discussed by the Corporation and, if necessary, Corporation members will vote in a secret ballot, from which nominees are excluded. Voting will continue until a majority is achieved. The Corporation member so selected by single nomination or election will normally be appointed formally at the meeting following the resignation or removal from office of the Chair or a Vice-Chair.
- 2.4.9 The Chair and Vice-Chair role descriptions are included in the procedure for the appointment, reappointment, induction and training of Corporation Members.
- 2.4.10 If the Corporation appoints more than one Vice-Chair, then the Corporation shall resolve the order in which the Vice-Chairs will fulfil the obligations set out in this clause 2.4.

## 2.5 **Clerk to the Corporation**

- 2.5.1 The Corporation is required to appoint a Clerk who may not be the Chief Executive, Principal or a member of the Corporation. The Corporation will determine the nature of the appointment and the appointment process upon the occurrence of a vacancy.
- 2.5.2 Under the Articles of Government, the Clerk shall be responsible for advising the Corporation with regard to, the operation of its powers, procedural matters, the conduct of its business and matters of governance practice.
- 2.5.3 On occasions where the Clerk to the Corporation is required to withdraw from a meeting the Chair will usually be responsible for preparing a note of the discussion for inclusion in the minutes.
- 2.5.4 In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Chief Executive or Principal and, if possible, the Clerk to the Corporation, for someone other than a member of the Corporation to take the minutes or carry out the role on a temporary basis.

## 2.6 **Termination of Membership**

- 2.6.1 Corporation members and externally Co-opted Committee members may resign from their appointment at any time by giving notice to the Clerk to the Corporation. Such resignations will be recorded at the next Corporation meeting.

- 2.6.2 Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification.
- 2.6.3 If at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions of a member, or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may, by notice in writing to that member, remove the member from office and the office will then be vacant.
- 2.6.4 A Staff Member or Chief Executive will cease to hold office upon ceasing to be a member of staff and the office will then be vacant. The Staff Member may cease to hold office if they do not stand for re-election or are not successful in the ballot for Staff Member. By ceasing to be a Staff Member this does not automatically mean they are no longer a member of staff.
- 2.6.5 A Student Member shall no longer hold office upon ceasing to be a registered student of the College and the office shall then be vacant. Again, if they are not voted in as the Head Representative Officer or Higher Education Undergraduate President Officer of the Student Union, they cannot be a Student Member. This does not automatically mean they are no longer a registered student.

## 2.7 **Committees**

- 2.7.1 The Corporation shall appoint an Audit Committee, a Search Committee, a Remuneration Committee and a Special Committee (appointed as required to deal with Senior Postholder disciplinary and capability matters) and such other committees or sub-groups as it deems appropriate and shall determine written terms of reference for each committee or sub-group. The Corporation may delegate any of its powers to such committees or sub-groups with the exception of those specified at Articles (4) of the Articles of Government.

(i) **The audit committee**

The Corporation shall establish a committee, to be known as the “audit committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal controls.

(ii) **The search committee**

The Corporation shall establish a committee, to be known as the “search committee”, to advise on:

- (a) the appointment and re-appointment of members (other than as a Staff

or Student Member, Group CEO & Executive Principal and College Principal); and

- (b) such other matters relating to membership and appointments as the Corporation may ask it to.

The Corporation shall not appoint or re-appoint any person as a member (other than as a Staff or Student Member or Group CEO & Executive Principal and College Principal) without first consulting and considering the advice of the search committee.

(iii) **The remuneration committee**

The Corporation shall establish a committee, to be known as the “remuneration committee” to advise the Corporation on the remuneration and terms and conditions of the holders of senior posts (which includes the Clerk to the Corporation).

2.7.2 The Corporation shall determine the membership of the committees of the Corporation, having regard to the provisions of the Articles of Government.

2.7.3 All committees and their members shall comply with their terms of reference. If a committee is doubtful over the precise scope of its authority or its remit it should consult with the Clerk to the Corporation in the first instance.

2.7.4 The Corporation’s rules specifying the way in which the Search Committee is to be conducted are contained within the Search Committee terms of reference and the procedure for the appointment, reappointment, induction and training of Corporation Members. The Search Committee’s advice to the Corporation is recorded in the Search Committee minutes. The Search Committee terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, will be published on the College website and will be made available for inspection at the institution by any person during normal office hours by prior arrangement with the Clerk to the Corporation.

2.7.5 All committee terms of reference will be available on the College website.

### **3 MEETINGS**

#### **3.1 Frequency of Meetings**

3.1.1 The frequency of Corporation meetings shall be determined by the Corporation but shall be at least termly.

3.1.2 Corporation committees shall meet in accordance with the number of meetings specified in their terms of reference and at other times if required by the Corporation/committee.

3.1.3 The membership of each committee and sub-group shall be reviewed and reappointed on an annual basis.

### 3.2 **Notice**

3.2.1 Subject to 3.3.1, meetings shall be convened by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the members' notice of the meeting and a copy of the proposed agenda.

3.2.2 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair, shall, at least seven calendar days before the date of the meeting, make available to the members a copy of the agenda item concerned, together with any relevant papers.

### 3.3 **Special Meeting**

3.3.1 A special meeting of the Corporation may be called at any time by the Chair or at the request of any five members. Where the Chair, or in the Chair's absence, a Vice-Chair decides that there are matters requiring urgent consideration, the notice convening the special meeting may be given within less than seven calendar days.

### 3.4 **Quorum**

3.4.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of the determined membership, rounded up to the nearest whole number. On occasions when the Chief Executive, Staff and/or Student Members are required to leave the meeting due to the nature of the item under discussion, the quorum will be 40% of the total number of members entitled to remain in the meeting.

3.4.2 The quorum for each committee or sub-group shall be determined by the Corporation and included in the terms of reference for the committee or sub-group.

3.4.3 The rules for quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.

3.4.4 An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to decide whether to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

3.4.5 A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of visual or teleconferencing facilities it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quoracy of a meeting.

### 3.5 **Attendance at Meetings**

3.5.1 Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation. Members are expected to attend in each academic year at least 80% of the total number of Corporation meetings and meetings of those committees or sub-groups of which they are members.

3.5.2 A member who is unable to attend a meeting shall advise the Clerk to the Corporation as soon as possible before the meeting. The purpose of this is to enable the Clerk to:

- give apologies at the meeting and record these in the minutes;
- ascertain whether or not the meeting will be quorate.

3.5.3 Members are encouraged in advance of the meeting to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.

3.5.4 The Clerk shall keep a record of members' attendance at meetings which shall be reported annually to the Corporation.

3.5.5 Any members whose attendance falls below an acceptable level or the target set by the Corporation may be removed.

3.5.6 Vacancies occurring on any committee during any year shall be addressed by the Corporation.

### 3.6 **Use of Visual and Teleconferencing for Meetings**

3.6.1 Any visual or teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.

3.6.2 It is the responsibility of meeting participants to ensure that they avoid breaches of confidentiality.

### 3.7 **Agenda**

3.7.1 The agenda for each meeting of the Corporation, or for one of its committees or sub-groups, shall be prepared by the Clerk and approved by its Chair.

3.7.2 Any member may request that an item be placed on the agenda provided that written notice of the item is received by the Clerk at least ten days before the meeting. The Clerk shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

### 3.8 **Declarations of Interest**

3.8.1 Notwithstanding that all members will have completed an annual declaration of interests, there will be a standing item on each Corporation agenda inviting Corporation Members to make any fresh declarations. The Code of Conduct for Corporation Members contains full guidance on the declaration of interests.

3.8.2 If the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which the matter constituting the interest is to be considered they should:

3.8.2.1 not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that item; and

3.8.2.2 withdraw from that Corporation or committee meeting where required to do so by a majority of Members of the Corporation or committee present at the meeting.

3.8.3 The Clerk to the Corporation will maintain the Register of Interests of the members which have been disclosed and the register will be made available during normal office hours at the College to any person wishing to inspect it and will be published on the College website.

### 3.9 **Confidential Items**

3.9.1 The following will be regarded as confidential items and thus will not be available for inspection or publication on the College website, and any members of the public attending under the terms of Standing Order 3.12.7 will be required to withdraw for such items:

3.9.1.1 Personal information about current or prospective staff, students or members of the Corporation or the Clerk to the Corporation.

- 3.9.1.2 Sensitive commercial or business information which would be disadvantageous to the College to release.
  - 3.9.1.3 Information relating to negotiation on employment relations matters.
  - 3.9.1.4 Legal advice on sensitive or confidential matters.
  - 3.9.1.5 Any other information which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 3.9.2 Decision on confidentiality will initially be made by the Chair or Chair of the Committee on the advice of the Clerk but may be questioned by the members entitled to attend any meeting. The final decision may then be taken at the meeting.
- 3.9.3 Documents and minutes on confidential items shall be retained by the Clerk to the Corporation and shall not be available for public access.
- 3.9.4 The Chair of the Corporation and the Chairs of each committee or sub-group shall undertake an annual review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.
- 3.10 **Conduct of Meetings**
- 3.10.1 Every question to be decided at a meeting of the Corporation or its committees or sub-groups shall be determined by a majority of the votes cast by members present and entitled to vote on the question.
- 3.10.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote will be taken only if there were a clear expression of dissent or at the Chair's request.
- 3.10.3 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 3.10.4 A member may not vote by proxy or postal vote.
- 3.10.5 In exceptional circumstances, and with the approval of the Chair, a resolution in writing (which may include via email) may be sought where the item in question needs to be resolved between meetings and a special meeting cannot be held. The proposed written resolution must:

- (i) be sent to all members entitled to vote on the item in question, either in hard copy, via email or by means of a secure website;
- (ii) be accompanied by a statement informing the members how to signify agreement to the resolution and the date by which they are required to exercise their vote;
- (iii) allow sufficient time for all included members to seek further information if required and to respond to them;
- (iv) a written resolution will be deemed to have been passed if the required majority of eligible members, as outlined in 3.4 have signified their agreement to it by the required date.

3.10.6 A Student Member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:

- (i) for the expenditure of money by the Corporation; or
- (ii) 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.

3.10.7 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

3.10.8 All members will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

3.10.9 The Chair or Vice-Chair, in the Chair's absence, may vary the order of business so as to give precedence to any report or issue.

### 3.11 **Reconsideration of Resolutions**

3.11.1 No Resolution (i.e. formal decision) of members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

### 3.12 **Withdrawal From Meetings**

3.12.1 A member of the Corporation who is a member of staff at the institution, including the Chief Executive and Principal, shall withdraw:

- (i) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

- (ii) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
- (iii) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- (iv) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

3.12.2 A Chief Executive or Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Chief Executive and Principal shall withdraw in any case where the Chief Executive and Principal would be required to withdraw under paragraph 3.12.1.

3.12.3 Except as provided by rules made under article 14.2 of the Articles of Government relating to appeals and representations by students in disciplinary cases, a Student Member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

3.12.4 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a Student Member shall—

- (i) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (ii) where required to do so by a majority of the members, other than Student Members, of the Corporation or committee present at the meeting, withdraw from the meeting.

3.12.5 The Clerk:

- (i) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
- (ii) where the Clerk is a member of staff at the institution, and has functions other than as the Clerk, the Clerk shall withdraw where a member of the Corporation is required to withdraw under paragraph (3.12.1).

3.12.6 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or committee/sub-group of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

3.12.7 Members of the public will be required to withdraw where the item under discussion is determined as confidential.

### 3.13 **Minutes**

3.13.1 The Clerk to the Corporation shall be responsible for the accurate recording of minutes of all agenda items and for the distribution of minutes to all members.

3.13.2 Separate minutes shall be taken of those parts of meetings from which Staff Members, the Chief Executive, Principal, Student Members or the Clerk have withdrawn and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

3.13.3 Validation of the minutes of the last meeting will be an item on the agenda of every ordinary meeting. The minutes of the last meeting need not be taken as an agenda item at a Special Meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a Special Meeting.

3.13.4 Approved Corporation and committee minutes will be signed by the Chair of the meeting at which they were approved as a true record. Any necessary amendments of the copy will be made prior to signature by the Chair.

3.13.5 Signed copies of all minutes of the Corporation and of its committees and sub-groups shall be retained in secure storage by the Clerk to the Corporation.

### 3.14 **Access to and Publication of Agendas and Minutes**

3.14.1 With the exception of confidential items the following documents may be inspected during normal office hours Monday-Friday on application to and by prior arrangement with the Clerk to the Corporation:

- Corporation and committee papers (which include agendas, minutes, reports, documents and papers considered at such meeting).
- Draft Corporation and committee minutes which have been approved by the Chair of the meeting.
- Signed minutes of every Corporation and committee meeting.

3.14.2 With the exception of confidential items the draft minutes (following Corporation/Committee approval) of every meeting of the Corporation and its committees will be placed on the College website, and will remain on there for at least 12 months.

3.14.3 Agendas, minutes and papers of the Remuneration Committee and the Special Committee will be held as permanent confidential items and will neither be subject to review nor put into the public domain.

### 3.15 **Access to Meetings**

3.15.1 Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation unless specifically excluded by the Instrument and Articles of Government or Corporation bye-laws.

3.15.2 Meetings of the Corporation and its committees and sub-groups shall be open to the public (except for confidential items).

3.15.3 The Chair of the Corporation and committee Chairs may invite members of staff or other persons to attend meetings of the Corporation and its committees as necessary, but they will not have voting rights.

3.15.4 The Access to Corporation Information policy will be available on the College website together with a calendar of meetings.

## 4 **MISCELLANEOUS**

### 4.1 **Arrangements for Senior Postholders**

4.1.1 The Instrument and Articles of Government sets out the responsibilities of the Corporation in relation to Senior Postholders and the Clerk.

4.1.2 The Corporation will ensure that there are appropriate procedures in place for the management of disciplinary and grievance matters for Senior Postholders.

### 4.2 **Arrangements for Dealing with Urgent Matters**

4.2.1 Subject to the provisions of the Instrument and Articles of Government, the Corporation authorises the Chair (or if they are not available, a Vice-Chair) to act on behalf of the Corporation:

4.2.1.1 In routine matters falling within the scope of existing Corporation resolutions or policies;

4.2.1.2 In urgent matters where the delay in calling a meeting would be detrimental to the efficient discharge of Corporation business; in such cases the Chair/Vice-Chair will ensure that the Clerk to the Corporation is informed of the action taken so that a written record may be maintained and the matter will be brought to the attention of the next meeting of the

Corporation or, if appropriate, a specially convened extraordinary meeting of the Corporation so that the action taken may be ratified.

#### 4.3 **Corporation Seal**

- 4.3.1 The application of the seal of the Corporation shall be authenticated by the signature of any two members authorised either generally or specifically by the Corporation to act for that purpose.
- 4.3.2 A record of each application of the Seal shall be kept by the Clerk to the Corporation and reported to the next meeting of the Corporation.
- 4.3.3 The Clerk to the Corporation shall ensure that the Seal is kept in a safe location.

#### 4.4 **Complaints**

- 4.4.1 A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation. A copy of the complaints procedure is at Annex 1 to these Standing Orders.

#### 4.5 **Corporation Acting Inappropriately or Beyond its Powers**

- 4.5.1 The Clerk to the Corporation will have the right to seek independent legal or other advice when they have a concern that the Corporation may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chair and Vice-Chair(s) of the Corporation and the Chief Executive or Principal and the reasons for the Clerk's concerns must be notified to all members together with the solution reached.
- 4.5.2 If no solution can be reached and the Clerk's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given for the Clerk to seek advice from the Corporation's legal advisors and funding bodies and to inform all members that this has been done.
- 4.5.3 All members must be notified of the advice received from the Corporation's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

#### 4.6 **Governor Liability**

4.6.1 The College shall maintain appropriate insurance to indemnify members against any personal or collective liability arising from their membership of the Corporation.

#### 4.7 **Independent Advice**

4.7.1 The Clerk shall obtain independent legal or financial advice if considered necessary at any time by a majority of members.

#### 4.8 **Expenses**

4.8.1 Members, including Co-opted Committee members, are not entitled to payments to attend meetings or for loss of earnings. They are though entitled to claim for expenses incurred. These include travel to and from Corporation and Committee meetings, other travelling and subsistence, in accordance with the College's expenses policy; fees for agreed attendance at conferences or other training events; and other incidental expenses, such as telephone calls, postage and photocopying.

4.8.2 Claims should be submitted through the Clerk to the Corporation and must be authorised by the Chair of the Corporation.

#### 4.9 **Amendments to Standing Orders**

4.9.1 The Clerk, on behalf of the Corporation, will ensure that the provisions of this document are reviewed annually with the intention of suggesting to the Corporation improvements/amendments to meet changing circumstances.

4.9.2 All amendments will require the approval of the Corporation, unless they are covered directly or indirectly by statute.

**SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE  
FURTHER EDUCATION CORPORATION**

**STANDING ORDERS**

**COMPLAINTS AGAINST THE CORPORATION**

1. A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a member of the Corporation should preferably be made in writing and addressed to:

The Clerk to the Corporation  
South Gloucestershire and Stroud College  
Stratford Road  
Stroud  
GL5 4AH

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Clerk to the Corporation will:
  - Acknowledge receipt of the complaint without delay.
  - Investigate the complaint or, if the complaint is against the Chair of the Corporation, arrange for another member to investigate the complaint.
  - Endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim response within that time.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State and/or the funding bodies).
6. The Clerk to the Corporation will keep the Chair informed of the situation (unless the complaint is against the Chair) and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Corporation Members within ten working days of the Clerk's response so that members are aware of the situation.

7. When carrying out an investigation into a complaint against the Corporation or an individual member the Clerk (or the appointed member in the case of a complaint against the Chair) will have the authority to refer issues to the Corporation's auditors or other appropriate advisers.
8. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of the Corporation  
 South Gloucestershire and Stroud College  
 Stratford Road  
 Stroud  
 GL5 4AH

The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Corporation and individual members.

Originator:	Clerk to the Corporation
Date of latest review:	October 2021
Date of last approval:	4 November 2021
Approved by:	Corporation
Review interval:	Annually
Next review due by:	November 2022

Approved by the Corporation 19 January 2012  
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 Reviewed, revised and approved by the Corporation 4 November 2021.