BASINGSTOKE COLLEGE OF TECHNOLOGY
CORPORATION

STANDING ORDERS

FOR THE CONDUCT OF MEETINGS AND OTHER RELATED MATTERS

Basingstoke College of Technology
Worting Road
Basingstoke
Hampshire
RG21 8TN

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CONTENTS

1. Introduction

2. Corporation

2.1 Responsibilities
2.2 Composition (Determination and Membership Categories)
2.3 Register of Members
2.4 Appointments
2.5 Resignations
2.6 Term of Office
2.7 Eligibility
2.8 Allowances to Members
2.9 Liability and Indemnity Cover for Members
2.10 Access to Independent Professional Advice
2.11 Attendance at Meetings
2.12 Public Access to Meetings
2.13 Access to Meeting Papers, Minutes and Other Documents
2.14 Proceedings of Meetings
2.15 Calendar of Meetings/Regular Business
2.16 Special Meetings of the Corporation
2.17 Notice of Meetings and Agendas
2.18 Minutes of Meetings
2.19 Delegation by the Corporation
2.20 College Seal
2.21 Signing of Documents
2.22 Public Interest Disclosure Policy
2.23 Code of Conduct

3. COMMITTEES AND WORKING GROUPS

3.1 Standing Committees
3.2 Membership and In-attendance Arrangements
3.3 Appointment of Chairs
3.4 Terms of Office
3.5 Proceedings of Meetings
3.6 Attendance at Meetings
3.7 Terms of Reference
3.8 Calendar of Meetings/Regular Business
3.9 Notice of Meetings and Agendas
3.10 Minutes of Meetings
3.11 Other Committees
3.12 Working Groups
3.13 Advisory Committees
3.14 Selection Panel (Senior Appointments)
3.15 Special Committee

4. REVIEW OF/AMENDMENTS TO THE STANDING ORDERS

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.

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 designated 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 20 Members, within the following categories of membership:

Category	**Determined Number**
External Members	16
Principal	1
Staff	2
Students	1
Total	**20**

2.3 Register of Members

The Clerk to the Corporation maintains a Register of Members, a copy of which is available for public inspection on the College's web site at www.bcot.ac.uk/governors.

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 undertakes 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 Staff Members. Should there be a need for an election, the winner of the election shall be the person with the highest number of votes and will go forward as a Staff Member nominee to the Corporation for approval.

(iii) Student Member:

A Student Member is identified from within the student body and a nomination made to the Corporation.

2.4.3 Chair and Vice Chair of the Corporation

The term of office for the Chair shall be three years, and the Vice Chair shall be two years. The Corporation will, at the last meeting before expiry of the term of office of the Chair (or Vice-Chair), appoint the Chair (or Vice-Chair) of the Corporation for the next term of office. Nominations will be sought for both these positions, each nomination requiring a Proposer, a Seconder, and a vote of Members.

In the event of only one nomination being received, the method of election shall be by consensus or a show of hands. All members will be entitled to vote. A member will be entitled to vote for him or herself.

In the event of more than one nomination being received, the method of election shall be by secret ballot. All members shall be entitled to vote. The Clerk will provide each member with a ballot paper. Each member will be asked to indicate his or her choice by casting a single vote. A member will be entitled to vote for him or herself.

For the appointment of Chair, the chair of the meeting for that item shall be taken by the Clerk to the Corporation.

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

The Principal, Staff Members and the Student Member are not eligible to be appointed as, or deputise for, the Chair or the Vice Chair.

In the absence of the Chair and Vice Chair, those External Members present shall choose one of their number to act as chair 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 Chair or the Vice Chair 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). The only exceptions to the maximum 4-year term of appointment are:

(i) the Student Member is appointed for a maximum 1-year term of office. The term of office will be 1 August to 31 July regardless of the date of appointment. 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 employed as the 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, 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 Student

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 College expenses claim form.

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 £5,000,000 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 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 to the nearest whole number) 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 Chair will decide if an additional 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 and committees 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 Chair 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 of the Corporation and/or Committees

Scheduled and Special Meetings of the Corporation/Committees are not designated as 'open Meetings'.

The Chair (or, in his/her absence, the Vice-Chair) 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 from 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 and College Managers.

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.

Most Corporation documents are available to the public. These documents are available on the College's web site at www.bcot.ac.uk/governors.

Documents include:

- the Instrument and Articles of Government.
- The minutes of the non-confidential sections of the Corporation, the Committees and Working Groups.
- Terms of Reference for Committees and Working Groups
- Register of Members' Interests.

2.14 Proceedings of Meetings

2.14.1 Rules of Debate

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

It is the Chair'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 Chair, 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 Chair having a second or casting vote in the event of a tie. Proxy and/or postal votes are not permitted.

In practice, the Chair 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 Chair and Vice-Chair of the Corporation and Chairs 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 (e.g., 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 (e.g., spouse/partner, children, close relatives), and also the non-financial interests of Members (e.g., 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 Register of Members' Interests and the (TBA) maintains a Register of Interests for Staff with Significant Financial Responsibility. Copies of these documents are available on the College's web site at www.bcot.ac.uk/governors.

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.

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 (i.e., 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.

2.16 Special Meetings of the Corporation

A Special Meeting of the Corporation may be called at any time by the Chair (or in his/her absence, the Vice-Chair) 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 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 Chair/appropriate Chair of the Ctte, will draw up agendas for meetings of the Corporation/Committees. 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 Chair.

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 are 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 Chair for comments/approval, subsequently distributed to all Members.

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 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), or the Principal. 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

Chair's Action has been agreed by the Corporation 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 if appropriate. 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 Chair's (or, in his/her absence, Vice-Chair's) action will be taken. Prior to acting, 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 Chair, the matter is one for the decision of the Chair and the Corporation does not need to be involved in the decision making.

The Chair may 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 Chair 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 Chair (or, in his/her absence, the Vice-Chair) is the authorised signatory to authenticate the application of the College Seal, together with the signature of any other Member of the Corporation.

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

2.21 Signing of Documents

The Chair, 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. 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 at www.bcot.ac.uk/governors.

3. COMMITTEES AND WORKING GROUPS

3.1 Standing Committees

The Corporation has established the following Committees:

Committee	Minimum Meeting Cycle
Audit	Termly
Capital Project	As required
Finance & Resources	Termly
Curriculum & Quality	Termly
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 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 3.14) 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.

3.3 Appointment of Committee Chairs and Vice Chairs

Each committee chair/vice-chair 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 Chair/Vice Chair

The appointments of chair and vice chair 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 Search Committee. 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 chairs 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 chair and/or the membership, shall be raised with the Chair 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 chair 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 chair 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 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 at least once every three years. Any proposed changes must be reported to the next meeting of the Corporation for approval.

3.8 Calendar of Meetings

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

3.9 Notice of Meetings and Agendas

Members will receive 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 chair 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.

3.10 Minutes of Meetings

Draft minutes will be submitted to the respective chair for comments/approval.

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

Any Notes and/or Minutes of any other duly constituted committees shall be presented to the Corporation for information.

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.

3.13 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 Chair and/or Vice-Chair. For the Clerk to the Corporation and other designated senior postholders, the minimum is 3 Members of the Corporation and the Principal.

3.14 Special Committee

A Special Committee must be established if there is a need to consider the dismissal of the Principal, other designated senior post holder(s), or the Clerk to the Corporation. This committee must comprise at least 3 Members of the Corporation. The Chair, Principal, Staff and Student Members are not eligible for membership of this committee, nor is it permissible to include persons who are not Members of the Corporation.

In exceptional circumstances the Chair or Vice-Chair may dismiss a holder of a senior post or Clerk without the need for the following of the special committee procedure.

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.