



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 will be reviewed at least every three years.

The last reviews were on the 23 March 2015, 11 July 2016 (*additional sections added as part of the Code of Governance Review*), 20 March 2017 and 21 March 2019.

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 latest set of Instrument and Articles of Government, approved by the Governing Body on the 14 July 2022, the Financial Memorandum and the Post 16 Audit Code of Practice. In the event of any conflict between the Instrument and Articles of Government and the Standing Orders, then the provisions of the Instrument and Articles of Government shall prevail.
- 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, and they shall also abide by the Ten Point Guide to the Responsibilities of Governors as detailed in **Appendix 1**.
- 1.4 All Members of the Governing Body, including External Members, will ensure that their entry in the Register of Interests is updated when appropriate (at least annually) and the Eligibility Declaration is signed (at least annually). Both documents will be kept on electronic file by the Clerk to the Corporation. [Instrument 10]
- 1.5 Relevant interests will be declared by all Governors, including the Senior Leadership Team, College Management 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 Chair of Governors and / or the Chair of Committee when a particular agenda item is reflective of the interest being declared.
- 1.6 The Senior Leadership Team and College Management Team will 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 the Clerk to the Corporation will maintain this Register for inspection.
- 1.8 All members of the Governing Body, including External Members but excluding Student Governors, will ensure that they have a valid Disclosure and Barring Service (DBS) Check.

2 Meetings and Notice of Meetings [Instrument 11]

- 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 by the Clerk to the Corporation.
- 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 until the next annual determination.
- 2.3 Remote Meetings – Members of the Corporation or a Committee may participate in a meeting by means of telephone or suitable IT equipment provided that all persons participating in the meeting are able to hear each other and subject to the prior approval of the Chair. Any person participating in this way will be counted in the quorum.

Where appropriate, remote meetings may also take place, preferably via suitable online meeting software. Meeting will be quorate when an

appropriate number of members are in attendance and can hear and participate appropriately.

- 2.4 A meeting of the Governing Body, called a “Special Meeting”, may be called at any time by the Chair of Governors or at the request in writing of any five Governors. Where the Chair of Governors or, in the Chair of Governor’s absence, the Vice Chair of Governors, 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.
- 2.5 The Governing Body operate an e-governance model, with agenda papers, minutes and documents being circulated electronically.

3 Agenda

- 3.1 Items may be placed on the agenda by College Governors, Staff Governors, Student Governors and External Members, or at the request of specific Committees. This may also include working groups or the Senior Leadership Team via agreement with the Chair of Governors and / or Chairs 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 or Strategic Planning Meetings, which would normally not contain minutes.
- 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 Chair of Governors and / or Chairs of the appropriate Committees.
- 3.4 The agenda of all ordinary meetings will normally include an item relating to “Student Experience ”.
- 3.5 College Governors, Staff Governors, Student Governors and External 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.

- 3.8 Agenda papers for committees will not be made public unless agreed by the Governing Body.

4 Quorum [Instrument 12] and Attendance

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

There shall be no provision for the appointment of proxies (though there is the flexibility for remote attendance by prior agreement (see Item 2.3).

- 4.2 The Governing Body has an expectation that overall attendance will be high across the whole membership. Under Instrument 9 (3)(b), membership of the Corporation may be terminated if a member is absent from Corporation meetings for a period longer than six consecutive months without the permission of the Corporation. As of 01 August 2019 there will be no formal percentage benchmark for individual attendance but a high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly.

- 4.3 Any Governor or External Member who cannot attend meetings will endeavour to pass their apology to the Clerk to the Corporation as soon as possible.

- 4.4 An Attendance Policy is in operation and will be reviewed at least every three years and more normally annually, as part of the Corporate Governance Annual Report.

5. Terms of Office [Instrument 8]

- 5.1 The Terms of Office for new Governors allows for a maximum of two terms of four years served, with a flexibility of a third term in exceptional circumstances. Each Term of Office can be up to four years depending on the recommendation from the Search & Governance Committee.

Any extension to the Terms of Office, as detailed above would be discussed initially by the Search & Governance Committee prior to a recommendation being discussed and agreed formally by the Governing Body.

6. Election of Chair and Vice Chair [Instrument 5]

- 6.1 The Governing Body will elect its Chair and Vice Chair of Governors normally every two years to serve for a period of two Academic Years

from 1 August onwards – refer to the Election of Chair & Vice Chair of Governors' Procedure for further details and Instrument 5

The Election of Chair and Vice Chair of Governors can be carried out using an email or Postal Vote System.

All College Governors, Staff Governors, Student Governors and the Principal / Chief Executive will be eligible to vote, and the Clerk to the Corporation will manage the process on behalf of the Governing Body.

- 6.2 External Members, Staff or Student Governors may not be elected to the Chair.
- 6.3 Governor Nomination Process - full details of the approved Governor Nomination Process is on the Governors' Website and is subject to review every three years (or as required) by the Search & Governance Committee.

7. Committees [Articles 4, 5, 6, and 7]

- 7.1 The Governing Body will approve membership and changes to membership of committees as necessary. The latest version of the Committee Structure and the Composition and Membership will be posted on the Governors' Website
- 7.2 The following committees operate within the Governing Body Structure and have corresponding Terms of Reference, which are updated at least every three years, with the latest review having been adopted in October 2021.

Mandatory Committees

- **Audit and Risk**
- **Search and Governance**

Optional Committees *(meet at least once per year)*

- **Corporate Services**
- **Curriculum and Standards**
- **Higher Education**
- **Remuneration**

Ad hoc Committees *(meet only as and when required)*

Committee	Chair	Vice Chair
Appeals (<i>Senior Postholders</i>)	Chair of Corporate Services	Vice Chair of Governors
Selection (<i>Senior Posts</i>)	Chair of Governors	Vice Chair of Governors
Settlement	Chair of Governors	Vice Chair of Governors
Special	Vice Chair of Governors	Chair of Corporate Services

- 7.3 The Governing Body will elect Chairs of Committees normally every two years (or as required), following approval of the change of process on the 19 December 2011.

8 The Role of the Chair of Governors / Committees

- 8.1 The Chair of Governors and associated committee Chairs may discuss and agree agendas with the Principal / Chief Executive and Clerk to the Corporation and will also authorise the circulation of minutes following meetings.
- 8.2 The Chair of Governors and associated committee Chairs will ensure the smooth running of meetings so 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.
- 8.3 The Chair 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 Bodies.
- 8.4 Provided it is not precluded by the Articles of Government (detailed under Article 10 'Chair and Vice Chair Action'), the Chair of Governors (or Vice Chair in the absence of the Chair) can take action on specific issues in cases agreed and recorded in advance by the Governing Body.

8.5 The Chair of Governors can also take decisions on behalf of the Governing Body under Chair's Action and such action could be, but not limited to:

- Amending Committee Membership in consultation with the Chairs of Committee and / or Clerk to the Corporation.
- Signing documentation as required by the Internal Auditors, Financial Statement Auditors and Funding Bodies.

Appropriate advice will be sought from the Clerk to the Corporation and all decisions will be communicated by email.

8.6 A Role Description for the Chair and Vice Chair of Governors is in existence and is subject to a review in line with the election process.

9 Public Access to Meetings [Instrument 15]

9.1 Members of the public can attend the meetings of the full Governing Body as observers but should not attempt to take part in discussion and must inform the Clerk to the Corporation in advance of the meeting (z.foster@mbro.ac.uk). Members of the public are made aware of meeting arrangements via the Calendar of Meetings, which is posted on the Governors' Website.

9.2 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.

9.3 A Policy on the "Public Access to Governing Body Meetings & Publication of Minutes & Papers of the Governing Body and its Committees" is on the Governors' Website and is subject to review normally every three years.

10 Recording of Meetings and Publication of Minutes [Instrument 14 and 15]

10.1 Meetings must not take place without the Clerk to the Corporation being present to advise upon and record proceedings on behalf of the Governing Body and / or any of the Committees. In the absence of the Clerk to the Corporation, a Temporary Clerk to the Corporation will be appointed by the Governing Body to clerk the meetings.

10.2 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 Remuneration Committee retains its ability to call on an External Clerk should this become necessary from time to time.

- 10.3 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 College Governor, clearly designated by the meeting, will record a minute which will subsequently be passed to the Clerk to the Corporation or the Temporary Clerk to the Corporation (as described in 8.2 above) as appropriate for circulation.
- 10.4 Minutes of meetings in draft form (known as unconfirmed) will be submitted to the Chair of Governors and / or Chair of Committees for approval before circulation.
- 10.5 Minutes will retain draft status until approved as a true record at a subsequent meeting, where at which point those minutes will be the conclusive record of proceedings and resolutions of the Corporation..
- 10.6 The Clerk to the Corporation will make draft minutes available within the College following approval of the Chair of Governors and / or Chair of Committees, normally within fifteen working days of the meeting.
- 10.7 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.
- 10.8 The Governing Body draft minutes will only be published on the Governors' portal following approval by the Chair 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 minutes from the Clerk to the Corporation.
- 10.9 Most Committee minutes, once confirmed, will be posted on the College Website (Governance section) by the Clerk to the Corporation.

Committee	Confirmed Minutes to be posted on the Governors' Website
Appeals Committee (<i>Senior Postholders</i>)	No
Audit & Risk	Yes
Corporate Services	Yes
Curriculum and Standards	Yes
Higher Education	Yes
Remuneration	No
Search & Governance	Yes

Selection (Senior Posts)	Yes
Settlement	No
Special	No

10.9 An electronic copy of confirmed minutes will be kept by the Clerk to the Corporation for a minimum of:

Governing Body Five Academic Years.

Committee Three Academic Years.

11 Confidentiality

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

11.2 Agenda papers of the following committees will be kept confidential and will be made available only to Members of that Committee.

Committee	Available only to Members of the Committee
Appeals Committee (<i>Senior Postholders</i>)	Yes
Remuneration	Yes
Settlement	Yes
Special	Yes

11.3 Minutes of the following committees will be kept confidential and will not be available to Staff Governors or Student Governors and will not be made available for the public to view.

Committee	Available only to College Governors but excluding Staff & Student Governors
Appeals Committee (<i>Senior Postholders</i>)	Yes

Remuneration	Yes
Settlement	Yes
Special	Yes

11.4 The originator of an agenda paper must clearly designate a paper if it is to be regarded as confidential, unless it is otherwise determined by the Governing Body and / or Committee during the course of the meeting.

11.5 An item should be designated and treated as confidential if it:

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

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

Students and Staff (including Staff Governors) will 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, unless otherwise determined by the Governing Body. The Clerk to the Corporation will follow the rules as laid down in Instrument 13 with regards to withdrawing from the meeting.

12 Decisions of the Governing Body and / or Committees

All decisions of the Governing Body and / or Committees will be made at formal meetings, unless Instrument 11 'Meetings' or Article 10 'Chair and Vice-Chairs' Action is used. Should decisions be made by Written Resolution, any agreements will be minuted at the next available meeting by the Clerk to the Corporation.

13 Allowances

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

14 Obtaining Independent Professional Advice

Individual Governors will have, within financial limits of £1,000, the right to take advice from the:

- College's Advisers; or
- If necessary, at the Governing Body's expense, Independent Advisers.

on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice.

Such matters will:

- Include advice on their legal, accounting and regulatory duties, but
- Exclude advice to individual Governors concerning their own respective personal interests in relation to the Governing Body.

Governors who intend to seek advice under this procedure will give **written notice** to the Clerk to the Corporation, and such written notice must contain:

- A summary of issues on which advice is sought; and
- If independent advice is sought (*i.e. not from the College's Advisers*), the name(s) of the advisers whom the Governor(s) propose to instruct, together with a short explanation of the reasons why consultation with the College's Advisers on the particular issues(s) is considered to be inappropriate.

The Clerk to the Corporation will forward a copy of the **written notice** to the Chair of Governors and the Principal / Chief Executive.

Wherever practicable, Governors will first enquire of the Clerk to the Corporation, whether professional advice has already been obtained by the College.

The Clerk to the Corporation is hereby authorised by the Governing Body to commission, at the Governing Body's expense, professional advice under this procedure, provided that:

1. The costs of such advice shall not exceed £1,000 in any period of twelve months (*exclusive of Value Added Tax*).

2. Advice will be commissioned by the Clerk to the Corporation on his or her own initiative after consultation with the Chair of Governors, or by the Clerk to the Corporation at the request of the Chair of Governors, or by the Clerk to the Corporation on receiving **written notice** from at least five Governors, after consultation with the Chair of Governors.
3. Where advice is commissioned by the Clerk to the Corporation on receiving **written notice**, the Chair of Governors will decide whether to authorise payment of the whole or part only of the costs of such advice as soon as practicable after receiving a copy of the written notice and in any event within ten working days and following consultation with the Principal / Chief Executive.

The Clerk to the Corporation will notify in writing the Governor(s) who have given written notice whether the costs for professional advice are payable by the Governing Body and, if they are not, brief reasons will be given in support of the decision.

Any advice that is obtained under this procedure will, on request, be made available to all of the Governing Body, save where such advice relates to a named Governor(s), and the Chair of Governors, after consultation with the Clerk to the Corporation, is satisfied that it should be dealt with on a confidential basis.

References in this procedure to the Chair of Governors will include, in his or her absence, or where he or she is seeking independent advice under this procedure, references to the Vice Chair of Governors.

15 Complaints

A complaint against the Governing Body or an individual member of the Governing Body should be addressed to the Clerk to the Corporation, who will 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 should be forwarded to the Chair of Governors for investigation.

The Further Education Corporation of Middlesbrough College



Complaints against the Governing Body

- 1 A complaint against the Governing Body, a College Governor, Staff Governor, Student Governor, a member of the Governing Body or Clerk to the Corporation may be made by an individual, business or an organisation.
- 2 All complaints should be sent to the Clerk to the Corporation in writing to the address below, unless the complaint is about the Clerk to the Corporation, when it should be addressed to the Chair of Governors.

Zeta Foster
Clerk to the Corporation
Middlesbrough College
Dock Street
Middlesbrough
Cleveland
TS2 1AD

- 3 A complaint against the Clerk to the Corporation should be forwarded to the Chair of Governors for investigation and response. Letters for the attention of the Chair of Governors should be addressed to:

The Chair of Governors
Middlesbrough College
Dock Street
Middlesbrough
Cleveland
TS2 1AD

- 4 The complainant will be expected to state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation.

- 5 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.
- 6 The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body.
- 7 The Clerk to the Corporation will keep the Chair 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 will be circulated within ten working days of the response by the Clerk to the Corporation, to the complainant, so that members are aware of the situation.
- 8 When carrying out an investigation regarding a complaint, the Clerk to the Corporation will have the authority to refer issues to the Governing Body's Auditors (Internal Auditors or the Financial Statement Auditors) or other appropriate advisors.
- 9 The approach to be adopted by the Chair 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.



Appendix 1

Ten Point Guide to the Responsibilities of Governors (including Nolan Principles)

Governors should:

1	Observe and comply with the College's Code of Conduct for Governors (the Code) which sets out in more detail the principles, responsibilities and standards of conduct expected of College Governors.
2	<p>Remember that it is their role to determine the Strategic Policy and the overall direction of the College, to oversee its activities and to monitor the performance of the Principal / Chief Executive and other Senior Postholders.</p> <p>Remember that they are accountable for the solvency of the College and for the proper use of public funds.</p> <p>Note</p> <p>The Principal / Chief Executive is responsible for implementing the Governing Body's decisions, for managing the College's affairs within the budget and frameworks fixed by the Governing body and for the day to day running of the College.</p>
3	Observe the provisions in the College's Instrument & Articles of Government and in particular discharge the responsibilities given to them by the Articles, comply with the Governing Body's Standing Orders and ensure that the Governing Body acts within the powers conferred on it by any relevant legislation.
4	<p>Show the highest loyalty to the College and act in its best interests at all times.</p> <p>This means that:</p> <ul style="list-style-type: none">• Governing Body decisions must always be taken for the benefit of the College, its students, staff and other users and with a view to safeguarding public funds.

	<ul style="list-style-type: none"> Governors must not be bound by any mandates given to them by other bodies. Governors must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests, including those of their family and those of College. Governors must declare any relevant interest in accordance with the provisions in the Instrument and the Code.
5	Observe the duties set out in the College's Financial Memorandum and ensure the proper use of income derived from other sources.
6	Conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee (set out overleaf).
7	Discharge their duties with skill, care and diligence.
8	Be committed to securing equality of opportunity within the College, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation.
9	Abide by the principle of collective responsibility. Once a decision has been taken by the Governing Body, Governors have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting.
10	Ensure that the business of the Governing Body is conducted openly and transparently and that, as a general principle, students and staff have free access to information about the proceedings of the Governing Body and that confidential items are kept to a minimum.

***The following is an extract from the Second Report of the Nolan Committee
on Standards in Public Life, May 1996***

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.