



**STOCKTON SIXTH FORM COLLEGE**

**CORPORATION STANDING ORDERS & TERMS OF REFERENCE**

**Approved:** November 2013

**Due for Review:** November 2014

The Corporation Standing Orders are an interpretation and summary of the regulations in the College's Instruments and Articles of Government. The full Instruments and Articles should be consulted for a definitive definition of the situation.

<b><u>CONTENTS</u></b>	<b><u>PAGE</u></b>
1. Membership of the Corporation	1
2. Appointment and Resignation of Members	1-2
3. Appointment and Role of Chair and Vice Chair	2
4. The Clerk	2
5. Calendar of meetings of the Corporation	3
6. Agenda of meetings of the Corporation	3
7. Attendance at meetings	3-4
8. Quorum	4
9. Procedure at meetings of the Corporation	4-5
10. Minutes of the meeting	5
11. Delegation of powers by the Corporation to the Chair and to the Vice Chair?	5
12. Access to meetings	5-6
13. Public access to meetings	6
14. Complaints	6
15. Committees/Terms of Reference	7-9

## **1 MEMBERSHIP OF THE CORPORATION**

The Corporation has a total membership of 15 governors. This comprises:

- The Principal
- 1 Parent Member
- 2 Staff Members
- 2 Student Members
- 9 Independent Members

The Principal is, invited to be a member of the Corporation and appropriate committees, unless she decides to apply her right to not be a member. Joanna Bailey, Principal was appointed on 22 August 2013 and has chosen to be a governor and member of the Corporation.

## **2 APPOINTMENTS AND RESIGNATIONS OF MEMBERS**

2.1 Where a vacancy exists for any of the 9 independent members, an appropriate recruitment process is adopted. Vacancies are filled by recommendation to the Corporation from the Search and Governance Committee.

2.2 There are procedures for the election of the Parent, Staff and Student members in accordance with Instrument of Government (2). These are overseen by the Clerk and operate independently of the Corporation but the Corporation approves the elected persons. Staff members should not regard themselves as Staff representatives or spokespersons, but as independent Governors speaking with knowledge and experience of the teaching and support situations.

2.3 Nomination Process:

Student Members as far as possible of the two members elected, one will be a second year student and one will be a first year student. One member shall be the President of the Student Council and one member will be the Vice-President of the Student Council. Each student governor will serve on the Corporation whilst they are enrolled as a student at the College.

Staff Member must have a contract of employment with the College (they may not be seconded or agency staff). Staff members are nominated and voted onto the Corporation by their colleagues. The Clerk to the Corporation will manage the election process on behalf of the Corporation.

Parent Member, shall be elected from the parent/legal guardians of the student body and will serve on the Corporation whilst they have a student enrolled at the College. The Clerk to the Corporation will manage the election process on behalf of the Corporation.

2.4 In the case of all newly appointed members, the Clerk shall send to the member written confirmation of the appointment and its terms and shall arrange the provision of suitable induction and background information to the members. The Clerk shall also obtain, in writing, the member's written acceptance of the appointment and declaration to serve.

2.5 At the beginning of each academic year, the Clerk will obtain written confirmation from each member of their continuing eligibility to serve as a governor.

2.6 For all Independent and Staff members, the term office is three years from the date of appointment. The maximum term of office of the Student members is the remaining duration of their enrolment at College and Parent members the remaining duration of their son/daughters enrolment at the College. There is no set period of office for the Principal.

- 2.7 Governors may be reappointed if so recommended by the Search and Governance Committee, provided that they are still eligible to serve in the category for which they were appointed; however it is anticipated that a governor would not serve continuously for more than three terms (each term 3 years, 9 years in total). In extraordinary circumstances the Search and Governance Committee may consider reappointing a governor for a period of time additional to 3 terms (9 years).
- 2.8 Governors may resign at any time during their period of office by giving notice in writing to the Clerk. Governors who do not wish to be considered for reappointment at the end of their term of office should inform the clerk of this detail.

### **3 APPOINTMENT AND ROLE OF THE CHAIR AND VICE CHAIR**

- 3.1 The Chair and Vice-Chair are elected for a one year period from the membership of the Governing Body, at the first meeting of the academic year. At the expiry of their term of office the Chair or Vice-Chair shall be eligible for reappointment.
- 3.2 The Principal, Staff and Student Governors are ineligible for these appointments, but may take part in the appointment process.
- 3.3 The Corporation requires that the Clerk will advise that an appointment will be made. Nominations for Chair and Vice Chair will be made in writing to the Clerk two weeks before the board meeting where the appointment will take place. The agenda for any Corporation meeting where such an appointment is to take place shall specify the appointment as an item.
- 3.4 Where the appointment of Chair is under consideration the Clerk will Chair the meeting.
- 3.5 Where there is more than one nominee for either office, the Chair of the meeting shall ascertain whether each nomination is seconded and shall call for a vote by show of hands for each seconded nominee.
- 3.6 In respect of duties and responsibilities of the Chair, at any time when the Chair is unavailable the Vice-Chair shall act in his/her place.
- 3.7 The Chair's main role is to provide leadership to the governing body. He/She will meet routinely with the Principal and Clerk between Board meetings. The Vice-Chair will act in the place of the Chair and support him/her in ensuring effective governance.

### **4 THE CLERK**

- 4.2 The appointment and dismissal of the Clerk is determined by the Corporation, in accordance with the procedure devised by the Senior Staff and Employment Committee.
- 4.3 The Chair will appraise and review the performance of the Clerk and the Senior Staff and Employment Committee will annually review the performance appraisal of the Clerk.
- 4.4 In the absence of the Clerk, the Corporation will designate a temporary Clerk. The Principal cannot be appointed as temporary Clerk.

## **5 CALENDAR OF MEETINGS OF THE CORPORATION**

- 5.1 There will be eight meetings of the Corporation during the academic year.
- 5.2 An annual schedule of Corporation and Committee meetings is agreed prior to the start of the academic year. Subject to the agreement of members, a committee may re-schedule a planned meeting to accommodate member's commitments.
- 5.3 Special meetings may be convened in accordance with the provisions of the Instrument of Government (12.4).

## **6 AGENDA OF MEETINGS OF THE CORPORATION**

- 6.1 A draft agenda is prepared by the Clerk according to the annual schedule of business and in consultation with the Chair and the Principal. They consider items requested by others (see 6.2).
- 6.2 Any member of the Corporation can contribute an item to be considered for inclusion on the agenda, either at a previous meeting or by contacting the Clerk fourteen days prior to the date of the meeting (with agreement of the Chair) and provide all necessary details and papers for distribution.
- 6.3 The agenda for any meeting of the Corporation or its committees will be sent to members, together with relevant papers at least seven days before the date of the meeting. Members must be notified in writing of any special circumstance which prevents agenda's and/or papers being sent at the prescribed time.
- 6.4 One of the first items on the agenda will be Declaration of Interest. Governors will be asked to disclose any interest (either of a financial or non-financial nature) in respect of the business to be discussed, which might interfere or be perceived to interfere with their independent judgement.
- 6.5 In certain circumstances a Corporation member, staff member, student member or the Clerk may be asked to withdraw from the meeting during the discussion of a particular agenda item.
- 6.6 The published agenda which items the various reports refer.
- 6.7 The Chair shall ensure that there is sufficient opportunity for members to debate matters on the agenda

## **7 ATTENDANCE AT MEETINGS**

- 7.2 Apologies for absence should be submitted either in writing, by e-mail or by telephone to the Clerk, as soon as possible before the meeting.
- 7.2 Absence by a member from meetings of either the Corporation or of a Committee, for more than three consecutive meetings or for six months, is referred to the Search and Governance Committee for consideration of that member's position as Governor, and subsequently a recommendation made to the Corporation. The same procedure will be adopted if a member does not attend for the full duration of a meeting.

7.3 The College's Code of Conduct for Governors (section 11) states that a high level of attendance at meetings of the Board and its Committees is expected so governors can perform their functions properly. The expectation is that the average attendance of a member at Corporation and Committee meetings will be 70%.

7.4 The Clerk shall maintain a record of attendance at meetings of the Corporation and its committees. The Corporation may, at any time, review the attendance record and chose to exercise its right, under (9.2) of the Instrument of Government to remove a member from office.

## **8 QUORUM**

8.1 Governing Body meetings will be considered quorate when 40% of the total membership is present. In the case of the current membership number being determined at 15, the quorum is 6 members.

8.2 Rules of quorum apply at all points in the meeting, so if a member arrives late or leaves the meeting early and there ceases to be a quorum, the meeting shall be terminated and another meeting will be arranged as soon as possible.

8.3 Vacancies are included in the calculation of total membership.

## **9 PROCEDURE AT MEETINGS OF THE CORPORATION**

9.1 Meetings are chaired by the Chair of the Corporation or, in his/her absence, by the Vice Chair. If both the Chair and the Vice-Chair are absent, the meeting is chaired by a temporary Chair elected by and from the members.

9.2 If a member has a financial or other interest in any business on the agenda, which could be prejudicial to the discussion, the member should declare it, giving details of its nature and extent, when asked to do so at the beginning of the meeting by the Chair as a standard agenda item.

9.3 All members must address or speak through the Chair.

9.4 The Principal, Staff Members, Student Members and the Clerk are all required to withdraw from part of the meeting under certain circumstances. The Principal, if her own conduct or terms of employment are being discussed; Staff Members if their own conduct or terms of employment or those of any other individual, named member of staff are being discussed; Student Members, if any individual named member of staff is being discussed or for any other reason, at the discretion of the Chair; the Clerk, if her own conduct or terms of employment as Clerk are being discussed, but for no other reason.

9.5 A student member under the age of 18 shall not vote at a meeting of the Corporation or at any of its Committees on any item concerning any proposal for either the expenditure of money or entering into any contract, debt or liability. However, their views and contributions are encouraged, valued and important.

9.6 The usual method of registering a vote is a public show of hands. The Chair, may, choose the option of a ballot where that is deemed appropriate. The Chair has a second or casting vote.

9.7 Committees may co-opt external members. If a Committee wishes to co-opt an external member it must submit a recommendation to the Corporation for approval.

## **10 MINUTES OF MEETINGS**

10.1 Draft minutes of the Corporation and committees are prepared by the Clerk, except where his/her remuneration/performance is being considered and agreed by the Chair.

10.2 The minutes will be taken as an agenda item at the next meeting where they will be formally agreed and signed by the Chair. The agreed minutes of the Corporation and Committees are placed on the College web site and will remain there for 12 months.

10.3 The Corporation intends that as much of its business as possible is conducted transparently, but certain matters that Governors deem fit becomes the subject of Confidential Minutes. Governors must respect the confidentiality and not disclose the content of the item outside the governing body.

10.4 If an item subsequently ceases to be confidential, it will be declared as such as soon as possible and will be available in public copies of the Corporation's business.

Standard reasons for Confidential Minutes are:

- Statement about an individual named member of staff or student
- Statement provided in confidence by a third party, who has not authorised its disclosure
- Any business relating to a commercial transaction
- Matters, which would damage, or be considered likely to damage the College's reputation in the eyes of current and future students
- Any matter which the Governing Body is satisfied should be dealt with on a confidential basis.

## **11 DELEGATION OF POWERS BY THE CORPORATION TO THE CHAIR AND TO THE VICE CHAIR OF THE CORPORATION**

11.1 The Chair is empowered to take executive decisions on his or her own account in matters of an emergency nature, without the opportunity for prior discussion by the Corporation because delaying that action would be disadvantageous to the College. It is expected that the Chair would consult the Principal, other members of the Corporation and the Clerk in making the executive decision. The Chair may take such action provided it does not commit the Corporation to net expenditure in excess of £50,000. The Chair is required to communicate any executive decision taken, to the Corporation, at the following meeting.

## **12 ACCESS TO MEETINGS**

12.1 The Vice-Principal and Finance Manager are invited to attend all meetings of the Corporation.

12.2 The Chair of the Corporation or of a committee may ask persons who are not members to attend meetings of the Corporation or of a committee to present papers relevant to the business of the meeting or to advise on particular items of business.

- 12.3 Persons invited to meetings for a particular purpose should be permitted to take a full part in the discussions concerning that item, but may not take part in any formal vote.

### **13 PUBLIC ACCESS TO MEETINGS**

- 13.1 Members of the public can on request attend the meetings of the full Corporation as observers and should not attempt to take part in discussion. Members of the public are made aware of meeting arrangements via the Schedule of Meetings on the website or by contacting the Clerk at the College.
- 13.2 Members of the public will be asked to leave the meeting when confidential items are presented for consideration.
- 13.3 The Corporation will publish and maintain a policy regarding public access to meetings.

### **14 COMPLAINTS**

- 14.1 A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk to the Corporation. Similarly, complaints against the Principal should be addressed to the Chair of the Governors c/o Clerk to the Corporation. Guidance on the procedure can be found in the Corporations Complaints Policy

### **15 COMMITTEES/TERMS OF REFERENCE**

- 15.1 The committees of the Corporation are the Audit Committee, Search & Governance Committee and Senior Staff & Employment Committee. In addition Working Parties, Task & Finish Groups and Panels may be established and convened by the Corporation as required.
- 15.2 Changes made to Terms of Reference/Standing Orders may occur at any time to incorporate new legislative requirements but must be recommended to and approved by the Corporation. All Terms of Reference/Standing Orders will, as part of the annual cycle of business, be reviewed at the first meeting of the new academic year, normally September.
- 15.3 Terms of Reference for the **Audit Committee** are as follows:

#### **Membership**

- The Audit Committee must comprise at least 4 members of the board, but must not include the chair of the corporation or the principal.
- The Principal and Finance Manager will attend all meetings to advise the Committee. The Committee reserves the right to consider appropriate matters without the Principal or Finance Manager being present.
- At least one member must have recent, relevant experience in risk management, finance and audit and assurance.
- Members shall be determined on an annual basis by the Corporation at its last meeting of the college year.

#### **Quorum**

- The Quorum for meetings shall be 3 governor members (not including attendees).



### **Frequency of Meetings**

- The Audit Committee shall meet in November, February and June.
- Any member of the Audit Committee may instruct the Clerk to call a meeting of the Committee to consider any business within these terms of reference. If so instructed, the meeting shall be called to meet within 14 days of the instruction, giving 7 days' notice to members.

### **Terms of Reference**

- assess and provide the Corporation with an opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of assets.
- to advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards;
- inform the corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- monitor within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor and of any reports submitted by other providers of audit and assurance services to the college;
- oversee the college's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned / actioned and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body;
- produce an annual report for the corporation. The annual report must summarise the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the audit committee's opinion on the adequacy and effectiveness of the college's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the audit committee's annual report must be submitted to the relevant funding body with the annual accounts.
- to consider and advise the governing body on the audit strategy and annual internal audit plans for the Internal Audit Service.

### **Election of Chair**

- The Chair shall be elected at the first meeting of the Audit Committee, at the start of each academic year.

### **Clerking of the Committee**

- The Clerk to the Corporation shall provide the clerking for the committee.

15.4 Terms of Reference for the **Search & Governance Committee** are as follows:

**Membership**

- The membership of the Search Committee shall be a minimum of 3 members, including the Principal and Chair of the Corporation
- Members shall be determined at the final meeting of the Governing Body in the college year
- Members shall serve for a period of one College year and shall be eligible for reappointment, this will be approved at the first Corporation meeting after August each year

**Quorum**

- The Quorum for the meeting shall be 2

**Frequency of Meetings**

- The Search Committee shall meet in October, February and June

**Responsibilities**

- The Committee shall be responsible for recommending candidates (for the Corporation's approval) to be governors of the Corporation and for determining the processes whereby candidates are identified
- The Committee shall, from time to time, consider and make recommendations to the Corporation on the Governing Body's composition and balance and on the procedures for appointment to the Corporation
- The Committee shall advise on the re-appointment of members of the Corporation
- The Committee shall be responsible for advising upon, monitoring and evaluating governor induction arrangements
- The Committee shall be responsible for advising upon, monitoring and evaluation of governor development activities
- The Committee shall regularly consider and make certain that there is appropriate succession planning in place for governors, vice chair and chair.
- The Committee shall regularly monitor governor attendance and take appropriate action to achieve good attendance by all governors
- The Committee shall establish the framework, as an annual basis, for a self-assessment of governance by the Board and to oversee any action plans for the improvement of governance practices
- The Committee shall review the Board's governance policies and procedures and make recommendations to the Board

**Election of Chair**

- The Chair shall be elected at the first meeting of the Search and Governance Committee at the start of each academic year

**Clerking of the Committee**

- The Clerk to the Corporation shall provide the clerking for the committee

**Reporting to the Governing Body**

- The minutes of the Search and Governance Committee shall be presented to the next meeting of the Governing Body

15.5 Terms of Reference for the **Senior Staff & Employment Committee** are as follows:

**Membership**

- The membership of the Senior Staff Employment Committee shall be a minimum of 3 members.
- The Principal shall not be a member of the Senior Staff Employment Committee but will attend meetings to advise the Committee.
- Members shall serve for a period of one academic year and be eligible for re-appointment.
- Membership of the Committee shall be determined at the final meeting of the Governing Body in the college year.

### **Quorum**

- The quorum for the meeting shall be 2 members.

### **Frequency of meetings**

- The Senior Staff Employment Committee shall meet in October and May.

### **Responsibilities of the Senior Staff Employment Committee**

- The Committee shall advise the Corporation on the specific employment package for the Principal and designated senior postholders, it shall consider the following component element:
  - basic salary
- The Committee shall evaluate annually the specific employment packages of the Principal and Clerk and other senior postholders (Vice Principal). The outcome of appraisal meetings and relevant data regarding senior staff shall be used to inform consideration of specific employment packages.
  - The Committee shall advise the Corporation on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal or any other senior postholder.
- The Committee shall oversee the employment of the Principal and Clerk to the Corporation, with particular focus on:
  - monitoring agreed performance objectives
  - monitoring professional development
  - appropriate human resources policies
  - induction and probationary period arrangements (where relevant)

### **Election of Chair of the Senior Staff Employment Committee**

- The Chair shall be elected at the first meeting of the Senior Staff Employment Committee in each college year.

### **Clerking the Committee**

- The Clerk to the Corporation shall provide the clerking for the committee (except where consideration of the Clerk to the Corporation is undertaken)

### **Reporting to the Governing Body**

- The minutes of the Senior Staff Employment Committee shall be presented to the next meeting of the Governing Body.