

SOUTH DEVON COLLEGE

**GOVERNING BODY
STANDING ORDERS**

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SOUTH DEVON COLLEGE

GOVERNING BODY STANDING ORDERS

1. INTRODUCTION

- 1.1 The Governing Body Standing Orders set out the formal structure of South Devon College and the overall regulatory framework for the conduct of its business. They are an essential part of the framework of controls, which the Governing Body has put in place to ensure that all activities are carried out in accordance with the law and the Nolan Committee's seven principles of public life, which underpin the work of the public sector.
- 1.2 The Governing Body has also approved Financial Regulations, and a Scheme of Delegation, which sets out arrangements for the delegation to Officers and Committees. These Standing Orders should be read in conjunction with the Financial Regulations and Scheme of Delegation.
- 1.3 The Standing Orders, Financial Regulations and Scheme of Delegation provide a comprehensive business framework. They fulfil the dual role of protecting the College's interest and protecting staff from any possible accusation that they have not acted properly.
- 1.4 The Standing Orders incorporate the provisions of the College's Instrument and Articles of Government.

2. INTERPRETATION

In these Standing Orders:

- 2.1 'College' means 'South Devon College';
- 2.2 'Governing Body' means the further education corporation which was established for the purpose of conducting the College;
- 2.3 'Financial Regulations' means the set of financial rules as approved from time to time by the Governing Body;
- 2.4 'Governor', 'Chair', 'Vice Chair', 'Principal' and 'Clerk' mean respectively the Member of the Governing Body of the College, the Chair of the Governing Body, the Vice Chair of the Governing Body, the Principal of the College and the Clerk of the Governing Body;
- 2.5 Words importing one gender import any gender.

3. MEETINGS

- 3.1 The Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 3.2 All meetings shall normally be summoned by the Clerk to the Governing Body who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.
- 3.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal, or retirement of the Clerk to the Governing Body the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- 3.4 A special meeting of the Governing Body may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in his absence the Vice Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he specifies.
- 3.5 Any individual Governor may request that an item be included on the agenda of the Governing Body or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Governing Body or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 3.6 At every ordinary meeting of the Governing Body the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.
- 3.7 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Governing Body or staff or student members have withdrawn. The Clerk to the Governing Body, staff or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.
- 3.8 Any matters which Governors may wish to raise as 'other business' must be raised with the Chair prior to the start of the meeting so that they may receive the approval of the Chair for consideration and be incorporated in 'Matters brought forward by the Chair'. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.

4. QUORUMS

- 4.1 The Quorum of the Governing Body is 40% of the determined membership, rounded to the nearest whole number. In March 2008 the Governing Body determined the membership as 19 members, with a quorum of eight. The membership and quorum for Committee meetings are set annually by the Governing Body.
- 4.2 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- 4.3 An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

5. WITHDRAWAL FROM MEETINGS

- 5.1 Staff Governors, and where applicable, the Clerk and the Principal must withdraw from any part of a meeting, which is discussing their own remuneration, conditions of service, promotion, re-appointment, conduct, suspension, dismissal or retirement. At the discretion of the Governors present, Staff Governors may be asked to withdraw when discussing the appointment, dismissal or retirement of any member of staff senior to themselves, or any matter relating to the appointment of their successor. Where a vote is taken to ask staff members to withdraw, such a vote shall be recorded in the minutes of the meeting.
- 5.2 A student member shall withdraw from that part of any meeting at which his conduct, suspension or exclusion is to be considered. In any case where the Governing Body or any committee of the Governing Body is to discuss staff matters relating to a member or prospective member of the staff of the institution the student member shall:
- 5.2.1 take no part in the consideration or discussion of the matter in question and not vote on any question with respect to that matter;
- 5.2.2 where required to do so by a majority of the members, other than student members, of the Governing Body or committee present at the meeting, withdraw from the meeting. Such a vote shall be recorded in the minutes of the meeting.
- 5.3 The Clerk to the Governing Body shall withdraw from that part of any meeting of the Governing Body or committee of the Governing Body at which his remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. If the Clerk is required to

withdraw from a meeting under the above provisions, the Governing Body or committee shall appoint from their number a person (but who may not be the Principal) to act as Clerk to the meeting or part of the meeting.

- 5.4 Separate minutes shall be taken of those parts of meetings from which staff or student members or the Clerk have withdrawn, and those who have withdrawn shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto except with the approval of the Governing Body or committee. Where the Clerk or members have withdrawn from a meeting or part of a meeting this withdrawal shall be recorded in the minutes of the meeting.

6. VOTING

- 6.1 Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent Governors are not permitted. The name of the proposer and seconder should be recorded in the minutes.
- 6.2 It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his disagreement recorded in the minutes, at his request.
- 6.3 A student member under the age of 18 may not vote on any question concerning any proposal for the expenditure of money by the Governing Body or under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability.

7. RECONSIDERATION OF RESOLUTIONS

- 7.1 No resolution (i.e. any formal decision by the Governing Body) of the Governors may be rescinded or varied at a subsequent meeting of the Governing Body unless its reconsideration appears on the agenda for that meeting. A resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

8. DECLARATION OF PERSONAL/OTHER INTEREST

- 8.1 Governors must declare any financial interest, including the nature and extent of such interest, in:

- 8.1.1 the supply of work or goods to or for the purposes of the College;
 - 8.1.2 any contract or proposed contract concerning the College
 - 8.1.3 any other matter relating to the College.
- 8.2 Governors should also declare any interest relating to:
- 8.2.1 a financial interest, including the nature and extent of such an interest, in the College of his spouse or partner, and their own or their spouse/partner's close family;
 - 8.2.2 a non-financial personal interest, such as membership of other public bodies and institutions; trusteeship of a trust where they, or another person closely connected with them, may be a beneficiary; or membership of both open and closed organisations.
- 8.3 The declaration of interest is normally the responsibility of the individual Governor. However, if the Clerk, on the basis of information in the Governors' register of interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he should draw this to the attention of the Chair and the member concerned (preferably before the meeting).
- 8.4 Having declared a financial or other interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Governors may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances (see Standing Order 5 above). The declaration of an interest by a Governor during the course of the meeting shall be recorded in the minutes.
- 8.5 Every member of the Governing Body shall act in the best interests of the Governing Body and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

9. PUBLIC ACCESS TO AGENDA AND MINUTES

- 9.1 Copies of the agenda, minutes and papers of each meeting of the Governing Body and its committees are normally available during the hours of 9.00 am - 5.00 pm, Monday to Friday, in the office of the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Governing Body or a committee to be confidential. Agendas shall be available for inspection as soon as the Governors have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting. Copies of the signed minutes shall be placed on the College website and shall remain there for not less than 12 months.

10. CONFIDENTIALITY

10.1 The Governing Body or committee shall determine when an item is confidential. Criteria for defining an item as confidential include:

10.1.1 matters concerning individuals including staff, students and prospective governors;

10.1.2 sensitive commercial or business information which would be disadvantageous to the College to release;

10.1.3 negotiations with trade unions;

10.1.4 legal advice on sensitive or confidential matters.

The Governing Body complies with the requirements of the Instrument and Articles of Government concerning confidentiality and the publication of minutes and papers and has determined that an annual review shall be undertaken of material excluded from inspection and that any such material shall be made public 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.

11. PUBLIC ACCESS TO MEETINGS

The Governing Body has taken the decision that its meetings will not be public. The Governing Body, or the Chair on its behalf, may at its discretion invite persons who are not members of the Governing Body or the Clerk to attend Governing Body or committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, which the person may attend. Such persons may only speak if invited to do so by the Chair of the Governing Body or the committee. The presence of such persons, and the point in the meeting at which they arrived and/or left, shall be recorded in the minutes.

12. APPOINTMENT OF GOVERNORS

12.1 The Governing Body has established a Search Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Governing Body for the appointment of Governors. The Governing Body shall not appoint any member of the Governing Body (other than the Principal) unless it has first considered the advice of the Search Committee. The Membership and Terms of Reference of the Search Committee are as agreed by the Governing Body from time to time and are available from the Clerk.

13. APPOINTMENT OF EXTERNAL MEMBERS

13.1 The Search Committee may invite External (i.e. non-Governor) Members to serve on a Governing Body committee, except the Special Committee. Appointments of external members do not require the approval of the full Governing Body, provided that:

13.1.1 the Chair of the Committee to which the external members is to be appointed approves the appointment(s);

13.1.2 the Chair or Vice Chair of the Governing Body approves the appointment(s);

13.1.3 the appointments are subsequently reported to the Governing Body.

14. APPOINTMENT OF CHAIR AND VICE CHAIR

14.1 The Chair and Vice Chair are appointed from the membership of the Governing Body. The Governing Body may seek the advice of and recommendations from the Search Committee.

14.2 Another Governor nominated by the Governing Body (and not a candidate for either post) shall normally take the chair when the issue of appointment of these posts is being considered.

14.3 The Principal, staff and student governors are ineligible for these appointments, but may nevertheless take part in the appointment process.

14.4 The Chair and Vice Chair shall normally be appointed for a period of two years;

14.4 If the Chair should resign or otherwise cease to hold office, then the Vice Chair shall act as Chair for the remainder of his term of office as Vice Chair. If the Vice Chair should resign or otherwise cease to hold office then steps should be taken to appoint a replacement.

14.5 At the expiry of their term of office the Chair or Vice Chair shall normally be eligible for re-appointment.

14.6 At the last meeting before the expiry of the term of office of Chair or Vice Chair, or following the resignation or removal from office of the Chair or Vice Chair, the members shall appoint a new Chair or Vice Chair, as the case may be, from among their number.

14.7 If at any time the Governing Body is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair (as the case may be) the Governing Body may by notice to the Chair or Vice Chair remove him from office and thereupon the office shall be vacant.

15. CHAIR'S ACTION

- 15.1 It will be necessary from time to time for the Chair, or the Vice Chair in his absence, to act on behalf of the Governing Body between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Governing Body meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Governing Body.
- 15.2 Alternatively the Chair may take action on matters, which he judges are too urgent to await a meeting of the Governing Body. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- 15.3 The Governing Body accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these standing orders. The Clerk must make a full record of all such Chair's action and report them to the next meeting of the Governing Body. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that he gives a full account of the action.

16. EXPENSES

- 16.1 Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of other duties. These expenses are claimed under procedures contained in the Financial Regulations approved by the Governing Body. Claim forms are available from the Clerk.

17. ATTENDANCE

- 17.1 The Clerk shall keep a record of attendance, which shall be reported annually to the Governing Body. Any Governor who has not attended meetings for more than six consecutive months without permission of the Governing Body may be removed from office by decision of the Governing Body; the Governor concerned shall be given notice in writing.

18. SENIOR STAFF APPOINTMENTS

- 18.1 The Governing Body is responsible for the recruitment and terms and conditions of the Clerk to the Governing Body and Senior Post Holders, who are currently defined as the Principal, the Vice Principal and Deputy CEO, and the Vice Principal Corporate Services. The Principal has general responsibility for appointment of all members of staff other than for senior post holders.

- 18.2 Where there is a Senior Post Holder vacancy or expected vacancy the Governing Body shall advertise the vacancy nationally, and establish a Selection Panel consisting of (for the post of Principal) at least five members of the Governing Body including the Chair and/or the Vice Chair. Where the vacancy is for any other Senior Post Holder or the Clerk to the Governing Body, the Selection Panel shall comprise the Principal and at least three members of the Governing Body.
- 18.3 The Selection Panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Governing Body. If the Governing Body approves the Selection Panel's recommendation then that person shall be appointed.
- 18.4 If the Selection Panel is unable to agree on a person to recommend for appointment, or if the Governing Body does not approve the recommendation, the Governing Body may require the panel to repeat the selection process with or without first re-advertising the vacancy.

19. DELEGATED POWERS

- 19.1 The Governing Body may delegate any of its powers with the exception of the following:
- 19.1.1 the determination of the educational character and mission of the College;
- 19.1.2 the approval of the annual estimates of income and expenditure;
- 19.1.3 ensuring the solvency of the College and the safeguarding of its assets;
- 19.1.4 the appointment or dismissal of the Principal;
- 19.1.5 the appointment or dismissal of the Clerk to the Governing Body;
- 19.1.6 the modifying or revoking of the Articles of Government;

20. COMMITTEES OF THE GOVERNING BODY

- 20.1 The Governing Body has established the following Committees:
- Ad Hoc (as and when required)
 - Audit
 - Monitoring
 - Remuneration
 - Search
 - Special.

- 20.2 The quorums, membership and terms of reference of these committees are agreed by the Governing Body from time to time. The terms of reference are attached as appendices to this document. Membership and Chairs of all committees are renewed annually when rotation of members across committees will be considered and actively pursued where possible.
- 20.3 Minutes of all committees shall be reported to the following ordinary meeting of the Governing Body.
- 20.4 The Governing Body may not delegate (a) the consideration of the case for dismissal, and (b) the power to determine an appeal in connection with the dismissal of the Principal, Clerk or the holder of a Senior Post other than to a committee of members of the Governing Body. If the Governing Body delegates to a committee of the Governing Body then this committee shall consist of at least 3 members. The Chair of the Governing Body, Vice Chair, the Principal and staff and student members shall not be eligible for membership of the committee. The Governing Body has agreed rules specifying procedures for the conduct of the committee, as set out in the Disciplinary Procedures for Holders of Senior Posts; copies available from the Clerk.

21. APPLICATION OF THE SEAL

- 21.1 The application of the Seal of the Governing Body shall be authenticated by:
- 21.1.1 the signature of either of the Chair or of some other member authorised either generally or specially by the Governing Body to act for that purpose; and
- 21.1.2 the signature of any other member.

22. COMPLAINTS

- 22.1 A complaint against the Governing Body or an individual member of the Governing Body shall be addressed to the Clerk to the Governing Body who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body.
- 22.2 A complaint against the Clerk to the Governing Body shall be forwarded to the Chair of the Governing Body.