



## **STANDING ORDERS FOR BOARD AND COMMITTEE BUSINESS**

### **1.Scope & legislation**

1.1 These standing orders are subject to the College's Instrument and Articles of Government which are the definitive documents relating to the Corporation (also referred to as "the Board" or "Board of Governors"). The Instrument defines the constitution and the Articles set out the responsibilities of the Board, Principal & Chief Executive ("the Principal") and Governance Advisor.

2.1 The Corporation has the status of an Exempt Charity, under Schedule 3 of Charities Act 2011. Exempt Charities, although subject to general Charity Law, are not directly regulated by the Charity Commission, but by a Principal Regulator appointed by the Commission. The Secretary of State for the Department for Education has been appointed Principal Regulator for Further Education Corporations. A note was sent to Chairs of Further Education Colleges on 4<sup>th</sup> November 2014 by BIS setting out the Secretary of State's position and expectations as the then Principal Regulator.

2.2 The Corporation is governed by the provisions of specific legislation:

- a) The Education Acts as defined in Section 578 of the Education Act 1966
- b) The Further and Higher Education Act 1992, as amended
- c) The Learning and Skills Act 2000
- d) s.161 of the Education and Inspections Act 2006
- e) The Further Education and Training Act 2007
- f) The Apprenticeships, Skills Children and Learning Act 2009
- g) The Education Act 2011
- h) The Charities Act 2006
- i) The Charities Act 2011

A synopsis of these and of other general legislation that has application to the Corporation (published by the Association of Colleges) is available from the Governance Advisor.

- j) The Instrument and Articles of Government, adopted by the Corporation on 31st March 2017
- k) Code of Good Governance
- l) The Financial Memorandum between the Skills Funding Agency (SFA) and the Corporation – ("the Financial Memorandum")
- m) These Standing Orders ("SO")
- n) Financial Regulations (separately approved by the Corporation).
- o) The Financial Memorandum between the SFA and the College sets out the terms and conditions on which grant is made. The Board of Governors is responsible for

ensuring the conditions of grant are met. As part of this process, the College must adhere to the Joint (EFA/SFA) Code of Audit Practice ("Audit Code") which requires it to have sound systems for ensuring adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and financial management control. These Standing Orders form part of this overall system of control.

## **PART 1 - THE BOARD AND ITS COMMITTEES**

### **3. Membership of the Board**

2.1 The numbers and categories of members of the Board are:-

- Up to 12 external members to be appointed in accordance with the requirements of clause 2(1) (a) of the Instrument of Government
- Principal
- 2 staff members
- 1 student member

2.2 One staff governor will be a member of the academic staff and the other will be a member of the non-academic staff.

2.3 The Clerk to the Corporation, known at NSC as the Governance Advisor, will maintain a register of the members of the Board.

### **3. Appointment of Governors**

3.1 The procedure for recruitment and appointment of governors, including staff and student governors, is available from the Governance Advisor on request.

### **4. Appointment of Chair and Vice-Chair of the Board**

4.1 The Chair and Vice Chair of the Board are elected by the Board biennially and are eligible for re-election. The Chair and Vice Chair will normally be appointed following a show of hands of governors present and voting at the meeting. The Principal, staff governors and student governor are not eligible to be appointed as Chair or Vice Chair. If the Chair and Vice Chair/s are absent from any meeting of the Board, the governors present will choose one of their number to act as Chair for that meeting, provided that the governor chosen is not the Principal or a staff or student governor.

### **5. Appointment of Chairs and Vice Chairs of Committees**

5.1 The Chairs and Vice Chairs of the committees are appointed by the Board. The Principal, staff or student governors are not eligible to be appointed as Chairs or Vice Chairs of the committees.

### **6. Eligibility for membership of the Board.**

6.1 On appointment, governors are required to complete a declaration of eligibility and to subsequently inform the Governance Advisor should they become ineligible to serve. Governors will be required to sign a declaration of eligibility annually.

### **7. Term of Office and Reappointment**

7.1 Unless otherwise determined by the Board, a governor will serve a four year term of office

and are eligible for re-election. Staff governors will serve a four year term of office and student governors a one or two year term of office.

## **8. Resignation of Governors**

8.1 Governors who wish to resign their membership should write formally to the Governance Advisor at the College. It is also helpful if governors who do not wish to seek re-election at the end of their term of office inform the Governance Advisor of this intention well in advance.

## **9. Responsibilities**

9.1 The role descriptions the Chair, Vice Chair and governors are available from the Governance Advisor. The Corporation shall be responsible for the following functions:

- the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- approving the quality strategy of the institution;
- the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- approving annual estimates of income and expenditure;
- the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Advisor, including, where the Governance Advisor is, or is to be appointed as, a member of staff, the Governance Advisor's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- setting a framework for the pay and conditions of service of all other staff.

9.2 The Principal is responsible to the Corporation, with key responsibilities as set out in the Articles of Government. The Principal shall be responsible for the following functions-

- making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- the determination of the institution's academic and other activities;
- preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- the organisation, direction and management of the institution and leadership of the staff;
- the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Advisor, where the Governance Advisor is also a member of the staff; and
- maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

9.3 The Principal may delegate authority (but not her/his responsibility) to any other Senior Postholder, or other manager, or any other member of the staff of the College, subject only to the limitations of the Articles of Government or the Financial Regulations of the College

9.4 The Governance Advisor's key functions are as follows: -

Advising the Corporation with regard to:

- the operation of its powers
- procedural matters
- the conduct of its business
- matters of governance practice

## **10. Committees**

10.1 The Board has determined that the following standing committees be established: Audit & Risk Management; Finance and Resources; Quality and Standards; Remuneration; and Search and Governance. The Board may appoint co-opted members to any of its committees. Each committee reports back to the Board via its Chair and minutes. The current membership and terms of reference of each committee are published on the College website.

10.2 The Board can establish ad hoc committees or working groups to deal with specific items or projects as it sees fit.

## **11. Chair's Action**

11.1 It will be necessary from time to time for the Chair, or the Vice Chair in his or her absence, to act on behalf of the Board, in between meetings. The circumstances under which the Chair or Vice Chair may act include routine action which would not merit discussion at Board meetings e.g. signing of routine documents, responding to approaches by external organisations, agreeing to detailed aspects of implementation of matters previously agreed by the Board.

11.2 In addition, in exceptional circumstances, the Chair (following consultation with the Principal and the Governance Advisor) may act on matters which he or she judges to be too urgent to be left for consideration at the next regular meeting of the Board. If such urgent matters arise the Chair may call a special meeting of the Board at short notice or may seek a written resolution in accordance with 12.3 below, or if he or she deems the matter to be of such urgency that any delay might prejudice or disadvantage the interests of the College, he or she may act on behalf of the Board.

11.3 The Board accepts collective responsibility for actions taken by the Chair outside of a formal meeting within the terms of these Standing Orders. The Governance Advisor will keep a record of all such Chair's actions and report them to the next full meeting of the Board for ratification or subsequent action.

## **PART 2 - MEETINGS OF THE BOARD AND ITS COMMITTEES**

### **12. Meetings of the Board and its committees**

12.1 The Board and its committees will meet in accordance with a calendar of meetings to be approved by the Board and will hold such other meetings as may be necessary. The calendar of meetings is provided on the College website.

12.2 Video-conferencing or telephone conferencing may be used if necessary, in accordance with 1(h) of the Instrument of Government.

12.3 Decisions may be made by written resolution as a simple majority, with the proposed matter issued to all governors by email. Any such decisions will be minuted at the next meeting of the Board or the relevant committee.

### **13. Attendance at meetings**

13.1 Governors are asked to commit to attend meetings on a regular basis. When exceptionally they are unable to attend meetings they should give apologies at the earliest opportunity to the Governance Advisor. The Board has set a target attendance rate of 80% for its meetings and those of its committees.

13.2 The quorum for all meetings of the Board is 40% of the total membership (excluding any vacancies), rounded down to the nearest whole number. The quorum for committee meetings is set out in the terms of reference of each committee.

13.3 The Governance Advisor collates a record of attendance which is reviewed by the Search & Governance Committee at least annually.

### **14. Agenda setting and protocol**

14.1 The Governance Advisor will prepare the agenda for each meeting, in consultation with the Chair and the Principal. Agendas and papers are issued by email a week before meetings.

Agendas are divided into two parts: the main meeting and the confidential meeting. Open access is allowed in the former. Confidential items are restricted, and staff or student members may have to withdraw from part or all of this section of the meeting in accordance with clause 12 of the Instrument of Government. The criteria for confidentiality are:

There shall be excluded from any item made available for inspection any material relating to:

- a named person employed or proposed to be employed at the institution
- a named student at, or candidate for admission to the institution
- the Governance Advisor; or
- any matter which, by reason of nature, the Corporation is satisfied should be dealt with on a confidential basis
- the Corporation has determined that this is the last criterion is satisfied if:
  - it involves disclosure of the financial position of the College that might harm the College or its competitive position
  - there is disclosure of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
  - there is disclosure of information provided in confidence by a third party who has not authorised its disclosure
  - it discloses advice received from or instructions given to the College's professional advisers
  - it includes discussion of any legal proceedings in which the Corporation is involved
  - it reveals information planned for publication in advance of the scheduled publication date

- it discusses other matters the publication of which would, in the Corporation's view, be detrimental to the College's interest

#### **15. Rules of Debate**

15.1 It is the responsibility of the Chair, working in collaboration with the Governance Advisor, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and ensuring that focus remains on the subject in question.

15.2 All discussions at meetings must be conducted through the Chair.

15.3 Members must respect the right of others to express their personal views, although nothing should be said or done that could bring the Board into disrepute.

#### **16. Disorderly Conduct**

16.1 If any governor or other person attending a meeting, in the opinion of the Chair of the meeting, misconducts himself or herself by persistently disregarding the ruling of the Chair of the meeting or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other governor may move 'that the governor named should not be further heard' and the motion, if seconded, will be put and determined without discussion.

16.2 If the governor named continues the misconduct, the Chair of the meeting will move 'that the governor named do leave the meeting' in which case the motion shall be put and determined without discussion.

16.3 The Chair of a meeting, in the event of a disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he or she considers appropriate.

#### **17. Minutes**

17.1 The Governance Advisor will produce draft minutes of Board and committee meetings as soon as possible after the meeting, for approval by the appropriate Chair.

#### **18. Public Access to Meetings, Attendance of Non-Members and Access to Information**

18.1 The Board has resolved that the main part of its full meetings should be open to the public. Committee meetings are not normally open to the public.

### **PART 3 - GENERAL MATTERS (A-Z)**

#### **19. Allowances/ expenses**

19.1 Reasonable travelling and subsistence expenses can be claimed. Travelling expenses are reimbursed at either public transport rate or a mileage rate of 40p per mile. Receipts should be attached to the claim form. Claims will be verified and approved for payment by the Governance Advisor.

#### **20. Association of Colleges (AoC)**

20.1 The College is a member of the Association of Colleges (AoC) which can provide advice to the Board. Governors are recommended to seek initial advice from the Chair, Governance Advisor or Principal. The AoC issues regular briefings in relation to Governance. Governors can sign up to receive these by contacting Governance Advisor. The AoC also organises regular regional events for governors in the West Midlands.

#### **21. Benefits to Governors, Gifts and Hospitality**

21.1 The policy on offers of gifts and hospitality and benefits to governors is available from the Governance Advisor on request.

**22. Contact details for staff/ auditors**

22.1 Contact information for key staff and auditors are available from the Governance Advisor on request.

**23. Complaints**

23.1 Any complaint should be dealt with in accordance with the College's policy, available from the Governance Advisor.

**24. Conduct and Duties of Governors**

24.1 The responsibilities of the Board are set out in article 3 of the Articles of Government. The duties of individual members are set out in the Governor Code of Conduct, available on the college website.

**25. Employment Policy and Pay Awards**

25.1 The Board has adopted a number of employment policies covering the pay and conditions framework for staff, disciplinary, grievance and capability policies, staff development and appraisal. A full set of procedures is available from the Governance Advisor.

**26. Equality and Diversity Policy**

26.1 The Board has adopted a policy on Equality and Diversity, which is regularly monitored by a review group and available on the college website.

**27. Financial Memorandum**

27.1 The Education & Skills Funding Agency produces a memorandum which sets out the terms and conditions of the agreement under which it provides funding.

**28. Financial Procedures and Regulations**

28.1 The Board has approved formal financial procedures and regulations. Copies are available on request from the Governance Advisor.

**29. Financial Report and Statements**

29.1 At the end of each financial year an audited Financial Report and Statements are approved by the Board. Copies are available on request from the Governance Advisor.

**30. Glossary of Abbreviations**

30.1 Inevitably, from time to time, abbreviations and acronyms are used and whilst every effort is made to avoid these, a glossary of abbreviations is provided for members on the college intranet site.

**31. Governors' Interests**

31.1 The Governance Advisor will maintain a register of the financial and other interests of governors, and the register will be made available during normal office hours at the College to any person wishing to inspect it.

31.2 On an annual basis, the Governance Advisor will request that members complete a new declaration of interests.

**32. Induction and Development of Governors**

32.1 The Governance Advisor will provide new governors with an initial information pack, and will arrange for them to be registered with the Association of Colleges to enable them to access

directly the most up to date governor training materials available on the site.

32.2 Governors are expected to utilise these resources to increase and maintain their knowledge of the sector and key issues that affect governors.

32.3 A skills audit will be undertaken annually and governors are encouraged to contribute by highlighting their own skills and experience as well as any areas where they consider the collective Board has any skills deficiencies.

32.4 Governors are offered the opportunity of attending training and development sessions collectively or individually at seminars or conferences provided externally. Governors are strongly encouraged to attend these events wherever possible. There is a requirement for new governors to participate in training and development, particularly in financial and other key responsibilities.

### **33. Liability and Indemnity Cover**

33.1 The College has insurance policies in place covering Governors' Liability Insurance and personal accident cover for governors whilst engaged on college business. Full details are available from the Director of Finance and Resources.

### **34. Link Arrangements**

34.1 Each external governor is linked to a curriculum or service area and is encouraged to utilise their assigned contact to set up meetings to explore their link area. Members are encouraged to meet students as part of their link visits, and to hear directly the Learner Voice. The current link arrangements are available on request from the Governance Advisor.

### **35. Management Structure**

35.1 The current management structure of the College is on the website and is also available from the Governance Advisor.

### **36. Public Statements on behalf of the Board**

36.1 The Board has resolved that as a matter of policy only the Chair, or in his or her absence, the Vice Chair should speak on behalf of the Board.

### **37. Risk Management Policy**

37.1 The Board has approved a Risk Management Policy and Procedure which forms part of the College's internal control and corporate governance arrangements. It explains the underlying approach and sets out the roles and responsibilities of the Board, management and other key parties. It outlines key aspects of the risk management process and identifies the main reporting procedures. In addition, it describes the process the Board will use to evaluate the effectiveness of the College's internal control procedures.

### **38. Safeguarding**

40.1 The Board has responsibility to ensure that everyone at College is safeguarded. Governors must therefore: have a DBS check on appointment; only be given access to College IT systems when the DBS has been received; wear their ID badge at all times when on campus; obtain and display a car park badge in their vehicle when on campus; undertake safeguarding and Prevent training as required by the College. The Governance Advisor can provide further information.

### **39. Seal**

39.1 The Board has resolved that the application of the seal of the Corporation should be authenticated by the signature of two governors, and countersigned by the Governance Advisor. The governors will normally be the Chair or Vice Chair, and the Principal.

**40. Strategic Plan**

40.1 The Board has a major responsibility to contribute to and approve the strategic plan, which includes the Mission and Objectives of the College. This is normally produced on a triennial basis but subject to annual review and update.

**41. Website**

41.1 Governors can keep up to date with College developments by visiting the College website at [www.nsc.ac.uk](http://www.nsc.ac.uk). A section of the website includes Board business and minutes of recent meetings. Governors also have a governors' intranet at [www.wnsc.ac.uk](http://www.wnsc.ac.uk) and will have been given login details by the Governance Advisor.

**42. Whistleblowing**

42.1 The Board has adopted a Whistleblowing Policy and procedure for reporting fraud and serious malpractice and this is published on the College website.