

# **NEWHAM COLLEGE OF FURTHER EDUCATION**

## **STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED ISSUES**

The Standing Orders for the Conduct of Meetings of the Corporation and Related Issues were adopted by the Corporation on 7 December 1999 and reviewed on 17<sup>th</sup> September 2013.



## **NEWHAM COLLEGE OF FURTHER EDUCATION**

### **STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED ISSUES**

#### **LIST OF CONTENTS**

1. Introduction
2. The Seven Principles of Public Life
3. Attendance by members at meetings of the Corporation
4. Publication of minutes and papers
5. Access to meetings of the Corporation
6. Proceedings of meetings
7. Rules of debate at meetings
8. Appointment of Chair and Vice Chair of the Corporation
9. Agendas for meetings - any other items of urgent business
10. Action taken by the Chair of the Corporation
11. Statements made on behalf of the Corporation
12. Individual contributions by members of the Corporation
13. Register of Interests
14. Code of Conduct
15. Training of Members of the Corporation
16. Appointment of Principal and Chief Executive
17. The Clerk to the Corporation
18. Servicing the Corporation
19. Resolving Difficulties
20. The Corporation Seal
21. Smoking at meetings
22. Allowances to members of the Corporation
23. Membership of the Corporation - availability of information to the public
24. Membership of the Corporation
25. Amendments to the Standing Orders for the Conduct of Meetings and Related Issues

## **1. INTRODUCTION**

1.1 Nothing in this document is meant to override the provisions and requirements of the Instrument and Articles of Government of Newham College of Further Education. Where there is a conflict between these Standing Orders and the Instrument or Articles the latter shall prevail.

1.2 It is the responsibility of the Clerk to the Corporation to interpret, to advise upon and to obtain external advice for and paid for by the Corporation upon and in respect of the

- Instrument and Articles of Government
- Standing Orders for the Conduct of Meetings and Related Issues
- FEFC/SFA Financial Memorandum
- Other documents of similar character or purpose
- College usages, customs and practices

to the extent and as the Clerk shall from time to time consider is in the best interests of the Corporation or is conducive to the conduct of Corporation business in accordance with the seven principles of public life set out at clause 2 below.

## **2. THE SEVEN PRINCIPLES OF PUBLIC LIFE**

2.1 The Corporation acknowledges, supports and seeks to govern the Corporation's business in accordance with the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee). The seven principles of public life cover the following:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership.

2.2 Details of the seven principles of public life are set out more fully in Appendix 1.

## **3. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION**

3.1 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 and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.

3.2 Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting where it becomes clear that business cannot be transacted due to the lack of a quorum. It is hoped that such a situation will never arise for the Corporation.

3.3 The Clerk will maintain a register of attendances at meetings for future

reference by members and other interested parties. A record of recent patterns of attendance will be circulated at all meetings.

- 3.4 The Instrument of Government provides in paragraph 10 (2) (a) 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. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the Corporation.

#### **4. PUBLICATION OF MINUTES AND PAPERS**

- 4.1 With the exception of confidential items and content (see paragraph 4.3 below) the following will be available at reasonable times for public inspection on request of the Clerk to the Corporation of Newham College of Further Education:

- the agendas for meetings of the Corporation
- the draft minutes of meetings of the Corporation once the Chair of the meeting has approved them for tabling at a subsequent meeting of the Corporation for amendment and approval
- the confirmed minutes of meetings of the Corporation
- any reports, documents and other papers considered at a meeting of the Corporation
- the terms of reference and membership of the Search Committee
- the advice of the Search Committee to the Board
- the register of members' interests.

\* Confirmed agendas and minutes of Corporation meetings are also available for download on the College's website.

- 4.2 A guide to the Corporation documents generally available for public inspection is set out in Appendix 2.
- 4.3 The following items will be regarded as confidential items and thus will not be available for inspection:
- a matter concerning a named person employed at or proposed to be employed at the College
  - a matter concerning a named student at, or candidate for admission to, the College
  - Any matter, which, by reason of its nature, the Corporation is satisfied, should be dealt with on a confidential basis.
- 4.4 Examples of the items likely to be excluded from public inspection are set out in Appendix 3.
- 4.5 The address of the office of the Clerk to the Corporation is as follows:

The Clerk to the Corporation  
East Ham Campus  
Newham College of Further Education  
High Street South  
LONDON  
E6 6ER

Tel: 020 8257 4000  
Fax: 020 8257 4400  
E-mail name.surname@newham.ac.uk

- 4.6 Whenever practicable documents will be available between 09.30 and 16.30 Monday - Friday. If it is not convenient to provide immediate access to documents an interested party will be given an appointment, which will normally be within five working days.
- 4.7 If an interested party so wishes any public documents (i.e. any document not listed in paragraph 4.3 above) may be photocopied subject to the payment in advance of a charge of 2 pence per A4 sheet of paper. No charge will be made if surplus copies are available.
- 4.8 In addition to the arrangements outlined above the Clerk to the Corporation will arrange for the following items to be displayed on the College Intranet, and for copies to be available for review in the College Flexes:
- Corporation Code of Conduct
  - Calendar of meetings
  - Summary of issues addressed by the Corporation and the standing committees of the Corporation.

These documents will also be available on the College Intranet.

## **5. ACCESS TO MEETINGS OF THE CORPORATION**

- 5.1 Members of the Corporation and the Clerk will be the only persons entitled to attend all meetings of the Corporation.
- 5.2 It is important to ensure that in certain circumstances a member of the Corporation is asked to withdraw and does so - see Instrument of Government paragraphs 14(5), 14(6), 14(7a&b), 14(8), and 14(9)(a&b).
- 5.3 The Instrument of Government does not require a member to withdraw in the circumstances detailed in paragraph 11 of the Instrument (members with a financial interest in the College). However, there is an expectation on the part of the Corporation that if such circumstances arise (and this will be rare) the member concerned will be available to answer such questions as the Corporation may have but will otherwise withdraw from the meeting and not participate in making any relevant decisions.
- 5.4 Responsibility for determining who may attend meetings of the Corporation other than members and the Clerk and when they may do so rests with the Corporation (Instrument of Government paragraph 16).
- 5.5 The Board of the Corporation shall annually make a declaration of the persons authorised to attend the meetings of its Board and Committees. In addition, the Board shall authorise the Principal and Chief Executive to require such other staff to attend all or part of specific meetings of the Corporation so that the Corporation has access to information and advice.
- 5.6 The Corporation expects the Principal and Chief Executive and Clerk to seek to ensure that members of College staff withdraw from meetings as and when it is appropriate for them to do so. If, however, one or

more members of the Corporation believe that members of the staff should withdraw from a meeting for some reason they must bring this to the attention of the meeting. The Corporation will then decide on the matter.

- 5.7 While by far the greater part of the decisions made as a consequence of business conducted by the Corporation in meetings of members is not confidential and thus reports etc of decisions that are taken and the materials on which those decisions are based are open to public inspection (see paragraphs 4.1 and 4.3) legal advice confirms that it is not appropriate to, as a matter of course, arrange for members of the public (including members of the staff of the College) or the press to be in attendance at meetings as observers.
- 5.8 A person wishing to attend a meeting of the Corporation as an observer should first approach the Clerk and advise the Clerk of why attendance is requested and what interest the person has in the matter or matters under discussion. The Clerk will arrange with the Chair for the attendance request to be taken as the first item of business in the meeting. Until the Corporation reaches a decision the person wishing to attend the meeting will remain outside of the meeting room unless the meeting requests further information of the person in which case the person shall enter the meeting for that purpose only.
- 5.9 When considering such requests the Corporation will have regard to such matters as the members shall determine which may include the availability of space in the meeting room and the reason for the request to attend.
- 5.10 Where a person is given observer status at a meeting of the Corporation generally the Chair will confirm to that person that certain items of business may be confidential and that for such items the person will be required to withdraw from the meeting. If practicable an indication should be given at this stage of any known confidential item.
- 5.11 Unless specifically invited to do so by the Chair members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.
- 5.12 If there is any form of disruption by members of the public and/or the press the Chair will have the authority to suspend the meeting.
- 5.13 When it is possible to reconvene such a suspended meeting the Corporation will confidentially consider the withdrawal of the invitation to the members of the public and/or press to be in attendance at the meeting on the same basis as the original request for attendance.
- 5.14 The meeting of the Corporation will continue on the basis that for the purposes of the meeting the decision of the Corporation on whether and on what terms any person shall attend the meeting is final.

## **6. PROCEEDINGS OF MEETINGS**

- 6.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question.
- 6.2 Where there is an equal division of votes between those in favour of and those against any proposition then the Chair or the person acting

as the Chair for the purposes of the meeting shall have a second or casting vote.

- 6.3 A member may not vote by proxy.
- 6.4 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 8.5 with regard to the appointment of the Chair and Vice Chair).
- 6.5 No resolution (decision) by the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting and duly notified to all members in advance of the meeting.
- 6.6 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically paragraph 14).
- 6.7 There will be occasions when an individual member should declare an interest - not necessarily a financial interest - in an issue due to, for example, membership of an outside body.
- 6.8 the issue of rules of debate (including motions and amendments to motions) is dealt with in section 7 below).

## 7. **RULES OF DEBATE AT MEETINGS**

- 7.1 The reports received by the Corporation will normally include clear recommendations. Past experience has shown that the Corporation prefers a basis to work from. The Corporation will often adopt the recommendation of the Clerk, the Principal and Chief Executive, a sub-committee or working party. There will be occasions, however, when an alternative approach to any recommendation outlined in a particular report before the Corporation is put forward by a member and acted upon. The following paragraphs deal with motions, amendments and points of order intended to facilitate responsible, expeditious and open decision-making.
- 7.2 A motion may be proposed by a member, which if seconded by another member, will be the subject of discussion by those entitled to speak to the motion.
- 7.3 There is an expectation that a motion, which cannot be recorded and confirmed to the meeting immediately by the Clerk, will be put in writing by the member proposing the motion before it is discussed. This will ensure that, hopefully, there will be no subsequent debate as to the terms of the motion itself.
- 7.4 While a motion is being discussed an amendment to it may be proposed by a member. The amendment must be seconded by another member before it can be discussed or voted on.
- 7.5 Once seconded, discussion may take place on the proposed amendment. During this debate the merits of the original motion should not be discussed. If the amendment is carried (i.e. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed to incorporate the

amendment and the new form of words becomes the substantive motion.

- 7.6 No amendment to a motion will be accepted that reverses or contradicts any material purpose sought by the motion. A member opposed to the terms of a motion will need to speak or vote against it. It is not permitted to put forward an amendment that carries forward that opposition.
- 7.7 Amendments propose changes to motions by doing one or more of five things:
1. omitting words
  2. substituting words
  3. inserting words
  4. combining 1,2 and 3 above
  5. Breaking up the motion so that different parts of it can be voted upon separately.
- 7.8 At any time during a discussion a member may raise a point of order where it is believed by that member that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are not being applied. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk has been obtained shall not be challenged further at the meeting.
- 7.9 It is the responsibility of the Chair, working in collaboration with the Clerk, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not lost sight of. If members believe that it would be helpful for the efficient conduct of business one or other of the following motions may be put forward:
- that the question now be put
  - or
  - that the Corporation proceed with the next business, with or without the matter being carried forward to the agenda of a future meeting.
- 7.10 Both motions outlined in paragraph 7.9 require to be seconded. If such a motion is carried it will be acted on without further discussion. The Chair does have the right, however, to give their views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
- 7.11 All discussions at meetings of the Corporation will be conducted through the Chair.
- 7.12 Members are required to respect the dignity of and the right of others to express their personal views and nothing should be said or done which could bring the Corporation into disrepute. The Chair shall seek to ensure that at all times meetings are conducted with courtesy, restraint and propriety and shall take whatever action the Chair feels is appropriate to achieve this.

## **8. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE CORPORATION**

- 8.1 The Instrument of Government (paragraph 6) provides for the Corporation to appoint a Chair and Vice Chair(s) from among their number.
- 8.2 The following members of the Corporation are not eligible to be appointed Chair or Vice Chair:
- Principal and Chief Executive
  - Staff members
  - Student members
- 8.3 Whilst the members named in paragraph 8.2 above are not eligible to be appointed Chair or Vice Chair they may participate in the appointment process.
- 8.4 The Corporation will determine the period of office for the Chair and Vice Chair(s). The Instrument of Government provides for:
- the appointment of a new Chair or Vice Chair(s) at the last meeting before the expiry of the term of office.
- Custom and practice provides for the following:
- the appointments to be made for a period of approximately twelve months.
- 8.5 When it is necessary to appoint a Chair a member of the Board will take the Chair and invite nominations. If more than one member is proposed and seconded an election will take place. This will be on the basis of a simple show of hands. If there is a tie the member in the Chair will arrange for an immediate secret ballot to take place. If there continues to be a tie the matter will be decided by a toss of a coin. As soon as a member has been appointed as the future Chair, the existing Chair **will** resume the duty and conduct the remainder of the meeting.
- 8.6 The process for election of the Vice Chair(s) will follow the election process outlined in 8.5 above, except that the Chair of the Board will take the chair and invite nominations.
- 8.7 If the Chair and Vice Chair(s) are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting (see paragraph 8.2 above with regard to the members of the Corporation who may not be appointed Chair or Vice Chair).
- 8.8 The Chair and Vice Chair(s) are eligible for reappointment following the completion of their respective terms of office.

**9. AGENDAS FOR MEETINGS - ANY OTHER ITEMS OF URGENT BUSINESS**

- 9.1 Agendas for meetings of the Corporation will include "any other business". The facility to consider other business should only be used for urgent issues that arise after the publication of the agenda.
- 9.2 The item will normally appear as the last item in the agenda although the Chair will ask during an early stage in proceedings if any member or the Clerk proposes to put forward an item of urgent business.

- 9.3 The Chair will need to be assured that an any other business issue is one that meets the following criteria:
- It is the proper business of the Corporation to consider having regard to the Articles of Government and the terms of reference of the Committees of the Corporation
  - It needs urgent attention by the Corporation
  - The matter is not better dealt with by holding a meeting of the Corporation for which it is the only agenda item.
- 9.4 If appropriate the Chair will seek the support of the Corporation as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it is possible to determine a way forward which is acceptable to all parties and in the best interest of the Corporation.
- 9.5 Members of the Corporation are asked to give the Clerk notice of any item they wish to include in any agenda in good time. Members should make every effort to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

## **10. ACTION TAKEN BY THE CHAIR OF THE CORPORATION**

- 10.1 The Articles of Government specify the roles and responsibility of the Corporation, the Principal (Principal and Chief Executive) and the Clerk.
- 10.2 Provision is made in the Articles of Government (paragraph 4) for the delegation of functions to the Committees, the Chair of the Corporation, or the Principal and Chief Executive with the exception of the following five responsibilities, which cannot be delegated:
- The determination of the educational character and mission of the institution
  - 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
  - The appointment or dismissal of the Principal and Chief Executive or holder of a senior post
  - The appointment or dismissal of the Clerk to the Corporation; and
  - The modifying or revoking of the Articles of Government.
- 10.3 There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant for it to be of practicable value in the circumstances to do so 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 behalf of the Corporation on the condition that such a course of action is not contrary to the Articles of Government or other regulations and that the action taken is reported to the next meeting.
- 10.4 Requests for action by the Chair will only be made through the office of the Clerk to the Corporation. Requests should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.
- 10.5 The Clerk will report the decision of the Chair, which must be in writing, to the next scheduled meeting of the Corporation.

- 10.6 The Clerk to the Corporation, having consulted with the Chair of the Corporation and the Principal and Chief Executive, will judge if it is proper to seek and obtain the views of the Chair of the standing committee associated with the issue before inviting the Chair to consider any action.
- 10.7 The Corporation has decided not to delegate specific functions to the Chair of the Corporation. It is felt that to do this may prove to be too restrictive for the arrangements to work effectively in accordance with the best practice in corporate governance.

## **11. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- 11.1 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:
- the Chair
  - the Principal and Chief Executive
  - the Clerk
- 11.2 The content of all such statements will be the subject of consultation between the Chair and College Management.
- 11.3 It is recognised that the majority of items which require public statement concern the strategic management and day-to-day operation of the College and thus are dealt with by, or on behalf of, the Principal and Chief Executive.
- 11.4 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 11.5 Custom and practice is for the Clerk to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation.

## **12. INDIVIDUAL CONTRIBUTIONS BY MEMBERS OF THE CORPORATION**

- 12.1 The Instrument of Government includes the following statement (paragraph 12.5):
- “Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.”*
- 12.2 All parties will recognise that members must take a considered and personal view on each matter considered by the Corporation and contribute to debates accordingly.
- 12.3 Once a matter is considered by the Corporation each and every individual member of the Corporation is expected to be bound by the collective decision of the Corporation whatever divergences of personal views there have been on the issues.
- 12.4 Particular care should be taken to ensure the confidentiality of certain proceedings.

- 12.5 Any member who disagrees with any decision or proposal is entitled and must be enabled to speak against and to explain their views. If, having raised a matter, the majority view is to proceed in such a way that causes one or more members concern then the dissenting views must be recorded in the minutes of the meeting together with the fact that "x" (and possibly others) voted against the proposition if this is wished by such a dissenting member or members. Furthermore, a member can ask, through the Clerk to the Corporation, for external professional advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.
- 12.6 The importance of working for the good of Newham College of Further Education cannot be overstated. This may mean that on occasion personal views have to be put to one side once the Corporation reaches a decision and begins to implement it.

### **13. REGISTER OF INTERESTS**

- 13.1 The Corporation has agreed that all members will complete and keep up to date a Register of Interests as an indicator of a commitment to the principles of good governance. Annually all members will formally review and confirm the content of their entry in the register.
- 13.2 The completed Register of Interests will be maintained by the Clerk to the Corporation.
- 13.3 The Register of Interests will be available for inspection:
- in the office of the Clerk to the Corporation in the same way as other public documents (see also paragraph 4.1)
  - at any meeting of the Corporation or committees of the Corporation.
- 13.4 The Register of Interests of the Corporation of Newham College of Further Education will include specific sections on the following:
- Gainful Partnerships, Consultancies and Self–Employments, including Gainful Directorships and similar Offices and Positions of significant responsibility
  - Unpaid, Honorary, Charitable, Political and other similar Trusteeships, Directorships and positions of responsibility;
  - Other Activities and Positions;
  - Interests in companies and other ventures or entities giving rise to material personal influence or any personal interest in college business;
  - Other personal interest or material risk of personal interest in college business.
- 13.5 In addition members will be asked to consider the relevance of completing returns for their spouse, partner and other close relatives (including children).
- 13.6 It is important to understand that the completion of the Register of Interests does not remove from members the obligation to declare, as and when appropriate, any specific interests in matters before the Corporation or committees of the Corporation.
- 13.7 Members are requested to make known at the beginning of meetings any matters before the Corporation or committees of the Corporation

in which they or any one with a close connection to them have an interest be it financial or otherwise.

**14. CODE OF CONDUCT**

- 14.1 The Corporation has an agreed Code of Conduct specifically for the Corporation of Newham College of Further Education.
- 14.2 The Code of Conduct will be displayed in College and copies made available to any interested parties.
- 14.3 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct.

**15. TRAINING OF MEMBERS OF THE CORPORATION**

- 15.1 The Corporation agreed on 21 September 1999 to adopt a training policy for members of the Corporation – see Appendix 4.
- 15.2 The Code of Conduct of the Corporation of Newham College of Further Education includes the following statement:
- Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes.
  - Members of the Corporation will take or seek opportunities to enhance their effectiveness as a member through participation in training and development programmes and by increasing their knowledge of the College.

**16. APPOINTMENT OF PRINCIPAL AND CHIEF EXECUTIVE AND OTHER DESIGNATED SENIOR POSTS**

- 16.1 The Articles of Government include an outline of the arrangements to be followed upon the occurrence of a vacancy or expected vacancy in a senior post.
- 16.2 The Corporation of Newham College of Further Education agreed at the inaugural meeting in October 1992 to designate the Principal (now Principal and Chief Executive), Deputy Principal (Resources) (now Vice Principal Planning and Funding), Deputy Principal (Curriculum and Quality) (now Deputy Principal) as the "senior posts" in the College organisation.
- 16.3 The Corporation will adhere to the following arrangements when seeking to appoint to the post of Principal and Chief Executive or other senior post:

A Selection Panel will be established by the Corporation as follows:

- where the vacancy is for the post of Principal and Chief Executive, at least five members of the Corporation, including the Chair and/or the Vice Chair of the Corporation
- where the vacancy is for any other senior post, the Principal and Chief Executive plus at least three other members of the Corporation
- the Clerk to the Corporation will act as Clerk to the Selection Panel
- the Selection Panel will determine with the support of the Clerk to the Corporation:
  - the timetable of events

- the contents of the advertisement, job description and person specification
  - the vacancy will be advertised nationally
  - the Selection Panel will review the applications received in response to the national advertisement and select a shortlist for interviews
  - where they consider it appropriate to do so, the Selection Panel will select one of the interviewed candidates and recommend to the Corporation that the person be appointed
  - if the Selection Panel so wishes the vacancy may be re-advertised and the process outlined above repeated until an appointment can be recommended to the Corporation.
- 16.4 The Corporation does not have to accept the recommendation of the Selection Panel. It can require the Selection Panel to re-advertise the post or review the other applications received in response to the national advertisement to see if any other person should be interviewed.
- 16.5 If necessary an acting appointment may be made by the Corporation (or, if the urgent need arises, the Chair acting on behalf of the Corporation) pending the formal appointment of a new Principal and Chief Executive as a result of the national advertisement.
- 16.6 The Instrument of Government provides for the Principal and Chief Executive to withdraw from any meeting of the Corporation at which the appointment of her/his successor is to be considered.

## **17. THE CLERK TO THE CORPORATION**

- 17.1 The Instrument of Government states that the Corporation shall appoint a Clerk to the Corporation. The Clerk may not be a member of the Corporation.
- 17.2 The Corporation has approved detailed job descriptions for the roles of Clerk to the Corporation (minute 98/118).
- 17.3 The Clerk to the Corporation is responsible to the Corporation as a whole. It is recognised, of course that the Clerk will work closely with the Chair, the Chairs of the standing committees and the Principal and Chief Executive. Notwithstanding this the Clerk will be available to support and advise all members of the Corporation impartially.
- 17.4 When the office of Clerk to the Corporation becomes vacant (or is about to become vacant) the Corporation will determine the arrangements for appointing a new Clerk.

## **18. SERVICING THE CORPORATION**

- 18.1 The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, the Standing Committees and any other groups established from time to time.
- 18.2 No resolutions of the Corporation can be made without the Clerk being in attendance at the meeting to carry out the servicing role (see also paragraphs 18.3 and 18.4 below).
- 18.3 The Instrument of Government provides for the Clerk to withdraw from a meeting when consideration is to be given to the remuneration, conditions of service, conduct (including suspension, dismissal) or retirement in her/his capacity as clerk are to be considered. On those

relatively rare occasions when the Clerk is not present for a specific item on the grounds of personal interest the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

## **19. RESOLVING DIFFICULTIES**

- 19.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is or may be acting inappropriately or even beyond its powers. The Corporation has demonstrated that it wishes to enable the Clerk to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Clerk feels that her/his advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk.
- 19.2 The Corporation has reviewed advice on resolving difficulties and agreed that should the need arise the Clerk may seek advice from the Learning and Skills Council. If such action is taken the Clerk will inform the Chair and Principal and Chief Executive accordingly.
- 19.3 Before the Clerk refers a matter to the Learning and Skills Council the Clerk will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be reviewed:
- the concerns of the Clerk to be put in writing to the Chair and Principal and Chief Executive
  - inform the Chair of the Audit Committee, if the issue is relevant to the terms of reference of that Committee
  - report the concerns to a meeting of the relevant Corporation standing committee or the full Corporation
  - consult the external auditors
  - obtain legal advice if there is a disagreement about whether an action may be unlawful or otherwise improper.

## **20. THE CORPORATION SEAL**

- 20.1 The application of the Corporation seal will be authenticated by the signatures of the Chair and Vice Chair of the Corporation or in the absence of the Chair or Vice Chair by the signature of any other member. The seal will be kept in a secure place by the Clerk to the Corporation and Head of Finance, and day-to-day operation of the register will be the responsibility of the Head of Finance under the direction of the Clerk. A register of its use will be maintained by the Clerk and reported to the Board at their next ordinary meeting. The Clerk will take legal advice from time to time as necessary concerning when the seal is to be used.

## **21. SMOKING AT MEETINGS**

- 21.1 The Corporation operates a no smoking policy in all of its buildings. Therefore, no smoking is allowed in rooms used for meetings of the Corporation be it prior to, during or after meetings or anywhere else on College premises.

## **22. ALLOWANCES TO MEMBERS OF THE CORPORATION**

- 22.1 The scheme for the reimbursement of costs incurred by members of the Corporation as a result of their membership of the Corporation is

detailed in Appendix 6 to this document. It is very important that members ensure that at all times all the costs claimed are properly to be claimed and fully vouched as such. Any doubt should be taken up with the Clerk no matter how modest the cost in question. No member should under any circumstances seek reimbursement unless and until they are completely sure that the cost can be properly reimbursed.

**23. MEMBERSHIP OF THE CORPORATION - AVAILABILITY OF INFORMATION TO THE PUBLIC**

23.1 A list of the names of members of the Corporation will be available for inspection in the office of the Clerk to the Corporation (see paragraph 4.5 for address).

23.2 In addition to the names of the members of the Corporation the list will include the following information:

Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation.

Normally no charge will be made for postage for forwarding a document to members although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.

23.3 Addresses and telephone numbers of members of the Corporation will not be made available to third parties except where the law requires it.

**24. MEMBERSHIP OF THE CORPORATION**

24.1 The membership of the Corporation of Newham College of Further Education will be determined from time to time by the Corporation having regard to, as appropriate, the provisions of the Instrument of Government, the recommendations of the Search Committee and custom and practice. The current determination is that the Board will comprise of 13 members.

24.2 It is the wish of the Corporation that there is an appropriate balance of skills and experience amongst members. This will mean that members will be drawn from a range of backgrounds. This may include:

- finance
- the law
- human resources
- education
- local community
- public and private sectors
- the media.

24.4 The Corporation will have the opportunity to co-opt persons to serve on the Corporation so as to further enhance the mix of skills and interests.

24.5 It is recognised by the Corporation that a skills audit should be carried

out periodically to monitor the current make-up of the membership and to inform discussions at the Search Committee when considering nominations for recruitment of new members. This task will be the responsibility of the Clerk to the Corporation acting on behalf of members.

- 24.6 Whilst the personal skills of members are of considerable importance, the Corporation has agreed that there should be an appropriate balance in terms of gender, disability and ethnic origin.
- 24.7 Information on gender, disability and ethnic origin is to be analysed as an integral part of the skills audit.
- 24.8 In accordance with the requirements of the Articles of Government, the Corporation has established a Search Committee to assist it to appoint members in an open and structured way rather than to rely on personal contacts.
- 24.9 The Search Committee will, from time to time, review (1) the skills audit and (2) information on gender, disability and ethnic origin so as to assist in determining an action plan for filling vacancies on the Corporation.
- 24.10 It will be appropriate for existing members to make known to the Clerk to the Corporation at an early stage if they are prepared to be re-nominated for membership at the end of their term of office. This does not mean, of course, that all existing members will be appointed to serve for an additional period. This is for the Corporation to decide in accordance with the provisions of the Instrument of Government etc.
- 24.11 It is understood that the final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation in such matters.

**25. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES**

- 25.1 The Clerk on behalf of the Corporation will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements/amendments to meet changed and novel circumstances.
- 25.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.
- 25.3 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.

**THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION**

**THE SEVEN PRINCIPLES OF PUBLIC LIFE**

**Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership**

Holders of public office should promote and support these principles by leadership and example.

## THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION

### CORPORATION DOCUMENTS GENERALLY MADE AVAILABLE TO THE PUBLIC

This list had been compiled in the context of Section 4 of the Standing Orders for the Conduct of Meetings of the Corporation and Related issues and the College's published Freedom of Information Scheme.

1. Instrument and Articles of Government
2. Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
3. Code of Conduct
4. Register of Interests
5. Agendas (including supporting reports) and minutes of meetings of the Corporation and the standing committees except for those minutes or parts of minutes the Corporation has decided are confidential
6. Annual Financial Statements
7. Procedure on Whistle blowing (Disclosure of Information)
8. Names of members of the Corporation
9. Further Governance Items available under the College's Freedom of Information Scheme
  - Organisation Chart\* Key staff job descriptions
  - Strategic Plan/Mission Statement
  - Structure & Membership of Senior Management team, Curriculum & Quality
  - Committee Structure and Terms of Reference & Standing Orders
  - College Performance Report
  - Student Disciplinary Procedures & Complaints Procedures
  - Student Union Constitution/ Student Council Constitution / Student Consultative Forum Academic misconduct policy
  - Inspection report/ Provider performance review / Reports/returns to funding councils, inspectorates, standards bodies, research councils, professional bodies, government departments etc

Any enquiries with regard to access to these documents and the full schedule published under the College's Freedom of Information Scheme should be made to the Clerk to the Corporation, East Ham Campus, High Street South, London, E6 6ER.

In addition to the Corporation items listed above the following are available from the College's Flexes at East Ham and Stratford Campuses

1. The College Charter
2. The College Prospectuses and other publicity materials
3. Information on examination results and other student achievements
4. Inspection Reports on Newham College of Further Education

The College also maintains information on the Corporation and its members on the College Intranet

**THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION****CORPORATION DOCUMENTS – CRITERIA FOR CONFIDENTIALITY**

1. The following policy statement summarises the Corporation's commitment to open governance and details the criteria on which matters will be considered to be confidential and falling within the definition of paragraph 17(2)(d) of the Instrument of Government and therefore not for general publication.
2. The Corporation is committed to open governance. Much of the work of the Corporation benefits from public access. The Corporation will not restrict access to documents or information unless there are compelling reasons for doing so. The criteria on which the Corporation may determine that a matter is confidential to the Board are, where the matter contains:
  - 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 that relating to the College negotiating position;
  - d) information relating to the negotiating position of the College in industrial relations matters;
  - e) information relating to the financial position of the College where disclosure might harm the College or its competitive position;
  - f) sensitive legal advice received from or instructions given to the College legal advisors;
  - g) information planned for publication in advance of that publication;
  - h) other material where the Corporation has determined that making the information comprised within it publicly available will be materially detrimental to the interests of the College or is prohibited by law.
3. The classification of an agenda item as confidential will initially be made by the Chair for confirmation by the Board. Minutes of confidential items shall be brought in the public domain as soon as possible normally at the next Board meeting of the Board. It is recognised that some matters will never be suitable for release to the public domain and the Clerk in conjunction with the Chair should review all remaining confidential items at the end of each year. A report detailing those reports that remain confidential will be considered by the Board on an annual basis.

## THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION

### TRAINING POLICY FOR MEMBERS OF THE CORPORATION

1. **The Corporation recognises the value of training** to support members to carry out their role having regard to the principles of effective governance and the need for an awareness of relevant issues.

2. **Training will be made available on an ongoing basis**

Whilst training will be of particular importance at the time of the original appointment to serve on the Corporation (and this is reflected in the induction programme for new members), it is believed that training should be available on an ongoing basis.

3. **Details of sector sponsored and other relevant training events will be provided to members**

- 3.1 The Clerk will provide members with details of local, regional and national training events that may be of interest. Applications for places on a particular event will be made by the Clerk on behalf of individual members.

- 3.2 The Corporation's annual conference will include training elements, as will some of the agendas for meetings of the Corporation.

4. Members of the Corporation are encouraged to make known to the Clerk their training needs so that appropriate arrangements can be made for support to be provided.

5. **The cost of approved events will be met in full by the Corporation from the College's revenue budget.** This budget will be managed on behalf of the Corporation by the Clerk.

6. **Members will provide a brief feedback for the benefit of other members**

- 6.1 After attending an event brief feedback will be provided by members for the Corporation or, if appropriate, a committee of the Corporation so that other members may benefit.

7. **The Clerk will present an annual report on training undertaken in the previous year.**

The Clerk will present to a meeting of the Corporation a brief report of the events attended by members during the previous academic session so that the overall position may be monitored.

**THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION**

**TRAINING POLICY FOR THE CLERK TO THE CORPORATION**

The Corporation recognises the potential benefit accruing from the Clerk attending appropriate training courses. Further Education continues to be a rapidly changing sector and thus there is great value if the Clerk is in a position to provide advice to the Corporation on governance and related issues. The need to maintain an up to date awareness of issues has grown considerably since incorporation and it can be suggested that this will continue in future.

The costs of approved training will be met from the College budget.

As such training events will (normally) involve absence from the College the Clerk to the Corporation will consult the Principal and Chief Executive

The Clerk to the Corporation will present to the autumn term meeting of the Corporation a brief report of the training events attended during the previous academic session so that members are aware of the position.

## THE CORPORATION OF NEWHAM COLLEGE OF FURTHER EDUCATION

### SCHEME FOR THE REIMBURSEMENT OF COSTS ASSOCIATED WITH CARRYING OUT DUTIES ARISING FROM MEMBERSHIP OF THE CORPORATION

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

1. Attendance allowances will not be available to members of the Corporation (i.e. a payment for attending meetings).
2. Such costs as child-care costs that are incurred as a result of attending a meeting will be reimbursable.
3. Travel to and from meetings by own car - cost will be reimbursed at the request of a member of the Corporation. The amount to be reimbursed will be calculated on the basis of the Inland Revenue notional mileage rate declared for assessing taxable benefit purposes (this also means that the reimbursement would not be taxable);
4. Travel to and from meetings by public transport (or in the case of people with disabilities travel by taxi/mini cab) - costs will be reimbursed at the request of a member of the Corporation.

#### How to apply for reimbursement of costs

To claim reimbursement of approved costs incurred members should submit a claim to the Clerk to the Corporation, (together with supporting receipts, tickets, vouchers etc.) detailing the meetings and dates of attendance and analysis of costs incurred.

#### Participating in approved training programmes for members of the Corporation

1. The fee (if any) will be paid by the College in approved cases.
2. Travel costs (based on second class rail fares) will be reimbursed by the College in approved cases.
3. Any relevant subsistence costs will be reimbursed by the College in approved cases.

#### How to apply for reimbursement of costs

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

A member attending on external training programme will provide the Corporation with a short report on the contents and benefits derived.