

**STANDING ORDERS OF THE
STRATFORD-UPON-AVON COLLEGE CORPORATION**

1. DEFINITIONS AND INTERPRETATION OF THE STANDING ORDERS OF THE CORPORATION

- 1.1 Throughout this document the word "Corporation" will be taken to mean the Stratford-upon-Avon College Corporation.
- 1.2 Nothing in this document relating to the Corporation will override the provisions of the Instrument and Articles of Government which at all times is to be regarded as the primary source of guidance and will prevail.
- 1.3 When interpreting the Standing Orders of the Corporation, due regard will be given to the College Financial Regulations.
- 1.4 Whenever appropriate, the application of these standing orders will apply equally to formal meetings of Corporation Committees.
- 1.5 These Standing Orders may be varied at any time by a resolution of the Corporation.
- 1.6 Reference in formal documents referring to the 'Governing Body' or 'Governors' shall be taken to mean the Corporation and Board Members respectively.

2. RESPONSIBILITIES OF CORPORATON MEMBERS

The Corporation shall be responsible for the functions set out in the Instrument and Articles of Government and shall act at all times in accordance with the Instrument and Articles of Government.

3. MEMBERSHIP OF THE BOARD OF GOVERNORS

- 3.1 The Board of Governors shall comprise 17 members from the following categories:

General	12
Staff	2
Students	2
Principal	1

Nominations for one Staff Member will be sought from the Academic Staff of the College and one Staff Member from the non-Academic Staff of the College in accordance with the approved nomination, election and ballot procedure for the appointment of Staff Members of the Board of Governors.

- 3.2 Student Members will be sought from the students of the College in accordance with the approved nomination, election and ballot procedure for the appointment of Student Members to the Board of Governors.
- 3.5 Terms of office of Members will normally be 4 years, except where specified below:
 - a) Staff Members will be appointed for 4 years but it is recognised that if a Staff Member leaves the employment of the College, their appointment to the Corporation will cease.
 - b) Student Members will be appointed for 4 years but shall cease to be a member of the Corporation if s/he is expelled from the institution, or the period of office will come to an end at the end of the academic year in which s/he ceased to be a student, or at such other time in the year after s/he has ceased to be a student as the Corporation may determine.
 - c) The Principal will cease to be a member of the Corporation when he ceases to be the Principal of the College.

Members retiring at the end of their term of office shall be eligible for re-appointment.

Corporation Members should normally serve for no longer than three terms, a term being defined as four years.

Members may at any time, by notice in writing to the Clerk to the Corporation, resign from their office.

- 3.6 Paragraph 10.2.b) of the Instrument and Articles of Government states that, if a member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove him from office and thereupon the office shall become vacant. As meetings of the Corporation are normally termly, the Corporation, by adoption of this standing order, will only consider removal from office if a member has been absent for two consecutive meetings of the full Corporation. When considering what action to take, the Corporation will have regard to attendance at Committee meetings.

4. THE SEVEN PRINCIPLES OF PUBLIC LIFE

Members of Stratford-upon-Avon College Corporation will conduct themselves in accordance with the seven principles of public life which stem from the Nolan Report:

- Selflessness - Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
- Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- Leadership - Holders of public office should promote and support these principles by leadership and example.

5. CALENDAR OF MEETINGS OF THE CORPORATION AND ITS COMMITTEES

- 5.1 The Corporation will determine a calendar of meetings for the following academic year no later than at the summer meeting of the Corporation. The Corporation will meet at least termly.

The Chair of the Corporation or, in his/her absence, the Vice-Chair can authorise departure from the meetings schedule where it is felt this is in the best interests of all. Meetings will not normally be rescheduled to accommodate individual requests to vary the calendar.

- 5.4 The Instrument and Articles of Government provides in paragraph 12.4 for the Chair of the Corporation or up to five members to call a special meeting when circumstances justify this. The Clerk to the Corporation will consult with members with the intention of identifying a date, time and location for the meeting which is convenient to a majority of those involved.
- 5.5 The Chair of individual Committees of the Corporation are permitted to summon meetings when circumstances so justify. The Clerk to the Corporation will consult with members with the intention of identifying a date, time and location for the meeting which is convenient to a majority of those involved.

6. COMMITTEES OF THE CORPORATION

6.1 The following Committees have been established by the Stratford-upon-Avon College Corporation:

- Accommodation Working Group
- Audit Committee
- Finance and General Purposes Committee
- Strategic Planning Group
- Remuneration Committee
- Search Committee
- Standards and Performance Monitoring Committee
- Special Committee

6.2 No Committees, ad hoc Committees, or Working Groups of the Corporation may be established without the knowledge of the full Corporation. The list at paragraph 6.1 is a definitive list of Corporation Committees.

6.3 The Terms of Reference for each of the Committees are attached to these standing orders as **Appendix A** (see section B of College Governance folder), together with any delegated authority.

7. ARRANGEMENTS FOR CALLING MEETINGS OF THE CORPORATION AND ITS COMMITTEES

7.1 The Clerk to the Corporation will be responsible for calling meetings of the Corporation and its Committees having regard to the calendar of meetings and any decisions of the Chair to summon meetings in accordance with the provisions of paragraph 5 of the standing orders as appropriate.

7.2 The detailed arrangements for calling meetings of the Corporation and its Committees are described in section 9 below relating to agendas and supporting documents.

8. APPOINTMENT OF CHAIR AND VICE-CHAIR

The Chair and Vice-Chair of the Corporation will be appointed in accordance with the Instrument and Articles of Government and will hold office for a period of two years unless they resign or are removed from their office. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.

The Chair and Vice-Chair of the Corporation should normally serve in such a role for no more than four years.

The Principal and any Staff or Student Members are ineligible to be appointed as Chair or Vice-Chair.

At the last meeting before the end of term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

In the event that the Corporation is without a Chair or Vice-Chair, the Clerk to the Corporation will open the next meeting by calling for nominations for the appointment of Chair.

Nominations will be made verbally from the floor of the meeting and be seconded. The Clerk to the Corporation shall give adequate time for those present at the meeting to submit a nomination and for that to be seconded. Once the nomination process has taken place, the Clerk to the Corporation will ask for a vote to be taken on each candidate by way of a show of hands. The candidate with the majority of votes will be elected Chair.

In the event of a tie, the Clerk will take a secret vote.

In the event of a further tie, seniority in length of Corporation service will apply.

Elections for the role of Vice-Chair will be conducted by the Chair of the Corporation, assisted by the Clerk to the Corporation in a similar manner. In the absence of the Chair and where there is no Vice-Chair, the Clerk to the Corporation will call for nominations for the role of Vice-Chair.

It will be the duty of the Corporation to ensure that adequate provision is made for succession.

If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting. The Principal, Staff and Student Members cannot act in this capacity.

The Chair or Vice-Chair may resign his/her office at any time by giving notice in writing to the Clerk to the Corporation.

9. AGENDAS AND SUPPORTING DOCUMENTS FOR MEETINGS OF THE CORPORATION AND ITS COMMITTEES

- 9.1 Agendas for meetings of the Corporation and its Committees will be determined by the Chair in consultation with the Chief Executive and Clerk to the Corporation.
- 9.2 Agendas for meetings of the Corporation will have provision for a written financial report to Governors in sufficient detail to allow them to monitor the financial position of the College. If so determined by the Corporation, more frequent reports will be made available.
- 9.3 Any member of the Corporation can request the Clerk to the Corporation to include a particular item on the agenda for a meeting. Such a request will be considered by the Chair who will decide if this is an appropriate issue to be considered by the Corporation or a Committee or if, for example, it should be deferred until a later meeting or considered by some other means. The Chair would inform the member putting forward the item of his/her decision. If the member is unhappy with the decision of the Chair, he/she will have the opportunity via the Clerk to the Corporation to make known the issue to all other members of the Corporation or Committee including the views of the Chair. The majority of serving members of the Corporation or Committee may instruct the Clerk to the Corporation to include an item on the agenda for a forthcoming meeting of the Corporation or Committee without further delay notwithstanding the views of the Chair.
- 9.4 Members are asked to make every effort to let the Clerk to the Corporation know at least 15 working days before the meeting of the Corporation or Committee their wish that an item be included on the agenda for a forthcoming meeting.
- 9.5 In recognition that issues arise after the preparation of the agenda, there will be an opportunity to raise items of "urgent business" at the meetings of the Corporation or its Committees. The arrangements are explained in section 11 below.
- 9.6 If there is an item of urgent business between meetings, the Clerk to the Corporation will consult with the Chairman and summon an additional meeting of the Corporation, having regard to the Standing Orders and the Instrument and Articles of Government.
- 9.7 The Corporation believes that it is good practice for all agenda items to cover the following wherever it is appropriate:
 - The subject matter of the report.
 - The financial implications if any.
 - The Health and Safety implications, if any.
 - A recommendation or proposal of the preferred way forward for consideration by the Corporation or Committee as appropriate.
 - Equality and Diversity issues.
- 9.8 The tabling of papers at meetings will only take place in exceptional circumstances.
- 9.9 If the report is detailed, it will be the responsibility of the author to include at the beginning of the paper a short executive summary.

9.10 To make the maximum use of available time, reports will not be introduced more than briefly at meetings by the author or Chair. It is essential that all members have read reports before meetings so that they can contribute to the discussions and decisions of the Corporation or Committee.

9.11 Members of the Corporation or Committee and others with access to papers for the meetings will be expected to respect the confidentiality of the documentation and the proceedings of meetings as and when this is thought to be appropriate.

10. CIRCULATION OF AGENDAS AND SUPPORTING DOCUMENTS FOR MEETINGS OF THE CORPORATION AND ITS COMMITTEES

10.1 Agendas and supporting documents for meetings of the Corporation and its Committees are to be despatched to all members by the Clerk to the Corporation at least seven clear days before the meeting.

10.2 Members are invited to advise the Clerk to the Corporation of the most convenient correspondence address at which they wish to receive Corporation and Committee papers and documents and with due regard to the confidentiality of the business of the Corporation.

11. AGENDAS FOR MEETINGS INCLUDING ANY OTHER BUSINESS

11.1 No resolution of the Corporation may be rescinded at a subsequent meeting of the Corporation unless consideration of the decision or variation is a specific item of business on the agenda of that meeting.

11.2 The following agenda items will be on the agenda for every meeting:

- Declarations of interest;
- Minutes of the previous meeting;
- Future business.

11.3 Agendas for meetings will include "any other urgent business" which should be notified to the Clerk to the Corporation prior to the start of the meeting.

11.4 The item will normally appear as the penultimate item in the agenda, (ie prior to the date of next meeting) although the Chair will ask at an early stage in the proceedings if any member or the Clerk to the Corporation proposes to put forward any items of other business.

11.5 The Chair will need to be assured that the issue is one which meets the following criteria:

- It is the proper business of the meeting to consider the matter.
- It needs the urgent attention of the meeting.

11.6 If appropriate, the Chair will consult the meeting regarding the inclusion or otherwise of an item of other business whereupon the majority view will be final.

11.7 Members of the Corporation shall give prior notice to the Chair and the Clerk to the Corporation of their intention to raise an item of other business and the nature of the item.

12. MINUTES OF MEETINGS OF THE CORPORATION AND ITS COMMITTEES

12.1 The official minute book, containing the signed copies of the minutes, will be maintained by the Clerk to the Corporation.

12.2 The Clerk to the Corporation is responsible for the preparation of draft minutes of meetings of the Corporation and its Committees.

12.3 To enable the Clerk to the Corporation to contribute to the discussion when appropriate, the Clerk to the Corporation may be accompanied by an Assistant.

- 12.4 Minutes of the meetings of the Corporation and its Committees will not be detailed accounts and thus it will not be appropriate to record what is said by each and every member during a discussion. The following will, however, be included in the minutes of meetings:
- The date and location of the meeting.
 - A list of those present showing the category into which they fall, ie Independent Member, or in the case of College employees, their job title or, in the case of others, a suitable description.
 - Where individuals are not present for the entire meeting, the minutes should clearly show those items for which they were present.
 - A brief description of the items considered and the decisions taken (including, as appropriate, the name of the person to action the matter and the timetable of events).
- 12.5 It is expected that the vast majority of items considered by the Corporation will be "open". If it is identified during the planning for the meeting that an item is likely to be confidential, then this will be clearly identified on the agenda.
- 12.6 The majority of those members present for a discussion of a confidential item will determine whether or not a confidential minute should be prepared. When confidential minutes are prepared, the circulation will be restricted to those members of the Corporation or Committee entitled to be present at the meeting for the confidential item, whether or not they actually attended. The Instrument and Articles of Government will apply in relation to attendance and confidential minutes for Staff and Student Members.
- 12.7 Although not originally identified as a confidential agenda item, the majority of members present may request a confidential minute and it will be the majority of those present who will determine, after taking advice from the Clerk to the Corporation, whether or not the confidential minute would be appropriate.
- 12.8 It will be the normal practice for members to return to the Clerk at the end of the discussion confidential papers.
- 12.9 The first draft of the minutes are to be forwarded to the Chair by the Clerk to the Corporation normally within 10 working days of the meeting.
- 12.10 The Chair of the meeting will provide the Clerk to the Corporation with his/her observations on the contents of the draft minutes normally within 20 working days of the meeting taking place.
- 12.11 The draft minutes, amended as appropriate to reflect the observations of the Chair, will be circulated to all members of the meeting (not solely those members present at the last meeting) normally within 25 working days of the meeting.
- 12.12 The draft minutes will be placed on the College Website when approved by the Chair, excluding those items deemed confidential.
- 12.13 The draft minutes will be received and considered by the Corporation or Committee at the next meeting. Subject to the approval of the members present, the minutes will be signed by the Chair as a correct record with or without any amendments to the text agreed at the meeting.
- 12.14 The synopsis of the minutes of the meetings of the Corporation will be prepared by the Chief Executive for inclusion in the next available Newsletter to ensure that members of staff are aware of the key issues. As Committees have only limited delegated authority, this paragraph specifically does not apply to meetings of Corporation Committees.
- 12.15 Under no circumstances can members of the Corporation take a decision which is not minuted at a properly constituted meeting.

13. CONFIDENTIAL BUSINESS

13.1 The Chair, in consultation with the Clerk, will determine when confidential minutes may be released.

13.2 Items regarded as confidential will be reviewed annually in the Autumn Term by the Search Committee.

14. CONDUCT OF MEETINGS OF THE CORPORATION AND ITS COMMITTEES

14.1 Business shall be considered in the order it appears on the agenda for the meeting except that the order may be varied by decision of the members present.

14.2 It is the responsibility of each and every member of the Corporation to seek to ensure that meetings are conducted in a professional manner which reflects good practice and is in the best interests of the Corporation, staff and students of the College.

14.3 The Chair has specific responsibility to manage meetings so that matters are dealt with efficiently and effectively whilst enabling all members wishing to speak on the matter to contribute to the discussion prior to a decision being reached.

14.4 The Chair will look to members of the Corporation or Committee not to spend time repeating views already expressed. This is unlikely to be in the interests of the meeting given the limited time available to consider issues.

14.5 All discussions at meetings of the Corporation or its Committees will be conducted through the Chair. Thus, if the Chair rules that a member should cease to speak or take any other reasonable action, then the member will be required to do so. If the decisions of the Chair are not followed, then the meeting will be suspended by the Chair.

14.6 Smoking and the use of mobile phones is not permitted during meetings of the Corporation.

15. VOTING OF MEETINGS OF THE CORPORATION AND ITS COMMITTEES

15.1 Every member of the Corporation shall act in the best interests of the Corporation and, accordingly, shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

15.2 Members present at a meeting of the Corporation, or at a meeting of a Committee of which they are a member, will be entitled to have one vote on each item under discussion unless they have declared an interest in the issue under consideration which would prevent them from voting.

15.3 If there is an equality in number of votes cast for and against a proposition, the Chair of the meeting will have a second or casting vote.

15.4 It is stressed that members must be present to vote as there is no system of proxy voting. It is permissible, however, to ask the Chair to make known the personal views of members when it is not possible to attend a meeting.

15.5 Staff and Student Members, including the Principal and Clerk to the Corporation, may be requested to withdraw from meetings under paragraph 14 of the Instrument of Governance.

15.6 Any member of the Corporation may request a formal vote on an agenda item and this will be by show of hands.

15.7 When putting issues to the vote, the Chair will have regard to the Instrument and Articles of Government inasmuch as they relate to the Staff and Student Members.

16. QUORUM FOR MEETINGS OF THE CORPORATION AND ITS COMMITTEES

16.1 The rules relating to quoracy for meetings of the Corporation are clearly laid down in paragraph 13 of the Instrument and Articles of Government and these will be observed at all times.

Meetings of the full Corporation should be quorate if the number of members present is at least 40% of the membership numbers (that is to say the aggregate of the number determined in accordance with clause 3 and the number of any LSC members – currently this stands at 7 out of the 17 members).

- 16.2 The Clerk to the Corporation will monitor members leaving a meeting of the Corporation before its conclusion so that the quorum is maintained. If a meeting becomes inquorate during its course, it will be suspended and no further business will be transacted.
- 16.3 If for lack of a quorum the meeting cannot be held or as the case may be cannot continue, the Chair shall if he thinks fit cause a special meeting to be summoned as soon as conveniently may be.
- 16.4 Once a Committee meeting has been formally deemed inquorate and closed, if discussion continues amongst those members remaining, any recommendation emerging will not be deemed to be an official decision of the Committee. The outcome of the discussion may be reported to the Corporation as an inquorate recommendation for information to enable the Corporation to make a decision on a matter or refer the business back to the Committee. A decision taken by the Corporation on a matter in such circumstances shall be binding.
- 16.5 The rules regarding quoracy for Committee meetings are clearly laid out in the Terms of Reference for Committees. The Terms of Reference may only be varied by the Corporation.

17. COLLECTIVE RESPONSIBILITY

- 17.1 The Corporation operates by members taking decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by members collectively and each individual member has a duty to stand by it whether or not he was present at the meeting of the Board when the decision was taken.
- 17.2 The procedure to be undertaken when a member disagrees with a decision of the Board of Governors is detailed in the Members Code of Conduct.

18. APOLOGIES FOR ABSENCE FROM MEETINGS OF CORPORATION AND COMMITTEES

- 18.1 It is acknowledged that the responsibilities to the Corporation and the College may impact on the ability of members to attend all meetings of the Corporation or Committees on which they sit. It is hoped however that, given the early publication of an annual calendar of meetings, the majority of members will be able to attend most meetings during the course of a year.
- 18.2 Should a member not be able to attend a meeting, as much notice as possible will be given to the Clerk to the Corporation so that the potential impact on the quorum of a meeting can be monitored.
- 18.3 The Clerk to the Corporation will maintain a register of Corporation Members' attendance and report to the Search Committee when relevant.

19. ATTENDANCE AT MEETINGS OF THE CORPORATION OF PERSONS THAT ARE NOT MEMBERS OF THE CORPORATION

- 19.1 Meetings of the Corporation are not public meetings and the only persons entitled to attend are Members of the Corporation and Clerk to the Corporation. Unless specifically requested not to attend, the College Executive Team members and the Personal Assistant to the Clerk to the Corporation may attend meetings.

- 19.2 There will be occasions when it would be helpful for other persons to be invited to attend a meeting in whole or in part so as to provide advice and guidance to the Corporation. Such an invitation will be made by the Clerk to the Corporation on behalf of the Chair. Notification of this invitation will be detailed in members' agenda papers and members will have the right to revoke the invitation if they so wish.
- 19.3 The agenda papers will make it known if any other persons (other than those listed above) have been invited to attend part or all of the meeting and the reasons for the invitation.
- 19.4 The Corporation has the right to request that non-members withdraw from meetings should the Corporation wish to deliberate in private.
- 19.5 The Corporation will have regard to paragraph 14 (5) of the Instrument of Government when determining whether or not a member of staff may remain and/or vote on a matter affecting staff.
- 19.6 As set out in Instrument 14.a), in any case where the Corporation 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, Student Members 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 any one member of the Corporation present at the meeting, withdraw from the meeting.
- 19.7 Except as provided by the rules made under Instrument 14 (8) of the Instrument 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 at which his conduct, suspension or expulsion is to be considered.

20. PUBLICATION OF AGENDAS / MINUTES

A copy of the agenda and supporting papers for every meeting of the Corporation will be placed on the College Website and available in the Library. Confidential items will be excluded.

21. CLERK TO THE CORPORATION

In accordance with the Instrument and Articles of Government, the Corporation will appoint, by name, a Clerk to the Corporation.

It is expected that the Clerk to the Corporation will normally be present throughout all meetings of the Corporation and its Committees, including confidential matters. Where the Clerk to the Corporation cannot be present, the Corporation or the appropriate Committee will appoint a suitable individual, other than the Principal or his PA, to act as Clerk to the meeting. Should the Clerk to the Corporation not be available for an extended period, the Corporation may appoint a temporary Clerk to cover the absence.

The Corporation will be the appointing body, although the recruitment and selection procedure will be undertaken by the Chair, Vice-Chair and Principal in accordance with the College's Appointments Procedure.

There shall be in place for the Clerk to the Corporation a job description agreed by the Corporation, attached as **Appendix B** (see section I of College Governance folder).

The Clerk to the Corporation will be appraised annually by the Chair of the Corporation.

It is recognised within the standing orders that the Clerk to the Corporation is directly responsible to the Corporation and will provide the Corporation with independent advice.

The dismissal of the Clerk to the Corporation will require a majority decision of members of the Corporation.

22. LEGAL ADVICE

A Procedure on Independent Professional Advice for Corporation Members was approved at the December 2003 meeting of the Corporation.

The Clerk to the Corporation will have the right to seek independent legal advice in his own right or on behalf of members of the Corporation without the need to refer to the College Executive. Where this has budgetary implications, such matters will be considered initially by the Finance and General Purposes Committee and raised in the full Corporation. Where insufficient funds are available for this to take place, a special meeting of the Corporation will be called.

23. CHAIR'S ACTION (See attached AoC Circular 1/00)

The Chair of the Corporation has no official delegated authority in the Instrument and Articles of Government or other relevant legislation and extreme caution must therefore be taken wherever the Chair takes action between meetings.

Before taking any action, the Chair will have regard to the advice contained in Circular 1/00 and take advice from the Clerk to the Corporation as to the urgency of the business under consideration. Wherever possible and practical, a special meeting of the Corporation will be called. Where it is not practically possible to call a special meeting, the Chair will be authorised to take action on behalf of the Corporation subject to him/her seeking the views of the Chair or other Committees as appropriate and taking the views of the Chief Executive when relevant. Any such action will be reported to the next meeting of the Corporation so that all members are aware of the issue and confirm the decision taken.

The Corporation recognise that there is no provision in the Instrument and Articles allowing their members to ratify a decision after the event. Further advice is contained in paragraph 5 of the Circular previously referred to.

A Protocol of Engagement exists in relation to communications between the Principal and the Corporation.

24. CODE OF CONDUCT

All members of the Corporation will be expected to abide by the Code of Conduct.

25. DISORDERLY CONDUCT

25.1 If any member in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may propose 'that the member be not further heard'. If the proposal is seconded, it should be put to the members and determined without further discussion.

25.2 If anyone interrupts the meeting, the Chair may warn him and if the interruption continues the Chair may order his removal from the meeting.

25.3 In the event of a disturbance interfering with the orderly despatch of business, the Chair may adjourn or suspend the meeting for such period as he considers appropriate.

26. REGISTER OF INTERESTS

26.1 The Clerk to the Corporation will maintain on behalf of the Corporation a register of members' outside financial and other interests which will be annually up-dated.

26.2 Members will not be permitted to participate in discussion or voting on any issue which they have previously reported as having a financial interest.

26.3 Members will be expected to make known at meetings of the Corporation or its Committees any interest in business even if they have not yet included them in the register maintained by the Clerk to the Corporation.

27. STATEMENTS MADE ON BEHALF OF THE CORPORATION

Unless otherwise agreed by the Corporation, statements on behalf of the Corporation will only be made by the following:

- The Chair of the Corporation (or the Vice-Chair in the absence of or on behalf of the Chair)
- The Chief Executive
- The Clerk to the Corporation

28. COMPLAINTS AND WHISTLE-BLOWING PROCEDURE

The Corporation has established Complaints and Whistle-blowing Procedures and it will be expected that all complaints will be made in accordance with the Complaints Procedure. The Clerk to the Corporation will normally deal with the processing of complaints relating to the Corporation.

Aggrieved individuals can also raise complaints with the Learning and Skills Council or the Secretary of State. Under normal circumstances, they would have at first expected the complaint to be raised with the College.

29. ALLOWANCES TO MEMBERS OF THE CORPORATION

The decision as to whether or not to claim expenses is left to the discretion of individual Governors.

The Corporation believes that reimbursing expenditure incurred by Governors (references to 'Governor' apply equally to co-opted non members and advisors) in the performance of their duties is important in ensuring equality of opportunity for all members of the community and is an appropriate use of funds.

Whilst remuneration may not be paid (Instrument 18), the Corporation recognises that Governors give their time voluntarily and are entitled to claim the actual costs they incur, subject to the requirements shown below.

29.1 Attendance at meetings and other authorised activity

Travel, subsistence and other expenses incurred whilst engaged on official business on behalf of the Corporation will be reimbursed at the prevailing rate, as per the College Financial Regulations. This will include attendance at meetings of the Corporation and Committees and any authorised activity such as training/briefing events, presentation/award ceremonies, faculty meetings and other ad hoc College meetings.

Claims should only be made where expenses are not paid by other means such as an employer.

Requests to attend externally organised programmes should be discussed with the Clerk to the Corporation before any commitments are made. The Clerk to the Corporation will consult the Chair of the Corporation as appropriate.

For overnight stays, reasonable accommodation and subsistence costs will be reimbursed on receipt of supporting documentation. The Clerk to the Corporation should be consulted before costs are incurred. The College will normally expect to make the reservations.

29.2 Child care and dependant relatives

Expenses will be paid at a reasonable commercial rate where a Governor does not have a spouse, partner or other responsible adult available to care for dependant relative(s) during a period when the Governor is attending a meeting of the Corporation or one of its Committees, visiting the College in the role of Governor, undertaking Governor training, or otherwise representing the College or Corporation.

Claims will be limited to reimbursing the actual cost paid for the duration of the meeting/visit.

29.3 Governors with a special need

Every effort will be made to provide at the College, free of charge, the arrangements, facilities or equipment required to enable a Governor with a special need to participate fully and meaningfully in all the activities of the Corporation. If for any reason this cannot be done, the expenses incurred by the Governor in making these arrangements will be reimbursed (for example, the cost of the provision of a signer, audiotapes, braille documents or the travelling and subsistence expenses for a person providing support).

29.4 Other expenses

Other expenses may be reimbursed where the Governor is unable to use the facilities of the College (telephone calls, stationery and postage). Governors must keep a written record and obtain a receipt where possible. Claims will be limited to reimbursing the actual costs involved. Parking costs will be reimbursed but not fines or penalties.

Any hospitality or non-routine expenses are reimbursed only with the authority of the Chair of the Corporation. If in doubt, a Governor should seek guidance from the Clerk to the Corporation before incurring the expense.

29.5 Claiming expenses

Expenses should be submitted in writing to the Clerk to the Corporation no less than termly. Claim forms are available on request.

The Clerk to the Corporation is authorised to pay expenses consistent with the above.

The scale of allowances for Corporation Members will be as per those provided for in the Financial Regulations.

30. TRAINING POLICY

The Clerk to the Corporation will consult with members on an annual basis as to their training requirements and arrange for appropriate training to be given where practical.

31. APPOINTMENT OF SENIOR POST-HOLDERS

The Corporation shall be free to determine from time to time the posts which shall be designated Senior Post-holders. Currently these comprise the Principal, Deputy Principal, Vice Principal – Resources and Vice Principal - Finance. When a vacancy occurs amongst Senior Post-holders, the Corporation will follow the Appointments Procedure which was agreed by the Remuneration Committee on 14 July 2006.

32. CORPORATION PERFORMANCE

The Corporation will, on an annual basis, carry out a review of its own performance during the previous twelve months.

33. APPLICATION OF SEAL

Under the Instrument of Government, the application of the seal of the Corporation shall be authenticated by:

- a) the signature either of the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose, and
- b) the signature of any other member.

General note

There is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by a Further Education Corporation. However, under the general law any document executed by a corporation as a deed must be under seal. This means that, as a general rule, all dealings with land (eg the transfer of registered freehold or leasehold property and the granting of leases, mortgages and easements) must be effected by deed, although there are exceptions when it is sufficient for a document to be signed by a duly authorised official (eg sale agreements and the grant of certain tenancy agreements for periods of not more than three years).

Section 20(4) of the Further and Higher Education Act 1992 provides that execution of a document by a corporation under its seal shall be treated as conclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on a person challenging the document to prove a contrary intention.

Commentary

This clause provides that the application of the seal by the Corporation must be authenticated by two signatures - those of the Chair and another Corporation member. Only the Corporation may authorise, specially or generally, a member, other than the Chair, to sign and authenticate the seal, together with any other Corporation member.

The corporation seal should be adopted by resolution and the affixing of the seal on each occasion should be authorised in advance by a resolution of the Corporation minuted by the Clerk. Specimen resolutions are set out below:

“Corporation Seal

It was reported at the meeting that the Corporation Seal had been obtained and it was RESOLVED that the Seal, an impression of which appears in the margin, be and is approved and adopted as the Corporation Seal of Stratford-upon-Avon College and that [the Chair and any other Corporation member] or [the Chair or and any other Corporation member] be authorised to authenticate the application of the Seal.”

“Application of Corporation Seal

The proposed [disposal/purchase/leasing/other transaction] by the College on the terms previously outlined was discussed [and it was reported that the requirements of the LSC Financial Memorandum had been complied with in the following respects:]

It was RESOLVED that the Corporation Seal be applied to the [Transfer/Lease/ other Deed] in the presence of the [Chair and any other Corporation member] or [the Chair or and any other Corporation member].”

For further guidance see Eversheds annotated office copy of the Instrument and Articles of Government from which the above extract has been taken for internal use only.

34. INSURANCE

In most circumstances, if there is a major problem resulting in loss to a third party (for example a supplier), the aggrieved person is most likely to sue the College as a Corporate Body and not individual Governors. However, in certain exceptional circumstances, s/he may be able to sue an individual Governor. Section 145 of the Learning & Skills Act 2000 covers liability of FE Governors as non-executive directors. This section provides that, where a Governor is faced with civil legal proceedings, s/he may apply to the Courts for an order that determines his/her liability. If the Court is satisfied that the Governor has acted honestly and reasonably, the Court is empowered to make an order extinguishing, reducing or varying the liability. In the event of a Governor being held liable for an act or omission in an Employment Tribunal, the Governor may apply to a County or High Court for an order declaring that the act or omission was reasonable and honest. The legislation gives similar protection to that provided under Companies’ legislation and provides a considerable degree of legal protection for individual Governors provided they act honestly and reasonably.

As a further precaution, the College has taken out liability insurance for Governors and Officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act. Professional Liability insurance (including executive liability, professional indemnity and fidelity) indemnifies the College for acts by any member of staff acting in a managerial or supervisory capacity and any Governor to a maximum value of £1,000,000. This is the maximum for any one claim and also the total for claims through an insurance year.

35. CORPORATION POLICY STATEMENTS

The following policy statements were approved by the Corporation on the dates shown:

Access to College Information	11-06
Adoption Leave	7-08
Appointments Procedure for Employees other than Senior Post-holders	3-07
Code of Conduct for Corporation Employees	7-07
Code of Conduct for Corporation Members	7-08
College Charter <i>(reviewed annually but no changes)</i>	7-08
Child Protection	12-05
Compliments and Complaints Procedure	1-07
Counselling and Support Procedures for Employees Experiencing Difficulties in Performance of their Duties and Responsibilities	3-94
Dignity at Work / Harassment for Employees	7-07
Support Available for Students with Disability/Learning Difficulty	7-08
Governors' Code of Ethics	11-06
Grading Review/Appeals Procedure	7-00
Grievance Procedures for Employees Other Than Senior Post-holders	7-05
Health and Safety Policy Statement	7-02
Incapability Procedure	3-04
Independent Professional Advice for Corporation Members	12-03
Maternity Scheme	7-08
Parental Leave	3-01
Overseas Students Policy	3-05
Paternity Leave Guidelines / Family Dependents' Leave	12-03
Protocol of Engagement between Governors and Principal	3-04
Race Equality	7-05
Redundancy Procedures Agreement	Draft 5-06
Risk Management Policy	3-07
Rules Governing the Granting of Leave of Absence	3-06
Senior Post-holders' Appointment Procedure	7-06
Senior Post-holders' Disciplinary Procedure	7-08
Senior Post-holders' Grievance Procedure	3-99
Senior Post-holders' Redundancy Procedure Agreement	5-98
Sickness Leave Scheme	7-05
Stress Management at Work	7-05
Staff Disciplinary Procedure (excluding Senior Post-holders)	12-05
Student Disciplinary Policy	7-08
Student Union Constitution	6-96
Whistle-blowing Procedures	11-06

36. AMENDMENTS TO STANDING ORDERS OF THE CORPORATION

- 36.1 The Clerk to the Corporation will be required to keep under continuous review the provision of the standing orders with the intention of suggesting to the Corporation improvements / amendments to meet changed circumstances and they will be subject to formal review by the Corporation biennially.
- 36.2 Members of the Corporation may wish to suggest to the Clerk to the Corporation improvements / amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so the decision may be made.
- 36.3 Any amendment to the text of this document will require the approval of the Corporation.

37. RULES OF DEBATE AT MEETINGS

The following paragraph will only be activated where divisive issues are under discussion. They are intended to effect efficient discussion / debate and achieve clear decisions.

- 37.1 Agendas will normally include clear recommendations or, if appropriate, a range of options. In certain circumstances, it may be inappropriate for the Chief Executive or Chair to put forward a recommendation. In such cases, it should be made clear in the agenda that a decision will be required and the area in which the decision will be made. Whilst the recommendations may be adopted, there will be occasions when it is thought necessary to vary these in the light of discussion. The following paragraphs deal with motions, amendments and points of order.
- 37.2 A motion may be proposed by a member which, if seconded by another member, will be the subject of discussion by those entitled to do so.
- 37.3 There is an expectation that a motion which cannot be recorded immediately by the Clerk to the Corporation (for example, due to its length and/or complexity) will be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the terms of the motion.
- 37.4 Whilst a motion is being discussed, an amendment may be proposed by members. The amendment must be seconded by another member before it can be discussed or voted on.
- 37.5 Once seconded, discussion may then take place on the terms of the amendment. During this time, the original motion is put to one side. If the amendment is carried (ie a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and a new form of words becomes the substantive motion.
- 37.6 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 37.7 A member opposed to the terms of the motion will need to speak and vote against it. It is not possible to put forward an amendment in such circumstances where the purpose of the amendment is to contradict the meaning of the motion.
- 37.8 A member only partly opposed to a motion does have the facility to oppose the amendment.
- 37.9 A member proposes changes to motions by doing one of four things:
1. Omitting words
 2. Substituting words
 3. Inserting words
 4. Combining 1, 2 and 3 above.
- 37.10 At any time during a discussion, a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government of Stratford-upon-Avon College and/or the Standing Orders of the Stratford-upon-Avon College Corporation and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair will be final and shall not be challenged further at the meeting.
- 37.11 It is the responsibility of the Chair, working in collaboration with the Clerk to the Corporation, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions whilst avoiding repetitions and making sure that the item under discussion is not obscured. If members believe that it will be helpful for efficient conduct of business, one or other of the following motions may be put forward:
- That the question now be put; or
 - That the Corporation proceed with the next business.

- 37.12 Both motions outlined in paragraph 37.11 require a seconder. If such a motion is carried, it will be acted upon without further discussion. However, the Chair does have the right to give his/her views before the vote is taken so that an indication can be given as to whether or not the issue has been sufficiently discussed to proceed.
- 37.13 All discussions at meetings of the Corporation and its Committees will be conducted through the Chair.
- 37.14 Members are required to respect the right of others to express their personal views although nothing should be said or done which would bring Stratford-upon-Avon College or Stratford-upon-Avon College Corporation into disrepute.