

# **Leeds College of Building**

*Standing Orders*



## CORPORATION AND COMMITTEES STANDING ORDERS

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## **LEEDS COLLEGE OF BUILDING**

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

#### **Interpretation of the terms used**

##### **1.**

In this document, defined words and expressions shall have the same meaning given to them in Instrument 1 and Article 1 of the Instrument and Articles of Government.

#### **Term of Office of a Member**

##### **2.**

- (a) The term of office for a member of the Corporation shall be that set out in Instrument 7 of the Instrument of Government.
- (b) The usual position is that no member shall hold office for more than two terms of four years (subsequent terms of office being subject to approval of the Board based on performance. Where the Board is considering any term of office beyond two four-year terms, it must include in its considerations the rationale for that appointment as against the importance that someone with new skills and experience is appointed to the Board). Student members shall not hold office for more than one year, or as determined by the Corporation.

#### **Meetings**

##### **3.**

- (a) The Corporation shall meet as a minimum three times a year. and shall hold such other meetings as may be necessary.
- (b) In accordance with the Instrument of Government, the quorum for all Board meetings is 40% (rounded up to the nearest whole number) of eligible governors present. The quorum for committees of the Corporation will be approved by the Board as part of the terms of reference for individual committees.
- (c) All meetings shall normally be summoned by the Clerk 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.
- (d) 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.
- (e) 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.
- (f) 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 or the chair of the committee shall make the final decision as to inclusion of any item on the agenda.

- (g) 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.
- (h) 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.
- (i) 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 the Chair's communications.
- (j) 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.

#### **Withdrawal from meetings**

#### **4.**

Staff governors and, where applicable, the Clerk and the Principal and any non-governor attendees 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 and attendees 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.

#### **Voting**

#### **5.**

- (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.

## **Reconsideration of Resolutions**

### **6.**

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.

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

### **7.**

- (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; and
  - (iii) any other matter relating to the College.
- (b) Governors should also declare any non-financial interest, such as where a governor's personal interests, or their duties or loyalties to another person or organisation could, or could be seen to, prevent the governor from making a decision only in the best interests of the College.
- (c) Governors must also declare any financial or non-financial interests relating to an individual connected to the governor, which in broad terms means family, relatives or business partners of a governor, as well as businesses in which a governor has an interest through ownership or influence. The term includes a governor's spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where a governor or family member holds at least one fifth of the shareholding or voting rights.
- (d) 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).
- (e) 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 paragraph 4). The declaration of an interest by a governor during the course of the meeting shall be recorded in the minutes.
- (f) 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.

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

### **8.**

- (a) Copies of the non-confidential agenda, minutes and papers of each meeting of the Corporation 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.

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

## **Confidentiality**

### **9.**

- (a) The Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:
  - (i) matters concerning individuals including staff, students and prospective governors;
  - (ii) sensitive commercial or business information which would be disadvantageous to the College to release;
  - (iii) negotiations with trade unions;
  - (iv) legal advice on sensitive or confidential matters.
- (b) 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.

## **Public Access to meetings**

### **10.**

- (a) The Chair, or the chair of a committee, may at their 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 or the chair of the Committee, will have no voting rights and if asked to leave the meeting must do so immediately. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.
- (b) Notwithstanding paragraph 10 (a), the Corporation will allow a student observer to attend meetings of the Corporation. The student observer shall be appointed in accordance with rules made by the Corporation. For the avoidance of doubt the student observer may only speak if invited to do so by the Chair, will have no voting rights and if asked to leave the meeting must do so immediately.

## **Appointment of Governors**

### **11.**

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.

## **Appointment of External Members (Associate Governors)**

### **12.**

- (a) The Search and Governance Committee may invite external (i.e. non-governor to be known as Associate Governors) members to serve on any Corporation committee, except the Special Committee, as defined in paragraph 19(c). 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 and Governance Committee for those meetings considering the appointment(s);
  - (ii) the Chair or Vice-Chair approves the appointment(s); and
  - (iii) the appointments are subsequently reported to the Corporation.
- (b) Associate Governors will serve for a maximum period of four years, however, the Search & Governance Committee will review appointments each year.
- (c) The Special Committee shall consist of at least 3 members of the Corporation. The Chair, the Vice-Chair, the Principal, the staff and the student members shall not be eligible for membership of the Special Committee.

## **Appointment of Chair and Vice-Chair**

### **13.**

The Chair and Vice-Chair are elected from the membership of the Corporation, normally on an open ballot. The Clerk shall normally ask for nominations when the issue of appointment of these two posts is being considered. 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.

## **Chair's Action**

### **14.**

- (a) It may 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 convening a special meeting and therefore 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.

## **Resolving Difficulties**

### **15.**

- (a) 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.
- (b) 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:
  - (i) ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;
  - (ii) ensure the chair of the audit committee has been informed of those issues relevant to the committee's terms of reference;
  - (iii) 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; and
  - (iv) consult the College's financial statements auditors.
- (c) 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.
- (d) 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 Chair and Principal that this has been done.
- (e) 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.

## **Expenses**

### **16.**

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.

## **Attendance**

### **17.**

The Clerk shall keep a record of attendance, which shall be reported annually to the Corporation. Attendance will be monitored against a key performance indicator of 80%.



## **Senior Staff Appointments**

### **18.**

- (a) The Corporation is responsible for the recruitment and terms and conditions of the Clerk and Senior Postholders. 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 falls vacant, the Corporation shall instruct the Senior Postholder Employment and Remuneration Committee to agree the appointment process
- (c) On behalf of the Corporation, the Senior Postholder Employment and Remuneration Committee shall appoint a selection panel of at least three members of the Corporation including the Chair and/or Vice-Chair 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.

## **Committees of the Corporation**

### **19.**

- (a) The Corporation currently has five established committees as follows:
  - (i) Audit & Risk
  - (ii) Finance & Resources
  - (iii) Quality, Curriculum and Performance
  - (iv) Search and Governance
  - (v) Senior Postholder Employment and Remuneration Committee
- (b) 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 and on the College website. Memberships and chairs of all committees are renewed annually. Committee chairs shall provide a report of committee meetings at the next meeting of the Corporation. All minutes and associated documentation relating to committee meetings shall be made available on the College Portal to all governors.
- (c) 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, the Vice-Chair, the Principal, the staff and the student members shall not be eligible for membership of the Special Committee.

## **Complaints**

### **20.**

A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk 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 shall be forwarded to the Chair. A copy of the complaints procedure is attached to this code.

## **Means of Communication to be used**

### **21.**

- (1) Any notice or other document to be given to or by any person pursuant to the Instrument and Articles of Government or to these standing orders:
  - (a) must be in writing; or
  - (b) must be given in electronic form.
- (2) The College may give any notice or other documents to a member of the Corporation either:
  - (a) Personally;
  - (b) By sending it by post in a prepaid envelope addressed to the member at his or her address;
  - (c) By leaving it at the address of the member;
  - (d) By giving it in electronic form to the member's address; or
  - (e) By placing the notice on a website and providing the member with a notification in writing or electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Corporation meeting and must specify the place, date and time of the meeting.
- (3) A member present in person at any meeting of the Corporation shall be deemed to have received notice of the meeting and the purposes for which it was called.
- (4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (5) Proof that an electronic form of notice was given shall be conclusive where the College can demonstrate that it was properly addressed and sent.
- (6) Notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) In the case of an electronic form of communication, 48 hours after it was sent.

## COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a member of the Corporation or the Clerk 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 will:
  - acknowledge receipt of the complaint without delay
  - arrange for the complaint to be investigated
  - 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 will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State and / or the appropriate funding body).
6. The Clerk 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 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 shall be forwarded to the Chair for investigation and response. Letters for the attention of the Chair 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 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.

**Approved by the Corporation on:**

**19<sup>th</sup> December 2023**