STANDING ORDERS

(Revised May 2026)

GREENHEAD COLLEGE CORPORATION

STANDING ORDERS

1. STANDING ORDERS

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

2. MEMBERSHIP OF THE CORPORATION

2.1 The Corporation has a total membership of 20 in accordance with the most recent determination under clause 3 of the Instrument. This comprises:

- 13 external members
- The Principal
- 2 parent members who are a parent of a student at the College at the time of election
- 2 student members
- 2 staff members

Members are known as Governors.

2.2 Vacancies in respect of any of the 13 (independent and external) members are filled by recommendation to the Corporation from the Search and Governance Committee.

2.3 There are procedures for the election of the parent, staff, and student governors in accordance with Instrument of Government. These are overseen by the Clerk and operate independently of the Corporation, but the Corporation formally approves the elected persons.

2.4 Ineligibility for membership is set out under Section 178, Charities Act 2011

2.5 Each newly elected governor and re-elected governor receives a letter of appointment following receipt of a Clearance Report from the Disclosure and Barring Service (DBS). Should there be issues within the Report, these would be subject to Chair's Action.

2.6 For external and staff governors, the period of office is four years from the date of appointment, but a staff governor's term of office will end on leaving the employment of the College. For parent governors, the period of office is three years from the date of appointment. The term of office does not necessarily end when their child leaves college, but they cannot be reappointed in the capacity of parent governor. The period of office of the student governors is one year or the

remaining duration of their membership of the College. External and staff governors are eligible for re-appointment. The maximum recommended tenure of a governor's appointment is normally two 4-year terms. In exceptional circumstances this could be extended. There is no set period of office for the Principal.

2.7 Resignations should be made in writing to the Clerk. This applies also to those governors coming to the end of their term of office and not offering themselves for re-election.

2.8 The staff governors should not regard themselves as Staff representatives or spokespersons but as independent governors speaking with knowledge and experience of the teaching and support situations.

2.9 The Corporation may appoint one or more External Advisors, as Associate Governors, to assist the work of the Corporation. Associate Governors normally attend Committee meetings and if required Corporation meetings. However, they are not eligible to vote at Corporation Meetings.

3. APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE CORPORATION

3.1 The Chair of the Corporation and the Vice-Chair shall be appointed by the Corporation from among their number, for such period as the Corporation decides (normally one year) at the first meeting in each academic year.

3.2 Seconded nominations in writing need to be lodged with the Clerk 21 days before the relevant meeting for publication in the Agenda. In the case of one nominee, the method of election is by public show of hands. In the case of two or more nominees, a ballot is held at the meeting in question.

3.2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

3.3 At the end of their respective terms of office, the Chair or Vice-Chair shall be eligible for re-appointment. Where the elected Chair or Vice-Chair's period of appointment as an external Governor is due to come to an end before the period they have been elected to their position as Chair or Vice-Chair, their period of appointment as a Governor is extended to cover the period they have been elected by members to that office.

3.4 If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose someone from amongst themselves to act as Chair for that meeting.

3.5 If both the Chair and Vice Chair know in advance they will be sending apologies to a corporation meeting, then the Chair or Vice Chair will invite a board member to

meet with the Principal and Clerk prior to the meeting, providing an opportunity for the Member to ensure a full understanding of the agenda and reports. Members would still be required to appoint a member from amongst themselves to act as Chair at that meeting and there would be no obligation to appoint the briefed member.

3.6 If the Corporation is satisfied that the Chair or Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice-Chair from office and the office shall then be vacant.

3.7 At the last meeting before the end of the term of office of the Chair or Vice-Chair, or at the first meeting following the Chair or Vice-Chair's resignation or removal from office, members shall appoint a replacement from among themselves.

3.8 If both the Chair and Vice-Chair resign, the governing body will hold a special meeting within 14 days to elect their successor.

4. COMMITTEES OF THE CORPORATION

4.1 The Corporation currently has the following established committees:

- Audit and Risk
- Search and Governance
- Finance and Estates
- Remuneration
- Quality and Standards
- Capital Development

4.2 All committees have terms of reference and memberships approved by the Corporation and these are reviewed annually in the Autumn Term. The Quorum of all committee meetings is included within the Committee terms of reference which are available from the Clerk to the Corporation and form part of Corporation Members' Information Pack.

4.3 Membership of committees and Committee Chairs are considered by the Search and Governance Committee annually and recommendations made by this committee are reviewed and approved annually by the Corporation at the next Corporation meeting following. In addition, the following applies:

a) Any member of a committee may resign membership of that committee by notice, in writing, to the Clerk to the Corporation which shall become immediately effective.
b) Every vacancy on a committee of the Corporation shall be notified to the Corporation by the Clerk to the Corporation at the next meeting to be held after the vacancy occurs with a view to the Corporation making such appointment as they think fit at that or any subsequent meeting.

5 DELEGATION OF AUTHORITY

Corporation

5.1 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.

5.2 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.
- 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. Remote Corporation approval can be gained through the use of e-mail provided the number of governor responses received equate to the quorum requirement for a meeting.

5.3 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.

5.4 Where the Corporation has delegated authority to a committee of the Corporation, no further ratification of any decisions made by the relevant quorate committee to that decision is required. However, the Corporation can request the relevant committee review or further consider the matter or policy concerned.

Committees

5.5 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.

5.6 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.

6. Notice of Meetings

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

6.2 All meetings shall be convened by the Clerk to the Corporation who must also comply with any direction of the Chair, or with a requisition signed by five members of the Corporation.

6.3 Written notice of meetings, the agenda and available supporting papers will be emailed to members 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. A scanned copy of the paperwork for the meeting will also be uploaded to the Governors' area of Teams.

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

6.5 A schedule of proposed meetings of the Corporation and its committees shall be prepared by the Clerk to the Corporation and taken for approval to the final Corporation Board Meeting before the start of the new academic year.

6.6 Once approved, the annual schedule of meetings will be published on the College website

6.7 Approval of this schedule shall not prevent any meeting of the Corporation, or its committees being summoned by separate notice by the Clerk to the Corporation to Members of the Corporation or any such committee.

6.8 Changes to the approved schedule should only be made with the approval of the Chair of Corporation and, where appropriate, the relevant Committee Chair.

6.9 Meetings will start at times which are acceptable to the full governing body and will normally be limited to 2 hours duration.

6.10 Where business has not been completed within the time stated in paragraph 6.9, those present at the meeting may resolve to extend the meeting for a given time in order to deal with specified business.

7. Attendance at Meetings

7.1 Every member of the Corporation attending a meeting of the Corporation or one of its committees in person shall be recorded by the Clerk.

7.2 Members shall attend in person, as far as reasonably practicable all meetings of the Corporation and those committees of which they are a member. If a member wishes to submit their apologies for any meeting of the Corporation or one of its committees, they should do so in writing; e-mail; or by telephone to the Clerk to the Corporation as soon as possible following receipt of the agenda and papers.

7.3 If a member does not tender their apologies prior to a meeting, they will be recorded as absent in the minutes.

7.4 Members who arrive late or leave early will have their point of arrival / departure noted in the minutes.

7.5 Members who have not attended meetings for six months will be deemed to no longer be able to be a governor unless there are extenuating circumstances and may be considered by the Corporation for removal in accordance with Clause 10 of the Instrument.

7.6 If a member wishes to take leave of absence, they should put their request in writing (either by letter or email) to the Clerk to the Corporation outlining the reason for their request and the anticipated length of absence, which must be no longer than twelve months. The Clerk to the Corporation will inform the Chair of Corporation and if there is a reasonable explanation* for the absence, then at the Chair's discretion a sabbatical/ leave of absence will be granted for an agreed period of up to twelve months. Only in extenuating circumstances would a period of longer than twelve months be considered. A leave of absence will not affect a member's term of office end date. A leave of absence will be recorded in the annual attendance report.

** reasons relating to health, travel, work, or family commitments.*

7.7 College Managers shall attend Corporation Meetings and Corporation Member Development Days, by prior agreement with the Chair or Committee Chair, or as approved within a Committee Remit.

7.8 Other non-members may attend Full Corporation and Committee Meetings with the prior agreement of the Chair of Corporation or the Committee Chair.

7.9 All College Managers and other non-members in attendance at any Full Corporation or Committee Meeting shall be recorded in the minutes of the meeting.

7.10 The Clerk to the Corporation will report annually on the attendance of members and will bring to the Chair's attention, incidences of sporadic attendance.

7.11 The minimum standard of attendance expected from a Governor or Associate Governor of the Corporation is:

- 50% of each committee or corporation meeting
- 80% attendance collectively across corporation and committee meetings.

At the beginning of each academic year, the Search and Governance Committee will consider past years' attendance by members and take note of any subsequent discussions between the Chair of Corporation and individual members over consideration of any extenuating circumstances.

8. QUORUM

8.1 Meetings of the Corporation shall be quorate if the number of members present in person or able to communicate simultaneously by electronic or telephonic medium with those members present in person is at least 40% of the total number of members:

Greenhead College Corporation Membership:	20
Agreed quoracy	8

8.2 Quorums of committees are included as part of committee terms of reference.

8.3 If the number of members present for a meeting does not constitute a quorum, the meeting shall terminate at once (Instrument clause 13).

8.4 A meeting may be discontinued at any time by resolution of the governing body/committee.

8.5 When a meeting is discontinued or is inquorate and doesn't continue, any items remaining on the agenda should be placed on the agenda of a subsequent meeting.

9. AGENDA

9.1 The agenda will be drafted by the Clerk in consultation with the Chair and the Principal.

9.2 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.

9.3 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.

10. ANY OTHER BUSINESS

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

11. MINUTES OF MEETINGS

Full Corporation

11.1 Draft minutes of all meetings shall be forwarded by the Clerk to the Corporation to the Chair for checking.

11.4 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.

11.4 Action will be taken on the basis of decisions and need not await the approval of minutes at the next meeting.

11.5 Those matters which the governing body decides should be confidential will be minuted separately as 'Confidential Minutes' with restricted access.

11.6 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 may be examined by prior arrangement in the presence of the Clerk to the Corporation by any member of the public requesting to do so.

Committees

11.7 Draft minutes of all committee meetings will be forwarded by the Clerk to the Corporation to the Committee Chair for checking.

11.8 Minutes of meetings will be circulated to all committee members with papers for the next meeting. These minutes will be considered for approval or amendment at that meeting.

11.9 Minutes of all committee meetings will be received, without discussion, at Corporation Meetings unless there are recommendations for approval or adoption by the Corporation. Such items should be raised by the Committee Chair.

11.10 If appropriate, the Committee Chair will report verbally to the Corporation.

11.11 Where a Working Group is established by the Principal, this is the responsibility of the Executive to ensure appropriate membership, terms of reference and records of actions taken, or recommendations made are recorded. The Principal, or Vice Principals, should provide the Corporation or relevant committee with updates on decisions or recommendations having been made by working groups they have established.

12. MEETING PROCEDURES

12.1 The meetings are chaired by the Chair of the Corporation or, in his or her absence, by the Vice Chair or Chair Nominee. If all three are absent, the meeting is chaired by a temporary Chair elected by and from the members present.

12.2 If a member has an interest that could be prejudicial to the discussion of an agenda item at a meeting, he/she should declare it, giving details of its nature and extent, when asked to do at the beginning of each meeting by the Chair as a standard agenda item. Members who have declared such an interest may be required by the Chair to withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter. An annual comprehensive register of interests is maintained through the Clerk.

12.3 The Principal, the Staff Members, the Student Members and the Clerk are all required to withdraw from part of the meeting under certain circumstances: the Principal, if his or her own conduct or terms of employment are being discussed; the Staff Members if their own conduct or terms of employment or those of any other individual, named member of staff are being discussed; the Student Members, if any individual named member of staff is being discussed or for any other reason, at the discretion of the Chair; the Clerk, if his or her own conduct or terms of employment as Clerk are being discussed, but for no other reason, not even if he or she is a current serving member of staff.

12.4 A student member who is under the age of 18 shall have full voting rights (See Instruments Clause 14(7).

12.5 Decisions and the approval of documents are passed by the majority of Governors present at the meeting.

12.6 The usual method of registering a vote is a public show of hands. The Chair, however, may, choose the option of a ballot where that is deemed appropriate. Voting by proxy or by post is not allowed, although an opinion in writing may be sent to the Chair, who may disclose it at the meeting if he or she wishes. In the event of an equal division of votes, the Chair has a second or casting vote.

12.7 Members of the Corporation or Committees will comply with collective responsibility and stand by a decision even if it was not unanimous.

13. COMMITTEE PROCEDURE

13.1 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

13.2 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.

14. OTHER MATTERS

14.1 All members are required to complete an Annual Register of Interests disclosing any interests that might be prejudicial to the pursuit of their function as Directors. The Register of Interests is held by the Clerk. The format of the Register of Interests is reconsidered by the Search and Governance Committee as appropriate.

14.2 The code of conduct as agreed by the Corporation and signed by members will be upheld by the said members. Transgression from the code of conduct could be regarded by the Corporation as a resignation matter.

14.3 Training of Governors is carried out on the basis of recommendations made by the Search and Governance Committee

14.4 If Governors exercise a duty of skill and care, act reasonably, honestly, and prudently, in good faith in the interests of the Corporation and ensure that the Corporation does not exceed its powers they should not be held personally liable. There is Liability and Indemnity Cover for members of the Corporation up to £2,000,000, arising from any negligent act, error or omission committed in good faith

14.5 The College has contacts with a firm of solicitors and subscribes to governance@eversheds who can give legal and other kinds of advice to members of the Corporation and to the Clerk of the Corporation. The Clerk can secure this independent legal advice should there be grounds for believing that the Corporation may be acting improperly or putting good governance at risk.

14.6 Statements on behalf of the Corporation to the media may only be made by the Chair and the Principal.

14.7 Meetings are not normally open to the public; access is determined in accordance with Clause 16 of the Instrument.

14.8 Expenses incurred on college business should be authorised in the following manner:

Principal and Clerk	By the Chair of the Corporation
Chair of the Corporation	By the Chair of Finance and Estates Committee (or in their absence the Principal)

14.9 The role of governor is not remunerated To support the operational running of the college; members may be asked to provide services that they are professionally qualified to do and are separate to their responsibility as a member of the Corporation and will therefore be remunerated appropriately. In respect to this, a business interest declaration should be made by the governor. Governors will not become involved in the operational decision making in college.

14.10 Complaints against the Corporation should be addressed to the Clerk. Similarly, complaints against the Principal should be addressed to the Chair of the Corporation c/o the Clerk. A complaint against the Clerk to the Corporation should be addressed to the Chair of the Corporation. In conducting the investigation, every effort will be made to reflect the tenets within the College Complaints Procedure. However, where it is felt that the College Complaints Procedure does not set down a precise course of action, reference should be made back to the underlying principles of natural justice and equity: when in doubt the basic principles of appeal and fair hearing will apply.

14.11 In accordance with clause 10 of the Instrument of Government, the Corporation’s policy for the grounds and procedure for the removal of members from office is as follows. The Corporation's policy for the grounds and procedure for the

removal of members from office is as follows. The grounds for removal are those stated under 14.2 above, together with absence from Corporation meetings for a period longer than six consecutive months without the permission of the Corporation and inability or unfitness to discharge the functions of a member. The procedure for removal is the provision of fourteen days' notice to the member concerned of the date of the Corporation meeting considering the matter and of the grounds for the proposed removal; the opportunity for the member concerned to make representations on his or her own behalf at the Corporation meeting considering the matter either in person or in writing; if the Corporation resolves to remove him or her, the Clerk is required to give the member concerned notice in writing, setting out the reasons for the decision.

14.12 The Standing Orders are designed to support the Instrument and Articles and cannot override them. It is the Clerk's responsibility to advise the Corporation with regard to the operation of its powers, procedural matters and conduct of its business.

15. AMENDMENTS TO THE STANDING ORDERS

15.1 The Standing Orders are reviewed and, where appropriate, amended annually by the Corporation, as a result of recommendations from the Search and Governance Committee.

Author:	*Clerk to the Corporation*
Date drafted:	*May 2026*
Date accepted by the corporation:	*6/7/26*
Amended by and date	*12/5/26*
Date of next review:	*May 2027*

Greenhead College Corporation

Impact Assessment

Standing Orders Policy

Reviewed May 2026

Policy Holder :	*Clerk to the Corporation*
Date Impact Assessed by Policy Holder:	*<May 2026*
Date of next review:	*<May 2027>*
To be reviewed by:	*<Clerk to the Corporation>*

Policy title:	Standing Orders
Policy Holder:	Clerk to the Corporation

EIA Date:	
Main aims and purpose of the policy: Standing Orders provide clarity and consistency, support lawful decision making, define roles and responsibilities, promote transparency and accountability, ensure fairness and good governance practice and support effective committee work	
Type of policy connect to EIA: (select which applies) • **Proposed new policy** • **Undertaking a review of an existing policy** • **Other (please state):**	 X
Please identify any potential impacts that the policy or development of this policy could have, on any of the equality grounds identified below.	
Equality Ground	**Identified Impact**
Age	The policy is consistent in its approach regardless of age.
Disability	The policy is consistent in its approach regardless of disability.
Gender (including gender identity)	The policy is consistent in its approach regardless of gender.
Marriage and civil partnership	The policy is consistent in its approach regardless of marital or civil partnership status
Pregnancy and maternity	The policy is consistent in its approach regardless of pregnancy or maternity.
Race	The policy is consistent in its approach regardless of race.
Religion or belief	The policy is consistent in its approach regardless of religion or belief.
Sex	The policy is consistent in its approach regardless of sex.

Sexual Orientation	The policy is consistent in its approach regardless of sexual orientation.
Social / Health Inequalities	The policy is consistent in its approach regardless of social status/health inequalities.

Select one of the four outcomes below to indicate how the development/implementation of the policy will be progressed and state the rationale for the decision.
(select which applies)

Outcome 1:	**No change required – the assessment is that the policy is/will be robust and/or promotes Diversity and Inclusion.**	X
Outcome 2:	**Adjust the policy – this involves taking steps to address any adverse impacts before the policy has been developed.**	

Outline these steps:

Outcome 3:	**Continue the policy while mitigating against any potential adverse impacts.**	

Outline how these adverse impacts can be mitigated against:

Outcome 4:	**Immediate referral to CLT/Governors, as there are adverse effects which cannot be prevented or mitigated against.**	

Details of further steps (if required)	