

Standing Orders

**Approved by the Corporation
15 October 2025¹**

¹ Previous revision 18 December 2024,

CONTENTS		Page
A	GENERAL	3
	Terminology	3
	Status of the Regulations	3
	Distribution	3
B	GOVERNANCE	4
	The Corporation	4
	Purpose	4
	Powers	4
	Responsibilities	4
	Membership	5
	Appointment/Re-appointment and Resignation of Members	5
	Meetings	6
	Chair's Action	7
	Election of Student Governors	7
	Election of Staff Governors	8
	Suspension of a Member	8
	Termination of a Member	9
C	CORPORATION COMMITTEES	10
D	CORPORATION WORKING GROUPS	10

A GENERAL

Terminology

1 The terms used in this document have the following meanings:

DfE	Department for Education
Funding Body	The government departments or agencies that provide funding to the College.
Corporation	The corporation of the College, comprising members appointed under the College's charter and the relevant statutory instruments to be responsible for its affairs
Finance and General Purposes Committee	The committee of the corporation charged with monitoring the financial affairs of the College
Head of Governance	The person appointed by the corporation to act as independent Head of Governance responsible for advising the corporation with regard to the operation of its powers; procedural matters; conduct of its business and governance practice.
Designated Senior post holders	The Principal/CEO, Deputy CEO/Vice Principal Curriculum & Quality, Vice Principal Corporate Services and the Head of Governance.
Senior Management Team	The Principal/CEO, designated senior post holders and others designated by the Principal/CEO
Vice Principal Corporate Services	The senior postholder responsible to the Principal/CEO for the College's financial management
Manager	Any member of the College's staff who has responsibility for managing part of the College's affairs or budget, including (but not limited to) heads of department, heads of faculty and members of the senior management team

Status of the Regulations

2 These Regulations are subordinate to the College's Instrument and Articles of Government, to applicable legislation or regulations and to any restrictions contained in the College's Funding agreements such as with the DfE.

Distribution

3 A controlled copy of these Regulations shall be posted on the College website and distributed to:

- (a) All members of the corporation
- (b) The Head of Governance
- (c) All members of the Senior Management Team

B GOVERNANCE

THE CORPORATION

Purpose

- 1 The purpose for which the corporation was established is:
 - (a) To determine the educational character and mission of the College and for oversight of its activities
 - (b) To ensure the provision of high quality further and higher education
 - (c) To carry on any other business or activity related to or necessary for the provision of further and higher education.

Powers

- 2 The corporation has the following powers:
 - (a) To own, acquire and dispose of land and other property
 - (b) To enter into contracts
 - (c) To borrow money and, in connection with such borrowing, to grant mortgages, charges or other securities in respect of any land or property owned by the corporation, in accordance with rules determined under Managing Public Money
 - (d) To invest any sums not immediately required for the purposes of carrying on any activities within its powers
 - (e) To accept gifts of money, land or other property and apply these, or hold and administer these on trust
 - (f) To do anything incidental to the conduct of an education institution providing further or higher education.

Responsibilities

- 3 The corporation is responsible for:
 - (a) Determining the educational character and mission of the institution and the oversight of its activities
 - (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - (c) Approving the quality strategy of the institution
 - (d) The effective and efficient use of resources, the solvency of the institution and the corporation and safeguarding their assets
 - (e) Approving annual estimates of income and expenditure

- (f) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Head of Governance
- (g) setting a framework for the pay and conditions of service of all other staff
- (h) the modification or revocation of the Instrument and Articles of Government.

The corporation is also responsible for the approval of the College's Strategic Plan and for regularly monitoring progress against its strategic targets.

Membership

- 4 The membership of the corporation shall be a maximum of 21 governors of which 2 shall be staff governors, 2 shall be student governors and the Principal/CEO.

Appointment, reappointment, and resignation of members

- 5 All members shall be elected by the full corporation.
- 6 Members of the corporation, other than student members, shall serve for a term of office of not more than four years.
- 7 Student members shall be elected by the student body.
- 8 Members at the end of their first term of office shall be eligible for re-appointment, subject to the limits set by the corporation (not exceeding two terms of four years).
- 9 A member may at any time resign his office by giving notice in writing to the Head of Governance.
- 10 Should a member be absent from meetings of the corporation or its committees or working groups for a period longer than six consecutive months without the permission of the corporation or become unable or unfit to discharge the functions of a member, the corporation may, by notice in writing to that member, remove him/her from office and thereupon the office shall become vacant.
- 11 If a member is aware that, for a defined period of time during their term of office, they are unable to attend meetings due to working away from home, scheduled medical treatment or other commitments, then they should notify the Head of Governance, giving details of the nature of their commitment and anticipated timescale. This information will be reviewed by the Chair of the Corporation and at the next meeting of the Search and Governance Committee and, at the discretion of the Chair/Committee, the member will be granted a leave of absence from meetings during the period. This sabbatical period will normally be for a period of one to two academic terms and would not normally extend beyond one year.
- 12 Any staff member (including the Principal/CEO) or student member shall cease to be a corporation member if they cease to be a member of staff or student of the college, and the office shall become vacant.
- 13 A student member shall cease to hold office if he/she is expelled from the college.

Meetings

14 Quorum:

Corporation meetings shall be quorate if at least 40% of the members are present.

15 Use of Televisual and Electronic Media for Meetings:

Members are expected to attend all meetings of the corporation and those committees of which s/he is a member in person. In some cases, members may join a meeting using audio conferencing, televisual facilities, or other visual electronic media where a hybrid option is available.

16 Chair:

- (a) The full corporation shall appoint its Chair and Vice Chair(s) at the last meeting before the expiry of their term of office, or at the first meeting following the resignation or removal from office of the Chair or Vice Chair.
- (b) The Principal/CEO, staff and student members are not eligible to be Chair or Vice Chair but may participate in the process of appointment.

17 In attendance:

The Head of Governance, or his/her nominee appointed by the Chair, shall attend every meeting.

18 Frequency of meetings:

The corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.

19 Summoning of meetings:

Corporation meetings shall be summoned by the Head of Governance, who shall send to the members notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

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. This meeting may be called with less than seven days' notice if the Chair (or in his/her absence, the Vice Chair) so directs, on the ground that there are matters demanding urgent consideration.

20 Agenda standing items:

The Head of Governance shall maintain a list of standing agenda items for each meeting, which shall be reviewed annually. These items shall be sufficient to discharge the corporation's responsibilities under the Instrument and Articles of Government.

21 Time limitations on decided questions:

If a decision has been resolved by the corporation, it may not 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, i.e., it cannot be changed under Matters Arising.

22 Written Resolutions:

A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

- (a) A quorum of members, as defined in Instrument 12 of the Instrument and Articles of Government vote whether in support of or against the motion.
- (b) A copy of the proposed resolution has been sent to every eligible member (in hard copy or electronically) at least seven clear days in advance of the date at which the resolution shall be resolved.
- (c) The proposed resolution will be accompanied by a statement informing the member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

23 Public access to meetings:

Meetings of the corporation (and its sub-committees) shall not be open to members of the public, press, staff, students, and other interested parties unless by prior agreement with the Chair.

Chair's Actions

- 24 There are exceptional times when it will be necessary for the Chair, or the Vice- Chair in her or his absence, to act on behalf of the corporation between meetings. There are occasions when issues arise which should be placed before the corporation, but the next scheduled meeting is too distant, and it is not thought appropriate to call a special meeting. In such circumstances, the corporation delegates to the Chair, in consultation with the Principal/CEO, authority to take action on behalf of the corporation, provided that such action is not contrary to the Instrument and Articles of Government or other regulations. The actions taken by the Chair shall be reported to the next scheduled meeting of the corporation, as appropriate.

Election of Student Governors

- 25 There will be two student governors, either of which can come from the FE or HE student population, with the proviso that at least one post must be filled by an FE student.

Student governors will serve for the term of their study at the college to a maximum of 4 academic years.

Elections will take place via an online poll in the summer term, and voting will be open to all students. The elected candidates will assume governor responsibilities from the start of the next academic year.

Candidates for election will come from the FE and HE class representatives and will normally be nominated in the summer term at the relevant representatives' meeting. Candidates may include FE and HE students but must include at least one FE student.

If a student governor resigns mid-year, nominations for replacement governors will be sought from the relevant class representative's group with an election being held at the earliest possible opportunity. In this case, the elected candidate will be expected to begin their governor role with immediate effect.

A student who is subject to a current/ongoing disciplinary process may not be eligible to stand for the office of Student Governor.

26 Election of Staff Governors

Staff members shall be elected by the staff body. Where a vacancy for a Staff Governor arises, expressions of interest will be sought from interested members of staff who will be briefed by the Head of Governance on the role and responsibilities of a Governor. Following this, formal nominations will be invited from those who have expressed an interest. An online election process will be instigated should there be more than one candidate.

Staff members are eligible to stand for two terms (of four years). At the end of their first term of office they are invited to stand for a second term, but the opportunity is open to all staff to apply. Elections will take place via an online poll and voting will be open to all staff.

A staff member who is subject to a current/ongoing disciplinary process may not be eligible to stand for the office of Staff Governor or to be considered for re-appointment.

27 Suspension of a Member* (also applies to Co-opted governors*)

The corporation may use its power to suspend a member under Instrument 9(3) of the Instrument and Articles of Government for a reasonable period of time, and in any event no more than a total of six months (or, in exceptional circumstances where criminal investigations are ongoing, until the end of such criminal investigations). At the end of this period, the suspended member shall either be fully reinstated as a member of the corporation or proceedings under Instrument 9(2) of the Instrument and Articles of Government shall be commenced immediately.

Concerns justifying the suspension of a member of the corporation include, but are not limited to, breach of the code of conduct, acting in a manner that has or is likely to bring the College, the corporation or the office of governor into disrepute or being the subject of internal investigation, court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor. Suspension of membership is a neutral act aimed at supporting the governing body, College, and member.

All concerns about a member should be referred to the Head of Governance who shall immediately notify the Chair of the Corporation or in their absence the Vice Chair of the Corporation. The Chair of the Corporation will discuss concerns with the member in question together with the Head of Governance in the first instance.

Any concerns about the Chair of the Corporation should be referred to the Head of Governance who shall immediately notify the Vice Chair of the Corporation. The Vice Chair of the Corporation will discuss concerns with the Chair of the Corporation together with the Head of Governance in the first instance. If there is no resolution at this stage, the Vice Chair of the Corporation, in consultation with the Chair of the Search and Governance Committee, the Head of Governance and the Principal/CEO will determine whether the Chair of the Corporation should be suspended pending the outcome of further investigation. The suspension of the Chair of the Corporation shall be determined by the Vice Chair in consultation with the Chair of the Search and Governance Committee, the Head of Governance and the Principal/CEO. The Vice Chair of the Corporation shall act as Chair of the Corporation during the Chair's suspension.

The member will be notified in writing of any decision to suspend and the reasons for this.

During any period of suspension, the member shall continue to receive notification of corporation or sub-committee meetings and a copy of the agendas, minutes and supporting

During any period of suspension, the member shall not be entitled to (i) attend any meeting of the corporation or its sub-committees (unless the member has been expressly invited by the corporation) either as a member or as an observer, (ii) count towards the overall quorum requirements for corporation or sub-committee meetings, and (iii) participate in the decision making process of the corporation either at meetings or through written resolutions.

A member who has been suspended cannot be disqualified from holding office for failure to attend meetings.

28 Termination of a Member* (*also applies to Co-opted governors**)

Where the corporation has reasonable grounds to believe that any of the conditions set out in Instrument 9(2) of the Instrument and Articles of Government are likely to be met, the Chair will place on the agenda of the next corporation meeting a motion to remove the member along the following lines:

That [NAME] be removed from office as member of the corporation with [immediate] effect [from [DATE]] in accordance with Instrument 9(2) of the Instrument and Articles of Government for the following reasons: [include outline reasons]

Prior to the next corporation meeting, the Head of Governance shall provide an overview in writing to the member to be removed of the reasons which justified the tabling of the above motion and remind the member of their right to make a statement (orally or in writing) at the next corporation meeting.

If the Chair has had any direct participation or personal involvement in the matters leading to the tabling of the above motion, the resolution should be proposed by a member other than the Chair who has had no involvement (or as little involvement as possible) in such matters.

The member concerned should be given sufficient early prior notification of the action proposed to be taken and of the charge that he or she will be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable the member to understand the charge to be answered and to prepare his or her own case.

The member named in the motion shall have the right to reply to the allegations made against him or her, either in writing prior to or at the meeting or through an oral representation in person at the meeting. The member will be required to declare an interest in the proceedings at the meeting and may be required to leave the meeting while the motion is considered, after s/he has had an opportunity to make his/her position known to the other members of the corporation.

At the conclusion of the debate, the corporation will adopt or reject the resolution by a simple majority vote in accordance with Instrument 13 of the Instrument and Articles of Government.

If the resolution is passed, the Chair must give notice in writing to the member:

- (a) Informing the member of the resolution, its date, and the fact it was passed; and
- (b) Removing the member from office in accordance with Instrument 9(2) of the Instrument and Articles of Government.

C CORPORATION COMMITTEES

Establishment of committees

1 The corporation shall establish and maintain the following committees:

Committee	Attendance	Standing Orders
Finance & General Purposes	Head of Governance Vice Principal Corporate Services Head of Finance SMT as required	Membership = 6 Quorum = 3
Audit and Risk	Head of Governance Vice Principal Corporate Services SMT as required Internal & External Auditors as required	Membership = 5 Quorum = 3
Search & Governance	Head of Governance	Membership = 7 Quorum = 4
Remuneration	Head of Governance Principal/CEO (as required)	Membership = 4 Quorum = 3
Performance Review & Quality	Head of Governance Deputy CEO/Vice Principal Curriculum & Quality SMT as required	Membership = 6 Quorum = 3
Special Committee	Head of Governance	Membership = 4 Quorum = 3

Committee Terms of Reference

2 The business of each committee shall be conducted in accordance with their terms of reference, which are reviewed annually by each committee and approved by the corporation.

D CORPORATION WORKING GROUPS

Establishment of working groups

1 The corporation has the power to establish and to delegate to working groups any of its functions for which delegation is not expressly prohibited.

2 As at 15 October 2025 there are the following working groups in operation.

Working Group	Specialist Attendance	Standing Orders
Property Steering Group	Head of Governance Vice Principal Corporate Services Head of Finance Head of Property Services	Membership = 6 Quorum = 3

New Finance System Task and Finish Group	Head of Governance Vice Principal Corporate Services Head of Finance Project Manager	Membership = 5 Quorum = 3
---	---	------------------------------

Terms of Reference

- 3 Each Working Group's business shall be conducted in accordance with the terms of reference established by the corporation at the formation of the group.
- 4 The Working Group governor membership shall remain as that originally elected throughout the duration of the group's existence unless determined otherwise by the corporation. Should a working group member resign, the group will seek a replacement from within the corporation membership and the Head of Governance shall advise the Board accordingly at the next corporation meeting.