# Corporation Standing Orders

whc group

# West Herts College Corporation Standing Orders

## PART ONE

## INTRODUCTION

General

1. These Standing Orders provide detail of the framework within which the Corporation of West Herts College operates. They do not displace or take precedence over the approved Instrument and Articles, or any amendments made there to.

2. Members of the Corporation, as holders of public office, should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life;" these are contained in the Corporation Code of Conduct (Appendix1).

3. These Standing Orders may be varied at any time by resolution at a Corporation Meeting.

Governance Style

4. Philosophy. The Corporation shall be proactive, emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Corporation and staff and take collective decisions based on present circumstances not necessarily influenced by historical events.

5. Practical. To achieve the philosophy the Corporation will:

    a. Adopt a discipline to facilitate focused excellence in corporate governance.

    b. Direct control and inspire through written policies.

    c. Focus mainly on intended and longer-term impacts not on administrative processes.

    d. Initiate policy rather than react to staff initiatives.

    e. Integrate individual expertise to form a cohesive corporate entity.

    f. Regularly monitor performance by self-evaluation and determine remedial corporate and individual development, as necessary.

Dr. T Breslin
Chair of the Corporation

**WEST HERTS COLLEGE CORPORATION STANDING ORDERS**

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**WEST HERTS COLLEGE CORPORATION STANDING ORDERS**

## PART 2: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

1. In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

"Articles" and "Instrument of Government" - the Articles and Instruments adopted and approved by the Corporation from time to time.

"Corporation" – the West Herts College Corporation acting by any means which they may lawfully adopt.

"Chair" - the Chair of the Corporation or the Chair of a committee or sub-committee as appropriate and includes the Chair of the meeting for the time being.

"the Governance Professional " - the person appointed by the Corporation to act as the Governance Professional to the Corporation.

"Committee" - a committee of the Corporation; "College" – West Herts

College. "College year" - 1 August to 31 July.

"Delegated decision" - a decision of a committee or sub-committee taken in exercise of its delegated powers.

"Employee" - an employee of the College including those designated by the Corporation as SPHs.

"Meeting" - a meeting of the Corporation, a committee, or a sub-committee, unless described otherwise.

"Member" - in relation to the Corporation, a member of the Corporation; in relation to any committee or sub-committee, a person appointed as a member of that committee or sub-committee, whether or not entitled to vote.

"Number of members" - in relation to the Corporation, the number of persons who may act at the time in question as members of the Corporation, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body.

"Person presiding" - the person entitled, or appointed, to preside at any meeting;

"Principal" - the person appointed by the Corporation to hold the post of Principal.

"SPH" - any officer graded as a Senior Post Holder by the Corporation.

"Standing Orders" – the Standing Orders, attachments and annexes approved by the Corporation.

"Sub-committee" - a sub-committee of a committee.

"the Specified Number" – the number of members required to constitute an activating motion in the context of the standing order; and

"WHC Group" – all associated College elements that are under the direction and authority of the Corporation.

(1) Unless the context otherwise requires, words importing one gender include the other gender; and words in the singular include the plural, and vice versa.

(2) Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.

(3) Standing Orders marked * shall apply only to meetings of the Corporation. Other Standing Orders shall apply to all meetings of Corporation, committees, and sub-committees (unless an Order expressly states otherwise) and the word "Corporation" shall be adapted accordingly in the context.

STANDING ORDER 2: STANDING ORDERS

*2. No arrangements shall be made whereby a committee or sub-committee, or officer may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. (see also SO 37)

**PART 3: CORPORATION REGISTER**

STANDING ORDER 3: CORPORATION MEMBERSHIP

3. (1) A full Profile and Register of Membership of the Corporation is at Annex B to these Orders. The membership shall reflect, as far as possible, the community and take account of individuals, regardless of people's age, disability, gender, gender identity, race, religion or belief or sexual orientation

(2) The Term of Office for each category of Corporation member shall be as

follows: - External member 2 years
Principal Unlimited
Staff member 2 years
Student member 1 year

Any term beyond 8 years shall be subject to a particularly rigorous annual review and shall take into account the need for progressive refreshing of the Corporation

(3) Any member wishing to resign from the Corporation may do so at any time during his term of office by notifying the Governance Professional in writing. The Governance Professional shall read the letter of resignation at the next Corporation meeting after receipt.

(4) Vacancies on the Corporation shall be filled as soon as practicable. The Corporation shall not:

a. appoint any person as a member; or

b. co-opt any person as a co-opted member.

unless it has first considered the advice of the Search & Governance (S&G) Committee in relation there to, this may be completed at a Corporation Meeting where a quorum of S&G

Members is present.

(5) Members retiring at the end of their term of office shall be eligible for re-appointment under the same conditions and with the same rigour that would be applied to their successor if they had not been re-appointed. **(But see also 3(2)).** The S&G Committee shall also consider the member's:

a. attendance record.

b. commitment to the College.

c. quality of contribution to the Corporation.

d. value in terms of expertise and interests.

before advising the Corporation on the re-appointment. This is particularly of note when considering a reappointment beyond 2 successive terms.

(6) The S&G Committee shall determine profiles and person-specifications for anticipated vacancies. No more than 2 members should be identified from the same organisation.

(7) The Governance Professional shall write a letter of appointment for all persons appointed to the Corporation.

STANDING ORDER 4: COMMITEES

4. (1) The Corporation shall establish, and appoint members, to standing (statutory) committees, to be known as:

a. the S&G Committee;

b. the Audit Committee (AC): and

c. the Quality & Curriculum (Q&C) Committee

for the purpose and function respectively detailed in their Terms of Reference (TOR) contained in the Regulatory Documents.

The Corporation has the sole authority to, and may establish, and appoint members to, further standing committees (non-statutory) for any purpose or function and delegate powers to such committees. Such committees shall be limited and authorised in all respects by their respective Terms of Reference, approved by the Corporation and included in the Regulatory Documents. Additionally, as, and when required the Corporation shall establish a Special Committee (or Appeal Committee) which shall function under arrangements detailed at that time. Corporations may establish a Remuneration Committee to consider arrangements for Senior Post Holders' (SPH), the Corporation has chosen not to establish such a Committee. Accordingly, detail of such arrangements is considered, discussed, and decided by the whole Corporation (excepting staff and student members). The annual statement and report required by the SPH Remuneration Code shall be recorded in the Minutes of that meeting together with the statement on the non-adoption of the HE Senior Staff Remuneration Code.

(2) Committees shall:

a. assist the corporate governance process and not interfere with the management detail of execution.

b. report only to the Corporation save by specific exemption and not interfere with the Principal's delegated authority.

c. have no authority over staff or interfere with current staff operations.

d. not identify with individual organisational areas or monitor specific policies after corporate adoption.

e. in order to complete delegated duties, each committee may seek information from members, committees, or employees; and

f. any member wishing to resign his office may do so at any time during his term of office by notifying the Governance Professional in writing.

(3) Membership of committees shall be determined by the Corporation; membership shall be confirmed at the last Corporation meeting of each academic year. Members shall be eligible for re-election.

(4) Delegation of powers is authorised at SO 27.

(5) Committee effectiveness is monitored individually as directed by their TORs which will inform the annual Corporation SAR based on Members' assessment of performance against the AOC Further Education Code of Good Governance or any other format agreed by the Members. The outcome of the SAR shall then be reported to the Corporation.

STANDING ORDER 5: CODE OF CONDUCT

5. The Corporation shall determine a Code of Conduct for observance by all members and included in the Regulatory Documents.

STANDING ORDER 6: TRAINING POLICY FOR MEMBERS AND GOVERNANCE PROFESSIONAL

6. (1) The Corporation shall arrange induction training for new members, which shall include:

a. appointment**, if felt appropriate,** of an experienced member as mentor to new members for the first year on appointment.

b. a formal period of induction training.

c. relevant training and development opportunities for all members and the Governance Professional .

(2) Identification of funding to facilitate the Corporation development.

STANDING ORDER 7: RESOLUTION OF CONFLICT/SUSPENSION OF MEMBERS

7. (1) Corporation Members shall act and behave professionally; if a conflict exists between members the matter shall be referred for arbitration to the Vice-Chair and 2 other members nominated by the Chair. If the dispute involves the Chair and/or the Vice-Chair the Governance Professional shall invite 3 members to form an arbitration working group. The Governance Professional to the Corporation shall act as Governance Professional to any arbitration-working group. Proceedings shall be completed in an expeditious and timely manner; in any event the Governance Professional shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress.

Final resolution shall be recorded by the Governance Professional , signed by the Chair of the arbitration working group and copies sent to all concerned and retained for the record.

(2) The Corporation may suspend a member (Instrument Clause 3d) for reasons of illness, financial or other concern (i.e., pending investigation, criminal prosecution, or disciplinary proceedings) that could prejudice the suitability of the person to continue. Suspension is non- judgmental and is designed to safeguard the Corporation reputation and facilitate proper exercise of powers and legal duties. The Corporation will take appropriate actions to resolve the issue.

STANDING ORDER 8: COMPLAINTS PROCEDURE. (AGAINST CORPORATION, MEMBERS OR GOVERNANCE PROFESSIONAL )

8. (1) Complaints received against the Corporation shall be made, in the first instance, to the Governance Professional . Complaints to any employee or member shall be referred immediately to the Governance Professional without discussion or discourse. The Governance Professional shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the Governance Professional shall be referred to the Chair and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of anybody established to investigate the complaint, shall be made available to all concerned and retained for the record. The College Complaints procedure shall be followed as far as appropriate.

STANDING ORDER 9: WHISTLE BLOWING (PUBLIC INTEREST DISCLOSURE PROCEDURE)

9. (1) Whistle blowing is disclosure of what is malpractice; any member who has concerns is urged, initially, to such within the Corporation and not feel disloyal to colleagues or the Corporation in such action. The Corporation is committed to the highest possible standards of openness, honesty and accountability and Members are urged to voice any concerns. Some areas, which may fall within this scope (although not limited to) are suspicions:

a. that a criminal offence has been, is, or is likely to be committed.

b. that a person has failed, is failing or is likely to fail to comply with any legal obligation.

c. that a miscarriage of justice has occurred or is likely to occur.

d. that the health and safety of an individual has been, is, or is likely to be endangered; or

e. that the environment has been, is, or is likely to be damaged.

The College has a wider “whistleblowing” procedure which should be followed for wider issues, the detail above relates only to matters within the Corporation.

STANDING ORDER 10: LIABILITY AND INDEMNITY COVER FOR CORPORATION MEMBERS AND GOVERNANCE PROFESSIONAL

10. Members and the Governance Professional are insured against liabilities arising out of their respective offices. Details are available from the Director of Finance.

STANDING ORDER 11: GOVERNANCE PROFESSIONAL

11. Note: In accordance with clause 5 of the Instrument of Government and articles 6 &7 of the Articles of Government.

(1) The Corporation shall appoint a person, who is not a member, to serve as Governance Professional to the Corporation and to all established committees. The procedure for such appointments shall be determined in advance and approved by the Corporation. No arrangements shall be made in relation to such determined procedure whereby the statutory requirements for the appointment of the Governance Professional shall be limited.

(2) The Governance Professional shall be entitled to attend all meetings of the Corporation.

(3) In the event of temporary absence of the Governance Professional the Corporation shall appoint a person to serve as temporary Governance Professional ; any reference whatsoever to the Governance Professional shall include a temporary Governance Professional .

(4) The Principal shall be ineligible to be appointed as Governance Professional or temporary Governance Professional .

(5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional , the Chair (and not the Governance Professional ) shall, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers.

(6) The Governance Professional shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Governance Professional for the duration of such a meeting or part of a meeting.

(7) The Governance Professional shall have a job description, approved by the Corporation, detailing all extant duties and responsibilities, which shall not take precedence over or limit the statutory requirements of Article 3.

(8) The Governance Professional shall have an annual appraisal of performance **(or where not an employee it may be accepted that the renewal of a contract for services indicates satisfactory completion of those duties).** If applicable, the appraisal shall:

a. be completed by the Corporation Chair.

b. include consideration of agreed duties; and

c. the Corporation shall be informed of the general thrust of the appraisal.

STANDING ORDER 12: ADOPTION OF POLICIES AND CONSTITUTIONS

*****12 (1) T h e Corporation shall approve and adopt general policies and constitutions, which govern and determine certain functions within the College. These are contained in various and appropriate College regulations and published.

## PART 4: MEETINGS OF THE CORPORATION

STANDING ORDER 13: ORDINARY MEETINGS OF THE CORPORATION

*13. (1) All ordinary meetings of the Corporation shall be held on such days and at such times at West Herts College, Watford Campus, Hempstead Road, Watford WD17 3EZ or any other place as the Corporation shall lawfully determine.

STANDING ORDER 14**:** SPECIAL MEETINGS OF THE CORPORATION

*14. (1) The Chair of the Corporation may at any time call a special meeting of the Corporation.

(2) If the office of Chair is vacant, or if the Chair is unable to act for any reason, the Vice- Chair of the Corporation may at any time call a special meeting of the Corporation.

(3) If the offices of Chair and Vice-Chair are both vacant, or if both the Chair and the Vice-Chair are unable to act for any reason, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Governance Professional .

(4) Where a special meeting has been called the Governance Professional shall plan for the meeting to be held within 14 days of receipt of the written notice. At such meetings, the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.

(5) Where the Chair or Vice-Chair so directs, on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than 7 clear days, as he specifies.

(6) Notwithstanding any of the above, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Governance Professional . Where a meeting is called under this provision paragraphs (4) and (5) above shall apply together with all standing orders in force at that time.

STANDING ORDER 15: QUORUM OF MEETINGS OF THE CORPORATION

15. (1) Corporation meetings shall be quorate if the number of members present is at least 40% of the number of members in post.

(2) When the Principal, staff and/or student members are required to leave a meeting, the quorum will be 40% of the total number of members in post remaining in the meeting.

(3) The quorum of the AC, the S&G, the Q&C Committee and any Special or Appeal Committee shall be detailed in their respective TORs.

(4) If members of the Corporation attend any Committee or Sub-Committee meeting under the provisions of SO 17(2) then they shall be counted towards and form part of the quorum for that meeting.

(5) A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of visual or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quoracy of a meeting.

(6) If a meeting ceases to be quorate it shall be discontinued.

STANDING ORDER 16: ATTENDANCE BY MEMBERS OF THE CORPORATION

16. (1) Every member attending a meeting of the Corporation shall be recorded by the Governance Professional .

(2) A member will be considered as being 'Absent' unless they notify the Governance

Professional that their 'Apologies' should be given to the Chair.

(3) To assist the Governance Professional in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted, if possible, on the day preceding the meeting at the latest, emergencies excepted.

(4) The Governance Professional will present apologies to the meeting and check that the apology is accepted; acceptance does not necessarily imply that the absence is condoned, and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Corporation shall, if possible, send a written explanation to the Governance Professional . A member having missed all meetings of the Corporation over a 6-month period shall be liable to disqualification from the Corporation if prior permission had not been obtained. (Instrument 4 refers)

(5) In the event of a decision being required under (4) above, the matter will be placed on the agenda for the next meeting of the Corporation; the facts will be presented by the Governance Professional .

(6) The member concerned (at (5)) shall be entitled to attend the meeting but not to vote on the matter.

STANDING ORDER 17: ACCESS TO MEETINGS

17. (1) Members of staff or the general public may attend meetings of the Corporation by invitation

only. Exceptionally, members of staff or the general public may attend Committee meetings by prior agreement with the Chair of the Committee and the consent of the Corporation Chair. Notwithstanding, the nature of business conducted by the S&G Committee is sensitive and confidential; written applications to attend meetings of these committees are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

(2) Members of the Corporation may attend meetings of the committees by agreement with the Chair of the Committee and shall form part of any necessary quorum. (see also SO15).

(3) The Chair of the Corporation may attend committee meetings. (See also (1) above)

(4) The Governance Professional to the Corporation may attend all meetings.

STANDING ORDER 18: PUBLICATIONS OF MINUTES AND PAPERS

18. Non-Confidential Agendas, minutes, and papers of completed meetings are published in advance of the next Corporation or committee meeting and are posted, for public scrutiny, on the main College internet site. Queries should be directed, in the first instance, to the Governance Professional .

STANDING ORDER 19: APPOINTMENT OF THE CHAIR AND VICE-CHAIR OF THE CORPORATION

*19.

The position of Chair of the Corporation shall be appointed by the Corporation. Applicants for the post will be invited from existing governors and extended to external candidates if deemed necessary.

The Corporation will delegate the duty of interviewing the candidates to a panel of at least 4 external governors and the Principal/CEO of the College. The panel will recommend to the

Corporation a suitable candidate for the position of Chair, and this must be approved by a majority of Corporation members. In the event that there are only internal candidates, the process will forego the interviews and move directly to election by Corporation.

The Vice-Chair shall be elected by the Corporation.

The Chair and Vice-Chair can hold office for a period of 24 months and can be re-elected for a further term of 24 months by the Corporation (up to a maximum of 8 years).
Where more than one candidate is proposed for re-election, the voting shall be by secret ballot.

## PART 5: PROCEDURE OF MEETINGS

STANDING ORDER 20: AGENDAS FOR MEETINGS

20. ( 1) The Governance Professional shall send written notice of a meeting of the Corporation, a copy of the agenda and papers (if practicable) at least 7 clear days in advance of the meeting.

(2) The agenda shall be structured by the Governance Professional in consultation with the Chair, Principal, and other appropriate parties and generally in accordance with the previously approved annual business schedule. The agenda shall show the order of business and confidential items.

(3) All items to be considered at the meeting (except for agreed late items of urgent business) shall be recorded on the agenda. There shall be no "Any Other Business" on the agenda.

(4) The Governance Professional shall endeavour to ensure that all written reports are circulated with the agenda. Exceptionally, papers may be tabled at a meeting with the agreement of the Corporation.

(5) Any member may request an item be placed on the agenda provided that written notice of the item is received by the Governance Professional 14 clear days in advance of the meeting.

(6) A matter may be placed on the agenda as a late item of urgent business. The Chair shall consider any request for urgent business raised at a meeting, after the Agenda Item relating to the minutes of the previous meeting.

STANDING ORDER 21: CONDUCT OF MEETINGS (GENERAL)

21 (1) Staff members (including the Principal) must withdraw from any part of a meeting discussing:

a. their remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement (this relates to matters concerning solely that individual as distinct from all members).

b. the appointment of his successor.

c. the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of a member of staff senior to themselves (if other members so resolve).

d. student members shall withdraw from any part of the meeting where there is consideration

of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of a member of staff.

e. the Principal may attend and speak at any meeting even if not a member of the Corporation.

(2) The Instrument defines specific rules regarding the normal frequency of meetings, the notice required to summon them, the circumstances in which special meetings may be called and the circulation of papers for meetings.

(3) Any member who has a financial interest in any matter under discussion by the Corporation must declare that interest. See also SO 29.

(4) The rules on financial interest are waived in the case of any consideration by the Corporation of the need for insurance against liabilities arising out of their office.

(5) The Instrument also specifies that no member may take or hold any interest in any College property or receive any remuneration for his or her services, other than as a member of staff, without the written approval of the Secretary of State for Innovation, Universities and Skills.

STANDING ORDER 22: RECONSIDERATION OF RESOLUTIONS

22. No resolution shall be rescinded or varied unless its reconsideration appears on the agenda for a meeting. A resolution, which in this context means any formal decision by the Corporation cannot therefore be overturned or varied as part of discussions of matters arising from the previous minutes.

STANDING ORDER 23: VOTING

23. (1) Except where a requisition is made under the next paragraph voting shall be by show of hands.

(2) If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded unless the member(s) concerned request such action.

(3) The specified number of members is one fifth of the members entitled to vote at the meeting.

(4) 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. Postal votes or proxy votes on behalf of absent members are not permitted. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract, or incurring debt or liability.

(5) Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair would normally simply ask for 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).

(6) An individual member request for vote on an issue must be agreed by the Corporation. If a formal vote is taken, the minutes will record the numbers voting for and against. It is for the Corporation 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 or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes.

STANDING ORDER 24: SCHEDULE OF MEETINGS

24. (1) The Governance Professional shall prepare an annual schedule of meetings that meets the needs of the

Corporation and is based on the strategic planning cycle.

(2) The schedule shall also accord with the requirements of the Corporation to publish and make official returns as required.

STANDING ORDER 25: MINUTES

25 (1) The Governance Professional shall take and be responsible for the accurate recording of the minutes.

(2) The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.

(3) The minutes shall provide a brief resume of discussions and clearly show the decision made.

(4) Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.

(5) Members are not empowered to take a decision which is not minuted at a properly constituted meeting.

STANDING ORDER 26: CONFIDENTIALITY OF CORPORATION PAPERS

(1) agendas, reports and other documents and all proceedings of the Corporation, committees or subcommittees and working parties shall become public

following a meeting unless a decision is taken at a meeting to classify an item as being confidential. Copies of all papers not classified as confidential are available for public inspection by application to the Governance Professional 's office during normal working hours.

(2) The following reasons only shall be used in order to determine whether a matter is confidential:

a. personal information relating to any individual or group (General Data Protection Regulations (GDPR).

b. information provided in confidence by a third party who has not authorised its disclosure.

c. financial or other information relating to procurement decisions, including

information relating to the College negotiating position, during the course of those negotiations.

d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations.

e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position.

f. legal advice received from, or instructions given to the College legal advisors.

g. information planned for publication in advance of that publication.

h. information not otherwise covered above but considered to be commercially sensitive.

i. information relating to the terms and condition, salaries or any such matter whatsoever concerning SPHs' contracts of employment; and

j. any matter that the Corporation shall decide is confidential.

(3) The Corporation shall undertake a periodic review of confidential minutes, to be normally completed by the Governance Professional together with appropriate members of the SLT and decide whether to release each confidential minute for the public record; in the event of declassification then the minute shall be published on the West Herts Group Colleges 'websites.

## PART 6: DELEGATED AUTHORITY

STANDING ORDER 27: EMERGENCY ACTION TAKEN BY THE CHAIR

25. (1) Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Corporation procedures, he may, following consultation with the Chair and Vice-Chair of the Committee within whose terms of reference the matter falls (if practicable), authorise such action.

(2) Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation, and, if reasonably practicable, notify the members of the Corporation as soon as possible after such action is authorised.

(3) A scheme of delegation, approved by the Corporation, is Annexed to these STANDING ORDER

28: COMMITTEES AND SUB-COMMITTEES

26. The Corporation has delegated certain functions and powers to the permanently established committees; these are specified in each individual Committee Terms of Reference included in the Regulatory Documents and shall remain extant until revoked or varied by the Corporation. The Corporation may delegate certain powers and functions to temporarily established committees or sub-committees or working parties; these shall be detailed in the establishing paper together with the period of validity. (See also SO4)

## PART 7: DECLARATIONS OF INTERESTS

STANDING ORDER 29: INTERESTS OF MEMBERS IN CONTRACTS AND OTHER MATTERS

27. (1) A member who has made an annual general declaration of an interest shall nevertheless orally remind the meeting of that interest should a matter affecting be listed on the Agenda or emerge or be raised in discussion. Any such reminder shall be recorded in the minutes of the meeting.

(2) A member who has declared an interest in a contract, grant, proposed contract, or other matter, whether by giving a general notice or by making an oral declaration at a meeting, may be required to withdraw from the meeting while the matter is under consideration, unless the contract, grant, proposed contract, or other matter is under consideration by the meeting as part of the report or minutes and as in either case not itself the subject of debate.

(3) Any person, other than a member of the Corporation, enabled to speak at meetings shall make the same disclosures of interests, and shall withdraw from the room in which the meeting is being held on the same occasions, as they would have to do if they were a member.

(4) The Governance Professional shall record particulars of any notice of a member's pecuniary interest which shall, during the ordinary office hours of the College, be open for inspection by any member of the Corporation.

## PART 8: MISCELLANEOUS

STANDING ORDER 30: CORPORATION SEAL

28. The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be reported to the Corporation and authenticated by the signature of the Chair of the Corporation or in his absence, the Vice-Chair. The Principal or the Governance Professional shall witness the signature at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be provided for this purpose and initialed by the Chair of the Corporation, the Principal, or the Governance Professional . Where the Corporation so directs, or where it is so required by statute, or in any other special circumstances at the discretion of the Chair of the Corporation, the Governance Professional shall also be present at the sealing of the specified documents, in which event the sealing shall also be attested by the Governance Professional . If an urgent need for sealing arises then the Chair or in his absence the Vice-Chair shall authorise (under "urgent action") the affixing. That action shall be ratified at the next Corporation meeting.

STANDING ORDER 31: INDEPENDENT PROFESSIONAL ADVICE

29. (1) Members may seek direct advice from the Corporation or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member and not include personal interests regarding the Corporation.

(2) Any member seeking advice shall, first ask the Governance Professional whether such advice has been taken; if the need remains then he shall then give prior written notice to the Governance Professional . Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.

(3) The Governance Professional shall copy the notice to the Chair and the Principal.

(4) The Chair may authorise payment after consultation with the Principal within 10 working days of receipt of the notice.

(5) The Governance Professional will inform the Member of the decision; if negative a short explanation shall be provided.

(6) Such advice when received shall be made available to the Corporation.

(7) Fees associated with this advice shall be limited in advance by the Corporation.

STANDING ORDER 32: EXPENSES

30. (1) Members may only claim expenses for travelling and subsistence at the rates determined under the College Financial Regulations.

(2) Expenses are payable associated with attendance at meetings, training events and conferences.

(3) Members are not permitted to claim allowances which remunerate them for their services as members.

(4) All requests for expenses are to be submitted to the Director of Finance.

STANDING ORDER 33: STATEMENTS MADE ON BEHALF OF THE CORPORATION TOTHE MEDIA

31. Statements to the media shall only be made by the Corporation Chair or Principal (save in exceptional emergency situations)

STANDING ORDER 34: ACCESS TO COLLEGE INFORMATION

32. (1) Information regarding College activities is generally available to the public by request; documents listed below are available by contacting the Governance Professional . If practicable these will be free, but the enquirer shall be informed that a charge may be made (para 3). The following documents may be obtained by contacting the Governance Professional :

a. agendas, papers, and minutes of all meetings.

b. annual reports and financial statements.

c. inspection report.

d. course provision; and

e. Corporation Regulatory Documents

(2) Confidential information will be withheld, and the reasons provided. (see SO 26)

(3) The information should be available normally within 15 working days. If research and collation take in excess of 3 hours working time, then an appropriate charge will be levied.

STANDING ORDER 35: SPHs

33. In addition to the Principal and Chief Executive, some staff members may be formally designated, by the Corporation as Senior Post Holders (SPH); their remuneration, appraisal and disciplines remain the responsibility of the Corporation; the Governance Professional enjoys similar conditions.

## PART 9: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 36: AMENDMENTS TO STANDING ORDERS

*36. The Governance Professional will ensure that the Instrument and Articles of Government, and Standing Orders are regularly reviewed (normally each year) to incorporate legislative or best practice changes. These Standing Orders may only be amended by a vote taken at a meeting of the full Corporation.

**Approved by Corporation 9 October 2024**

**ANNEX A TO WEST HERTS COLLEGE STANDING ORDERS**

As of 9 October 2024

| Name | | Status | Committee | Term Ends |
|---|---|---|---|---|
| Tony | Breslin | External | Corporation, S&G Audit, Q&C | 08.05.26 |
| Gill | Worgan | Principal | CPSG, S&G, Audit Q&C | N/A |
| Guy | Ainsley | External | CPSG | 14.07.25 |
| Phil | Berry | External | Q&C, Together Training | 17.04.24 |
| Laura | Dawson | External | Corporation, Q&C | 31/12/24 |
| Wendy | Donovan | External | Corporation, Audit | 08.05.26 |
| Irina | Kendix | External | Corporation, Audit | 12.05.25 |
| Richard | Lewis | External | ; S&G, Q&C | 14.07.25 |
| Chris | Nicholls | External | Corporation, , Q&C | 03.03.25 |
| Stuart | Ord | External | Corporation, Audit | 31/12/24 |
| Martin | Sidders | External | Corporation, Audit | 08.05/26 |
| Jason | Smith | External | Corporation, Audit | 08.07.24 |
| Paul | Thompson | External | Corporation, Q&C | 03.03.25 |
| David | York | Staff (Business Support) | Corporation | 18.11.23 |
| Zoubair | Aouam | Student | Corporation | 10.07.24 |
| Mariam | Hassan | Student | Corporation | 10.07.24 |
| Vacancy | | Staff (Teaching) | Corporation | |
| Corporation Establishment. 12 External , Principal, 2 elected staff, 2 elected students. | | | | |