

STANDING ORDERS FOR COMMITTEES OF THE GOVERNING BODY

1 Introduction and General Duties

- 1.1 These standing orders supplement the provisions of relevant legislation (e.g. the Further and Higher Education Act 1992, the Learning and Skills Act 2000) 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.

The Corporation and Committee meetings will generally be held at the College (or some other suitable venue) with members attending in person. However, some meetings will be held virtually in line with the College's contribution to the UNs sustainable development goals. Equally, circumstances can arise whereby a member may request to attend virtually. Where the Chair (or in his or her absence, the Vice Chair) deems (on the advice of the Principal and the Clerk), that a meeting using electronic means for attendance is necessary, the Clerk shall organise the meeting on this basis.

- 1.2 These standing orders will be reviewed by the Governing Body every two years.
- 1.3 Every member of the Governing Body and its committees shall be bound by these standing orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report 'Standards in Public Life'. In summary, these are:
- a) Selflessness;
 - b) integrity;
 - c) objectivity;
 - d) accountability;
 - e) openness;
 - f) honesty; and
 - g) leadership
- 1.4 Unless there are exceptional reasons to the contrary, a member of the Governing Body shall not serve on the Governing Body (or a Committee) for more than two periods of four years. Exceptional reasons are those reasons as agreed by the Governing Body which justifies a particular member in serving for more than two terms of four years.

2 Election of Chair and Vice-Chair of a Committee

- 2.1 The Chair of a committee (and any Vice-Chair of a committee) shall be appointed (and may also be removed) by the members of the Committee

and shall hold office for such a period as the Governing Body may determine. On the expiry of their term of office the Chair and Vice-Chair shall be eligible for re-appointment

- 2.2 If both the Chair and the Vice-Chair of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as chair for that meeting.
- 2.3 The Chair and Vice-Chair of a committee may resign their respective position at any time by giving notice to the Clerk to the Corporation

3 Decisions and Voting

- 3.1 Resolutions at meetings of a committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.
- 3.2 All members of a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 3.3 In the case of an equality votes, the Chair of the meeting shall have a second or casting vote.
- 3.4 Members of a committee may not vote by proxy or by post but they can attend the meeting remotely (eg by video conference).
- 3.5 The quorum requirements for a committee shall be set out in its terms of reference. A meeting must be quorate throughout. If a quorum is not present (or if during the meeting such a quorum ceases to be present) the meeting shall not (continue to) be held and a new (adjourned) date shall be determined.
- 3.6 No decision of a committee 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 of that meeting.
- 3.7 Authority has been delegated to the Chair to take Chair's action in prescribed circumstances, eg where action needs to be taken urgently between regular Corporation meetings and it is not reasonably practicable to convene a special meeting. Reporting of the Chair's action should be carried out at the next meeting of the Corporation for the Chair's decision to be ratified by the Corporation.
- 3.8 The Board may, in order to facilitate urgent decision making between meetings, use a written resolution to decide a specific question(s) in the absence of a meeting. Written Resolutions should only be used in exceptional circumstances where, because of time constraints, it is not possible to deal with the matter at a scheduled Corporation meeting and when the Chair of Corporation does not believe it appropriate to take Chair's action.

- A copy of the proposed Written Resolution will be sent to all eligible members in the prescribed format by email.
- The form will advise the member how to signify agreement/disagreement to the Resolution, and by when, and the date by which the Resolution must be passed if it is not to lapse.
- A Written Resolution will be effective if a simple majority of the Members have signified agreement to the resolution.
- The Written Resolution, and outcome of any decision taken shall be an Agenda item for noting at the next scheduled Meeting of the Corporation.

4 Convening Meetings of a Committee

- 4.1 Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.
- 4.2 All committee meetings shall be convened by the Clerk to the Corporation and notice shall be sent to every member of the committee together with a copy of the proposed agenda at least seven days' prior to the meeting. Such notice shall also state the time, date and place of the proposed meeting.
- 4.3 It shall be permissible for the Chair of a committee to call an emergency meeting of that committee by giving less than seven days' prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

5 Terms of Reference

- 5.1 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 raise the issue with the Clerk to the Corporation in the first instance.
- 5.2 The terms of reference of each Committee will be reviewed at the first meeting in each academic year and any changes recommended to the Board for approval.

6. Publication of Agendas and Minutes

- 6.1 Subject to paragraph 6.2, the Clerk to the Corporation shall ensure that a copy of:
 - a) the agenda for every meeting of the committee;
 - b) the draft minutes of every meeting after they have been approved by the Chair of the committee (or, in his absence, the Vice-Chair);
 - c) the signed minutes of every such meeting; and
 - d) any report, document or other paper considered at any such meeting.

as soon as reasonably practicable are made available for inspection by the public on the College website or by contacting the Clerk.

- 6.2 There may be excluded from any item required to be made available pursuant to clause 6.1, any material relating to:
- a) a named person employed at or proposed to be employed at the College;
 - b) a named student at, or candidate for admission to, the College; and
 - c) any matter which, by reason of its nature, the committee is satisfied should be dealt with on a confidential basis.
- 6.3 At each of its meetings a committee shall consider whether any of the items discussed should be treated as confidential and not be made available or should be subject to a more restricted circulation
- 6.4 At every committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the meeting concerned as a true record.

7. Non-Attendance at Committee Meeting and Lapsing of Membership

- 7.1 If at any time the members of a committee are satisfied that any member of that committee:

- a) has been absent from meetings of the committee for a period longer than 6 consecutive months without the permission of the committee; or
- b) is unable or unfit to discharge the functions of a member of the committee,

the committee may instruct the Clerk to the Corporation to provide notice to such member removing him/her from the committee and to report such removal to the Governing Body

8. Declarations of Public Interest

8.1 Without prejudice to the obligations of members of the Governing Body under the Instrument and Articles of Government a committee member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the committee of which he/she is a member shall:

- a) disclose to the Governing Body the nature and extent of his/her interest; and
- b) if he/she is present at a committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote

8.2 The Clerk to the Corporation shall maintain a register of interests of all committee members which are disclosed and such a register shall be made available for inspection by the public.

8.3 Members of committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.

8.4 Members of committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

9. Clerking of Committees

9.1 The Clerk to the Corporation shall act as Clerk to each committee and proper records of the proceedings of all committees shall be kept.