



FE CORPORATION

STANDING ORDERS

APPROVED BY THE CORPORATION: 5th July 2024

1. INTRODUCTION

- 1.1 NESCOT is a Further Education Corporation set up in accordance with the Further and Higher Education Act 1992.
- 1.2 The Education (Government of Further Education Corporations) (Former Further Education Colleges) Regulations 1992 set out the statutory framework for the operation of the Corporation by way of an Instrument and Articles of Government (as modified from time to time).
- 1.3 These Standing Orders are intended to be read in conjunction with the Instrument and Articles of Government.

2. ATTENDANCE BY MEMBERS OF THE CORPORATION AT MEETINGS OF THE CORPORATION

- 2.1. Apologies for absence should be submitted to the Governance Professional in advance of meetings.
- 2.2 The attendance of all Members will be recorded and monitored.
- 2.3 Any Member who has been absent from meetings of the Corporation for a period longer than six months without the permission of the Corporation may be removed from office by giving notice in writing.
- 2.4 Any Member whom the Corporation is satisfied is unable or unfit to discharge the functions of a Member may be removed from office by giving notice in writing.
- 2.5 The Corporation has set a performance indicator that Members will be expected to attend 80% of meetings of the Corporation and its committees held in any one academic year.

3. APPOINTMENT OF CORPORATION MEMBERS

- 3.1 The number of members of the Corporation shall not be less than 12 or more than 21. This number shall include the Group Chief Executive.

3.2 Consideration of Nominations and Re-Nominations

Apart from those for staff and student members, all nominations and re-nominations to the Corporation in accordance with paragraphs 3.2 to 3.5 will be considered in the first instance by the Search and Governance Committee. After consideration the Search and Governance Committee will submit its advice to the Corporation. No appointment may be made by the Corporation unless it has first received the advice of the Search and Governance Committee.

Appointments will be made in accordance with paragraph 5 of the Instrument of Government.

External Members

3.2.1 The Corporation shall comprise a maximum of 15 external members.

3.2.2 A role description and person specification, agreed by the Corporation, will be prepared for each vacancy. Responses to the advertisements will be considered in the first instance by the Governance Professional. Applicants with the appropriate skills and experience will be considered by the Search and Governance Committee which will interview candidates and make recommendations to the Corporation. Prospective members may be invited into the College for informal discussion prior to formal consideration of their applications by the Search and Governance Committee.

Staff Members of the Corporation

3.3 Nominations for one Member from the Teaching Staff and one Member from the Support Staff will be considered by the Corporation. Such nominations will be brought to the Corporation in accordance with the election arrangements agreed with representatives of staff. There is no requirement for nominations to be considered by the Search and Governance Committee.

Student Members of the Corporation

3.4 A nomination for up to three Members from the student body (up to two Further Education; one Higher Education), nominated by the student body, will be considered by the Corporation. There is no requirement for nominations to be considered by the Search and Governance Committee.

3.5 Members Eligible for Re-nomination

Existing members of the Corporation are eligible for re-appointment at the end of their term of office. In the case of an external Governor the Governance Professional shall write to determine whether the member wishes to be considered for re-nomination.

In the case of staff and student members seeking re-nomination of the Corporation the Governance Professional will ensure that the necessary election procedures take place.

Terms of Office

3.8 The Term of Office for each category of Corporation member will be as follows:

External Members	2 years initially; then 4 years; then a further 2 years
Staff Members	2 years
Student Members	1 year

External Governors should not normally serve for more than three terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as Chair; however, the Corporation reserves the right to vary this requirement in exceptional circumstances. Staff and Student Governors should not normally serve for more than two terms.

4 APPOINTMENT OF CHAIR AND VICE CHAIR

- 4.1 The Chair and Vice Chair shall be appointed by the whole Corporation from amongst their Membership at the last meeting before the end of their terms of office or at the first meeting following the end of their terms of office.
- 4.2 The roles of Chair and Vice Chair shall be applicable until either their term of office expires, or they resign as per the Instrument of Government paragraph 6(5).
- 4.3 Should the post-holder choose, confirmation of their intention to continue with the role of Chair or Vice Chair for the forthcoming year will be confirmed by the holders of the respective role at the final Corporation meeting of the academic year, unless their term of office is due to expire, or the Corporation is considering their removal from office. All new appointments will also be considered at the same meeting.
- 4.5 In the event of the cessation/lapsing of office or early resignation of an office holder, the Governance Professional will normally request nominations. If only one nomination is received and seconded the nominee will be appointed to the office without the need for an election.
- 4.6 If an election is required, secret balloting may be used if requested by the Corporation. The CEO/Principal, staff or student members are not eligible for appointment of Chair or Vice Chair although they may participate in the appointment process.
- 4.7 The meeting at which the appointment of Chair or Vice Chair is to be considered will be chaired by the Vice Chair or the Governance Professional until the appointment is made.

5. ACCESS TO CORPORATION MEETINGS

- 5.1 Attendance at meetings is limited to Members of the Corporation and officers and other persons who may be invited to attend.
- 5.2 Any officers or other persons in attendance at a meeting of the Corporation may be asked to withdraw from any part of the meeting if so requested by the Members present and where reason has been given for their exclusion.
- 5.3 The Corporation shall determine which officers of the Corporation or other persons will normally attend meetings on a regular basis.
- 5.4 An observer from the Education & Skills Funding Agency may be invited to attend meetings of the Corporation (including meetings of any committee of the Corporation).
- 5.5 In the event of an external governance review, the reviewer may be invited to attend meetings of the Corporation (including meetings of any committee of the Corporation).

6. PUBLICATION OF MINUTES AND PAPERS

- 6.1 Access to Corporation agendas, signed minutes, draft minutes approved by the Chair, and any reports, documents or papers considered at any meeting which are not considered by the Corporation to be of a confidential nature may be inspected at the office of the Governance Professional, at an agreed date and time. Items of a confidential nature relate to:
 - A named person employed at, or proposed to be employed at, the institution.
 - A named student at, or candidate for admission to, the institution.
 - Any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 6.2 A copy of the minutes of every meeting of the Corporation and its committees, not considered to be of a confidential nature shall be placed on the College's website.
- 6.3 The terms of reference of the Search and Governance Committee, together with the Committee's advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the College's website and may be inspected at the office of the Governance Professional at an agreed date and time.

7. PROCEEDINGS OF MEETINGS

Quorum

- 7.1 Meetings of the Corporation shall be quorate if five external members are present. A “meeting” includes a meeting at which the members attending are present in more than one room, provided that, by the use of virtual meeting technology, it is possible for every person present at the meeting to communicate with each other. If at any time during a meeting the Members present cease to constitute a quorum the meeting will be terminated immediately.

Declaration of Interests

- 7.2 Members will be reminded at each meeting that they should declare any financial or personal interests which they may have in any item on the agenda. Any declarations of interest will be recorded in the minutes.
- 7.3 The Governance Professional shall maintain and annually update a register of financial and other relevant interests of members in accordance with the Corporation’s Register of Interests Guidance.

Voting Arrangements

- 7.4 Every question to be decided at a meeting shall be determined by a majority of the votes of the Members present and voting on the question. Where Members are in general agreement with regard to the matter in question it will not be necessary to hold a formal ballot unless requested by any Members present. If any Member is not in agreement with the decision of the majority of those present and voting on a question they have the right to have their dissension recorded in the minutes.
- 7.5 With the agreement of the Chair, exceptional matters requiring urgent resolution may be determined by a resolution in writing, which may be circulated by email. The resolution shall be as valid and effectual as if it had been passed at a meeting of the Board. Matters determined by written resolution shall be confirmed at the next meeting of the Board or the committee.
- 7.4 A Member may not vote by proxy.
- 7.5 Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 7.6 Where there is an equal number of votes on any matters under discussion, the Chair shall have a second or casting vote.

- 7.7 No resolution of Members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

Withdrawal from Meetings

- 7.8 Members may be asked to withdraw, if so required by the other Members present, from any part of the meeting at which their re-nomination to the Corporation is considered.
- 7.9 A member of staff who is a Member of the Corporation shall withdraw:
- 7.9.1 from that part of any meeting of the Corporation or any committee of the Corporation at which staff matters relating solely to that member of staff as distinct from staff matters relating to all members of staff, or all members of staff in a particular class are to be considered;
 - 7.9.2 from that part of any meeting of the Corporation or any committee of the Corporation at which that member's reappointment or the appointment of that member's successor is to be considered;
 - 7.9.3 from that part of any meeting of the Corporation or any of its committees at which the matter under consideration concerns the pay and conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - 7.9.4 if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of the committees of the Corporation at which staff matters relating to any member of staff holding a post senior to his/her own are to be considered.
- 7.10 A student who is a Member of the Corporation:
- 7.10.1 Who is under the age of 18 shall not vote on any question concerning any proposal
 - for expenditure of money by the Corporation;
 - under which the Corporation or Corporation Members would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise);
 - 7.10.2 Shall withdraw from that part of any meeting of the Corporation at which their conduct, suspension or expulsion is to be considered;
 - 7.10.3 Except as provided by rules made under article 14(3) of the Articles of Government relating to appeals and representations by students in

disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any committee or the Corporation at which his conduct, suspension or expulsion is to be considered.

- 7.11 The Governance Professional shall withdraw from any part of any meeting of the Corporation or its committees at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement is being considered. Where the Governance Professional has so withdrawn the Corporation or committee shall appoint a governor, or another member of staff, to act as clerk for the duration of the withdrawal.
- 7.12 If the Governance Professional is a member of staff of the institution, they may be required to withdraw under paragraph 7.9, at the discretion of the Members

8. AGENDAS FOR MEETINGS

- 8.1 Agendas for meetings of the Corporation will be compiled by the Governance Professional in consultation with the Chair and the CEO/Principal. The Governance Professional shall not be entitled to see any item which refers to their remuneration, conditions of service, conduct, suspension, dismissal or retirement.
- 8.2 Any Member who wishes an item to be placed on the agenda should notify the Governance Professional at least 15 days before the date as recorded in the Corporation's approved annual calendar of meetings.
- 8.3 The Governance Professional will send agendas and supporting papers for all meetings to Members at least seven calendar days before the date of the meeting. Where papers are to be circulated late or tabled at the meeting Members shall be notified of this by the Governance Professional.
- 8.4 If it is proposed to discuss the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the Chair (and not the Governance Professional) shall, at least seven calendar days before the date of the meeting, send to the Members a copy of the agenda item concerned with any relevant papers.
- 8.5 The Corporation may choose to accept tabled papers at any meeting where they have been subject to consultation between the CEO/Principal and the Chair and:
- where they update or amend papers already submitted with the agenda
 - where they refer to matters which require urgent consideration.
- 8.6 The Corporation may consider any other items of business provided that these have been notified to the Chair in advance of the meeting.

9. DELEGATION OF AUTHORITY BY THE CORPORATION

To the Chair

- 9.1 The Corporation may from time-to-time delegate authority to the Chair to take action on its behalf between meetings provided that details of the action taken are reported to the following meeting of the Corporation.

The circumstances under which the Chair may act will include routine action which would not have merited an agenda item and discussion at a Corporation meeting, and where such action will enable the deadlines of statutory or other external organisations to be met. Such action will be reported to the following meeting of the Corporation for confirmation.

- 9.2 References in this procedure to the Chair shall include, in their absence, references to the Vice Chair.

To the CEO/Principal

- 9.3 The Corporation may delegate powers to the CEO/Principal for any purpose other than those assigned by the Articles of Government to the Corporation.
- 9.4 The CEO/Principal will be responsible for the executive management of the College and its day-to-day direction. They should understand and respect the role of the Board and ensure that appropriate matters are brought to the Board taking advice of the Governance Professional and senior leadership team as necessary.
- 9.5 The specific responsibilities of the CEO/Principal in relation to board business include:
- Ensuring that board decisions are implemented through the College's management structure;
 - Advising the Board as required;
 - Undertaking the role of the Accounting Officer.

The Principal is also responsible for prompt and coherent management reports to the Board on the College's activities and prospects, including the emergence of major new risks and opportunities; and for facilitating appropriate opportunities for board members to see first-hand the work of the College and meet with students and staff.

10. SPECIAL MEETINGS OF THE CORPORATION

- 10.1 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five Members. Where the Chair or, in his 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 therefore are given within such period, being less than seven days, as s/he specifies.

11. CORPORATION SEAL

- 11.1 The application of the Corporation Seal shall be authenticated by the signature of the Chair of the Corporation, or in their absence, the Vice Chair, and one other Member who is not a staff or student member or the Group Chief Executive.

12. MINUTES OF MEETINGS

- 12.1 Minutes of meetings will record the outcome of discussion on agenda items. It may be necessary, however, to include sufficient narrative to allow a person not in attendance at the meeting to determine why a particular decision was made.
- 12.2 The detail of Members' discussion at meetings, including opinions expressed on individual issues are regarded as confidential and not a matter of formal record in the minutes unless a Member wishes that their view is formally minuted.
- 12.3 Separate minutes, which will be confidential, will be taken of those parts of the meetings from which the Governance Professional, staff or student members have withdrawn. Decisions with regard to the following will also be recorded in confidential minutes:
- matters relating to an individual member of staff or student;
 - matters relating to a commercial transaction which if known would disadvantage the College;
 - matters relating to a negotiating position with a trade union or legal advice which, if known, would disadvantage the College.

At the first meeting of the Corporation after the end of the academic year the Governance Professional will present a report setting out all items which have been dealt with on a confidential basis. The Corporation will review these items and agree which are no longer confidential and may be released for public access.

Matters relating to individual students or staff will remain confidential. The confidential restriction for other Corporation business will be removed after two years.

- 12.4 Approved Corporation minutes together with agendas and supporting papers will be kept securely by the Governance Professional.

13. ALLOWANCES FOR CORPORATION MEMBERS

- 13.2 Members may be reimbursed for travelling and subsistence costs associated with attending Corporation meetings, committee meetings and training events.
- 13.3 Forms to allow Members to reclaim travelling and subsistence allowances are available from the Governance Professional.

14. APPOINTMENT OF SENIOR STAFF, INCLUDING THE CLERK TO THE CORPORATION

- 14.1 Posts designated as Senior Posts shall be determined by the Corporation.
- 14.2 Where a senior post or the post of Governance Professional becomes vacant, or is expected to become vacant, the Corporation shall determine the arrangements for the advertisement (if any), selection and appointment of a successor.
- 14.3 The Instrument of Government 7(1) requires that 'the Corporation shall appoint a person to serve as its Clerk'. The Corporation is responsible for agreeing the job description for the Governance Professional (Clerk), their conditions of service and remuneration for the post. The Corporation shall determine the selection procedure for the post. Where the Governance Professional holds another appointment within the College, it will be necessary to ensure independence of the Governance Professional from those other duties within the College.
- 14.4 The Governance Professional shall be independent, report directly to the Corporation and must have a relevant qualification or equivalent experience to facilitate effective Governance.
- 14.5 In dealing with Board business the Governance Professional shall be solely responsible to the Board and have a direct reporting line to its Chair.
- 14.6 The Corporation must protect the Governance Professional's ability to carry out their responsibilities by ensuring adequate time and resources, including training, development and support staff where necessary, to undertake the role effectively.
- 14.7 The Governance Professional must inform the Corporation if there is a belief that any proposed action by the Corporation would exceed its powers or involve regulatory risk.

15. CORPORATION COMMITTEES

- 15.1 The Corporation shall set up such Committees which may be required by its Instrument and Articles and funding agreements.
- 15.2 The Corporation may establish other committees for any purpose or function other than those assigned in the Articles of Government to the CEO/Principal.
- 15.3 The Corporation may delegate powers to any committee except for the following functions:
- the determination of the educational character and mission of the institution;
 - the approval of the annual estimates of income and expenditure;
 - the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

- the appointment of the CEO/Principal or holder of a senior post;
- the appointment of the Governance Professional (including where the Governance Professional is, or is to be, appointed as a member of staff); and
- the modification or revocation of the Articles.

15.4 The Corporation may not delegate, other than to a committee of members of the Corporation:

- the consideration of the case for dismissal; and
- the power to determine an appeal in connection with the dismissal

of the CEO/Principal, the Governance Professional or the holder of a senior post.

15.4 The Corporation shall determine the size and membership of each committee and shall appoint the Chairs.

15.5 Committee Chairs shall play an active role in Corporation meetings and provide feedback on committee business to the Board.

15.6 The terms of reference for each committee will set out:

- The objectives of the Committee.
- The arrangements for the appointment of members, the appointment of the Chair and the quorum.
- The frequency of meetings.
- The extent of the Committee's authority.
- The duties of the Committee.
- Reporting procedures.

shall be determined by each Committee.

15.7 The provisions of the Corporation's Standing Orders, unless separate arrangements have been approved in their terms of reference, shall be applicable to all committees of the Corporation.

16. AMENDMENTS TO STANDING ORDERS

16.1 These Standing Orders shall be subject to annual review.

16.2 These Standing Orders may be amended at any time by the Corporation.



Staff to be in attendance at meetings of the Corporation and its Committees where they have not been appointed to membership.

All staff invited to be in attendance at any meeting of the Corporation or its committees may be requested to withdraw from the meeting by Members present.

Any staff not listed may be invited at the specific request of the Corporation or Committee.

Corporation

Governance Professional
Chief Finance Officer (Chief Operating Officer)
Deputy Principal
Assistant Principals

Audit Committee

Governance Professional
Internal and External Audit
CEO/Principal
Chief Finance Officer (Chief Operating Officer)

Director of Finance
Director of IT and MIS

Curriculum & Quality

Governance Professional
Deputy Principal
Assistant Principals

Finance and General Purposes Committee

Governance Professional
Chief Operating Officer

Search and Governance Committee

Governance Professional

Senior Staff Performance and Remuneration Committee

Governance Professional
Assistant Principal HR & OD