

The Further Education Corporation of Middlesbrough College



Standing Orders for the Conduct of the Governing Body and its Committees

Changes to these Standing Orders must be determined by the Governing Body and the Standing Orders will be reviewed annually usually in the Spring Term.

1 Introduction

- 1.1 These Standing Orders have been adopted by the Governing Body to provide clarity in the Governance Process and are to be read in conjunction with the Instrument and Articles of Government 1 April 2010, the Financial Memorandum, entered into by the College with the Council and 'The College Governor' as issued and updated periodically.
- 1.2 It is the firm intention of the Governing Body that the governance of Middlesbrough College will be guided by the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership
- 1.3 All members of the Governing Body including External Members will sign and abide by the Code of Conduct once the Governing Body has approved their membership.

- 1.4 All Members of the Governing Body including External Members will ensure that their entry in the Register of Interests is up-dated when appropriate (at least annually) and the Eligibility Declaration is signed annually. Both documents will be kept on file by the Clerk to the Corporation.
- 1.5 Relevant interests will be declared by all Members of the Governing Body including the College Leadership Team and External Members during meetings at the earliest practical time. If a declaration is made, any such member may be asked to withdraw from the meeting by the Chairman of Governors when a particular agenda item is reflective of the interest being declared. This will be in force until the relevant discussion has been concluded.
- 1.6 The College Leadership Team shall keep its Register of Interests up to date and the Clerk to the Corporation will maintain this register.
- 1.7 A separate Register of Interests will also be maintained for all College Budget Holders (including second signatories) and this document will be held in the Clerk to the Corporation's office and available for inspection.
- 1.8 All members of the Governing Body including External Members but excluding Student Governors will ensure that they have a valid Criminal Records Bureau Check (Standard / Enhanced Disclosure).

2 Meetings and Notice of Meetings

- 2.1 Normal meetings of the Governing Body and its committees will be agreed in advance for the forthcoming Academic Year and posted on the Governors' Website at www.mbro.ac.uk by the Clerk to the Corporation prior to the end of the Academic Year.
- 2.2 Normal meetings of the Governing Body will be held on an evening and individual committees will determine their own meeting times, which will then remain constant for each committee until the next annual determination.
- 2.3 A meeting of the Governing Body, called a "Special Meeting" may be called at any time by the Chairman or at the request in writing of any 5 members. Where the Chairman or, in the Chairman's absence, the Vice Chairman decides that there are matters demanding urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

3 Agenda

- 3.1 Items may be placed on the agenda by individual members, committees and working groups or the College Leadership Team via agreement with the Chairman of Governors and / or Chairmen of the Committees.
- 3.2 The agenda of all ordinary meetings will include consideration of the minutes and matters arising from the previous ordinary and / or special meetings with the exception of Training Sessions which would normally not contain minutes, as determined by the Clerk to the Corporation in liaison with the Chairman of Governors.
- 3.3 Special Meetings may or may not include the “Matters Arising” agenda item and this will depend on whether the previous meeting minutes are to be discussed. The Clerk to the Corporation will agree the format of the agenda with the Chairman of Governors and / or Chairman of the appropriate Committees.
- 3.4 The agenda of all ordinary meetings will normally include an item relating to “Student Services Up-date” with the exception of the Annual General Meeting and any meetings determined as “Special Meetings”.
- 3.5 Members should normally receive the agenda and supporting papers not less than seven clear days before the meeting and documentation should be provided to the Clerk to the Corporation in sufficient time for this to happen.
- 3.6 Matters for decision must not be taken under any other business and should normally be supported by documentation.
- 3.7 Agenda papers of the Governing Body will not be made public until a meeting of the Governing Body has taken place. Agenda papers for committees will not be made public unless agreed by the Governing Body.

4 Membership and Chairman

- 4.1 The quorum will be 40% of its members.
- 4.2 The Governing Body will approve membership and changes to membership of committees annually as part of the Clerk to the Corporation’s Annual Report or on a more frequent basis as necessary. Committee and Composition Membership will be posted on the Governors’ Website for reference.

- 4.3 The Governing Body will elect its Chairman and Vice Chairman of Governors every two years to serve for a period of two Academic Years from 1 August onwards – refer to the Election of Chairman & Vice Chairman of Governors' Procedure for further details (*agreed 4 April 2011*).

This revised Term of Office of the Chairman and Vice Chairman of Governors to two years was agreed on the 4 October 2010 and will commence in 2011.

Academic Year 2010 / 2011 (as agreed 12 July 2010)

Position	Name Of Governor
Chairman of Governors	Mr R Brady MBE
Vice Chairman of Governors	Mr B H Whitfield JP

- 4.4 Committees will elect their Chairman bi-annually at the appropriate Autumn Term meeting with the elections being held on even numbered years e.g. 2010, 2012 and 2014 etc.
- 4.5 Elections should be chaired by a member who is not a candidate for election. The Clerk to the Corporation if necessary, could Chair this item for consideration at the meeting.
- 4.6 External Members of committees may not be elected to the Chair.
- 4.7 **Governor Nomination Process** - Full details of the approved Governor Nomination Process is contained on the Governors' Website on www.mbro.ac.uk and is subject to bi-annual review.
- 4.8 The following committees operate within the Governing Body Structure and have corresponding Terms of Reference, which are updated annually as part of the Clerk to the Corporation's Annual Report.

Details are correct as of 4 April 2011.

Committee	Chairman
Accommodation	(To be elected at each meeting)
Appeals Committee (Senior Postholders)	(To be elected at each meeting)
Audit	Ms S Shepherd

Committee	Chairman
Employment Policy	Mrs A V Haskins
Finance, Assets & General Purposes	Mr B H Whitfield JP
Remuneration	Mrs C A Wheatley
Search	Mr R Brady MBE
Selection (Senior Posts)	(To be elected at each meeting)
Settlement	(To be elected at each meeting)
Special	(To be elected at each meeting)
Staff Disciplinary Appeals	(To be elected at each meeting)
Standards	Mr R Brady MBE

5 The Role of the Chairman

- 5.1 The Chairman of Governors and associated committee Chairmen may also discuss and agree agendas with the Principal / Chief Executive and Clerk to the Corporation and will also authorise the circulation of minutes following meetings.
- 5.2 The Chairman of Governors and associated committee Chairmen will ensure the smooth running of meetings ensuring that all points of view are heard and in circumstances where a consensus is not apparent and openly declared, will call for a vote, which may be a secret ballot if specifically requested by any member.
- 5.3 The Chairman of Governors may sign documents on behalf of the Governing Body when such documents reflect the stated decisions of the Governing Body or when requested to do so by the Funding Agencies.
- 5.4 Provided it is not precluded by the Articles of Government, the Chairman of Governors can take action on specific issues in cases agreed and recorded in advance by the Governing Body. Any urgent action must result from and be authorised in advance by a Special Meeting of the Governing Body.

5.5 A Role Description for the Chairman and Vice Chairman of Governors is in existence and will be subject to a review every 24 months in line with the election process – the last review was on the 4 April 2011.

6 Attendance at Meetings

6.1 The Governing Body has an expectation that overall attendance will be at least 80% across the whole membership and that 75% is the benchmark for individual attendance.

6.2 The quorum for Governing Body and Committee meetings will be 40%.

6.3 Members of the Governing Body including External Members who cannot attend at meetings, will endeavour to pass their apology to the Clerk to the Corporation as soon as possible and this will be passed to the members at the meeting.

6.4 An Attendance Policy is in operation and is reviewed annually.

7 Public Access to Meetings

7.1 Members of the public can attend the meetings of the full Governing Body as observers but should not attempt to take part in discussion. Members of the public are made aware of meeting arrangements via the Calendar of Meetings held with agenda papers in the Learning Resources Centre and via the Governors' Website.

7.2 At any committee meeting, the attendance of non-members other than designated officers must be determined by that committee prior to the consideration of the committee's business.

7.3 A Policy on the "Public Access to Governing Body Meetings & Publication of Minutes & Papers of the Governing Body and its Committees Policy" is detailed on the Governors' Website on www.mbro.ac.uk for information and is subject to bi-annual review.

8 Recording of Meetings

8.1 Meetings must not take place without the Clerk to the Corporation or his nominee being present to advise upon and record proceedings on behalf of the full Governing Body.

8.2 In relation to the Remuneration Committee, the Clerk to the Corporation will carry out the full range of Clerkship duties, including minuting for these committees but the Committee should retain the ability to call on an External Clerk should this become necessary from time to time.

In the absence of the Clerk to the Corporation, a Temporary Clerk will clerk all meetings – this procedure was approved on the 29 September 2003.

8.3 When confidential items relating to the Remuneration Committee are considered by the Governing Body and the Clerk to the Corporation is not to be present, then a member of the Governing Body, clearly designated by the meeting, will record a minute which will subsequently be passed to the Clerk to the Corporation or a deputy (as described in 8.2 above) as appropriate for circulation.

8.4 Minutes of meetings in draft form will be submitted to the Chairman for approval before circulation to members.

8.5 Minutes will retain draft status until approved as a true record by a subsequent meeting when the Chairman will sign the approved records.

8.6 The Clerk to the Corporation will make draft minutes available within the College following approval of the Chairman, normally within 15 working days of the meeting.

8.7 Minutes and non-confidential agenda papers of the Governing Body will be available during normal College hours from the Clerk to the Corporation's office and the Learning Resources Centre.

8.8 The unconfirmed minutes will only be published on the Governors' Website (www.mbro.ac.uk/governors), following approval by the Chairman of Governors **and** if no adverse comments have been received from Governors regarding the content of the minutes within five working days of the Governing Body receiving the unconfirmed minutes from the Clerk to the Corporation - appendices deemed appropriate by the Governing Body will also be posted on the Governors' Website.

- 8.9 Most Committee minutes once confirmed will be posted on the Governors' Website by the Clerk to the Corporation. A full list of those Committee minutes available on the Governors' Website is detailed below.

Committee	Governor's Website
Accommodation	Yes
Appeals Committee (Senior Postholders)	No
Audit	Yes
Employment Policy	Yes
Finance, Assets & General Purposes	Yes
Remuneration	No
Search	Yes
Selection (Senior Posts)	Yes
Settlement	No
Special	No
Staff Disciplinary Appeals	No
Standards	Yes

- 8.8 Signed minutes will be kept by the Clerk to the Corporation for a minimum of

Governing Body
Committee

5 Academic Years
3 Academic Years

9 Confidentiality

9.1 The last substantive item on each agenda of the Governing Body, prior to the confidential item, will be entitled 'Matters for Publication' and any confidential agenda papers and minutes will be listed.

9.2 Agenda papers of the following committees will be kept confidential and will be made available only to Members of that Committee and will not be made available in the public domain.

Committee	Available only to Members of the Committee
Appeals Committee (Senior Postholders)	Yes
Remuneration	Yes
Settlement	Yes
Special	Yes
Staff Disciplinary Appeals	Yes

9.3 Minutes of the following committees will be kept confidential and will not be available to Staff Governors and Student Governors and will not be made available in the public domain.

Committee	Available only to College Governors but excluding Staff & Student Governors
Appeals Committee (Senior Postholders)	Yes
Remuneration	Yes
Settlement	Yes
Special	Yes
Staff Disciplinary Appeals	Yes

9.4 The originator of an agenda paper must clearly designate a paper if it is to be regarded as confidential and therefore not to be made available to staff, Staff Governors, Student Governors and public, and the paper should state the reason(s) for this designation.

9.5 An item should be designated and treated as confidential if

- i) it relates to an identifiable member of staff regarding appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
- ii) it deals with commercially sensitive information, which if generally available would disadvantage the College in its relationship with another party.
- iii) it relates to negotiations with Trade Unions.
- iv) it contains legal advice in relation to any of the above.

Confidential items will remain so for a period of two years unless specifically designated otherwise.

Students and Staff (including Staff Governors) shall automatically withdraw from that part of any meeting of the Governing Body 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 own are to be considered.

The Clerk to the Corporation shall follow the rules as laid down in Instrument 14 with regards to withdrawing from the meeting.

10 Allowances

Travelling, subsistence or other allowances, as determined by the Governing Body, are payable in accordance with the provisions applicable to staff within the Financial Regulations.

11 Complaints

A complaint against the Governing Body or an individual member of the Governing Body shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chairman of Governors.

The Further Education Corporation of Middlesbrough College



Complaints against the Governing Body

- 1 A complaint against the Governing Body, a member of the Governing Body or the Clerk to the Corporation may be made by an individual, business or an organisation.
- 2 Complaints against the Governing Body or a member of the Governing Body should be made in writing and addressed to the following

Mr Richard Atkinson
Clerk to the Corporation
Middlesbrough College
Dock Street
Middlesbrough
Cleveland
TS2 1AD
- 3 The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
- 4 The Clerk to the Corporation will
 - acknowledge receipt of the complaint without delay.
 - investigate the complaint.
 - endeavour to provide a response to the complaint within fifteen working days and if this is not possible provide the complainant with an interim statement.
- 5 The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body.

- 6 The Clerk to the Corporation will keep the Chairman of Governors informed of the situation and will provide the Governing Body with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response by the Clerk to the Corporation, to the complaint, so that members are aware of the situation.
- 7 When carrying out an investigation regarding a complaint against the Governing Body or an individual member of the Governing Body, the Clerk to the Corporation will have the authority to refer issues to the Governing Body's Auditors (External and / or Internal) or other appropriate advisors.
- 8 A complaint against the Clerk to the Corporation shall be forwarded to the Chairman of Governors for investigation and response. Letters for the attention of the Chairman of Governors should be addressed to:

The Chairman of Governors
Middlesbrough College
Dock Street
Middlesbrough
Cleveland
TS2 1AD
- 9 The approach to be adopted by the Chairman of Governors in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Governing Body and individual members of the Governing Body.