



## **REASEHEATH COLLEGE STANDING ORDERS FOR BOARD AND COMMITTEE BUSINESS**

### **1. Scope**

1.1 These standing orders supplement, and are subject to the Instrument and Articles of Government of the Governing Body. The Instrument and Articles of Government are the definitive documents relating to the Governing Body. The Instrument defines the constitution and the Articles set out the responsibilities of the Governing Body and the Principal.

## **PART 1 – THE GOVERNING BODY AND ITS COMMITTEES**

### **2. Membership of the Governing Body**

2.1 The numbers and categories of members of the Governing Body are:-

- Up to 15 members to be appointed in accordance with the requirements of clause 2(1) (a) of the Instrument of Government (“independent members”)
- 1 Principal.
- 2 staff members;
- 2 student members;

2.2 One staff governor will be a member of the academic staff and the other will be a member of the non-academic staff.

2.3 The Clerk to the Governing Body will maintain a register of the members of the Governing Body.

### **3. Appointment of Governors**

3.1 The procedure for recruitment and appointment of governors, including staff and student governors, is available from the Clerk on request.

### **4. Appointment of Chair and Vice-Chair of the Governing Body**

4.1 The Chair and Vice-Chair of the Governing Body are elected by the Governing Body on an annual basis and are eligible for re-election. The Chair and Vice Chair will normally be appointed following a show of hands of governors present and voting at the meeting. Any governor who is the Principal, a member of staff at the College or a student governor is not eligible to be appointed as Chair or Vice Chair. The Governing Body may choose to appoint more than one Vice Chair if it wishes.

4.2 If the Chair and Vice Chair/s are absent from any meeting of the Governing Body, the governors present will choose one of their number to act as Chair for that meeting, provided that the governor chosen is not the Principal or a staff or student governor.

### **5. Appointment of Chairs and Vice Chairs of Committees**

5.1 The Chairs and Vice Chairs of the committees are nominated by the members of the committee on an annual basis, for approval by the Governing Body. The Principal, staff or student governors are not eligible to be appointed as Chairs or Vice Chairs of the committees.

## **6. Eligibility for membership of the Governing Body.**

6.1 On appointment, governors are required to complete a declaration of eligibility and to subsequently inform the Clerk should they become ineligible to serve.

## **7. Term of Office and Reappointment**

7.1 Unless otherwise determined by the Governing Body, a governor will serve a three year term of office and are eligible for re-election. Staff governors will serve a four year term of office and student governors a one or two year term of office.

## **8. Resignation of Governors**

8.1 Governors who wish to resign their membership should write formally to the Clerk at the College. It is also helpful if governors who do not wish to seek re-election at the end of their term of office inform the Clerk of this intention well in advance.

## **9. Role Descriptions**

9.1 The role description and person specification for governors is available on the college website.

9.2 The role descriptions for the Chair, Vice Chair and Chairs of committee are available from the Clerk on request.

9.3 The Principal is responsible to the Reaseheath College Corporation, with key responsibilities as set out in the Articles of Government. The Principal will also have a detailed role description that is reviewed regularly. The Principal is appraised annually by the Chair of the Corporation. Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- the determination of the institution's academic and other activities;
- preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- the organisation, direction and management of the institution and leadership of the staff;
- the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

9.4 The Clerk is responsible for ensuring that all proceedings of the Corporation and its Committees meet the Nolan Committee's seven principles of public life and are conducted efficiently and in accordance with the Instrument and Articles of Government, the Joint Audit Code of Practice, Financial Memorandum Part 1 and the general law. The Clerk is appraised annually by the Chair of the Corporation. In accordance with the Instrument and Articles of Government of the Corporation, the Clerk's key functions are as follows: -

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice.

## **Committees**

10.1 The Governing Body has determined that the following standing committees be established: Audit, Finance and General Purposes, Quality and Standards, Remuneration, Search and Governance. The Governing Body may appoint co-opted members to any of its committees. The Terms of Reference of each committee is provided on the College website. Each committee reports back to the Governing Body via its Chair and minutes. On an annual basis the Governing Body reviews its delegated decision making process taking into account any recommendations made by the Search and Governance Committee. The current membership of each committee is shown on the College website.

10.2 The Governing Body has established a Special Committee/Staff Appeals Committee, to deal with any disciplinary issues relating to senior post holders (currently the Principal and the Vice Principal) and any staff suspension or disciplinary appeals.

10.3 From time to time, the Governing Body establishes ad-hoc committees or working groups to deal with specific items. At present the only ad-hoc committee is the Estates Development and Property Group, reporting to the Finance and General Purposes Committee.

## **11. Chair's Action**

11.1 It will be necessary from time to time for the Chair, or the Vice Chair in his or her absence, to act on behalf of the Governing body, in between meetings. The circumstances under which the Chair or Vice Chair may act include routine action which would not merit discussion at Governing Body meetings e.g. signing of routine documents, responding to approaches by external organisations, agreeing to detailed aspects of implementation of matters previously agreed by the Governing Body.

11.2 In addition, in exceptional circumstances, the Chair (following consultation with the Principal and the Clerk and at least two other Governing Body members) may act on matters which he or she judges to be too urgent to be left for consideration at the next regular meeting of the Governing Body. If such urgent matters arise the Chair may call a special meeting of the Governing Body at short notice or may seek a written resolution in accordance with 12.3 below, or if he or she deems the matter to be of such urgency that any delay might prejudice or disadvantage the interests of the College, he or she may act on behalf of the Governing Body.

11.3 The Governing Body accepts collective responsibility for actions taken by the Chair outside of a formal meeting within the terms of these Standing Orders. The Clerk will keep a record of all such Chair's actions and report them to the next full meeting of the Governing Body for ratification or subsequent action.

## **PART 2 – MEETINGS OF THE GOVERNING BODY AND ITS COMMITTEES**

### **12. Meetings of the Governing Body and its committees**

12.1 The Governing Body and its committees will meet at least once in every term in accordance with a calendar of meetings to be approved by the Governing Body and will hold such other meetings as may be necessary. The most recent calendar of meetings is provided on the College website. A forward plan of business prepared by the Clerk, setting out the dates of meetings of the Governing Body and its committees and the main items for consideration at each meeting of the Governing Body and its committees and is available from the Clerk on request.

12.2 Video-conferencing or telephone conferencing may be used if necessary, in accordance with 1(h) of the Instrument of Government.

12.3 Meetings may take place by written communication, including electronic communication, where business may otherwise be delayed, in accordance with 1(h) of the Instrument of Government. Such written communication will be conducted by the Clerk, in consultation with

the Chair and the Principal. Where there is a majority decision that a matter should be approved, then it will be taken as approved by written resolution. The actions agreed by written resolution will be minuted at the next meeting of the Governing body or the relevant committee.

### **13. Attendance at meetings**

13.1 Governors are asked to commit to attend meetings on a regular basis. When exceptionally they are unable to attend meetings they should present their apologies to the Clerk or to his or her Personal Assistant. The Governing Body has resolved that an overall attendance rate of 75% and an individual attendance rate of 60% should be maintained.

13.2 The quorum for all meetings of the Governing Body is 40% of the total membership, rounded down to the nearest whole number. The quorum for committee meetings is set out in the terms of reference of each committee.

### **14. Agenda setting and protocol**

14.1 The Clerk to the Governing Body will prepare the agenda for each meeting, in consultation with the Chair and the Principal. Agendas and papers are despatched to governors at least 7 days before meetings. Any governor can request that an item is included on an agenda and can prepare a paper to support the agenda item. Such items should be notified to the Clerk at least 14 days before the meeting.

14.2 Agendas are divided into two parts: Part 1 and Part 2. Open access is allowed in relation to Part 1 items. Part 2 items are restricted. Part 2 items consist of those items from consideration of which staff or student members must or may have to withdraw in accordance with clause 12 of the Instrument of Government and any other matter, which may need to be dealt with on a confidential basis, in accordance with the policy on access to college information, available from the Clerk on request.

### **15. Rules of Debate**

15.1 Any motion must be proposed and seconded and will be put to a vote by the Chair of the meeting.

15.2 Governors wishing to speak on a matter will speak in order in which they are invited by the Chair. Only one governor may speak at a time. Whenever the Chair intervenes during a debate a governor then speaking will cease speaking.

15.3 Whilst a motion is being discussed an amendment may be proposed by a governor. The amendment must be seconded by another governor before it can be discussed or voted upon. If the amendment is carried the new form of words becomes the substantive motion. The wording of an amendment can change the meaning of a motion but it cannot contradict it.

### **16. Disorderly Conduct**

16.1 If any governor or other person attending a meeting, in the opinion of the Chair of the meeting, misconducts himself or herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair of the meeting or any other governor may move 'that the governor named should not be further heard' and the motion, if seconded, will be put and determined without discussion.

16.2 If the governor named continues the misconduct, the Chair of the meeting will move 'that the governor named do leave the meeting' in which case the motion shall be put and determined without discussion.

16.3 The Chair of a meeting, in the event of a disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he or she considers appropriate.

#### **17. Minutes**

17.1 The Clerk is responsible for producing the draft minutes of Governing Body and committee meetings within 14 days of the meeting, not counting the day of the meeting, to be approved by the appropriate Chair.

#### **18. Public Access to Meetings, Attendance of Non-Members and Access to Information**

18.1 The Governing Body has resolved that Part 1 of its full meetings should be open to the public. The number of observers is restricted to a maximum of six, due to the constraints of the meeting room. Committee meetings are not normally open to the public.

18.2 The written statement of the Governing Body with regard to attendance of non-members is set out on the College website.

### **PART 3 – GENERAL MATTERS (A-Z)**

#### **19. Academic Board**

19.1 The College has Academic Boards for Further and Higher Education, which meet at least 3 times each year.

#### **20. Allowances to Members**

20.1 Expenses which are eligible for reimbursement are reasonable travelling and subsistence expenses. Travelling expenses are reimbursed at either public transport rate or a mileage rate of 45p per mile. Receipts should be attached to the claim form. Claims will be verified and approved for payment by the Clerk.

#### **21. Application of Seal**

21.1 The Governing Body has resolved that the application of the seal of the Corporation should be authenticated by the signature of the Chair or other governor (including the Principal) and the signature of either any other member, the Director of Finance and Resources or the Clerk.

#### **22. Appraisal of Governors**

22.1 Each governor is appraised by the Chair on a cyclical basis. Governors are always invited to discuss any concerns with the Chair, the Principal or the Clerk on an informal basis.

22.2 The Principal of the College is appraised on an annual basis by a governor or governors appointed by the Governing Body and usually including the Chair.

22.3 The Clerk is appraised annually by the Chair.

#### **23. Association of Colleges (AoC)**

23.1 The College is a member of the Association of Colleges (AoC) which can provide advice to the Governing Body. Governors are advised to seek initial advice from the Chair, Clerk or Principal. The AoC issues regular briefings in relation to Governance. These can be obtained from the Clerk. The AoC also organises regular regional events for governors in the North West.

#### **24. Benefits to Governors, Gifts and Hospitality**

24.1 The policy on offers of gifts and hospitality and benefits to governors is available from the Clerk on request.

## **25. Capital Building Programme**

25.1 Copies of the most recent capital projects/property strategy can be obtained from the College Director of Finance and Resources.

## **26. College Charters**

26.1 The College has charters for both students and employers which set out its commitment to these clients. Copies are available on the college website.

## **27. College Contacts**

27.1 Contact information for key staff and auditors are available from the Clerk on request.

## **28. College Subsidiary Companies**

28.1 The College currently has one wholly owned subsidiary company, DART Limited, with company number 4917461 and registered office at Reaseheath College, Reaseheath, Nantwich, Cheshire, CW5 6DF.

## **29. Complaints against the Governing Body/Clerk**

29.1 Any complaint about the maladministration of the Governing Body should be directed to the Clerk who will consult with the Chair or Vice Chair (and if necessary the Governing Body's legal advisers) and respond within 14 days. If the complainant is not satisfied with the response, the policy at Appendix 31 provides guidance for future action.

29.2 Any complaint about the Principal/Governor/Clerk should be addressed to the Chair of the Audit Committee who will investigate and if necessary seek advice from the Governing Body's legal adviser or internal audit service. If the complainant is not satisfied with the response the complaint can be referred to the Chair of the Governing Body.

29.3 Any complaint against the Chair of the Governing Body/Chair of the Audit Committee will be considered by the Search and Governance Committee (excluding the individual concerned).

29.4 In the event that the Clerk has concerns relating to the Governing Body's actions or use of its powers, the Clerk will follow the agreed procedure for resolving difficulties, available from the Clerk on request.

## **30. Conduct and Duties of Governors**

30.1 The responsibilities of the Governing Body are set out in article 3 of the Articles of Government. The duties of individual members are set out in the Governor Code of Conduct, available on the college website.

## **31. Employment Policy and Pay Awards**

31.1 The Governing Body has adopted a number of employment policies covering the pay and conditions framework for staff, disciplinary, grievance and capability policies, staff development and appraisal. A full set of procedures is available from the Director of Human Resources and Organisational Development.

## **32. Equality and Diversity Policy**

32.1 The Governing Body has adopted a policy on Equality and Diversity, which is regularly monitored by a review group and available on the college website.

## **33. Financial Memorandum**

33.1 The Skills Funding Agency produces a memorandum which sets out the terms and conditions of the agreement under which it provides funding.

### **34. Financial Procedures and Regulations**

34.1 The Governing Body has approved formal financial procedures and regulations. Copies are available on request from the Director of Finance and Resources.

### **35. Financial Report and Statements**

35.1 At the end of each financial year an audited Financial Report and Statements is approved by the Board. Copies are available on request from the Director of Finance and Resources.

### **36. Glossary of Abbreviations**

36.1 Inevitably, from time to time, abbreviations and acronyms are used and whilst every effort is made to avoid these, a glossary of abbreviations is provided for members on the college intranet site.

### **37. Governors' Interests**

37.1 The Clerk will maintain a register of the financial and other interests of the members of the Governing Body which are disclosed to the Governing Body, and the register will be made available during normal office hours at the College to any person wishing to inspect it.

37.2 On an annual basis, the Clerk will notify governors of the interests which are registered against their names and governors will confirm whether or not those interests are accurate. Governors should inform the Clerk whenever an interest is acquired or lost. The Register of Interests is available on the college website.

### **38. Induction and Development of Governors**

38.1 The Governing Body has agreed an outline programme for the induction of new governors and will appoint a mentor who can offer guidance and support, especially in the first few months of office. This outline programme is available from the Clerk on request.

38.2 A skills audit will be undertaken on a regular basis and governors are encouraged to contribute by highlighting their own skills and experience as well as any areas where they consider the collective Governing body has any skills deficiencies. Governors are offered the opportunity of attending training and development sessions collectively or individually at seminars or conferences provided externally. Governors are strongly encouraged to attend these events wherever possible. There is a requirement for new governors to participate in training and development, particularly in financial and other key responsibilities.

### **39. Information for Prospective/New College Governors**

39.1 The Governing Body has agreed information that may be helpful to prospective/new governors and a copy is available on the college website.

### **40. Liability and Indemnity Cover**

40.1 The College has insurance policies in place covering Governors' Liability Insurance and personal accident cover for governors whilst engaged on college business. Full details are available from the Director of Finance and Resources.

### **41. Link Arrangements**

41.1 Each governor is linked to a curriculum or service area and is encouraged to meet with the relevant manager/s. The current link arrangements and protocol for this function is available on request from the Clerk.

## **42. Management Structure**

42.1 The current management structure of the College is provided on the college intranet site.

## **43. Professional Advice**

43.1 The Governing Body has adopted procedures which allow governors to seek independent professional advice. A copy of the procedure is available on request from the Clerk.

## **44. Public Statements on behalf of the Governing Body**

44.1 The Governing Body has resolved that as a matter of policy only the Chair, or in his or her absence, the Vice Chair should speak on behalf of the Governing Body.

## **45. Risk Management Plan**

45.1 The Governing Body has approved a Risk Management Policy and Procedure which forms part of the College's internal control and corporate governance arrangements. It explains the underlying approach and sets out the roles and responsibilities of the Governing Body, management and other key parties. It outlines key aspects of the risk management process and identifies the main reporting procedures. In addition, it describes the process the Governing Body will use to evaluate the effectiveness of the College's internal control procedures

## **46. Strategic Plan**

46.1 The Governing Body has a major responsibility to contribute to and approve the strategic plan, which includes the Mission and Objectives of the College. This is normally produced on a triennial basis but subject to annual review and update.

## **47. Webpage**

47.1 Governors can keep up to date with College developments by visiting the College website at [www.reaseheath.ac.uk](http://www.reaseheath.ac.uk). A section of the website includes Governing Body business and minutes of recent meetings. Governors also have access to the governors' section of the College intranet site that provides information on the day to day business of the Governing Body and its committees. Governors are requested to contact the Clerk to arrange access to the governors' section of the College intranet.

## **48. Whistleblowing**

48.1 The Governing Body has adopted a Whistleblowing policy and procedure for reporting fraud and serious malpractice and this is available on the college website.

## **49. Who's Who of Governors**

49.1 Brief information on Reaseheath Governing Body members is provided on the college website.

***Approved by the Governing Body on 17 July 2014. Updated and approved by the Governing Body on 16 July 2015.***