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The Sheffield College

Governing Body

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, January 2012 and May 2018) 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 and Principal

1.2 Nominee members:

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

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

2 students; nominated and elected by and from the members of the Students' Union (normally the Sabbatical President and Deputy President)

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

2.1 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 the target [75%] at their termly meetings. Details of members' attendance will be published in the Annual Statement of Accounts.
- 2.7 The Chief Executive and Principal, staff or student members shall cease to be a member if they cease to be a member of staff or student of the Sheffield College Group.

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 Post Holders:- Chief Executive and Principal
(most recently Executive Director Finance and Resources
approved by Clerk to the Governors
Governing Body on 14 Deputy Chief Executive: Curriculum, Quality
February 2018) and Assessment
Executive Director of Human Resources and
Organisation Development

ii) Senior Managers with significant financial responsibility:-

Members of the Executive Leadership Team
Senior Leadership Team depending on budget management responsibilities

The list is reviewed annually by the Executive Director of Finance and Resources and the Clerk.

- 5.4 The Clerk is responsible for keeping the Register of Interest and will be responsible for ensuring that it is updated on an annual basis.
- 5.5 The Register of Interests 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

- Chief Executive and Principal,
- Executive Director of Finance and Resources,
- Clerk to the Corporation,
- Deputy Chief Executive: Curriculum, Quality and Assessment
- Executive Director of Human Resources and Organisation Development.

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 normally every 2 years. 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, normally every 2 years.

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 at the next scheduled meeting of the Governing Body.

8.7 Separate minutes shall be taken of those parts of the meeting that are deemed confidential or 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 are Governors other than Staff, Student and the Chief Executive and Principal (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. Governing Body and its Committees may transact business by telephone conference or by other 'virtual' means.

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 Declaration of Interests
 - 11.1.3 Confidentiality – resolution on any items requiring the board/committee to meet in private session or the withdrawal of a member from the Committee for a conflict of interest.
 - 11.1.4 Minutes of the last meeting (except 'special' meetings - see 11.6 below) and Matters Arising
 - 11.1.5 Governing Body - Chief Executive and Principal's report
 - 11.1.6 Performance (KPI dashboard)
 - 11.1.7 Strategic Priorities
 - 11.1.7.1 Learning
 - 11.1.7.2 People
 - 11.1.7.3 Reputation

11.1.7.4 Sustainability

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 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 other College committees
- 11.5 The Governing Body shall receive regular reports from members of the College Executive.
- 11.6 Reports to the Governing Body shall be prepared in the standard format and 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

[Articles 4, 5, 6 & 7]

12.1 The Governing Body established the following Committees with effect from September 2018

- Audit and Risk Assurance Committee
- Finance, Employment and General Purposes Committee
- Special Committee (convened as and when required under the SPH procedures)
- Search, Remuneration and Governance Committee
- Teaching, Learning, Quality and Student Experience Committee.

Other committees, task and finish groups or ad-hoc working groups 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 skills of members. Members of staff and students shall not be excluded from committee membership but each Committee shall have regard to 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, or by the Chairs acting on its behalf.

13 Financial and Other Interests

[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.
- 13.3 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 and Principal) of the institution shall withdraw:
 - 13.4.1 from that part of any meeting of the Governing Body or a Committee 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 or a Committee 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 or a Committee 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 (e.g. building contracts)
- Any documents required by law to be executed as deeds (e.g. 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 and General Purposes Committee with any other member of the Governing Body in the presence of the Clerk or nominee.

14.3 A Register of the use of the Seal will be maintained, and kept with the Seal, by the Clerk. Use of the Seal will be reported to the next meeting of 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 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 agreed 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 Committees.

16.2 Senior Postholders, other than the Chief Executive and Principal (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 Principal 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 made 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, a Vice Chair, in consultation with the Chief Executive and Principal 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 to the Chief Executive and Principal the power to determine an appeal in connection with the dismissal of a member of Staff but not a Senior Postholder [Article 10 (1) (b)].
- 18.3 Article 11 specifies those responsibilities which the Chief Executive and Principal 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 confirmed minutes of every meeting of the Governing Body.
- 19.4 In accordance with Instrument 17 (3) a copy of the draft or once available, the confirmed 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. At least 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 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 Governing Body.

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

24.3 Communications may be sent to the Chair via email to '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 and the College's website).

27 Application of these Standing Orders

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

Alison Shillito
Clerk to the Governing Body
(Previously revised June 2016 this revised version 24 October 2018)