NORTH HERTFORDSHIRE COLLEGE

STANDING ORDERS

APPROVED BY THE BOARD 2 NOVEMBER 2016

TABLE OF CONTENTS

COMMITTEES

1. Committees 3

ATTENDANCE

2. Attendance by members not appointed to committees 3
3. Observer status 3
4. Attendance by persons who are not members 3

SOURCES OF ADVICE

5. Routine advice 3
6. Additional advice 3
7. Procedural advice 4

MEETINGS AND DECISIONS

8. Preparation and presentation of papers 4
9. Process for taking decisions 4
10. Written resolutions 4
11. Urgency procedure 4
12. Concluding a discussion 4
13. Collective responsibility 4

POWERS OF THE CHAIR

14. Disciplinary powers of the Chair 5
15. Chair's action 5
16. Communications from the Corporation 5

COMMITTEES

1. *Committees*

In addition to the Committees established under the Corporation's Articles of Government (Audit Committee and Search and Governance Committee), the Corporation has established the following Committees:

a. Quality & Curriculum Committee

b. Finance Committee

c. Remuneration Committee

Terms of reference for each committee are agreed by the Board and revised periodically.

ATTENDANCE

2. *Attendance by members not appointed to committees*

A Member of the Corporation who has not been appointed to a particular Committee may attend a meeting of that Committee with the agreement of the Chair of the Committee or by direction of the Chair of the Corporation. In such circumstances they may speak as if they had been appointed but not count towards the quorum or vote.

3. *Observer status*

The Corporation has determined that there shall be a status of "Observer". An Observer is a person having the right to attend a meeting (or part of a meeting) and receive all non-confidential agenda papers. Standing arrangements for Observer status will be set out in the terms of reference for committees.

4. *Attendance by persons who are not members*

The Corporation may invite a person who is not a member of the Corporation or College staff to attend a meeting as an Observer.

The established practice of the Corporation is not to admit the public to its meetings or those of its committees. If the Corporation receives a request from another person to attend a meeting, it will be considered and determined by the Chair, in the context of its:

a. obligations under its adopted Code of Governance;

b. its ability to be advised on and discuss Corporation business in an uninhibited manner;

c. items on the meeting's agenda;

d. general practice; and

e. practical considerations.

The Board reserves the right to restrict attendance to part of a meeting only, and to exclude any attendee during the course of a meeting. Attendees agree to abide by any guidance issued by the Board, and to withdraw if instructed to by the Chair. Requests to observe a committee meeting will not normally be agreed to.

SOURCES OF ADVICE

5. *Routine advice*

Members of the Corporation may request advice from professional advisers appointed by the College, for example on legal, financial or estates-related matters. This will usually fall within existing terms of engagement, and may require consideration by a Committee if it is likely to result in a material change to an agreed programme of work (for example, the internal audit plan).

6. *Additional advice*

The Corporation may on occasion request that separate advice is sought from a body other than the College's existing advisers. In such cases, the Director of Governance will provide options.

The Director of Governance may commission legal advice on a specific matter, having informed the Chair of the Corporation and Principal/CEO of their intention to do so, and seek routine advice under any service subscribed to by the College.

7. *Procedural advice*

The Director of Governance is responsible for advising the Corporation on the nature and extent of its powers and responsibilities under the law and agreements entered into by the College. A ruling from the Chair during a meeting is final, but any governor may request that a matter of governance practice be referred to the Search & Governance Committee for further consideration.

MEETINGS AND DECISIONS

8. *Preparation and presentation of papers*

Papers may be presented by a governor or by a member of the College's Senior Management team (or their nominee). Where a paper has been drafted by someone other than a member of SMT, it shall be made clear which member of SMT has responsibility for the relevant area.

9. *Process for taking decisions*

Substantive decisions will be normally taken on the basis of a paper tabled in advance and listed for consideration on the agenda for a given meeting. Motions may be made by governors, questions are put from the Chair and, where necessary, voted on by members of the Board or committee.

10. *Written resolutions*

The Corporation may make a decision other than at a meeting if:

a. In the opinion of the Chair, it would be to the Corporation's disadvantage to delay a decision until the next meeting and calling a special meeting to discuss the matter would not be justified;

b. A motion in the name of a member of the Corporation is circulated by such electronic means as have been approved by the Corporation by the Director of Governance;

c. A majority of members entitled to vote upon the matter indicate their assent to the motion in writing within 14 days;

d. The Director of Governance informs members when the motion has been agreed to; and

e. Details of the decision are noted at the start of the next formal meeting of the Corporation.

A request from a member for a special meeting to discuss the subject of the motion shall be determined under the provisions of Clause 11 of the Instrument of Government.

Any decision taken under this process has effect from the point at which a majority of eligible members have indicated their assent. If the motion has not passed within 14 days of being circulated it shall lapse.

11. *Urgency* procedure

If a motion is made to temporarily suspend Standing Order No. 9 in order to enable an urgent matter to be discussed and decided, the Chair will—if they deem it to be in the interests of the Corporation—put the question formally to those governors present at a meeting.

12. *Concluding a discussion*

The Chair is responsible for maintaining a balance between facilitating debate and ensuring that business is conducted efficiently. A governor may propose –

a. That the subject under discussion be voted on (a "closure" motion); or

b. That further discussion be carried over to a future meeting (a "dilatory" motion).

The Chair will have discretion on whether to put either motion to a vote.

13. *Collective responsibility*

When the Board or a committee has determined a matter, governors will be bound by a duty of collective responsibility.

POWERS OF THE CHAIR

14. Disciplinary powers of the Chair

If a governor:

a. obstructs the business of a meeting;

b. persistently disregards a ruling from the Chair; or

c. otherwise behaves in a manner likely to bring the Corporation into disrepute,

the Chair may:

d. suspend the meeting; or

e. move that the governor be ordered to leave the meeting.

15. Chair's action

The Chair may act on behalf of the Board between meetings, subject to the Board being informed by the Director of Governance and the fact being noted at the start of the next meeting. Such action will only be appropriate when delay would be to the Corporation's disadvantage and it would be impractical to –

a. wait for the next scheduled meeting;

b. call a special meeting; or

c. seek a resolution in writing.

16. Communications from the Corporation

Communications from the Corporation may only be approved by:

a. the Corporation;

b. the Chair (having regard to Standing Order No. 15); or

c. the Vice Chair (in the absence of the Chair).

Routine correspondence on behalf of the Corporation is conducted by the Director of Governance.[1]

[1] Communications from the Corporation are by their nature limited in number than communications by the College and will generally be limited to matters falling exclusively within the Corporation's responsibilities. The purpose of this Standing Order is to reflect a distinction between the Corporation as the legal entity and the College as the 'activity' which it carries out. The responsibilities of the Corporation are set out in the Instrument & Articles of Government. Routine correspondence may include enquiries from regulators and other external bodies.