

**STANDING ORDERS OF
THE CORPORATION OF**

**THE WINDSOR FOREST
COLLEGES GROUP**

OCTOBER 2019



STANDING ORDERS OF THE FURTHER EDUCATION CORPORATION OF THE WINDSOR FOREST COLLEGES GROUP

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1. Introduction and Background

- 1.1 Procedural rules for the conduct of the Corporation are laid down in the Instrument of Government.
- 1.2 The Corporation published its original standing orders in June 1996. These are now incorporated or amended into the standing orders below, which take account of advice received since then, including the revised Instrument and Articles of Government, 1 January 2008, and since then to date.
- 1.3 The procedural rules already covered by the Instrument are reiterated within the standing orders so that they are available for ease of reference with other procedural matters. [References are shown in parentheses.]

2. Interpretation

- 2.1 The standing orders of the Further Education Corporation of The Windsor Forest Colleges Group establish rules that determine how meetings of the Corporation Board are to be conducted. In setting out such rules, this document draws on and refers to both the Instrument and Articles of Government, and the advice received from the Funding Agencies. In the event of any contradiction, conflict or omission between this document and the Instrument and Articles of Government, the Instrument and Articles, supplemented as required by professional legal advice, will prevail.

3. Appointment of Members

- 3.1 The membership of the Corporation will be determined from time to time by the Corporation having regard to provisions of the Instrument of Government and following advice received from the Governance, Search and Strategy Committee.
- 3.2 The Corporation will ensure that there is an appropriate balance of skills and experience and/or background of activities amongst members, including legal, human resources and financial management. Members will also endeavour to ensure that there is a reasonable balance in terms of gender and ethnicity on the Board to better reflect the community which it serves.
- 3.3 On appointment, a formal letter will be sent to the new member by the Clerk to the Corporation, indicating, amongst other matters, date of appointment, length of term of office and conditions of eligibility. Acceptance of the offer of appointment will be confirmed in writing by the proposed new member.

4. Induction of New Members

- 4.1 The Clerk to the Corporation will ensure that there are induction arrangements which will enable a new member to get to know the College and its senior staff, the structure and procedures of the Corporation and its committees, to be informed about further education, and the responsibilities and liabilities of being a member, including adherence to a code of conduct, and the necessity to declare financial and other interests.

5. Appointment of Chair and Vice Chair [Instrument 6]

- 5.1 The appointment of the Chair and Vice Chair of the Corporation will be in accordance with the Instrument, the current period of office one year, renewable annually by election. In the event of the cessation/lapsing of office or early resignation of an office holder, the Clerk to the Corporation will normally request nominations. If only one

nomination is received and seconded the nominee will be appointed to the office without the need for an election.

- 5.2 If an election is required, secret balloting may be used if requested by the Corporation. The Group Principal & Chief Executive [if a member], staff and student members are ineligible for appointment but may still participate in the election process by voting.
- 5.3 The Clerk to the Corporation or Vice Chair [if not a candidate] should preside at the section of the meeting dealing with the appointment process.
- 5.4 The Clerk to the Corporation will conduct voting in accordance with Standing Order 22.

6. Members' Register of Interests [Instrument 11]

- 6.1 The members will declare financial and other interests in accordance with Instrument 11.
- 6.2 Corporation members will co-operate with the Clerk to the Corporation in routinely disclosing all business interests [financial and otherwise] in order that a register of members' interests can be maintained and open for public inspection.
- 6.3 If the Clerk to the Corporation believes that a member has a financial or personal interest in an issue (as recorded in the register) but has not declared it in circumstances where it should be declared, she will advise the Corporation of this fact. The Corporation will decide whether or not the alleged interest relates to the issue in question.

7. Public Register of Corporation Membership

- 7.1 The Clerk to the Corporation will maintain an up to date public register of members, including the names, Corporation business address, date of appointment and cessation of membership, membership category, appointing authority, period of appointment and expiry date. Telephone numbers, e-mail addresses or private residential addresses of Corporation members will not however be made available to the public.

8. Special Meetings [Instrument of Government 12(4)]

- 8.1 Special meetings may be called at any time by the Chair, or at the request, in writing, of any five members. If there are matters demanding urgent consideration, as agreed by the Chair or Vice-Chair, it will be in order to give less than seven calendar days' notice, as long as the written notice convening the meeting includes an agenda clearly specifying details of the business to be conducted and considered.

9. Collective Responsibility of Members [Instrument of Government 11 &12]

- 9.1 Corporation members will stand by their collective decisions, even if they are not unanimous or even if a member was absent when a decision was taken.
- 9.2 Members will not make any statement to the Press, media or any public meeting without having first obtained the approval of the Chair. Members will not publicly criticise, canvass or reveal the views of other members which have been expressed at meetings.

10. Individual Contribution by Members [Instrument 11 and 12; Code of Conduct 3.2]

- 10.1 Each Corporation member will take a view on any matter of Corporation business and deal with it on its merits, taking the best interests of the Corporation into account.
- 10.2 Members cannot be bound in speaking and voting by any mandate given to them by any body or person. Nominating bodies cannot require nominees to vote in a particular way.

11. Attendance at Meetings [Instrument 10; Code of Conduct 9]

- 11.1 In accordance with the Instrument, the Corporation may, by notice in writing, remove a member from office, if that member has been absent from meetings of the Corporation and/or its Committees for a period longer than six consecutive months, without the permission of the Corporation. The Clerk to the Corporation will maintain a register of attendance at meetings for future reference by members and other interested parties.
- 11.2 The Clerk to the Corporation will bring to the attention of the Chair, the attendance record of any member who has been absent from meetings of the Board and/or its Committees for a period of more than four consecutive months.
- 11.3 When the Corporation considers whether a member should be removed from office, account shall be taken of any special circumstances, which may have led to the absences, including the attendance of any other Corporation/College related meetings in the intervening period.

12. Reimbursement of Expenses [Financial Regulations 9.0]

12.1 Admissible Claims

In accordance with the Instrument of Government (Clause 18), members of the Corporation are not entitled to remuneration for their services. Members may, however, receive a reimbursement to cover travelling costs and other out of pocket expenses, in accordance with the policy approved under financial regulation 9.0.

12.2 Travelling Expenses

Members who are otherwise employed by the College as a member of staff may claim for any mileage undertaken in their capacity as a governor, at the applicable College mileage rate.

Reimbursement for non-routine journeys shall be made in respect of official Corporation business such as attendance at conference and meetings with external bodies. The official claim form must be completed to show the reason for the journey, type of transport used and the cost. If practicable, a receipt for the purchase of the ticket or fare paid, or the ticket issued should be attached to the claim. If a private car is used the claim form should show the mileage recorded, details of the vehicle used and confirmation that it is insured for business use. A mileage rate that excludes any profit element shall be paid.

12.3 Subsistence & Overnight Expenses

Members may seek reimbursement for meals and/or overnight accommodation whilst on previously approved official Corporation business. They shall produce receipts or other proofs of actual expenses incurred.

12.4 Payment of Claims

Claims will be authorised by the Clerk to the Corporation, who will arrange for settlement, normally within 30 days of the date of submission. The Clerk to the Corporation will maintain a register of members' expenses claims which will be made available for inspection by the public on request.

13. **Withdrawal from Corporation Meetings [Instrument 11 & 14]**

13.1 Staff members of the Corporation must withdraw from meetings where:

- Their own conditions of employment are being considered (this provision includes the Group Principal & Chief Executive and/or the Clerk to the Corporation)
- The appointment of a successor to a staff member of the Board is being discussed/appointed (includes the Group Principal & Chief Executive and/or the Clerk to the Corporation)
- The terms and conditions of employment of a member of staff, senior to the Corporation staff member, are being discussed
[A resolution of the other members present will be required in the latter case.]
- Or where a majority of members present requires the staff members to withdraw.

13.2 Student members of the Corporation must withdraw from meetings where:

- An individual staff member's terms and conditions of employment are being discussed [on request from any one member of the Corporation]
- His/her conduct, suspension or expulsion, is being considered.
- Or where a majority of members present requires the student to withdraw.

13.3 In the case of conflicts of interest, members will use the Instrument of Government (Clause 11) and Code of Conduct Section 6, as guidance. After disclosure, members will withdraw from that part of the meeting at which the matter giving rise to the interest [financial or otherwise] is being considered, and on no account may vote in relation to the matter.

14. **Agenda Planning [Instrument 12]**

14.1 If a member wishes to include an item on a meeting agenda this must be received in writing (with supporting documentation) by the Clerk to the Corporation at least two weeks in advance of the meeting. The Clerk to the Corporation will refer the matter to the Chair, having given advice as to whether the matter is within the Corporation's responsibilities and/or power to determine.

14.2 The agenda will be drawn up by the Clerk to the Corporation in consultation with the Group Principal & Chief Executive and Chair, as required, except in those circumstances detailed in the Instrument (12(3)).

15. **Urgent Business – Corporation/Committee Agendas**

15.1 Urgent matters which have arisen since the agenda was compiled and circulated, will be referred to the Chair in advance of the meeting, and if agreed, declared at its commencement. In the interests of efficiency, no other urgent items will be permitted.

16. Documents for Meetings

- 16.1 All College reports for normal business meetings should be received by the Clerk to the Corporation in sufficient time to enable them to be copied and despatched with the agenda at least seven days before the meeting. Reports should be as brief as possible while still ensuring that all the relevant information is presented to Governors. They should follow the standard College format for Corporation/Committee reports.

17. Despatch of Documents [Instrument 12]

- 17.1 With the exception of the circumstances detailed in Instrument 12, all supporting documents for the consideration of members, should be received by them at least five working days before any scheduled meeting. Written notice of the meeting and agenda will be sent to members at least seven calendar days before the date of the meeting.

18. Access to Corporation Agenda Documents [Instrument 18]

- 18.1 Members of the public, students and staff may have access to published non-confidential Corporation agendas, and approved, signed minutes. Supporting reports and documents to be considered at a meeting will normally be available after the relevant meeting.
- 18.2 Public access to agenda and approved signed minutes will be provided during normal office hours at the College, by arrangement with the Clerk to the Corporation.
- 18.3 Confidential minutes, supporting documents and any papers that the Corporation have decided should be treated as confidential, will not be made available.

19. Access to Meetings by the Public [Instrument 17]

- 19.1 The Corporation alone is responsible for deciding whether to invite observers, participants and advisers to its meetings but in accordance with its commitment to openness and transparency, the assumption is that meetings are normally open to the public except where otherwise specified. Members of the public can be asked to withdraw from the meeting, if an item is deemed confidential.
- Members of the public will not have speaking rights at any time, during a Corporation meeting. They may however be invited to speak by the Corporation (on specific occasions) at its discretion.
 - The Chair will have the authority to suspend the meeting at any time in the event of disruption or the threat of disruption. When it is possible to recommence the meeting, the Corporation will re-consider whether non-members may be in attendance at the meeting. The decision of the Corporation in such matters will be final.

20. Attendance at Meetings

- 20.1 **Corporation:** Attendance at meetings by persons other than members and the Clerk to the Corporation will be encouraged and welcomed, except for confidential items or items provided for in the Instrument of Government.
- 20.2 **Committees:** Attendance at meetings by persons other than members of the Committees and the Clerk to the Corporation will be as specified in the terms of reference of the relevant Committee.

20.3 The amendments to the bespoke Instrument and Articles of The Windsor Forest Colleges Group were approved by the Board on 11 December 2013 and state that attendance at meetings can now be achieved through telephone conferencing. The Instrument and Articles also provide for written resolutions in respect of Board decisions.

21. Quorum [Instrument of Government 13]

21.1 The quorum of meetings of the Corporation shall be as detailed in the Instrument of Government, and for Committees, in their terms of reference.

22. Rules of Debate

- All discussions at Corporation and Committee meetings will be conducted through the Chair.
 - A motion proposed by a member, and seconded by another member, will be the subject of discussion by those entitled to participate.
- 22.1 A motion, which cannot be recorded immediately by the Clerk to the Corporation, will be put in writing by the member proposing the motion, before it is discussed. There should be no subsequent debate as to the terms of the motion.
- While a motion is being discussed, an amendment may be proposed by a member. The amendment must be seconded by another member before it can be discussed or voted on.
 - Once seconded, discussion will then take place on the terms of the amendment. During this time the original motion will be put to one side. If the amendment is carried [i.e. a majority of those members present and entitled to vote are in favour of the amendment], the original motion will be changed and the new form of words will become the substantive motion.
 - The wording of an amendment can change the meaning of a motion but it cannot contradict it.
 - A member opposed to the terms of a motion will need to speak and vote against it. It will not be possible to put forward an amendment.
 - Amendments will propose changes to motions by doing one of four things - omitting words, substituting words, inserting words or combining all three.
- 22.2 It is the responsibility of the Chair to ensure that all members have the opportunity to contribute, while avoiding repetitive discussion and making sure that the subject matter before the Corporation is not lost sight of. For the efficient conduct of business, members may intervene to move that “the question now be put” (ie whether the Corporation agrees/disagrees with the recommendations of the report under discussion) or “the Corporation proceed with next business”.
- The latter two motions will require a seconder. If the motion is carried, it will be acted upon without further discussion. The Chair will have the right, however, to give his/her view, before the vote is taken so that an indication may be given as to whether the issue has been sufficiently discussed to proceed.
 - Members are required to respect the right of others to express their personal views although this right should not be exercised to say or do anything which could bring the Corporation into disrepute.

23. Voting [Instrument of Government 14]

- 23.1 Proceedings of meetings in respect of voting shall be in accordance with the Instrument of Government.

24. Reconsideration of Resolutions [Instrument of Government 14]

- 24.1 No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 24.2 If a member wishes consideration to be given to the rescission or variation of a resolution, he/she should contact the Clerk to the Corporation, who will inform the Chair.
- 24.3 At a subsequent meeting, the subject matter will appear on the agenda, together with an indication that there is a proposal to vary or rescind the previous decision.

25. Duration of Corporation Meetings

- 25.1 Meetings should not normally last more than two hours; the Corporation may decide to take a short break at some stage in the course of the meeting, which will not count towards the duration. At the commencement of the meeting, members should fix a target completion time. At the agreed time, if business has not been completed, the meeting should either end, to be re-convened at a later date, or a continuation agreed by all members for a further short period.

26. Minutes [Instrument 16 And 18]

- 26.1 The Clerk to the Corporation will arrange for the minuting of every Corporation and Committee meeting. The draft minutes of a meeting will normally be circulated to members, within two weeks of the meeting, subject to approval in the first instance by the Chair of the relevant meeting.
- 26.2 Draft minutes of Committees will normally be circulated to all Corporation members with the agenda for the next meeting of the Board.
- 26.3 The Clerk to the Corporation will maintain a separate secure file of confidential minutes either Part II or very occasionally Part III which represent the excluded items defined in Instrument of Government 17.
- 26.4 The staff and student members who have withdrawn from the meeting in accordance with the Instrument of Government will not be entitled to see the minutes of that part of the meeting.

27. Access to Committee Minutes [Article 8]

- 27.1 Members of the public, students and staff, and senior post holders are entitled to have access to the non-confidential minutes of Corporation committees.

28. Clerk to the Corporation as Correspondent

- 28.1 The Clerk to the Corporation will conduct all correspondence on behalf of the Corporation, including that with staff and students and/or their representatives.

- 28.2 Any members of the public wishing to write to members of the Corporation, concerning matters within their powers and responsibilities, may do so by providing the Clerk to the Corporation with sufficient copies of any documentation. Normally, no charge will be made for postage for forwarding a document to members although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. [Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.]

29. Delegated Powers of Chair

- 29.1 The Chair will act within the powers outlined in the Instrument and Articles of Government, the Corporation's financial memorandum and regulations, code of conduct, any other procedures determined by the Corporation, and any terms of reference approved for the Chair, by the members.
- 29.2 The Chair may deal with such matters between meetings as he/she has been specifically authorised to do by the Corporation Board.
- 29.3 In the event of a matter, which is judged too urgent to await a scheduled meeting of the Corporation Board, a special meeting may be convened. Action by the Chair will only be taken if specifically authorised in advance by the whole Corporation.
- 29.4 The Clerk to the Corporation will record any action taken by the Chair between meetings in accordance with the authority delegated by the Corporation and will report this to the members, by correspondence and/or to the next scheduled meeting.
- 29.5 The Group Principal & Chief Executive will keep the Clerk to the Corporation involved and informed on any issues relating to the action of the Chair. Similarly, the Clerk to the Corporation will keep the Group Principal & Chief Executive briefed on any matters that require her attention in respect of the Chair.
- 29.6 References in this procedure to the Chair, shall include, in his or her absence, references to the Vice-Chair.

30. Application of the Seal [Instrument of Government 21]

- 30.1 The application of the seal of the Corporation shall be authenticated by the signature of either the Chair or Vice Chair of the Corporation authorised generally or specifically by the Corporation to act for that purpose, together with the signature of the Group Principal & Chief Executive or any other governor.
- 30.2 The application of the seal should be approved in advance by the Corporation.
- 30.3 If an emergency occurs whereby there is no prior authority to use to seal, the Chair and (in his absence) the Vice-Chair should be delegated the authority to sign together with the Principal or one other governor, without specific prior approval by the Corporation, subject to the other conditions for signing being met.
- 30.4 All applications of the seal should in any case be subsequently noted and approved by the Corporation at the first opportunity and minuted accordingly.
- 29.7 The Clerk to the Corporation shall keep a record of the details of the application of the seal, for the information of the members.

31. Application of/Amendments to Standing Orders

- 31.1 These standing orders will apply, where relevant, to the committees of the Corporation, subject to any specific variations agreed by the committee in question, and confirmed by the Corporation.
- 31.2 The Clerk to the Corporation will be required to keep the Corporation's standing orders and related procedures under continuous review, with the intention of bringing forward improvements or amendments to meet changed circumstances, guidance or legislation.
- 31.3 Any amendments to the text of this document and any previous agreed standing orders/ procedures will require the approval of the Corporation unless they are covered directly or indirectly by statute, in which case such changes will be acted on without delay.