

Board of the Corporation

Section 2: Protocols

Manager Responsible: Chair of the Board

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Staff:	<input checked="" type="checkbox"/>	Governors:	<input checked="" type="checkbox"/>
Students:	<input type="checkbox"/>	External:	<input checked="" type="checkbox"/>

AMENDMENT SUMMARY

<u>Version</u>	<u>Date</u>	<u>Remarks</u>
1.0	11 Sep 2018	Periodic review
1.1	24 Feb 2020	Extension of Validity Date
2.0	23 Jul 2020	Periodic Review

Age, Disability, Gender & Race Equality Statement

Age, Disability, Gender and Race Equality Impact Measures will be set and monitored through analysis of all data related to potential suspected or actual abuse of this policy.

A copy of the Equality Impact Assessment Initial Screening Form is attached as an Annex to this document

BOARD OF THE CORPORATION

SECTION 2

Introduction

1. Any organisation will benefit from rules that determine how meetings are conducted. Such rules, normally referred to as standing orders, should be drawn up and agreed by the Board of the Corporation, be given to each member on appointment, and should be the basis on which the Chair of the Corporation and the Chair of each of its committees conducts meetings.
2. The legitimacy of a Corporation's actions depends upon compliance with powers and procedures that are established in the Instrument & Articles of Government and in the Corporation's own standing orders.
3. Some procedural rules are effectively laid down by the Instrument of Government and any local practice must not conflict with these rules.
4. The Corporation Standing Orders include both statutory rules and procedures laid down in the Instrument of Government and those agreed by the Board members since incorporation and cover both the operation of the Board and each of its Committees (and Working Groups, if established).
5. In order to assist in carrying out their responsibilities in an effective manner, members of the Corporation are recommended to familiarise themselves with the following which are supplied to them on appointment and which are available on request from the Clerk to the Corporation. The Board has the authority to amend the Instrument & Articles of Government and any amended version will be included as part of these Standing Orders:-
 - a) Instrument of Government (IOG) (effective from 1st April 2012)
The Further Education Corporations (former Further Education Colleges)
(Replacement of Instrument & Articles of Government) Modification Order 2012
 - b) Articles of Government (AOG) (effective from 1st April 2012)
The Further Education Corporations (former Further Education Colleges)
(Replacement of Instrument & Articles of Government) Modification Order 2012
 - c) the College's Strategic Plan;
 - d) the Financial Memorandum 2012 entered into by the College with the Education & Skills Funding Agency
 - e) 'College Code of Conduct for Corporation Members'
 - f) the College's Disciplinary and Grievance Procedure;
 - g) the College's Equality & Diversity Policy;
 - h) the College's Health & Safety Policy;
 - i) the College's Disability Statement;
 - j) the College's Safeguarding Policy (including the PREVENT agenda)

<u>Responsibilities</u>		
<u>No.</u>	<u>Standing Order</u>	<u>Authority</u> ¹
1.	<p>Responsibilities</p> <p>The Corporation shall be responsible for:</p> <ul style="list-style-type: none"> a) 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 for oversight of its activities; b) Approving the Quality Strategy of the institution. c) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets; d) approving annual estimates of income and expenditure; e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and f) setting a framework for the pay and conditions of service of all other staff. 	<i>AOG (Article 3(1))</i>

<u>Membership</u>														
<u>No.</u>	<u>Standing Order</u>	<u>Authority</u> ¹												
	<p>The Corporation has determined to have the following membership:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Independent/external members</td> <td style="text-align: right;">11</td> </tr> <tr> <td>Students</td> <td style="text-align: right;">1</td> </tr> <tr> <td>Staff</td> <td style="text-align: right;">2</td> </tr> <tr> <td>The Principal</td> <td style="text-align: right;">1</td> </tr> <tr> <td colspan="2"><hr/></td> </tr> <tr> <td>TOTAL</td> <td style="text-align: right;">15 Members</td> </tr> </table>	Independent/external members	11	Students	1	Staff	2	The Principal	1	<hr/>		TOTAL	15 Members	<i>LSO (Board Minutes IOG (Clauses 2.1, 3, 4))</i>
Independent/external members	11													
Students	1													
Staff	2													
The Principal	1													
<hr/>														
TOTAL	15 Members													

¹ Abbreviation AOG - Articles of Government , LSO - Local Standing Order

Appointments

No.	<u>Standing Order</u>	<u>Authority</u>
1.	There will be two staff Corporation members (one teaching staff and one support staff) nominated by the relevant College staff and appointed for a period of not more than four years. There will be one Student member nominated by the student population and appointed for one year so long as they remain a student of the College.	<i>LSO (Board Minute) 07/07/03 IOG (Clauses, 2 (3) and 9(1))</i>
2.	The procedure for selection of all members, other than appointment of staff or student members, shall be through recommendation of the Search, Governance & Remuneration Committee.	<i>AOG (Clause 5(1))</i>
3.	Other than the Student Governor, all members will serve for a term of office of not more than four years.	<i>IOG (Clauses 9(1) and 10(4))</i>
4.	Members retiring at the end of their term of office shall be eligible for re-election for a further period of not more than four years. There is no restriction on the number of terms of office a governor can serve but all re-appointments are made on the recommendation of the Search, Governance & Remuneration Committee having considered the merit of such continuing appointment, especially if beyond two terms of four years.	<i>IOG (Clause 9(2))</i>
5.	The Full Corporation is the appointing authority in relation to an appointment of a member as soon as possible after the vacancy falling due.	<i>IOG (Clause 5 (1))</i>
6.	<p>The appointment of Chair and Vice Chair:</p> <ul style="list-style-type: none"> • shall be for a four year period of office which is renewable and will be confirmed annually; • the Clerk will chair the appointment meeting and invite nominations; • nominations must be seconded and the nominee must agree to the nomination; • in the event of more than one nomination, a secret ballot will be conducted by the Clerk; • the Principal, student and the staff members are not eligible to be Chair or Vice Chair, although they may participate in the process of appointment. 	<i>IOG (Clause 6)</i> <i>LSO</i> <i>LSO</i> <i>LSO</i> <i>LSO</i> <i>IOG (Clause 6(2))</i>
7.	A member may at any time resign their office by notice in writing to the Clerk.	<i>IOG (Clause 10(1))</i>
8.	Should a member be absent from Corporation meetings for a period longer than six consecutive months without the permission of the Corporation or become unable or unfit to	<i>IOG (Clause 10) (2a/b)</i>

	discharge the functions of a member, the Corporation may, by notice in writing to that member, remove them from office and thereupon the office shall become vacant.	
9.	Any staff member, student or the Principal, shall cease to be a Corporation member if they cease to be a member of staff of the College or a student of the College and the office shall become vacant.	<i>IOG (Clause 10(3) &(4))</i>
10.	The Principal, Deputy Principal and the Vice Principal, Finance & Corporate Services are designated Senior Post Holders.	<i>LSO</i>

Meetings

No.	<u>Standing Order</u>	<u>Authority</u>
1.	The Corporation shall meet at least once a term with other meetings as necessary.	<i>IOG (Clause 12(1))</i>
2.	Meetings of the full Corporation will normally be held on a Friday afternoon starting at 2pm.	<i>LSO</i>
3.	Whenever possible the business of the meeting should be conducted to achieve a finish no more than 3 hours after the start time.	<i>LSO</i>
4.	No resolution may be rescinded or varied unless its reconsideration appears as a separate item on the agenda of a subsequent meeting, ie it cannot be changed under Matters Arising.	<i>IOG (Clause 14 (3))</i>
5.	Items for agendas of Corporation meetings shall be given to the Clerk four weeks before the meeting and the papers should follow two weeks before the meeting in sufficient time to enable the Clerk to send out agendas and papers to members seven clear days prior to the meeting.	<i>LSO IOG (Clause 12(2))</i>
6.	Any individual member may request that an item is included on the agenda. Such items are to be brought to the notice of the Chair and Principal prior to finalisation of the agenda.	<i>LSO</i>
7.	All Corporation meetings will be summoned by the Clerk to the Corporation who shall send, to the members, written notice of the meeting and a copy of the agenda and papers at least seven days ahead of the meeting.	<i>IOG (Clause 12(2))</i>
8.	A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. This meeting may be called with less than seven days' notice if the Chair (or in his/her absence, the Vice Chair) so directs, on the ground that there are matters demanding urgent consideration.	<i>IOG (Clause 12(4))</i>

	Where in exceptional circumstances urgent matters require a decision and the Board cannot convene an emergency meeting in the time available, such decision can be made via email or postal resolution by Governors.	<i>BoC Board Minute 22/03/13</i>
9.	The Corporation may authorise the Chair or Vice Chair to act on its behalf in circumstances foreseen as necessary in specific cases as prescribed in Section 1 of these protocols (Paragraphs 20 to 22). Such 'Chair's Action' to be reported to the Corporation at its next meeting and recorded in the minutes of that meeting.	<i>Article 4(1)(b) AOG</i>
10.	Members of the College Senior Management Team may be invited to attend Corporation and/or Committee meetings.	<i>LSO IOG (Clause 16)</i>
11.	Any non-member of the Corporation should formally apply to the Clerk, one week in advance, if they wish to attend a Corporation meeting. This request will be considered and determined by the members eligible to attend the meeting. Any person allowed to attend under this arrangement does so solely as an observer and has no right to contribute to the debate or to raise issues for discussion at the meeting.	<i>LSO IOG (Clause 16)</i>
11.1	Corporation members may attend meetings of any of the Committees with the permission of the Chair of those Committees, which will not be unreasonably withheld. They may speak at the meeting but will not have a vote where a decision is needed.	<i>(Board Minute 07/07/03)</i>
11.2	A Board or Committee Meeting may be conducted by use of tele-conferencing or video-conferencing (remote attendance) in addition to physical attendance and use of remote attendance will be reasonably provided to all governors who require it. Such input (remote or physical) will be regarded as attendance at the meeting.	<i>BOC Minute 22/03/13 BOC Minutes 23/07/20</i>

Quorum

<u>No.</u>	<u>Standing Order</u>	<u>Authority</u>
1.	Corporation meetings must satisfy the following: 40% of all members must be present (including vacancies) rounded down – currently the quorum is six.	<i>IOG (Clause 13(1))</i>
2.	A meeting must remain quorate for its full duration. Should members arrive late or leave for any reason, quoracy must be maintained. If the meeting becomes inquorate, it should be ended as the subsequent decisions would be invalid. Informal discussion only could continue. The Chair may then decide to call a Special Meeting to undertake the remaining business. Where a governor contributes to the meeting via tele-conferencing or video-conferencing communication they will form part of the number to form a quorum.	

Voting

<u>No.</u>	<u>Standing Order</u>	<u>Authority</u>
1.	Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.	<i>IOG (Clause 14(1))</i>
2.	Electronic or Postal votes on behalf of absent Governors are permitted.	<i>IOG (Clause 14(3))</i>
3.	The members themselves decide whether a secret ballot should be held or whether names of those voting for and against should be taken, having taken advice from the Clerk	<i>LSO</i>
4.	Dissenting members have the right to have their disagreement recorded in the minutes.	<i>LSO</i>
5.	Members shall not be bound or influenced in their speaking and voting by mandates given to them by other bodies or persons.	<i>IOG 12.(6)</i>

Motions

<u>No.</u>	<u>Standing Order</u>	<u>Authority</u>
1.	Where possible, business items for discussion by the Corporation should be supported by a covering paper/report to provide the necessary information for debate. All such papers or reports should have a proposed recommendation or resolution for the Corporation to consider.	<i>(Board Minute 07/07/03) LSO</i>
2.	Verbal reports should, where necessary, have a clear proposal for the Board to consider as a formal motion, preferably in writing.	<i>(Board Minute 07/07/03) LSO</i>
3.	An amendment "is a motion which seeks to alter and improve the original motion".	
4.	An amendment will be structured for one of the more following aims: <ul style="list-style-type: none"> • to add words to the original motion; • to delete or remove words from the motion; • to delete certain words only and to substitute other words in the motion; • to delete practically the whole of the motion and substitute a counter proposal; • to amend an amendment. 	
5.	An amendment is subject to the same general principles as any other motion. It must be moved and seconded.	
6.	An amendment must be directly relevant to the original motion and must not be frivolous or seek deliberately to mutilate a motion. The Chair may make a decision on this.	
7.	A simple direct negative, eg inserting 'not' or 'no' into the original motion, is not an amendment.	
8.	Several amendments may be moved to the same original motion. Usually those amendments dealing with the first part of the motion will be put first. One amendment must be taken at a time.	
9.	After the amendment has been moved, seconded and discussion has taken place, the mover of the original motion has the opportunity to reply. The amendment will then be put to the vote.	
10.	If the majority vote is against the amendment, it is declared lost and, if necessary, a further amendment may be moved. If the majority support the amendment, it is declared carried and displaces the original motion, No vote will, therefore, be taken on the original motion.	

11.	When an amendment has been carried, it is referred to as the 'substantive motion' or the 'amended motion'. This amended motion can in its turn be amended.	
12.	After all the amendments have been taken, the final amended motion is put to the vote as the main question and, if carried, becomes a resolution.	
13.	Usually a debate over a motion is finished by the Chair. However, there are three other main ways of closing a debate:	
13.1	<p><u>Motion for an Immediate Decision (a 'Closure' Motion)</u></p> <p>Anyone who has not already spoken may move 'that the question be now put', or 'I move the vote'. The 'closure' is not an amendment but a distinct motion and takes precedence over all other business. It must be seconded and put to the meeting immediately. No discussion may be allowed. If the closure is carried, the vote on the original motion must be put, the mover being given the opportunity to reply to the discussion. When an amendment is before the meeting and the closure is moved, it applies to that amendment only and not to the original motion.</p>	
13.2	<p><u>Motion Shelving the Subject indefinitely</u></p> <p>This motion dismisses the subject under discussion without a vote being taken on the main question. The usual way of dealing with this is to move 'that the meeting proceeds to the next business'. Unlike a closure motion, it raises a new issue and there may be a discussion on it. Speeches must be directed to the need for proceeding to the next business. If next business is carried, no vote is taken on the main question and the meeting proceeds to the next item on the agenda.</p>	
13.3	<p><u>Motion Postponing a Decision</u></p> <p>A motion may be moved for adjourning the debate on a particular item or adjourning the meeting as a whole. Either of these motions may be moved at any time even though an amendment is before the meeting.</p> <p>To move the adjournment of debate a member will say "I move that the debate on this subject be now adjourned". If the adjournment is carried after a short discussion, the meeting proceeds to the next item.</p> <p>A motion for the adjournment of the meeting is usually moved in the form 'that the meeting be now adjourned'.</p>	

Minutes and Papers

<u>No.</u>	<u>Standing Order</u>	<u>Authority</u>
1.	The Corporation shall ensure that a copy of the following items in 2 below shall, as soon as possible, be made available during normal office hours to anyone wishing to inspect them;	<i>IOG (Clause 17(1))</i>
2.	<ul style="list-style-type: none"> • the agenda for each meeting of the Corporation; • the draft minutes of every such meeting, if they have been approved by the Chair; • the signed minutes of every such meeting; • any report, document, or other paper considered at such meetings that has not been declared confidential by the Board. 	
3.	All minutes and papers determined by the Corporation to be confidential will not be made available for public inspection.	<i>IOG (Clause 17(2))</i>
4.	The Corporation shall ensure that a copy of the approved signed minutes of every meeting of the Corporation, shall be placed on the College website and shall remain there for a minimum period of 12 months.	<i>IOG (Clause 17(3))& LSO</i>
5.	At every meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item, except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed by the Chair as a true record.	<i>IOG (Clause 15(1))</i>
6.	Separate minutes shall be taken of those parts of meetings from which the Clerk, staff or student members have withdrawn. The Clerk, staff or student member who has withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting.	<i>IOG (Clause 15(2))</i>
7.	The Chair will confirm, to those present, any Part 2 Agenda items at the beginning of the meeting.	<i>LSO (Board Minute 2008)</i>

Declaration of Personal Interest

<u>No.</u>	<u>Standing Order</u>	<u>Authority</u>
1.	Where a Corporation member has a 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, it is the responsibility of that member to declare their interest. They should then not take part in any discussion, not form part of the quorum and not vote on the relevant matter.	<i>IOG (Clause 11(2))</i>
1.1	The Corporation may extend this to include the interests of spouses, partners and close family members.	<i>AOC Recommendation</i>
2.	The declaration may also be extended to include non-financial personal interests, such as membership of other public bodies and institutions; trusteeship of a trust where the member, or other person connected with them, may be a beneficiary.	<i>Nolan Committee Recommendation AOC (Bulletin 4/97) (Model Register of Interests)</i>
3.	A Register of Members Financial & Personal Interests is held by the Clerk and is reviewed at least annually.	<i>IOG (Clause 11) (3)</i>
4.	It must always be recorded in the minutes when a Corporation member makes a declaration of interest.	
5.	The Clerk should advise the Chair before a meeting and draw the matter to the attention of the member if, based on a declaration in the Register, there is a matter of a member's personal or financial interest arising on an agenda. However, the primary responsibility to disclose an actual or potential interest rests with the individual member.	
6.	Staff Corporation members and, where applicable, the Principal and Clerk are obliged to withdraw from any part of a meeting which is discussing: <ul style="list-style-type: none"> • their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement; • the appointment of their successor. 	<i>IOG (Clause 4(9)&(10))</i>
7.	Staff members are required to withdraw, if required to do so by resolution of the other members present, from a meeting of the Corporation at which the appointment, remuneration, conditions or service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to themselves is being considered.	<i>IOG (Clause 14(5)(d))</i>

<p>8.</p>	<p>In any case where the Corporation are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall: -</p> <p>a) Take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and</p> <p>b) 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.</p>	<p><i>10G (Clause 14) (9)</i></p>
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