

City of Portsmouth College Standing Orders

Approved by Corporation on 25 July 2023

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Standing Orders for the Conduct of Business of the Corporation

Interpretation

1. In these Standing Orders –

“College” means City of Portsmouth College, Portsmouth

“Board” means the Corporation (Board of Governors of City of Portsmouth 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).

“Principal” means the Principal & CEO of City of Portsmouth 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), and the College’s Instrument & Articles of Government.

Constitution

4. The Board will comprise 20 members:
 - 4.1 15 individuals drawn from the education, business and community sectors with an appropriate range of skills, knowledge and experience; [*independent* governors, Category 2(1)(a)]
 - 4.2 Two members who are staff at the College nominated and elected by staff at the College; [Category 2(1)(e)]
 - 4.3 Two members who are students of the College nominated and elected by the students of the College; [Category 2(1)(f)]
 - 4.4 The College Principal & CEO; unless the Principal & CEO chooses not to be a member [Category 2(1)(d)].
5. The Board will keep under review the mix of skills, knowledge and experience of the Board members. Generally, governors will be expected to have:
 - Experience in setting strategic direction
 - Leadership experience
 - Knowledge of business principles and financial management
 - An ability to participate constructively in deliberations

- A willingness to exercise authority in a collective manner
 - An understanding and interest in lifelong learning
 - An ability to network and link to owners
 - Skills to provide challenge and support.
6. The Board will appoint associate governors to Corporation and/or its Committees to advise and support succession planning on Corporation. Associate governors will have access to all relevant papers (including confidential documents) but may not vote and will not constitute part of a meeting's quorum. Associate governors will hold office for up to two years, subject to annual review by Search & Governance Committee, and will complete the annual Declaration of Interests and declare any interests at the start of each meeting. An associate governor may not normally be appointed Chair of Corporation/Committee. The normal procedure for the appointment of governors will apply should an associate governor wish to become a governor.

Period of Office

7. Other than the student governors and the Principal & CEO, all governors will be appointed for a period of four years unless otherwise agreed in the resolution making the appointment. The student governor will hold office for a term of one year.
8. The total period of membership as a governor will 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.
9. 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.
10. A governor may, at any time, by notice in writing to the Director of Governance resign his/her membership of the Corporation.
11. Any governor who is a member of the staff (including the Principal & CEO) or a student of the College shall cease to be a governor if s/he ceases to be a member of the staff or student of the College or is under disciplinary action and thereupon the office shall become vacant. Any governor who is nominated on behalf of an organisation will cease to be a governor if s/he ceases to be a member of that organisation and thereupon the office will become vacant.
12. 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 Director of Governance.
13. Corporation, on a recommendation from Search & Governance Committee, may grant a sabbatical of one year to a governor who has extenuating

circumstances that preclude him/her from attending Corporation business on a regular basis. In these circumstances Corporation would wish to retain the individual as a governor because of his/her contribution to the College but recognises his/her other responsibilities. A sabbatical may, at Corporation's discretion, be renewed for a second year. A sabbatical will not affect the length of a governor's term of office i.e. a year's sabbatical will not lengthen the term of office by one year. Whilst on sabbatical the governor's attendance will not be calculated in the annual attendance record.

Code of Conduct for Corporation Members

14. The Corporation has approved a Code of Conduct for Corporation Members which is binding on all governors.

Responsibilities and Powers of the Corporation

15. The responsibilities and powers of the Corporation are set out in the Code of Conduct for Corporation Members.

Meetings of the Board

16. Ordinary meetings of the Board will be held at least four times in each academic year on dates to be agreed by the Board. It may be necessary to hold additional meetings. The Board will, from time to time and where deemed necessary by the Chair, meet without the staff governors, student governors or Principal & CEO present.
17. Where it is not possible to convene a face-to-face Board or Committee meeting (either within the ordinary cycle or arranged specially), a meeting by telephone or video conference may be held whereby all participants can hear each other. Telephone or video-conferencing may also be used when a member is unable to attend a meeting in person. In such a case the member may vote and will count in the meeting's quorum. A telephone/video-conference meeting and participation by telephone/video-conference will be at the Chair's discretion.
18. All meetings shall be summoned by the Director of Governance, 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.
19. 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 a Vice-Chair (in the event that there are two Vice-Chairs), 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.
20. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered.
21. Governors' attendance will be recorded in a register, maintained by the Director of Governance. Apologies for absence should be notified to the Director of Governance at least 24 hours before the meeting whenever possible.

22. The Director of Governance shall attend meetings of the Board.
23. The Principal & CEO shall 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.
24. Corporation/Committee may invite persons other than governors to attend meetings from time to time as observers, participants or advisers on particular items of business. Such persons attend at the invitation either of the Corporation/Committee or the Chair of the Corporation/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. Where a person is invited to attend a meeting as an observer, s/he would be asked to withdraw from any discussion of business that is deemed to be of a confidential nature.
25. 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, governors must decide each one on its merits having regard to the need to uphold the Nolan principles of accountability and openness.
26. No video, audio or photographic equipment may be used at a meeting without the prior consent of the Chair.

Written Resolutions (to include resolutions circulated electronically)

27. The Board or its Committee may, in order to facilitate urgent decision-making between meetings, use a written resolution to decide a specific question(s) in the absence of a meeting. A written resolution may be moved by one or more governors. A written resolution may be agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting provided that (a) a copy of the proposed resolution had been sent to every eligible governor (b) a simple majority of members had agreed to the resolution and (c) it was contained in a document authenticated by the Clerk. A resolution in writing may comprise several copies to which one or more governor have signified their agreement. A written resolution will lapse if it is not passed before the end of 28 days from its circulation date.

Chair and Vice-Chairs of Corporation

28. The Board, on the advice of Search & Governance Committee if appropriate, shall appoint a Chair and one or two (at the Chair's discretion) Vice-Chairs 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. The Principal & CEO, staff and student governors are not eligible to be Chair or Vice-Chair. At any meeting at which the appointment of the Chair is before the Board, the Chair shall be taken for this item by the Director of Governance.
29. Nominations for the office of Chair and Vice-Chair, approved by the nominee and signed by two governors, should be submitted to the Director of Governance, who will arrange a secret ballot in the event of there being more than one nomination to either office. Nominations may be submitted

electronically with a supporting e-mail from the nominee and two proposers. In the event of a tied vote, the governor to be appointed will be decided by drawing lots.

- 30 If, where there are two or more 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.
- 31 In the event of no nominations for the office of Chair or Vice-Chair of Corporation being submitted to the Director of Governance by the agreed deadline, the Search & Governance Committee shall make a recommendation concerning these offices to Corporation.
- 32 The Chair and Vice-Chairs will hold office from the date of their appointment for a period of two years and may be reappointed. They may, at any time, by notice in writing to the Clerk resign their respective offices.
- 33 If the Chair and Vice-Chairs are absent from any Corporation meeting, governors present will choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal & CEO or a staff or student member.
- 34 The Chair of the Corporation may not be a member of Audit Committee but is entitled to attend any meetings or be a member of any other Committees unless the Board resolves to the contrary.

Chair's Action

35. There may occasionally be a need for the Chair to deal with items of Corporation business on behalf of the Corporation between Corporation meetings. Normally only minor and non-controversial items should be considered in this way. Where the need for urgent consideration of major and/or controversial items arises between planned meetings, the Corporation has delegated to its Chair the power to take urgent action in the best interests of the Corporation. Where it is not possible to deal with a matter by convening a special meeting or the circulation of a written resolution, the Chair should consult with the Clerk and, if possible, seek the views of Corporation members by email, before taking his/her proposed action. All decisions taken by Chair's action should be clearly reported to the Corporation at its next meeting for information. Chair's action should only be used in exceptional circumstances where it is not practicable to convene a quorate Corporation meeting or circulate a written resolution. In the event that the Chair of Corporation is incapacitated, one of the two Vice-Chairs of Corporation is empowered to act on the Chair's behalf.
36. In exceptional circumstances, and in line with the College's Financial Regulations and Standing Orders, the Principal & CEO and Chair of Corporation may authorise a departure from the provisions of the College's Financial Regulations. Such departures are to be reported to the Corporation at the earliest opportunity.

Director of Governance

37. The Board shall appoint a person to serve as Director of Governance and approve the job description for the role. The Director of Governance is directly accountable to the Governing Body and not to the Principal & CEO or to any other member of the College management. The Director of Governance shall be appraised annually by the Chair and a report made to the Corporation that the appraisal has been carried out.
38. In the unlikely event that an occasion arises when the Director of Governance 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 Director of Governance should make every effort to resolve the matter through the avenues available within the College. The Director of Governance may take some or all of the following steps:
 - Ensure that the reasons for concern have been put in writing and sent by the Director of Governance to the Chair and Principal & CEO;
 - 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.
39. The Director of Governance 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.
40. 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 Director of Governance is authorised to refer the matter to the Education & Skills Funding Agency (ESFA) and inform the Chair and Principal & CEO that this has been done.
41. Corporation agrees that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Director of Governance.

Quorum

42. Meetings of the Board will be quorate when at least 40% of the appointed governors are present, including by means of telephone or video-conferencing, at least 80% of whom must be 'independent' (ie not the Principal & CEO, staff or student) governors.
43. If, during the course of a meeting, the number of governors ceases to constitute a quorum, the meeting will be terminated. If a meeting cannot be held or cannot continue due to a lack of quorum, the Chair will, if necessary, call a special meeting. Associate governors will not constitute part of a meeting's quorum.

Order of Business

44. The Director of Governance will ensure that the meeting is quorate.
45. The Agenda for each meeting shall comprise Standing Items, namely:
 - **Attendance and Participation:** to elect a Chair for the meeting in the absence of the Chair and Vice-Chairs; to note those present by means of telephone/video-conferencing and to receive apologies for absence.
 - **Declarations of Interest:** whereby members must declare any conflicts of interest arising from the agenda items.
 - **Minutes:** to adopt the minutes of the last meeting as a correct record, noting any amendments.
 - **Matters Arising:** to consider matters arising from the last minutes.
46. The Agenda shall include matters in an order determined by the Chair prior to the meeting to enable matters to be discussed and decisions reached as efficiently as possible.

Proceedings of Meetings

48. It shall not be a requirement for all decisions taken at a meeting to be decided by a formal vote. The Chair shall normally ask governors for their agreement to the proposal in question at the conclusion of the discussion.
49. Where there is a clear expression of different views or where a matter is of particular significance, the Chair shall call for a vote. Where a vote is taken the matter to be decided shall be determined by a majority of those votes of the governors present (including by means of telephone/video-conferencing) and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. 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. Governors may not vote by proxy or post. Associate governors may not vote. Governors must not be bound in speaking and voting by mandates given to them by others but must act in the best interests of the Corporation.
50. 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.
51. A governor who is a member of staff of the institution, including the Principal & CEO, will withdraw from that part of a meeting of the Board of any of its Committees at which:
 - 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;
 - That member's reappointment or the appointment of that member's successor is to be considered;
 - 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);

52. In addition a governor 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).
53. Subject to Standing Order 51, if the Principal & CEO chooses not be a member of the Board s/he shall still be entitled to attend and speak at all meetings of the Board.
54. A student member who is under the age of 18 shall not vote on any question concerning any proposal:
 - For the expenditure of money by the Board;
 - Under which the Board, or any governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
55. 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 governor shall:
 - Take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter;
 - Where required to do so by a majority of governors present at the meeting, withdraw from the meeting.

Rules of Debate

56. Each governor shall address his/her remarks to the Chair and shall speak only to the matter under discussion. 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 for Corporation Members.
57. 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.
58. Staff governors are encouraged to express their views freely in meetings without threat of disciplinary action and within this context are, like all governors, bound by the Code of Conduct for Governors.
59. Where necessary, a motion or amendment will be moved and seconded and, if the Chair requires, submitted in writing to the Director of Governance and read aloud before it is put to the meeting.
60. Any governor wishing to raise a point of order must say at the outset the Standing Order which s/he believes has been infringed. Every point of order will be decided immediately by the Chair whose decision will be final.
61. 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, 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.

62. 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

63. 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 & CEO) may receive remuneration in that capacity.

64. All governors will 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 so-called Nolan principles) set out in the Code of Conduct for Corporation Members.

65. A governor who has any financial or other interest in:
- The supply of work or goods to or for the purposes of the College
 - Any contract or proposed contract concerning the College
 - 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 governors so decide.

66. This Standing Order shall not prevent governors considering and voting upon proposals for the Board to insure governors against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premiums.

66. The Director of Governance shall maintain a Register of Interests of Governors, associate members and senior College staff in a form prescribed by the Board. The Register shall be updated annually.

Minutes

68. At every ordinary meeting of the Board the minutes of the last ordinary meeting, any special meetings and Written Resolutions agreed in between will be taken as the first agenda item (except in cases where the Governors present decide otherwise) and agreed as an accurate record. The minutes shall include the names of all persons present, whether governors, associated governors or in attendance.

69. With the exception of confidential items, the Board will ensure that a copy of:
- The agenda for every meeting of the Board;
 - The draft minutes of every Board meeting, if they have been approved by the Chair of the meeting

- The signed minutes of every such meeting; and
- Any report, document or other paper considered at any such meeting shall, as soon as practicable, be made available during normal office hours from the Director of Governance to the Corporation to any person wishing to inspect them. Signed minutes of Board meetings will be available for inspection from the Director of Governance.

70. Following Board approval, minutes of all Board meetings with the exception of confidential minutes, will be published on the College website and remain available for a period of 12 months.

Confidential minutes and associated material

71. In preparing the minutes, the Director of Governance will agree with the Chair, and in accordance with the Instrument of Government, those items which are confidential and these will be prepared and submitted separately to the Board/Committee.

72. Separate minutes will be taken when the staff governor, student governor, Principal & CEO and/or Director of Governance have been excluded from a meeting or part of meeting. They will not be entitled to see these separate minutes.

73. Items excluded from publication will be reviewed on a regular basis by Search & Governance Committee. 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.

Committees

74. The Board has six active Committees (Special Committee is convened as required):

- **Audit Committee:** To advise on the adequacy and effectiveness of audit arrangements, systems of internal control and risk management, control and governance processes.
- **Estates & Sustainability Committee:** To advise on College estate and sustainability matters, in particular the estates masterplan and associated bids and funding.
- **Finance & Resources Committee:** To advise on the suitability and appropriateness of the financial strategy and policies and to consider human resources matters.
- **Learning & Quality Committee:** To advise on the quality of the curriculum offer.
- **Remuneration Committee:** To advise on matters relating to the employment and remuneration of senior postholders including the Director of Governance.
- **Search & Governance Committee:** To advise on Corporation/Committee membership and general governance matters.
- **Special Committee:** To consider the case for the dismissal of senior postholders.

75. Terms of Reference setting out each Committee's purpose and constitution will be reviewed annually by the Committee prior to approval by the Board.
76. Corporation will, on a recommendation from Search & Governance Committee, agree Committee membership. Membership will be reviewed annually by the Search & Governance Committee to ensure a balance of skills and experience. A governor will cease to be a member of a Committee when s/he ceases to be a governor unless s/he has been appointed for a further term of office as a governor. Staff or student governors may not be members of Remuneration Committee or Audit Committee.
77. 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 & CEO and the Director of Governance, and having regard to Standing Orders 24 & 25. 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.
78. Standing Orders relating to the full Governing Body apply to Committee meetings subject to any specific provisions relating to Committees.
79. The Board will, on a recommendation from Search & Governance Committee, appoint the Chair of each Committee from amongst the members who are governors. The Principal & CEO, staff or student governors are not eligible to be appointed as Chair. The Chair's term of office will be two years. An associate member may not normally be appointed Chair. In the absence of the Chair, the Committee will appoint a temporary Chair from within its membership.
80. Committees will normally meet in accordance with the schedule of meetings fixed by the Board. However, the Committee Chair may rearrange the date of a meeting in consultation with the Director of Governance if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Director of Governance advises that there is insufficient business requiring the Committee's attention to justify holding a meeting.

Committee Minutes

81. Minutes of Committees will be prepared by the Director of Governance and approved by the Committee Chair 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, associated members or in attendance.
82. In preparing the minutes, the Director of Governance will agree with the Chair those items which are confidential and these will be prepared separately. Papers and minutes relating to Remuneration and Special Committees will not be made public.

Confidentiality

83. All governors and associated governors 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.

Authentication of Documents – Common Seal of the Board

84. 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 Director of Governance who will affix the 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 Director of Governance may, for sufficient reason, entrust the key of the Seal temporarily to such senior officer as s/he may from time to time appoint and authorise such individual to exercise the Director of Governance's duties under this Standing Order.
85. 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 Director of Governance and reported to the Board at the next normal meeting.

Authentication of Documents – Signing of Documents

86. The Principal & CEO and the Director of Governance 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

87. 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.
88. Proposed amendments shall be submitted in writing to all members of the Board, through the Director of Governance, 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

89. 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.