

CITY COLLEGE NORWICH

STANDING ORDERS RELATING TO THE CORPORATION

1. Introduction and General Duties

- (1) These standing orders (“Orders”) supplement the provision of the Further and Higher Education Act 1992 (“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 of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.
- (2) These standing orders will be reviewed by the Corporation annually.
- (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”. In summary, these are:
 - (a) selflessness
 - (b) integrity
 - (c) objectivity
 - (d) accountability
 - (e) openness
 - (f) honesty and
 - (g) leadership
- (4) Members of the Corporation shall declare their membership of or association with any organisations whose aims, objects or activities might conflict with the College Governor’s Code of Practice. Examples of possible conflict are the promotion of racially divisive policies or other policies which conflict with the College’s duty to promote good race relations and oppose all forms of racism and discrimination.

If a member discloses membership of such organisation, the Corporation will consider whether such membership renders the member unable or unfit to discharge his functions or precludes the member from acting in the best interests of the College having regard to its obligation to promote good race relations and will take appropriate action which may include removal from the Corporation providing that no action will be taken without considering the member’s right to a private life, freedom of expression or freedom of thought, conscience or belief.

If a member fails to disclose membership of such organisation, they may be subject to proceedings for removal from the Corporation providing that no action will be taken without considering the member’s right to a private life, freedom of expression or freedom of thought, conscience or belief.

Where an interest is declared in accordance with these Standing Orders, the declaration must be recorded in the minutes of that meeting together with any action taken.

2. Appointment of Chair and Vice-Chair

- (1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice-Chair.
- (3) The Chair and Vice-Chair shall hold office for such a period as the Corporation may determine.
- (4) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation the members present shall choose someone from among themselves to act as Chair for that meeting.
- (5) The Chair or Vice-Chair may resign office at any time by giving notice in writing to the Clerk.
- (6) At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, or at the first meeting following the resignation or removal from office of the Chair or the Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number.
- (7) At the expiry of their term of office the Chair or Vice-Chair shall be eligible for reappointment.
- (8) The process for appointment of the Chair and Vice-Chair shall be as determined by the Corporation.

3. Proceedings of Meetings

- (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.
- (2) A member may not vote by proxy or by way of postal vote.
- (3) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variations is a specific item of business in the agenda for the meeting.
- (4) Except as provided by procedures made pursuant to Article 16 of the Articles of Government (relating to appeals and representation about staff discipline and dismissal), a member of the Corporation who is a member of staff of the institution shall withdraw:-
 - (a) From that part of any meeting of the Corporation, or any of its committees at which the staff matters relating solely to that member of the staff as distinct from staff matters relating to all members of staff, or all members of staff in a particular category are to be considered
 - (b) From that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered and
 - (c) From that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any

member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

- (5) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under clause 14(5) of the Instrument of Government.
- (6) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees on any question concerning any proposal:-
 - (a) for the expenditure of money by the Corporation; or
 - (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability whether immediate, contingent or otherwise.
- (7) Except as provided by rules made under article 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees at which a student's conduct, suspension or expulsion is to be considered.
- (8) In any case where the Corporation or any of its committees, is to discuss staff matters relating to a member or prospective member of the staff of the institution, a student member shall:-
 - (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to it ; and
 - (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.
- (9) The Clerk to the Corporation
 - (a) shall withdraw from that part any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - (b) Where the Clerk is a member of the staff of the institution, shall withdraw in any case where a member of the Corporation is required to withdraw under clause 14(5) of the Instrument of Government.
- (10) If the Clerk withdraws from a meeting or part of a meeting of the Corporation or a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the Corporation or the committee during this absence.
- (11) Staff matters means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.

4. Meetings

- (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraph 4.4 below, all meetings shall be summoned by the Clerk, who shall, at least 7 calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.

- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair (and not the Clerk) shall, at least 7 calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- (4) A meeting of the Corporation, called a "special meeting" may be called at any time by the Chair or at the request in writing of any 5 members.
- (5) 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 are given within less than 7 calendar days.
- (6) Every member of the Corporation shall act in the best interests of the Corporation and shall not be bound by mandates given by any other body or person.
- (7) Meetings of the Corporation shall be quorate if the number of members present is at 40% of the total number of members, determined in accordance with clause 13 of the Instrument of Government.
- (8) If the number of members present for a meeting of the Corporation does not constitute a quorum the meeting shall not be held.
- (9) If during the course of a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (10) If a meeting cannot be held or cannot continue, the Chair may call a special meeting as soon as it is convenient.
- (11) 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) In accordance with Instrument 1(h), "Meeting" includes a meeting at which the members are present in more than one place, provided that it is possible for every person present at the meeting to communicate with each other.

5. Committees

- (1) The Corporation may establish committees for any purpose or function other than those assigned in the Articles to Principal and may delegate powers to:
 - (a) Such a committee;
 - (b) The Chair, or in the Chair's absence the Vice-Chair; or
 - (c) The Principal
- (2) The number of members of a committee, the terms on which they are to hold and to vacate office shall be decided by the Corporation. and the terms of reference of any committee shall be determined by the Corporation.
- (3) The Corporation may by resolution remove any chair, vice-chair or member of a committee or dissolve a committee at any time.
- (4) Any committee established by the Corporation, other than the committee referred to in the Article of Government, clause 10 may include persons who are not members of the Corporation.

- (5) The Corporation shall establish an Audit Committee in accordance with the requirement of the Articles of Government clause 6.

6. Determination of Membership

- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member:-
- (a) is unable or unfit to discharge the functions of a member,
 - (b) has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation;
 - (c) the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution including the Principal shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (4) A student member shall cease to hold office :
- (a) 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
 - (b) if expelled from the institution;
- and the office shall then be vacant.

7. Publication of Minutes and Papers

- (1) Subject to paragraph 2 below the Corporation shall ensure that a copy of:-
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the signed minutes of every such meeting;
 - (d) any written resolution or decision of the Corporation; and
 - (e) any report document or other paper considered at any such meeting;
- is provided to the Parent Undertaking and shall as soon as possible be made available during normal office hours at the institution to any other person wishing to inspect them.
- (2) There shall be excluded from any item required to be made available in pursuance of paragraph 1 above, any material relating to:-
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or

- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation or written decision or resolution, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph 2d and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

8. Minutes

- (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph 2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- (2) Paragraph 1 shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
- (4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

9. Declarations of Personal Interest

- (1) Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a member or attendee 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 corporation of which they are a member or attendee shall:
 - (a) disclose to the Corporation the nature and extent of their interest; and
 - (b) if is present at a 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 they are not entitled to vote.
- (2) The Clerk 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.
- (3) Members of the Corporation should declare any conflict of interest that might arise and which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- (4) With the exception of small gifts having a monetary value not exceeding £100 and reasonable hospitality (excessive hospitality being precluded), members of the Corporation

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.

10. Public Access to Meetings

In respect of clause 16 of the Instrument of Government –the Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings or one of its committees where that person is not a member, the Clerk or the Principal and in making its decision it shall give consideration to clause 17(2) of the Instrument of Government. The right to attend shall be determined by a majority vote of the members present, to be taken as soon as possible following the request. In the event of an equal division of votes the chairman of the meeting shall have a second or casting vote. Any person allowed to attend will not be permitted to speak, other than under the direction of the chairman of the meeting and must act in accordance with any requests made by the chairman of the meeting.

Adopted by the Board – 27 February 2001, 30 March 2004, 7 December 2004, 17 October 2006, 5 February 2008, 10 February 2009, 11 December 2012, 17 December 2013, 7 October 2014.