

## **LEEDS COLLEGE OF BUILDING**

### **CORPORATION AND COMMITTEES STANDING ORDERS**

#### **1 Composition**

The Corporation shall consist of 17 members, which shall include the Principal, two staff members and two student members.

The terms of office shall be for a period not exceeding two terms of four years (subject to approval of Board based on performance) and for student members shall be for a period not exceeding one year, or as determined by the Corporation.

#### **2 Quorums**

- a The Quorum of the Corporation and Committees is at least 50% and one of the determined membership, rounded to the nearest whole number. The Corporation determined the membership as 17 members, with a quorum of 10. The memberships and quorums for Committee meetings are approved by the Corporation.
- b The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- c An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

#### **3 Meetings**

- a. The Corporation shall meet at least eight times per year, and shall hold such other meetings as may be necessary.
- b. All meetings shall normally be summoned by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.
- c. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation 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.
- d. A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in his/ her absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.

- e. Any individual Governor may request that an item be included on the agenda of the Corporation or a committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- f. At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.
- g. Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with proceedings and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- h. Any urgent matters which governors may wish to raise that are not on the Agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters or matters of great and immediate importance and will be taken under Chairman's communications.
- i. 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.

#### **4 Withdrawal from meetings**

Staff governors and, where applicable, the Clerk and the Principal must withdraw from any part of a meeting, which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. At the discretion of the governors present, staff governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves or any matter relating to their successor.

#### **5 Voting**

- a. If required (see b below), decisions taken at a meeting shall 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. Proxy votes, or votes by way of a postal vote, for absent governors are not permitted. Members co-opted to Committees under item 12, will have full voting rights.
- b. Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- c. Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the

names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.

## **6 Reconsideration of Resolutions**

No Resolution (i.e. any formal decision by the Corporation) of the governors may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A Resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

## **7 Declaration of Personal /Other Interest**

- a Governors must declare any financial interest, including the nature and extent of such an interest, in :
  - i the supply of work or goods to or for the purposes of the College;
  - ii any contract or proposed contract concerning the College;
  - iii any other matter relating to the College.
- b Governors should also declare any interest relating to:
  - i any financial interest, including the nature and extent of such an interest, in the College of his/her spouse or close family member.
  - ii any non-financial personal interest of governors, such as membership of other public bodies and institutions; trusteeship of a trust where the governor may be a beneficiary; or membership of a closed organisation.
- c The declaration of interest is normally the responsibility of the individual governor. However if the Clerk, on the basis of information in the governors' register of interests, has reason to believe a governor has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the member concerned (preferably before the meeting).
- d Having declared a financial or other interest, the governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual governors may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances (see section 4). The declaration of an interest by a governor during the course of the meeting shall be recorded in the minutes.
- e Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

## **8 Public Access to Agenda and Minutes**

Copies of the non-confidential agenda, minutes and papers of each meeting of the Corporation and its Sub-Committees are available during the hours of 9am - 5pm, Monday to Friday, in the office of the Clerk. . The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential. .

Minutes of Corporation and Sub-Committee meetings will be published on the College's website, together with information relating to access to meetings and the Search Committee's and rules, terms of reference for a period of one year after the meeting concerned. .

## **9 Confidentiality**

The Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:

- matters concerning individuals including staff, students and prospective governors;
- sensitive commercial or business information which would be disadvantageous to the College to release;
- negotiations with trade unions;
- legal advice on sensitive or confidential matters.

The Corporation shall review confidential items on an annual basis and will release information if there is no longer a reason to keep it confidential.

## **10 Public Access to meetings**

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation or the Clerk to attend Corporation or Committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, which the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.

## **11 Appointment of Governors**

The Corporation has set up a Search and Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Corporation for the appointment of governors. The Corporation shall not appoint any member of the Corporation (other than the Principal, staff or student members) or any external committee member unless it has first considered the advice of the Search and Governance Committee. The constitution, membership and terms of reference of the Search and Governance Committee are as agreed by the Corporation from time to time and are available from the Clerk and on the College website.

## **12 Appointment of External Members**

The Search and Governance Committee may invite external (i.e. non-governor) members to serve on any Corporation Committee, except the Special Committee. Appointments of external members do not require the approval of the full Governing Body, provided that:

- i the Chair of the Committee to which the external member is to be appointed be co-opted onto the Search Committee for those meetings considering the appointment(s);
- ii the Chair or Vice Chair of the Corporation approves the appointment(s);  
and
- iii the appointments are subsequently reported to the Corporation.

External members will serve for a maximum period of four years, after which time their appointment will be reviewed by the Corporation.

The Special Committee shall consist of at least 3 members of the Corporation. The Chair of the Corporation, the Vice-Chair, the Principal and the staff and student members shall not be eligible for membership of the Special Committee.

### **13 Appointment of Chair and Vice Chair**

The Chair and Vice Chair are elected from the membership of the Corporation, normally on an open ballot. The Clerk to the Corporation shall normally ask for nominations when the issue of appointment of these two posts is being considered. A proposer must support the nominations and seconder neither of whom must be the nominee. The Principal, staff and student governors are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office an election for a replacement shall be held at the next meeting. At the expiry of their term of office the Chair or Vice Chair shall be eligible for re-appointment.

### **14 Chair's Action**

- a It will be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.
- b Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- c The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these standing orders. The Clerk must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that she or he is given a full account of the action.

### **15 Resolving Difficulties**

The Financial Memorandum requires each Corporation to specify procedures it would expect the Clerk to follow if he/she believed the Corporation or any of its members were seeking to act beyond their powers.

There may be occasions when the Clerk feels his/her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available to him/her within the College. The Clerk may take some or all of the following steps:

- ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;

- ensure the Chair of Audit has been informed of those issues relevant to the Committee's terms of reference;
- report the matter to the next meeting of the relevant committee or full Corporation and ensure the matter is placed in the publicly available Minutes;
- consult the College's financial statements auditors.

The Clerk is authorised to obtain initial legal advice on such issues without the agreement of the College Management or the Corporation. In such a case the Corporation may decide to obtain further legal advice.

If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in his/her judgement, the Clerk is authorised to refer the matter to the appropriate funding body, and inform the Chairman and Principal that this has been done.

The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

## **16 Expenses**

Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of other duties such as attendance at training or College events. These expenses are claimed under procedures issued by the Finance Department from time to time and approved by the Corporation.

## **17 Attendance**

The Clerk shall keep a record of attendance, which shall be reported annually to the Corporation. Any governor who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by decision of the Corporation; the governor concerned shall be given notice in writing.

## **18 Senior Staff Appointments**

- a The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and Senior Postholders, who are currently defined as the Principal, Deputy Principal and Executive Director - Curriculum and Quality and the Executive Director – Finance and Resources. The Principal has general responsibility for appointment of all members of staff other than for Senior Postholders.
- b When a senior staff post or the post of Clerk to the Corporation falls vacant the Corporation shall agree the appointment process and arrange for an advert to be placed in the national press.
- c The Corporation shall appoint a selection panel of at least three members of the Corporation including the Chairman and/or Vice Chairman for the post of Principal. For other Senior Postholders, at least three members of the Corporation including the Principal.
- d The selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Corporation. If the Corporation approves the selection panel's recommendation then that person shall be appointed.

- e If the selection panel is unable to agree on a person to recommend for appointment, or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the selection process with or without first re-advertising the vacancy.

## 19 Delegated Powers

The Corporation may delegate any of its powers with the exception of the following:

- a the determination of the educational character and mission of the College;
- b the approval of the annual estimates of income and expenditure;
- c ensuring the solvency of the College and the safeguarding of its assets;
- d the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the clerk (including, where the clerk is, or is to be appointed, as a member of staff, his/her appointment, grading, suspension, dismissal and determination of pay in his/her capacity as member of staff);
- e setting a framework for the pay and conditions of service of all other staff;
- f the modifying or revoking of the Articles of Government.
- g the power to the principal to determine an appeal in respect of the dismissal of a member of staff under the Articles of Government unless the Principal has previously delegated his/ her power to dismiss such member of staff to a holder of a senior post. It should be noted that the Principal has so delegated his power to dismiss to a senior postholder and therefore the Principal may sit on a panel of Governors in the event of an appeal.

## 20 Committees of the Corporation

- a The Corporation currently has five established committees as follows:

- Audit
- Performance and Remuneration (for Senior Staff)
- Search and Governance
- Student Liaison
- Capital Working Group (Task and Finish group)

The quorums, constitutions, memberships and terms of reference of these Committees are agreed by the Corporation on an annual basis; copies are available from the Clerk. Memberships and Chairs of all Committees are renewed annually. Minutes of all Committees shall be reported to an ordinary meeting of the Corporation on a termly basis.

- b Senior Postholders may only be dismissed by the Corporation, following consideration by a Special Committee of the Corporation. The Special Committee shall consist of at least 3 members of the Corporation. The Chair of the Corporation, the Vice-Chair, the Principal and the staff and student members shall not be eligible for membership of the Special Committee.
- c Where there is a vacancy or expected vacancy in a senior post the Corporation shall advertise the vacancy nationally, and appoint a selection panel consisting of (for the post of Principal) at least 3 members of the Corporation including the Chair of the Corporation and/or the Vice-Chair. Where the vacancy is for any other Senior Post, the selection panel shall comprise the Principal and at least 2 members of the Corporation.

## **21 Application of the Seal**

The application of the Seal of the Corporation shall be authenticated by:

- a the signature either of the Chair, Vice Chair or Principal; and
- b “the signature of any other member, principal or senior post holder if the Principal is not the signature under (a)

The Seal shall be applied to any document executed by the Corporation as a deed e.g. the transfer of registered freehold or leasehold property or the granting of leases, mortgages or easements.

The Clerk shall notify the Corporation on each occasion it is applied.

## **22 Complaints**

A complaint against the Corporation or an individual member of the Corporation 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 Chair of the Corporation. A copy of the complaints procedure is attached to this Code.

Approved at Board 27th September 2016

## COMPLAINTS AGAINST THE CORPORATION

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

The Clerk to the Corporation  
Leeds College of Building  
North Street  
Leeds  
LS2 7QT

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 ten 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 (e.g. the Secretary of State for Education and / or the appropriate funding body).
6. The Clerk to the Corporation will keep the Chair informed of the situation, and will provide the Corporation 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 of the Clerk to the complaint so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation to be addressed to:

The Chair of the Corporation  
Leeds College of Building  
North Street  
Leeds  
LS2 7QT

9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual members of the Corporation.