



The Northern College For Residential Adult Education

Standing Orders for the Conduct Of Business of the Board of Governors of the Northern College for Residential Adult Education Limited

1. Introduction

- 1.1. The rules and regulations which determine the governance of the Northern College for Residential Adult Education Limited are set out in its memorandum and articles of association.
- 1.2. At B101 in the articles state that the Board of Governors has the power to make rules and regulations concerning such matters with regard to the government and conduct of the College as they shall think fit.
- 1.3. This document sets out rules and regulations which have been agreed by the Board of Governors in relation to the governance of the College.
- 1.4. They have been put in place to ensure that governance is conducted in a clear and consistent way.
- 1.5. The rules and regulations supplement the memorandum and articles of association. The rules contained within this document should not contradict anything in law or the memorandum and articles of association. In the event of any conflict the law and the memorandum and articles of association will prevail.
- 1.6. Changes to these rules and regulations may be made following consideration and approval by the Board of Governors.
- 1.7. Every member of the Board of Governors and of its committees shall be bound by these rules and regulations.

2. Governor Conduct

- 2.1. All members of the Board of Governors and its committees will follow the governors' code of conduct.

3. Attendance

- 3.1. The target for attendance for all members of the Board of Governors and its committees is 75%.
- 3.2. If a member is unable to attend a meeting they should tell the Clerk to the governors that they will not be there, and why, as early as possible before the meeting.
- 3.3. The clerk to the governors will keep a record of attendance for board members and this will be published every year in the governance annual report.
- 3.4. If a member misses two consecutive meetings the clerk to the governors will contact the governor to offer any help they can and provide feedback from the missed meetings. Following a third consecutive missed meeting the clerk will write to the governor to offer support and remind governors of the attendance target.
- 3.5. If members are unable to meet the attendance target due to particular circumstances they may apply in advance for leave of absence of up to 12 months. This should be done in writing to the clerk to the governors who will then present it to the board for consideration.
- 3.6. If a member has not attended three consecutive meetings of the Board of Governors or any committee and has not provided a satisfactory reason for non-attendance the Board of Governors may resolve that the member be replaced.

4. Register of Interests

- 4.1. The clerk to the governors will keep a register of the interests of all the members of the Board of Governors and its committees and the College's senior post holders.
- 4.2. Interests will be declared and managed as set out in the governors' code of conduct and in the memorandum and articles.

5. Gifts and Hospitality

- 5.1. The clerk to the governors will maintain a record of gifts and hospitality. The Audit Committee will receive for information an annual report on any gifts and hospitality received.
- 5.2. The receipt of gifts and hospitality will be declared and managed as set out in the governors' code of conduct.

6. Membership

- 6.1. The Corporation shall determine, from time to time, the number of members of the board within the detailed framework as set out in the memorandum and articles of association.
- 6.2. The current determination as approved by the Board of Governors at its meeting on 12 March 2020 is:

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| 15 | People with interest or expertise relevant to the College. |
| 1 | Member of the residential, administrative and support team staff. |
| 1 | Member of the academic staff. |
| 1 | Current student at the College. |
| 1 | Recent graduate of the College |
| | The Principal (ex-officio) |

7. Terms of Office

- 7.1. An ex-officio governor shall remain a governor for the period of his/her office.
- 7.2. Subject to A39 - 41 of the articles of association all other governors (except student governors) shall be appointed for a term of office not exceeding four years. The term for the recent graduate of the College will be two years, they may be reappointed in the category of interest and experience.
- 7.3. The total period of membership as a governor shall normally be limited to eight years, i.e. two four year terms of office.
- 7.4. If a member is appointed as chair or vice chair they may be appointed for an additional term of four years.
- 7.5. In exceptional circumstances, and in the interests of continuity, members may be re-appointed for a further period of office.

8. Appointment of Members

- 8.1. Appointments will be made following the procedures as set out in the 'procedure for the appointment of members of the Board of Governors and its committees' and in line with the instrument of government. The Board of Governors is the appointing authority. The members of the Board of Governors of the College are the non-executive directors of the company.

9. Chair/Vice Chair

- 9.1. The Board of Governors will select a chair and vice chair from amongst those governors who are not employed by or are studying at the College.
- 9.2. As set out in the articles in exceptional circumstances, when deemed appropriate by the Board of Governors, two members may be appointed as co-chairs. This will be for a period to be determined by the Board of Governors. A document setting out the arrangements for co-chairing will be approved by the Board of Governors.
- 9.3. At the first meeting following the expiry of the term of office of the chair or vice chair, or following the resignation of the chair or vice chair, the governors shall appoint a new chair or vice chair from among their number.
- 9.4. All nominations shall have a proposer and seconder.
- 9.5. In the event of more than one nomination, an election will be held, either by secret ballot or a show of hands as decided by those present.
- 9.6. The chair and vice chair will serve for a period of four years.
- 9.7. At the end of their term of office the chair and vice chair shall be eligible for re-appointment for a further term of four years.
- 9.8. The chair and vice chair may at any time resign their respective offices by notice in writing to the clerk to the governors.

10. Succession Planning

- 10.1. **Governors** - The Search Committee has responsibility for advising the board on all aspects of membership, including the appointment and reappointment of governors. It is the responsibility of the clerk to the governors to alert the search committee when a governor's term of office is nearing expiry. This will include keeping the board's skill mix under review.
- 10.2. **The chair and vice-chair** - Whilst any governor is free at the appropriate time to nominate another governor for appointment as chair or vice-chair, the search committee will seek to identify governors who might be appointed to these positions in the future. The position of vice-chair may be used in the context of succession planning, although it is will not always be the case or the intention that the vice-chair succeeds the chair (or co-chair where such an arrangement is in place).

11. Cycle of Business and Meetings Schedule

- 11.1. All meetings of the Board of Governors and its committees will be convened by the clerk to the governors.
- 11.2. The proposed schedule of meetings for the forthcoming academic year (September to July) will be produced by the clerk to the governors, in conjunction with the principal and chair. The schedule will be issued to members at the meeting of the Board of Governors in March.
- 11.3. A cycle of proposed business for the year will be devised by the clerk to the governors and submitted to the board for consideration and approval at its meeting in September.

12. Delegation of Powers

- 12.1. With the exception of amending/approving the annual budget, borrowing money and mortgaging or charging the Company's property the Board of Governors may delegate its powers to a committee, the chair or the principal.
- 12.2. The powers reserved by the Board of Governors and the delegations agreed will be detailed in a scheme of delegation, which will normally be reviewed every three years by the Board of Governors.

12.3. No action may be taken by an individual governor unless authority to do so has been delegated formally by resolution of the Board of Governors.

13. Meetings of the Board

13.1. The Board of Governors shall meet at least three times per year, normally once per term. The annual general meeting of the Company shall be held in the December of each year. Other board meetings shall be held as necessary.

13.2. The agenda for each meeting shall be produced by the clerk to the governors, agreed by the principal and chair and circulated with the relevant papers, usually seven days before the date of the meeting. It will not render meetings invalid if the agenda and papers are circulated less than seven days before the meeting.

13.3. Members of the board who wish to add an item to the agenda should inform the chair or the clerk to the governors at least ten days before the date of the meeting.

13.4. The quorum of the Board of Governors shall be 40% of the number of governors then in office.

13.5. If the number of governors assembled for a meeting of the Board of Governors does not constitute a quorum, the meeting will not be held.

13.6. If in the course of a meeting the number of governors present ceases to constitute a quorum the meeting will be terminated.

13.7. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the chair will, if they think fit, call a special meeting as soon as convenient.

14. Proceedings at Meetings of the Board of Governors

14.1. The business of every board meeting will be taken in the order in which it appears on the agenda. The chair may at his/her discretion vary the order of business and/or as a matter of urgency bring other business before the board.

14.2. The board shall attempt to make its decisions by common consent amongst those members present who are eligible to vote. Where a vote is taken, whether by a show of hands or otherwise, this will be recorded. Where there is an equal division of votes, the chair of the meeting will have a second or casting vote.

14.3. Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. Governors shall take a view on each matter coming before them on the merits of the issue in hand.

14.4. Once a matter is determined, individual governors shall be bound by the collective decision of the board.

14.5. **Note** - In practice, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The chair would normally simply ask the board or committee for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts). Should an individual governor request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against. It is for the board to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor has the right to have his or her disagreement recorded in the minutes.

14.6. No resolution may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

14.7. Every member duly registered shall have one vote provided that at no time, notwithstanding the composition of the Board of Governors, the combined voting rights of such members as are members, officers or other

nominees of a local authority shall not exceed 19% of the total voting rights of the members for the time being.

- 14.8. A governor may not vote by proxy.
- 14.9. No meeting shall be longer than two hours, except where it is necessary to complete outstanding business in which case (14.10) below shall apply.
- 14.10. A suspension of standing orders shall be agreed by those members present at the meeting.

15. Committees

- 15.1. The board may establish a committee for any purpose or function.
- 15.2. When establishing committees the board will:
 - 15.2.1. Determine the membership and the method of appointing the chair of each committee.
 - 15.2.2. Agree terms of reference, including the quorum.
 - 15.2.3. Determine when committees should meet or allow them to determine their own timetable.
 - 15.2.4. Determine procedures for reporting back.
- 15.3. The Board of Governors will review the membership, terms of reference and performance of committees annually.
- 15.4. The chair of the Board of Governors shall be an ex-officio member of all committees, except the audit committee.
- 15.5. Independent members of committees may be appointed for their particular expertise to assist the achievement of the responsibilities of a committee.
- 15.6. Independent members are not governors but may be counted for the quorum as part of the membership of a committee or task and finish group.
- 15.7. Independent members will be appointed for a period of up to four years and may be reappointed.
- 15.8. Independent members are expected to accept and conform to the governors' code of conduct, including providing an entry to the governors' register of interests.
- 15.9. The Board of Governors shall be responsible for appointing independent members.
- 15.10. Current standing committees are:
 - 15.10.1. Audit Committee - which shall meet at least three times per year (once per term)
 - 15.10.2. Policy and Finance Committee - which shall meet at least four times per year.
 - 15.10.3. Curriculum, Quality and Student Experience Committee - which shall meet at least three times per academic year.
 - 15.10.4. Search Committee - which shall meet at least once per year.
 - 15.10.5. Remuneration Committee - which shall meet at least once per year.
- 15.11. Notification in writing of committee meetings shall normally be sent to its members at least four weeks before a meeting is held. The agenda will be produced by the clerk to the governors and agreed by the principal and chair, and circulated with the relevant papers, usually seven days before the date of the meeting. It shall not render meetings invalid if the agenda and papers are circulated less than seven days before the meeting.
- 15.12. The board may establish task and finish groups which will operate for a fixed period of time to a remit agreed by the Board of Governors.

16. Papers and Minutes

- 16.1. Minutes will be produced for all meetings of the Board of Governors and its committees.

- 16.2. Draft minutes will be produced, normally within twenty eight days of the meeting, and will be issued to the chair to be checked for accuracy.
- 16.3. The draft minutes will be available for public inspection at reasonable times by arrangement with the clerk to the governors.
- 16.4. The minutes of a meeting will be considered for approval at the next meeting. The chair will put the question that the minutes of the previous meeting of the board be approved as a correct record.
- 16.5. No discussion will take place upon the minutes, except upon their accuracy. Any amendment or addition to the minutes shall be raised at this point. If no such questions are raised the chair will move approval of receipt of the minutes, another member of the board will second the motion and the chair will sign the minutes.
- 16.6. Approved minutes will be published on the college website.
- 16.7. The agenda and supporting papers for each meeting will be available for public inspection at reasonable times by arrangement with the clerk to the governors.

17. Confidential Items

- 17.1. The Board of Governors will, with the advice of the clerk to the governors, decide whether any items on an agenda are to be regarded as confidential. If it is so decided, every governor is bound by that decision and shall not divulge to any person who is not a member of the Board of Governors, any aspect of the Board of Governor's consideration of the issue, except as may be authorised by the Board of Governors.
- 17.2. Matters to be recorded as confidential may include individual staff remuneration, disciplinary matters (staff/students), grievance procedures invoked by staff or students, other matters concerning personal details of individual members of staff or students, reports on matters which may be detrimental to the College's business if publicly released.
- 17.3. Confidential items shall be minuted separately and a copy kept by the clerk to the governors in a secure location. In circumstances where the Board of Governors decides that confidentiality extends only to the discussion of an issue and not to the decision at the conclusion of that discussion, the resolution on the item shall be minuted in the usual way.
- 17.4. Separate confidential minutes shall be taken of those parts of meetings from which students, staff members or the clerk to the governors have been excluded. Those who have withdrawn shall not be entitled to see the minutes or papers of that part of the meeting.
- 17.5. The Board of Governors shall from time to time invite persons to attend meetings as observers or as participants in, or advisers on, particular items of business. Such persons shall be asked to withdraw from any discussion of business that has been deemed to be confidential unless invited to advise the board on the item in question.
- 17.6. The clerk to the governors shall review each document in the confidential minute file annually to determine whether it is now appropriate to bring them into the public domain or whether they should remain confidential.

18. Chair's Action

- 18.1. Chair's action shall be taken in line with the guidance outlined in Section 6 of the scheme of delegation.

19. Allowances to Members

- 19.1. Where necessary, members of the board and the committees may claim a refund of travelling and subsistence expenses incurred in undertaking their duties on behalf of the College.
- 19.2. The rates of re-imburement for such expenditure shall be as determined by and revised as appropriate by the Policy and Finance Committee.

- 19.3. The current agreed rates are those which have been agreed for staff, details of which are available from the clerk to the governors.
- 19.4. Claim forms shall be available from the clerk to the governors to whom they should be returned, together with appropriate receipts.
- 19.5. The clerk to the governors shall certify that the expenditure was appropriate before any payments are made.

20. Training and Development

- 20.1. A skills audit of members of the board and its independent members will be undertaken on at least a biennial basis.
- 20.2. This will be used to inform a governor development programme and the appointment or reappointment of members of the board and committees.

21. Professional Advice

- 21.1. The Board of Governors may, collectively or individually, obtain independent professional advice at the college's expense. This could, for example, be necessary if a governor is not satisfied with the advice already given by the board's retained advisers or a previous request for professional advice has been ignored.
- 21.2. This does not displace the inherent power of members of the Board of Governors to decide to take independent advice by passing a resolution to that effect.
- 21.3. Members of the Board of Governors shall have, within the financial limits appearing in 21.7 the right to take advice from the College's advisers or, if necessary, at the College's expense, independent advisers, on any matter concerning the exercise of their powers and responsibilities.
- 21.4. Such matters shall include advice on their legal, accounting and regulatory duties, but excludes advice to individual members concerning their own respective personal interests in relation to the Board of Governors.
- 21.5. A governor who intends to seek advice under this procedure shall give prior written notice to the clerk to the governors and such notice must contain a summary of issues on which advice is sought and if independent advice is sought (i.e. not from the college's advisers), the name(s) of the advisers whom the governor proposes to instruct, together with a short explanation of the reasons why consultation with the College's advisers on the particular issue(s) is considered to be inappropriate.
- 21.6. The clerk to the governors shall deliver a copy of the notice to the chair of the Board of Governors and the principal. Wherever practicable, a governor shall first enquire of the clerk whether professional advice has already been obtained by the board, before giving notice under this paragraph.
- 21.7. The chair shall be authorised by the Board of Governors to pay, or contribute up to £500 towards the costs of independent professional advice under this procedure, provided that the total sum of all such payments and contributions in any financial year does not exceed £1,500.
- 21.8. The chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and, in any event, within ten working days. The decision shall be made after consultation with the principal.
- 21.9. The clerk to the governors will notify the governor in writing whether the costs for the professional advice are payable by the College and, if they are not, brief reasons why.
- 21.10. Any advice that is obtained under this procedure shall, on request, be made available to all governors.

- 21.11. References in this procedure to the chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the vice chair.

22. Personal Liability

- 22.1. The Learning and Skills Act 2000 contains a clause covering liability of FE governors as non-executive directors. The Board of Governors is a corporate body created by an act of parliament with its own legal status and powers to enter into contracts and employ staff. Governors are members of the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that the board does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the College, individual members should not be held personally liable.
- 22.2. The College has taken out liability insurance for governors and officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £1m in any one period of insurance.
- 22.3. Governors are required to inform the clerk to the governors if they become aware of any circumstance or incident which may give rise to a claim.

23. Designation and Appointment of Senior Post Holders

- 23.1. The following posts have been designated as senior post holders:
- The principal and the clerk to the governors/company secretary.
- 23.2. For the appointment of the principal or other senior post holder the following procedure shall be observed:
- 23.2.1. The post shall be advertised nationally.
- 23.2.2. For the appointment of the principal, a selection panel shall be agreed consisting of at least five members of the board.
- 23.2.3. For the appointment of other senior post holders, a selection panel shall be agreed consisting of at least three members of the board, plus the principal.
- 23.2.4. The panel shall be serviced by the clerk to the governors, except where the appointment is for the post of clerk.
- 23.2.5. The panel shall determine the arrangements for and shall conduct the interview and make a recommendation to the board of governors.
- 23.2.6. In the event of the Board of Governors not approving the recommendation or the panel cannot agree on one, the board shall require the panel to make a further recommendation with or without re-advertisement.
- 23.3. Responsibility for the arrangements for the appointment of staff other than those of senior posts designated above as governor's appointments shall be with the principal, with the exception of the treasurer who is appointed by the board in line with Article A60.
- 23.4. The appropriate level of remuneration for senior staff shall be determined and reviewed by the Remuneration Committee.

24. Clerk to the Governors/Company Secretary

- 24.1. The clerk to the governors/company secretary shall be responsible to the Board of Governors for:
- 24.1.1. Advising the board and the standing committees on the proper exercise of their powers.
- 24.1.2. Assisting in co-ordinating the management and governance needs of the College.
- 24.1.3. Ensuring compliance with the requirements of company law.
- 24.1.4. The servicing of the College's Board of Governors and its standing committees.

- 24.2. As the role of the clerk to the governors includes advising on proper procedure and, if necessary, intervening when they feel that the Board of Governors is acting inappropriately, or even beyond its powers, the following options are available if their advice is being disregarded or over-ruled and they believe that the proper conduct of the Board of Governors is being put at risk.
- 24.3. The clerk should make every effort to resolve the matter through the avenues available to them within the College and be certain that the reasons for their concerns are understood.
- 24.4. If this is not achievable the clerk may:
- 24.4.1. Put the reason for their concern in writing to the chair of the Board of Governors.
 - 24.4.2. Inform the chair of the Audit Committee, or any other formally constituted committee of the board, if the issue is relevant to the terms of reference of one or more of those committees.
 - 24.4.3. Report their concern to a meeting of the relevant committee or the full Board of Governors and ensure this is recorded in the minutes.
 - 24.4.4. Consult the College's external auditors.
 - 24.4.5. If there is disagreement about whether an action may be unlawful seek legal advice independently.
- 24.5. If no action results from the steps detailed in Section 24.4 above, and if the clerk is of the opinion that the grounds for concern still present a threat to the proper governance of the College, then the clerk should make a formal recommendation to the board. The chair or the vice-chair, as appropriate, would then seek advice from the Education and Skills Funding Agency and would report that advice and its implications to the board.
- 24.6. The Education and Skills Funding Agency and the Board of Governors would not expect any such steps taken in good faith by the clerk in these circumstances to be grounds for disciplinary action under the College's staff disciplinary procedures.

25. Access to Meetings

- 25.1. Those people entitled to attend a meeting of the Board of Governors or its committees are any of its governors, appointed independent members, the principal, the company treasurer and the clerk to the governors/company secretary.
- 25.2. The Board of Governors or its committees will decide who else in addition to the above will be admitted to a meeting.
- 25.3. Public access will be allowed at the company AGM, which is held in December each year. Members of the public who wish to attend should notify the clerk to the governors of their intentions to do so prior to the meeting.

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| Approved by | Board of Governors |
| Document Manager | Clerk to the Governors |
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