



**STANDING
ORDERS**

2010

GREENHEAD COLLEGE CORPORATION

STANDING ORDERS

1. STANDING ORDERS

These Standing Orders should be used in conjunction with the Instrument and Articles of Government.

2. CONVENING AND PLANNING MEETINGS / CONDUCT OF BUSINESS

Chair and Vice-Chair.

2.1 At its first meeting in each academic year, the governing body will elect from its number a Chair and Vice-Chair.

2.2 Anyone wishing to be Chair or Vice Chair should express their interest in writing to the Clerk at least 21 days before the first academic meeting, together with two nominations.

The Replacement of the Chair and Vice Chair can be made at the first meeting following their resignation or removal from office (I&A, 2008)

2.3 If there is to be a contest then a second ballot will take place. The Clerk will take the Chair whilst any ballot, or the appointment of the Chair, is taking place.

2.4 The Chair will conduct all meetings of the whole governing body except where in his or her absence, the chair will be taken by the Vice-Chair.

2.5 If both the Chair and Vice-Chair are absent from a meeting or have resigned, the governing body will elect from its number a Chair for that meeting.

2.6 If both the Chair and Vice-Chair resign, the governing body will hold a special meeting within 14 days to elect their successor.
The Governing body will consist of at least sixteen members (and no more than twenty) who appear to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government (I&A, 2008).

3. APPOINTMENT OF PARENT, STAFF AND STUDENT GOVERNORS

3.1 The term of office of a parent governor is three years. The term of office does not necessarily come to an end once their child leaves College but they cannot be re-appointed in their capacity as parent governor.

3.2 The term of office for staff governors is normally 4 years unless the Staff Governor leaves the College, which is stated at the time of appointment. Practical arrangements for the election of Staff Governors should continue to be left to the Principal.

- 3.3 Student Governors are appointed for one year only. Normally, an election will be held early in each academic year, under arrangements approved by the Principal. The nomination will be reported by the Principal to the next meeting of the Corporation as the appointing authority under clause 5 of the Instrument, with a view to formal appointment and the person concerned will take up the position immediately.
- 3.4 In the event of resignation, leaving the College or the position falling vacant for any other reason during the year, the Principal will take appropriate steps for an election to cover the remaining part of the year. Similar arrangements will apply in all respects for the nomination of a Student Observer (when applicable), to be invited by the Corporation under Instrument 16 to attend, speak and receive papers but not to vote.

Election of Parent, Student and Staff Governors is arranged by the Clerk..

4 DELEGATION OF AUTHORITY *Corporation*

- 4.1 The Corporation has a comprehensive Scheme of Delegation which is used as a framework to identify who has the authority to take actions and make decisions on key College functions.
- 4.2 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.
- 4.3 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 on less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College or where the principle of the matter is subject to the Corporation ratifying the decision when it next meets.
- 4.4 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within and subject to the terms of these standing orders. The Clerk to the Corporation 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.

Committees

- 4.5 Corporation committees may delegate authority to the Chair, the Principal or a group of governors except in those circumstances prohibited by law.

Authority can also be delegated to the Chair subject to further approval in the form of a pro forma response from all members of the committee. This allows the committee to make a decision subject to confirmation on receipt of further information.

- 4.6 Such delegated authority must be clearly set out and recorded in the minutes of the committee delegating authority and must be authorised through a formal vote. Such delegations should be as specific and clear as possible and used only where helpful to ensure effective delivery of college business.

5. CALENDAR OF MEETINGS

- 5.1.1 The governing body will meet as a whole at least once a term.
- 5.2 The governing body will plan its meetings for that year and the subsequent year at its first meeting of the academic year.

6. TIMING OF MEETINGS

- 6.1 Meetings will start at times which are acceptable to the full governing body and will be limited to 2.5 hours duration.
- 6.2 Where business has not been completed within the time stated in paragraph 4.1, those present at the meeting may resolve to extend the meeting for a given time in order to deal with specified business.

7. QUORUM

- 7.1 Under Instrument 13, the quorum is 40% (rounded-up to the nearest whole number, for a body of 19 members, 40% is 8) of the total membership. Should a quorum not be achieved, the meeting shall not be held or if during a meeting there ceases to be a quorum the meeting shall be terminated.
- 7.2 The quorum for a committee will be that determined by the governing body when the committee is established.
- 7.3 A meeting cannot be held if it is inquorate and, therefore, decisions may not be made.
- 7.4 If during the course of a meeting the committee becomes inquorate the meeting will be discontinued.
- 7.5 A meeting may be discontinued at any time by resolution of the governing body/committee.
- 7.6 When a meeting is discontinued or is inquorate any items remaining on the agenda may be placed on the agenda of a subsequent meeting.

8. CONVENING MEETINGS

- 8.1 All meetings will be convened by the Clerk who must also comply with any direction of the Chair, or with a requisition signed by three members of the governing body.

9. NOTICE OF MEETINGS

9.1 Written notice of meetings and the agenda will be sent to members at their registered addresses so that they may be received seven clear days before the meeting. Those for an extraordinary meeting called by the Chair or by requisition notice may be sent within a shorter time.

9.2 Non-receipt of notice of a meeting will not invalidate the meeting.

10. SUB COMMITTEES

10.1 Membership of the sub committees will be determined by the Corporation and reviewed at the first meeting of the academic year.

11. AGENDA

11.1 The agenda will be organised by the Clerk in consultation with the Chair and the Principal together.

11.2 Items may be placed on the agenda by individual governors, or groups of governors by writing to the Clerk. Governors should be aware that agenda items need to be notified 10 days in advance of a meeting.

11.3 Papers which inform agenda items will be sent to governors with the agenda. Exceptional/emergency items can be raised as agenda items through contact with Chair of Governors or Clerk prior to the meeting.

12. ANY OTHER BUSINESS

12.1 Any other business is not an agenda item at the corporation meetings but can be included at subcommittee level should the Chair see fit.

13. ATTENDANCE

13.1 A record will be kept of all persons attending a meeting of the governing body or any of its committees. This information is reviewed by the Chair; Governor attendance forms part of the Corporation's annual performance indicators.

13.2 Members who arrive late or leave early will have their point of arrival/departure noted.

13.3 Members who have not attended meetings for six months will be deemed to no longer be able to be a governor, unless there are special circumstances.

14. MINUTES OF MEETINGS

- 14.1 Minutes of meetings will be prepared for approval by the governing body and will be signed and dated by the Chair.
- 14.2 Draft minutes will be checked for accuracy by the Principal and Chair.
- 14.3 Minutes of meetings will be circulated to all governors with papers for the next meeting. These minutes will be considered for approval or amendment at that meeting.
- 14.4 Action will be taken on the basis of decisions and need not await the approval of minutes at the next meeting.
- 14.5 Those matters which the governing body decide should be confidential will be minuted separately.
- 14.6 Under Instrument 17(1) any person may request to see certain publicly available documents including: • the agenda for any Corporation meeting • the draft minutes once they have been approved by the Chair, normally within two weeks after the meeting (or the signed minutes once they have been approved under 15(1)) • any report, document or other paper considered at any such meeting. As such, approved minutes are available on the College website or are able to be examined in the college library to any member of the public requesting to do so at the college reception desk.

15. MEETING PROCEDURES

- 15.1 The Chair will ensure that all governors enjoy equality of opportunity to express their views.
- 15.2 The governing body will receive, but not debate, decisions which it has delegated to a committee or to an individual. Decisions will be recorded in the Minutes.
- 15.3 Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise.
- 15.4 Decisions will be made after full discussion and by a simple majority by a show of hands. Where votes cast are equal the Chair of the meeting shall have a casting vote.
- 15.5 A decision of the governing body is binding upon all its members.
- 15.6 A member may not vote by proxy.
- 15.7 The withdrawal of members from meetings of the governing body for particular items is dealt with in the Articles of Government.

16. COMMITTEE PROCEDURE

- 16.1 In general it is left to each committee to determine its own procedures within its own terms of reference and the general principles above. There is a separate document setting out committee terms of reference and current membership, which is reviewed annually
- 16.2 Under Article 8 the Governors must have a written policy (available to public inspection in the College Office) on (a) attendance at committee meetings of people who are not committee members and (b) publication of committee minutes. Committee meetings are not “open” meetings. Appropriate members of staff may be invited by a particular committee (or its chair on its behalf) to attend meetings of that committee; requests for others to attend will be dealt with at the discretion of the committee chair. Public accountability is best achieved through access as above under Instrument17(1) to each committee’s report to the full Corporation, which will deal with all matters of principle, and supported by review of detailed committee minutes and other papers which are prepared for the benefit of all Corporation members.

17. PUBLIC STATEMENTS

17.1 Public statements on behalf of the governing body will only be made by the Principal or Chair.

18. REGISTER OF INTERESTS

- 18.1 The governing body will maintain a register of interests of its members.
- 18.2 The register of interests will be maintained by the Clerk of the Corporation.
- 18.3 The register of interests will be available for inspection should the need arise.

19. CODE OF CONDUCT

- 19.1 The code of conduct as agreed by the governing body and signed by members will be upheld by the said members.
- 19.2 The code of conduct will be available for interested parties as already outlined (11.6).

20. PUBLIC ACCESS TO MEETINGS

- 20.1 There is no public access to meetings of the governing body.

21. CHAIR, PRINCIPAL AND CLERK’S EXPENSES

21.1 Expenses incurred on college business by the above should be authorised in the following manner:

Principal and Clerk	By the Chair of the Corporation
Chair of the Corporation	By the Principal

22 REMUNERATION COMMITTEE

Discussions and decisions involving remuneration should be made without the presence of staff or student governors. Where necessary and considered appropriate a member of staff may be invited to provide information prior to the discussion.

22.0 REVIEW OF GOVERNING BODY PROCEDURES

These procedures shall be reviewed at the final meeting of the academic year.

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