



South Birmingham College

Standing Orders/Corporation Procedures

SOUTH BIRMINGHAM COLLEGE CORPORATION

Corporation Procedures

Introduction

These are intended to be the procedures for governors and the Corporation to follow for all business of the Corporation.

They encompass the relevant sections of the Instrument and Articles of Government, simplified and summarised where necessary, together with the additional procedures that the Corporation has adopted and/or approved.

The procedures are updated and amended as required by the Corporation, and to reflect new or amended requirements of the funding Council or other regulatory bodies.

Appointments

All vacancies will be filled in accordance with the procedures recommended by the Search Committee and approved by the Corporation. The process of filling vacancies will be undertaken where possible, prior to the vacancy occurring when there is advance notice, in order that there is continuity. The appointment of governors or otherwise will be on the basis of a majority vote.

Appointment of Chair and Vice-Chair

The Chair and Vice Chair positions will be appointed by governors making nominations and by a majority vote at the first Corporation meeting following the position(s) becoming vacant. The term of office will coincide with the term of office as a governor, and terminate when the period of office as a governor ends. The term of office as Chair or Vice-Chair will not automatically continue following reappointment. The appointment of Chairs of Committees will be undertaken by nomination and majority vote at the individual Committees, unless determined otherwise by the Corporation.

Chairs or Vice-Chairs will be eligible for re-appointment to such positions if they are re-appointed as governors.

Eligibility Criteria for Persons to be Governors

All persons shall be eligible to be governors subject to the following:

Persons who are ineligible to be members

1.—(1) No one under the age of 18 years may be a member, except as a student member.

- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt, or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986¹, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—
- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment; or
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—
- (a) within the previous 5 years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Corporation becoming disqualified from continuing to hold office as a result of bankruptcy restrictions under paragraph (5) or because of a conviction under paragraph (8), the member shall immediately give notice of that fact to the Clerk.

Attendance

All members of the Corporation are required to submit their apologies prior to any meeting that they are unable to attend. The Corporation shall review the continued membership of the Corporation of any member who does not attend for six months and may remove that person from the Corporation.

The Clerk will be responsible for monitoring the attendance of all governors at Corporation and Committees. Where a governor is absent for a period longer than six consecutive months from meetings of either the Corporation or a Committee on which he/she is a member the Clerk will notify the Chair of the Corporation. The fact that apologies have been forwarded for absence will not prevent the use of this procedure. Governors should let the Clerk or the Chair know of any difficulties they are facing in attending meetings as soon as possible so that a proactive approach can be taken to the situation.

The Clerk will then write to the Governor on behalf of the Chair asking him/her to provide within seven days written reasons for the non-attendance.

On receipt of this information the Chair will then decide, in consultation with the Clerk, whether or not the matter should be referred to the Corporation.

If the matter is referred to the Corporation the Clerk will prepare a report outlining all the facts of the case and a copy of this report will be sent to the governor whose removal is being considered. This governor will be entitled to attend the Corporation and put his/ her case and has the right be accompanied/ represented by a person of his/ her choice. The meeting at which this matter is considered must be convened in the proper manner and with not less than seven days notice.

If it is agreed that the governor is to be removed from office there shall be no further appeal against this decision and the Clerk will notify the governor in writing of the decision of the Corporation within seven working days.

Termination of Membership as a Governor

The Instrument of Government states:

2.—(1) A member may resign from office at any time by giving notice in writing to the Clerk.

- (2) If at any time the Corporation is satisfied that any member –
- (a) Is unfit or unable to discharge the functions of a member; or
 - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office—

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution,

and the office shall then be vacant.

Financial Interests and Register of Interests

Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purpose of the institution, or receive any remuneration for his/her services as a member; provided that a member who is a member of the staff of the institution (including the Principal) may receive remuneration in that capacity.

A member who has any financial interest in –

- The supply of work or goods to or for the purposes of the College
- Any contract or proposed contract concerning the College; or
- Any other matter relating to the College.

Shall disclose to the Corporation the nature and extent of the financial interest; and shall not be present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

These requirements shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to ensure the members of the Corporation against liabilities and paying the premiums.

The Clerk shall maintain a public register of interests and this shall be presented to the Corporation on the public agenda annually, and at each meeting following any amendment to the register.

Each governor and designated senior post holder shall declare all direct and indirect interests for inclusion in the register and the Clerk shall include any interests he/she becomes aware of that have not been declared formally.

Meetings (Inc Calendar)

There shall be at least three meetings of the Corporation annually with one in each term.

An annual calendar of all Corporation and Committee meetings shall be prepared prior to each academic year and maintained. This calendar may be amended to meet the specific needs of the Corporation and Committees, subject to there being no objection from individual governors affected.

All meetings shall be arranged by the Clerk who shall send members written notice of the meeting together with the agenda and papers. These shall be sent out at least ten days in advance of the meetings whenever possible and no later than seven clear days in advance of the meetings.

On the grounds that there are matters demanding urgent consideration, a special meeting of the Corporation may be called at any time by the Chair, or at the written request of any five governors. the Chair or in his/her absence the Vice-Chair may direct that the written notice and agenda for the meeting be sent out less than seven days prior to the meeting.

Every effort shall be made to send out all reports and papers for meetings in advance of the meetings and papers shall only be tabled by exception.

The agenda for each meeting so far as it is possible and practical shall be determined by the Clerk in consultation with the appropriate Chair and taking into account of any Corporation, individual governors, and regulatory requirements. The agenda shall include the agenda headings for all confidential items.

Any member of the Corporation may request that specific items be included on the agenda provided that 2 weeks notice is given. If for a valid reason an item cannot be included this will be made known to the governor concerned in advance of the meeting.

Corporation and Committee meetings shall be quorate if 40% governors are present.

Proceedings of Meetings

Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and eligible for voting on the question. If there is an equal division of votes the Chairman of the meeting shall have a second or casting vote.

A member may not vote by proxy or by postal vote.

No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of this is a specific item of business on the agenda for that meeting.

Except as provided by the Articles relating to appeals and representations about staff discipline and dismissal, a member of the Corporation who is a member of the staff of the institution shall withdraw.

- From that part of any meeting of the Corporation at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- From that part of any meeting of the Corporation at which the appointment of his/her successor is to be considered; and
- As required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own are to be considered.

Subject to these procedures, a Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation subject to the requirements in the previous paragraphs.

Minutes and Papers

Any minutes in respect of parts of a meeting which the Clerk has to withdraw from, are produced by the person who is designated to take these minutes. The Clerk shall ensure that formal typed minutes are prepared following each meeting ensuring that these shall be succinct, contain the key facts and points from the meeting, and contain a specific record of any statement, objections etc, which any governor specifically asks to be recorded, together with their name. All resolutions shall be recorded formally and numbered. The minutes of meetings or parts of meetings which the Clerk is not allowed to be present at shall be taken by the Chair.

The minutes of all Corporation and Committee meetings shall be presented to the Corporation at the following meeting, and all minutes shall be considered at the following meeting of the Committee or Corporation and if agreed as accurate, or following amendment, shall be signed as a true record by the Chair of the Corporation, or in the case of Committees, by the Committee Chair.

Minutes of meetings held in private shall be recorded separately and distributed only to those governors entitled to receive them. Such minutes shall be on blue paper, and be at the end of the agenda and public papers. Private minutes shall not be made available to any person other than those entitled to receive them in accordance with Corporation procedures.

The agenda and papers for every meeting of the Corporation excluding those connected with confidential and private items shall be available for inspection during

normal office hours by any person and copies of full Corporation meetings will be held in the College Library.

Confidential/Private Items and Papers

The provision of this section shall be in accordance with all requirements of the Freedom of Information Act. The Corporation will make all papers available to all members of the Corporation and the public except where it is deemed essential that these should be kept confidential. Unless otherwise directed by the Corporation, it shall be for the Clerk to determine initially whether or not any item or papers should be Confidential/Private. However, the Corporation may then make such items or papers public if it considers that this is appropriate. The definition of Confidential/Private items will be in accordance, generally with the following:

Items which;

- Contain personal information about a named individual;
- Provide information about contracts or tenderers prior to the awarding of contracts;
- Include considerations/options for acquisitions which may provide competitors with an unfair advantage;
- Include initial consideration or any required financial recovery or similar strategies;
- Include initial policy consideration affecting overall staff condition, employment or pay;
- Be subject to legal, regulatory or mandatory requirements requiring confidentiality

All agenda items of a Confidential/Private nature to be discussed shall be shown as headings on the public agenda.

Public Access to Meetings

The Corporation shall allow access to meetings of the Corporation by any person who is not a member of the Corporation, the Clerk, or Principal, subject to there being sufficient space available in the room of the meeting. Such persons may take no part in the meetings unless invited to do so by the Corporation. The Corporation may decline such attendance at any time if it is felt that this will cause disruption or inhibit the normal business of the meeting, and may request such persons must leave at any time during the meeting and all such persons leave. All persons must leave prior to any discussions of Confidential/Private agenda items.

Attendance at Corporation Committee meetings shall be as for Corporation meetings but subject to their prior agreement of the Committee Chair.

Code of Conduct

The Corporation shall approve and maintain a Code of Conduct for the Corporation, which all governors shall be required to sign and adhere to. Any governor who is not prepared to do so must resign from the Corporation or shall be removed by the

Corporation. The Code of Conduct shall apply also to members of the Senior Management Team.

Committee Structure and Membership

The Corporation shall review and determine the structure, terms of reference, and membership of Committees at least annually and when required to do so by the LSC or other regulatory bodies.

Corporation Committees may review and make recommendations on membership and terms of reference at any time.

Governor's Expenses

All expenses for Governors once approved shall be reported to the Audit Committee for information.

The Chair and Vice-Chair shall be entitled to reimbursement for expenses in connection with their duties in relation to College business subject to a limit determined by the Corporation. Such expenses shall be reimbursed by the Clerk subject to review and recommendations by the Audit Committee and approval by the Corporation.

No allowances shall be paid which remunerate governors for their services as governors.

Public Disclosure

The Corporation shall maintain a procedure to allow the disclosure of potential serious malpractice and for the protection of staff in such circumstances.

In addition the Corporation shall acknowledge the Principal and Clerk's responsibilities to raise issues of potential concern either with the Corporation, or beyond the Corporation if appropriate.

Indemnity

The Corporation shall maintain adequate insurance cover to indemnify governors against possible third party claims resulting from actions taken or not taken by the Corporation collectively or individually.

Delegation of Power

The Corporation shall delegate the day to day, and overall management of the College to the Principal subject to the exclusion of:

- (a) the determination of the educational charter and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;

- (c) ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal; and
- (e) the modifying or revoking of these articles;

The Principal may delegate any of the functions, excluding those detailed, to any senior postholder.

Responses to External Requests for Information

The Corporation shall comply fully with the Freedom of Information Act. All requests for information in connection with the Corporation and its business shall be responded to within 10 working days. If such requests involve providing copies of Corporation public agenda papers, a charge will be made to cover the cost of this.

Complaints will be dealt with in accordance with the College quality procedures.