



**GRIMSBY INSTITUTE GROUP**

# Standing Orders

## Change Control

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## Revision History

<b>Version</b>	<b>Type</b>	<b>Date</b>	<b>History</b>
V1.0	New		New
V2.0	Replacement	September 2011	
V3.0	Replacement	March 2013	Formatting, Change Control, Revision History, Contents Page, Revisions to Section 2, 3, 4, 5, 6, 11.5, 19. Additional pages – Appendix 3.
V4.0	Replacement	June 2014	New format and structure, amendment to committee names, Governance Committee responsibilities, Urgent Action, Access to Meetings, Complaints.
V5.0	Replacement	May 2017	Amendments to reflect appointment of CEO and the recent changes in governance structure post January 2017 and operation of Local Boards

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## **1. Introduction**

- 1.1 The Standing Orders of the Corporation have been established to assist the effective operation of the Corporation and its local boards and committees.
- 1.2 Amendments to the Standing Orders may only be made following specific approval of the Corporation. These Standing Orders shall be reviewed and updated annually.
- 1.3 These Standing Orders should be used in conjunction with the Corporation's Instrument and Articles of Government and general advice issued by the Skills Funding Agency and the Department for Business, Innovation & Skills.

## **2. Meetings**

- 2.1 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.

### **2.2 Agenda and Papers**

- 2.2.1 All meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation notice of the meeting and a copy of the proposed agenda.
- 2.2.2 The Corporation agenda will be co-ordinated by the Clerk in consultation with the Chair of the Corporation and the Principal.
- 2.2.3 Items may be placed on the agenda by an individual member writing to the Clerk giving at least ten days notice.
- 2.2.4 Supporting papers for the agenda, including relevant committee / local board minutes will be sent to members with the agenda.
- 2.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- 2.4 A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- 2.5 Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring 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.
- 2.6 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

## **2.7 Timings of Meetings**

- 2.7.1 Corporation meetings will normally start at 4.00pm on a Tuesday.
- 2.7.2 Meetings of Corporation Committees, Local Boards and Working Parties will start at a time convenient to the members involved.

## **2.8 Late Items / Any Other Business – Corporation / Committee / Local Board / Working Party**

- 2.8.1 Immediately after the minutes of the previous meeting have been approved, members should inform the meeting of any item they wish to raise under “Any Other Business”.
- 2.8.2 The meeting will decide whether any item so identified may be raised under Any Other Business, or whether it should be deferred to a subsequent meeting or whether it should ~~not~~ be heard at all.
- 2.8.3 Lengthy items for discussion, other than those of an urgent nature, should not be taken under Any Other Business.

## **3. Committees and Working Parties**

- 3.1 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will, where it is proper and appropriate to so:
- Set up working parties to provide information and/or make recommendations to the Corporation;
  - Delegate work to committees / local boards with the power to make decisions on behalf of the Corporation;
  - Delegate work to individual members of the Corporation.
- 3.2 When establishing committees and local boards the Corporation will:
- Determine the membership and the method of appointing the Chair of each committee;
  - Establish and record terms of reference;
  - Determine when working parties and committees should meet or allow them to determine their own timetables;
  - Determine procedures for reporting back;
- 3.3 The terms of reference of committees will be reviewed at the last meeting in each academic year, i.e. 1 August – 31 July.
- 3.4 A committee / local board will provide a written report of decisions it requires from Corporation and to the next meeting of the full Corporation in the form of minutes (draft, draft approved or approved)
- 3.5 Minutes of Committee and local board meetings shall normally be prepared, for approval by the Chair, within ten working days following the meeting.

- 3.6 The signed minutes (subject to any exclusion on the grounds of ‘confidentiality’) shall be made available during normal office hours at Grimsby Institute of Further and Higher Education to any person wishing to inspect them.

### **3.7 The Audit Committee**

- 3.7.1 The Corporation has established a committee, to be known as the “audit committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.
- 3.7.2 The audit committee shall consist of at least three persons and may include members of staff at the Institution with the exception of those in senior posts.

## **4. Quorum**

- 4.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members rounded up
- 4.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 4.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 4.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 4.5 The quorum for Committees and local boards of the Corporation is as follows:

	<b>Membership (minimum)</b>	<b>Quorum (Minimum)</b>
<b>Audit Committee</b>	6 members	3 quorum
<b>Remuneration Committee</b>	5 members	3 quorum
<b>Special Committee</b>	4 members	3 quorum
<b>GIFHE Board</b>	10 members	5 quorum
<b>Scarborough TEC Board</b>	10 members	5 quorum
<b>Commercial &amp; Enterprise Board</b>	10 members	5 quorum

- 4.6 The quorum for a Sub Committee will be determined by the Corporation.

## **5. Term of Office of a Member**

- 5.1 In recognition of the recommendations of the Committee on Standards in Public Life, a member may not usually serve for more than two consecutive terms of office i.e. maximum period of 8 years. Exceptions to this rule are allowable in certain circumstances but will be considered against the norm.

- 5.2 Detailed information on a member's terms of office can be found in the Selection of Governor's Policy.

## **6. Chair / Vice Chairs**

- 6.1 The Chair will conduct all meetings of the full Corporation except where, in his or her absence, the Chair's role will be taken by the Vice Chair.
- 6.2 If both the Chair and the Vice Chair(s) resign, the Corporation body will hold a special meeting within 10 days to elect their successors.
- 6.3 The maximum term of office of the Chair and Vice Chair(s) is two terms of three years, i.e. No more than six years.

## **7. Minutes of Meetings**

- 7.1 Written minutes of every meeting of the Corporation shall be prepared, and, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- 7.2 The minutes of the last meeting shall not be required 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.
- 7.3 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.
- 7.4 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 and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 7.5 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more of the members present.
- 7.6 Copies of the draft minutes of the Corporation will be checked for accuracy by the Chair will be sent to all members of the Corporation within 15 days of the meeting by the Clerk.
- 7.7 Action will be taken on the basis of decisions recorded need not await the approval of minutes at the next meeting.
- 7.8 The draft minutes will be available for public inspection at reasonable times by arrangement with the Clerk.
- 7.9 Approve minutes will be published on the Grimsby Institute Group website (excluding confidential minutes) for a period of 12 months.

## **8. Proceedings of Meetings**

- 8.1 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 or the question shall be decided by application of a written resolution in accordance with Section 9.
- 8.2 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.
- 8.3 A member may not vote by way of postal vote. The appointment of proxies shall be allowed as a casting vote for special meetings as specified in Section 2.5 only if the Chair / Vice Chair has determined the meeting is unlikely to be quorate.

No person other than a member of the Corporation shall be appointed a proxy.

- 8.4 The instrument appointing a proxy shall be in writing. Such instrument shall be deposited at the office of the Clerk before the time appointed for holding the meeting at which the member named in the instrument proposes to vote.
- 8.5 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.
- 8.6 A member of the Corporation who is a member of staff at the Institution, including the Principal, shall withdraw:
- from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
  - from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
  - from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.



- 8.7 A CEO who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the CEO shall withdraw in any case where the CEO would be required to withdraw under Section 8.6.
- 8.8 A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:
- for the expenditure of money by the Corporation; or
  - under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 8.9 In any case where the Corporation, or any of its committees or local boards are to discuss staff matters relating to a member or prospective member of staff at the Institution, a student member shall:
- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
  - 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.
- 8.10 The Clerk:
- 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
  - 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 Section 8.6.
- 8.11 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- 8.12 If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves other than the Chair of the Corporation to act as Clerk to the committee during this absence.

## **9. Written Resolutions**

- 9.1 The Corporation allows for decisions to be taken by written resolution (including via email), which must be circulated at least 5 working days in advance for consideration and response by Governors. A response of 50% shall prevail for a written resolution and shall be binding as any decision taken at the Corporation meeting. Written resolutions will only be used in exceptional circumstances (where detriment to the College could occur if a resolution was not achieved) and with the approval of the Chair of the Corporation. The Clerk shall report the results of any vote via written resolution to the next meeting of the Corporation.

## **10. Attendance**

- 10.1 A record will be kept of all persons attending a meeting of the Corporation or any of its Committees/local boards and Working Parties will be maintained by the Clerk to the Corporation.
- 10.2 The time of departure of any member leaving before the end of a meeting will be recorded in the minutes.

## **11. Personal Interest**

- 11.1 The Corporation will maintain a register of the interests of its members, which is reviewed by the Clerk to the Corporation on an annual basis.
- 11.2 Members will draw attention, as appropriate, to their declared financial or personal interests in advance of and also during meetings.
- 11.3 A member may be required to withdraw from a meeting, if he or she would appear to members present:
- To stand to gain financially from a matter under consideration
  - To have a personal interest in a matter under consideration; or
  - Is a relative of a student or an employee being discussed.

## **12. Urgent Action**

- 12.1 The Chair, or in his or her absence the Vice Chair, has authority to take urgent action between meetings, providing that a meeting could not be called in sufficient time to deal with the matter. Detailed information can be found in the Policy on Chair's Action.
- 12.2 If any urgent action is taken by the Chair (or Vice Chair) between meetings, the facts will be reported to the next meeting of the Corporation.

### **13. Correspondence**

13.1 The Clerk to the Corporation will write letters on behalf of the Corporation.

### **14. Public Statements**

14.1 Public Statements will be made only by those Members of the Corporation who have been delegated authority by the Corporation to make them.

14.2 The Chair of the Corporation (or in her absence a Vice Chair of the Corporation) has standing authority to make public statements on behalf of the Corporation.

### **15. Access to Meetings of the Corporation**

15.1 Those people entitled to attend a meeting of the Corporation or its Committees are any of its members, the CEO (whether or not he/she is a member of the Corporation) and the Clerk.

15.2 The Corporation or its Local Boards and Committees will decide who, other than a member, the CEO, senior staff or the Clerk, will be admitted to a meeting.

15.3 The Corporation operates a staff observer policy whereby up to three members of staff may observe a meeting of the Corporation.

15.4 The Corporation operates a student observer policy whereby up to three students (designated course representatives) may observe a meeting of the Corporation.

15.5 Detailed information on access to meetings can be found in the Policy on Access to Corporation Information.

### **16. Complaints**

16.1 The Corporation has established procedures for dealing with general complaints which can be found in the Procedure on Complaints against the Corporation, its Board Members and the Clerk to the Corporation.

### **17. Delegation of Functions**

17.1 The Corporation stresses that no action may be taken by an individual member unless authority to do so has been delegated formally by resolution of the Corporation.

### **19. Delegation to Chair of the Corporation**

19.1 See Appendix 1.

## Appendix 1

Review of matters delegated to the Chair of the Corporation (or a Vice Chair of the Corporation in the absence of the Chair of the Corporation) for approval/signature

Item	Evidence	Chair of the Corporation (Signature)	Countersignature
<b>1. CEO's Employment</b> <ul style="list-style-type: none"> <li>• Holiday Card</li> <li>• Expenses</li> <li>• Formal communication</li> <li>• Appraisal/performance management documentation</li> <li>• College credit card – use by Principal</li> </ul>	Completed holiday card Completed form Drafted by the Clerk As advised  Completed form	✓ ✓ ✓ ✓ ✓	None None None All listed appraisers  None
<b>2. Clerk's Employment</b> <ul style="list-style-type: none"> <li>• Holiday Card</li> <li>• Expenses</li> <li>• Formal communication</li> <li>• Appraisal documentation</li> </ul>	Completed holiday card Completed form Director of HR / CEO Completed Form	✓ ✓ ✓ ✓	None None None All Appraisers
<b>3. Approved Financial Statements (audited)</b>	Corporation resolution authorising signature	✓	CEO
<b>4. Approval of draft Board minutes</b>	Personal judgement re draft minutes Corporation resolution and approval	✓ ✓	None None
<b>5. Goods and services exempt from formal quotation and tender goods procedure</b>  (See : Chair's Action)	Financial Regulations	✓	None
<b>6. Chair's Action</b> i.e. urgent and necessary business which cannot wait for the next most appropriate meeting of the Corporation	<ul style="list-style-type: none"> <li>• Advised by CEO and (normally)</li> <li>• Advised by Clerk to the Corporation</li> <li>• Advised by legal or other expert</li> </ul>	✓	None, but could involve Vice Chair of the Corporation
<b>7. Corporation Seal</b>	Completed documentation	✓	Signature of the Chair of the Corporation (or a Vice Chair) and the signature of any other member
<b>8. Whenever authorised to sign on behalf of the Corporation by the Corporation</b>	Resolution		As defined in the resolution