

Education
Partnership
NorthEast



STANDING ORDERS

JUNE 2020

CONTENTS

Section	Title	Page
1	Status of the Standing Orders	4
2	Instrument and Articles of Government	4
3	General Conduct of the Corporation's Business	5
4	Eligibility for and Termination of Membership	6
5	Conduct of Members and the Register of Interests	7
6	Corporation Composition, Recruitment and Training	8
7	Chair and Vice Chair of the Corporation	10
8	Elections	11
9	Attendance of Members at Meetings	11
10	Quorum	11
11	Committees	12
12	Rules of Debate	13
13	Voting	14
14	Attendance of Third Parties	14
15	Meetings	15
16	Withdrawal from Meetings	15
17	Agenda, Minutes and Papers	17
18	Confidentiality	19
19	Procedure for Regular Review of Outstanding Business	20

20	Urgent Matters	20
21	Reference to the Corporation: Powers of the Chair	22
22	Probity	22
23	Complaints to Members	23
24	Complaints about Members	23
25	Seal	24
26	Appointment of Senior Staff	25
27	Emails	25
28	Review of Standing Orders	25
29	Publication	25

Standing Orders

1. Status of the Standing Orders

- 1.1.** These Standing Orders constitute Rules and Byelaws made under Article 22 of the Articles of Government for the purpose of regulating the conduct of the Corporation's business.
- 1.2.** In the event of any conflict between these Standing Orders and the Instruments and Articles of Government ("I&A"), the I&A shall prevail.
- 1.3.** References in these Standing Orders to provisions of the I&A are references to those provisions as amended from time to time.

2. Instrument and Articles of Government

- 2.1.** The I&A are contained in a Statutory Order and apply to the Corporation as a matter of law.
- 2.2.** Every member of the Corporation ("Member") must comply with the requirements of the I&A. Relevant training is given to Members shortly following appointment to the Corporation and changes are brought to the attention of all Members as they occur.
- 2.3.** In addition to Standing Orders, Members are required to have regard to/comply with (as appropriate) the Code of Good Governance for English Colleges, the Office for Students Principles for Governance, Financial Regulations approved by the Corporation, any requirements of a regulator responsible for the Further Education Sector (this is currently the ESFA which has issued a mandatory Financial Memorandum), and relevant Codes of Practice including in particular the Joint Audit Code of Practice.
- 2.4.** Any Members who are uncertain as to their responsibilities under the I&A or generally should seek guidance from the Clerk.

3. General Conduct of the Corporation's Business

- 3.1.** The Corporation shall:
 - 3.1.1.** approve and review and update as necessary a strategic plan;
 - 3.1.2.** approve an annual programme of business and schedule of Corporation and Committee meetings for each academic year; and
 - 3.1.3.** ensure that all of its business takes account of equality and diversity, safeguarding, public benefit and social responsibility requirements.

- 3.2.** Members and the Executive (the Executive comprises the Senior Post Holders appointed by the Corporation) should ensure that they have a full understanding of the roles and responsibilities of the Corporation, the Chair and Vice Chair, Members and Lead Governors, the Chief Executive, Principals and the Clerk as set out in the I&A and in the Scheme of Delegation.

- 3.3.** The agenda for Committee and Corporation meetings will focus upon matters requiring decision and which fall within or impact upon Article 3 of the Articles of Government. Prime concerns are risks (financial and otherwise) to the achievement of the College's strategic plan.

- 3.4.** Reports to Committees and the Corporation must follow any format specified by the Corporation from time to time.

- 3.5.** Members will receive from the Executive relevant information not requiring immediate decision through hard and electronic copy as desired, such information to be circulated monthly or more or less frequently as circumstances dictate. The information to be circulated will include:
 - 3.5.1.** Performance data (financial and otherwise) including Key Performance Indicators covering both direction of travel and performance against target information; and

- 3.5.2.** Other relevant information as required by the Corporation or deemed advisable by the Chair, any member of the Executive or the Clerk.
- 3.6.** Any Member may require that an item be placed on a Corporation or Committee agenda as provided in paragraph 17.3 below.
- 3.7.** Members should, as far as reasonably practical, clarify queries in relation to reports in advance of meetings so as to facilitate a considered response.
- 3.8.** The Corporation may, from time to time, appoint Lead Governors who may or may not be Members. The role of a Lead Governor will be to gain special insight into a particular area of activity within the College with a view to acting as a critical friend and putting themselves in a position to assist the Corporation in decision making.
- 3.9.** Lead Governor appointments are subject to the following:
- 3.9.1.** Appointment as a Lead Governor does not confer any Executive authority;
 - 3.9.2.** The role is essentially that of critical friend;
 - 3.9.3.** Lead Governors are not engaged to give or be responsible for professional advice;
 - 3.9.4.** Lead Governors incur no individual responsibility by adopting the role on the basis that the Corporation continues to have collective responsibility for its functions.
- 3.10.** Members are both encouraged and expected to provide appropriate challenge through the medium of meetings and otherwise.

4. Eligibility for and Termination of Membership

- 4.1.** Paragraph 7 of the Instrument of Government identifies those persons who are not eligible to be Members.

- 4.2.** Eligibility is checked at the point of appointment of any Member and Members are asked to complete a declaration of continuing eligibility every year. In any event, it is the duty of all Members to notify the Clerk of any circumstances which arise which may cause their eligibility to come into question.
- 4.3.** Termination of membership occurs on:
- 4.3.1.** termination of the period of appointment stated in the appointment letter;
 - 4.3.2.** resignation in writing to the Clerk;
 - 4.3.3.** a Member becoming ineligible; and
 - 4.3.4.** removal by the Corporation if the Corporation is satisfied that the Member is unfit or unable to discharge the functions of a Member or if they are absent from Board of Corporation meetings for a period longer than three consecutive meetings without permission from the Corporation.
- 4.4.** For the avoidance of doubt, deliberate or reckless failure by a Member to observe any requirement of these Standing Orders may be taken into account in determining whether a Member is unfit to discharge the functions of a Member.

5. Conduct of Members and the Register of Interests

- 5.1.** The highest standards of conduct are expected of Members.
- 5.2.** Members are expected to conform to the Seven Principles of Public Life established by the Nolan Committee; the key attributes required can be summarised as follows: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, and Leadership.
- 5.3.** Members must observe the Code of Conduct as determined by the Corporation from time to time.

- 5.4.** Both the I&A and the Code of Conduct identify circumstances in which Members must declare an interest in issues connected with the Corporation. The I&A are concerned with financial interests whereas the Code of Conduct applies also to any interest which is likely, or would if publicly known, be perceived as being likely, to interfere with the exercise of the Member's independent judgement.
- 5.5.** Both the Code of Conduct and the I&A define circumstances where:
- 5.5.1.** Members must declare interest in items at meetings and refrain from speaking or voting on the issue; and
 - 5.5.2.** the Committee or Corporation Members can require the Member to withdraw from the meeting whilst the issue is being debated and voted upon.
- 5.6.** In addition to the above, the Clerk maintains a Register of Interests which all Members must complete. On appointment new Members will be asked to complete a form setting out relevant interests and a register entry will be made.
- 5.7.** The register is updated annually and is open to public inspection, but Members have a duty to notify changes as they occur. Members must respond to requests for information to complete and update the register in a timely fashion.
- 5.8.** Members' interests for all purposes include those of their spouses or partners, children or other close relatives or associates.

6. Corporation Composition, Recruitment and Training

- 6.1.** The I&A define the composition of the Corporation. There is discretion for the Corporation to review the size of the Corporation within defined parameters.

- 6.2.** It is the responsibility of the Governance Committee to advise the Corporation on the appointment of Members in accordance with rules set by the Corporation.
- 6.3.** Subject to any amending rules made by the Corporation the Governance Committee will:
- 6.3.1.** via the Clerk carry out skills audits;
 - 6.3.2.** seek to have a succession plan in place to avoid, as far as possible, the terms of office of large numbers of Members occurring at the same time and to ensure that the Corporation is served by Members, including a Chair and Vice Chair, with the appropriate skills and experience;
 - 6.3.3.** consider the need for any co-option onto Committees;
 - 6.3.4.** pay particular attention to achieving a composition of the Corporation which is consistent with its responsibilities in relation to Equality and Diversity;
 - 6.3.5.** via the Clerk create publicity to attract interest as often as necessary and at least annually to build up a pool of individuals who may wish to become Members;
 - 6.3.6.** consider for appointment to the Corporation any person within the “pool” of interested persons alongside any other suitable candidates.
- 6.4.** Prior to recommending any appointment to the Corporation, the Governance Committee will, via the Clerk:
- 6.4.1.** obtain a CV, declaration of eligibility and register of interests from the candidate; and
 - 6.4.2.** arrange an informal meeting between the provisionally chosen candidate and at least two Members (preferably including the Chair and Chief Executive) to discuss the rights and responsibilities of being a Member and the candidate’s interest in the role.

- 6.5.** The period of office of Members will be as set out in the letter of appointment but may not be for more than four years. Student members and staff members will in any event cease to hold office on ceasing to be students /employees.
- 6.6.** The Governance Committee will:
- 6.6.1.** establish training programmes for Members and Members are required to participate in training aimed at assisting them to discharge their duties;
 - 6.6.2.** consider the requirement for and structure of performance review of Members and the Clerk; and
 - 6.6.3.** consider specifically the means of engaging students and Student Members in the life of the College and the Corporation.

7. Chair and Vice Chair of Governors

- 7.1.** The Chair and Vice Chair of Governors shall be appointed by the Corporation's Members.
- 7.2.** On each occasion that a Chair or Vice Chair of Governors is to be appointed the Corporation will determine the length of Term of Office of the Chair or Vice Chair of Governors, but it will ordinarily be a period of two years.
- 7.3.** Unless they resign or are removed by the Corporation, the Chair and Vice Chair of Governors shall hold office until they are replaced or re-elected at the last meeting of the Corporation before their term of office ends.
- 7.4.** The procedure for the nomination of Members for the posts of Chair and Vice Chair of Governors shall be in accordance with the procedure determined by the Corporation from time to time.

8. Elections

- 8.1.** Where elections are required for membership to the Corporation, the procedure followed shall be in accordance with the procedure determined by the Corporation from time to time.
- 8.2.** In the case of elections of staff members to the Corporation, the constituency shall be the full and part-time employees of the College.
- 8.3.** In the case of elections of student members to the Corporation, the constituency will be all students at the College, whether full or part time, or if the Corporation so decides, by a recognised association representing such students (“the students’ union”).

9. Attendance of Members at meetings

- 9.1.** A high level of attendance at meetings of the Corporation and Committees is vital so that Members can perform their function correctly. Member attendance records will be kept by the Clerk.
- 9.2.** The Clerk will review the attendance of Members in relation to both Corporation and Committee meetings and will report the outcome to the Corporation routinely.
- 9.3.** Where attendance at a meeting is not possible apologies should be submitted to the Corporate Governance office at the earliest opportunity.

10. Quorum

- 10.1.** The quorum of the Corporation shall be 40% of the determined total membership number, regardless of the category of members.
- 10.2.** The quorum for Committee meetings shall be determined by the Corporation from time to time.

- 10.3.** Where any Member declares an interest in a matter coming before a Committee or the Corporation such that they are not allowed to take part in the consideration of the matter or vote thereon, they are not to be counted as being present at the meeting for the purposes of establishing whether there is a quorum.

11. Committees

- 11.1.** The Corporation shall establish a committee, to be known as the "Governance Committee", to advise on the appointment of Members (other than as a staff or student member) and such other matters relating to membership and appointments as the Corporation may ask it to.

11.1.1. The Corporation shall not appoint any person as a Member (other than as a staff or student member) without first consulting and considering the advice of the Governance Committee.

11.1.2. The Corporation may make rules specifying the way in which the Governance Committee is to be conducted. A copy of these rules, together with the Governance Committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the College's website and shall be made available for inspection at the College by any person during normal office hours.

- 11.2.** The Corporation shall establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

11.2.1 The Audit Committee shall consist of at least 3 Members and shall operate in accordance with any requirements of the CE of the Education and Skills Funding Agency.

- 11.3.** The Corporation may from time to time appoint other Committees as it thinks

fit in accordance with the Articles of Government, and shall appoint those Committees which are required by law.

11.4. The Corporation shall appoint a Chair and Vice Chair for each Committee and may revoke any such appointment at any time it thinks fit.

11.5. Each Committee will review its Terms of Reference and frequency of meetings of their own Committee at least once every three years.

11.6. The Corporation and each Committee shall formally review at least once every two years the information it is receiving from the College Executive.

11.7. The Corporation will formally determine, at least once in every three-year period, whether it is satisfied that the arrangements made for strategic planning, enable it to:

11.7.1. discharge its obligation to determine the educational character and mission of the College;

11.7.2. influence the strategic direction of the College; and

11.7.3. monitor the implementation of the strategic plan.

11.8. The Corporation will also formally determine, at least once in every three-year period, whether it is satisfied with the arrangements it has made for reviewing the effectiveness and conduct of the College's Executive's performance.

12. Rules of Debate

12.1. It is the intention of the Corporation that debate be conducted in an orderly fashion but in a manner, which promotes participation and is conducive to good decision making.

13. Voting

- 13.1.** Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by the Members present and entitled to vote on the question. Voting shall be by show of hands.
- 13.2.** Votes may not be lodged by proxy or by way of postal vote.
- 13.3.** The Chair of any meeting of the Corporation or Committee shall have a second or casting vote.
- 13.4.** No resolution of the Members 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.

14. Attendance of Third Parties

- 14.1.** Meetings of the Corporation and its Committees will not be held in public.
- 14.2.** The Terms of Reference of Committees shall, inter alia, detail the membership of each committee as well as the managers who would normally attend Committee meetings.
- 14.3.** The College managers who would normally be invited to meetings of the Corporation are the Executive and other members of staff as the Chief Executive or Principal deems appropriate.
- 14.4.** In addition, those College managers who have prepared a paper for consideration by a Committee would normally be invited to the appropriate Committee meeting.
- 14.5.** The Chair/Vice Chair of Governors and each Committee's Chair shall have discretion for allowing others to attend a meeting but they will be required to withdraw should the Corporation/Committee deem it necessary.

15. Meetings

- 15.1.** The Corporation will agree an annual programme of meetings for the Corporation and its Committees for each academic year. Otherwise meetings will be called as and when required in accordance with the I&A.
- 15.2.** A Special Meeting of the Corporation may be called at any time by the Chair of Governors or at the request in writing of any five Members. When the Chair, or in their absence the Vice-Chair, decides that there are matters demanding urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven days of the meeting to which they relate.

16. Withdrawal from Meetings

- 16.1.** A Member who is a member of staff at the institution, including the Chief Executive, shall withdraw -
- 16.1.1.** from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - 16.1.2.** from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - 16.1.3.** from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may

be); and

16.1.4. if so required by a resolution of the other Members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's post are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

16.2. A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:

16.2.1. for the expenditure of money by the Corporation; or

16.2.2. under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

16.2.3. Except as provided by rules made under Article 16(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

16.2.4. In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:

- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

- where required to do so by a majority of the members, other than

student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

16.3. The Clerk shall withdraw from that part of any meeting of the Corporation, or any of its committees,

16.3.1. at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity of Clerk are to be considered;

16.3.2. and where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph 16.1.

16.4. If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph 16.1, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

16.5. If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

17. Agenda Minutes and Papers

17.1. The Clerk will be responsible for securing the timely production of agenda and papers and the production of timely and accurate minutes.

17.2. Agenda will be sent to members of the appropriate Committee and for Corporation meetings to Members at least 7 calendar days in advance. At the same time the Agenda will be made available for public inspection. Wherever possible papers will be sent out with the agenda. Exceptionally, however, papers may need to be sent out after the agenda or tabled at the meeting.

17.3. Members can place items on Corporation or Committee agendas, preferably through the relevant Chair.

- 17.4.** The papers for each meeting, except those deemed by Members to be confidential, will be made available for public inspection within 5 working days of the relevant meeting.
- 17.5.** Written minutes of every meeting of the Corporation shall be prepared and the minutes of the last meeting shall be taken as an agenda item at the next meeting except where that meeting is a special meeting.
- 17.6.** Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
- 17.7.** Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with Standing Order 16 and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 17.8.** Draft minutes will be prepared and available to the Chair of the relevant meeting within eight working days of the date of the meeting to which they relate.
- 17.9.** The Chair shall normally approve and return the draft minutes within one week or as soon as reasonably practicable.
- 17.10.** If the Committee Chair seeks any amendments to the draft minutes, there will be a discussion between the Clerk and the relevant Chair. If agreement cannot be achieved, the Clerk will circulate the draft minutes to members in the form approved by them but areas of dispute will be specifically highlighted.
- 17.11.** Draft minutes of the Corporation and its Committees will be made available for inspection by members of the public within five working days of their approval by the Chair, excepting those minutes which are deemed to be confidential. Confidential minutes shall be kept within the control of the Clerk and only made available to appropriate members of the Corporation.

- 17.12.** Public access to agendas, papers and minutes (except those deemed confidential) will be provided during normal office hours at the College. The availability of the above will be publicised in each of the College's reception areas and will be referred to in any annual report published by the College.
- 17.13.** All agendas, papers and minutes (except Governance Committee papers and minutes) will normally be circulated to all members of the College Executive.
- 17.14.** A copy of the draft or signed minutes of every meeting of the Corporation shall be placed on the College website for a minimum period of twelve months.

18. Confidentiality

- 18.1.** Matters which either have to be or may have to be treated as confidential should be identified at the report stage.
- 18.2.** Matters in respect of which Members are required by the Instrument of Government to withdraw from meetings shall be treated as confidential, and agenda and papers shall to that extent be circulated only to Members entitled to remain in the meeting.
- 18.3.** Matters in respect of which a Member or some Members may reasonably be expected to be required to withdraw by the Committee or Corporation shall initially be treated as confidential, and agenda and papers shall be circulated to that extent only to other Members. The Committee or Corporation shall at the meeting determine whether such matters are thereafter to be treated as confidential.
- 18.4.** Confidential agenda, papers and minutes shall be clearly marked as such.
- 18.5.** Minutes taken of those parts of meetings which are treated as confidential shall be stored securely by the Clerk.
- 18.6.** The Corporation or Committee shall determine in respect of agenda, draft minutes approved by the Chair, signed minutes and other reports, documents

or papers considered by meetings whether and to what extent they should be excluded from public availability on account of their relating to employees or proposed employees, students or candidates therefore, or other confidential matters.

18.7. There shall be excluded from any item made available for inspection any material relating to –

18.7.1. a named person employed at or proposed to be employed at the institution;

18.7.2. a named student at, or candidate for admission to, the institution;

18.7.3. the Clerk; or

18.7.4. any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

18.8. Any decision to treat a document as confidential shall be reviewed regularly and the document shall be made public at such time as the reason for confidentiality no longer applies.

19. Procedure for Regular Review of Outstanding Business

19.1. The Clerk will maintain a record of all outstanding business for the Corporation and each of its Committees.

19.2. Information on outstanding business will be available to Members on request.

20. Urgent Matters

20.1. The Corporation has delegated to the Chair (or Vice Chair in their absence) authority related to decisions falling within the Corporation's responsibilities to:

20.1.1. authorise urgent action to be taken on behalf of the Corporation in circumstances where it is impractical to call a Corporation Meeting

and the interests of the College would be prejudiced by having to wait for such a meeting; and

20.1.2. authorise actions of a routine nature giving effect to decisions which have already been approved in principle by the Corporation.

20.2. Specific delegated authority is also given to the Finance, Resources and Capital Projects Committee, the Chair and Vice Chair of Governors and the Principal under financial standing orders.

20.3. In order to protect the Chair of Governors from inappropriate use of delegated authority, to ensure that proper records are kept and to ensure that the Corporation is fully informed as to action taken on its behalf, the following procedures should be observed when using delegated powers under this Standing Order:

20.3.1. any request to the Chair for use of delegated authority should be processed through the Principal, or, in their absence, another Senior Post Holder. In cases where the procedure is to be used to deal with matters which are more than routine, the Clerk should be consulted before any approach to the Chair is made;

20.3.2. the request should be made in writing wherever possible and the Chair, who will retain this request, would sign a second copy of the written request confirming their decision;

20.3.3. where it is not possible to make the request in writing, the request and decision made should be confirmed to the Chair in writing as soon as it is practicable; and

20.3.4. copies of the documents mentioned in 20.3.2 and 20.3.3 above should be sent to the Clerk who will cause the relevant action to be reported in writing to the Corporation at its next meeting.

21. Reference to the Corporation: Powers of the Chair

- 21.1.** The Chair of Governors (or in their absence the Vice Chair) may at any time before a decision of a Committee exercising delegated powers is implemented require a matter to be referred to the Corporation if they believe that consideration of the matter or decision-making by the Corporation is in the best interests of the Corporation.
- 21.2.** A written statement by the Chair or Vice Chair (as the case may be) to the effect that they have decided not to exercise their powers under paragraph 21.1 in relation to any particular matter or decision, can be relied upon by a third party in terms of treating the decision of a Committee taken within its remit as a decision of the Corporation.

22. Probity

- 22.1.** A Public Body, unlike a private individual, should not make unreasonable decisions and must always be able to point to some statutory or common law basis for its activities.
- 22.2.** As a Public Body, the Corporation **MUST** act within its legal powers as set out in the Articles of Government and make rational decisions taking care to consider only relevant factors.
- 22.3.** Acting outside the Corporation's powers, or taking decisions in an improper fashion could leave the Corporation open to challenge in Court.
- 22.4.** Individual Members **MUST**
- avoid involvement in decisions in which they have a personal interest;
 - declare personal interests in contracts or other issues raised in meetings and refrain from voting or speaking thereon;
 - be aware of limitations on participation imposed on certain members, e.g. on staff and student members.

- 22.5.** The highest standards of behaviour are expected of people in public life and care must be taken to avoid giving even the impression of impropriety.

23. Complaints to Members

- 23.1.** The Members may receive complaints from organisations with an interest in its activity. These bodies could include, for example, local employers, network collaborators, suppliers, local authorities and so on.
- 23.2.** Any complaint of this nature should be referred to the Clerk who will follow the procedure determined by the Corporation from time to time. Broadly the procedure involves:
- 23.2.1.** Discussion with the Principal and Chair of Governors (unless either of them is the subject of the complaint) to establish whether the complaint is capable of being resolved informally;
 - 23.2.2.** referring unresolved complaints to a Complaints Committee of the Corporation; and
 - 23.2.3.** in any event, a Report as to the complaint and the outcome being presented to the Corporation.

24. Complaints about Members

- 24.1.** If a complaint is received from any person which relates to the governance of the College or to other significant issues of likely concern to the Members they should be referred to the Clerk, who should refer the matter directly to the Chair of Governors. Thereafter, the complaint will be addressed generally in accordance with the procedure determined by the Corporation from time to time.
- 24.2.** In the event that the complaint relates to the activities of the Chair of Governors, the matter will be referred to another Member who has no direct interest in the matter according to the following priority order:
- 24.2.1.** the Vice Chair of Governors
 - 24.2.2.** the Chair of Audit Committee

24.2.3. the Chair of any other Committee

24.2.4. any other Member.

24.3. The Complaints Committee considering a particular issue will not include any member who is particularly identified as being the subject of a complaint.

25. Seal

25.1. Many documents through which the College makes and secures commitments can be signed by individuals authorised by the Corporation.

25.2. There are however some documents which require the College's Seal to be 'affixed' (i.e. impressed on the page) in order either to comply with legal requirements (e.g. a transfer of land or charge over the College's assets) or to give the College the protection of a twelve year period during which legal action can be brought to remedy a breach of contract. Documents which are not sealed are usually subject to a six-year limitation period.

25.3. It is advisable to require the documents be executed under Seal if they involve major expenditure and assets with a long life, e.g. contracts for major building works.

25.4. The Seal is, in effect, the College's signature and it should be kept under secure conditions. Unauthorised use could result in the College incurring liability. A locked fire-proof cabinet should be used and access should be limited to the Chair of Governors, the Clerk, the Chief Executive and Senior Managers.

25.5. If the seal is affixed to any document, it must be authenticated by the signature of the Chair and that of any other Corporation member. Should the Chair not be available then the signature of the Vice Chair should be used. Should neither the Chair nor the Vice Chair be available then the signature of any two appropriate Corporation Members can be used.

26. Appointment of Senior Staff

- 26.1.** To adopt the procedures for the appointment to a senior post as set out in the I&A.
- 26.2.** That the membership of the Selection Committee shall be drawn from the Chairs/Vice Chairs of the Committees of the Corporation, in the first instance.

27. Emails

- 27.1.** For the avoidance of doubt and to the extent permitted by law, any email which is actually received by the College or Clerk shall be treated as notice in writing given on behalf of the author for the purposes of the I&A, and these Standing Orders. Any statement as to the interests and /or eligibility of any Member contained in such an email shall take effect as if it were contained in a signed document in the College's standard forms.

28. Review of Standing Orders

- 28.1.** These Standing Orders shall be reviewed and updated by the Corporation at least once every three years.

29. Publication

- 29.1.** These Standing Orders shall be made publicly available.