

The Sheffield College

Governing Body

Standing Orders for the Governing Body

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STANDING ORDERS FOR THE GOVERNING BODY

Introduction

These Standing Orders are intended to supplement the Instrument and Articles of Government (as modified in January 2008) and do not replace them. In the event of any conflict between the Instrument and Articles of Government and the Standing Orders, then the provisions of the Instrument and Articles of Government shall prevail.

1 Composition of the Corporation [Instrument 2]

1.1 Ex-officio member:

The Chief Executive

1.2 Nominee members:

1 member of the teaching staff; nominated and elected, by and from their number;

1 member of the non-teaching staff; nominated and elected, by and from their number;

2 students; nominated by and from the members of the Students' Union

1.3 13 members who appear to the Corporation to have the necessary skills to ensure the Corporation carries out its functions under Article 3 of the Articles of Government

2 Appointment and Period of Office

[Instruments 5 and 9]

Appointment

All members shall be appointed by the Governing Body except where the number of members falls below that needed for a quorum.

2.2 The initial period of appointment will be between 2 to 4 years. Members may be reappointed, with 8 years normally being the maximum.

2.3 A member may resign from office at anytime by written notice to the Clerk

2.4 If at any time the Governing Body is satisfied that a member is unable or unfit to discharge their duties as a Governor [Instrument 8], the Governing Body may remove that member from office (in accordance with the Codes of Conduct & Ethics)

- 2.5 Any member who has been absent from meetings of the Corporation for a period longer than six consecutive months, without a reason which is acceptable to the Corporation, shall cease to be a member of the Governing Body [Instrument 10(2)]
- 2.6 Chairs of the Governing Body and its Committees will review individual members' attendance against target [75%] at their termly meetings.
- 2.7 The Chief Executive, staff or student members shall cease to be a member if they cease to be a member of staff or student of the College

3 Code of Conduct

- 3.1 Governors shall abide by the provisions of the Code of Conduct as approved by the Governing Body (the Code of Conduct is available as a separate document).
- 3.2 The Code of Conduct applies to every Committee and other subsidiary body to which Governors may be appointed.
- 3.3 Acceptance of appointment as a Governor will be confirmed as acceptance of the Code of Conduct.
- 3.4 The Code is intended as a guide, not a definitive or authoritative statement of the law

4 Code of Ethics

- 4.1 Members shall abide by the provisions of the Code of Ethics as approved by the Governing Body and which is available as a separate document.

5 Register of Interests

- 5.1 The Clerk will maintain a Register of Interests
- 5.2 All members of the Governing Body will complete the necessary documentation upon appointment and at least annually thereafter.
- 5.3 The following members of staff will be required to complete the Register of Interest.

i) Senior Postholders:- Chief Executive
Executive Director of Finance & Resources
Clerk to the Governors
Executive Director and College Principal
Executive Director of Human Resources and
Management Information System

ii) Senior Managers with significant financial responsibility:-

Estates Manager
Catering and Cleaning Services Manager
Building Manager
Estates, Quantity Surveyor
Estates Officer, Communications
ICT Systems Manager
IT Manager

(The list may vary according to levels of authority)
(as at January 2016)

- 5.4 The Clerk will be responsible for keeping the Register of Interest and be responsible for ensuring that it is updated on an annual basis.
- 5.5 The Register of Interest will be available for public inspection during normal office hours.

6 Clerk/Senior Postholders

[Instrument 7; Article 3(1) (e)]

6.1 Clerk to the Corporation

The Governors shall appoint a Clerk to the Governing Body

6.2 Senior Postholders

Senior Postholders have been defined as the Chief Executive, Executive Director of Finance and Resources, Clerk to the Corporation, Executive Director and College Principal Executive Director of Human Resources & Student Record Information System (as at January 2016)

7 Appointment of Chair and Vice Chair

[Instrument 6]

- 7.1 The Governing Body shall establish procedures for the nomination and election of a member to be Chair and another two to be Vice Chairs, annually. The outgoing Chair and Vice Chair shall be eligible for reappointment.
- 7.2 A member of the Governing Body who is employed at the College or who is a student at the College shall not be eligible.
- 7.3 In the event of a vacancy in the office of Chair or Vice Chair, the Clerk shall put in hand arrangements for the appointment of a successor and in either case such person shall serve only for the remainder of the period of office.
- 7.4 If the Chair and Vice Chairs are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for the meeting subject to the requirements in 7.2 above.
- 7.5 The Governing Body shall appoint the Chair and Vice Chair to each of its Committees.

8 Meetings

[Instrument 12]

- 8.1 The Governing Body shall meet termly and at least five times in every calendar year. The schedule of meetings shall be determined in advance.

- 8.2 The Clerk shall summon meetings of the Governing Body. Agenda and supporting papers shall be sent to members not less than seven days before the meeting. Accidental want of service of notice on any member shall not affect the validity of the meeting.
- 8.3 The Chair or any five members of the Governing Body may require a special meeting to be convened by giving notice in writing to the Clerk specifying the business to be transacted.
- 8.4 Any meeting may be adjourned by a resolution to that effect. If at any meeting where such a resolution is carried the business of that meeting is not complete, the resolution should include proposals for the disposal of outstanding business.
- 8.5 Members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 8.6 The Clerk to the Governing Body shall be responsible for the recording and custody of minutes of the meetings. These shall be produced as soon as possible after the meeting and, after being approved by the Chair, circulated and published, prior to being formally adopted and signed at the next scheduled meeting of the Governing Body.
- 8.7 Separate minutes shall be taken of those parts of the meeting from which staff or student members have withdrawn. A staff or student member who has withdrawn in accordance with Instrument 14 shall not be entitled to see the minutes of that part of the meeting.

9 Quorum

[Instrument 13]

- 9.1 The quorum of the Governing Body shall be 40% of the membership (ie 8 members, at least 4 of whom would be Governors other than Staff, Student and the Chief Executive (Governing Body minute 17/3/2008))
- 9.2 A member shall not be counted in the quorum present at a meeting in relation to any matter on which he or she is not entitled to vote.
- 9.3 There shall be no provision for the appointment of proxies or postal votes.

10 Attendance by members at meetings of the Corporation

- 10.1 Governors have been appointed in the expectation that they will be able to participate fully in the work of the Governing Body and the life of the College. It is appreciated that members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting. However, a target of 75% has been agreed for both overall attendance at meetings and individual members' attendance.
- 10.2 Members are asked to give the Clerk as much notice as possible if they are unable to attend a meeting. This enables the apologies for absence to be recorded and allows the Clerk to judge whether the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because no business will be transacted due to the lack of a quorum.

- 10.3** The Clerk will maintain a register of attendance at meetings for reference by members and other interested parties.
- 10.4** The Instrument of Government 10 (2)(b) provides for the removal of a member from office if he/she has been absent from the meetings of the Governing Body for a period longer than six consecutive months without permission of the Governing Body. It is important, therefore, for apologies for absence to be submitted to determine if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate to grant leave of absence to a member from their duties as a member of the Governing Body.
- 10.5** In the event of a decision being required under 10.4 above, then the matter will be placed on the agenda for the next meeting of the Corporation for discussion by the Members present. A full written report, setting out all the facts known, will be presented by the Clerk.
- 10.6** The absent Member facing the procedure at 10.5 shall be entitled to attend the meeting or submit in writing and state his/her reasons for absence. He/she shall take no part in the voting on this matter.

11 Order of Business

- 11.1** The order of business for meeting of the Governing Body shall normally be as follows:
- 11.1.1** Apologies for absence
 - 11.1.2** To agree the order of business including urgent items
 - 11.1.3** Minutes of the last meeting (except 'special' meetings - see 11.6 below) and Matters Arising
 - 11.1.4** Presentation topic
 - 11.1.5** Strategic discussion topics
 - 11.1.6** Governance Issues
 - 11.1.7** Committee Issues
 - 11.1.8** Review of meeting
 - 11.1.9** Date of next meeting
 - 11.1.10** Items for information or note only
- 11.2** The Governing Body shall be requested to endorse the decisions recorded in the minutes of the sub-committee meetings as indicated on the agenda.
- 11.3** The exact order of items 11.1.1 to 11.1.6 is a matter for consideration between the Clerk and the Chair. The Chair may, at his/her discretion, vary the order of business from the above.
- 11.4** An annual cycle of business shall be prepared for the Governing Body and its Committees which takes account of matters which may be referred to it by the formal College Committees
- 11.5** The Governing Body shall receive regular reports from members of the Directorate.

- 11.6 Reports to the Governing Body shall as far as possible include a clear executive summary together with a recommendation / statement of action required.
- 11.7 Where a 'special' or 'extraordinary' meeting of the Board is called, outside the agreed schedule, to deal with one or more exceptional items, the minutes of the last meeting and those of the special meeting are dealt with at the following meeting.
- 11.8 The Governing Body shall consider the implications of its decisions (whether or not on recommendation of a Committee) upon the students of the College.
- 11.9 The Governing Body and its Committees shall be responsible for ensuring continuous review and improvement in the context of their specific remits.

12 Appointment and Membership of Committees

[Article 4, 5, 6 & 7]

- 12.1 The Governing Body established the following Committees with effect from September 2008
- Finance Employment & General Purpose Committee
 - Planning & Performance Committee
 - Audit & Risk Assurance Committee
 - Remuneration Committee
 - Special Committee
 - Search Committee
- Other Committees may be established as and when required.
- 12.2 Membership of the Committees shall be determined by the Governing Body with due regard to the terms of reference of the Committee and the requirements of the Instrument Government [14 (5), (7) (8) or (9)] relating to the attendance of staff and/or student members when specific issues are being considered
- 12.3 Meetings of the Committees shall be serviced by the Clerk, except in the circumstances specified in Instrument 14 [10, 11 & 12]
- 12.4 The Committee structure, terms of reference and membership shall be reviewed annually by the Governing Body

[Instrument 11]

13.1 A member must disclose to the Governing Body any pecuniary, family or personal interest, direct or indirect, in any matter being considered by the Governing Body. Where a member has such an interest he/she shall take no part in the consideration of the matter and shall not be included in the quorum in relation to a resolution on which he/she is not entitled to vote.

13.2 The following statements shall be included on all agendas:

'Conflict of Interest (Instrument of Government II)

Governors are reminded that it is their duty to declare an interest, financial or otherwise, in relation to any agenda item which may give rise to a potential conflict of interest.'

'Note: Potential conflicts of interest will include those for which a member has a pecuniary (eg supply of work, goods or services to the College; or in any contract or proposed contract), family or personal interest – direct or indirect. Members shall consider the extent of relevance of any such disclosure. Where a member has disclosed an interest and the Governing Body / Committee believes it to be relevant (ie if publicly known it could be perceived as potentially interfering with the exercise of the member's independent judgement), that member cannot contribute to the discussion, vote, be counted in the quorum in relation to that item and may be required to withdraw from that part of the meeting at which the matter is considered. An appropriate note will be made in the minutes.'

13.3 Any member of the Governing Body who is a member of the student body of the College shall withdraw from that part of any meeting of the Governing Body at which a Student's conduct, suspension or expulsion is to be considered.

13.4 Except as provided by Article 16, a member of the Corporation who is a member of the staff (including the Chief Executive) of the institution shall withdraw:

13.4.1 from that part of any meeting of the Governing Body at which matters relating solely to them, ie their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

13.4.2 from that part of any meeting of the Governing Body at which their re-appointment or the appointment of their successor is to be considered; and

13.4.3 from that part of the Governing Body meeting 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 of all staff or the class of staff.

13.4.4 if so required by a resolution of the other members present, from the part of any meeting of the Governing Body at which matters relating to any member of staff holding a post senior to their own are to be considered, except those relating to the policy and conditions of all staff or all staff in a particular class.

14 Application of the Corporation Seal (Instrument 21)

(Minute 97/3/5: Use of Corporation Seal)

The following procedures have been approved by the Governing Body

14.1 Documents requiring the use of the Seal will include;

- Contracts to extend the limitation period from 6 to 12 years (eg building contracts)
- Any documents required by law to be executed as deeds (eg transfer of land, mortgages etc)
- Any documents so advised by the College solicitors

14.2 Normally the use of the Seal will be authenticated by the Chair and one other member of the Governing Body. In the absence of the Chair, the Governing Body authorises any member of the Finance Employment & General Purposes Committee with any other member of the Governing Body

14.3 A Register of the use of the Seal will be maintained and kept, with the Seal, in a safe by the Clerk. Use of the Seal will be reported to the Governing Body and recorded in the minutes. The register will be open to public inspection upon request to the Clerk

15 Debating Procedures

15.1 Agenda Items

15.1.1 A member of the Governing Body may submit an item for the agenda of a forthcoming meeting by forwarding the text of the item to the Clerk at least 14 days before the meeting.

15.1.2 Normally an item may only be tabled at the meeting if:

15.1.2.1 prior approval has been given by the Chair, or;

15.1.2.2 it relates to the good conduct of the meeting, or

15.1.2.3 it arises directly from business being discussed at the meeting

15.1.3 If the proposer of an item is not present at the time it is to be discussed, it shall be withdrawn.

15.2 Amendments

15.2.1 An amendment shall be proposed:

15.2.1.1 to omit words from the original text;

15.2.1.2 to insert or add words to the original text;

15.2.1.3 for a combination of these two

- 15.2.2 Only one amendment shall be debated at any one time though notice may be given of other amendments during the debate
- 15.2.3 If there is no opposition to an amendment it shall be carried without debate. Where an objection is raised the amendment will be debated.
- 15.2.4 Any resolution of the Governing Body may be rescinded or varied at a subsequent meeting if due notice has been given to all members.

15.3. Procedural Matters

During the meeting members may propose:

- 15.3.1 that discussions be terminated and any recommendations be put;
- 15.3.2 that the matter be referred to a further meeting;
- 15.3.3 that the meeting can be adjourned;
- 15.3.4 that a decision be determined by vote (see 15.4);
- 15.3.5 that standing orders be suspended.

15.4 Voting

- 15.4.1 As already provided for, decisions can be determined by a majority of votes, should members present wish to adopt a voting procedure in relation to specific items.
- 15.4.2 In the event of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 15.4.3 Voting shall be by a show of hands unless it is proposed otherwise.

16. General Access to Meetings

[Instrument 16]

- 16.1 The Governing Body shall determine whether anyone who is not a member of the Governing Body or the Clerk should attend meetings of the Governing Body and its Committee.
- 16.2 Senior Postholders, other than the Chief Executive (as a member) and the Clerk, shall be expected to attend meetings of the Governing Body and its Committees as appropriate to the nature of the business to be considered.
- 16.3 Members of staff, who are not Senior Postholders or staff Governors, may be invited to attend meetings of the Governing Body and its Committees at the discretion of the Chair, Chief Executive and/or Clerk to present reports and participate in the discussion of specific items of business.
- 16.4 All members who are not members of a Committee are entitled to attend Committee meetings as observers, and may participate in discussion if invited to do so by the Chair [subject to the application of Instruments 14(5) 14(7), 14(8) and 14 (9)].
- 16.5 Minutes of Committee meetings shall be submitted as soon as possible to the next Governing Body meeting. Items approved by the Committee or recommended by it to the Governing Body for approval shall be highlighted on a summary circulated with the minutes.

16.6 Paragraphs 19.2, 19.3 and 19.4 shall apply in respect of the Minutes of Committee meetings being publicly available.

17 Chair's Action

- 17.1 Requests for action by the Chair should be made through the Clerk. Requests should normally be in writing except in certain circumstances when a telephone call will be accepted. Verbal requests must be followed by a letter.
- 17.2 The Chair, or in his/her absence, the Vice Chair, in consultation with the Chief Executive and/or the Chair of the relevant Governing Body Committee is authorised to:
- Act on behalf of the Corporation between meetings on such matters that are deemed urgent, *where* he/she is satisfied that to delay action would disadvantage the Corporation.
 - Sign routine documents on behalf of the Corporation – having due regard to procedures to be followed in the application of the Corporation Seal (Section 14 refers),
 - Agree aspects of implementation of matters already agreed by the Governing Body.
- 17.3 The Governing Body accepts corporate responsibility for any action taken by the Chair/Vice Chair through this means.
- 17.4 The decision of the Chair/Vice Chair must be in writing. The Clerk shall record any action taken between meetings and include action of a significant nature as an agenda item at the next ordinary meeting of the Governing Body.
- 17.5 Currently the Chair has been delegated authority to appointment members to the Committees and to approve the appointment of elected Staff and Student.

18 Delegation of Powers

- 18.1 Articles 9 and 10 (1) specify those actions which the Governing Body cannot delegate
- 18.2 The Governing Body may delegate the power to determine an appeal in connection with the dismissal of a member of Staff but not a Senior Postholder to the Chief Executive providing he/she has previously delegated his/her power to dismiss a member of staff to a Senior Postholder [Article 10 (1) (b)]
- 18.3 Article 11 specifies those responsibilities which the Chief Executive cannot delegate to a Senior Postholder

19 Publication of Minutes and papers

[Instrument 17]

The Clerk shall ensure that a copy of the following is available for any person wishing to inspect them during normal working hours:

- 19.1 the agenda for every meeting of the Governing Body

- 19.2 the draft minutes of every meeting of the Governing Body once approved by the Chair
- 19.3 the signed minutes of every meeting of the Governing Body
- 19.4 In accordance with Instrument 17 (3) a copy of the draft or signed minutes (excluding confidential minutes) will be posted on the College's Website and remain there for a period not less than 12 months
- 19.5 any report or document considered during a Governing Body meeting, except where Governing Body has determined that this should be confidential.
- 19.6 A summary of agreed action, updated following each meeting and circulated to members with the minutes of the meeting. Twice a year the Governing Body will review progress against each action point and specified timescales (usually in July and December). This 6 monthly review will include a quantitative analysis of the proportion of actions completed within the timeframe specified and those which are ongoing.
- 20 Training policy for members**
- 20.1 All Governors benefit from training to increase their effectiveness and understanding of their responsibilities and to participate fully in Governing Body / Committee meetings and College activities.
- 20.2 New Governors are expected to participate in an induction programme, within 6 months of commencing their appointment to assist with familiarity of the College and its senior staff, the structure and procedures of the Governing Body and its sub-committees and for the new Governors to be informed about further education and their responsibilities as a Governor
- 20.3 Training programmes will be available for Governors to attend and may take the form of seminars, conferences, workshops or other such training or awareness-raising programmes. Training may be provided by the College or an external organisation.
- 20.4 Details will be made available to Members, who, if they wish to attend should contact the Clerk. The Clerk will make the necessary booking and if required, travel arrangements.
- 21 Allowance to members**
- 21.1 Governors shall be entitled to reimbursement of the cost of authorised training, travelling and subsistence expenses incurred by them exclusively and necessarily in the performance of their duties as a Governor of the College.
- 21.2 The Governing Body shall determine the circumstances in which claims are permitted and the reimbursement allowances. (The current procedures and rates are set out in a separate document.)
- 21.3 The Governing Body has the right to periodically review the arrangements.

22 **Liability Cover**

Insurance cover is arranged by the College to indemnify members for losses arising from claims caused by any breach of duty, error, neglect or omission committed by the assured in their capacity as Governor, Director, Officer or Trustee of the College.

The limit of indemnity for each and every claim is currently £5m.

23 **External Professional advice**

The Clerk, acting independently or on the instruction of the Chair / Vice Chair can obtain external professional advice in order to ensure that the Governing Body does not act outside its powers.

24 **Correspondence**

24.1 All correspondence for members shall be addressed to the Clerk of the Corporation.

24.2 The Chair of the Corporation, in consultation with the Clerk, shall respond to incoming correspondence on behalf of the Corporation.

24.3 Communications can be sent to the Chair via email
“chairofgovernors@sheffcol.ac.uk” – this is published on the governance section of the College Website.

25 **Interpretation and Suspension of Standing Orders**

25.1 The ruling of the Chair on any interpretation of these standing orders, or on a point of order, shall be final

25.2 Any one or more of these standing orders may be suspended at any meeting of the Governing Body in accordance with paragraph 11 above

26 **Whistleblowing procedures**

The College’s Whistleblowing procedures are detailed in a separate document (available from the Clerk)

27 **Application of these Standing Orders**

These standing orders shall also apply, where appropriate, to all Committees of the Governing Body.

Val Struggles
Clerk to the Governing Body

Adopted by the Governing Body on 20 February 1998 (minute 98/1/6 refers)
Revised December 1999
Reviewed by the Clerk February 2000
Revised to take account of the Interim Management Structure – August 2000
Revised to take account of the Revised Instrument and Articles of Government which came into effect on 1 April 2001 – July 2001
Revised to take account of the Governing Body’s review of operation July 2002.
Revised October 2006 to take account of the amended Instrument and Articles of Government which came into effect on 1 May 2006
Revised June 2008 to take account of the revised Instrument & Articles of Government which came into effect on 1 January 2008 and subsequent discussions at the Governing Body.
Revised June 2009 to reflect new titles to Posts and Committees
Revised July 2010 to reflect the new titles to Posts and Committees
Revised October 2011 to reflect the new titles to Posts and Committees
Revised August 2013 to reflect the new titles to Posts and Committees
Revised May 2014
Revised August 2015
Revised January 2016