

**KIDDERMINSTER COLLEGE
CORPORATION STANDING ORDERS**

Note: References in brackets are to paragraphs of the Instrument & Articles of Government.

1 Composition and Membership (2 & 3)

1. The composition of the Board will be subject to the provisions of Instrument paragraph 2 (composition) and, 3 (membership numbers). The current composition of the Board is determined to be:

1 Principal

2 Staff members (One from academic and one non academic staff)

At least 2 and not more than 3 Student members

And up to 14 members who have the necessary skills to ensure the Corporation carries out its functions.

Possible membership not less than 12 and not more than 20

- 1.2 The Clerk will maintain an up-to-date record of members, the duration of their appointment, and their declared interests.
- 1.3 The Board will, on the advice of its Search Committee, fill its vacancies as prescribed in the Instrument of Government paragraph 5 and will record the duration of appointment in each case.
- 1.4 The Board will appoint a Chair, Vice-Chair and Clerk as specified in the Instrument paragraph 6. The Vice-Chair will deputise for the Chair for any matter in his/her absence or at his/her request. The Principal, and staff members and any student member may not be Chair or Vice-Chair.
- 1.5 The Board shall determine the period of office which the Chair and Vice-Chair shall serve.
- 1.6 In accordance with Nolan, it would be exceptional for a member to serve more than two terms of four years.

2 Agenda

- 2.1 A meeting of the Board will be convened at least once a term and normally six times a year. The dates of meetings in the coming year will be published to members no later than the last meeting of any academic year.
- 2.2 All meetings of the Board of the Corporation will be supported by a formal written agenda paper and written reports which normally will be issued to members at least seven clear days in advance of the meeting, (as required under paragraph 12 (2) of the Instrument of Government).
- 2.3 Any member is entitled to request the Chair to hold over to the next meeting any paper circulated late or tabled; decision will rest with the Chair who may seek the views of the meeting.

3. Electing a Chair or Vice-Chair (6)

(normally at the final meeting of the academic year)

- 3.1 The Term of Office for Chair or Vice-Chair should be for one year.
- 3.2 The Chair or Vice-Chair retiring at the end of their respective terms of office are eligible for re-appointment *Instruments of Government 6(10)*.
- 3.3 At the meeting at which the appointment of the Chair and Vice-Chair is before the Corporation, the Clerk or Chair of Search Committee shall take the chair for the appointment of the Chair. Once appointed the Chair will take the chair for the appointment of the Vice-Chair.
- 3.4 Any governor who is the Principal, a member of staff at the College or who is a student governor shall not be eligible to be appointed as Chair or Vice-Chair.
- 3.5 The Chair and Vice-Chair will normally be appointed following a show of hands of governors present and voting at the meeting. However, if demanded by any one governor, the Chair and/or the Vice-Chair shall be elected by secret ballot. 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 cases where there is an equal division of votes between nominees, the Chair shall if necessary exercise a second or casting vote.
- 3.6 The Clerk should maintain a private record of the voting.

4 Attendance of Meetings

- 4.1 The Clerk to the Corporation shall be responsible for the maintenance of a record of attendance at Corporation and sub-committee meetings.
- 4.2 Where members become aware that they will be unable to attend a meeting, they should advise the Clerk in order that their apologies can be made to the meeting and that possible inquoracy can be identified at an early stage.
- 4.3 Any member who has been absent from three consecutive meetings will be invited to review his/her membership.

5 Quorum

- 5.1 Meetings of the Corporation will be quorate if 40% or more members are present.

6 Proceedings of the Meeting (14-15)

- 6.1 The Proceedings will be in accordance with Instrument of Government paragraph 14. At the start of the meeting the Clerk will establish whether the meeting is quorate. Should it not be so, no formal meeting will be held but members may agree to hold an informal discussion, recorded as such, elements of which may be presented to the next quorate meeting for note, endorsement, or formal resolution. If during the course of the meeting the number of members present ceases to constitute a quorum, the formal meeting will be immediately terminated. Similarly, if quoracy is achieved during the meeting, it may be declared a formal meeting for business considered subsequently.
- 6.2 Meetings will be recorded by the Clerk to the Corporation or his/her deputy.
- 6.3 No member of the public, the staff or student body, will be entitled to attend unless invited specifically by the Board.
- 6.4 Staff (and student) members will withdraw from the meetings as prescribed in Instrument 14.
- 6.5 Members must declare any likelihood or actual conflict of interest. Members of the Board may be required to withdraw, if a conflict of interest is identified.
- 6.6 Members of the Corporation "shall not be bound in their speaking and voting by mandates given to them by other bodies or persons" They serve as members, not representatives, and must take a personal view on each matter.

7 Special Meetings (12(4))

- 7.1 A special meeting of the Corporation may be called at any time by the Chair or at the request, in writing, of any five members. Where the Chair or, in his/her absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days, as he/she specifies.

8 Chair's Action

- 8.1 The Articles of Government clearly define the roles of the Corporation, Principal and the Clerk to the Corporation.
- 8.2 There may be occasions when issues arise which should be placed before the Corporation and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may take action, on behalf of the Corporation, on condition that such a course of action is not contrary to the Articles of Government or other regulations and it is reported to the Corporation, through the Clerk, as soon as possible.
- 8.3 The Clerk to the Corporation should ensure that the decision of the Chair should be formally reported to the next scheduled Corporation meeting, or by individual letters if more urgent.

- 8.4 The Corporation has decided not to delegate specific functions to the Chair of the Corporation as this may prove to be too restrictive.

9 Confidentiality

- 9.1 If any item is deemed by the Board to be confidential any interested party will be required to withdraw under clause 14(5-10) of the Instrument of Government.

In accordance with the Nolan principles, all minutes and accompanying papers are confidential until they have been approved by the following meeting of the Corporation unless the Corporation resolves that specified minutes and/or papers:

1. may be made available for public inspection one week after the meeting, or
2. should remain confidential thereafter.

10 Resolutions

- 10.1 Generally, decision will be reached by consensus, a vote being taken in the event of disagreement. However, significant matters of policy or decision will be by formal resolution, on a vote by eligible members of the Board, the Chair having a second or casting vote 14(2). Voting will be by show of hands unless the Chair or the Board require a secret written ballot. No member may vote by proxy or by way of a postal vote.

11 Minutes

- 11.1 Minutes of items not recorded as confidential will be published to members and published on the College website. It will be the Clerk's practice to maintain anonymity where appropriate or as directed by the Board. Any confidential minutes will be retained by the Clerk in a confidential minute file and will be issued only to the Principal and those other members who are not staff or students. Any tabled papers which the Board has agreed to receive will be issued by the Clerk to absent members after the meeting.

- 11.2 Minutes will be signed by the Chair after approval or amendment at the subsequent meeting and will be held in a minutes book by the Clerk. With the exception of the confidential minutes book this will be available for inspection by any member of the staff, the student body or the public.

12 College Seal (21)

- 12.1 The application of the seal of the Corporation shall be authenticated by the signature of the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose, together with that of any other member.

13 Committees

- 13.1 The Corporation shall appoint the Chair, and members of its Committees at the meeting before the start of the new academic year.

- 13.2 The term of office shall be for one year, but individuals will be eligible for re-appointment each year. Re-appointments will be made during the year in the event of resignations.
- 13.3 The Clerk will be responsible for ensuring that the Committees of the Corporation operate under similar procedures to those of the Board. The Clerk will maintain an up-to-date record of the constitution, membership, terms of reference, quoracy requirement, and expiry of term of office of members of the Board's committees. The Clerk will initiate the filling of vacancies through the College's election procedures where a vacancy is for an elected member. The Clerk will maintain a file of these Committees.
- 13.4 The Clerk will ensure that minutes of the Board's Committees, and such minutes of other Committees as the Board has determined to receive, are presented to the Board.
- 13.5 Unless otherwise agreed by the Corporation in individual circumstances, statements on behalf of the Corporation will only be made by the following:
- the Chair
 - the Principal & Chief Executive
 - the Clerk to the Corporation.

14 Conduct, Self-Evaluation and Training

- 14.1 Each member on appointment will receive from the Clerk a copy of the Instrument & Articles of Government and of the Governors' Code of Conduct. The Code will be reviewed and updated periodically by the Board. Each member will assist the Clerk to maintain a Register of the member's interests.
- 14.2 The board will undertake a self-evaluation exercise annually to ensure *inter alia* that it has properly executed its statutory duties as defined in the Instrument & Articles of Government.

15 Risk Management Control

- 15.1 The Board will regularly review at its Corporation meetings, the effectiveness of the arrangements for Risk Management Control throughout the College.

16 Publication of minutes and papers

- 16.1 Subject to paragraph (2), the Corporation shall ensure that a copy of –
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

16.2 There shall be excluded from any item made available for inspection 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 to the Corporation; or
- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

16.3 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (17.1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

16.4 The Corporation shall review regularly all material excluded from inspection under paragraph (17.2) (d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

17 Reimbursement of Expenses

17.1 Members of the Corporation may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of their other duties

17.2 A list of permissible expenses for reimbursement, as agreed by the Corporation, and application form is available from the Clerk to the Corporation. The reimbursement of expenses is reviewed periodically.

17.3 The application for the reimbursement of expenses is counter-signed by the Clerk to the Corporation before being passed to the Finance Department for payment.

17.4 Members of the Corporation may not be paid remuneration for their services.

18 Delegation

18.1 The Board may delegate certain of its duties to Committees or to the Principal. A record of current delegation is attached at [Appendix A](#).

19 Review

19.1 The above Standing Orders will be reviewed by the full Board annually. The next review date will be May 2012. If the Instrument and Articles of Government applicable to the College are changed before that date then the Standing Orders will be amended **within** three calendar months of such a change.

APPENDIX to Standing Orders

KIDDERMINSTER COLLEGE

CORPORATION: DELEGATION OF DUTIES

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Quorum:	As determined by the Corporation.
Membership:	As determined by the Corporation
Frequency of Meetings:	As determined by the Corporation
Status of Committee:	Advisory
Chair - Period of Office:	One year commencing 1 st August 2011
Vice-Chair - Period of Office:	One year commencing 1 st August 2011

Attendance by non-committee members: by invitation of the Committee.

Publication of Minutes: approved minutes will be placed on the College's website with confidential items removed from the minutes.

Public Access to Meeting: by invitation of the Committee only.

General: To review periodically those terms of reference of the Committee and to make recommendations to the Corporation as felt appropriate.

Agenda: Agendas are usually determined by the Principal and the Chair of the Committee with the assistance of the Clerk. Members of the Committee may request that items be considered for inclusion on the Agenda.

Confidentiality: The Committee has adopted a policy on the definition of matters to be regarded as confidential.

Clerk: the Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of their proceedings.

AUDIT COMMITTEE

Membership: Minimum two members of the Corporation (Principal and Chair not eligible)

Members: J.Grice(Chair) D Arnold J Corfield S Hammond (Staff Governor) M Terry

Quorum: Two members of the Corporation (excluding Principal)

Frequency of Meetings: Minimum of 3 per year

Terms of Reference - to advise the Corporation on:

- 1.1 The effectiveness of the College's whole system of internal control, and its arrangements for risk management control and governance processes and for securing economy, efficiency and effectiveness (value for money);
- 1.2 Approval of the annual Risk Register and Risk Plan and the subsequent termly monitoring of changes
- 1.3 The appointment, reappointment, dismissal and remuneration of the external auditor and the internal auditor service;
- 1.4 The scope and objectives of the work of the external auditor, and the funding auditor internal audit service;
- 1.5 Ensuring the co-ordination between the internal audit service, funding auditor and external auditor;
- 1.6 The audit strategy and annual internal audit plans for the internal audit service;
- 1.7 Internal audit assignments reports and annual reports and on control issues included in the external auditor's and funding auditor management letters, and management's response to these;
- 1.8 Relevant reports by the NAO and funding bodies, and where appropriate, management's response to these;
- 1.9 Monitoring, within an agreed time scale, implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, funding auditor and external auditor's management letters, and any spot check reports;
- 1.10 Establishing in conjunction with college management, relevant performance measures and indicators, and to monitor the effectiveness of the internal audit service, funding auditor and external auditor through these measures and indicators;
- 1.11 Producing an annual report for the governing body, which includes the Committee's advice on the effectiveness of the College's risk management control and governance processes. The report should incorporate any significant matters arising from the work of the internal audit service, the funding auditor and the external auditor;
- 1.12 Ensuring that all allegations of fraud and irregularity are properly followed up;
- 1.13 Being informed on all additional services undertaken by the internal audit service, funding auditors and financial statements auditors.
- 1.14 The approval of the annual Financial Management and Control Evaluation return

FINANCE & PERSONNEL COMMITTEE

Membership: Minimum of five members of the Corporation + the Principal

Members: A. Davis(Chair) L Bennett D. Cory S Hickman Principal K Stevens

Quorum: Three members of the Corporation

Frequency of meetings: Minimum of 6 per year

Terms of Reference –

Finance: To advise the Corporation on:

- 1.1 General financial matters affecting the College;
- 1.2 Financial regulations of the College;
- 1.3 The submission of the financial forecasts before being sent to the LSC and successor funding bodies;
- 1.4 Annual estimates of income and expenditure;
- 1.5 The end of year accounts before being sent to the LSC and successor funding bodies;
- 1.6 Financial matters referred to the Committee by the Corporation;
- 1.7 Monitoring the College's indebtedness.
- 1.8 Monitoring the financial elements in the College Risk Management Plan

Personnel: - To review and monitor:

- 2.1 The general framework of employment policies;
- 2.2 The level of pay awards to staff of the College (other than senior post holders)
- 2.3 Personnel matters referred to the Committee by the Corporation.
- 2.4 To monitor the pay/income ratio against Development Plan targets.

Resources: - To review:

- 3.1 The College's Accommodation Strategy-,
- 3.2 The annual planning cycle recommended by the LSC and successor funding bodies;
- 3.3 Proposals involving major resource allocations, i.e. over £100,000;
- 3.4 Resource matters referred to it by the Corporation.

REMUNERATION COMMITTEE

Membership: Members of the Committee shall be drawn from the members of the Corporation, other than staff or student members.

The membership shall be four members selected by the Corporation. The Chair of the Corporation shall be a member of the Committee. The Principal shall not be a member of the Committee.

Members: D Arnold (Chair) D Cory J Grice A. Davis K. Stevens

Quorum: Two members of the Corporation

Frequency of Meetings: Minimum 2 per year

Terms of Reference - to advise the Corporation on:

- (a) The remuneration of senior post holders including the Clerk to the Corporation
- (b) Appraisal policies for senior post holders including the Clerk to the Corporation
- (c) Other matters relating to the employment/contractual package of senior post holders

SEARCH COMMITTEE

Membership: The Committee shall comprise up to five persons:
the Corporation Chair
the Principal (ex-officio)
three persons of whom two shall be independent Corporation Members.

Members: K. Stevens (Chair) L Bennett D Cory S Farnaby Principal (ex-officio) C Warren

Quorum: Two members of the Corporation.

Frequency of Meetings: Minimum of 2 per year

Terms of Reference –

A to advise the Corporation on:

- 1.1 Nominating candidates for approval of the Corporation to fill vacancies on the Corporation, and for determining the process whereby candidates are nominated;
- 1.2 The composition, balance and procedures for appointment to the Corporation;
- 1.3 The development of policies and procedures for the induction, appraisal and governance development of Corporation members. .
- 1.4 And have power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.

B On behalf of the Corporation to:

- 1.1 Undertake skills audit of Governors to identify their expertise and interests.
- 1.2 To review Governance performance through the use of a self assessment process.

STANDARDS COMMITTEE

Membership: Minimum two members of the Corporation

Members: S. Farnaby(Chair) D Chipp (Staff Governor) S Hickman Principal
Student Governor(s) M Terry C. Warren

Quorum: Two members of the Corporation

Frequency of Meetings: Minimum 3 per year

Terms of Reference - to advise the Corporation on:

Non-delegated:

To receive recommendations concerning standards and targets in terms of retention, achievement and success rates and to endorse and modify them prior to submission to the Corporation for formal approval, having taken due regard of previous standards and targets within the College and appropriate national bench marking data.

Delegated

1. To receive and comment on reasons for below target performance in terms of retention, achievement and success rates and to agree actions
2. To monitor progress towards achieving the objectives set out in the College's Development Plan in terms of quality improvement
3. To receive and comment on standards and target established with support functions and cross college services in the College and compare these with available bench marking data.
4. To monitor progress in relation to action plans arising from external inspections of the College
5. To review and monitor the quality of teaching and learning within the College
6. To monitor the quality standards set out in the College's Risk Management Plan

STRATEGIC FORUM/COMMITTEE

Membership: Minimum two members of the Corporation
Minimum two members of the Senior Management Team

Quorum Four members of the Corporation

Frequency of Meetings 3 per year (on average)

Terms of Reference – to advise the Corporation on:

1. All matters relating to the strategic development of the College
2. To receive and discuss the draft Development Plan prior to its approval
3. To determine the key strategic issues to be addressed by the Committee
4. To provide recommendations to the Corporation on the strategic direction of the College