

BOARD OF THE CORPORATION

STANDING ORDERS

East Riding College



Final

DATE: APRIL 2020

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Introduction

- 1.1. These Standing Orders are designed to provide further detail to the framework within which the Board of the Corporation of East Riding College operates.
- 1.2. These Orders do not displace or take precedence over primary legislation or the Instrument and Articles of Government, Statutory Instrument 1992 No. 1963 or any subsequent amendments made thereto. Consequently, these orders should be read alongside both prevailing legislation and the Instrument and Articles of Government as to gain a full understanding of how the Board operates. In the event of any conflict between these Orders and the Instrument and Articles, the Instrument and Articles shall prevail.

Definitions

- 1.3. In these Standing Orders:

'Corporation' means the Board of the Corporation of East Riding College;

'College' means East Riding College;

'Governor', 'Chair', 'Vice Chair', 'Principal' and 'Secretary' mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Vice Chair of the Corporation, the Principal of the College and the Secretary of the Corporation;

'Senior Post Holder' means the Principal and any other Officer designated by the Corporation as a Senior Post Holder;

- 1.4. Unless the context otherwise requires, the singular includes the plural and the plural includes the singular. Words importing one gender import any gender.
- 1.5. No individual committee or Member may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. The adoption of these Standing Orders supersedes all previous Standing Orders of the Corporation and are made under Clause 23 of the Articles of Government relating to Rules and Byelaws.

2. Composition of the Corporation

- 2.1. The Corporation shall comprise of 18 Members among the following categories: 6 business; 3 local community; 2 local authority; 2 co-opted; 2 staff; 2 student; 1 Principal.

3. Appointment of Members

- 3.1. Members will be appointed in accordance with the provisions of the Instruments and Articles of Government.
- 3.2. One staff Member shall represent academic staff and the other shall represent support staff at the College. In each case, the Member shall be nominated and elected by the respective category of academic or support staff.
- 3.3. Student Members shall be selected from those registering interest in the role.
- 3.4. The Corporation delegates to the Search, Governance and Development Committee responsibility for determining appropriate selection procedures, and for advising Corporation on membership issues and appropriate candidates for consideration by the Corporation.

Details of the delegated powers of this Committee are set out in its terms of reference. The Corporation is the appointing body and must approve all appointments. The Secretary issues letters of appointment, and conducts eligibility checks on behalf of the Corporation.

4. Appointment of External Members and Fellows

- 4.1. Any committee established by the Corporation (other than a Special Committee), may include persons who are not Members of the Corporation. The Search, Governance and Development Committee has responsibility for advising on appropriate candidates for consideration by the Corporation.
- 4.2. Co-opted external members are not Members but are counted for the quorum as part of the membership of a committee or working group and can vote in the resolution of any item if the opportunity arises. As of right, they cannot attend Meetings of the Corporation.
- 4.3. Co-opted external members are usually appointed for their particular expertise, which can assist the achievement of the responsibilities of a committee of the Corporation. The appointment of a co-opted external member can also be as a preparation for full membership of the Corporation. Co-opted external members bring independence and distance from College affairs and so can play an especially useful role where many Members have considerable length of experience.
- 4.4. A co-opted external member can be appointed for up to four years. Subject to their continuing eligibility under Clause 8 of the Instrument (eligibility), co-opted external members reaching the end of their term of office may be eligible for re-appointment for up to a further 4 years. The Search, Governance and Development Committee will make a recommendation to the Corporation after reviewing the individual's contribution.
- 4.5. The Governing Body may appoint Fellows. The purpose and objective is to honour individuals who have provided an exceptional service to the College or have made exceptional achievement or reputation in areas relevant to the college.

The Corporation will appoint Fellows on the basis of a recommendation from the Search, Governance and Development Committee, in line with the Fellows Scheme.

The role of Fellow is an honorary position only and does not grant any decision making or authority to the holder.

The College reserves the right to withdraw a Fellowship should an individual bring the college into disrepute.

5. Terms of Office

- 5.1. With the exception of the Principal and the Student Members, Members of the Corporation will normally hold office for a period of 4 years, subject to the provisions of Clause 9 of the Instrument of Government. The Principal is an ex officio appointment. Student Members will hold office for the duration of their course, often two years or less. Student and Staff Members are not eligible to serve as Members if they cease to be a student or member of staff of the college.
- 5.2. Subject to their continuing eligibility under Clause 8 of the Instrument (eligibility), Members reaching the end of their term of office may be eligible for re-appointment for second and, in special circumstances, third terms. In exceptional circumstances a Member may be re-

appointed for a fourth term of office. The Search, Governance and Development Committee will make a recommendation to the Corporation after reviewing the individual's contribution.

5.3. Members may resign at any time by giving notice in writing to the Secretary.

6. Chair and Vice Chair

6.1. The Corporation is required to appoint a Chair and may wish to appoint one or more Vice Chair. The procedure set out in Appendix A will be used. Where possible, appointment of the Chair and Vice Chair(s) will be decided at the July Corporation Meeting. The Principal, Staff or Student Members are not eligible for appointment.

6.2. If both the Chair and Vice-Chair(s) are absent from any Meeting of the Corporation, Members present shall choose one of their number to act as Chair for that Meeting. The Member chosen shall not be the Principal or a Staff or Student Member.

6.3. The Chair and Vice-Chair(s) may resign from office at any time by giving notice in writing to the Secretary.

6.4. In accordance with Minute No. 203 of the Meeting of the Corporation of the former Beverley College on 15 June 1995, no individual Member shall be allowed to hold a Chair or Vice Chair position for more than 12¹ consecutive years.

6.5. In the event of the resignation or removal from office of the Chair or Vice Chair, the appointment of their replacement shall be made at the first Meeting following this event, using the procedure described in Appendix A.

6.6. Whilst any governor is free at the appropriate time to nominate another governor for appointment as Chair or Vice Chair, the Search, Governance and Development Committee will seek to identify governors who might be appointed to these positions in the future. This is with the intention of avoiding a situation in which the Chair or Vice-Chair either reach the end of their term of office or decide to stand down and there is no governor available to take their place.

6.7. The position of Vice Chair may be used in the context of succession planning although it will not always be the case or the intention that the Vice Chair succeeds the Chair.

7. Secretary to the Corporation

7.1. The Corporation must appoint a person to provide the service of Secretary or Clerk to the Corporation on the contractual terms approved by the Corporation. The Corporation may not delegate appointment of such a person.

7.2. The Secretary 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 as required.

7.3. The Secretary is entitled to attend all Meetings of the Corporation and its committees, but shall withdraw from any part of a Meeting where his/her remuneration, conditions of service, dismissal or retirement is being discussed.

7.4. The Secretary may not be a Member of the Corporation.

¹ Amended from '10 consecutive years' by the Board of the Corporation on 19 November 2003.

8. Meetings

- 8.1. The Corporation shall meet at least once in every term, and shall hold such other Meetings as may be necessary.
- 8.2. The Secretary shall provide a schedule of Meetings of the Corporation and its committees prior to the start of each academic year.

9. Adjournment

- 9.1. The Chair may adjourn a meeting of the Board at any time. The Decision of the Chair in this matter shall be final and shall not be open to discussion.

10. Special Meetings

- 10.1. A special Meeting of the Corporation may be called at any time by the Chair or (in their absence) by the Vice-Chair, or at the request in writing to the Secretary of any five Members. For a special Meeting, the written notice and agenda may be issued less than seven days in advance of the Meeting, on the grounds that there are matters demanding urgent consideration.

11. Decision Making

- 11.1. Meetings are the sole means by which the Corporation can take decisions other than any it has previously delegated to its sub committees, the Chairman or Principal. Postal votes or voting by proxy are not permissible.

12. Conduct of Meetings

- 12.1. Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors agreed by the Board and updated from time to time.
- 12.2. Clause 14 of the Instrument of Government lays down rules on matters relating to the proceedings of Meetings, which the Corporation shall follow. Unless otherwise stated such proceedings shall apply to all Meetings of the Corporation, of any Committee and of any Sub-committee.
- 12.3. Meetings of the Board shall be conducted informally and decisions will normally be made by a vote involving a show of hands. Immediately after a vote has been taken, any governor may ask for the way in which he voted (or abstained) to be recorded in the minutes.

13. Agendas and papers

- 13.1. The Secretary will send written notice of a Meeting of the Corporation and a copy of the agenda at least seven calendar days in advance of the Meeting.
- 13.2. The agenda will be structured by the Secretary in consultation with the Chair and Principal in order to clearly show the order of business and whether a matter should be treated as confidential.

- 13.3. All items to be considered at the Meeting of the Corporation (with the exception of late items of urgent business) shall be recorded on the agenda.
- 13.4. Most items of business should be supported by a written report. As far as possible, all supporting papers will be sent out with the agenda. The Corporation recognises that occasionally circumstances may prevent the distribution of certain papers at the same time as the agenda. However, the late distribution of papers impairs the proper conduct of the Corporation's business and should be avoided wherever possible. Papers may be tabled with the agreement of Members present.
- 13.5. Any Member may request an item be placed on the agenda provided that the Secretary receives written notice of the item ten calendar days in advance of the Meeting.
- 13.6. A matter may be placed on the agenda as a late item of urgent business only with the prior approval of the Chair and the Secretary.

14. Quorum

- 14.1. A Meeting of the Corporation shall be quorate when 40% of membership is present, rounded to the nearest whole number. The Corporation has determined the membership as 18 Members, with a quorum of 8.
- 14.2. If during the course of a Meeting, the number of Members present ceases to constitute a quorum, the Secretary will advise the Chairman and the Meeting must be terminated. Committee Meetings, which are not quorate, may continue at the discretion of the Committee Chair, in which case the minutes constitute an informal note. Where a Meeting cannot take place, or cannot continue, the Chairman shall, if they think fit, ask for a special Meeting to be called as soon as convenient.
- 14.3. The membership and quorums for Committees and Groups are determined by the Corporation and detailed in the terms of reference.

15. Attendance

- 15.1. The attendance of every Member attending a Meeting of the Corporation, a Committee, Subcommittee or working party shall be recorded in the minutes of the Meeting.
- 15.2. A Member will be recorded in the minutes of a Meeting as being 'Absent' unless he/she notifies the Secretary that their 'Apologies' should be given to the Chair.
- 15.3. To assist the Secretary in establishing that there will be a quorum for a Meeting, Members should ensure that 'Apologies' are submitted on the day preceding the Meeting at the latest.
- 15.4. The Corporation has set an attendance rate of 80% for the Corporation as a whole. The Secretary shall monitor attendance levels at all Meetings of the Corporation and submit an annual report to the Board on the same.
- 15.5. The Corporation may give notice in writing to any Member who is absent from Meetings of the Corporation for longer than six months without the permission of the Chairman, or is unable or unfit to discharge their duties as a Member. Members may be absent for valid reasons, on long-term sickness for example, where there is a dialogue and an intention to return to the Corporation.

- 15.6. In the event of a decision being required under (15.5) above, then the matter will be placed on the agenda for the next Meeting of the Corporation for discussion by the Members present. The Secretary will present a full written report setting out all the known facts.
- 15.7. The absent Member facing the procedure at (15.5) shall be entitled to attend the meeting or submit in writing his/her reasons for absence. He/she shall take no part in the voting on this matter.

16. Withdrawal from Meetings

- 16.1. Details of the circumstances in which Staff and Student Members are required to withdraw from the Meeting are outlined in Clause 14 of the Instruments of Government.
- 16.2. Separate minutes will be taken of those parts of Meetings from which staff or student Members or the Secretary have withdrawn, and those who have withdrawn will not be entitled to see the minutes or any papers relating to that part of the Meeting except with the approval of the Corporation or committee.
- 16.3. Where the Secretary or Members have withdrawn from a Meeting or part of a Meeting this withdrawal shall be recorded in the minutes of the Meeting.

17. Suspension of Governors

- 17.1. If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a Member to continue in active office for any reason (including, but not limited to, a situation in which the outcome of an investigation, whether internal or external, is awaited) the Corporation may, as a neutral act, by notice in writing to that Member suspend the Member from office until further notice.

18. Minutes

- 18.1. The Secretary, or in his/her absence their appointed deputy, will take and be responsible for the accurate recording of the Minutes. The Minutes will note those present and apologies, alongside a brief resume of the discussion on a matter and clearly show how each decision was made.
- 18.2. Minutes of every Meeting of the Corporation, of any Committee or of any Sub-committee shall be submitted to, and signed at, the next following Meeting of the body concerned.
- 18.3. The person presiding as Chair shall put the question "*that the Minutes submitted to the Meeting be approved as a correct record of that Meeting*" or words to that same effect.
- 18.4. No discussion shall take place upon the Minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the person presiding shall sign the Minutes. The Secretary will retain signed minutes indefinitely.
- 18.5. There shall be an agenda item following the Minutes titled 'Matters Arising' and the Secretary and Principal shall draw to the attention any matter or action that is outstanding.
- 18.6. Draft minutes of Committees will be submitted to the next full Meeting of the Corporation for information.
- 18.7. Under no circumstances can Members of the Corporation take a decision which is not minuted at a properly constituted Meeting, for example, at a training event.

19. Declaration of Personal or Other Interests

- 19.1. The Secretary will maintain a register of the interests of Members, which is reviewed on an annual basis.
- 19.2. Members will also draw attention, as appropriate, to their declared financial or personal interests on any items of the agenda at Meetings.
- 19.3. A Member may be required to withdraw from a Meeting or not take part in the discussion or vote if he or she would appear to Members present:
- to stand to gain financially from a matter under consideration
 - to have a personal interest in a matter under consideration; or
 - is a relative of a student or an employee being discussed.
- The *Register of Interests Guidance* provides further information on when members should disclose information and/or withdraw.

20. Reconsideration of Resolutions

- 20.1. No resolution of the Corporation can be rescinded or varied at a subsequent Meeting unless its rescission or variation is a specific item of business on the agenda for that Meeting. A resolution, which in this context means any formal decision by the Corporation, cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from the previous minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

21. Voting

- 21.1. Clause 14 of the Instrument of Government establishes that every question should be decided by a majority vote (ie more than 50%) by all those Members who are present and entitled to vote. Where there is an equal division of votes, the Chair of the Meeting shall have a second or casting vote. Written resolutions may be passed by the Board or Committees where a physical meeting is not considered practical. The Clerk must have the agreement of the Chair of the Governing Body or relevant Committee to reach any decision by written resolution and should, following a report to the next meeting of the relevant Committee or Governing Body, record that decision by way of the minutes in the usual way.
- 21.2. In practice, it would be unusual for all decisions taken at a Meeting to be decided by a formal vote. The Chair would normally ask the Corporation, Committee or Sub-Committee for their agreement to the proposal in question at the conclusion of a discussion. A vote could be called if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts or a merger or property proposal).
- 21.3. A student Member who is under 18 years of age at the time of the Meeting cannot vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability (Clause 14(7) of the Instrument of Government refers).
- 21.4. Except where a requisition is made under the next paragraph, the method of voting at Meetings of the Corporation, Committees and Sub-committees shall be by show of hands.

21.5. Should an individual Member of the Corporation request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Member has the right to have his or her disagreement recorded in the minutes.

22. Confidentiality

22.1. All agendas, reports and other documents and all proceedings of the Corporation, Committees, Sub-committees and working parties will become public following a Meeting unless a decision is taken to classify an item as being confidential. Copies of all papers not classified as confidential will be available for public inspection from the office of the Secretary during normal working hours. Confirmed minutes that have been signed by the Chair and which are not classified as confidential are published on the College's website.

22.2. The Corporation will determine when an item is confidential. Criteria for defining an item as confidential include:

- a) personal information relating to an individual;
- b) information provided in confidence by a third party who has not authorised its disclosure;
- c) financial or other information relating to procurement decisions, including information relating to the college negotiating position, during the course of those negotiations;
- d) information relating to the negotiating position of the College in employment relations matters, during the course of those negotiations;
- e) information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
- f) legal advice received from or instructions given to the College legal advisors;
- g) information planned for publication in advance of that publication; and/or
- h) information not otherwise covered above, but considered commercially sensitive.

22.3. The Corporation shall undertake an annual review of its minutes and papers previously determined to be confidential and decide whether to release each confidential item for the public record.

23. Public Access to Meetings

23.1. Meetings of the Corporation are not open to members of the public and representatives of the press. Meetings will be held in private and attended by the Members of the Corporation and the Senior Post Holders, together with any other persons specifically invited to attend. The provisions of this Standing Order shall be published on the College's website.

24. Committees and Sub-Committees

24.1. In accordance with the requirements of the Articles of Government and with the needs of its business needs, the Corporation has established the following advisory committees:

- Search, Governance and Development
- Audit
- Quality Standards
- Remuneration, Finance and Human Resources.

24.2. In addition, a Special Committee may be established as required under Clause 10 (1) of the Articles of Government to undertake duties related to the dismissal of Senior Post Holders and the Secretary. A panel of Members may also be convened to hear staff appeals against dismissal. The Corporation, as required, may set up ad hoc working groups.

- 24.3. Each committee has its own terms of reference which the Corporation will review annually, and include details of quoracy and membership.
- 24.4. The Chair (and Vice Chair if required) is confirmed annually at the first Meeting of each year.
- 24.5. The Corporation may co-opt external members to its committees on the advice and recommendation of the Search, Governance & Development Committee.
- 24.6. All Corporation Members are entitled to attend committee Meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the committee. Members of the public will not normally be admitted to committee Meetings unless invited by the relevant Chair as advisers.
- 24.7. Agendas and papers will ordinarily be distributed to committee Members seven days before a Meeting.
- 24.8. Agreed non-confidential minutes of committee Meetings will be made available on the College website.

25. Senior Post Holders

- 25.1. As is set out in Clause 12 of the Articles of Government, the Corporation is responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of the Secretary of the Corporation and Senior Post Holders. The Principal has general responsibility for the appointment of all other members of staff.
- 25.2. Where there is a Senior Post Holder vacancy or expected vacancy the Corporation shall put in place an appropriate recruitment process and establish a Selection Panel consisting of (for the post of Principal) at least five Members of the Corporation including the Chair and/or the Vice Chair. Where the vacancy is for any other Senior Post Holder or the Secretary to the Corporation, the Selection Panel shall comprise the Principal and at least three Members of the Corporation.
- 25.3. The Selection Panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Corporation. If the Corporation approves the Selection Panel's recommendation then that person shall be appointed.
- 25.4. If the Selection Panel is unable to agree on a person to recommend for appointment, or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the selection process with or without first re advertising the vacancy.

26. Chair's Action – Matters of Urgency

- 26.1. It will be necessary from time to time for the Chair, or the Vice Chair in their absence, to act on behalf of the Corporation between Meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation Meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation, for example Bank Covenants. The Chair will consult informally with at least two Members before doing so.
- 26.2. Alternatively, the Chair may take action on matters, which he judges are too urgent to await a Meeting of the Corporation. If such urgent matters arise, the Chair has the option to call a

special Meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.

- 26.3. The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a Meeting, and within the terms of these standing orders. The Secretary must make a full record of all such Chair's action (including the reason(s) for using this procedure) and report them to the next Meeting of the Corporation or Sub-Committee for information. If the Secretary has not been directly involved in an action then the Chair (or Vice Chair) must ensure that he gives a full account of the action.

27. Seal of the Corporation

- 27.1. The affixing of the corporate seal to deeds and other documents shall be authenticated by the signature of the Chair of the Corporation or in his absence, the Vice Chair. The Principal shall witness the signature at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be maintained by the Secretary.
- 27.2. The corporate seal of the Corporation shall be kept in the custody of the Secretary in a safe place which shall be secured by a lock.

28. Expenses

- 28.1. Members may only claim expenses for travelling, caring duties and subsistence at rates determined by the Corporation for College staff.
- 28.2. Expenses are payable associated with attendance at Meetings, training events and conferences. Members are not permitted to claim allowances that remunerate them for their services as Governors.
- 28.3. Claim forms are available from the Secretary and completed forms should be submitted to the Secretary for approval, with the exception of those for the Principal, which shall be approved by either the Chair or the Vice Chair of the Corporation.

29. Corporate Gifts and Hospitality

- 29.1. Gifts and hospitality may only be received within the provisions of the Corporation's current Policy on Gifts and Hospitality. All Members, co-opted external members, senior members of staff and other relevant staff members should submit details of any gifts and hospitality received as per the Policy.

30. Complaints against the Corporation

- 30.1. A complaint against the Corporation, or an individual Member of the Corporation, shall be addressed to the Secretary to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter, which may require involvement of an independent body. A complaint against the Secretary to the Corporation shall be forwarded to the Chair of the Corporation. A copy of the complaints procedure is attached to these Standing Orders (Annex 2).

31. Independent Professional Advice

- 31.1. The procedure by which Members and the Secretary may gain access to Independent Professional Advice is attached to these Standing Orders (Annex 3).

32. Amendments to Standing Orders

32.1. These Standing Orders may only be amended by a vote taken at a Meeting of the Corporation. The minimum number of votes required to enact any amendment shall be a vote in favour of 70% of all Members serving at the time of the vote.

Final

THE PROCEDURE FOR APPOINTING THE CHAIR AND VICE CHAIR(S)

1. At the final meeting in the academic year, the Board will consider whether to apply this procedure for the election of the Chair and Vice Chair(s) for the following year. If required, the current Chair and Vice Chair shall leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. The Board may decide to waive the application of the procedure but shall not do so for more than three consecutive years.
2. If the process is waived, the Chair and Vice Chair(s) shall be asked to remain in post. Should they be unwilling to do so, then the process must be enacted.
3. The Chair and Vice Chair(s) will each be elected annually and are eligible for re-election at the end of that period if they are still eligible as Members. Where possible, appointments will be decided at the July Corporation Meeting. The Principal, Staff or Student Members are not eligible for appointment.
4. The Secretary will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair or Vice-Chair. Such a member will need nomination by another member and seconding by another. Nomination should then be returned to the Secretary.
5. If two or more members are nominated and seconded then the Secretary will arrange a secret ballot. The ballot will only be valid if the number of votes cast equals or exceeds the quorum for meetings of the Board as required in the Instrument of Government, which is 40% (8 members). The member with the most votes will be named as Chair or Vice Chair at the next Board meeting.
6. In the event of the Chair becoming vacant during the academic year, the Vice-Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above. However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Board to act as Chair for the appointment of the new Chair only. (This is to avoid the Vice-Chair being able to vote for him/herself in the event of a tied vote).

STANDING ORDERS ANNEX 2

COMPLAINTS AGAINST THE CORPORATION

1. An individual, business or an organisation may make a complaint against the Corporation, a Member of the Corporation or the Secretary to the Corporation.
2. Complaints against the Corporation or a Member of the Corporation should preferably be made in writing and addressed to the following:

The Secretary to the Corporation
East Riding College
Armstrong Way
Beverley
HU17 0GH

3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy they are seeking.
4. The Secretary to the Corporation will:
 - acknowledge receipt of the complaint without delay
 - investigate the complaint
 - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement
5. The written response of the Secretary to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Business, Innovation and Skills and/or the Skills Funding Agency).
6. The Secretary to the Corporation will keep the Chair informed of the situation, and will provide the Corporation with a written statement of the nature of the complaint and the response at the next Meeting. Such a report shall be circulated to Members within ten working days of the response of the Secretary to the complaint so that Members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation or an individual Member of the Corporation the Secretary to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Secretary to the Corporation shall to be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation should be marked 'Strictly Private and Confidential' and be addressed to:

The Chair of the Corporation, East Riding College, Flemingate Centre, Armstrong Way
Beverley HU17 0GH
9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be the same to that outlined above with regard to complaints against the Corporation and individual Members of the Corporation.
10. If you are not satisfied with the outcome of your complaint, then you may wish to write to the Education and Skills Funding Agency at:

Complaints Team, Cheylesmore House, Quinton Road, Coventry CV1 2WT

or by email to complaints.ESFA@education.gov.uk

STANDING ORDERS ANNEX 3



INDEPENDENT PROFESSIONAL ADVICE

- 1) Corporation Members shall have, within the financial limits appearing in paragraph 3, the right to take advice from the Corporation's advisers; 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 to the Corporation.
- 2) A Member who intends to seek advice under this procedure shall give prior written notice to the Secretary to the Corporation and such notice must contain:
 - a summary of issues on which advice is sought; and
 - if independent advice is sought (i.e. not from the Corporation's advisers), the name(s) of the advisers whom the Member proposes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issues(s) is considered to be inappropriate.

The Secretary shall forthwith deliver a copy of the notice to the Chair of the Corporation and the Principal. Wherever practicable, a Member shall first enquire of the Secretary whether the Corporation has already obtained professional advice, before giving notice under this paragraph.
- 3) The Chair shall be authorised by the Corporation to pay or contribute up to £500 towards the costs of independent professional advice under this procedure, provided that the total of all such payments and contributions in any financial year of the College does not exceed £1,500.
- 4) The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within ten working days. The decision shall be made after consultation with the Principal.
- 5) The Secretary will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision.
- 6) Any advice that is obtained under this procedure shall be made available to all Corporation Members on request.
- 7) References in this procedure to the Chair shall include references to the Vice-Chair(s) in their absence, or where they are seeking independent advice under this procedure.

The Secretary's responsibilities where Governors act beyond their powers

- 8) The Financial Memorandum requires each Corporation to specify procedures it would expect the clerk to follow if he believed the Corporation or any of its Members were seeking to act beyond their powers.

- 9) The Corporation of East Riding College adopts the following policy based on the FEFC “Guide for Clerks” Section 8.12 to 8.17:

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

- ensure that the reasons for concern have been put in writing and sent by the Secretary to the Chair and the Principal;
 - ensure the Chair of 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;
 - consult the College’s external auditors;
- 10) The Secretary is authorised to obtain initial legal advice on such issues without the agreement of the College Management or the Corporation. In such a case, the Corporation may decide to obtain further legal advice.
- 11) If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in his or her judgement, the Secretary is authorised to refer the matter to the Skills Funding Agency, and inform the Chairman and the Principal that this has been done.
- 12) The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Secretary.

History of revisions:

First approved by the Board of the Corporation on 24 February 2000
Amended by the Board of the Corporation on 26 March 2003
Second amendment by the Board of the Corporation on 19 November 2003
Approved by the Board of the Corporation on 5 October 2005
Reviewed to reflect I&A changes and approved by the Board of the Corporation on 4 October 2006
Third amendment by the Board of the Corporation on 21 February 2007
Reviewed to reflect I&A changes 28 February 2008
Approved by the Board of the Corporation 7 October 2009
Approved by the Board of the Corporation 12 October 2011
Fourth amendment by the Board of the Corporation on 11 July 2012
Fifth amendment by the Board of the Corporation on 9 October 2013
Sixth amendment by the Board of the Corporation on 14 October 2015
Seventh amendment by the Board of the Corporation on 12 October 2016
Eighth amendment approved by the Board of the Corporation on 13 December 2017
Ninth amendment approved by the Board of the Corporation on 5 September 2018
Tenth amendment approved by the Board of the Corporation via Chair’s urgent action 1 April 2020