



SEEVIC COLLEGE CORPORATION

STANDING ORDERS

Made by the Corporation

05.11.11

PART ONE

INTRODUCTION

References:

- A. The Further Education Corporations (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007
- B. Governor Training Materials
- C. The College Governor
- D. Code of Conduct
- E. Audit Code of Practice

General

1. These Standing Orders detail of the framework within which the Corporation of Seevic College operates. They do not displace or take precedence over the Further Education Corporations (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007 or any amendments made thereto.
2. Members of the Corporation, as holders of public office should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these are contained in the Corporation Code of Conduct (Appendix1).
3. These Standing Orders may be varied at any time by resolution at a Corporation Meeting.

Governance Style

4. Philosophy. The Corporation shall be proactive; emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Corporation and staff and take collective decisions based on present circumstances not necessarily influenced by historical events.
5. Practical. To achieve the philosophy the Corporation will:
 - a. Adopt a discipline to facilitate focussed excellence in corporate governance;
 - b. Direct control and inspire through written policies;
 - c. Focus mainly on intended and longer-term impacts not on administrative processes;
 - d. Initiate policy rather than react to staff initiatives;
 - e. Integrate individual expertise to form a cohesive corporate entity;
 - f. Regularly monitor performance by self-evaluation and determine remedial corporate and individual development as necessary.

D Palmer
Chairman of the Corporation

SEEVIC COLLEGE CORPORATION

STANDING ORDERS

<u>PART ONE</u>	<u>PAGE No.</u>
Introduction	3
Index	3
<u>PART 2: PRELIMINARY</u>	
Standing Order	
1: Definitions	6
2: Standing Orders	7
<u>PART 3: CORPORATION REGISTER</u>	
Standing Order	
3: Corporation Membership	8
4: Standing Committees	9
5: Code of Conduct	10
6: Training Policy for Members and Clerk	10
7: Resolution of Conflict	10
8: Complaints Procedure (Against the Corporation, Members or Clerk)	10
9: Whistle Blowing (Public Interest Disclosure Procedure)	11
10: Liability and Indemnity Cover (for Corporation Members and Clerk)	11
11: Clerk	11
12: Adoption of Policies and Constitutions	12
<u>PART 4: MEETINGS OF THE CORPORATION</u>	
Standing Order	
13: Ordinary Meetings of the Corporation	13
14: Special (Extraordinary) Meetings of the Corporation	13
15: Quorum of Meetings of the Corporation	13
16: Attendance at Meetings	14
17: Access to Meetings	14
18: Publications of Minutes and Papers	14
19: Appointment of the Chairman and Vice-Chairman	14
<u>PART 5: PROCEDURE OF MEETINGS</u>	
Standing Order	
20: Agendas for Meetings	15
21: Conduct of Meetings (General)	15
22: Reconsideration of Resolutions	16
23: Voting	16
24: Schedule of Meetings	17
25: Minutes	17
26: Confidentiality of Corporation Papers	17

PART 6: DELEGATED AUTHORITY

27:	Emergency Action by the Chairman	19
28:	Committees and Sub-Committees	19

PART 7: DECLARATIONS OF INTEREST

29:	Interests of Members in Contracts and Other Matters	20
30:	Interests of Officers in Contracts and Other Matters	20

PART 8: MISCELLANEOUS

31:	Corporation Seal	21
32:	Independent Professional Advice	21
33:	Expenses	21
34:	Smoking	22
35:	Statements to the Media	22
36:	Access to College Information	22

PART 9: AMENDMENTS TO STANDING ORDERS

37:	Amendments to Standing Orders	23
-----	-------------------------------	----

PART 10: SCHEDULE OF ANNEXES TO STANDING ORDERS

24

SEEVIC COLLEGE CORPORATION

STANDING ORDERS

PART 2: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

(1) In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

“Articles” and “Instrument of Government” - the Further Education Corporations (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007;

“Corporation” – the Seevic College Corporation acting by any means which they may lawfully adopt;

“Chairman” - the Chairman of the Corporation or the Chairman of a committee or sub-committee as appropriate, and includes the Chairman of the meeting for the time being;

“the Clerk” - the person appointed by the Corporation to act as the Clerk to the Corporation;

“Committee” - a committee of the Corporation;

“College” – Seevic College;

“College year” - 1 August to 31 July;

“Delegated decision” - a decision of a committee or sub-committee taken in exercise of its delegated powers;

“Employee” - an employee of the College including those designated by the Corporation as senior postholders;

“Corporation” – The Seevic College Corporation acting by any means which they may lawfully adopt;

“in writing” or “written communication” – includes any form of electronic communication;

“Meeting” - a meeting of the Corporation, a committee or a sub-committee, unless described otherwise;

“Member” - in relation to the Corporation, a member of the Corporation; in relation to any committee or sub-committee a person appointed as a member of that committee or sub-committee, whether or not entitled to vote;

“Number of members” - in relation to the Corporation, the number of persons who may act at the time in question as members of the Corporation, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body;

“Officer” - any person employed by the College including those designated by the Corporation as senior postholders;

“Person presiding” - the person entitled, or appointed, to preside at any meeting;

“Principal” - the person appointed by the Corporation to hold the post of Principal;

“Senior postholder” - any officer graded as a senior postholder by the Corporation;

“Standing Orders” – the Standing Orders, attachments and annexes approved by the Corporation;

“Sub-committee” - a sub-committee of a committee;

“the whole number of members” - in relation to the Corporation, the total number of persons who may become members of the Corporation;

“the Specified Number” – the number of members required to constitute an activating motion in the context of the standing order.

- (2) Unless the context otherwise requires, words importing one gender include the other gender; and words in the singular include the plural, and vice versa.
- (3) Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.
- (4) Standing Orders marked * shall apply only to meetings of the Corporation. Other Standing Orders shall apply to all meetings of Corporation, committees and sub-committees (unless an Order expressly states otherwise) and the word “Corporation” shall be adapted accordingly in the context.

STANDING ORDER 2: STANDING ORDERS

- *2. No arrangements shall be made whereby a committee or sub-committee or officer may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. (see also SO 36)

PART 3: CORPORATION REGISTER

STANDING ORDER 3: CORPORATION MEMBERSHIP

3. (1) A full Profile and Register of Membership of the Corporation is at Annex A to these Orders. The membership shall reflect, as far as possible, the community and take account of gender, ethnicity and skills.
- (2) Members' terms of office shall be up to 4 years from the date of appointment to ensure rolling continuity of experience. Members shall not serve more than 2 successive terms of office, (or 8 years if appointed to a lesser term) nor return to office until after an absence of 4 years; the sole exception shall be if a member is elected chairman and approaching the end of his second term. In such instance the Search Committee shall consider and recommend to the Corporation accordingly.
- (3) Any member wishing to resign from the Corporation may do so at any time during his term of office by notifying the Clerk in writing, Members are asked to provide as much notice as the situation will allow. The Clerk shall read the letter of resignation at the next Corporation meeting after receipt.
- (4) Vacancies on the Corporation shall be filled as soon as practicable. The Corporation shall not:
 - a. appoint any person as a member;nor
 - b. co-opt any person as a co-opted member;unless it has first considered the advice of the Search Committee in relation thereto.
- (5) Members retiring at the end of their first term of office shall be eligible for re-appointment under the same conditions and with the same rigour that would be applied to their successor if they had not been re-appointed (but see also 3(2)). The Search Committee shall also consider the member's:
 - a. attendance record;
 - b. commitment to the College;
 - c. quality of contribution to the Corporation;
 - d. value in terms of expertise and interests;before advising the Corporation on the re-appointment. This is particularly of note when considering a reappointment beyond 2 successive terms. (see 3.2 above)
- (6) The Search Committee shall determine profiles and person-specifications for anticipated vacancies. No more than 2 members should be identified from the same organisation.
- (7) The Clerk shall write a letter of appointment for all persons appointed to the Corporation.

STANDING ORDER 4: STANDING COMMITTEES

4. (1) The Corporation shall establish standing (statutory) committees, to be known as:
 - a. the Search Committee;

b. the Audit and Risk Committee;

for the purpose and function respectively detailed in their Terms of Reference annexed to these Orders.

(2) The Corporation has the sole authority to, and may establish, further standing committees (non-statutory) for any purpose or function and delegate powers to such committees. Such committees shall be limited and authorised in all respects by their respective Terms of Reference, approved by the Corporation and annexed to these Orders.

(3) The Corporation has established further standing committees as defined in (2) above. These committees are:

a. Appraisal and Remuneration:

b. Finance and General Purposes (F&GP); and

c. Standards Committee.

In addition, the Corporation shall establish a Special Committee which shall function under the arrangements detailed in Article 12 as and when required.

(4) Committees shall:

a. assist the corporate governance process (Part one paras 3&4) and not interfere with the management detail of execution;

b. report only to the Corporation save by specific exemption and not interfere with the Principal's delegated authority;

c. have no authority over staff or interfere with current staff operations;

d. not identify with individual organisational areas or monitor specific policies after corporate adoption;

e. in order to complete delegated duties each committee may seek information from members, committees or employees;

f. any member wishing to resign his office may do so at any time during his term of office by notifying the Clerk in writing.

(5) Membership of committees shall be determined by the Corporation; membership shall be confirmed at the first Corporation meeting of each academic year. Members shall be eligible for re-election.

(6) Delegation of powers is authorised at SO 28.

STANDING ORDER 5: CODE OF CONDUCT

5. The Corporation shall determine a Code of Conduct for observance by all members and annexed to these Orders.

STANDING ORDER 6: TRAINING POLICY FOR MEMBERS AND CLERK

6. (1) The Corporation shall determine a training policy for members and the Clerk including induction training for new members, which shall include:

a. appointment, **if felt appropriate**, of an experienced member as mentor to new members for the first year on appointment;

- b. a formal period of induction training;
 - c. relevant training and development opportunities for all members and the Clerk.
- (2) Identification of funding to facilitate the Corporation development.

STANDING ORDER 7: RESOLUTION OF CONFLICT

7. (1) Corporation Members shall act and behave in a professional and businesslike manner. If a conflict exists between members the matter shall be referred for arbitration to the Vice-Chairman and 2 other members nominated by the Chairman. If the dispute involves the Chairman and/or the Vice-Chairman the Clerk shall invite 3 members to form an arbitration working group. The Clerk to the Corporation shall act as clerk to any arbitration-working group. Proceedings shall be completed in an expeditious and timely manner; in any event the Clerk shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress. Final resolution shall be recorded by the Clerk, signed by the Chairman of the arbitration working group and copies sent to all concerned and retained for the record.

STANDING ORDER 8: COMPLAINTS PROCEDURE. (AGAINST CORPORATION, MEMBERS OR CLERK)

8. (1) Complaints received against the Corporation shall be made, in the first instance, to the Clerk. Complaints to any employee or member shall be referred immediately to the Clerk without discussion or discourse. The Clerk shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the Clerk shall be referred to the Chairman and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of any body established to investigate the complaint, shall be made available to all concerned and retained for the record. The College Complaints procedure shall be followed as far as appropriate.

STANDING ORDER 9: WHISTLE BLOWING (PUBLIC INTEREST DISCLOSURE PROCEDURE)

9. (1) Whistle blowing is disclosure of what is considered to be malpractice; any member who has concerns is urged, initially, to raise them within the Corporation and not feel disloyal to colleagues or the Corporation in such action. The Corporation is committed to the highest possible standards of openness, honesty and accountability and Members are urged to voice any concerns. Some areas, which may fall within this scope (although not limited to), are suspicions:
- a. that a criminal offence has been, is, or is likely to be committed;
 - b. that a person has failed, is failing or is likely to fail to comply with any legal obligation;
 - c. that a miscarriage of justice has occurred or is likely to occur;
 - d. that the health and safety of an individual has been, is, or is likely to be endangered;
 - e. that the environment has been, is, or is likely to be damaged.

The College has a wider “whistleblowing” procedure which should be followed for wider issues, the detail above relates only to matters within the Corporation.

STANDING ORDER 10: LIABILITY AND INDEMNITY COVER FOR CORPORATION MEMBERS AND CLERK

10. Members and the Clerk have insurance against liabilities arising out of their respective offices. Details are available from the Group Finance Director.

STANDING ORDER 11: CLERK

11. Note: In accordance with S.7 of the Instrument of Government and S.3, 4 and 17 of the Articles of Government.
 - (1) The Corporation shall appoint a person, who is not a member, to serve as Clerk to the Corporation and to all established committees. The procedure for such appointments shall be determined in advance and approved by the Corporation. No arrangements shall be made in relation to such determined procedure whereby the statutory requirements for the appointment of the Clerk shall be limited.
 - (2) Article 7 requires that the Clerk shall be entitled to attend all meetings of the Corporation, Committees and Sub-Committees. If a meeting is to be convened when the Clerk is unable to attend, that shall be recorded in the minutes of the meeting where that is agreed.
 - (3) In the event of temporary absence of the Clerk the Corporation shall appoint a person to serve as temporary Clerk; any reference whatsoever to the Clerk shall include a temporary Clerk.
 - (4) The Principal shall be ineligible to be appointed as Clerk or temporary Clerk.
 - (5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chairman (and not the Clerk) shall, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers.
 - (6) The Clerk shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Clerk for the duration of such a meeting or part of a meeting.
 - (7) The Clerk shall have a job description, approved by the Corporation, detailing all extant duties and responsibilities, which shall not take precedence over or limit the statutory requirements of Articles 3 & 4.
 - (8) The Clerk shall have an annual appraisal of performance, which shall be completed by the Chairman of the Corporation

STANDING ORDER 12: ADOPTION OF POLICIES AND CONSTITUTIONS

- *12 (1) The Corporation shall approve and adopt general policies and constitutions, which govern and determine certain functions within the College. These are contained in various and appropriate College regulations and published.

PART 4: MEETINGS OF THE CORPORATION

STANDING ORDER 13: ORDINARY MEETINGS OF THE CORPORATION

*13. (1) All ordinary meetings of the Corporation shall be held on such days and at such times at Seevic College, Runnymede Chase, Benfleet, Essex. SS7 1TW (or any other place) as the Corporation shall determine.

STANDING ORDER 14: SPECIAL MEETINGS OF THE CORPORATION

*14. Note: In accordance with S.12(4) of the Instrument of Government.

- (1) The Chairman of the Corporation may at any time call a special meeting of the Corporation.
- (2) If the office of Chairman is vacant, or if the Chairman is unable to act for any reason, the Vice-Chairman of the Corporation may at any time call a special meeting of the Corporation.
- (3) If the offices of Chairman and Vice-Chairman are both vacant, or if both the Chairman and the Vice-Chairman are unable to act for any reason, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk.
- (4) Where a special meeting has been called the Clerk shall make arrangements for the meeting to be held within 14 days of receipt of the written notice. At such meetings the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.
- (5) Where the Chairman or Vice-Chairman 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 7 clear days, as he specifies.
- (6) Notwithstanding any of the above, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk. Where a meeting is called under this provision paragraphs (4) and (5) above shall apply together with all standing orders in force at that time.

STANDING ORDER 15: QUORUM OF MEETINGS OF THE CORPORATION

Note: Extract from s.13 Instrument of Government. Paragraphs 2&3 apply to meetings of any committee or sub-committee.

- (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3, together with any SFA members
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chairman may call a special meeting as soon as it is convenient.”

If members of the Corporation attend any Committee or Sub-Committee meeting under the provisions of SO 17(2) then they shall be counted towards and form part of the quorum for that meeting.

STANDING ORDER 16: ATTENDANCE BY MEMBERS OF THE CORPORATION

16. (1) Every member attending a meeting of the Corporation shall be recorded by the Clerk.
- (2) A member will be considered as being 'Absent' unless they notify the Clerk that their 'Apologies' should be given to the Chairman.
- (3) To assist the Clerk in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted on the day preceding the meeting at the latest, emergencies excepted.
- (4) Attendance by members of the corporation. The Clerk will present apologies to the meeting and check that the apology is accepted. Acceptance does not imply that the absence is condoned and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Corporation shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Corporation over a 6 month period shall be liable to disqualification from the Corporation, in such case the Clerk shall refer the matter to the Search Committee which shall make a recommendation relating to the termination or continuance of the membership to the Corporation accordingly.
- (5) In the event of a decision being required under (4) above, the matter will be placed on the agenda for the next meeting of the Corporation; the facts will be presented by the Clerk.
- (6) The member concerned (at (5)) shall be entitled to attend the meeting but not to vote on the matter.

STANDING ORDER 17: ACCESS TO MEETINGS

17. (1) Members of staff or the general public may not attend meetings of the Corporation.
- (2) Members of the Corporation may attend meetings of the committees by agreement with the Chairman of the Committee and shall form part of any necessary quorum. (see also SO15).
- (3) The Chairman of the Corporation may attend committee meetings. (see also (2) above)
- (4) The Clerk to the Corporation may attend all meetings.

STANDING ORDER 18: PUBLICATIONS OF MINUTES AND PAPERS

18. (1) Agendas, minutes and papers of completed meetings are published in advance of the next Corporation or committee meeting and are filed, for public scrutiny, in the College LRCs and shall be posted on the main College Intranet. Queries should be directed, in the first instance, to the Clerk.

STANDING ORDER 19: APPOINTMENT OF THE CHAIRMAN AND VICE-CHAIRMAN OF THE CORPORATION

- *19. (1) The Chairman and Vice-Chairman of the Corporation shall be elected at the last Corporation meeting before expiry of their term of office (normally the last meeting of the academic year). The period of office shall be 12 months. Where more than one candidate is proposed, for either office, the voting shall be by secret ballot (SO 23 refers). In the event of a tied vote the ballot shall be rerun. Should the vote continue to be tied then the issue shall be decided by lot under arrangements to be determined by the Clerk.

PART 5: PROCEDURE OF MEETINGS

STANDING ORDER 20: AGENDAS FOR MEETINGS

20. (1) The Clerk shall send written notice of a meeting of the Corporation, a copy of the agenda and papers (if practicable) at least 7 clear days in advance of the meeting. (but see (4))
- (2) The agenda shall be structured by the Clerk in consultation with the Chairman, Principal and other appropriate parties. The agenda shall show the order of business and confidential items.
- (3) All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda. There shall be no "Any Other Business" on the agenda.
- (4) The Clerk shall endeavour to ensure that all written reports are circulated with the agenda. Exceptionally, papers may be tabled at a meeting with the agreement of the Corporation.
- (5) Any member may request an item be placed on the agenda provided that written notice of the item is received by the Clerk 14 clear days in advance of the meeting.
- (6) A matter may be placed on the agenda as a late item of urgent business. The Chairman shall consider any request for urgent business raised at a meeting, after the Agenda Item relating to the minutes of the previous meeting.

STANDING ORDER 21: CONDUCT OF MEETINGS (GENERAL)

- 21 (1) (Except as provided by s11, 12 & 13 Articles) staff members (including the Principal) must withdraw from any part of a meeting discussing:
 - a. their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (this relates to matters concerning solely that individual as distinct from all members);
 - b. the appointment of his successor;
 - c. the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff senior to themselves (if other members so resolve);
 - d. student members shall withdraw from any part of the meeting where there is consideration of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff;
 - e. the Principal may attend and speak at any meeting even if not a member of the Corporation.
- (2) The Instrument defines specific rules regarding the normal frequency of meetings, the notice required to summon them, the circumstances in which special meetings may be called and the circulation of papers for meetings.

- (3) Any member who has a financial interest in any matter under discussion by the Corporation must declare that interest. Declaration of interest may also be required under company law for members of those Colleges conducted as companies. See also SO 29&30.
- (4) The rules on financial interest are waived in the case of any consideration by the Corporation of the need for insurance against liabilities arising out of their office.
- (5) The Instrument also specifies that no member may take or hold any interest in any College property or receive any remuneration for his or her services, other than as a member of staff, without the written approval of the Secretary of State for Innovation, Universities and Skills.

STANDING ORDER 22: RECONSIDERATION OF RESOLUTIONS

22. (1) No resolution shall be rescinded or varied unless its reconsideration appears on the agenda for a meeting. A resolution, which in this context means any formal decision by the Corporation cannot therefore be overturned or varied as part of discussions of matters arising from the previous minutes.

STANDING ORDER 23: VOTING

23. (1) Except where a requisition is made under the next paragraph voting shall be by show of hands (but see SO 19).
- (2) If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded.
- (3) The specified number of members is one fifth of the members entitled to vote at the meeting.
- (4) The Instrument of Government establishes that every question to be decided at a meeting should be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chairman having a second or casting vote in the event of a tie. Postal votes or proxy votes on behalf of absent members are not permitted. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- (5) Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chairman would normally simply ask for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts).
- (6) An individual member request for vote on an issue must be agreed by the Corporation. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes.

STANDING ORDER 24: SCHEDULE OF MEETINGS

24. (1) The Clerk shall prepare an annual schedule of meetings that meets the needs of the Corporation and is based on the strategic planning cycle.

- (2) The schedule shall also accord with the requirements of the Corporation to publish and make returns to Government Agencies as required.

STANDING ORDER 25: MINUTES

25. (1) The Clerk shall take and be responsible for the accurate recording of the minutes.
- (2) The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.
- (3) The minutes shall provide a brief resume of discussions, clearly show decisions made, nominate responsibilities and indicate relevant dates.
- (4) Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.
- (5) Members are not empowered to take a decision which is not minuted at a properly constituted meeting.

STANDING ORDER 26: CONFIDENTIALITY OF CORPORATION PAPERS

26. (1) All agendas, reports and other documents and all proceedings of the Corporation, committees or sub-committees and working parties shall become public following a meeting unless a decision is taken at a meeting to classify an item as being confidential. Copies of all papers not classified as confidential are available for public inspection from the College LRCs and the Clerk's office during normal working hours. (see SO 36)
- (2) The following reasons only shall be used in order to determine whether a matter is confidential:
 - a. personal information relating to an individual;
 - b. information provided in confidence by a third party who has not authorised its disclosure;
 - c. financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
 - d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
 - e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
 - f. legal advice received from or instructions given to the College legal advisors;
 - g. information planned for publication in advance of that publication;
 - h. information not otherwise covered above, but considered to be commercially sensitive.
 - i. information relating to the terms and condition, salaries or any such matter whatsoever concerning senior postholders' contracts of employment.
- (4) Any decision to classify a matter as confidential must be by means of a vote.

- (4) Each body of the Corporation shall undertake an annual review of the confidential minutes, at the first meeting of the academic year, and decide whether to release each confidential minute for the public record; in the event of declassification then the minute shall be published on the Seevic College website.

PART 6: DELEGATED AUTHORITY

STANDING ORDER 27: EMERGENCY ACTION TAKEN BY THE CHAIRMAN

27. (1) Where the Chairman is of the opinion that circumstances dictate action prior to approval through normal Corporation procedures, he may, following consultation with the Chairman and Vice-Chairman of the Committee within whose terms of reference the matter falls (if practicable) authorise such action.
- (2) Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation.

STANDING ORDER 28: COMMITTEES AND SUB-COMMITTEES

28. The Corporation has delegated certain functions and powers to the permanently established committees; these are specified in each individual Committee Terms of Reference and shall remain extant until revoked or varied by the Corporation. The Corporation may delegate certain powers and functions to temporarily established committees or sub-committees or working parties; these shall be detailed in the establishing paper together with the period of validity. (See also SO4)

PART 7: DECLARATIONS OF INTERESTS

STANDING ORDER 29: INTERESTS OF MEMBERS IN CONTRACTS AND OTHER MATTERS

29. (1) A member who has made an annual general declaration of an interest shall nevertheless orally remind the meeting of that interest should a matter affecting be raised. Any such reminder shall be recorded in the minutes of the meeting.
- (2) A member who has declared an interest in a contract, grant, proposed contract or other matter, whether by giving a general notice or by making an oral declaration at a meeting, shall withdraw from the meeting while the matter is under consideration. Unless the contract, grant, proposed contract or other matter is under consideration by the meeting as part of the report or minutes and as in either case not itself the subject of debate.
- (3) Any person, other than a member of the Corporation, enabled to speak at meetings shall make the same disclosures of interests, and shall withdraw from the room in which the meeting is being held on the same occasions, as they would have to do if they were a member.

STANDING ORDER 30: INTERESTS OF OFFICERS IN CONTRACTS AND OTHER MATTERS

30. (1) If it comes to the knowledge of any officer of the College that they have a disclosable pecuniary interest in any contract which has been, or is proposed to be, entered into by the College, or in some other matter which is to be considered by the Corporation and is not the contract of employment (if any) under which they serve the Corporation/College, they shall as soon as practicable give notice in writing to both the Principal and the Clerk.
- (2) For the purposes of this Standing Order, a disclosable pecuniary interest is an interest that, if the officer were a member of the Corporation, and if the contract or other matter were to be considered at a meeting of the Corporation at which they were present it would be declared.
- (3) The Clerk shall record particulars of any notice of a members pecuniary interest which shall, during the ordinary office hours of the College, be open for inspection by any member of the Corporation.
- (4) Where an officer submits a report to a meeting on a matter in which they have declared an interest, under (1) above, they shall state that such declaration has been made, and give brief details, in a separate paragraph at the commencement of the report.
- (5) Where any officer orally advises on a contract, grant, proposed contract or other matter and has declared a pecuniary interest in that matter, under paragraph (1), they shall remind the meeting orally of that interest.

PART 8: MISCELLANEOUS

STANDING ORDER 31: CORPORATION SEAL

31. (1) The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be authorised in advance by a resolution of the Corporation and authenticated by the signature of the Chairman of the Corporation or in his absence, the Vice-Chairman. The Principal or the Clerk shall witness the signature at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be provided for this purpose and initialled by the Chairman of the Corporation, the Principal or the Clerk. Where the Corporation so directs, or where it is so required by statute, or in any other special circumstances at the discretion of the Chairman of the Corporation, the Clerk shall also be present at the sealing of the specified documents, in which event the sealing shall also be attested by him. If an urgent need for sealing arises then the Chairman or in his absence the Vice-Chairman shall authorise (under "urgent action") the affixing. That action shall be ratified at the next Corporation meeting.
- (2) The corporate seal shall not be affixed to any documents unless the sealing has been authorised by a resolution of the Corporation.
- (3) The corporate seal of the Corporation shall be kept in the custody of the Clerk.

STANDING ORDER 32: INDEPENDENT PROFESSIONAL ADVICE

32. (1) Members and the Clerk may seek direct advice from the Corporation or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member or the clerk and not include personal interests in regard to the Corporation. If the Clerk seeks such advice he shall replace the Chairman for himself in respect of all requirements of this order.
- (2) Any member seeking advice shall, first ask the Clerk whether such advice has been taken; if the need remains then he shall then give prior written notice to the Clerk. Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.
- (3) The Clerk shall copy the notice to the Chairman and the Principal and a decision shall be taken whether the issue is (Exceptionally) sufficiently sensitive to quarantine from the Corporation; such a decision shall be recorded and retained. In such a case payment of fees shall be authorised by the Principal, notwithstanding the requirements of (4) below, and shall be processed through the appropriate budgetary procedures.
- (4) If (3) above does not apply the issue shall then be considered by the corporation and provided that a simple majority agree then necessary action shall be taken by the Clerk; payment of fees shall be processed through the appropriate budgetary procedures.
- (5) The Clerk will inform the Member of the decision; if negative a short explanation shall be provided.
- (6) Such advice when received shall be made available to the Corporation, but see (3) above, in such case the decision may be taken to restrict dissemination.

STANDING ORDER 33: EXPENSES

33. (1) Members may only claim expenses for travelling and subsistence at the rates determined under the College Financial Regulations.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.

- (3) Members are not permitted to claim allowances which remunerate them for their services as members.
- (4) All requests for expenses are to be submitted to the Group Finance Director.

STANDING ORDER 34: SMOKING

34. The College Smoking Policy generally applies.

STANDING ORDER 35: STATEMENTS MADE ON BEHALF OF THE CORPORATION TO THE MEDIA

35. Statements to the media shall, emergencies excepted, be cleared in advance with the Chairman and Principal.

STANDING ORDER 36: ACCESS TO COLLEGE INFORMATION

36. (1) Information regarding College activities is generally available to the public by request; documents listed below are available by contacting the Clerk. If practicable these will be free but the enquirer shall be informed that a charge may be made (para 3). The following documents may be obtained by contacting the Clerk:
 - a. agendas, papers and minutes of all meetings;
 - b. annual reports and financial statements;
 - c. inspection report;
 - d. college charter;
 - e. course provision;
 - f. register of interests;
 - g. corporation terms of reference;
 - h. corporation code of conduct;
 - i. instrument and articles of government.
- (2) Confidential information will be withheld and the reasons provided. (see SO 26)
- (3) The information should be available normally within 15 working days. If research and collation takes in excess of 3 hours working time then an appropriate charge will be levied.

PART 9: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 36: AMENDMENTS TO STANDING ORDERS

- *37. (1) These Standing Orders may only be amended by a vote taken at a meeting of the full Corporation. The specified number of votes required to enact any amendment shall be a vote in favour of 70% of all Corporation Members serving at the time of the vote.

PART 10: SCHEDULE OF ANNEXES

Identifier – Annex	Title	Authorised
A	Corporation Register	05.11.11
B	Code of Conduct for the Corporation	05.11.11
C	Terms of Reference for the Appraisal and Remuneration Committee	05.11.11
D	Terms of Reference for the Audit & Risk Committee	05.11.11
E	Terms of Reference for the F&R Committee	05.11.11
F	Terms of Reference for the Search Committee	05.11.11
G	Terms of Reference for the Quality & Standards Committee	05.11.11

**SEEVIC COLLEGE
 CORPORATION MEMBERSHIP
 (As at 05.11.11)**

1. The Corporation comprises 17 members (and 2 external) as detailed below. Aim is 16 members.

Category	Name	Membership expiry
General	David Palmer	31.07.13
General	Marina Aldridge	14.02.13
General	Jane Allen	31.07.12
Staff	David Brock	29.09.13
General	Peter Coldicott	31.07.13
General	Martin Dowding	14.02.13
General	Ruth Giles	14.02.13
Staff	Claire Jones	31.01.14
General	Richard Kirkham	31.07.12
General	Linda Maynard	14.02.13
General	Kim Mooney	31.01.14
General	Osama Oluwadare	14.02.13
General	Debbie Rickwood	31.01.14
General	Carol Skewes	31.07.14
General	Sarah Wright	N/A
Student	Fraser Johns	11.02.12
Student	Kayla Philpott	11.02.12
External	Robert Gildie	N/A
External	Chris Humpage	N/A