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**Standing Orders for the Conduct of Business
of the Corporation (The Governors)
Approved 08 December 2009**

Interpretation

1. In these Standing Orders –

“College” means Highbury College, Portsmouth

“Board” means the Corporation (Board of Governors of Highbury College, Portsmouth)

“Committee” means a Committee of the Board

“Chair” means the Chair of the Board or of a Committee of the Board as the context requires.

“Governor” means a member of the Corporation (Board of Governors).

“LSC member” means any member of the Corporation appointed by the Learning and Skills Council under Section 11 of the Learning and Skills Act 2000.

“Principal” means the Principal of Highbury College, Portsmouth or, in his/her absence, the Designated Deputy.

2. The ruling of the Chair, at any meeting, as to the particular interpretation of any of these Standing Orders and Board Procedures shall be final and not be challenged by the meeting.
3. These Standing Orders shall take effect subject to any statutory provision for the time being in force affecting further education corporations, in particular the Further and Higher Education Act 1992 and the Further Education Corporations (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007, which came into force on 1 January 2008.

Constitution

4. The total membership of 20 is made up as follows:
- 4.1 Fifteen 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; [Category 2 (1) (a)]
- 4.2 Two members of the College Staff (one academic and one support) elected by the staff as a whole; [Category 2 (1) (e)]
- 4.3 Two members who are students of the College elected and nominated by the students of the College; (to be known as “student members”) [Category 2 (1)(f)]

- 4.4 One member - the College Principal; unless the Principal chooses not to be a member [Category 2 (1) (d)]

Period of Office

5. Other than the Student Governor and the Principal all Governors shall be appointed for a period of four years starting from the date on which each is appointed.
6. The total period of membership as a Governor shall normally be limited to eight years, i.e. two four year terms of office, unless the member holds, or is about to hold, an "office" of the Corporation.
7. Governors may only be considered for re-appointment beyond two terms if they have demonstrated excellent commitment to the Corporation in terms of attendance and contribution at meetings and training; if they have participated fully in the Governor Liaison Scheme; if they have special skills that would be otherwise hard to find; if their level of governance experience at the College is required to balance out the relative inexperience of new Governors; or if they chair a Committee.
8. A Governor may, at any time, by notice in writing to the Clerk to the Corporation resign his/her membership of the Corporation.
9. Any Governor who is a member of the staff (including the Principal) or a student of the College shall cease to be a Governor if he/she ceases to be a member of the staff or student of the College and thereupon the office shall become vacant.
10. If at any time the Corporation is satisfied that any Governor is unable or unfit to discharge their functions as a Governor, the Corporation may by resolution remove that Governor from office. Notice of the resolution shall be conveyed in writing to the Governor by the Clerk.

Code of Conduct

11. The Corporation has approved a Code of Conduct for Governors which is binding on all Governors.

Responsibilities and Powers of the Corporation

12. The responsibilities and powers of the Corporation are set out in Appendix 3 and Appendix 6 respectively of the Code of Conduct.

Meetings of the Board

13. Ordinary meetings of the Board shall be held four times in each academic year normally in October, December, March and July on dates to be agreed by the Board. It may be necessary to hold additional meetings from time to time in accordance with the Instrument of Government.
14. All meetings shall be summoned by the Clerk to the Corporation, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

15. A special meeting of the Board may be called at any time by the Chair or at the request in writing of any five Governors. Where the Chair, or in his/her absence the Vice-Chair, so directs on the grounds that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are notified within less than seven days.
16. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered.
17. Governors' attendance will be recorded in a register, maintained by the Clerk. Apologies for absence should be notified to the Clerk at least 24 hours before the Board Meeting whenever possible.
18. The Clerk to the Corporation shall attend meetings of the Board.
19. The Principal shall be authorised to invite members of staff to attend in their employed capacity without further reference to the Corporation, for both non-confidential and confidential business as appropriate.
20. The Corporation is prepared to invite persons other than Governors to attend meetings from time to time as observers or as participants or advisers, on particular items of business. This also applies to Committees of the Corporation.
21. Such persons as detailed in 20 above, attend at the invitation either of the Corporation (or Committee) or the Chair of the Corporation (or Committee), and where this is other than as an observer, attendance at the meeting will normally only be during the particular agenda item concerned, rather than for the whole meeting.
22. Where a person is invited to attend a meeting as an observer, he/she would be asked to withdraw from any discussion of business that is deemed to be of a confidential nature. Such requirement would not apply to an observer attending by appointment of the LSC.
23. Meetings of the Corporation (and its Committees) are not, as a right, open to members of the public. Nevertheless, should the Corporation receive requests for such access, the Governors must decide each one on its merits having regard to the need to uphold the Nolan principles of accountability and openness.
24. No video, audio or photographic equipment may be used at a Board meeting without the prior consent of the Chair.

Chair and Vice-Chair

25. The Board, on the advice of Search Committee if appropriate, shall appoint a Chair and Vice-Chair from among their number at the last meeting **before** the end of the term of office of the Chair or the Vice-Chair, or at the first meeting following the resignation of the Chair or Vice-Chair, as the case may be.

26. At any meeting at which the appointment of the Chair is before the Board, the Chair shall be taken for this item by the Clerk to the Corporation.
27. Any Governor who is a member of staff at the College, including the Principal, or who is the Student Governor shall not be eligible to be appointed as Chair or Vice-Chair.
28. Nominations, approved by the nominee(s) and signed by two Governors, for the office of Chair and Vice-Chair should be submitted to the Clerk, who will arrange a secret ballot in the event of there being more than one nomination to either office. In the event of a tied vote, the Governor to be appointed Chair shall be decided by drawing lots. If, where there are more than two nominations for the office of Chair and Vice-Chair, the first voting does not produce an absolute majority of votes in favour of any nominee, the nominee having the least number of votes shall be struck off the list and a fresh ballot shall take place, and so on, until an absolute majority of the Governors present and voting shall be obtained in favour of one nominee.

In the event of no nominations for the office of Chair or Vice-Chair of Corporation being submitted to the Clerk by the agreed deadline, the Search Committee shall make a recommendation concerning these offices to Corporation.

29. The Chair and Vice-Chair shall hold office from the date of their appointment for a period of two years, subject to Standing Orders 6 and 7 above.
30. If both the Chair and Vice-Chair are absent from any meeting of the Board, the Governors present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a Staff or Student member.
31. The Chair and Vice-Chair may at any time by notice in writing to the Clerk resign their respective offices.
32. Chairs and Vice-Chairs retiring at the end of their respective terms of office shall be eligible for reappointment, subject to Standing Orders 6 and 7 above.
33. The Chair of the Board shall be a member of the Finance Committee and will be entitled to attend the meetings of any other Committee, except the Audit Committee.
34. The Vice-Chair shall be a member of the Quality Committee.

Clerk

35. The Board shall appoint a person to serve as Clerk to the Corporation and approve the job description for the role. The Clerk is directly accountable to the Governing Body and not to the Principal or to any other member of the College Management.

The Clerk shall be appraised annually by the Chair and a report made to the Corporation that the appraisal has been carried out.

36. In the unlikely event that an occasion arises when the Clerk feels his/her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk, the Clerk should make every effort to resolve the matter through the avenues available within the College. The Clerk may take some or all of the following steps:
- ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;
 - ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
 - report the matter to the next meeting of the relevant Committee or full Corporation and ensure the matter is placed in the publicly available minutes;
 - consult the College's external auditors.
37. The Clerk is authorised to obtain initial legal advice through the College's subscription to Eversheds Governance Plus Service on such issues without the agreement of the College management or the Corporation. In such a case the Corporation may decide to obtain further legal advice.
38. If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in his/her judgement, the Clerk is authorised to refer the matter to the LSC, and inform the Chair and Principal that this has been done.
39. In accordance with the advice in the Financial Memorandum the Corporation agrees that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

Quorum

40. Meetings of the Board shall be quorate if eight or more Governors are present, i.e. at least 40% of the total membership including vacancies. Co-opted members will not constitute part of the meeting's quorum. (NB. This quorum may change if the Board determines that its total number of members should be amended).
41. If the number of Governors assembled for a meeting of the Board does not constitute a quorum, the meeting shall not be held.
If in the course of a meeting of the Board the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
42. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

Order of Business

43. The Clerk to the Corporation is to ensure that the meeting is quorate.
44. The Agenda for each meeting shall be in four parts, namely:

Part One – Standing Items:

- To elect a Chair for the meeting in the absence of the Chair and Vice-Chair.
- To receive apologies for absence.
- Declarations of Interest.
- To adopt the minutes of the last meeting as a correct record, noting any amendments and signing of the minutes by the Chair.
- To consider matters arising from the last minutes.
- To consider a proposal from a member that an item on the agenda be brought forward for early discussion.

Part Two – Matters for Decision

Part Three – Matters for Report

Part Four – Matters of Confidentiality

Proceedings of Meetings

45. It shall not be a requirement for all decisions taken at a meeting to be decided by a formal vote. The Chair of the meeting shall normally ask the meeting for their agreement to the proposal in question at the conclusion of the discussion.
46. Where there is a clear expression of different views, or where a matter is of particular significance, (for example, approval of the Annual Report and Accounts), the Chair shall call for a vote.
47. Where a vote is taken the matter to be decided shall be determined by a majority of those 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. Co-opted members may not take part, or be seen to take part, in the decision-making process.
48. A Governor may not vote by proxy or post. Governors shall not be bound in speaking and voting by mandates given to them by others but must act in the best interests of the Corporation.
49. No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for the subsequent meeting.

50. A member of the Board who is a member of staff of the institution, including the Principal, shall withdraw from that part of a meeting of the Board of any of its Committees at which
- (a) Staff matters relating solely to that member of staff (as opposed to staff matters relating to all members of staff or all members of staff in a particular class) are to be considered;
 - (b) That member's reappointment or the appointment of that member's successor is to be considered;
 - (c) 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);

In addition a member of the Board who is a member of staff of the institution shall withdraw from that part of a meeting if so required by resolution of the other Governors present if 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 in a particular class).

51. Subject to Standing Order 50, if the Principal chooses not to be a member of the Board he/she shall still be entitled to attend and speak at all meetings of the Board.
52. A student member who is under the age of 18 shall not vote on any question concerning any proposal –
- (a) for the expenditure of money by the Board; or
 - (b) under which the Board, or any members of the Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
53. In any case where the Board is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall -
- (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - (b) where required to do so by a majority of the members of the Board present at the meeting, withdraw from the meeting.

Rules of Debate

54. Each Governor shall address his/her remarks to the Chair and shall speak only to the matter under discussion.
55. Only one Governor shall speak at a time. If two or more Governors indicate their wish to speak, the Chair will decide who shall speak first.

56. Every motion or amendment must be moved and seconded and, if the Chair requires, submitted in writing to the Clerk and read aloud before it is put to the meeting.
57. Any Governor wishing to raise a point of order must say at the outset the Standing Order which he/she believes has been infringed. Every point of order will be decided immediately by the Chair whose decision will be final.
58. Voting will be by show of hands unless at least five Governors demand a division. Where a division is called, the names of those voting for or against a motion or amendment will be recorded and entered in the minutes.
59. Governors are entitled to raise questions and probe on any issue but should guard against behaving in an aggressive or disrespectful manner contrary to the Code of Conduct.
60. If at a meeting of the Board, any Governor in the opinion of the Chair and named to the Board misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board it shall be competent for a Governor to move "that the Governor named be not further heard" or "that the Governor named do leave the meeting". Such motion if seconded shall be put and determined without discussion.
61. The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

Governors' Interests

62. Except with the approval in writing of the Secretary of State no Governor shall take or hold any interest in any property held or used for the purpose of the College, or receive any remuneration for his/her services as a Governor; provided that a Governor who is a member of the staff of the College (including the Principal) may receive remuneration in that capacity.
63. All members of the Governing Body shall undertake their duties and responsibilities in accordance with The Seven Principles of Public Life from the Second Report of the Committee on Standards in Public Life (The Nolan Committee) - 1 May 1996 shown in detail as Appendix 1 to the Code of Conduct.
64. A Governor who has any financial or other interest in -
 - (a) the supply of work or goods to or for the purposes of the College.
 - (b) any contract or proposed contract concerning the College; or
 - (c) any other matter relating to the College,and is present at a meeting of the Board at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and 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 s/he is not entitled to vote. The Governor may be required to withdraw if a majority of the members so decide.

65. This Standing Order shall not prevent the members of the Board considering and voting upon proposals for the Board to insure the members of the Board against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premiums.
66. The Clerk shall maintain a Register of Interests of Governors, co-opted members and Senior College Staff in a form prescribed by the Board. The Register shall be updated annually.

Minutes

67. At every ordinary meeting of the Board the minutes of the last ordinary meeting and any special meetings convened in between shall be taken as the first agenda item, (except in cases where the Governors present decide otherwise), and if agreed to be accurate, shall be signed as a true record by the Chair.
68. Separate minutes shall be taken of those parts of meetings from which staff or student members have withdrawn. A staff or student member who has withdrawn from a meeting in accordance with Standing Orders 50, 52 or 53 shall not be entitled to see the minutes of that part of the meeting.
69. Subject to Standing Order 70, the Board shall ensure that a copy of:
 - (a) the agenda for every meeting of the Board;
 - (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; and
 - (d) any report, document or other paper considered at any such meetingshall, in each case as soon as may be, be made available during normal office hours at the following locations within the College to any person wishing to inspect them, except that the signed minutes are only available from the Clerk to the Corporation.
 - in the Learning Centre on Highbury Campus
 - in the Learning Centre at Highbury Northharbour Centre
 - in the Administration Office at Highbury Arundel Centre
 - in the Administration Office at Highbury Apex Centre
 - in the Administration Office at Highbury City of Portsmouth Centre
 - from the Clerk to the Corporation

In addition the draft minutes will be placed on the College Website.

70. There may be excluded from any item required to be made available in pursuance of Standing Order 69, any material relating to -
 - (a) a named person employed at or proposed to be employed at the College;

- (b) a named student at, or candidate for admission to, the College;
- (c) the Clerk; or
- (d) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis, including but not limited to the following:
 - personal information relating to an individual
 - information provided in confidence by a third party who has not authorised its disclosure
 - financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - information relating to the negotiating position of the College in industrial relations matters
 - information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation
 - Legal advice received from or instructions given to the College's Legal Advisers
 - Information planned for publication in advance of that publication

The Corporation, acting on a recommendation from Search Committee, will decide annually what, if any, material should remain confidential and what can be released into the public domain. Material will be made publicly available 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.

71. The minutes shall include the names of all persons present, whether members of the Board, co-opted members or in attendance.

Committees

Constitution and Terms of Reference

72. The Committees of the Board and their constitution and terms of reference shall be as set out in the schedule attached to these Standing Orders. These shall be reviewed annually prior to approval by the Corporation.

Membership and Term of Office

73. Every Governor appointed by the Corporation to be a member of a Committee will cease to be a member of that Committee when he/she ceases to be a Governor unless he/she has been appointed for a further term of office as a Governor.
74. The membership of Committees will be reviewed annually by the Search Committee to ensure a balance of skills, experience and diversity.

75. By previous decision of the Board staff and student members are ineligible to be members of the Remuneration Committee.
76. Up to four persons who are not Governors may be co-opted to Corporation and / or Committees as advisers and to support succession planning on Corporation. Such persons will be appointed by the Board and will hold office for up to two years, subject to annual review by the Search Committee (see Standing Order 74). Co-opted members will complete the annual Register of Interests and, if appropriate, declare any interests at the start of each meeting. They will be entitled to contribute to discussions and will have access to all relevant papers (including confidential documents) but may not vote and will not constitute part of the meeting's quorum. A co-opted member of a Committee may not normally be appointed Chair of a Committee. Should co-opted members wish to become Governors, the normal procedure for the appointment of Governors will apply.

Chair

77. The Board shall, on a recommendation from Search Committee, appoint the Chair and Vice-Chair of each Committee from amongst the members who are Governors except that the Principal or any Staff or Student Governors shall be ineligible to be appointed as Chair. The Chair's term of office shall be two years, subject to Standing Order 74. A co-opted member may not normally be appointed Chair or Vice-chair of a Committee.

In the absence of the Chair and Vice-Chair of a Committee, the Committee will appoint a temporary Chair from within its membership.

Committee Meetings

78. Committees will normally meet in accordance with the schedule of meetings fixed by the Board.

However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the Committee's attention to justify holding a meeting.

Minutes

79. Formal minutes of Committees will be prepared by the Clerk, and approved by the Chair of the Committee in draft form.

The minutes will be submitted to the next meeting of the Board for information and the subsequent meeting of the Committee for approval. The minutes shall include the names of all persons present whether members of the Committee, co-opted members or in attendance.

80. In preparing the minutes, the Clerk will agree with the Chair those items which are confidential and these will be prepared separately and submitted

to the Board in that part of the meeting which is not open to the press and public.

81. Papers and minutes relating to Committee meetings will be published in accordance with Standing Orders 69 and 70 with the exception of the Remuneration Committee, the Appeals Committee and the Special Committee, which are excluded under Standing Order 70.

Attendance at Committee Meetings by Persons who are not Committee Members

82. The Chair of any Committee may permit the attendance of any other person at a Committee meeting after having taken the advice of the Principal and the Clerk and having regard to Standing Orders 20 – 23.
83. A Committee shall have the right to exclude any person who is not a member of the Committee from all or part of a meeting should this be warranted by the nature of the business to be considered.
84. The Standing Orders relating to the full Governing Body set out above shall apply to Committee meetings subject to any specific provisions relating to Committees contained in Standing Orders 72 to 83.

Confidentiality

85. All Governors and co-opted members of Committees must respect the confidentiality of any papers made available to them whether for the purposes of Board or Committee meetings or otherwise for so long as those papers remain confidential.

Urgent Action

86. The Chair is not empowered to take any action on behalf of the Board between meetings unless the Board has formally resolved that the Chair alone, or in conjunction with other specified Governors, may act on its behalf for a particular purpose. Any action taken in accordance with such a resolution shall be reported to the next ordinary meeting of the Board.
87. In the event that urgent business arises which requires the approval of the Board before the next scheduled meeting a special meeting shall be called in accordance with Standing Order 15.

Authentication of Documents

Common Seal

88. The Common Seal of the Board must be kept locked in a safe place at the College, the key to which will be kept by the Clerk who will affix the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in his/her absence, the Vice Chair) together with that of any other Governor. Provided that the Clerk may, for sufficient reason, entrust the key of the Common Seal temporarily to such senior officer as he/she may from time to

time appoint and authorise such individual to exercise the Clerk's duties under this Standing Order.

89. An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board must have been affixed must be registered in a book maintained by the Clerk for that purpose, and reported to the Board at the next normal meeting.

Signing of Documents

90. The Principal and the Clerk are authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.

Variation or Revocation

91. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board.
92. Proposed amendments shall be submitted in writing to all members of the Board, through the Clerk, at least seven days before the meeting at which they are to be considered. Any amendment, to be effective, must be adopted by a majority of the members attending the meeting.

Suspension of Standing Orders

93. Any of the preceding Standing Orders may be suspended by a motion to do so that is supported by at least two thirds of those members attending the meeting.

Delegated Decision

Matters Delegated to Chairman

1. **Remuneration Committee** **Cor. Min.637**
To act upon recommendations of Remuneration Committee.
2. **Governance** **Cor. Min.200**
Authorised to incur fees for Professional Advice to Members or Clerk (up to £1,000).

Matters Delegated to Principal

1. **Fees and Charges** **Cor.Min.265.4 & F&GP Min 52**
The Principal to determine fee levels up to and including 10% of those charged in the previous year.

All as at December 2009