

South & City College Birmingham

Standing Orders/Corporation Procedures

SOUTH & CITY COLLEGE BIRMINGHAM CORPORATION

Corporation Procedures

Introduction

These are intended to be the procedures for governors and the Corporation to follow for all business of the Corporation. They are byelaws in accordance with Article 22 of the Instrument & Articles.

They encompass the relevant sections of the Instrument and Articles of Government, simplified and summarised where necessary, together with the additional procedures that the Corporation has adopted and/or approved.

The procedures are updated and amended as required by the Corporation, to reflect new or amended requirements of the funding bodies or other regulatory bodies.

1. Appointments

All vacancies will be filled in accordance with the procedures recommended by the Search & Governance Committee and approved by the Corporation. The process of filling vacancies will be undertaken where possible, prior to the vacancy occurring when there is advance notice, in order that there is continuity. The appointment of governors or otherwise will be on the basis of a majority vote.

2. Appointment of Chair and Vice-Chair

- 2.1.1 The Chair and Vice-Chair positions will be appointed by governors making nominations and by a majority vote.
- 2.1.2 Once appointed as Chair, it is expected that the Chair will continue as Chair for a period of four years, for the purposes of succession planning, subject to annual reconfirmation which will be considered as close as possible to October each year.
- 2.1.3 Once appointed as Vice-Chair, it is expected that the Vice-Chair will continue as Vice-Chair for a period of four years, for the purposes of succession planning, subject to annual reconfirmation which will be considered as close as possible to October each year.
- 2.1.4 The Vice-Chair will be responsible for supporting the Chair in his or her role as well as deputising for the Chair when he or she is absent.
- 2.1.5 The Vice-Chair serves with a view to his or her appointment as Chair, subject to approval by the Corporation, as chair when the Chair's role becomes vacant.
- 2.1.6 The role description for the Chair and Vice-Chair sets out responsibilities for the roles in more detail.

- 2.2 The appointment of Chairs of Committees will be undertaken by nomination and majority vote by members of each Committee during, or as close as possible to, October each year.

3 Eligibility Criteria for Persons to be Governors

All persons shall be eligible to be governors subject to the following:

3.1 Persons who are ineligible to be members

- 3.1.1 No one under the age of 18 years may be a member.
- 3.1.2 The Clerk may not be a member
- 3.1.3 A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- 3.1.4 Paragraph (3.1.3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- 3.1.5 A person shall be disqualified from holding, or from continuing to hold, office as a member if that person is Disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time).
- 3.1.6 A person shall be disqualified from holding, or from continuing to hold, office as a member if the Corporation has reasonable grounds for believing that that person presents a significant risk to the safety, health or welfare of children or vulnerable adults.
- 3.1.7 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:
- 3.1.7.i On that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - 3.1.7.ii If the bankruptcy order is annulled, at the date of that annulment; or
 - 3.1.7.iii If the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court, or
 - 3.1.7.iv If the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - 3.1.7.v If the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 3.1.8 Where a person is disqualified by reason made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

- 3.1.9 Subject to paragraph (3.1.10), a person shall be disqualified from holding, or from continuing to hold, office as a member if –
- a) within the previous 5 years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine, or
 - b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 3.1.10 For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- 3.1.11 Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs 3.1.5, 3.1.6, 3.1.7, 3.1.8 and/or 3.3.9, the member shall immediately give notice of that fact to the Clerk.

4.0 External Governors (Co-opted)

- 4.1 External members are appointed by the Governing Body to provide additional expertise to support the work of a particular committee of the Governing Body. Such appointments may also be used to assess the contribution that an individual may be able to make as a full governor in circumstances where full membership of the Governing Body is not offered initially. Appointments will normally be for an initial term of one year with the possibility of reappointment for a second term of 3 years.
- 4.2 External members will be a full member of the committee he or she is appointed to and will receive all papers including any confidential items. External members will count against the quorum and will have full voting rights. They may not normally be appointed as chairman or vice-chairman of a Committee but could be appointed as a stand-in provided that they are available to attend the meeting of the Governing Body which will receive the minutes and any reports from that meeting of the Committee to introduce any items and answer questions.
- 4.3 External members will only attend meetings of the committee(s) they are appointed to and not the full Governing Body or other committees except under particular circumstances outlined above. Where they do attend the Governing Body for those reasons they will not count against the quorum and will not have any voting rights.
- 4.4 External members will receive training at both internal and external events.

They will be invited to events which are run by the College in the same way as governors. Examples of such events include events to celebrate the achievement of students and the dinners that are held for governors.

- 4.5 External members may claim out of pocket expenses on the same basis as members of the Governing Body.

5.0 Attendance

- 5.1 All members of the Corporation are required to submit their apologies prior to any meeting that they are unable to attend. The Corporation shall review the continued membership of the Corporation of any member who does not attend for six months and may remove that person from the Corporation in accordance with the provisions of paragraph 7.5.
- 5.2 The Clerk will be responsible for monitoring the attendance of all governors at Corporation and Committees. Where a governor is absent for a period longer than six consecutive months from meetings of either the Corporation or a Committee on which he/she is a member the Clerk will notify the Chair of the Corporation. The fact that apologies have been forwarded for absence will not prevent the use of this procedure. Governors should let the Clerk or the Chair know of any difficulties they are facing in attending meetings as soon as possible so that a proactive approach can be taken to the situation.
- 5.3 The Clerk will then write to the Governor on behalf of the Chair asking him/her to provide within seven days written reasons for the non-attendance.
- 5.4 On receipt of this information the Chair will then decide, in consultation with the Clerk, whether or not the matter should be referred to the Corporation, termination will be considered in accordance with paragraph 7.5.

6.0 Suspension and Removal of a Governor

- 6.1 The Clerk will consult with the Chair, Vice Chair, Principal and members of the Search and Governance Committee about the proposed suspension and removal of a Governor. A minimum of five of these Governors may suspend a Governor's membership of the Corporation where it considers on reasonable grounds that it is in the interest of the Corporation, its learners or potential learners or staff to do so, or it considers it necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties.
- 6.2 The Corporation Clerk will prepare a report to the Corporation outlining all of the facts of the case and a copy of this report will be sent to the governor whose removal is being considered.
- 6.3 The governor whose removal is being considered should be provided with written notification within 7 days of the suspension setting out the Board is considering taking such action.
- 6.4 This governor will be entitled to attend the relevant part of the Corporation meeting and put his/her case and has the right to be accompanied/represented by a person of his/her choice. The report shall be tabled as a private agenda item however all governors, including staff and student governors will be entitled to attend.

- 6.5 The Governor shall be entitled to attend all parts of the meeting relating to their proposed removal from office, save that the governor shall not be entitled to be present during any discussion or voting by the board that takes place after the hearing of the facts relevant to the board's decision.
- 6.6 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the Governor and the Board shall have the right to examine witnesses if appropriate.
- 6.7 The Board shall decide whether or not the governor should be removed from office on the grounds contained in paragraph 7.4. In order to remove a governor there must be a vote of 75% or more, of those governors present and voting, in favour of removal. In either case, the Clerk shall notify the governor of the Board's decision in writing as soon as practical after the meeting, and in any event within 14 days.
- 6.8 If it is agreed that the governor is to be removed from office there shall be no further appeal against this decision and the Clerk will notify the governor in writing of the decision of the Corporation within seven working days.

7.0 Termination of Membership as a Governor

Termination shall apply where:

- 7.1 A member may resign from office at any time by giving notice in writing to the Clerk.
- 7.2 Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification.
- 7.3 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant and the removal procedure invoked.
- 7.4 A student member shall cease to hold office:
- a) At the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide.
 - b) If expelled from the institution in that event the office shall then be vacant
- 7.5 As provided for in paragraph 6.7, if at any time 75% or more of the members of the Corporation, following a vote at a Corporation meeting, are satisfied that any member:
- a) Is unfit or unable to discharge the functions of a member and/or is in breach of the Code of Conduct, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.; or

b) Where the Corporation no longer considers it to be in the best interests of the Corporation for the member to continue as a member, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

7.6 If at any time the Corporation is satisfied that any member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant (see paragraph 5).

8.0 Removal of an External Governor – Co-Opted

Where removal of an External governor is being made:

8.1 A Governor co-opted by the Board to serve as a member of a committee, may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason at the sole discretion of the board.

8.2 In the event that the Board is considering the removal of a Co-Opted Governor, the Governor shall be provided with written notification setting out why the Board is considering taking such action.

8.3 The Co-Opted Governor shall be notified of the time and place of the Board meeting at which the Governor's removal is to be considered and the Governor has the right to provide written representations as to why they should not be removed from the relevant committee or to attend the meeting to state their case as to why they should not be removed. The Governor shall not be entitled to attend any part of the meeting not relating to their removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

8.4 The Board shall decide by a vote with a simple majority whether or not the Co-Opted Governor should be removed from membership of the Committee and the Member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event, within 14 days.

8.5 A Co-Opted Governor removed from membership of a committee shall have no right of appeal against the Board's decision.

9.0 Financial Interests and Register of Interests

9.1 Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purpose of the institution, or receive any remuneration for his/her services as a member; provided that a member who is a member of the staff of the institution (including the Principal) may receive remuneration in that capacity.

9.2 A member who has any financial interest in:

9.2.1 The supply of work or goods to or for the purposes of the College

9.2.2 Any contract or proposed contract concerning the College; or

9.2.3 Any other matter relating to the College.

Shall disclose to the Corporation the nature and extent of the financial interest; and shall not be present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

9.3 These requirements shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to ensure the members of the Corporation against liabilities and paying the premiums.

9.4 The Clerk shall maintain a public register of interests and this shall be presented to the Corporation on the public agenda annually, and at each meeting following any amendment to the register.

9.5 Each governor and designated senior post holder and senior manager shall declare all direct and indirect interests for inclusion in the register and the Clerk shall include any interests he/she becomes aware of that have not been declared formally.

10.0 Meetings (Inc Calendar)

10.1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question except with respect to the removal of a governor where there must be a vote of 75% or more in favour of removal (6.7)

10.2 Where at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

10.3. A member may not vote by proxy or by way of postal vote.

10.4 No resolution of the members 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.

10.5 Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

10.6 In any case, where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall –

- a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

10.7 The Clerk –

a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and

b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (11).

c) if the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (12.4), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

d) if the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Committee shall appoint a person from among themselves to act as Clerk to the committee during this absence.

e) an annual calendar of all Corporation and Committee meetings shall be prepared prior to each academic year and maintained. This calendar may be amended to meet the specific needs of the Corporation and Committees, subject to there being no objection from individual governors affected.

f) every effort shall be made to send out all reports and papers for meetings in advance of the meetings and papers that are not included on the agenda shall only be tabled by exception

g) the agenda for each meeting so far as it is possible and practical shall be determined by the Clerk in consultation with the appropriate Chair and taking into account any regulatory requirements. The agenda shall include the agenda headings for all confidential items.

10.8 Any member of the Corporation may request that specific items be included on the agenda provided that 2 weeks notice is given. If for a valid reason an item cannot be included this will be made known to the governor concerned in advance of the meeting.

10.9 Corporation meetings shall be quorate if 50% governors are present.

10.10 Committee meetings shall be quorate if 40% governors are present.

11.0 Proceedings of Meetings

11.1 Except as provided by the Articles relating to appeals and representations about staff discipline and dismissal, a member of the Corporation who is a member of the staff of the institution shall withdraw:

11.1.1 From that part of any meeting of the Corporation at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;

11.1.2 From that part of any meeting of the Corporation at which the appointment of his/her successor is to be considered; and

11.1.3 As required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions

of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own are to be considered.

- 11.2 Subject to these procedures, a Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation subject to the requirements in the previous paragraphs.

12.0 Minutes and Papers

- 12.1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (12.8), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- 12.2 Paragraph (12.1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- 12.3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
- 12.4 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause (11) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 12.5 Any minutes in respect of parts of a meeting which the Clerk has to withdraw from, are produced by the person who is designated to take these minutes. The Clerk shall ensure that formal typed minutes are prepared following each meeting ensuring that these shall be succinct, contain the key facts and points from the meeting, and contain a specific record of any statement, objections etc, which any governor specifically asks to be recorded, together with their name. All resolutions shall be recorded formally and numbered. The minutes of meetings or parts of meetings which the Clerk is not allowed to be present at shall be taken by a person who is appointed from among the governors to act as Clerk during the Clerk's absence..
- 12.6 The minutes of all Corporation and Committee meetings shall be presented to the Corporation at the following meeting, and all minutes shall be considered at the following meeting of the Committee or Corporation and if agreed as accurate, or following amendment, shall be signed as a true record by the Chair of the Corporation, or in the case of Committees, by the Committee Chair.
- 12.7 Minutes of meetings held in private shall be recorded separately and distributed only to those governors entitled to receive them. Such minutes shall be on blue paper, and be at the end of the agenda and public papers. Private minutes shall not be made available to any person other than those entitled to receive them in accordance with Corporation procedures.
- 12.8 Minutes of meetings and papers will be available for governors to access through any electronic board software prior to the meeting.

- 12.8 The agenda and papers for every meeting of the Corporation excluding those connected with confidential and private items shall be available for inspection during normal office hours by any person and copies of full Corporation meetings will be held in the College Library.

13. Written Resolutions

- 13.1 A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
- 13.1.1 a copy of the proposed resolution has been sent to every eligible member, or in the case of a resolution to be considered by a committee, to every eligible member of that committee.
- 13.1.2 the Chair or, in the case of a resolution to be considered by a committee, the Committee Chair is satisfied that there are exceptional circumstances justifying use of the written resolution procedure
- 13.1.3 a simple majority of the members have signified agreement to the resolution; and
- 13.1.4 it is contained in a document authenticated by the Clerk, which has been received at the address specified by the institution for the receipt of documents within the period of 28 days beginning with the circulation date.
- 13.1.5 a resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 13.1.6 a written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 13.1.7 for the purposes of this clause “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.
- 13.2 The written resolution procedure may not be used with respect to the suspension or removal of a governor.

14. Urgent Action

- 14.1 if, in their opinion, any matter which would otherwise be the responsibility of the Corporation is of an urgent nature, the Chair with at least one other member may, in consultation with the Clerk, take action necessary to deal with the matter (“Chair’s Action”). This is provided that:
- 14.1.1 none of the non delegable responsibilities of the Corporation referred to in the Articles of Government may be subject to Chair’s Action; and
- 14.1.2 in all cases the Chair and the Clerk will consider other ways of obtaining prior approval from the Corporation, e.g. special meeting by telephone, written resolution etc. which would obviate the need for Chair’s Action.
- 14.2 every Chair’s Action under this clause will be reported to the Corporation or no later than the next ordinary meeting of the Corporation.

15.0 Publication of Minutes and Papers

- 15.1 Subject to paragraph (15.2), the Corporation shall ensure that a copy of –
- 15.1.1 the agenda for every meeting of the Corporation;
 - 15.1.2 the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - 15.1.3 the signed minutes of every such meeting; and
 - 15.1.4 any report, document or other paper considered at any such meeting, shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.
- 15.2 There shall be excluded from any item made available for inspection any material relating to –
- 15.2.1 a named person employed at or proposed to be employed at the institution;
 - 15.2.2 a named student at, or candidate for admission to, the institution;
 - 15.2.3 the Clerk; or
 - 15.2.4 any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 15.3 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (15.1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- 15.4 The Corporation shall review regularly all material excluded from inspection under paragraph (15.2.4) and will review in accordance with paragraph 16.6.

16.0 Confidential/Private Items and Papers

- 16.1 The provision of this section shall be in accordance with all requirements of the Freedom of Information Act. The Corporation will make all papers available to all members of the Corporation and the public except where it is deemed essential that these should be kept confidential. Unless otherwise directed by the Corporation, it shall be for the Chair, Principal and Clerk to determine initially whether or not any item or papers should be Confidential/Private. However, the Corporation may then make such items or papers public if it considers that this is appropriate. The definition of Confidential/Private items will be in accordance, generally with the following:
- 16.1.1 Items which; Contain personal information about a named individual; Provide information about contracts or tenderers prior to the awarding of contracts;
 - 16.1.2 Include considerations/options for acquisitions which may provide competitors with an unfair advantage;

- 16.1.3 Include initial consideration or any required financial recovery or similar strategies;
- 16.1.4 Include initial policy consideration affecting overall staff condition, employment or pay;
- 16.1.5 Be subject to legal, regulatory or mandatory requirements requiring confidentiality
- 16.2 Minutes and papers of the Senior Staff Remuneration Committee will be held as Permanent Confidential Items by the Clerk or Chair, where appropriate, and will neither be subject to review nor put into the public domain.
- 16.3 All agenda items of a Confidential/Private nature to be discussed shall be shown as headings on the public agenda.
- 16.4 Private/Confidential papers relating to staff remuneration will not be available for staff and student governors and the Senior Executive team with the exception of the Principal.
- 16.5 Other Private/Confidential papers will not generally be provided to staff and student governors and the Senior Executive team with the exception of the Principal but may be so provided at the discretion of the Chair, Principal and Clerk.
- 16.6 The Chair, Principal and Clerk will review Confidential Minutes that are more than three years old, once a year. Where they are satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where they consider that the public interest in disclosure outweighs that reason, those Minutes no longer deemed to be confidential will be released to the Clerk's Public Minute files and the associated papers will be made available upon request. Any items deemed to be Permanent Confidential Items at this review will neither be subject to review nor put into the public domain. The conduct of this delegated review will be reported to the Corporation.

17.0 Access to Meetings

- 17.1 Upon request the Corporation shall allow access to meetings of the Corporation by any person who is not a member of the Corporation, the Clerk, or Principal, subject to there being sufficient space available in the room of the meeting. Such persons may take no part in the meetings unless invited to do so by the Corporation. The Corporation may decline such attendance at any time if it is felt that this will cause disruption or inhibit the normal business of the meeting, and may request such persons must leave at any time during the meeting. All persons must leave prior to any discussions of Confidential/Private agenda items.
- 17.2 Attendance at Corporation Committee meetings shall be as for Corporation meetings but subject to the prior agreement of the Committee Chair.

18.0 Code of Conduct

18.1 The Corporation shall approve and maintain a Code of Conduct for the Corporation, which all governors shall be required to sign and adhere to. Any governor who is not prepared to do so must resign from the Corporation or shall be removed by the Corporation in accordance with paragraphs 6 and 7. The Code of Conduct shall apply also to members of the Senior Executive Team.

19.0 Committee Structure and Membership

19.1 The Corporation shall review and determine the structure, terms of reference, and membership of Committees at least annually and when required to do so by the SFA or other regulatory bodies.

19.2 Corporation Committees may review and make recommendations on membership and terms of reference at any time.

19.3 Committee meetings shall be quorate if 40% Governors are present.

20.0 Governor's Expenses

20.1 All expenses for Governors shall be reported to the Audit Committee for information annually.

20.2 All Governors are entitled to reimbursement of expenses in connection with their duties in relation to College business such expenses shall be reimbursed by the Clerk subject to approval by the Chair or Vice Chair.

20.3 The approval for expenses for the Chair and Vice Chair will be made by the Chair for the Vice Chair, and the Vice Chair for the Chair.

20.4 All claims for expenses must be submitted no later than 6 months after the end of the financial year. Claims for previous years will not be paid, except by authority of the Corporation

20.5 No allowances shall be paid which remunerate governors for their services as governors.

21.0 Disclosure & Barring Service (DBS) Checks

21.1 Safeguarding is of utmost importance to the College. As part of ensuring that this is followed throughout the College. All Governors must have a DBS check carried out. No Governor may take up office or as a Chair of any committee without having a DBS check. No new Governor can begin as governor until a DBS check has been completed and received back.

22.0 Public Disclosure

22.1 The Corporation shall maintain a procedure to allow the disclosure of potential serious malpractice and for the protection of staff in such circumstances.

- 22.2 Responsibilities to raise issues of potential concern either with the Corporation, or beyond the Corporation if appropriate.

23.0 Indemnity

- 23.1 The Corporation shall maintain adequate insurance cover to indemnify governors against possible third party claims resulting from actions taken or not taken by the Corporation collectively or individually.

24.0 Delegation of Power

- 24.1 The Corporation shall delegate the day to day, and overall management of the College to the Principal subject to the exclusion of:

24.1.1 the determination of the educational charter and mission of the institution;

24.1.2 the approval of the annual estimates of income and expenditure;

24.1.3 ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;

24.1.4 the appointment or dismissal of the Principal; and

24.1.5 the modifying or revoking of these articles;

- 24.2 The Principal may delegate any of the functions, excluding those detailed, to any senior postholder.

25.0 Responses to External Requests for Information

- 25.1 The Corporation shall comply fully with the Freedom of Information Act (FOI). All requests for information in connection with the Corporation and its business shall be responded to within 20 working days in line with the FOI Act. A charge will be made to cover the costs in line with the FOI charging policy.

- 25.2 Complaints will be dealt with in accordance with the College quality procedures.