

## **Standing Orders 2023/24**

### **Relating to the business and proceedings of Heart of Yorkshire Education Group Corporation**

#### **1 Preface**

These Standing Orders are based on, and should be read in conjunction with, the Instrument and Articles of Government. Every member of the Corporation shall be bound by these Orders.

#### **2 The Corporation**

##### **2.1 Composition of the Corporation**

- The total number of members determined by the Corporation in accordance with clause 3 of the Instrument of Government is 19, which includes:
  - 12 independent members
  - 3 members who are staff of the College Group
  - 3 members who are students of the College Group
  - the Principal and CEO of the College Group (an Ex-Officio position)

This determination may be exceeded on a temporary basis, with additional external members appointed, subject to the needs of the Corporation.

##### **2.2 Appointment of Members**

- The appointment of members shall be in accordance with clause 4 of the Instrument. The Corporation is the appointing authority.
- Recommendations for the appointment of external members shall be through the Corporation's Search and Governance Committee, who may consult with other parties, as appropriate.
- Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons and must act in the best interests of the Corporation.

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

- At the last meeting before the expiry of the term of office of the Chair or Vice Chair or, following the resignation or removal from office of the Chair or the Vice Chair, the members shall appoint or confirm the Chair and Vice Chair from among their number.
- All nominations shall have a proposer and a seconder.
- In the event of more than one nomination, an election will be held by secret ballot or by show of hands as decided by those present.
- The Chair and Vice Chair shall hold office for up to two years. At the end of

the term of office the Chair and Vice Chair shall be eligible for re- appointment.

- If both the Chair and Vice Chair are absent from any meeting of the Corporation, the members shall choose one of their numbers to act as Chair for that meeting.
- The Chair and Vice Chair may at any time resign their respective offices by notice in writing to the Governance Professional.
- The Principal and any other staff or student member shall be ineligible to be appointed as Chair or Vice Chair of the Corporation.
- If both the Chair and Vice Chair know in advance that they will be sending apologies to a Corporation meeting, then the Chair or Vice Chair will invite a board member to meet with the Principal and CEO and Governance Professional prior to the meeting, providing an opportunity for the member to ensure full understanding of the agenda and reports. Members would still be required to appoint a member from among themselves to act as Chair at that meeting and there would be no obligation to appoint the briefed member.

### **2.3A Co-opted Members**

Where it is seen as appropriate to do so, and in order to provide it with the skills that have been identified as missing, the Corporation may appoint someone who is not a member, but who has the skills deemed necessary, onto a committee. Such a person will be known as a co-opted member. The appointment of a co-opted member will be subject to the same procedures as an independent member. A co-opted member will have the same rights as other committee members including voting rights unless otherwise specified in the relevant committee's Terms of Reference. These rights do not include attending Corporation meetings other than by invitation. Co-opted members serving on committees will be required to abide by the Governors' Code of Conduct and adhere to the Corporation policies and these Standing Orders. This includes the submission of an annual declaration of interests and eligibility. Co-opted members will also be eligible to claim expenses in line with, and at the same rates, as those paid to members.

### **2.4 Eligibility**

- A person under the age of 18 may not be appointed to the Corporation unless nominated as a student member.
- Staff and students of the College are ineligible for appointment to any category other than that of staff or student.
- The Governance Professional is ineligible to be a member.
- The circumstances defined in clause 7 paragraphs (6) to (9) of the Instrument relating to bankruptcy and the serving of a prison sentence shall apply.

- The Principal and CEO and staff members shall cease to be members on leaving the College.
- The student members shall cease to hold office:
  - at the end of their term of office as Students' Union officials or the academic year in which s/he ceased to be a student or at such other time in the year after s/he has ceased to be a student as the Corporation may determine; or
  - if s/he is expelled from the institution.

## 2.5 Term of Office

- The term of office for members shall not exceed four years, with the exception of the student member who shall normally hold office for one year only.
- The Corporation may choose to appoint members for between one and four-year terms of office.
- Members retiring at the end of their term of office shall be eligible for re-appointment. Each application will be considered on merit.
- The number of terms independent and staff members may serve is restricted to:
  - two consecutive full terms of four years; or
  - additional shorter terms up to a maximum "consolidated" period of eight years,

However, members may serve for longer than the periods set out above where the Corporation deems it necessary.

- There is no automatic right to re-appointment.
- A member may resign at any time by giving notice in writing to the Governance Professional.
- The term of office of a co-opted member is one year. Depending on the needs of the Corporation, this may be renewed at its completion up to a maximum of 4 years (which may be extended further where the Corporation deems it necessary). There will be no automatic right to an extension. The Search and Governance Committee will review the needs of the Corporation and the individual's merit at the end of their term before making recommendations to the Corporation for reappointment of a co-opted member.
- If at any time the Corporation is satisfied that any member:
  - is unable or unfit to discharge the functions of a member;
  - has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
  - has been guilty of any fraud or dishonesty or acted in any manner which, in the Corporation's opinion, brings or is likely to bring the Corporation into disrepute or is materially adverse to the Corporation's interests; or
  - breaches the code of conduct applying to members of the Corporation,

the Corporation may, by notice in writing to that member, remove him/her from office, and thereupon the office shall become vacant.

## **2.6 Allowances to Members**

- The reimbursement of travelling/subsistence shall be available to members for attendance at governor meetings, development programmes, and for meetings where members are representing the Corporation.
- The Corporation shall have the power to pay to members such other allowances as they may determine.
- The rates of reimbursement shall usually be at the equivalent of standard class public transport rate.
- The cost of the support and development programme shall be borne by the Corporation.
- The incurred sundry amounts shall require the Chair's or Vice Chair's authorisation for reimbursement.
- Members may not be paid remuneration for their services, other than as a member of the staff of the College.
- The Governance Professional shall maintain a record of reimbursement for internal and/or external audit use.
- Members should contact the Governance Professional who shall make the necessary arrangements for the reimbursement of expenses incurred.

### **2.6A Committees of the Corporation**

- The Corporation has the following established committees:
  - Audit Committee
  - Curriculum and Quality Committee
  - Finance, People and Resources Committee
  - Remuneration Committee
  - Search and Governance Committee.
- All Committees have remits and memberships approved by the Corporation, and these are reviewed annually in the autumn term.
- The quorum of all committee meetings is included within the committee remits which are available from the Governance Professional and form part of the Corporation members' information pack.
- Each committee will provide a written report of decisions it requires from the Corporation to the next meeting of the Corporation in the form of minutes (draft, draft approved or approved).

## **2.6B Membership of Committees**

- Regular skills audits shall take place to ensure that the Corporation recruits members with the relevant knowledge, experience and expertise necessary to ensure it is able to effectively discharge its duties.
- Membership of committees are reviewed and approved annually by the Corporation in the summer term. In addition, the following applies:
  - Any member of a committee may resign membership of that committee by notice in writing, to the Governance Professional which shall become immediately effective.
  - Every vacancy on a committee of the Corporation shall be notified to the Corporation by the Governance Professional at the next meeting to be held after the vacancy occurs with a view to the Corporation making such appointment as they think fit at that or any subsequent meeting.

## **2.7 Code of Conduct**

- Members of the Corporation shall abide by the provisions of the members' Code of Conduct as approved by the Corporation and adopted by members.

## **2.8 Correspondence**

- All correspondence for members shall be addressed to the Governance Professional.
- The Chair of the Corporation, in consultation with the Governance Professional, shall respond to incoming correspondence on behalf of the Corporation.

## **2.9 Application of the Seal**

- The application of the seal of the Corporation shall be authenticated by the signatures of:
  - the Principal and
  - the Chair or Vice Chair of the Corporation

## **3 Meetings**

### **3.1 Schedule of Meetings**

- The Governance Professional shall ensure that there is a forward timetable of meetings of the Corporation and its committees.
- The Corporation shall meet at least once every term and shall hold such other meetings as may be necessary.
- All meeting shall be called by the Governance Professional.
- A schedule of proposed meetings of the Corporation and its committees shall be prepared by the Governance Professional and taken for approval to the July

Board Meeting before the start of the new academic year. Approval of this schedule shall not prevent any meeting of the Corporation, or its committees being summoned by separate notice by the Governance Professional to members of the Corporation or any such committee.

- Changes to the approved schedule should only be made with the approval of the Chair of the Corporation and, where appropriate, the relevant Committee Chair.
- Where it is proposed to consider the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the Chair (and not the Governance Professional) shall, at least 7 calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

### **3.2 Quorum**

- Meetings of the Corporation board shall be quorate when 40% of the total membership of the Corporation, including current vacancies, is present (including present using electronic means).
- For the avoidance of doubt, Governors are present, for the purposes of this paragraph, when they can communicate to the others any information or opinions they have on any particular item of business of a meeting and in determining whether Governors are present for a meeting it is irrelevant where any Governor is or how they communicate with each other.
- The rules on quorum apply at any point during the meeting.
- The Governance Professional shall keep a note of attendance, including any changes which take place during the meeting, and shall inform the Chair immediately should the meeting become inquorate.
- If the meeting becomes inquorate, it should normally be ended and the Chair shall, if s/he thinks fit, cause a special meeting to be summoned as soon as it is convenient to do so.

### **3.3 Agendas**

- The agenda for a meeting of the Corporation or one of its committees is drawn up by the Governance Professional and discussed with the relevant Chair and the Principal.
- Any individual member may request that an item be included on an agenda. Such items shall be forwarded to the Governance Professional no less than 10 working days before the date of the meeting. The Governance Professional shall inform the Chair and the Principal of items proposed through this route before the agenda is finalised.
- Members wishing to discuss items of an urgent nature which have arisen since the circulation of the agenda must declare that intention to the Chair at the start of the meeting.

### **3.4 Consideration of Confidential Business**

- Items which the Corporation, and its committees, will consider as confidential are those containing:
  - Personal information relating to individual employees or potential employees;
  - Personal information relating to a governor or applicant for governor;
  - Personal information relating to individual students or potential students;
  - Information relating to the financial and business affairs of people or companies who are providing, or seeking to provide, goods or services to the college or corporation;
  - Information furnished to the college or corporation by a recognised authority (e.g. Government department) on terms which forbid the disclosure of the information to the public;
  - Commercially sensitive information;
  - Information on action likely to lead to prosecution.
- When the timing of the release of information is sensitive, the item will be issued with an embargo on discussion prior to the meeting. The decision to release the item or require it to remain confidential will be taken by the Committee or Board at the meeting.
- The Corporation, and its committees, may also consider an item as confidential not listed above should the Chair, in consultation with the Principal, determine that it is confidential due to its specific nature.
- Papers submitted as confidential to the Corporation or its committees should clearly state the reasons for confidentiality.
- Where, following consideration of an item, the Corporation and its committees decide to classify an item as confidential, the confidentiality criteria will be clearly recorded on the item.
- Confidential items will be reviewed on an annual basis to determine whether the information should now be released into the public domain. This review will be undertaken by the Governance Professional on an annual basis with the relevant member of the Executive Team.

### **3.5 Minutes**

- At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken, and, if agreed to be accurate, shall be signed by the Chair as a true record.
- Any change proposed to the minutes is subject to agreement by the majority of those members present at the meeting which is considering the draft minutes and who were also present at the meeting of which the minutes are under consideration. This process cannot be used to reverse a previous decision.
- Separate confidential minutes shall be taken of those parts of meetings from which student or staff members or the Governance Professional have been excluded. Those who have withdrawn shall not be entitled to see the minutes of

that part of the meeting or any papers in relation thereto.

- At every ordinary meeting of the Corporation there shall be reported the minutes of committees which have met since the previous Corporation meeting.

### **3.6 Chair's Action**

- The Chair of the Corporation, or in his/her absence the Vice Chair, following consultation with the Principal, is authorised to:
  - Act on behalf of the Corporation between meetings on such matters that are deemed urgent;
  - Sign routine documents on behalf of the Corporation;
  - Agree aspects of implementation of matters already agreed by the Corporation.
- The Corporation accepts corporate responsibility for any action taken by the Chair through this means.
- The Governance Professional shall record any action taken between meetings and include action of a significant nature as an agenda item at the next ordinary meeting of the Corporation.

### **3.7 Voting**

- Questions to be decided at a meeting of the Corporation shall be determined by a majority of votes cast by members present and entitled to vote on the question. The Chair shall normally ask members for their agreement to the proposal in question at the conclusion of a discussion, and only call for a formal vote when either:
  - There is a clear expression of dissent; or,
  - The matter is of particular significance; or,
  - A vote is requested by an individual member of the corporation.

The numbers voting for and against a proposal in any formal vote shall be recorded in the minutes.

- Where there is an equal division of votes, the Chair (or in his/her absence, the Vice Chair) shall have a second or casting vote.
- Once a matter is determined, individual members are bound by the collective decision of the Corporation.
- A member may not vote by proxy, nor by post.
- The Corporation shall decide the circumstances in which a secret ballot be held, or in which the names of those voting for and against a proposal be recorded.
- A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure,

making contract or incurring debt or liability.

- No resolution of the members can be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. In this case, the fact that there is a proposal to vary or rescind a previous decision must be indicated.

### **3.8 Withdrawal from Meetings**

- Except as provided by clause 13(5) of the Instrument of Government, a member of the Corporation who is a member of the staff of the College shall withdraw:
  - From that part of any meeting of the Corporation or any committee of the Corporation at which staff matters (that is the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff) relating solely to that member of the staff are to be considered;
  - From that part of any meeting of the Corporation or any committee of the Corporation at which his/her reappointment or the appointment of his/her successor is to be considered;
  - From that part of any meeting of the Corporation, or any of its committees at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - If so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of committee of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered.
- Except as provided by clause 17(3) of the Articles of Government, a student member shall withdraw from that part of any meeting discussing his or her own conduct, suspension or expulsion.
- When there is consideration of staff matters relating to a member or prospective member of staff, a student member shall:
  - Take no part in the discussion or vote; and
  - Withdraw from the meeting, if requested to do so by a majority of the members, other than the student member.
- The Governance Professional shall withdraw from that part of any meeting of the Corporation or any committee of the Corporation at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as Governance Professional are to be considered.
- If the Governance Professional is a member of the staff of the institution, s/he shall withdraw in any case where s/he would be required to withdraw if s/he were attending as a member of the Corporation.
- If the Governance Professional withdraws from a meeting or part of it the

Corporation or committee shall appoint from their number, other than the Principal, a person to act as Governance Professional to the Corporation or the committee for the duration of such a meeting or part of a meeting.

### **3.9 Special Meetings**

- Special meetings can be convened either:
  - By the Chair; or,
  - By written request from any five members of the Corporation.
- Arrangements for the calling of the meeting are through the Governance Professional. Written notice and an agenda are required, but may be sent with less than the normal notice period at the direction of the Chair or Vice Chair. Where a meeting has been called by five or more members, the Governance Professional should request written confirmation of the business they wish to have discussed.
- The agenda for special meetings consists only of apologies for absence and the one item in question.
- All rules contained within these standing orders apply equally to special meetings.

### **3.10 Declaration of Personal Interest**

- Any member who has a financial interest or other interest as specified by the Corporation in any matter under discussion by the Corporation must:
  - Declare the nature and extent of that interest;
  - Not take part in the discussion;
  - Not form part of the quorum;
  - Not vote.
- The declaration of the interest shall be recorded in the minutes.
- The declaration of the interest is the responsibility of the individual member. However, if the Governance Professional has reason to believe that a member has an interest that may need to be declared in relation to a particular matter, the Governance Professional should draw this to the attention of the Chair and the member concerned before or during the meeting.
- The Governance Professional shall keep a Register of Interests of the members of the Corporation and related parties, which shall be completed by members on appointment and thereafter updated annually at the first meeting of the Corporation in each College year.
- The Register shall be made available during normal office working hours at the College to any person wishing to see it.
- It is the responsibility of individual members to inform the Governance Professional during the year should there be any changes to their registered

declaration.

- Members should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.
- Members shall not allow any conflict of interest to arise which might interfere or be perceived to interfere with the exercise of their independent judgement.
- This shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to insure its members against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

### **3.11 Public Access to Meetings**

- In accordance with clause 15 of the Instrument, any question whether any person who is not a member of the Corporation or the Governance Professional should be allowed to attend a meeting of the Corporation shall be determined by the Corporation.
- The Corporation often discusses business that is confidential in nature. It also feels that free and frank discussion of members may be inhibited by the presence of members of the public. Therefore, members of the public will normally not be allowed to attend meetings of the Corporation and its committees.

### **3.12 Publication of Agendas, Papers and Minutes**

- The Governance Professional shall ensure that agendas and minutes of a non-confidential nature relating to meetings of the Corporation and its committees shall be posted on the College website. In addition, the Governance Professional shall also ensure that agendas, papers and minutes are available for public reference at the College during normal office working hours upon request to the Governance Professional.
- The Corporation shall review regularly all confidential material and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

## **4 Committees**

### **4.1 Appointment of Committees**

- All committees established by the Corporation shall operate within the broad principles detailed in these Standing Orders.
- The quorum for meetings of the committees of the Corporation are specified in each committee's terms of reference.
- Each of the Corporation's committees will be quorate where a quorum of

members is present in person, using video-conferencing facilities or tele-conferencing facilities or a combination of these.

- The Corporation may establish such other committees as may be required for any purposes or function, other than those assigned elsewhere in the Articles to the Principal, and may delegate powers to such a committee or to the Chair of the Corporation or to the Principal.
- It shall be permissible for the Chair of a Committee to convene an emergency meeting of that Committee by giving less than 7 days' notice, if in the reasonable opinion of the Chair, there are matters which demand urgent consideration.

## **4.2 Membership of Committees**

- The Search and Governance Committee shall advise the Corporation on the membership of committees of the Corporation, normally at the last meeting of the Corporation in each College year.
- The Terms of Reference for each Committee outline arrangements for the appointment of Chairs and Vice Chairs of those Committees.

### **4.2A Working Parties**

- In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will, where it is proper and appropriate to do so:
  - Set up working parties to provide information and/or make recommendations to the Corporation.
  - Delegate work to committees with the power to make decisions on behalf of the Corporations.
- When establishing working parties the Corporation will:
  - Determine the membership and the method of appointing the Chair of the Working party.
  - Establish and record terms of reference.
  - Determine when working parties should meet or allow them to determine their own timetables.
  - Determine procedures for reporting back.

## **5 Staff Appointments**

### **5.1 Senior Staff**

- The Corporation shall be responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional.
- The Corporation shall have a policy and procedure for the performance appraisal, reward and appeal and grievance procedure for senior postholders.
- Where there is a vacancy or expected vacancy in a senior post, the Corporation shall establish and follow an appropriate procedure for appointing to that

vacancy.

## **5.2 Staff Other Than Senior Staff**

- The Corporation shall be responsible for setting a framework for the pay and conditions of service of all other staff.
- The Principal shall be responsible for the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of all other staff.

## **5.3 Written Resolutions**

- A resolution in writing, agreed by such number of members as required, as if it had been proposed at a meeting of the Corporation, or at a Corporation committee, shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every member entitled to attend and to vote on the matter seven clear days in advance of the date, at which the resolution shall lapse if not passed.
- The resolution shall be taken as an agenda item to note at the next meeting of the Corporation, unless the next meeting of the Corporation is a special meeting, in which case, it shall be taken as an agenda item at the next meeting which is not a special meeting.