



**CITY
COLLEGE
NORWICH**

**NORWICH CITY COLLEGE OF
FURTHER & HIGHER EDUCATION**

**Standing Orders for the Conduct of the Business of the
Corporation and its Committees**

Approved by the Corporation Board: 10 December 2025

Contents

| | | |
|-----|---|----|
| 1. | Interpretation of the terms used | 6 |
| 2. | Preamble..... | 6 |
| 3. | The Composition of the Corporation | 7 |
| 4. | Members Term of Office..... | 8 |
| 5. | Reappointment of Members | 9 |
| 6. | Termination of Membership and Removal from Office..... | 10 |
| 7. | Declarations of Interest | 11 |
| 8. | Appointment and Term of Corporation Roles | 12 |
| 9. | Appointment of the Clerk to the Corporation (known as the Director of Governance and Legal)..... | 14 |
| 10. | Code of Conduct for Members..... | 14 |
| 11. | Meetings and Papers (as set out within the Corporation's Instrument and Articles of Government)..... | 14 |
| 12. | Attendance at Meetings and Quorum (as set out within the Corporation's Instrument and Articles of Government) | 16 |
| 13. | Proceedings and Decision Making (as set out in the Corporation's Instrument and Articles of Government)..... | 16 |
| 14. | Minutes (as set out in the Corporation's Instrument and Articles of Government) | |
| | 17 | |
| 15. | Complaints Against the Corporation, Governors or Co-Opted Members | 18 |
| 16. | Roles and Responsibilities | 18 |
| 17. | Delegated and Retained Responsibilities..... | 19 |
| 18. | Committees | 19 |
| 19. | Strategic Governor Groups and Task and Finish Groups | 20 |
| 20. | Skills Audit | 20 |
| 21. | Board Training and Engagement Plan..... | 21 |
| 22. | Principal and Chief Executive Officer..... | 21 |
| 23. | Director of Governance and Legal | 22 |
| 24. | Senior Management Team (SMT) | 22 |
| 25. | Delegation to the Chair of the Corporation and to Others..... | 22 |
| 26. | Assurance Framework | 23 |

| | | |
|-----|---|----|
| 27. | Policies and Strategies Maintained by the Corporation | 23 |
| 28. | Appointment and Promotion of Staff | 24 |
| 29. | Rules Governing Exercise of Power of Delegation Corporation Bye-Law | 24 |
| 30. | Application of the Corporation Seal | 24 |
| 31. | Written Resolutions | 25 |
| 32. | Trustee Liability Insurance..... | 25 |
| 33. | Statements Made on Behalf of the Corporation..... | 25 |
| 34. | Variation, Revocation and Review | 26 |

Our Vision is: Changing Norfolk through learning

Our Mission Statement is: Challenging your mind, inspiring your success, securing your future

Our Ways of Working are: Kind and Curious
Open and Informative
Respectful and Fair
Collaborative and Inclusive
Consistent and Responsible

Our Governance will align with **The Seven Principles of Public Life (Nolan Principles)**:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

and the **AOC Code of Governance** Principles:

- Determination of aims and strategic oversight.
- Responsibility and accountability.
- Leadership and integrity.
- Collaboration and stakeholder engagement.
- Regulatory compliance.
- Board and organisational effectiveness.

As Governors we commit to:

Championing Excellence: Uphold the highest standards of education, training, and support for all learners. Ensuring the College delivers outstanding outcomes and opportunities, putting students at the heart of all we do.

Strategic Leadership: Provide clear, effective governance and strategic direction that aligns with the College's Vision, Ways of Working, and Strategic Targets.

Accountability and Integrity: Ensure transparency, financial sustainability, and compliance with legal and regulatory frameworks and internal policies and procedures, acting with integrity and in the best interests of learners and the wider community. Respecting confidentiality and being collectively responsible. Making best use of our skills and experience and take appropriate advice when required.

Inclusivity and Equity: Promote a culture of inclusion, diversity, and respect, ensuring that all learners and staff are valued and supported to achieve their potential.

Community Engagement: Strengthen partnerships with employers, stakeholders, and the local community to enhance the College's impact and relevance. To be active and engaged, in meetings, training, College visits and celebrations, promoting and supporting the College.

Continuous Improvement: Monitor performance rigorously, support innovation, and challenge constructively to drive continuous improvement across all areas of the College.

1. Interpretation of the terms used

In these Standing Orders (“SO”)--

- “College” or “CCN” means Norwich City College of Further and Higher Education
- “Corporation” means the Corporation of Norwich City College of Further and Higher Education “Committee” means a committee of the Corporation
- “Chair” means the Chair of the Corporation or of a Committee of the Corporation as the context requires
- “Vice-Chair” means a Vice-Chair of the Corporation or of a Committee of the Corporation as the context requires
- “Meeting” means a meeting of the Corporation or of a committee of the Corporation as the context requires
- “Member” means a Governor of the Governing Body
- “Co-Opted Member” means a person who is not a member of the Governing Body but who is appointed as a member of the committee
- “Independent Member” means a member other than the Principal, Staff or Student Members
- “Principal” means the Principal and CEO of the College
- “Director of Governance and Legal” means the Clerk to the Corporation
- “DFE” means Department for Education or any successor organisation
- Words imputing one gender shall impute all genders, and the singular number shall include the plural and vice versa (unless the context otherwise requires).

All documents referred to are available upon request to the Director of Governance and Legal.

2. Preamble

- 2.1. The Corporation was established under the Further and Higher Education Act 1992 (the “Act”) for the purpose of conducting Norwich City College of Further and Higher Education (“City College Norwich”). The College is an exempt charity under Part 3 of the Charities Act 2011 and is regulated by the Secretary of State for Education. Since 29 November 2022, the College has been part of the Central Government Sector.
- 2.2. These Standing Orders (“Orders”) supplement the provision of the Act and the Instrument and Articles of Government of the College (“the Instrument and Articles”). In the event of any conflict between these Orders and either or both the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.
- 2.3. Every member of the Corporation and of its Committees shall be bound by these 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”.

3. The Composition of the Corporation

3.1. The **Instrument and Articles** set out the composition of the Corporation, stating that the Corporation shall consist of:

- not more than normally twelve independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
- the Principal of the institution, unless the Principal chooses not to be a member;
- at least one and not more than three members who are members of the institution's staff and have a contract of employment with the institution and who have been nominated and elected ("Staff Members") (**Election of Staff Governors to the Board**); and
- at least one and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or who have been interviewed by the Corporation following an open competition, to include the Student Union President ("Student Members") (**Appointment of Student Governors to the Board**).

3.2. Independent Members shall be selected and appointed in accordance with the **Governor Recruitment Procedure**, which also contains a **Role Description and Person Specification for the role of Governor**.

3.3. Staff and Student Governors shall be appointed in accordance with the **Election of Staff Governors to the Board** and the **Appointment of Student Governors to the Board** Procedures.

3.4. Co-Opted Members (Role Description for Co-Opted Members)

3.4.1 The Corporation can appoint Co-opted Members to a Committee to strengthen the diversity of skills, experience, qualifications and expertise of the Committee(s).

3.4.1. Co-opted Members will usually be appointed in situations where a skills gap has been identified by the Governing Body, where committee membership numbers are below what the Terms of Reference for that committee require, or in relation to a project where additional skills, experience and knowledge are required for a period.

3.4.2. Whether Co-opted Members will count towards the quoracy of the Committee and entitled to vote will be set out in the Terms of Reference for the relevant Committee.

3.4.3. The recruitment process for a Co-Opted Member be the same as for an independent Governor and is set out in the **Governor Recruitment Procedure**. However, as a Co-opted Member vacancy usually arises due to a specific skills gap or urgent need, the process that is likely to be

selected is one that provides flexibility and the ability to recruit quickly.

3.5. Associate Governors

3.5.1. An Associate Governor is appointed by the Corporation for a defined, shorter term as part of a developmental pathway towards full Governorship. This role is designed to provide individuals with an opportunity to gain insight into the responsibilities and expectations of governance within the College.

3.5.2. Associate Governors:

- i. Do not hold voting rights and are not counted towards the quorum at Corporation or committee meetings.
- ii. Participate in meetings and discussions, contributing perspectives and gaining experience in governance processes.
- iii. Are expected to adhere to the same standards of conduct and confidentiality as full Governors.
- iv. May be invited to attend training and development activities to support their progression.
- v. Will undergo a review process during or at the end of their term to assess suitability for appointment as a full Governor, subject to mutual agreement between the individual and the Corporation.

3.5.3. The Associate Governor role supports succession planning and broadens the diversity and experience of the Corporation by enabling a structured and supportive route into governance.

3.6. All Members, Co-Opted Members and Associate Governors are required to be eligible for Membership, as defined in Article 8 of the Instrument of Government, and to sign a declaration to that effect.

4. Members Term of Office

- 4.1. The term of office for Independent Members will be up to four years except for the Principal, who shall serve for the period of appointment as Principal.
- 4.2. Members retiring at the end of their term of office shall be eligible for reappointment for one further term of four years (eight years in total), subject to the person continuing to be eligible and applying in writing to the Director of Governance and Legal. Any such application for reappointment will be considered by the Remuneration and Governance Committee, with reference to the Skills Audit and the requirements of the Corporation. All recommendations for reappointment are to be approved by the Corporation Board.
- 4.3. An Independent Member who is reaching the end of the two terms of 4 years may be appointed as Chair of the Corporation for one further term of 4 years (to

a maximum of 12 years) in accordance with the **Succession Planning and Board Development Policy**.

- 4.4. An Independent Governor's term of office may be extended past two terms of 4 years (to a maximum of 12 years when appointed to Chair) in exceptional circumstances. Any extension past two terms of 4 years (or 12 years when appointed to Chair) must be for a specified period of no longer than 12 months at a time, and the exceptional circumstances should be in relation to succession planning or specific Governor expertise and skills (**Instrument and Articles** and **Succession Planning and Board Development Policy**).
- 4.5. A staff member shall cease to hold office—
 - a. at the end of their 4-year term, and the position will be open for re-election. A staff member may apply for re-appointment for a further 4-year term by the method set out in the Staff Governor Recruitment Procedure
 - b. upon ceasing to be a member of the staff of the Institutionand the office shall then be vacant.
- 4.6. A student member shall cease to hold office—
 - a. at the end of their first term (12 months), and the position will be readvertised. A student member may apply for re-appointment for a further year in the method set out in the Student Governor Recruitment Procedure
 - b. at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide, or
 - c. if expelled from the institutionand the office shall then be vacant.
- 4.7. The term of office of a Co-opted Member will be set out in the role description for the vacancy in question but will usually be for a period of 1+1 years. Co-opted Members may be appointed for a further term or terms if the need for their skills continues. The maximum length of service of Co-opted Members will be the same as for independent Governors - **Role Description for Co-Opted Members**.

5. Reappointment of Members

- 5.1. When considering re-appointment, the interview process will normally be waived but the Remuneration and Governance Committee must give due regard to the:
 - Skills mix of the Corporation
 - Governor's attendance, participation and contribution to the Corporation
 - Equality and diversity of the Corporation

- The Governor's annual review.

5.2. Re-appointment shall generally only occur once where a 4-year term was initially made but can be for a further term if the Remuneration and Governance Committee recommends that the Governor's skills and participation are needed for the good governance of the college.

6. Termination of Membership and Removal from Office

6.1. To support effective succession planning and maintain strong governance, all Governors and Co-Opted Committee members are expected to provide sufficient notice if they intend to resign prior to the end of their term of office. The College requests minimum notice period to be made in writing to the Chair of the Corporation (or Vice-Chair) and the Director of Governance and Legal as follows in accordance with the **Succession Planning and Board Development Policy**:

- Chair of the Corporation – 9 months
- Vice-Chair of the Corporation – 3 months
- Committee Chair – 3 months
- Governors – 3 months
- Staff Governors – 3 months or, if resigning from their employment at the College, within 7 days of handing in their employment resignation
- Co-opted members – 3 months

6.2. The **Governor Role Description** outlines the responsibilities and expectations applicable to all Governors. These expectations are further reinforced through a formal **Expectations Letter**, issued by the Chair of the Corporation upon appointment. In instances where a Governor does not meet the required standards, they will be invited to a meeting with the Chair of the Corporation and the Director of Governance and Legal to explore any support or reasonable adjustments that may assist the Governor in fulfilling their role effectively. A follow-up review meeting will be scheduled to assess the impact of the agreed support measures. If there is no demonstrable improvement, the Corporation reserves the right to remove the Governor from office.

6.3. If at any time the Corporation is satisfied that any member—

- i. is unfit or unable to discharge the functions of a member, or
- ii. has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, or
- iii. if they have not met the attendance target for Governors agreed by the Board without the permission of the Corporation, or

- iv. is disqualified from acting as a charity trustee by virtue of the Charities Act 2011, or

- v. is otherwise found to be unfit or ineligible to be a Governor, or

it is no longer in the best interest of the Corporation for the individual to continue in office, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

- 6.4. Any question, regardless of its source, as to whether or not a Governor may be unable or unfit or no longer eligible to discharge the functions of a Governor must be referred to the Director of Governance and Legal who will notify the Chair and it will be agreed if any action, including investigation or referral to the Remuneration and Governance Committee, is required.
- 6.5. A Governor removed from office shall have no right of appeal against the Board's decision.
- 6.6. If at any time the Board determines it is not in the best interests of the Board for a member to continue in active office, including but not limited to pending the outcome of an investigation, whether internal or external, the Board may suspend the member from office until further notice. During the period of suspension, the member shall not be entitled to attend any meeting of the Corporation or its committees.

7. Declarations of Interest

- 7.1. Members of the Corporation, Co-Opted Members and Associate Governors shall declare all interests in accordance with the **Conflicts of Interest Policy**.
- 7.2. All Governors must complete a Declaration of Interests form annually to ensure their record of interests is current. All declarations will be added to the Register of Interests maintained by the Director of Governance and Legal. The Register of Interests is available from the Director of Governance and Legal, upon request.
- 7.3. The Register of Interests is reviewed annually by the Audit and Risk Committee. The Director of Governance and Legal, together with the Chair of the Corporation, are responsible for considering and identifying any relevant or conflicted interests.
- 7.4. Each Corporation and Committee meeting agenda has a standing item under which members and attendees should declare any new conflicts of interest, or any conflicts of interest relating to items on the agenda of that meeting. Any declarations made at the meeting will be included in the minutes for that meeting and will include the nature of the conflict, who and what it affected, when it was declared, and how it was agreed it would be managed. If no declarations are made, there will be a statement to this effect.
- 7.5. Governors must comply with their duties as charity trustees to avoid or appropriately manage any conflicts of interest so that they act only in the best interests of the College rather than in their personal or private interest.

7.6. When making decisions, Governors must show they have:

- i. acted within their powers and made decisions consistent with the Corporation's charitable purpose
- ii. acted in good faith and only in the interests of the Corporation
- iii. made decisions based on sufficient evidence, informed by professional advice where appropriate
- iv. considered all relevant factors such as risks and benefits, funding, stakeholder opinions and future college provision
- v. ignored irrelevant factors
- vi. made decisions that are within the range of decisions a reasonable charity trustee body could make, such as being able to justify any decision not to follow professional advice.

7.7. Decisions must not be:

- i. influenced by personal prejudices or connections
- ii. affected by any conflicts of interest

7.8. Governors are collectively responsible for making decisions about how the Corporation is run. Each type of Governor, including staff and student Governors members, has equal responsibility and are appointed in their individual capacity. Governors are not appointed to represent any group they may be drawn from, nor to follow instructions from the nominating or appointing body (such as staff or students).

7.9. In accordance with the College's Financial Regulations, any gifts or hospitality offered to individuals in the course of their role with the College with a value of over £25 must be declared by completing the **online Gifts and Hospitality form**. It should be noted that gifts or hospitality over £100 are not appropriate to accept and must still be declared via the online form. The **College's Financial Regulations** sets out further details.

8. Appointment and Term of Corporation Roles

8.1. Chair and Vice Chair of the Corporation

8.1.1. The Corporation is required by Clause 6 of the Instrument of Government to appoint a Chair and a Vice-Chair from among themselves. If this does not prove possible for the Corporation Chair, the Corporation can agree to make an external appointment. **Chair and Vice-Chair Role Descriptions and Person Specification**.

8.1.2. The Chair of the Corporation is normally appointed for a term of office of four years, subject to the right of the Corporation to remove a Chair (or Vice-Chair) from office or either office holder resigning in accordance with

the Instrument of Government.

- 8.1.3. The Vice-Chair of the Corporation is normally appointed for a term of office of four years.
- 8.1.4. The appointments of Chair and Vice-Chair must be approved by the Corporation Board and recommendations should be made following a recruitment process agreed by them.
- 8.1.5. The Chair's term of office may be extended for further term of four years to a maximum of 12 years in total, in accordance with the **Instrument and Articles of Government**.

8.2. Committee Chairs and Vice Chairs

- 8.2.1. Committee Chairs and Vice Chairs are appointed by the Board in accordance with each Committee's **Terms of Reference**.
- 8.2.2. Committee Chairs and Vice Chairs are normally appointed for a term of two years.
- 8.2.3. At the end of the term all eligible Governors, in accordance with each Committee's Terms of Reference, are requested to submit an expression of interest to the Director of Governance and Legal setting out the reason for their expression, relevant experience, and what they can bring to the role.
- 8.2.4. The Corporation will vote on the appointment by a show of hands (if there is one candidate) or by private ballot (if there is more than one candidate).
- 8.2.5. In the event of a private ballot, all members will be entitled to cast a single vote and the Director of Governance and Legal will provide each member with a ballot paper. Governors are entitled to vote for themselves. The method of election is a simple majority.
- 8.2.6. In the event of a tie the Chair of the Corporation will have the deciding vote.

8.3. Committee Members

- 8.3.1. Appointment to a Committee will, except for Co-opted Members, be for a minimum period of two years, unless otherwise agreed on approval of the appointment.
- 8.3.2. Governors may resign from a Committee on giving 3 months' written notice to the Director of Governance and Legal.
- 8.3.3. If a Governor wishes to resign from one Committee and join another Committee, this must be approved by the Corporation. In considering whether to approve a change, the Corporation shall ensure that there will remain appropriate skills on the Committee the Governor wishes to resign from.
- 8.3.4. In accordance with the **Succession Planning and Board Development Policy**, Committee membership will be reviewed at least every two years.

9. Appointment of the Clerk to the Corporation (known as the Director of Governance and Legal)

- 9.1. The Corporation is required by Clause 7 of the Instrument of Government to appoint a Clerk to the Corporation who shall convene all Corporation and Committee meetings on the instructions of the Chair and be entitled to attend all meetings of the Corporation and any of its Committees. The Clerk may also be a member of staff at the institution. At City College Norwich, the Clerk to the Corporation will be known as the Director of Governance and Legal.

10. Code of Conduct for Members

- 10.1. The **CCN Code of Conduct for Governors** reflects the expectations of Governors to carry out their role as Board members of the CCN Corporation in accordance with the Nolan Principles and the AoC Code of Good Governance.
- 10.2. The **CCN Governance Guide** is to be read in conjunction with the AoC Code of Good Governance, placing the principles in the College's local context, demonstrating how the Corporation complies with the AoC Code of Good Governance. It also seeks to cover the regulatory expectations of agencies such as the Office for Students (OfS) and the Charity Commission, which are not explicitly covered by the AoC Code. **The Assurance Framework** is a detailed document which captures how the Corporation meets its various legal and regulatory requirements and is available to all Governors via OnBoard.
- 10.3. Governors must agree as a condition of Corporation membership to be bound by the **CCN Code of Conduct for Governors** agreed by the Corporation and recognise that any breach of the Code could result in termination of their Governor appointment.
- 10.4. Acceptance of membership of the Corporation constitutes an agreement to comply with the current Code of Conduct and any subsequent revisions.
- 10.5. The **Code of Conduct for Governors** will be confirmed as accepted annually by all Governors via an online form.
- 10.6. If a Governor is in doubt about the provisions of any of the Governance policies and procedures the Director of Governance should be consulted and, if necessary, legal advice obtained. Ultimate responsibility for the appropriateness of conduct as a member of a corporate body and for any act or omission in that capacity rests with the individual Governor.

11. Meetings and Papers (as set out within the Corporation's Instrument and Articles of Government)

- 11.1. The Schedule of Business of the Corporation and Committees for the following twelve months shall be agreed by the Corporation, normally at the final Corporation meeting of the academic year. A review of the timings of meetings will normally be carried out annually. Variations to the agreed meetings may be

agreed by the Chair or Committee Chair and at least seven working days' notice of the change is given under normal circumstances.

- 11.2. The Corporation shall meet at least once every term and shall hold such other meetings as may be necessary.
- 11.3. All scheduled meetings shall be called by the Director of Governance who shall, at least seven calendar days before the date of the meeting, send to the members entitled to attend written notice of the meeting and a copy of the proposed agenda. Notice may be communicated by electronic means.
- 11.4. Meeting papers shall be published at least 7 days before the meeting date.
- 11.5. Meeting papers shall be received by the Governance and Legal team a working week plus one day ahead of the meeting. Late papers require approval for their inclusion from the Corporation or Committee Chair.
- 11.6. A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair of the Corporation or at the request in writing from any five members made to the Director of Governance and Legal. Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within the seven calendar days.
- 11.7. Only the business on the agenda will be discussed except where unforeseen issues have arisen which the Chair of the meeting decides may be considered. Details of such matters must be given to the Director of Governance, Chair and Principal in advance of the meeting.
- 11.8. Each meeting paper should be supported by a cover page setting out the key points for Governors' consideration including the signposting to key issues, options, risks, opportunities, strategic targets, implications and actions. Cover pages should clearly set out the recommendation or action required from Governors.
- 11.9. "Meeting" includes a meeting at which the members attending are present in more than one place, provided that by the use of any video, telephone or web technology it is possible for every person present at the meeting to communicate with each other. Participation in a meeting in this manner shall be deemed to constitute presence at such meeting and, subject to this clause, members attending remotely shall be entitled to vote and be counted in a quorum accordingly.
- 11.10. Governors sending their apologies for a meeting should do so by informing the Governance and Legal team in writing at least 7 days ahead of the meeting, unless for reasons unforeseeable.
- 11.11. Members wishing to join a meeting remotely shall notify the Governance and Legal team or Chair ahead of the meeting.

12. Attendance at Meetings and Quorum (as set out within the Corporation's Instrument and Articles of Government)

- 12.1. The Chair or Committee Chair shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
- 12.2. Meetings of the Corporation Board shall be quorate if the number of members present is at least 40% of the total number of members (and for these purposes "present" includes being present by suitable electronic means agreed by the Corporation in which members are all able to communicate with each other).
- 12.3. If the number of members present for a meeting of the Corporation Board does not constitute a quorum, the meeting shall not be held. If during a meeting of the Corporation Board there ceases to be a quorum, the meeting shall be terminated at once. Committee meetings may proceed if not quorate, but no decisions can be made.
- 12.4. Meetings of Corporation Committees shall be quorate according to each Committee's Terms of Reference.
- 12.5. If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 12.6. Governors are entitled to attend Committee meetings in accordance with the eligibility requirements of each Committee's Terms of Reference and will be included within the quorum for that meeting.

13. Proceedings and Decision Making (as set out in the Corporation's Instrument and Articles of Government)

- 13.1. A resolution for decision at meetings of the Corporation or a Committee of the Corporation shall be clearly shown within the relevant report and shall not require any other proposition.
- 13.2. A resolution may be amended if the amendment is proposed and seconded by members entitled to vote on the issues, and after discussion is accepted by a majority of the members present entitled to vote. The amended resolution then becomes the substantive resolution. In accordance with the common law of meetings, an amendment to a resolution may not be put if it is outside the scope of the meeting, bears no relation to the original resolution, its effect is simply to negate the original resolution or is incompatible with a decision previously made by the meeting.
- 13.3. Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- 13.4. If there is an equal division of votes on the question to be decided upon, the Chair of the meeting shall have a second or a casting vote, according to the **Instrument of Government** paragraph 14(2). This will also apply to written

resolutions.

- 13.5. If a vote in person cannot be arranged, a vote by means of an electronic communication may be requested.
- 13.6. Any person who has an interest in a question to be decided upon shall take no part in the discussion or question nor be entitled to vote on the question and, if required to do so by a majority of the members present, shall withdraw from the meeting whilst the question is being considered and voted on.
- 13.7. The Chair may adjourn a meeting of the Corporation at any time. The decision of the Chair in such matter shall be final and not open to discussion. Unless otherwise determined by the Chair the adjourned meeting will be convened for the same time seven days later and no notice of the adjournment is required.
- 13.8. All members of the Corporation will comply with the doctrine of collective responsibility and stand by a decision even if it is not unanimous.

14. Minutes (as set out in the Corporation's Instrument and Articles of Government)

- 14.1. Draft Minutes of any meeting of the Corporation or a Committee of the Corporation shall be prepared and provided to the Chair of the meeting for their amendment or approval, normally within seven working days of the meeting.
- 14.2. Separate minutes shall be taken for any confidential agenda item(s) and any member or attendee required to withdraw shall not normally be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 14.3. After approval by the subsequent ordinary meeting of the Corporation or Committee, non-confidential minutes shall be published on the College website.
- 14.4. Minutes will usually be signed by the Chair of the meeting. It is acceptable for the Chair not to sign minutes as long as the resolution approving the minutes is clear.
- 14.5. Minor typographical errors shall be ignored and not be subject to amendment.
- 14.6. Confirmed minutes shall be filed securely by the Director of Governance and Legal in the College electronic archive without limitation of time, in accordance with the **College's Retention Schedule**.

14.7. Confidentiality

There shall normally be excluded from any published minutes or minutes made available for inspection any minute relating to:

- i. a named person employed or proposed to be employed at the institution
- ii. a named student at or candidate for admission to the institution
- iii. the Director of Governance; or
- iv. 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
- v. financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- vi. information provided in confidence by a third party who has not authorised its disclosure
- vii. advice received from or instructions given to the College's professional advisers
- viii. legal proceedings or insurance claims in which the Corporation is involved
- ix. information planned for publication in advance of the scheduled publication date
- x. other matters the publication of which would, in the Corporation's view, be detrimental to the College's interest
- xi. the security of the College, its people and assets

Minutes relating to conversations of this nature will be recorded in separate confidential minutes of the meeting in question.

15. Complaints Against the Corporation, Governors or Co-Opted Members

- 15.1. Any member of the public wishing to make a complaint against the Corporation or against an individual Governor will be asked to put the matter in writing to the independent Director of Governance and Legal.
- 15.2. The Director of Governance and Legal is authorised by the Corporation to arrange for any such complaint against the Corporation, Governor(s) or Member(s) to be investigated and to report the complaint to the DFE if in his/her judgement this is warranted by the nature of the complaint.
- 15.3. The Director of Governance and Legal will ensure that a full response is made to the complainant and, where a lengthy investigation is undertaken, that the complainant is kept informed of progress.
- 15.4. The Corporation is committed to transparently but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which it has been advised should not be publicised.
- 15.5. The Director of Governance and Legal will provide a report on any complaint and subsequent investigation to the Chair and the Corporation as appropriate to each circumstance.

16. Roles and Responsibilities

- 16.1. Requirements of the Articles of Government

The Articles of Government (Clause 3) state the following responsibilities of the Corporation.

The Corporation shall be responsible for the following functions –

the determination and periodic review of the educational character, mission and Strategic Plan of the institution and the oversight of its activities:

- a. determine the strategic direction of the institution;
- b. ensuring that the views of staff and students are taken into account on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- c. approving and monitoring the implementation of the Curriculum and Teaching, Learning and Assessment strategies of the institution;
- d. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- e. approving annual estimates of income and expenditure;
- f. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of any designated Senior Post Holder and the Director of Governance and Legal, including where the Director of Governance and Legal is, or is to be appointed as, a member of staff, the Director of Governance and Legal's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- g. setting a framework for the pay and conditions of service of all other staff.

17. Delegated and Retained Responsibilities

17.1. The Corporation carries out most of its detailed work through Committees and the **Terms of Reference** of each Committee, together with the **Scheme of Delegation**, demonstrate the delegated authority and/or responsibility. Those responsibilities which the Corporation may not delegate are shown within paragraph 13 and Articles 9 and 10.

18. Committees

18.1.1. There are four Standing Committees:

- Audit and Risk (A&R) Committee
- Business Committee
- Curriculum and Quality Committee
- Remuneration and Governance (RemGov) Committee

And each Committee has Terms of Reference.

18.1.2. Committees report to the following meeting of the Corporation on their work. The Committee Chair will produce a report to the Corporation, setting out the matters to alert, assure and advise the Corporation on, together

with a review of risks and actions to be considered by the Corporation - **Committee Chair Report.**

18.1.3. Minutes of Committee meetings are circulated to all members of the Corporation, subject to any restrictions imposed by the Articles and Instrument of Government, and the non-confidential minutes are published on the College website.

18.1.4. When considering the actions or proposals of its Committees, the Corporation will base its decisions on formal reports presented to it that summarise the Committees decisions and are supported by documentation or rationale required to enable the Corporation to make a properly informed decision.

19. Strategic Governor Groups and Task and Finish Groups

19.1. **Strategic Governor Groups** are small groups of Governors focusing on a particular theme. Themes will be determined annually and will support the strategic priorities for the academic year. Strategic Governor Groups shall--

- i. be led by a member of the Senior Management Team and include other staff members where appropriate
- ii. meet at least once a term
- iii. provide an update report to the relevant Committee and an annual update to the Board Governors at the Summer Strategy Day.

19.2. **Task and Finish Groups** are set up as required to consider specific issues identified by the Principal or the Board and will make recommendations to the Corporation. The size and duration of these Groups will be decided according to each individual circumstance.

20. Skills Audit

Governors bring a wide range of experience and expertise to the Board. The Director of Governance and Legal, using the Skills Audit, will identify the experience of Governors and gather the skills, expertise, and interests of each Governor. Governors may be contacted by a member of SMT for support and guidance about a particular issue, as and when required. The Skills Audit would also inform the establishment of any Task and Finish Groups. **The Succession Planning and Board Development Policy** sets out the requirements on all Governors to complete and review annually their Skills Audit (which is aligned to the Education & Training Foundation Competency Framework for Governors of Further Education Colleges, together with industry-related skills, which feeds into the master Skills Audit, consolidating all scores and highlighting those areas which require most strengthening and development. This master document drives Governor Recruitment, together with reviews of Committee Composition.

21. Board Training and Engagement Plan

The Succession Planning and Board Development Policy refers to the Board Development and Engagement Plan which will be informed by the Skills Audit, the Governance Self-Assessment Review (undertaken annually in July) and 1:1 review meetings between Governors and the Chair/Director of Governance and Legal.

22. Principal and Chief Executive Officer

22.1. The Articles of Government state:

Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- a. making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- b. the determination of the institution's academic and other activities;
- c. the provision of a curriculum offer that meets local, regional and national skill needs delivered to required quality standards;
- d. 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;
- e. the organisation, direction and management of the institution and leadership of the staff; and
- f. 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 designated Senior Post Holders or the Director of Governance and Legal, where the Director of Governance and Legal is also a member of the staff;
- g. 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; and
- h. being the accounting officer of the Corporation and, as such, having the responsibilities set out in the financial memorandum between Government Funding Agencies and the Corporation.

22.2. In addition to the responsibilities, as set out within the Articles of Government, the Principal and CEO of the Institution shall have a strong focus on achieving outstanding performance across student achievement, quality, finance and sustainability, setting appropriate targets (as agreed by the Corporation), in order to achieve strategic aims and success indicators.

22.3. The Job Description of the Principal is available from the Director of Governance and Legal.

23. Director of Governance and Legal

23.1. The Articles of Government state:

The Director of Governance and Legal shall be responsible for the following functions—

- a. advising the Corporation with regard to the operation of its powers;
- b. advising the Corporation with regard to procedural matters;
- c. advising the Corporation with regard to the conduct of its business; and
- d. advising the Corporation with regard to matters of governance practice.

24. Senior Management Team (SMT)

24.1. The Principal may delegate authority (but not her/his responsibility) to any other Senior Postholder, or 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.

24.2. The Senior Postholders of City College Norwich College are:

- i. the Principal and Chief Executive Officer

24.3. The Remuneration and Governance Committee annually reviews the number of Senior Postholders.

24.4. The Board may designate other posts as Senior Postholders as it deems fit.

25. Delegation to the Chair of the Corporation and to Others

25.1. Definition of Powers of Delegation

The Articles specify in Article 4:

- i. The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Director of Governance and Legal and may delegate powers to—
 - a. such committees;
 - b. the Chair, or in the Chair's absence, the Vice-Chair;
 - c. the Principal.

25.2. The Corporation or a Committee of the Corporation may delegate any of their functions or responsibilities except those functions or matters reserved to them by Article 9: The Corporation shall not delegate the following functions:

- i. the determination of the educational character and mission of the institution;
- ii. the approval of the annual estimates of income and expenditure;
- iii. the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

- iv. the appointment of the Principal or other designated Senior Post Holder;
- v. the appointment of the Director of Governance and Legal (including, where the Director of Governance and Legal is, or is to be, appointed as a member of staff the Director of Governance and Legal's appointment in the capacity as a member of staff); and
- vi. the modification or revocation of these Articles.

25.3. The Corporation may not delegate:

- i. the consideration of the case for dismissal, and
- ii. the power to determine an appeal in connection with the dismissal of the Principal, the Director of Governance and Legal or a designated Senior Postholder, other than to a committee of members of the Corporation.

25.4. The Scheme of Delegation sets out the powers delegated by the Corporation to the Principal, the Committees and others.

25.4.1. The Scheme of Delegation is reviewed and updated annually and is approved by the Corporation to ensure the appropriateness of the delegation of powers and responsibilities.

25.4.2. The underlying detail including the statutory, regulatory and sector-based guidance, is contained within the Assurance Framework, which is reviewed annually by the Remuneration and Governance Committee.

26. Assurance Framework

The Assurance Framework captures how the Corporation meets its various legal and regulatory requirements. The Assurance Framework is intended to be a tool for the Director of Governance and Legal in order to ensure compliance with the statutory and regulatory requirements and to provide additional assurance to Governors.

27. Policies and Strategies Maintained by the Corporation

27.1. The Corporation delegates responsibility for the adoption, amendment or cancellation of certain policies/strategies to a Committee of the Corporation.

27.2. A schedule containing the name of the Committee, the date of the most recent approval, and the date when further review is due is held by the Senior Management Team and/or the Executive admin team.

27.3. The Corporation retains responsibility for the adoption, amendment or cancellation of those policies relevant to those areas of its work that cannot be delegated as set out in the Articles.

27.4. All other policies will be reported as adopted to the Board once approved by the relevant Committee as part of their report to the Corporation.

28. Appointment and Promotion of Staff

- 28.1. Where there is a vacancy or expected vacancy in a designated Senior Post, the Corporation Board shall determine the arrangements for the advertisement, selection and appointment for a successor on the recommendation of the Remuneration and Governance Committee.
- 28.2. The Principal shall have responsibility for selecting for appointment all members of staff other than—
 - a. Designated Senior Postholders; and
 - b. where the Director of Governance and Legal is also to be appointed as a member of staff, the Director of Governance and Legal in the role of a member of staff.

29. Rules Governing Exercise of Power of Delegation Corporation Bye-Law

- 29.1. Any function or responsibilities delegated to a Committee or Working Group of the Corporation shall be set out in Terms of Reference adopted by the Corporation, and those Terms of Reference may not be amended except by approval of the Corporation.
- 29.2. The Corporation may not delegate any function or responsibility which is assigned by Article 3 to the Principal or the Director of Governance and Legal, or reserved for the Corporation by Articles 9 and 10.
- 29.3. The Corporation may delegate by resolution any function or responsibility to the Chair of the Corporation or to the Principal or any other member of the Corporation. The functions or responsibilities delegated, and any time limitation shall be set out in the resolution, together with a requirement to report any action taken under that power of delegation to the next meeting of the Corporation.
- 29.4. In an urgent matter, the Chair of the Corporation, after consultation with the Vice-Chair(s) and the Director of Governance and Legal, may exercise any power or function of the Corporation not reserved to the Corporation by the Articles. In any exercise of this delegated power, the Chair shall notify (via the Director of Governance and Legal) all Members of the Corporation of their action and remind them of their right to convene a “Special Meeting” to consider the matter if they are dissatisfied with the proposed course of action.

30. Application of the Corporation Seal

- 30.1. The Corporation Seal must be kept in a safe place at the College and must be secured by a lock, the key to which will be kept in accordance with arrangements approved by the Director of Governance and Legal.
- 30.2. The Director of Governance and Legal will authorise the affixing of the Corporation Seal to any document which is required to be sealed for the transaction of the business of the Corporation.

- 30.3. The application of the Corporation Seal shall be authenticated by the signature of the Chair (or in his/her absence a Vice-Chair), together with that of any other Member.
- 30.4. Every order, deed, or other document to which the Corporation Seal has been affixed must be recorded in the Corporation Sealing Register maintained by the Director of Governance and Legal for that purpose and reported to Corporation.
- 30.5. The Principal is authorised to sign on behalf of the Corporation any letter, agreement or contract within the Principal's authority as defined in the Articles or where authorised to do so by the Corporation.

31. Written Resolutions

- 31.1. Written resolutions should only be used in circumstances where it is not possible to deal with the matter at a scheduled Corporation meeting and when the Chair of Corporation does not consider it appropriate to take Chair's action.
- 31.2. A copy of the proposed written resolution will be sent to all eligible members electronically together with any supporting documents.
- 31.3. If voting against or abstaining, members are asked to provide reasoning.
- 31.4. If there is a query on the resolution or supporting documents, the query and the response will be circulated to all members entitled to vote.
- 31.5. The written resolution and outcome of any decision taken shall be an agenda item for noting at the next scheduled meeting of the Corporation, and the resolution will be recorded in the minutes of that meeting.
- 31.6. In accordance with the Instrument and Articles of Government, quoracy and voting will be the same as for Corporation meetings with the Chair of the Corporation having the authority to provide a second or casting vote if there is an equal division of votes.

32. Trustee Liability Insurance

The Corporation shall provide indemnity insurance for Governors, and a copy of the policy will be available from the Director of Governance and Legal.

33. Statements Made on Behalf of the Corporation

- 33.1. Governors must not speak to the press or other media on behalf of the Corporation or the College unless specifically authorised to do so by the Chair of the Corporation.
- 33.2. All enquiries concerning Corporation matters shall be directed to the Director of Governance and Legal or Principal and CEO who will consult the Chair of the Corporation.

34. Variation, Revocation and Review

- 34.1. Any amendment to or revocation of these Standing Orders can be made only by resolution of the Corporation.
- 34.2. Any amendment to these Standing Orders must not conflict with any statutory provision.
- 34.3. The Director of Governance and Legal will review these Standing Orders at least every two years and will recommend any necessary amendments to the Corporation through the Remuneration and Governance Committee.