

**BASINGSTOKE COLLEGE
OF TECHNOLOGY
CORPORATION**

Success through Learning



STANDING ORDERS

FOR THE CONDUCT OF MEETINGS AND OTHER RELATED MATTERS

***Basingstoke College of Technology
Worting Road
Basingstoke
Hampshire
RG21 8TN***

*[Adopted by the Corporation at the meeting held on 31 March 2008]
(Technical update by Clerk on 1/2/2011)*

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1. INTRODUCTION

- 1.1 These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 and the Instrument & Articles of Government as subsequently amended by Statute, i.e.:

The Further Education Corporations (Former Further Education Colleges) (Instrument of Government) (Modification) (No 2) Order 1999, and

The Further Education Corporations (Former Further Education Colleges) (Articles of Government) (Modification) Direction 1999.

And any revised Instrument & Articles of Government that come into force through Statutory Instruments.

- 1.2 The Standing Orders are the procedural rules that determine how meetings are conducted. Many of these rules are laid down by the Instrument & Articles of Government, but are reiterated here for completeness and ease of reference; the associated Clause/Article number is given in each case.
- 1.3 In addition to procedural rules, the opportunity has been taken to document, within the Standing Orders, other Governance-related policies, procedures and practices.

2. CORPORATION

2.1 Responsibilities

The Instrument of Government establishes the Corporation's responsibilities as:

- 2.1.1 the determination of the educational character and mission of the institution and for oversight of its activities;
- 2.1.2 the effective and efficient use of resources, the solvency of the institution and the Corporation and the safeguarding of assets;
- 2.1.3 the approval of annual estimates of income and expenditure;
- 2.1.4 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation; and
- 2.1.5 the setting of a framework for the pay and conditions of service of all other staff.

2.2 Composition (Determination and Membership Categories)

The Corporation comprises 19 Members, within the following categories of membership:

<u>Category</u>	<u>Number Determined</u>
External Members	14
Principal	1
Staff	2
Students	2
Total	19

NB: The Funding Authority(s) is (are) allowed to nominate up to two additional Members to any Corporation where it (they) believes this is appropriate.

2.3 Register of Members

The Clerk to the Corporation maintains a Register of Members, a copy of which is available for public inspection in the Learning Resources Centre, South Site, Worting Road, Basingstoke.

Members are requested to inform the Clerk of any changes to this information as these occur; the information is checked formally for accuracy and currency, on an annual basis.

2.4 Appointments

2.4.1 All Members

Subject to appointments being in accordance with the determination of the Corporation (Standing Order 2.2), the Corporation is the appointing authority in relation to the appointment of any Member of the Corporation.

2.4.2 Nominations and Elections

The Search Committee, in line with the process documented in its Modus Operandi will undertake the process of inviting nominations and shortlisting for subsequent consideration by the Corporation.

(i) External Members:

As vacancies arise, nominations will be sought for potential replacements. Members of the Search Committee, having first identified the current skills/expertise requirements of the Corporation, will ensure that potential members are aware of these and understand that inappropriate nominations will be rejected. Following receipt of suitable nominations, the usual appointment process applies.

(ii) Staff Members:

Elections will be held (at the end of each 4-year term, or upon resignation, whichever is the earlier) for the two Staff Members, one representing the Support Staff and the second representing the Teaching Staff. The persons with the highest number of votes in these elections will go forward as the respective nominee; the usual appointment process then applies.

(iii) Student Members:

Annual elections are held for the Students Union Executive, following which the Executive Committee determines which members represents the Union on the Corporation. Alternatively, the Executive Committee subsequently has the option to open up such representation to election from the student body.

2.4.3 Chairman and Vice-Chairman of the Corporation

The term of office for the Chairman and Vice Chairman shall be two years. The Corporation will, at the last meeting before expiry of the term of office of the Chairman (or Vice-Chairman), appoint the Chairman (or Vice-Chairman) of the Corporation for the next term of office. However, the Chairman or Vice-Chairman cannot be appointed for a period longer than their unexpired period of membership. Nominations will be sought for both these positions, each nomination requiring a proposer, a seconder and a vote of Members.

For the appointment of Chairman, the chair shall be taken by the Clerk to the Corporation.

The Chairman or Vice-Chairman retiring at the end of a term of office shall be eligible for re-appointment.

The Principal, Staff and Student Members are not eligible to be appointed as, or deputies for, the Chairman or Vice-Chairman.

In the absence of the Chairman and Vice-Chairman, Members present shall choose one of their number to act as chairman for that meeting.

2.5 Resignations

Members may resign from the Corporation at any time by giving notice in writing to the Clerk to the Corporation. The Chairman or Vice-Chairman may resign his/her office at any time by giving notice in writing to the Clerk to the Corporation.

2.6 Term of Office

The term of office for Members of the Corporation shall not exceed 4 years from the date of appointment, (4 years is the maximum term permitted by the Instrument of Government) and will end on 31 July or 31 December (nearest to the fourth anniversary of appointment).

The only exceptions to the maximum 4-year term of appointment are:

- (i) the Student Members are appointed for a maximum 1 year term of office as the elected Students Union nominees. The term of office will be 1 September to 31 July regardless of the date of election. They may seek re-election and therefore re-appointment at the end of one year. The maximum term of office for a nominee of the Students Union is two terms (whether or not consecutive).
- (ii) the Principal, who continues to be a Member whilst Principal of the College.

There remains no limit on the number of terms. Members are eligible for re-appointment at the end of each term of office, subject to the usual process for dealing with vacancies and appointments (Search Committee Modus Operandi), and in line with the Corporation Determination (Standing Order 2.2).

2.7 Eligibility

2.7.1 Age

No person under the age of 18 years is eligible for appointment as a Member except as a Student Member.

2.7.2 Staff

A person who is a member of staff of the College shall be ineligible for appointment as a Member except as a Staff Member or in the capacity of Principal.

2.7.3 Students

A student at the College shall be ineligible for appointment as a Member except as a Student Member.

A person who is already a Member other than a Student Member may enrol on a part-time course at the College during his/her term of office, but would cease to be a Member if he/she enrolled on a full-time course at the College.

2.7.4 Clerk to the Corporation

The Clerk to the Corporation shall be ineligible to be a Member.

2.7.5 Other Criteria

Disqualifications from membership arise in the event of bankruptcy and convictions resulting in a sentence of imprisonment (whether suspended or not). The Clerk to the Corporation undertakes an annual, formal check on the continuing eligibility of Members.

2.8 Allowances to Members

Travel expenses may be claimed by Members of the Corporation when attending meetings of the Corporation and its committees, and when representing the Corporation/attending other events on its behalf. In addition, training events may involve travel and subsistence expenses, which are legitimate claims.

Claims shall be submitted to the Clerk to the Corporation, having regard to the current scale of allowances and using the appropriate form (College Expenses Policy and Procedure (PERS 19), Claim for Travelling and Subsistence Allowance, and information on current allowances – copies available from the Clerk.

The Corporation may not approve/pay allowances that remunerate Members for their services as Members.

2.9 Liability and Indemnity Cover for Members

In order to minimise the risk of personal liability, it is most important that Members of the Corporation ensure that they act within the powers of the College. (The primary powers are those set out in the Further and Higher Education Act 1992 – “to provide further and higher education” and “to supply goods or services in connection with (the) provision of education”.) The best protection against personal liability is for Members to act reasonably, honestly and prudently.

Members can obtain further information and clarification on the issue of personal liability in public service organisations from the Clerk to the Corporation.

NB: The College has Professional Liability insurance cover for ‘governor, director, officer or trustee of the College’ of £1,000,000 any one claim, when such persons act in good faith.

2.10 Access to Independent Professional Advice

The College’s Procedure on Independent Professional Advice for Corporation Members (G&M 6) ensures that Members are able to seek advice from the Corporation’s advisers or, if necessary, at the Corporation’s expense, from independent advisers, on any matters concerning the exercise of their powers and responsibilities.

A Member who wishes to seek advice under this procedure should obtain a copy of the procedure from the Clerk to the Corporation and proceed as set out in that document.

This procedure is additional to, and does not displace, the inherent power of Members of the Corporation to decide to take independent professional advice by passing a resolution to that effect.

2.11 Attendance at Meetings

2.11.1 Quorum

Meetings of the Corporation are quorate if at least 40% of members (rounded up) (including any LSC members) are present.

If the number of Members present at any point in the meeting fall below the quorum, the meeting must be terminated at that point and the Chairman will decide if an early Special Meeting is necessary.

2.11.2 Attendance Requirement

The Instrument of Government requires that notice of removal from office be given to any Member who is absent from meetings of the Corporation without permission for a period longer than 6 consecutive months.

The Clerk to the Corporation maintains a register of attendance.

2.11.3 Performance Indicator

A performance indicator of 75% overall attendance has been established for Corporation and Committee meetings.

The Clerk to the Corporation produces annual attendance statistics as part of the self-assessment process.

2.11.4 Apologies for Absence

Apologies for absence should be communicated by Members to the Clerk to the Corporation. 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 enables the apologies for absence to be registered at the meeting, and also enables the Clerk to judge if the meeting will be quorate.

On occasions, it may be necessary to consult the Chairman with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum. In this case the meeting will be re-arranged.

2.12 Public Access to Meetings

2.12.1 Scheduled and Special Meetings

Scheduled and Special Meetings of the Corporation are not designated 'open meetings'.

The Chairman (or, in his/her absence, the Vice-Chairman) will consider any requests to attend meetings. He/She will respond to such requests on an individual basis, if necessary seeking advice from the Principal and the Clerk to the Corporation.

NB: (i) The Clerk to the Corporation is entitled to attend all meetings;
(ii) the Principal is authorised to invite College Managers to attend in their employed capacity.

2.12.2 Dialogue with Stakeholders

Every opportunity is taken to establish and extend effective dialogues with the local community and College stakeholders. This may include use of an Annual Public Meeting in addition to the wide range of formal and informal events attended by Members of the Corporation, College Managers and the Marketing Communications Team.

2.13 Access to Meeting Papers, Minutes and Other Documents

The Corporation has considered and approved the College's Policy on Access to College Information (G&M 11).

Most Corporation documents are available to the public. These documents are lodged in the Learning Resources Centre, South Site, Worting Road, Basingstoke, for inspection during normal opening hours. There is no charge for this service.

NB: Documents include:

- the Instrument and Articles of Government;
- agendas, meeting papers and minutes of the non-confidential sections of the Corporation, its Committees and Working Groups;
- Terms of Reference for Committees and Working Groups, including the Modus Operandi of the Search Committee; and
- Registers of Members and Members' Interests.

2.14 Proceedings of Meetings

2.14.1 Rules of Debate

All discussions will be conducted through the chair, with the Chairman seeking to facilitate free and open debate, encouraging Members to ask questions and seek clarification as necessary.

It is the Chairman's responsibility, working in collaboration with the Clerk to the Corporation, to establish the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and ensuring that Members do not lose sight of the subject.

Members are required to respect the right of others to express individual views.

At any time during a discussion, a Member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders are being ignored. Such a point of order will be dealt with immediately by the Chairman, if necessary seeking advice from the Clerk to the Corporation.

2.14.2 Voting and Decisions

The Instrument of Government establishes that every question to be decided at a meeting should be determined by a majority of the votes of the Members present and eligible to vote on the question, with the Chairman having a second or casting vote in the event of a tie.

Proxy and/or postal votes are not permitted.

In practice, the Chairman normally asks Members for their agreement to the proposal in question at the conclusion of a discussion and only calls for a vote either if there is a clear expression of dissent or if it is a matter of particular significance. The latter includes:

- resolutions to adopt modifications to the Articles of Government;
- resolutions to decide on the Corporation composition;
- approval of the annual Budget;
- approval of the Annual Accounts;
- appointment of Chairman and Vice-Chairman of the Corporation and Chairmen of the Committees and Working Groups.

Members are required to act in the best interests of the Corporation and are not to be bound in their speaking and voting by mandates given to them by others (eg nominating bodies cannot require nominees to vote in a particular way).

Having debated an issue fully, the subsequent decision is regarded as final and will have the collective support of all Members of the Corporation. (Also see Standing Order 2.14.5 with regard to reconsideration of resolutions.)

A Student Member who is under 18 years of age shall not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability. (Also see Standing Order 2.14.4 with regard to the other restriction on the voting rights of the Student Member.)

2.14.3 Declaration of Interest

The Instrument of Government specifies certain circumstances in which a Member must:

- declare his/her financial interest (nature and extent),
- not take part in the discussion, not form part of the quorum and not vote.

The declaration of interest is extended within these Standing Orders to cover the same information, if significant, in respect of the interests of those with whom a Member is connected (eg spouse/partner, children, close relatives), and also the non-financial interests of Members (eg trusteeships and membership of professional bodies).

The declaration of an interest by a Member during the course of a meeting will be recorded in the minutes.

The Clerk to the Corporation maintains a Disclosure Register (Register of Members' Interests) and the Deputy Principal Finance & Resources maintains a Register of Interests for Staff with Significant Financial Responsibility. Copies of these documents are available for public inspection in the Learning Resources Centre, South Site, Worting Road, Basingstoke.

The Clerk also maintains a register of gifts and hospitality that has been offered to Members. Any gifts, hospitality or benefits of any kind from a third party, valued in excess of £50, should be included on the Register.

NB: Whilst the Clerk to the Corporation undertakes an annual, formal check on the accuracy and currency of this information, Members are requested to inform the Clerk of any changes as these occur.

2.14.4 Withdrawal from Meetings

The Instrument of Government requires that Staff Members and, where applicable the Principal and Clerk, are obliged to withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement; the appointment of their successor and, at the discretion of other Members, the appointment etc of any member of staff senior to themselves.

The Student Member must withdraw from a meeting discussing his/her own conduct, suspension or expulsion.

The Student Member must also withdraw from a meeting, if required to do so by a majority of Members, where there is consideration of the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff. Whether or not requested to withdraw, the Student Member may not participate in the discussion or vote.

(Also see Standing Order 2.18 with regard to minuting parts of meetings from which Members and/or the Clerk to the Corporation have been required to withdraw.)

2.14.5 Reconsideration of Resolutions

The Instrument of Government requires that no resolution (ie formal decision) of the Corporation or Committees may be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda for that meeting as a specific item of business and not simply arising as part of discussions under 'matters arising'.

2.15 Calendar of Meetings/Planned Business

The Corporation will have a minimum of four scheduled meetings in each academic year, and hold such other meetings as may be necessary.

The four scheduled meetings will normally be held in October, December, March/April, and July. The dates of these scheduled meetings will be submitted to the Corporation in advance of the new year on a roll forward basis.

2.16 Special Meetings of the Corporation

A Special Meeting of the Corporation may be called at any time by the Chairman (or in his/her absence, the Vice-Chairman) or at the request in writing of any 5 Members. Where there are matters demanding urgent consideration, the written notice convening the meeting and the agenda may be issued less than 7 calendar days in advance of the meeting.

2.17 Notice of Meetings and Agendas

The Clerk to the Corporation will send Members written notice of the meeting (stating date, time and venue), together with the agenda and appropriate papers, at least 7 calendar days before the meeting.

The Clerk, in conjunction with the Chairman and the Principal, will draw up agendas for meetings of the Corporation. Items are marked as 'for discussion', 'for noting', 'for decision' etc, as appropriate. Any items considered to be 'confidential' will be identified as such.

Late and/or tabled papers will be avoided if at all possible; such a practice will be a last resort in the event of relevant information not being available at the time agendas are issued.

Any Member may request that an item is included on the agenda, submitting this, together with any supporting paper, to the Clerk, 14 days before the date of the meeting. It is not normal practice to invite Members to put items forward.

'Any Other Business' items will be at the discretion of the Chairman.

2.18 Minutes of Meetings

The minutes of the meeting constitute the formal record of proceedings. No other record is kept and their accuracy and completeness is essential. In addition, as a publicly available document, they are an important means of communication in the College and more widely.

At every regular scheduled meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, those minutes shall be signed as a true record.

Draft minutes of every Corporation meeting will be submitted to the Chairman for comments/approval, subsequently distributed to all Members, and a copy lodged in the Learning Resources Centre, South Site, Worting Road, Basingstoke.

The Clerk to the Corporation will aim to distribute copies of the draft minutes/place on the College intranet within 21 days of the meeting.

Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation, Staff, Student or other Members have withdrawn. Those persons who have withdrawn shall not be entitled to see the minute of that part of the meeting or any papers in relation thereto. Those minutes, and any other minutes/parts of minutes that have been identified as confidential will not be lodged in the Learning Resources Centre or be available for public inspection.

2.19 Delegation by the Corporation

2.19.1 To Committees

The Corporation may establish, and delegate powers to, committees for any purpose other than those assigned specifically to the Corporation (Standing Order 2.19.3), the Principal and Academic Board. However, the Corporation must establish an Audit Committee and a Search Committee.

Without specific delegation of powers, committees will make recommendations to the Corporation. The Corporation will accept the recommendation, or reach a separate conclusion, or refer the matter back to the committee for further work.

2.19.2 To the Chairman

Chairman's 'action' has been agreed by the Corporation (Minute 6.1, 25 March 1998), as follows:

(i) Undelegated Decisions:

When a decision has to be taken at short notice, every effort will be made to call a Special Meeting of the full Corporation. Where this is not possible, either because the decision is required immediately or where it is not possible to achieve a quorum for such a meeting, then Chairman's (or, in his/her absence, Vice-Chairman's) action will be taken. Prior to taking action, every effort will be made to undertake telephone consultation with as many other Members as possible within the time available.

Such action, and the reasons for the urgency, will be communicated to Members of the Corporation without delay. The action will subsequently be ratified at the next meeting of the Corporation, the relevant minute(s) to include notes of the telephone conversations referred to above.

(ii) Delegated Decisions:

Where delegable matters have been expressly delegated by the Corporation to the Chairman, the matter is one for the decision of the Chairman and the Corporation does not need to be involved in the decision making.

The Chairman may, of course, wish to consult with the Principal and other Members of the Corporation before taking the decision. However, such consultation is not necessary unless it is required by the terms under which the matter has been delegated by the Corporation. The terms should be defined precisely, and clearly minuted.

In making such decisions, the Chairman should clearly record that the decision is being made under an expressly delegated power.

In both (i) and (ii) above, the decisions/actions must not be contrary to provisions of the Instrument and Articles of Government, these Standing Orders or any other applicable regulations.

2.19.3 Matters which may not be Delegated

The Corporation shall not delegate the following:

- 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 or senior postholder(s);
- the appointment or dismissal of the Clerk to the Corporation; and
- the modification or revocation of the Articles of Government.

2.20 College Seal

The Chairman (or, in his/her absence, the Vice-Chairman) is the authorised signatory to authenticate the application of the College Seal, together with the signature of any other Member (Minute 9.0, 29 September 1999).

Rules covering use of the seal are included in the College Financial Regulations.

2.21 Signing of Documents

The Principal or the Clerk are authorised to sign, on behalf of the Corporation, any document necessary to give effect to a decision of the Corporation.

2.22 Public Interest Disclosure Policy

The Corporation has considered and approved the College's Public Interest Disclosure Policy and Procedure (PERS 24), (Minute 18.3, 24 June 1998). The policy and procedure is aimed at enabling staff to raise genuine concerns in respect of serious malpractice.

2.23 Code of Conduct

Members have adopted a Code of Conduct, which is signed by all Members at the time of appointment to the Corporation. A copy of this is available for public inspection in the Learning Resources Centre, South Site, Worting Road, Basingstoke.

The contents of the Code are reviewed on a bi-annual basis by the Search Committee, in conjunction with the Chairman and Vice-Chairman, to ensure its continuing relevance. Proposed amendments will be presented to the Corporation for subsequent consideration and adoption.

2.24 Self-Assessment

Members of the Corporation carry out an annual self-assessment of the Corporation's performance.

The Clerk to the Corporation, in conjunction with the Chairman and Vice-Chairman, produces a draft Self-assessment Report/Development Plan, which is sent to Members for comment. It will also inform the Leadership and Management Section of the College Self-Assessment Report/Development Plan.

3. COMMITTEES AND WORKING GROUPS

3.1 Standing Committees

The Corporation has established the following Committees:

Committee	Minimum Meeting Schedule
Audit	Termly/3 times a year
Capital Project	As required
Finance & Resources	Termly/3 times a year
Quality	Termly/3 times a year
Remuneration	As required
Search	Twice a year
Special	As required

3.2 Membership and In Attendance Arrangements

At its last meeting in each academic year, the Corporation will confirm the membership (number and identified Members) of all the Corporation's Committees, on the recommendation of the Search Committee. In making such recommendations, the Search Committee will be informed by the needs of each committee, and have regard to the individual expertise and experience of Members, and by the wishes and interests of individual Members.

Members of the Corporation are entitled to attend the meetings of any committee, whether or not they are a member of that committee. However, Members of the Audit Ctte may not attend meetings of the Finance & Resources Ctte, or vice-versa.

Any committee established by the Corporation (other than a Special Committee – Standing Order 3.16) may include persons who are not Members of the Corporation.

College Managers may be invited to attend in their employed capacity subject to the authorisation of the Principal.

In addition, there is provision for the Learning & Skills Council to appoint two additional members to the Corporation in appropriate circumstances.

3.3 Appointment of Chairmen

Each committee chairman will be appointed on the basis set out in the Committee's Terms of Reference. Each nomination will require a proposer, a seconder and a vote of Members.

3.4 Terms of Office

3.4.1 Chairmen

The appointments of chairmen are set out in the individual committee terms of reference.

3.4.2 Members

The term of office for membership of the Committees has not been fixed by the Corporation, but will be reviewed annually by the Corporation. The Corporation has indicated that approx 1/3 of the committee membership would rotate on a two-yearly cycle. Members of the Corporation may remain

as members of Committees as long as they are Members of the Corporation and consistent with their expertise and the needs of these committees.

3.5 Proceedings of Meetings

The chairmen of committees shall ensure effective and open debate on matters under consideration and the communication of recommendations to the Corporation shall be through the written minutes of the Committee. The minutes of all Committees will be an agenda item at the next meeting of the Corporation.

Any concerns as to the effective operation of the committee, identified by the chairman and/or the membership, shall be raised with the Chairman of the Corporation by the Clerk to the Corporation.

3.6 Attendance at Meetings

3.6.1 Quorum

Each Committee has a documented quorum. If the number of Members present at any point in the meeting falls below the quorum, the meeting must be terminated at that point and the respective chairman will decide if another meeting is necessary in advance of the next scheduled meeting.

3.6.2 Performance Indicator

The Clerk to the Corporation produces annual attendance statistics as part of the self-assessment process.

3.6.3 Apologies for Absence

Apologies for absence should be communicated by Members to the Clerk to the Corporation. 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 enables the apologies for absence to be registered at the meeting, and also enables the Clerk to judge if the meeting will be quorate. On occasions, it may be necessary to consult the respective chairman with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum and the meeting will then be rearranged.

3.7 Terms of Reference

The Terms of Reference for each Committee is attached to these Standing Orders.

The Terms of Reference of all the Corporation's Committees may be varied at any time by the Corporation, whilst always being subject to the provisions of the Instrument & Articles of Government.

Each Committee of the Corporation will review its Terms of Reference bi-annually. Any proposed changes must be reported to the next meeting of the Corporation for approval.

3.8 Calendar of Meetings/Planned Business

The dates of the scheduled meetings of Committees will be set a year in advance and submitted to the Corporation.

An outline of the planned business for the Corporation and Committees is set out in Appendices 7 – 12.

3.9 Notice of Meetings and Agendas

Members will receive written notice of the meeting, together with the agenda and meeting papers, at least 7 calendar days before the meeting.

Agendas for Committee and Working Group meetings are drawn up by the Clerk to the Corporation, in conjunction with the Principal and appropriate College Manager(s). If there are items of a non-routine nature, these will be discussed with the respective chairman in advance of the agenda being issued.

Late and/or tabled papers will be avoided if at all possible; such a practice will be a last resort in the event of relevant information not being available at the time agendas are issued.

Any Member of a Committee may request that an item is included on the agenda, submitting this, together with any supporting paper, to the Clerk 14 days before the date of the meeting.

'Any Other Business' items will be at the discretion of the respective chairman.

3.10 Minutes of Meetings

Draft minutes will be submitted to the respective chairman for comments/approval, subsequently distributed to all Members of the Committee, and a copy of the non-confidential Minutes lodged in the Learning Resources Centre, South Site, Worting Road, Basingstoke.

The Clerk will aim to distribute copies of committee minutes/place on the College internet within 21 days of the meeting.

Any recommendations made, or matters identified as 'for the attention of the Corporation', by committees will be referred to the next appropriate Corporation meeting.

3.11 Other Committees

There are currently two other committees whose minutes are an item of business for the Corporation. These are:

- (i) the Adult Education Policy Committee, Chaired by a Member of the Corporation, which leads the Basingstoke Partnership of Adult Education providers and develops and implements policies for management of the Partnership;
- (ii) the Student Parliament, Chaired by the Deputy Principal Curriculum & Quality, and attended by a Member of the Corporation, which provides a forum for the Student Union Executive to meet with a Corporation Member and College Managers to discuss matters raised by committee members, and considers the financial position of the Students' Union.

3.12 Working Groups

From time to time, the Corporation may identify a need to establish a working group of the Corporation to undertake a specific task on its behalf. The Standing Orders relating to the operation of the Corporation's Committees will apply to any such working groups.

The minutes are an item of business for the Corporation.

3.13 Advisory Committees

Each of the main curriculum areas have an Advisory Committee which may be attended by any Member of the Corporation and, in particular, by those Members identified as associated with a particular learning area. These Advisory Committees are chaired by an appropriate external person (e.g. a representative of local business relevant to the work of the curriculum area). They provide a forum to debate issues of strategic importance to the curriculum areas assisting these in their aim to be responsive to the needs of local industry and the community generally. The Advisory Committee is responsible for the audit of relevance/quality assurance process of its curriculum area which the relevant Member chairs.

3.14 Academic Board

The Academic Board of the College has 4 scheduled meetings each academic year. It comprises 25 members, including the Principal who is the chairman.

The Terms of Reference, Quorum, Membership (including period of appointment and the selection arrangements), In Attendance and details of Committees and Working Groups, are attached to these Standing Orders (Appendix 6), having been approved by the Corporation (Minute 8.0(ii), 29

September 1999), and subsequently updated for Corporation consideration at the *October 2004* meeting.

The minutes are an item of business for Quality Committee.

The Academic Board establishes committees as necessary, following approval by the Principal and the Corporation. The number of members of any such committee and the terms on which they hold and vacate office is determined by Academic Board; these committees may include persons who are not members of Academic Board.

3.15 Selection Panel (Senior Appointments)

The Selection Panel for the appointment to the post of Principal must comprise a minimum of 5 Members of the Corporation including the Chairman and/or Vice-Chairman. For other designated senior postholders, the minimum is 3 Members of the Corporation and the Principal.

4.0 REVIEW OF/AMENDMENTS TO THE STANDING ORDERS

The Clerk to the Corporation is required to keep under continuous review the provisions of this document. In addition, an annual review will be undertaken by the Clerk to ensure the Standing Orders reflect current Governance guidance and any proposed changes will be referred to the Search Committee for initial consideration.

Any amendments and/or additions will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be incorporated without delay.

5. APPENDICES

Terms of Reference, Quorums, Membership And In Attendance

1. Audit Committee
2. Finance & Resources Committee
3. Quality Committee
4. Remuneration Committee
5. Search Committee
6. Academic Board

Annual Schedules of Planned Business

7. Corporation
8. Audit Committee
9. Finance & Resources Committee
10. Quality Committee
11. Search Committee

Other Documents

12. Relevant Policies and Procedures
13. Clerking Arrangements

AUDIT COMMITTEE –TERMS OF REFERENCE
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*(Approved by the Corporation on 31 March 2008)
(Reviewed by Audit Ctte on 17 June 2009)*

1. Membership

6 members from any category, to include at least one member with specific financial/audit expertise, but excluding the Chairman of the Corporation, the Principal, and any members of the Finance and General Purposes Committee. Staff Members employed within the Finance and Student Administration Departments, or if they have significant financial responsibility, are also excluded from membership of the Committee.

Within the overall membership of the Committee, one member, who is not a member of the Corporation, may be co-opted by the Corporation as a member of the Audit Committee, if they have relevant skills.

2. Quorum

3 members.

3. Purpose

The purpose of the Audit Committee is to provide the Corporation with authoritative advice on matters related to audit and internal control.

The Committee shall ensure that the internal control systems, risk management, control and governance processes, including audit activities, of the Corporation and any of its subsidiaries are monitored actively, independently and objectively in order to:-

- improve the effectiveness of the College's internal controls, risk management, control and governance processes,
- reinforce the independence and effectiveness of the internal audit function,
- provide a sounding board for College management on issues of concern in connection with the College's internal control systems, risk management, control and governance processes,
- advise on the reliability of the College's information systems,
- underpin the objectivity and independence of the Financial Statements Auditors,
- increase public confidence in the objectivity and fairness of the Corporation's financial reports and in the quality of the College's Corporate governance,
- secure economy, efficiency and effectiveness.

To provide a means of communication with the Corporation's auditors, that is not controlled by College Management.

To ensure that any audit requirements placed on the Committees of the Corporation are met.

4. Appointment of Chairman

The Committee shall elect a Chairman from among its members. The term of office shall be for two years. Staff and Student Members or any external co-opted member shall not be eligible for election as Chairman.

5. Officers in Attendance

The Principal, Deputy Principal Finance & Resources, Head of Department - Finance, Internal Auditor, the Financial Statements/ Regularity Auditor, Learner Number Systems Auditor. Designated Managers to make presentations depending on the agenda items for consideration. The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting. All persons In Attendance shall have no voting rights.

6. Meetings

1. The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least once per term.
2. The Clerk to the Corporation shall act as Clerk to the Committee.
3. The Committee may, when it is satisfied that it is appropriate to do so, meet with representatives of the Internal Audit Service and/or the Financial Statements/Regularity Auditor, without the Principal or Officers in Attendance being present.
4. All responsibilities of the Committee are to be regarded as advisory, except in the case of specific items, with clearly defined limits, which may be delegated by the Corporation from time to time. Consequently, all decisions of the Committee shall be referred to the Corporation for confirmation, except those specifically delegated, which shall be reported to the Corporation.

7. Terms of Reference

1. To advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and for securing economy, efficiency and effectiveness (value for money).
2. To advise the Corporation on the appointment, reappointment, resignation, dismissal and remuneration of the Financial Statements Auditor (including undertaking the regularity audit) and the internal audit service.
3. To advise the Corporation on the scope and objectives of the work of the Financial Statements Auditor, and the internal audit service.
4. To ensure effective co-ordination between the internal audit service and the Financial Statements Auditor and, if found to be inadequate, to take corrective action.
5. To discuss with the Financial Statements Auditor problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the financial statements auditor may wish to discuss (in the absence of management where necessary).
6. To consider and advise the Corporation on the audit needs assessment and strategic and annual internal audit plans for the internal audit service.
7. To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letter of the Financial Statements Auditor's (including their work on regularity audit) and the management's response to them.
8. To consider and advise the Corporation on relevant reports by the NAO, the LSC and other funding bodies, and where appropriate, management's response to these.
9. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, and spot-check reports (where appropriate), and Financial Statement Auditor's management letter.
10. To monitor the implementation of agreed audit-based recommendations, from whatever source.

11. To ensure that all significant losses have been properly investigated and that the internal and financial statements auditors, and, where appropriate, the LSC accounting officer, have been informed.
12. To consider elements of the annual financial statements in the presence of the financial statements auditor, including the Financial Statements Auditor's formal opinion, the statement of members' responsibilities and any corporate governance statement. This responsibility should be extended to include consideration of internal control and risk management statements.
13. To establish, in conjunction with college management, relevant annual performance measures and indicators and to monitor the effectiveness of the internal audit service and Financial Statements Auditor through these measures and indicators, and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
14. The Committee shall prepare an annual report for the College's financial year. The report shall be addressed to the Corporation and the Accounting Officer (Principal), summarising the activity for the year. It will give the Committee's opinion on the extent to which the Corporation may rely on the internal control and risk management system and the arrangements for securing economy, efficiency and effectiveness. (This opinion should be based upon the information presented to the Committee.) The Audit Committee Annual Report should normally be submitted to the Corporation before the members' responsibility statement in the annual financial statement is signed.
15. To undertake such other related responsibilities as the Corporation may remit. Such responsibilities must not require the Audit Committee to adopt an executive role or its members to offer professional advice to the Corporation, except in their capacity as members of the Corporation and within the terms of reference of the Committee.
16. To ensure that all allegations of fraud and irregularity are properly followed-up.
17. To be informed of all relevant additional services undertaken by the internal audit service and the Financial Statements Auditor.
18. To recommend the annual financial statements audit report to the Corporation for approval.
19. The committee shall make recommendations to the Corporation on the resources needed to conduct an effective and efficient audit process.

8. Powers of the committee

In order to exercise its role the Audit Committee shall have the power to:

Investigate any activity within its terms of reference.

Seek any information it requires from the audit service providers, Corporation Members, Committees and college employees, plus relevant information from subcontractors and other third parties.

Obtain external professional advice.

9. Review of Terms of Reference

These Terms of Reference shall be subject to a formal review at least once every two years.

FINANCE AND RESOURCES COMMITTEE - TERMS OF REFERENCE

*(Approved by the Corporation on 31 March 2008)
(Reviewed by the Ctte on 30 June 2009)*

1. Membership

6 Members; to exclude Staff and Student Members and those serving on the Audit Committee but to include Members with Financial, Human Resources, IT and other business expertise/skills, the Chairman of the Corporation (ex officio) and the Principal (ex officio).

Up to two external members, who are not members of the Corporation, may be co-opted by the Corporation as members of the Finance & Resources Committee if they have relevant skills.

2. Quorum

3 Members.

3. Appointment of Chairman and Vice Chairman

The Committee shall elect a Chairman from among its members. The term of office shall be for two years. The Principal or any external co-opted members shall not be eligible for election as Chairman.

4. Officers in Attendance

Deputy Principal Curriculum & Quality
Deputy Principal Finance & Resources
Head of Department - Finance

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting.

All persons In Attendance shall have no voting rights.

5. Meetings

The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least once per term.

The Clerk to the Corporation shall act as Clerk to the Committee.

6. Terms of Reference**1. Finance and Resources**

1. Generally, to consider and make recommendations to the Corporation on the solvency of the College and the Corporation and the safeguarding of its assets, and to advise the Corporation on the financial implications of the college's Strategic Plan.

2. To consider in detail and recommend to the Corporation the annual estimates of income and expenditure for the following financial year, including the three-year financial forecast and any mid-year financial forecast that may be required (financial regulation 3.1).

3. To approve changes to the annual estimate of income and expenditure that commit the college to a level of expenditure greater than that provided in the budget year. If the change affects the estimated surplus or deficit by more than 2% then it requires the approval of the Corporation (financial regulation 3.1 and 3.6).

4. To consider in detail and recommend to the Corporation the annual capital expenditure programme for the following year (financial regulation 3.2).

5. To approve the officers who are authorised signatories for the college's bank accounts (NEW – currently it is the Board that does this) (financial regulation 4.3).
6. To receive post project audit reports for contracts issued by the college in excess of £50,000, to ensure quality of work and value for money (financial regulation 5.2).
7. To approve any variations to the operation of the college's financial regulations relating to the purchase of goods and services, as provided under financial regulations 5.3.4, 5.3.5 and 5.5).
8. To monitor the financial performance of college contracts and approve variations to contract values in accordance with financial regulation 5.12.
9. To approve the "writing off" of bad debts of an individual value in excess of £1k (financial regulation 8.7)
10. To be notified of any short term borrowing made by the college and to approve any long term investments made by the college (financial regulations 9.2 and 9.4).
11. To consider and recommend to the Corporation any changes to the financial regulations of the college (financial regulation 14.1).
12. To agree any changes to officers appointed to authorise activities shown in Appendix A of Financial Regulations (financial regulation 15.1).
13. To consider and make recommendations to the Corporation on new venture proposals which would commit the College to a level of expenditure greater than that provided in the budget (financial regulation 16).
14. To review and detail and recommend to the Corporation the College's audited accounts and financial statements.
15. To recommend to the Corporation the Corporation's financial objectives/ performance indicators and any revisions to them, as necessary, and to monitor their achievement.
16. To approve on behalf of the Corporation the tuition and other fees and charges.
17. To consider and monitor, on behalf of the Corporation, existing contracts relating to franchise provision, policy and procedures, and to recommend to the Corporation any new contracts for approval.
18. To undertake a continuous review of the College's revenue and capital budgets to ensure the efficient and cost effective use of resources and the financial performance of the Corporation through the receipt of the monthly financial management reports on expenditure, income and commitments compared to the approved budgets.

2. Personnel

1. To recommend to the Corporation the policies/revised policies for the conduct, discipline, grievance and dismissal of members of staff etc (including separate arrangements for senior post holders and the Clerk).
2. To recommend to the Corporation, any cost of living increases awarded to all staff (excluding designated senior post holders and the Clerk), in accordance with the policy as approved by the Corporation.
3. To monitor, on behalf of the Corporation, the issues and developments within the Personnel Department, approving any internal policies as necessary on behalf of the Corporation, or recommending their approval to the Corporation when required to do so by external agencies.

3. IT

1. To consider and approve the IT Strategy and to monitor progress annually.

4. Estates

1. To review and monitor the Property Strategy options and to make recommendations to the Corporation.
2. To discuss the recommendations of the College's Senior Managers concerning essential building works and to ensure that, on behalf of the Corporation, all matters relating to such works are managed in the interests of the Corporation.
3. To have delegated authority, in the periods between meetings of the Corporation, to sanction expenditure on immediate statutory Health & Safety works up to £100K (excluding VAT) in total (copy of all decisions to be e-mailed to the Corporation, SMT and Clerk, showing cumulative financial obligations) and to review the progress of all such works.
4. Where the value of the contract or single item is £5,000 to £50,000 (excluding VAT), to have delegated authority, to sanction expenditure on immediate statutory Health & Safety works without obtaining three written quotations. (A record of such exception shall be included in the minutes and reported to the next meetings of the Finance & Resources Committee or the Corporation, whichever comes first)
5. To receive regular progress reports on the current Maintenance Plan.
6. To oversee the tendering processes for the Facilities and Estates contracts and to make recommendations to the Corporation.

5. General

1. To deal with any matters specifically referred to the Committee by the Corporation.

7. Review of Terms of Reference

These Terms of Reference shall be subject to a formal review at least once every two years.

QUALITY COMMITTEE - TERMS OF REFERENCE

(Approved by the Corporation on 31 March 2008)

(Reviewed by the Quality Cttee on 23 June 2009 – amended by Corporation on 8 July 2009)

1. Membership

7 Members, to include the Principal (ex officio). Of the total membership, one external member (who is not a member of the Corporation) may be co-opted by the Corporation as a member of the Quality Committee if they have relevant skills.

2. Quorum

3 Members.

3. Appointment of Chairman

The Committee shall elect a Chairman from among its members. The term of office shall be for two years. The Principal, Staff or Student Members, or any external co-opted member shall not be eligible for election as Chairman.

4. Officers in Attendance

Deputy Principal Curriculum & Quality.
Director of Curriculum
Head of Department - Quality & Staff Development

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting. All persons In Attendance shall have no voting rights.

5. Meetings

The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least once per term.

The Clerk to the Corporation shall act as Clerk to the Committee.

6. Terms of Reference

The overall function of the committee is to oversee the effective implementation of the College's quality processes, and to make reports/recommendations to the Corporation where appropriate. Key areas for the Committee will include:

1. To review the outcomes of the College's key quality mechanisms.
2. To review the outcomes of quality assessments of the College's provision by "external" bodies e.g. OFSTED, LSC, QAA (IQER), University of Winchester.
3. To monitor the progress on/achievement of targets and action plans resulting from the above outcomes.
4. To monitor the College's key performance indicators against those of the sector as a whole.
5. To consider reports and recommendations presented by College Management regarding curriculum and quality issues and to note on actions taken.
6. To receive the minutes of Academic Board.

7. Review of Terms of Reference

These Terms of Reference shall be subject to a formal review at least once every two years.

REMUNERATION COMMITTEE - TERMS OF REFERENCE

(Approved by the Corporation on 31 March 2008)

1. Membership

3 Members; comprising the Chairman of the Corporation (ex-officio), the Chairman of the Finance & Resources Committee (ex-officio) and one other External Member with a Human Resources background.

2. Quorum

2 Members.

3. Appointment of Chairman and Vice Chairman

The Committee shall elect a Chairman from among its members. The term of office shall be for two years.

4. Officers in Attendance

Principal (as required)

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting.

All persons In Attendance shall have no voting rights.

5. Meetings

The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least once per year.

The Clerk to the Corporation shall act as Clerk to the Committee.

6. Terms of Reference

To consider the remuneration of the designated Senior Post Holders and the Clerk to the Corporation, and to make recommendations to the Corporation.

7. Review of Terms of Reference

These Terms of Reference shall be subject to a formal review at least once every two years.

SEARCH COMMITTEE - TERMS OF REFERENCE
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*(Approved by the Corporation on 31 March 2008)
(Reviewed by the Ctte on 10 June 2009)*

1. Membership

4 Members, to include the Chairman of the Corporation (ex officio) and Principal (ex officio).

One member, who is not a member of the Corporation, may be co-opted by the Corporation as a member of the Committee, if they have relevant skills.

2. Quorum

3 Members.

3. Appointment of Chairman

The Committee shall elect a Chairman from among its members. The term of office shall be for two years. The Principal, Staff or Student Members, or any external co-opted member shall not be eligible for election as Chairman.

4. Persons in Attendance

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting. All persons In Attendance shall have no voting rights.

5. Meetings

The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least once per term.

The Clerk to the Corporation shall act as Clerk to the Committee.

6. Terms of Reference

1. To be responsible for advising the Corporation on the appointment of Members of the Corporation.

2. From time to time, to consider and make recommendations to the Corporation on the composition and balance of the Corporation.

3. To give a view on the composition of the Corporation's Committees having regard to the expertise available and the benefit, in terms of breadth of experience, to be gained by rotating Members between Committees.

4. Having regard to the determination approved by the Corporation, to be responsible for other matters relating to membership and appointments as the Corporation may remit to the Search Committee, including:

- i. skill/needs audits of the Corporation,
- ii. determining the process whereby candidates are nominated,
- iii. gathering, screening and short listing nominations in respect of vacancies on the Corporation,
- iv. determining the practice and the process whereby existing Board Members are re-appointed.

7. Modus Operandi

The Search Committee of the Corporation will:

1. as appropriate, but not less than once a year, undertake an audit of the Corporation's membership, to identify any gaps in expertise and skills, but also having regard to gender, age and residential locality to establish any anomalies in comparison with the College student profile and that of the local community;
2. prepare a job description which clearly sets out the role and responsibilities of a Member of the Corporation, and a person specification which outlines the qualities the Corporation is seeking;
3. develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporation, including those interested in Corporation membership;
4. place an open advertisement in the regional/local media, as required, for persons wishing their name to be added to the database;
5. regularly initiate searches for additions to the database through consultation with interested bodies (including Local Authorities, Community and Employer representatives), with reference to the Members of School Advisory Committees, and/or arising from personal recommendations of Members of the Corporation and College Management;
6. research suitable candidates (if appropriate drawn from the database) when a vacancy occurs or is anticipated, through a process of interview and confidential references;
7. endeavour to put forward for Corporation consideration, more than one suggestion for any vacancy, together with a resume of the strengths and weaknesses of each candidate;
8. establish whether individual Members seek re-election at the end of a term of office and undertake the process whereby such applications are considered, subsequently advising the Corporation as to any re-appointments;
9. when current Corporation Members seeking re-election are Search Committee Members, the Member concerned shall withdraw whilst the application is considered.

8. Review of Terms of Reference

These Terms of Reference shall be subject to a formal review at least once every two years.

CLERKING ARRANGEMENTS

1. Role of Clerk to the Corporation

The Clerk is the servant of the Corporation, acting independently in this role from any other capacity that may be undertaken within the College. The Clerk to the Corporation supports the work of the Corporation in a variety of ways, including:

- providing advice as to procedures appropriate to a public body;
- ensuring that the Corporation operates within its powers;
- planning Corporation business and reporting progress on the implementation of the Corporation's decisions;
- providing administrative support.

In addition, the Clerk is required to be alert to any potential probity concerns in the operation of the Corporation and/or College. In this regard, the Clerk is required to advise the Chairman if the Principal is acting improperly, to advise the Corporation if the Chairman is acting improperly, and to advise the Learning & Skills Council if the Corporation is acting improperly. The Clerk must also advise the Principal, Chairman, and the Corporation before taking such actions in order to give an opportunity for corrective measures to be taken.

Clearly, raising such concerns is a sensitive issue that will only be initiated by the Clerk if there is a genuine concern. As a result, in these circumstances, no disciplinary action will be taken against the Clerk by the Principal, Chairman or Corporation regardless of the outcome of any such process. (The College Public Interest Disclosure Policy and Procedure (PERS 24) also applies.)

In the event of serious problems arising in any of the relationships between the senior post holders, the Clerk and the Corporation, the College Conciliation Procedure (PERS 28) will apply.

2. Appointment and Dismissal

Responsibility for the appointment and all other employment matters is allocated to the Corporation, and is non-delegable, thereby emphasising the Clerk's personal accountability to the Corporation.

The Clerk is entitled to attend all meetings of the Corporation and its committees and working groups but must withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The Clerk is not eligible to be a Member of the Corporation.

[Instrument of Government Clause 7(2) – Appointment of Clerk to the Corporation; Clause 8(4) – Persons Ineligible to be Members]

The Clerk to the Corporation reports directly to the Chairman of the Corporation and has regular contact with the Chairman and Vice-Chairman on Governance matters.

3. Job Description

A job description has been drawn up for the post of Clerk to the Corporation. The job description is reviewed annually as part of the Clerk's appraisal.

4. Training

The Clerk will undertake appropriate training. In addition, he/she will attend any appropriate Governance conferences and relevant network meetings to ensure that he/she is aware of clerkship requirements and current best practice.

5. Clerking of Sub-Committees and Working Groups

In addition to acting as Clerk to the Corporation, the Clerk will also provide the clerking service to the chairmen of all Corporation Committees and Working Groups, together with consistency of documentation for all meeting.