

# **THE CORPORATION OF CITY OF BRISTOL COLLEGE**

## **STANDING ORDERS FOR THE CORPORATION**

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**(Committee Terms of Reference are reviewed annually)**

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## **STANDING ORDERS**

### **1 INTRODUCTION**

1.1 The Corporation is the College's legal entity. These Standing Orders provide the framework for the operation of the Corporation, which shall be conducted in accordance with its Instrument and Articles of Government and the Further and Higher Education Act 1992. The Standing Orders set out the Corporation's policy and practice on those issues which it has power to determine. These powers are set out in the Instrument and Articles of Government.

1.2 In the event of any conflict between the Standing Orders and either or both of the legislation and the Instrument and Articles, the legislation and the Instrument and Articles shall prevail.

1.3 Other documents which are relevant to the conduct of Corporation business include:

- Instrument and Articles of Government
- ESFA's College Funding Framework
- Code of Conduct for Corporation Members
- Post-16 Audit Code of Practice
- Code of Good Governance for English Colleges and The Colleges' Senior Post Holder Remuneration Code
- The College's Financial Regulations and Procedures
- The College's Public Interest Disclosure Policy ('Whistleblowing Policy')
- Register of Interests of Corporation Member

1.4 Throughout this document reference to the Principal means the Principal and Chief Executive and reference to the Clerk means the Director of Governance & Clerk to the Corporation

### **2 MEMBERSHIP OF THE CORPORATION, APPOINTMENTS AND COMMITTEES**

#### **2.1 Membership**

The composition of the Corporation and determination of membership numbers is determined by the framework laid down in the Instrument of Government. The Corporation may at any time vary its determination as long as it conforms to the requirements of the Instrument of Government.

The current composition is up to 15 external members, the Principal, up to 2 staff members and up to 2 student members. Maximum of 20.

A register of members, maintained by the Clerk to the Corporation, will record the name, address, category, date of first appointment and any subsequent reappointment and term of office of each member.

#### **2.2 Appointments and Terms of Office**

- a) Members shall be appointed in accordance with the provisions of the Instrument & Articles of Government. All Members, other than the Principal, Staff and Student Members, shall be appointed by the Corporation to serve for a fixed period, currently 4 years, and shall normally be eligible to serve for a maximum of 2 consecutive periods of office.
- b) The Corporation delegates to the Search & Governance Committee responsibility for the process of selecting members, other than the Principal, and for advising on membership issues. The Corporation is the appointing body and must approve all appointments.
- c) The Principal is an ex officio appointment.
- d) Staff members normally serve a three-year term of office.

- e) Student members are normally for the duration of their time as a student at the College.
- f) An externally Co-opted Committee member's term of office will be no more than four years. Such members are eligible to be considered for reappointment if they so wish. Such reappointment will be considered by the Search & Governance Committee who will make recommendations to the Corporation.
- g) The Clerk issues letters of appointment and conducts correspondence and eligibility checks on behalf of the Corporation.
- h) The Instrument & Articles sets out the conditions for ineligibility of members.
- i) Members may resign at any time by giving notice in writing to the Clerk.

### **2.3 Chair and Vice Chair Appointment**

- a) The Corporation is required to appoint a Chair. The Chair and up to two Vice Chairs are elected for a period of time determined by the Corporation which will not normally exceed their term of office as a governor.
- b) At the meeting before the expiry of the term of office, or the resignation, of the Chair or Vice Chair, or at the final meeting of the Chair/Vice Chair, the Corporation must appoint a successor. The Principal and Staff or Student members are not eligible for appointment.
- c) The election is by show of hands with nominations being invited at the meeting from among those present. Proxy votes are not permitted.
- d) If the Chair or Vice Chair are absent from any meeting of the Corporation, members present shall choose one of their number to act as Chair for that meeting. The members chosen shall not be the Principal or a staff or student member.

### **2.4 Staff Members**

The Corporation has determined that there shall be up to two staff members.

- i) The Clerk shall seek applications by advertising vacancies throughout the College as widely as possible.
- ii) In order to be eligible for selection staff must be on the College payroll at the time that the Corporation determines that the vacancy occurs.
- iii) Due consideration will be given to the time of the year in which a vacancy falls to ensure full consideration of applications.

### **2.5 Student Members**

The Corporation has determined that there shall be up to two student members.

### **2.6 Clerk to the Corporation**

The Corporation may not delegate appointment of a person to serve as Clerk to the Corporation. The Clerk shall be directly responsible to the Corporation, hold the college seal, Register of Interests and Corporation records, and be able to seek independent professional advice on behalf of the Corporation.

The Clerk is entitled to attend all meetings of the Corporation and its committees. On occasions where the Clerk to the Corporation is required to withdraw from a meeting, the Chair will usually be responsible for preparing a note of the discussion for inclusion in the minutes.

## **2.7 Induction of Members**

The Clerk is responsible for organizing induction for new members in consultation with the Chair and Principal. On appointment, members will be issued with copies of the Instrument & Articles, Standing Orders, key training modules and key Corporation documents. Members will have access to the Governor portal and a College account once their DBS check has been approved.

## **3 ANNUAL DECLARATION OF ELIGIBILITY FOR MEMBERSHIP**

Prior to appointment, potential Members are required to complete a declaration of eligibility for membership. Members are thereafter required to complete a declaration on an annual basis, and this will normally be combined with the revision of the Register of Interests.

Clause 7 sets out detailed provisions relating to the circumstances in which a person may be ineligible, or become disqualified in law from serving as a governor. In summary, these provisions state:

- a) that a person under the age of 18 may not be appointed (unless nominated as a student member);
- b) that members of staff and the student body, with the exception of those appointed to serve as staff and student Governors, are ineligible for appointment;
- c) that the Clerk is ineligible;
- d) that there are circumstances that disqualify a serving governor or make a person ineligible for appointment. These circumstances include bankruptcy or a prison sentence;
- e) that the Principal and staff Members cease to be Members on leaving the College's employment;
- f) that the Student Member ceases to be a Member on leaving the College; and,
- g) in the event that a Member becomes ineligible to serve as a Governor, they shall inform the Clerk at the earliest opportunity.

## **4 MEETINGS**

### **Attendance by Members**

- a) Members have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation. It is recognized that there are other demands on Members' time and thus there may be occasions when they are unable to attend a meeting.
- b) The Corporation shall set a Performance Indicator for attendance of 75%. The Clerk will keep a record of attendance and an annual report will be provided to the Corporation.
- c) Members are asked to give the Clerk as much notice as possible if they are unable to attend a meeting. This enables the Clerk to judge if the meeting will be quorate and register apologies for absence. If it becomes clear that no business can be transacted due to the lack of a quorum the Clerk will consult with the Chair with a view to postponing the meeting. A meeting of the Corporation shall be quorate when 40% of the membership is present.
- d) The Clerk will maintain a register of attendance at meetings.
- e) The Instrument of Government provides for the Corporation to consider removing a Member from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation. Dependent on individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a Member.

f) The Corporation has agreed a procedure for the removal of a member from Office, if informal resolution cannot be achieved. See **Appendix 1**.

### **Attendance by Senior Post Holders**

The Corporation expects Senior Post Holders (SPHs) to attend its meetings in their executive capacity. Other than the Principal, the Senior Post Holders do not have voting rights.

### **Scheduling of Meetings**

The Corporation is required to meet at least once per term and may hold as many additional meetings as it decides are necessary, together with Strategic planning sessions. The Chair may call additional meetings for specific items of business. Meetings may be held across all College centres and should not normally be more than 2.5 hours duration. The use of video/telephone conferencing is permitted.

Each Committee of the Board will determine its own arrangements for the timing and venue of its meetings.

### **Access to Meetings of the Corporation**

The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal, and in making its decision, it shall consider the provisions in its Instrument and Articles of Government. The right to exclude members of the public from CONFIDENTIAL items of business is reserved.

Access to meetings of Committees will be determined in their respective Terms of Reference.

### **Agendas and Papers**

There will normally be an Agenda Meeting between the Chair, Principal and Clerk prior to each meeting of the Corporation. The Clerk will agree the agenda with the Chair. It is intended that the agenda, notice of meeting, associated papers and reports should normally be dispatched to Corporation Members at least 7 days before the meeting. As a minimum, the agenda, notice of meeting and the unadopted minutes of the previous meeting will be circulated 7 days before the meeting.

These arrangements also apply to Committee meetings.

Any member wishing to submit an item for the agenda, should contact the Clerk no later than ten working days before the meeting. The Chair shall make the final decision as to inclusion of any item on the agenda.

Agenda items should indicate whether items are for decision, discussion or information and who will present the item. Papers should be presented according to the agreed Corporation template.

### **Confidentiality**

The Corporation conducts its business in an open and honest manner (principles laid down by the Nolan Committee and set out in the Code of Conduct) and therefore seeks to limit the number of confidential items of business.

All papers determined by the Corporation or Committee to be confidential shall be clearly marked and include separate and confidential minutes of meetings or parts of meetings. Reports relating to named individuals and commercially sensitive information shall be considered confidential to the Corporation.

Reports and Minutes, which contain confidential material, will be marked 'CONFIDENTIAL'.

Minutes and Agenda papers that have been classified as confidential will be reviewed annually by the

Clerk and any declassification will be agreed by the Chair and the Principal.

## **Conduct of Meetings:**

### **General**

Every question to be decided at a meeting of the Corporation or its committees shall be determined by a majority of the votes cast by members present and entitled to vote on the question.

Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote will be taken only if there were a clear expression of dissent or at the Chair's request.

Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A member may not vote by proxy or postal vote.

In exceptional circumstances, and with the approval of the Chair, a resolution in writing (which may include via email) may be sought where the item in question needs to be resolved between meetings and a special meeting cannot be held.

Papers will be presented on the basis that members have already read the documents with only key points highlighted and key changes since the paper was issued

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

Where members are aware of an interest in any matter under discussion, they should disclose that interest immediately and should not take part in discussion of, or decisions relating to, that item

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: (i) for the expenditure of money by the Corporation; or (ii) 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

Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

### **Withdrawal from meetings**

Staff and student members, including the Principal and the Clerk where his /her remuneration, conditions of service, dismissal or retirement are being discussed, may be excluded if Corporation members so decide.

Details of the circumstances in which staff and student members may be required to withdraw from meetings are outlined in the Instrument & Articles of Government.

Where the Clerk is requested to leave due to potential conflict/confidentiality, the Chair must ensure that adequate arrangements are made for minuting. The Principal may not act as Clerk.

### **Any Other Business**

- Members wishing to raise an urgent matter under 'Any Other Business' must notify the Clerk with details of the matter no later than noon on the day of the meeting. The Chair shall rule as to whether or not the matter is urgent if any Member challenges the inclusion of this business on the Agenda.

- Members shall not seek to rescind or vary a previous decision of the Board under 'Any Other Business'.



- The normal channel for introducing business on to an agenda shall be through the Clerk to the Corporation, in sufficient time to allow consultation with the Chair and the Principal and for the drafting of a paper to support the agenda item. A Member introducing an issue of policy as 'Any Other Business' in insufficient time for supporting papers to be prepared can only use the item to draw Members' attention to the matter and enable it to be placed on the agenda of a future meeting.
- Members may use 'Any Other Business' as a channel for informing Members of matters of interest.

## Minutes

The Clerk to the Corporation shall be responsible for the accurate recording of minutes of all agenda items and for the distribution of minutes to all members. Minutes shall include the names of Members present and those in attendance.

Draft Minutes will normally be submitted to the Corporation/Committee Chair for approval within 7 working days of the relevant meeting.

- Adopted minutes shall be uploaded to the online Governor Portal.
- The Corporation must maintain an agreed record of its meetings and decisions.

## Committees

The Corporation shall appoint an Audit Committee, a Search Committee, a Remuneration Committee and a Special Committee (appointed as required to deal with Senior Postholder disciplinary and capability matters) and such other committees or sub-groups as it deems appropriate and shall determine their terms of reference.

The Corporation may delegate any of its powers to such committees or sub-groups with the exception of those specified at Articles (4) of the Articles of Government.

The Corporation has established the following Committees:

- Audit (mandatory)
- Curriculum and Quality
- Finance & Resources
- Remuneration
- Search and Governance

Membership of Committees is reviewed annually by the Board, with members being invited to notify any requests for change in advance of the meeting. Co-opted members are permitted by the Instruments and Articles. However, any proposal to co-opt a member to a committee must be approved by the Board based on a recommendation from the Search Committee.

Rules of Procedure, details of Membership, Quorum, Terms of Reference and Standing Orders for each Committee are contained in **Appendix 2**.

The following applies to all Committees:

- a) Frequency of Meetings.  
The schedule of Committee meetings will be reviewed annually and approved by the Board, considering the Corporation's statutory responsibilities and the timing of major items of business, such as the approval of annual budgets and year-end accounts

- b) Committee Clerk.  
The Clerk of the Corporation normally acts as Clerk to all Committees with the support of the Corporate Services Officer.
- c) Attendance by Advisers.  
Where appropriate, external advisers to the College may be invited to attend Committee meetings. They may speak at the meetings but do not have voting rights.
- d) Voting.  
The practice at meetings of Committees of the Corporation allows for informal debate, with decisions normally made by consensus.
- e) Special Committee  
A Special Committee is set up with the remit of the dismissal of senior postholders and to determine any appeal against dismissal by the holder of a senior post or the Clerk (Articles 10, 16 and 17), although membership of the Committee is only established if the Committee is convened (Appendix 2).

## **5 PANELS**

On occasions there will be a requirement for a Panel of Governors to be set up for the purpose of either selecting a new Senior Post Holder (Article 12 (1) (b)), or hearing an appeal against suspension or a grievance by a Senior Post Holder (Article 16 (c)).

- Membership, Terms of Reference and outline Procedures for a Selection Panel are set out in Article 12b:
  - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
  - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

The Clerk to the Corporation is to act as Clerk to the Panel.

- Any Panel established to hear either a grievance or an appeal against suspension by a Senior Post Holder or the Clerk, will comply with the terms of that Policy.
- It may also be necessary to convene a Panel of Governors to hear any appeal by a member of staff, other than a Senior Post Holder, against suspension or summary dismissal.
- The Clerk is responsible for consulting with the Chair before convening a Panel. Panels will normally consist of 3 members who have not been involved in the Special Committee.

## **6 RESPONSIBILITIES OF THE CORPORATION, DELEGATION AND CHAIR'S ACTION**

**6.1** Article 3 specifies the responsibilities of the Corporation, the Principal, and the Clerk.

**6.2** Provision is made in the Articles of Government for the delegation of functions to Committees, the Chair of the Corporation or the Principal with the exception of the following which cannot be delegated:

- a) the determination of the educational character and mission of the institution;
- b) the approval of the annual estimates of income and expenditure; ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- c) the appointment of the Principal or holder of a senior post;
- d) the appointment of the Clerk; and

e) modifying or revoking of the Articles of Government.

**6.3** The Corporation has decided not to delegate specific functions to the Chair of the Corporation as this may prove to be too restrictive for the arrangements to work effectively as and when appropriate.

**6.4** There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may take action on its behalf as set out in 6.4 and 6.5 below on the condition that such a course of action is not contrary to the Articles of Government or other regulations.

**6.5** Requests for action by the Chair will only be made through the office of the Clerk.

**6.6** The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk.

**6.7** The Clerk, after consultation with the Chair and the Principal, will judge if it is appropriate to seek the views of the Chair of the standing committee associated with the issue.

**6.8** A written resolution is an alternative method of Corporation approval if an item cannot wait for approval until the next meeting, as per the Instrument & Articles of Government.

## **7 STATEMENTS MADE ON BEHALF OF THE CORPORATION**

Unless otherwise agreed by the Corporation, statements on behalf of the Corporation will only be made by the Chair, Principal or the Clerk.:

**7.1** It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.

**7.2** The Clerk will also respond to correspondence from other staff (including representatives of the staff such as union officers) in order to reduce the burden on individual Members of the Corporation and to ensure that collective decisions of the Corporation are followed. The Clerk will normally consult with the Chair before responding.

## **MISCELLANEOUS**

### **8 ALLOWANCES TO MEMBERS**

#### **8.1 Attendance at meetings of the Corporation and Committees of the Corporation**

- a) Members are entitled to claim reimbursement of costs in travelling to and from meetings of the Corporation or its Committees. Such claims will normally be based on the rules for staff except where, in exceptional circumstances, a variation is authorised by the Chair and reported to the Board.
- b) Attendance allowances and loss of earnings will not be paid to Members of the Corporation.
- c) Out of pocket expenses, for example fees paid to a babysitter, will be reimbursed.

#### **8.2 Training**

If a Member of the Corporation has the opportunity to participate in a training programme it is suggested that he/she contacts the Clerk to discuss it before any commitments are made. The Clerk will consult with the Chair of the Corporation as appropriate.

### **8.3 Overseas Travel**

- a) Any overseas travel by a Member on College business must be approved in advance by the Chair.
- b) Any such travel by the Chair must be approved in advance by resolution of the Corporation.

### **8.4 Claims for Reimbursement**

To claim reimbursement of costs incurred or any other approved expenses, Members should contact the Clerk.

## **9 MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC**

- a) A list of the names of Members of the Corporation will be available for inspection in the office of the Clerk and via the College website.
- c) Members' addresses and contact details will not be publicly available and initial correspondence/contact should be conducted through the Clerk.

## **10 PUBLIC INTEREST DISCLOSURE ('WHISTLEBLOWING')**

The Corporation has approved a Public Interest Disclosure ('Whistleblowing') policy and procedures for exposing to scrutiny wrong or inappropriate behaviour by officers or governors of the College. The procedures are not an additional mechanism for employees to raise grievances about their personal or collective employment situation or against other individuals.

## **11 CODE OF CONDUCT**

### **11.1 General**

- a) The Corporation has approved a Code of Conduct for its Members as a guide to indicate the standards of conduct, which is expected of them. It is also intended to assist them in carrying out their duties and to help them to understand their legal duties.
- b) Every Member is provided with a copy on appointment, and acceptance of appointment as a Member of the Corporation is construed as acceptance of the Code.
- c) The Code aims to promote effective and well informed college governance and is not intended to be either definitive or an authoritative statement of the law.

### **11.2 Gifts and Hospitality**

Members should always bear in mind the need not to behave so that the impression given may suggest they have been influenced, or may have been influenced, by a gift, benefit, hospitality or other consideration in order to show favour or disfavour whilst acting on behalf of the College. Such gifts or considerations could be made to gain advantage and might be misconstrued as hampering impartiality or independence. Members should consult with the Clerk and refer to the College's Gifts & Hospitality Policy.

A record is to be kept by the Clerk in which gifts, benefits, hospitality and other considerations are to be recorded.

## **12 REGISTER OF INTERESTS**

Members of the Corporation are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family or their friends. The College's Instrument of Government places a specific duty on Members to avoid conflict of interest in

relation to College property. The Code of Conduct elaborates on this matter and extends the areas of interest, which should be disclosed. It also requires the Clerk to maintain a Register of Members' Interests and invites Members to disclose routinely any such interests.

Members are required to complete a Declaration of Interests form on appointment and the Clerk is to invite notification of any changes on an annual basis, as well as asking members to declare any gifts or hospitality received in their capacity as a Member. The Register of Members' Interests will be available for public inspection.

Members are in the best position to decide what business interests are relevant and should be disclosed.

### **13 COMPLAINTS**

Complaints Procedure:

- a) The normal procedure is for the Clerk to carry out an investigation having consulted with the Chair and to report, as appropriate. The Clerk will acknowledge the complaint in writing and will correspond further with the complainant within a reasonable timescale.
- b) If the complaint is about the Chair, the Clerk will consult with the Vice Chair in the first instance.
- c) If the complaint is about the Governing Body as a whole the Clerk will normally seek advice from the Chair and consult with the Corporation's legal advisors.

### **14 GOVERNOR LIABILITY**

Governors are members of the statutory Corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that the Corporation does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the Corporation, individual members should not be held personally liable.

The College has taken out liability insurance for governors and officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act. Professional Liability insurance (including executive liability, professional indemnity and fidelity) indemnifies the College for acts by any member of staff acting in a managerial or supervisory capacity and any governor.

### **15 INDEPENDENT PROFESSIONAL ADVICE**

The Corporation has approved the following policy for the provision of independent professional advice to Members on any matters concerning the exercise of their powers and responsibilities.

#### **Policy on Independent Professional Advice for Corporation Members**

Corporation Members shall have, within financial limits agreed periodically by the Board, the right to take advice from:

- the Corporation's advisors; or
- if necessary, at the Corporation's expense, independent advisers;

on any matters concerning the exercise of their powers and responsibilities. Such matters shall:

- include advice on their legal, accounting and regulatory duties, but
- exclude advice to individual Corporation Members concerning their own respective personal interests in relation of the Corporation.

- A Member who intends to seek advice under this policy should consult with the Clerk in the first instance explaining why they consider independent advice should be sought. The Clerk will then inform the Chair and Principal that such a request has been made.

The Chair shall decide whether to authorize such a payment or contribution after consultation with the Principal.

Any advice obtained under this procedure shall, on request, be made available to all Corporation members.

### **Policy on Independence of the Clerk**

There may be occasions when the Clerk feels his/her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available within the College. The Clerk may take some or all of the following steps:

- ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;
- ensure the chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
- report the matter to the next meeting of the relevant Committee or full Corporation and ensure the matter is placed in the publicly available minutes; or
- consult the College's external auditors.

The Clerk may also take Independent Professional Advice on the same basis as Corporation Members as set out in 17.1.

## **16 USE OF THE CORPORATION SEAL**

The Clerk to the Corporation shall hold the College seal and is responsible for its security.

### **16.1 Deeds**

As a general rule, transactions relating to the permanent transfer of property will require the consent of the Corporation in order to conform to the requirements of the Financial Memorandum. In such cases it will be a requirement that the appropriate document relating to the transaction will be executed as a deed.

The Clerk will draft a resolution setting out the terms of the transaction for approval by the Corporation.

The Clerk will make arrangements for it to be executed by the application of the Corporation Seal which shall be authenticated by any two Members (other than a Staff or Student Member) of whom one should be the Chair or a Committee Chair. A copy of the resolution relating to the deed will be available for inspection at the signing.

### **16.2 Other Documents/Contracts:**

- a) Most contracts entered into by the College will be signed by the Principal or a delegated member of the Executive.
- b) Any document, which is required to be authenticated by the Corporation other than, as a deed shall be signed by:
  - i) the Chair, Vice Chair, Principal or a Committee Chair; and
  - ii) one other Member of the Corporation other than a Staff or Student Member; or the

Clerk to the Corporation if a second signature is required.

- c) The nature of the transaction or its value, as set out in the relevant Financial Regulation, shall determine which of these procedures is to be followed.

## **17 OPENNESS & CONFIDENTIALITY**

The Corporation recognizes the importance of public accountability and conducting its business openly and transparently. With the exception of confidential items, the following documents may be inspected during normal office hours on application to and by prior arrangement with the Clerk to the Corporation

- : • Corporation and committee papers
- . • Corporation and committee minutes which have been approved by the Chair of the meeting.

Minutes (other than confidential minutes) of Corporation meetings will be placed on the College website once approved.

## **18 SUSPENSION OF STANDING ORDERS**

Any of the preceding Standing Orders may be suspended by a motion so to do that is supported by at least two thirds of those Members present.

## **19 AMENDMENTS TO STANDING ORDERS**

The Clerk, on behalf of the Corporation, will ensure that the provisions of this document are reviewed regularly to meet changing circumstances. All amendments will require the approval of the Corporation, unless they are covered directly or indirectly by statute.

**APPENDIX 1****Procedure for the Removal of a Member from Office****1. Absence from meetings for a period longer than six months without prior agreement**

1.1 The Clerk will be responsible for recording and monitoring the attendance of members at formally summoned Corporation and Committee meetings. If a member is identified as having been unreasonably absent from any meetings of which (s)he is a member for a period of longer than six months, without permission being given by the Corporation, the Clerk will immediately notify the Principal and the Chair of the Corporation.

1.2 The Clerk will then write to the member concerned explaining the position regarding his/her attendance and advising that this could result in the member's removal from office. The member should be asked to explain the reasons for the non-attendance at meetings.

1.3 The Clerk will then discuss the matter with the Chair and the Principal. The Chair shall decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Search & Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Committee considers that the member should be removed from office, they shall make the appropriate recommendation to the Corporation and the Clerk shall convene a meeting of the Corporation to consider the matter.

**2. Inability or Unfitness**

2.1 Any question as to whether or not a member may be unable or unfit to discharge the functions of a member must be referred to the Clerk.

2.2 Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Principal and the Chair of the Corporation (or Vice Chair if the matter is in relation to the Chair). If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Principal and the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.

2.3 The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Search & Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the task group considers that the member should be removed from office, they shall make the appropriate recommendation to the Corporation and the Clerk shall convene a meeting of the Corporation to consider the matter.

**3. Meetings of the Corporation regarding the removal of a member**

3.1 Meetings of the Corporation at which the removal of a member is to be considered shall be convened by the Clerk giving at least seven days' notice.

3.2 The only persons entitled to attend such meetings shall be members of the Corporation and the Clerk, except that the member in question shall be invited to attend for part of the meeting in order to state his/her case. He/she shall not participate in discussion or voting by the Corporation.

3.3 The Corporation shall decide whether or not the member be removed from office. Should this be the case, the Clerk shall notify the governor in writing as soon as practicable after the meeting.

3.4 A member so removed shall have no right of appeal against the Corporation's decision

**APPENDIX 2**



## **Terms of Reference for the Corporation and its Committees**

Terms of Reference for the Corporation and its committees are reviewed annually.

1. The Corporation
2. Audit Committee
3. Finance & Resources Committee
4. Curriculum & Quality Committee
5. Remuneration Committee
6. Search and Governance Committee
7. Special Committee

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## Terms of Reference - Corporation

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### 1 Composition

1.1 The Corporation has determined its membership at up to 20 as follows:

- Independent Members – up to 15
- Staff – up to 2
- Student - up to 2
- Principal and Chief Executive 1

### 2 Membership

2.1 A membership list will be publicly available in the Clerk's office and on the College website.

### 3 Terms of Reference

The Corporation is responsible for ensuring that the governance of the College is conducted in accordance with current legislation, the Instrument and Articles of Government, the Financial Memorandum, the Audit Code of Practice and any requirements of the relevant government department or funding body.

It is required to approve:

- All arrangements for the Governance of the College, including the appointment of Governors and the Committee structure as advised by the Search & Governance Committee.
- The 3-year Development Plan as advised by appropriate Committees. This must include the Mission Statement and a 3-year Financial Forecast.
- The Annual Estimates of income and expenditure on advice of the Finance & Resources Committee.
- The recommendation in the Annual Report of the Audit Committee on the adequacy of internal control systems.
- The appointment of Internal and External Auditors, on the advice of the Audit Committee.
- The appointment and terms of employment of the Principal and Chief Executive and Senior Post Holders including the Clerk to the Corporation, on the advice of an Appointment Panel Committee and the Remuneration Committee.
- Suspension and dismissal of Senior Post Holders is the responsibility of a Special Committee of the Board but the Corporation hears appeals.
- Rules with regard to the governance and conduct of the College, on the advice of appropriate Committees.
- The policy by which the tuition and other fees payable to the Corporation are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by a funding body) on the advice of the Finance and Resources Committee.
- The annual accounts of the College and Subsidiary Companies by authorising them to be signed by the Chair and the Principal and Chief Executive, on the advice of the Finance & Resources and Audit Committees.

The Corporation is required to hear any appeal by a Senior Post Holder against suspension and /or the decision of a Special Committee.

The Corporation has not delegated any of these responsibilities.



The Corporation is also required to hear any appeal by a member of staff, other than a Senior Post Holder, against suspension or summary dismissal. It has delegated this responsibility to a Panel of Governors.

In order to exercise its role, the Corporation will:

- (a) Receive key information either direct or from the relevant Committee.
- (b) Approve an annual programme of work to enable effective governance and financial management of the Corporation.
- (c) Approve such governance arrangements as are necessary to ensure compliance with legal requirements.

## **4 Quorum**

40% of the total number of governors in active membership

## **5 Meetings**

5.1 The Corporation is required to meet at least once each term but normally holds four to six meetings each year.

5.2 Attendance at Meetings:

- (a) Senior Post Holders are expected to attend meetings of the Corporation (and relevant Committees) as 'Executive Directors'. They do not, however, have any voting rights.
- (b) The Corporation shall decide whether a person shall be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal

## **6 Publication of Minutes**

Minutes and papers shall be uploaded to the governance portal and be made available to the public upon request under the terms of Clause 16 of the Instrument of Government.



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## Terms of Reference - Audit Committee

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### Purpose

The Audit Committee advises the Corporation on matters relating to the College's internal financial control and risk management, and oversees its external and internal audit arrangements. It advises and supports the Corporation in explaining, in its annual accounts, the fair and reasonable measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

The Instrument and Articles of Government require the Corporation to have an Audit Committee. It is also a condition of funding that the Corporation establishes an Audit Committee.

### 1 Composition

- 1.1 Up to five (and no less than 3) members, of whom the majority must be members of the Corporation. Non-members may be co-opted if considered appropriate within the above constraints.

### 2 Membership

- 2.1 Membership of the Committee must include at least one person (whether of the Corporation or not) with relevant financial or audit experience.
- 2.2 Membership of the Committee must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance.
- 2.3 Co-opted members are not permitted to be appointed as Chair of the Committee, but in all other respects are afforded equivalent status to full members of the Corporation.
- 2.4 The Chief Operating Officer will normally be in attendance but may be required to withdraw at the request of the Committee.
- 2.5 The Principal will normally be in attendance.
- 2.6 The Chair of the Board, the Principal, other senior post holders, members of the Finance & Resources Committee, the staff governors, student governors and the College's professional advisers shall not be members. The Corporation, in appointing members, will maintain the Committee's independence and objectivity.
- 2.7 The Chair of the Committee will be elected by the members of the Committee in the circumstance of the appointment of Chair not being made by the Corporation.
- 2.8 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

### 3 Responsibilities

- 3.1 To advise the Corporation on:
- 3.1.1 the adequacy and effectiveness of the College's audit arrangements, college corporation assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- 3.1.2 the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards

- 3.1.3 any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded
- 3.1.4 review and consider the reports of external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales
- 3.1.5 the audit needs assessment and strategic and annual internal audit plans for the internal audit service.
- 3.1.6 the outcomes of any reviews undertaken by third parties – including the Education and Skills Funding Agency (ESFA) accountability reviews – and, where appropriate, Management's response to these.
- 3.1.7 relevant reports by the NAO, any funding body and other external bodies and where appropriate, Management's response to these.
- 3.2 To ensure co-ordination between the internal audit service and the external auditor.
- 3.3 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the external auditor's management letter.
- 3.4 To maintain and keep under continuous review a Risk Register showing the strategic risks to which the College is exposed and the arrangements to mitigate or manage those risks and to satisfy itself as to the adequacy of those arrangements.
- 3.5 To review the College's Financial Regulations from the perspective of internal control.
- 3.6 To establish, in conjunction with the Executive, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators.
- 3.7 To produce an annual report for the Corporation and the Principal (as Accounting officer) to be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the annual accounts is signed. The annual report must include:

A summary of the Committee's activities and the work undertaken by the Committee relating to the financial year under review any significant issues arising up to the date of the preparation of the report and any significant matters of internal control included in the management letters and reports from auditors and other assurance providers;

The Committee's view of its own effectiveness and how it has fulfilled its terms of reference; The Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, its framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets.

- 3.8 To maintain and periodically review the College's policies on fraud, irregularity, impropriety and whistleblowing and ensure:
- The proper, proportionate and independent investigation of all allegations and instances of fraud, irregularity and impropriety
  - that investigation outcomes are reported to the Audit Committee
  - that internal and external auditors are informed, and that appropriate follow-up action is taken
  - risks around fraud have been identified and controls put in place to mitigate them
  - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible
- 3.9 To receive, but not be limited to, the following standing annual reports: Sources of assurance available to the

Committee:



- Fraud
- Whistleblowing
- Data Protection and Freedom of Information
- Hospitality register

3.10 To be informed of all additional services undertaken by the financial statements auditors, regularity auditors, internal auditors and other audit and assurance providers and an explanation of how independence and objectivity were safeguarded.

3.11 Any other duties as identified in the Audit Code of Practice

3.12 In order to exercise its role, the Audit Committee has the power to:

- Investigate any other matter that appears to the Committee to fall within these terms of reference. Access all the information and explanations it considers necessary, from whatever source to fulfil its remit. This may include seeking information from auditors and other assurance providers, governors, college staff, students, contractors and/ or third parties.
- Obtain external professional advice.

3.13 The Committee will not adopt an executive role.

3.14 The Committee will review its terms of reference and membership on an annual basis for recommendation to the Board

#### **4 Quorum**

3 members

#### **5 Appointment of Auditors**

The Audit Committee will consider the re-appointment of incumbent auditors on an annual basis. External audit services will be re-tendered a minimum of every five years, or earlier at the discretion of the audit committee.

#### **6 Meetings**

The Committee shall meet at least three times per annum. Where this is not the case, an explanation must be provided within the Committee's annual report

Open to members of the Corporation but public access not permitted.

#### **7 Confidential Session**

Whenever it is satisfied that it is appropriate to do so, the Committee has the right to go into confidential session and exclude any or all participants and observers, except the Clerk to the Corporation. The rules relating to quoracy must be observed

#### **8 Committee Secretariat**

The Committee will be serviced by the Clerk to the Corporation, with the support of the Corporate Services Officer.

#### **9 Reporting to the Corporation**

Minutes of the Audit Committee shall be reported to the next meeting of the Corporation and made available on the governor portal.

#### **10 Publication of Minutes**

Members of the public can request minutes from the Clerk. Some minutes and / or reports may be confidential and may be redacted.

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## Terms of Reference - Finance & Resources Committee

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### 1 Purpose

1.1 The broad role of the Committee is to advise and provide additional in-depth scrutiny and assurance to the Corporation on:

- a. the financial health and solvency of the College;
- b. matters affecting the pay and conditions of staff in the College (excluding those of designated senior post holders, which fall within the remit of the Corporation's Remuneration Committee);
- c. estates, IT and facilities developments – including any strategic issues arising from the College's Strategy and encompassing sustainability
- d. the College's health, safety and wellbeing policy, structure and management arrangements and the effectiveness of health and safety systems of control in the College
- e. any other matters of strategic significance falling within the remit of the Principal and Chief Executive that are not considered elsewhere in the Corporation's committee structure

### 2 Composition

2.1 Minimum of five members, of whom the majority must be Members of the Corporation.

2.2 The Principal and Chief Executive shall be a member. --

2.3 Members of the Audit Committee are excluded from membership.

2.4 The Chief Operating Officer, Director of Estates, Facilities & ICT and Director of HR & OD will normally be in attendance.

### 3 Membership

3.1 Membership of the Committee must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively

3.2 The Chair of the Committee will be elected by the members of the Committee in the circumstance of the appointment of Chair not being made by the Corporation.

3.3 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

### 4 Responsibilities

4.1 To advise the Corporation on financial, human resources, estates, IT and health and safety matters.

4.2 To consider the annual financial estimates and to report on these to the Board with recommendations.

4.3 To consider regular financial reports from the Strategic Leadership Team and to advise the Board subsequently. This includes monitoring budget performance at Corporate and departmental level and subsidiary company accounts.

4.4 To consider the draft Annual Report and Financial Statements and to present a report to the Board with recommendations. (The Audit Committee will also consider the Annual Report and Financial Statements from a control perspective).

**7.5 Audit Committee**  
4.5 To consider periodic reports from the Strategic Leadership Team on the estates of the College and to advise the Board accordingly.

4.6 To consider periodic reports from the Strategic Leadership Team on health, safety and wellbeing and to advise the Board accordingly

4.7 To consider periodic reports from the Strategic Leadership Team on employment matters (except where they relate to the performance of staff) and to advise the Board accordingly.

4.8 To consider, advise and act on such other matters as the Corporation may remit to the Committee.

4.9 To establish working parties and panels for specific purposes. Non-Members of the Corporation may be co-opted on to such advisory groups as required.

4.10 To review its terms of reference and membership on an annual basis for recommendation to the Board

## **5 Quorum**

Three members, including at least two external members

## **6 Meetings**

6.1 The Committee shall meet at least once each term, or at the request of the Chair, and may be empowered to act on behalf of the Board of the Corporation in financial matters requiring urgent consideration, except that the Corporation shall not delegate those items specified in s.9 and s.10 of the Articles of Government.

6.2 Meetings are open to Members of the Corporation but public access is not permitted.

## **7 Committee Secretariat**

7.1 The Committee will be serviced by the Clerk to the Corporation, with the support of the Corporate Services Officer.

## **8 Publication of Minutes**

8.1 Minutes and papers shall be reported to the next meeting of the Corporation and uploaded to the governance portal. They may be made available to the public upon request but may be redacted for confidential items.

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## Terms of Reference - Curriculum and Quality Committee

### 1 Composition

- 1.1 A minimum of 5 members of the Governing Body/Corporation (Board). A co-opted member may also be appointed as appropriate.
- 1.2 The Principal and Chief Executive shall be a member.
- 1.3 The Student Governor(s) shall be a member(s).
- 1.4 A Staff Governor
- 1.5 The Deputy Principal shall normally attend meetings of the Committee. Members of the Strategic Leadership Team will be required to attend as directed and other staff will attend by invitation.
- 1.6 The Chair shall be a Member of the Board

### 2 Membership

- 2.1 Membership of the Committee must include persons (whether a member of the Board or not) with relevant experience. Accordingly, membership may include persons who are not Governors who have been recommended by the Search & Governance Committee and approved by the Board (to be known as co-opted members).
- 2.2 Membership to include the Careers Link Governor, Safeguarding & SEND link Governor
- 2.3 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

### 3 Responsibilities

- 3.1 Review the strategic objectives for the College's curriculum and monitoring progress over time against them including recruitment in light of local, regional and national needs.
- 3.2 Recommend to the Board annual curriculum targets (KPIs) including achievement rates, progression and destination data.
- 3.3 Receive, consider and recommend to the Board the College's Annual Self-Assessment Report and Quality Improvement Plan.
- 3.4 Receive narrative updates in the form of "position statements" with appended data tables including forecasts to enable the in-year monitoring of KPIs.
- 3.5 Assist in driving the continuous improvement standards of curriculum leadership, teaching methods and assessment practices by scrutinising existing practice and considering further development
- 3.6 Scrutinise all forms of learner and apprentice feedback whether it be via learning

walks, focus groups or learner and apprentice surveys and making recommendations for further improvement

- 3.7 Commission and receive reports from time to time to inform the monitoring of curriculum and quality, including or example internal inspections of areas of learning and support services, employer and community engagement equality and diversity, learner and apprentice exclusions, complaints and safeguarding including Prevent recommending the considerations to the Board.
- 3.8 Ensure that the College's Quality Assurance procedures are reviewed to ensure that they remain fit for purpose and to consider and recommend for approval to the Board policies, strategies, policies and procedures as delegated to its authority by the Board.
- 3.9 Provide summary narrative reports from the Curriculum & Quality -Committee to the Board.
- 3.10 In discharging these duties to ensure that College remains compliant with all policies and procedures regarding equality of opportunity and diversity by its authority by the Board.

## **4 Quorum**

- 4.1 Three Members of the Corporation to include at least two external members.

## **5 Meetings**

- 5.1 The Committee shall meet at least once each term.
- 5.2 The Chair of the Committee shall have the authority to invite other persons (whether members of College staff, students, or not) to attend any meeting of the Group if deemed appropriate to the business.
- 5.3 Open to Members of the Corporation but public access not permitted.

## **6 Terms of Reference**

- 6.1 The terms of reference will be reviewed on an annual basis and approved by the Corporation.

## **7 Publication of Minutes**

- 7.1 Minutes and papers shall be uploaded to the governance portal and non-confidential items be made available to the public upon request.

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## Terms of Reference – Search and Governance Committee

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### 1 Composition

#### 1.1 Up to five members including:

- The Corporation Chair *ex-officio*
- The Principal and Chief Executive *ex-officio*
- 2 or 3 Members of the Corporation

### 2 Membership

#### 2.1 In determining the membership, the advantages of continuity should be balanced with good practice to rotate membership amongst Members of the Corporation.

### 3 Responsibilities

- 3.1 The Committee shall be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation, and for determining the process whereby candidates are nominated.
- 3.2 The Committee shall from time to time consider and make recommendations on the Corporation's membership to include composition and balance and on the procedures for appointment to the Corporation.
- 3.3 The Committee shall from time to time consider and make recommendations on the Corporation's structure and governance, to include the Instrument and Articles of Government.
- 3.4 The Committee shall consider any specific matter relating to the Instrument and Articles of Governance as may be remitted to it by the Corporation.
- 3.5 The Committee shall develop and recommend to the Corporation policies and procedures for the induction and training of Corporation Members.
- 3.6 The Committee shall agree the procedures for the self-assessment of Governance and submit an annual draft report to the Corporation for approval.
- 3.7 Subject to the constraints of an agreed budget the Committee shall have the power to employ the services of such external advisors as they deem necessary to fulfil their responsibilities.
- 3.8 The Chair of the Corporation shall Chair the Committee

### 4 Quorum

#### 4.1 The quorum for meetings of the Committee shall be 3.

### 5 Meetings

- 5.1 The Committee shall meet at least once each year.
- 5.2 Attendance at Meetings: restricted to Committee Members, the Clerk and Officers of the Corporation as required.

### 6 Rules of Procedure

#### 6.1 Retiring Members

Where a Member retires at the end of their period of appointment the Corporation has, in keeping with recommendations in the Nolan Report 'Standards in Public Life', a policy that:

- where retiring Members offer their services for a further term, re-appointment is not automatic;
- Members will not normally be permitted to serve more than two consecutive terms.
- where the Committee recommends that a Member should serve more than two consecutive terms, the Board will ensure that any such re-appointment receives appropriate scrutiny.

## **6.2 Vacancies**

6.2.1 When a vacancy or potential vacancy occurs, the Committee will normally review the composition of the Corporation and make recommendations to the Board on the characteristics sought to fill the vacancy or may recommend that particular attention be given to any perceived lack of balance in the Corporation.

6.2.2 The Committee shall be mindful of the principle of equality, diversity and safeguarding for all.

The procedure for selection will agreed by the Committee.

## **7 Publication of Minutes**

7.1 Minutes shall be made available to all Members of the Corporation. The Committee shall determine which supporting papers should be submitted to the Board.

7.2 (Redacted) minutes and papers shall be available to the public upon request to the Clerk.

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## Terms of Reference - Remuneration Committee

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### 1 Composition

- 1.1 Four members of the Corporation, including the Chair of the Corporation and the Vice Chairs.

### 2 Membership

- 2.1 The Principal and Chief Executive, staff and student members shall be excluded from membership.
- 2.2 The Chair of the Corporation shall not act as Chair of the Committee.
- 2.3 The Chair of the Committee shall normally be one of the Vice Chairs

### 3 Terms of Reference

- 3.1 To advise the Corporation on the remuneration, performance and terms and conditions of employment of the Principal and Chief Executive and other designated senior post holders including the Clerk\*.
- 3.2 To review the performance of the Principal and Chief Executive, other Executive members and the Clerk and the extent to which performance targets have been met.
- 3.3 To keep under review the disciplinary, grievance, capability, remuneration and redundancy procedures for senior post holders.

### 4 Quorum

3 members.

### 5 Meetings

- 5.1 The Principal will normally be in attendance but will be required to withdraw when the Principal's remuneration, performance and terms and conditions of employment are being considered.
- 5.2 Meetings of the Committee will be held as and when appropriate. The main meeting to be held at the start of each academic year in October / November to review SPH performance for the prior year.
- 5.3 The Clerk to the Corporation shall be the Clerk to the Remuneration Committee and shall withdraw when the Clerk's remuneration, performance and terms and conditions of employment are being considered.

### 6 Authority

The Committee has the authority to obtain outside legal or other independent professional advice, and to secure the attendance of others with relevant experience and expertise at its meeting, if it considers this necessary, provided that the Committee may not incur direct expenditure in this respect without the prior approval of the Corporation.

### 7 Publication of Minutes and Reporting to the Corporation

Minutes and papers of the Committee will normally be confidential and not made available to staff and student members of the corporation. Other corporation members may request remuneration minutes from the Clerk. A summary of key recommendations will normally be reported under the confidential business of the Corporation.