

# STANDING ORDERS OF THE CORPORATION OF KINGSTON COLLEGE

## TO BE RENAMED SOUTH THAMES COLLEGES GROUP CORPORATION

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**KINGSTON COLLEGE CORPORATION**  
**TO BE RENAMED SOUTH THAMES COLLEGES GROUP CORPORATION**

**STANDING ORDERS OF THE CORPORATION**

*The following Standing Orders incorporate the specific procedural requirements of the Instrument of Government and the relevant paragraph number is shown in brackets where appropriate.*

**ORDER No. 1: MEETINGS OF THE CORPORATION**

1. The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary. (12.1)
2. All meetings shall be called by the Head of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda. (12.2)
3. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Head of Governance, the Chair shall, at least seven calendar days before the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers. (12.3)
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. (12.4)
5. Where the Chair, or in the Chair’s absence, the Vice-Chair(s), decide(s) 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. (12.5)
6. Every member shall act in the best interests of the Corporation and must not allow any sectional interest to take precedence. In particular, governors are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not be lawfully bound by mandates given to them by others. (12.6)
7. A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by the use of visual or teleconferencing facilities it is possible for every person present at the meeting to communicate with each other. Participation in a meeting in that manner shall count towards the quoracy of a meeting.

**ORDER No. 2: APPOINTMENT OF CHAIR AND VICE-CHAIR**

1. The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves. (6.1)
2. The Chair and Vice-Chairs of the Corporation shall be appointed, after being proposed and seconded, on a show of hands by governors present, at the first ordinary meeting of the Corporation in the Summer Term. (6.8)
3. 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. (6.2)

4. Where two Vice Chairs have been appointed one of them shall be nominated to chair the Corporation meeting by the Chair.
5. If both the Chair and the Vice-Chairs are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting. (6.3)
6. The Chair and the Vice-Chairs shall hold office for a period of two years or such other period as the Corporation decides. (6.4)
7. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Head of Governance. (6.5)
8. If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post it may give written or electronic notice removing the Chair from office and the office shall then be vacant. (6.6)
8. If the Corporation is satisfied that a Vice-Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post it may give written or electronic notice removing that Vice-Chair from office and the office shall then be vacant. (6.7)
10. At the last meeting before the end of the term of office of the Chair or the Vice-Chairs, or at the first meeting following the resignation or removal from office, the members shall appoint a replacement from among themselves. (6.8 & 6.9)
11. At the end of their respective terms of office, the Chair and Vice-Chairs shall be eligible for reappointment. (6.10)

### **ORDER No. 3: QUORUM**

1. The quorum of the Corporation shall be in accordance with the Instrument of Government.
  - i) The quorum shall be 40% of the total number of members in post. (13.1)
  - ii) On occasions when the Principal and Chief Executive (Accounting Officer), staff and/or student member are required to leave a meeting due to the nature of the item under discussion, the quorum will be 40% of the total number of members in post entitled to remain in the meeting.
2. If the numbers assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. (13.2)
3. If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once. (13.3)
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. (13.4)

#### **ORDER No 4: USE OF VISUAL AND TELECONFERENCING FOR MEETINGS**

4.1 Members are expected, as far as is reasonably practicable, to attend all meetings of the Corporation and those committees of which s/he is a member in person.

4.2 It is recognised that there may be occasions when attendance is not possible. On such occasions Members will notify the Head of Governance and will give as much notice as possible of their absence to enable decisions on quoracy.

4.3 In exceptional circumstances if a member wishes to take part in the meeting via visual or teleconferencing facilities this should be requested to the Head of Governance and the Chair of the Committee.

4.4 The respective Chair or in the Chair's absence , the Vice-Chair(s) , in consultation with the Head of Governance will decide on whether access via visual or teleconferencing facilities will be permitted and notify their decision. In making their decision the respective Chair and the Head of Governance will be mindful of whether the circumstances are exceptional and warrant such an arrangement.

4.5 Members' attendance records should indicate when attendance at a meeting has been by telephone and attendance by teleconferencing when approved in advance will count towards governors' attendance targets.

4.6 Any visual and teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.

#### **ORDER No. 5: ORDER OF BUSINESS**

1. The agenda shall be prepared by the Head of Governance in consultation with the Chairman and the Order of Business at ordinary meetings of the Corporation shall be:
  - (a) to choose a person to preside if the Chair and Vice-Chairs are absent;
  - (b) declaration of interest;
  - (c) to approve as a correct record and sign the minutes of the last meeting of the Corporation;
  - (d) to deal with any matters arising;
  - (e) to dispose of business (if any) remaining from the previous meeting;
  - (f) to consider reports from the Principal or any other officers with a right to report to the Corporation;
  - (g) to consider reports from Committees established by the Corporation;
  - (h) motions submitted by governors and printed on the agenda;
  - (i) any urgent business which cannot wait for the next ordinary meeting of the Corporation.
  - (j) to receive items for information and report.
  - (k) to note the date of the next meeting.
  
2. Other than business under (a), (b), (c) and (d) above, the order of business may be changed:
  - (a) by direction of the Chair; or
  - (b) by a resolution passed on a motion (which needs not be in writing), duly moved and seconded, and shall be put without discussion.

## **ORDER No. 6: MINUTES**

1. At every meeting of the Corporation the minutes of the last meeting shall be taken as the first item after the declaration of interest, except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record. (15.1 & 15.3)
2. Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Head of Governance have withdrawn from a meeting in accordance with clause 14(5), (6), (8) (9) or (10) and such persons shall not be entitled to see minutes of that part of the meeting or any papers relating to it. (15.4)
3. The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, shall be placed on the College website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months. (17.3)
4. The Corporation shall review regularly all material excluded from inspection on a confidential basis, and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason. (17.4)

## **ORDER No. 7: RULES OF DEBATE**

1. Motions may be proposed during the consideration of business referred to in Order No. 4.1.
2. When a motion is under debate no other motion shall be moved except the following:
  - (a) to amend the motion;
  - (b) that an amendment be not considered;
  - (c) that the question be now put;
  - (d) that the Corporation moves to the next business;
  - (e) to adjourn the debate;
  - (f) to adjourn the meeting.
3. Any governor when seconding a motion or amendment may, if they then declare an intention to do so, reserve the right to speak at a later period of the debate.
4. An amendment shall be relevant to the motion and shall either;
  - (a) leave out words; or
  - (b) leave out words and/or insert or add words.
5. An amendment may, with the consent of the seconder, be amended or withdrawn by the mover.
6. Only one amendment may be moved and discussed at a time and no further amendment shall be moved until the amendment under discussion has been disposed of.
7. If an amendment is lost, no more than two other amendments may be moved on the original motion. If an amendment is carried, the motion, as amended, shall become the substantive motion (thus taking the place of the original

motion) and shall become the motion upon which any further amendment may be moved.

8. The aim is to have free, frank and beneficial discussion with the minimum of formality. To achieve this aim discussion will be governed by the following rules:
  1. Every Governor/person desiring to speak shall signify his/her wish to the Chair who shall determine the order of speaking.
  2. Speeches are to be addressed to the Chair.
  3. The content is to be relevant to the matter under discussion.
  4. Intemperate language is not permitted.
  5. Unless on a point of order, Governors are not to be interrupted.
  6. The Chair may direct a Governor to cease speaking if in his opinion it is in the interests of the meeting that he so order.
  7. If, in the opinion of the Chair, any governor persistently disregards the ruling of the Chair, or behaves improperly or offensively so as to obstruct the business of the meeting, the Chair may move that the governor should not be heard further and the motion, if seconded, shall be determined forthwith. In extreme cases, the Chair may require a governor to leave the meeting.
  8. During a speech, a Governor may request the Chair that he be allowed to raise a point of order relating to a statement made. If granted by the Chair, the Governor giving the speech must give way and allow the point of order to be heard. Once this is concluded the Chair will issue direction on the issue raised and then invite the Governor to resume speaking.

#### **ORDER No. 8: VOTING**

1. The mode of voting at meetings of the Corporation shall be by a show of hands or by spoken vote from governors attending by conference call and the matter before the Corporation shall be determined by a simple majority.
2. Every question to be decided at a meeting of the Corporation shall be decided by many of the votes cast by members present in person or on the telephone and entitled to vote on the question. (14.1)
3. 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. (14.2)
4. At the request of a Governor or Governors, the Head of Governance shall record their names as dissenting from a matter before the Corporation.
5. A member may not vote by proxy, or by way of postal vote. (14.3)

### **ORDER No. 9: SUSPENSION OF THESE ORDERS**

1. Any of the preceding Orders may be suspended regarding any of the business where suspension is moved. Such a motion shall be moved and seconded and put to the Corporation without debate.
2. A motion to suspend these Orders shall not be moved unless at least two thirds of the Corporation is present.

### **ORDER No. 10: APPOINTMENT OF COMMITTEES**

1. These Orders shall allow for the establishment of Committees by the Corporation and will indicate the terms of reference of the Committees, the delegations to be exercised, the composition of the Committees and their quorum.
2. The Corporation shall receive a report of the meetings of the Committees so established summarising the business transacted and the decisions made.
3. Such reports shall be submitted to the next meeting of the Corporation.

### **ORDER No. 11: MATTERS OF URGENCY**

1. There shall be specifically delegated to the Chair, or a Vice-Chair, the Authority to act on matters of urgency which arise between meetings of the Corporation and which cannot be determined by any Committee established by the Corporation or would be inconvenient for them to so determine.
2. All decisions taken under Chair's Action must be reported to and ratified at, the next full Corporation meeting.

### **ORDER No. 12: CONDITIONS OF SERVICE OF GOVERNORS**

1. It is a condition of service as a governor that those so appointed agree:
  1. The authority of these Standing Orders and the powers given to the Chair, Vice-Chair and the Governors acting as a Corporate Body;
  2. Unless specifically directed by the resolution of the Corporation, governors have no power or authority vested in them as individuals;
  3. The Corporation's Code of Conduct which sets out the standards of conduct and accountability expected of governors;
  4. The doctrine of collective responsibility and agree to stand by a decision even if it was not taken unanimously;
  5. That a minimum attendance level at all Corporation and committee meetings of 80% is required by governors.

#### **2. Suspension from Office of Governors**

The Corporation may resolve to suspend a Governor from office until further notice when it considers on reasonable grounds that:

- (a) It is in the best interests of the Corporation to do so;

- (b) It is in the best interests of the learners or potential learners to do so;
- (c) It is in best interests of staff to do so;
- (d) It is necessary to assist the Corporation to exercise its legal powers or discharge its legal duties.

### 3. Removal from Office of Governors

The Corporation may resolve to remove a Governor from office who:

- (a) has been absent from full meetings of the Corporation and committee meetings for a period longer than 6 consecutive months without the permission of the Corporation; or
- (b) is unable or unfit to discharge the functions of a Governor. (10.2)

### **ORDER No 13: FINANCIAL AND PERSONAL INTERESTS OF GOVERNORS**

1. Governors may not hold any financial interest in the College. (11.1)
2. Governors must declare conflicts of interest. Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Head of Governance. If an interest is declared, that Governor shall not take part in the discussion of, or decisions relating to, that item and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote. (11.2)
3. Governors are reminded that under Clause 11.1 of the College's Instrument of Government they must disclose to the Corporation any financial interest which they have or may have 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;
4. Governors, senior post holders and senior managers are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family or friends. The Corporation has therefore adopted a policy of requiring governors and senior managers to disclose any financial or other interests which could be considered likely to affect the independence of their judgment. The Head of Governance will maintain a written Register of Interests updated annually. An annual declaration is to be returned to the Head of Governance before the first Corporation meeting at the beginning of each academic year. Governors are required to inform the Head of Governance and to complete a fresh declaration if their circumstances change and it becomes necessary to declare new interests. Interests declared at meetings will be added to the Register. The Register is available for inspection by arrangement with the Head of Governance. (11.5)

### **ORDER No. 14: PAYMENTS TO GOVERNORS AND GIFTS AND HOSPITALITY**

1. Governors are prohibited from receiving any remuneration or attendance allowance in respect of their membership of the Corporation.

2. Governors are allowed to claim the same allowances and out of pocket expenses as are paid to members of staff for attendance at any external conference or event on behalf of the Corporation. No payments will be made for loss of earnings. Expenses claims should be submitted to the Head of Governance to the Corporation.
3. Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Governor. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.

#### **ORDER No. 15: LIMITATIONS ON STAFF GOVERNORS**

1. A Governor who is also a Member of staff shall withdraw from the meeting when:
  - (a) His remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
  - (b) The appointment of his successor is to be considered.
  - (c) When by the resolution of the Governors present, they are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to him. (14.5)
2. Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff governor-
  - (a) need not disclose a financial interest
  - (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
  - (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff governor is representing any of the staff concerned in those negotiations. (11.4)

#### **ORDER No. 16: LIMITATIONS ON STUDENT GOVERNORS**

- 1 The Student Governors shall withdraw from the meeting when:
  - (a) The conduct, suspension or expulsion of either student governor is to be considered.
  - (b) Required to do so by one or more Governors. (14.8)
2. When the Governors are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective members of staff, and the student governors are not required to withdraw they shall not take part in any discussion nor be allowed to vote on the matter. (14.9)

3. When the Student Governors are under the age of 18 they shall not vote on:
  - (a) Any proposal for the expenditure of money by the Corporation.
  - (b) Any proposal whereby the Corporation enter into a contract, a debt or other liability. (14.7)

### **ORDER No: 17 CONFIDENTIAL ITEMS**

1. All papers and information determined by the Corporation to be confidential shall be clearly marked and include separate and confidential minutes of meetings or parts of meetings and supporting papers. Reports from the Remuneration Committee, a Special Committee, monthly financial statements, management accounts and commercially sensitive information shall be considered confidential to the Corporation and College Senior Management Team. (17.2)
2. Circulation of confidential papers and minutes will be restricted to those governors eligible to be present at that part of the meeting and will not be available for public inspection nor in the minute book. (17.2)
3. With the exception of Confidential Items, the Head of Governance is to ensure that a copy of:
  1. The agenda;
  2. The draft minutes of every meeting once approved by the Chair;
  3. The signed minutes of every meeting; and
  4. Reports, minutes and other documents considered at meetings.

are made available for inspection during normal office hours by appointment with the Head of Governance. (17.1)

### **ORDER No 18: PUBLIC ACCESS TO MEETINGS**

1. A person wishing to attend a meeting of the Corporation as an observer should first approach the Head of Governance in advance who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until the Corporation reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room. (16)
2. While considering such requests the Corporation will have regard to the availability of space in the meeting room and the reason for the request to attend. (16)
3. Where a member of the public or press is given observer status at a meeting of the Corporation the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. If practicable an indication should be given at this stage of any known confidential items.
4. Unless specifically invited to do so by the Chair, members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.
5. If there is any form of disruption by members of the public and/or press the Chair will have the authority to suspend the meeting.

6. When it is possible to reconvene the meeting the Corporation will consider the withdrawal of the invitation to the members of the public and/or press to be in attendance at the meeting. The decision of the Corporation in such matters is final. (16)

#### **ORDER No: 19 STATEMENTS MADE ON BEHALF OF THE CORPORATION**

1. Unless otherwise agreed by the Corporation for a specific circumstance, statements on behalf of the Corporation will only be made by the Chair or the Principal.
2. The content of the statements will be the subject of consultation between the Chair or Principal and the College management.
3. It is recognised that the majority of issues which require public statement concern the strategic management and day to day operation of the College and are therefore dealt with by, or on behalf of, the Principal.

#### **ORDER No. 20: AMENDMENTS TO THESE ORDERS**

1. Any amendments proposed to be made to these Orders must be approved by the Corporation only after due notice has been given and an appropriate motion has been placed on the agenda of the Corporation.