

**STANDING ORDERS FOR THE CONDUCT OF MEETINGS
OF THE CORPORATION AND RELATED ISSUES**

Subject:	Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
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POLICY NO. G4/21

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1. Introduction

- 1.1 Nothing in this document shall override the provisions of the Instrument and Articles of Government of HCUC which at all times are to be regarded as the primary sources of guidance.
- 1.2 It is the responsibility of the Clerk to the Corporation to interpret the following documents and to advise the Corporation (or if appropriate the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the regulations:
- Instrument and Articles of Government
 - Standing Orders for the Conduct of Meetings and Related Issues
- 1.3 A number of other documents will be considered when conducting Corporation business:
- Financial Memorandum with the Education & Skills Funding Agency (ESFA)
 - Governor Training Materials
 - Good practice guides for Governance Professionals
 - Code of Conduct for Members of the Corporation
- 1.4 In addition to the documents referred to above, the Clerk to the Corporation will have regard to longstanding custom and practice as far as it relates to work of the Corporation.

2. Attendance by members at meetings of the Corporation

- 2.1 Members have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.
- 2.2 Members are asked to give the Clerk to the Corporation as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to the Corporation to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum
- 2.3 The Clerk to the Corporation will maintain a register of attendances at meetings for future reference by members and other interested parties.
- 2.4 The Instrument of Government provides in paragraph 10 (2) (b) for the Corporation to consider removing a member from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from office is justified. In the light of individual circumstances, it may be

appropriate for the Corporation to grant leave of absence to a member from his or her duties as a member of the Corporation.

3. Publication of minutes and papers

3.1 The Corporation has approved a Policy on Public Access to College Information.

4. Access to meetings of the Corporation

4.1 Members of the Corporation, the Clerk to the Corporation and anyone acting as Deputy Clerk are the only persons entitled to attend all meetings of the Corporation.

4.2 It is important to remember that in certain circumstances a member of the Corporation may be asked to withdraw.

4.3 A staff member shall withdraw:

- (a) From that part of any meeting of the Corporation at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- (b) From that part of the meeting of the Corporation at which the appointment of his successor is to be considered; and
- (c) If so required by a resolution of the other members present from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his own are to be considered.

4.4 A staff member who has been suspended from the College pending disciplinary proceedings shall not be entitled to attend Corporation meetings until the outcome of the disciplinary proceedings is known.

4.5 A student member who is under the age of 18 shall not vote on any question concerning any proposal.

- (a) for the expenditure of money by the Corporation; or
- (b) under which the Corporation or any members of the Corporation would enter into any contract or would incur any debt or liability (immediate, contingent or otherwise).

4.6 A student member shall withdraw from that part of any meeting of the Corporation at which his conduct, suspension or exclusion is to be considered.

4.7 A student member who has been suspended from the College pending disciplinary proceedings shall not be entitled to attend Corporation meetings until the outcome of the disciplinary hearing is known.

4.8 In any case where the Corporation are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspensions, dismissal or retirement of a member or prospective member of the staff of the College, a student member shall:

- (a) take no part in the condition or discussion of the matter in question and not vote in any question with respect to the matter; and
- (b) where required to do so by any one member of the Corporation present at the meeting, withdraw from the meeting.

- 4.9 The Instrument and Articles of Government do not require a member to withdraw in the circumstances detailed in paragraph 11 of the Instrument (members with a financial interest in an item of business). However, there has been an expectation on the part of the Corporation that if such circumstances arose (and this will be rare) the member concerned would withdraw from the meeting.
- 4.10 Responsibility for determining who may attend meetings of the Corporation other than members and the Clerk to the Corporation rests with the Corporation (Instrument of Government paragraph 17).
- 4.11 The CEO and the Clerk to the Corporation will consider which members of staff are required to attend meetings of the Corporation so that the Corporation have access to information and advice (for example it is likely that the Principal Uxbridge/ Deputy CEO, Principal Harrow and the Group Director Finance and Resource Planning, will be invited to all meetings of the Corporation).
- 4.12 The Corporation places responsibility on the CEO and Clerk to the Corporation to ensure that members of staff withdraw from meetings as and when the need arises. Such an arrangement avoids potential embarrassment for all parties. If, however, a member of the Corporation believes that members of staff should withdraw from a meeting for a particular item he or she is required to bring this to the attention of the meeting. The Corporation will then decide on the matter.
- 4.13 The Corporation has approved a Policy on public attendance at Corporation and Sub-Committee meetings.
- 4.14 Agenda items which deal with the following items will generally be regarded as confidential and will be treated as such:
- Personal information relating to an individual.
 - Information provided in confidence by a third party who has not authorised its disclosure.
 - Financial or other information relating to procurement decisions, including that relating to the college negotiating position.
 - Information relating to the negotiating position of the college in industrial relations matters.
 - Information relating to the financial position of the college where disclosure might harm the college or its competitive position, as determined by the governing body.
 - Legal advice received from or instructions given to the college legal advisors.
 - Information planned for publication in advance of that publication.
 - Any other matters which, by reason of their nature, the Corporation is satisfied should be dealt with on a confidential basis.

5. Quorum

- 5.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the membership. The current approved membership of the Corporation is 15 and therefore a quorum will be 6 members.

- 5.2 Meetings of Corporation committees shall be quorate if the number of Corporation members and co-opted Committee members is at least 40% of the Committee membership. Based on current Committee membership then the quorum for all Committees shall be 2/3 members (see individual Committee Terms of Reference for more detail).
- 5.3 If the number of members attending for a meeting of the Corporation or a Corporation committee does not constitute a quorum, then the meeting shall not be held. If in the course of a meeting of the Corporation or a Corporation Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated. In such circumstances, the Chair shall at his/her discretion cause a special meeting to be summoned as soon as possible.

6. Proceedings of Meetings

- 6.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question.
- 6.2 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 6.3 A member may not vote by proxy.
- 6.4 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 8.6 with regard to the appointment of the Chair and Vice Chairs).
- 6.5 No resolution (decision) by the Corporation 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.
- 6.6 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically paragraph 15(5)).
- 6.7 There will be occasions when an individual member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body.
- 6.8 Rules of debate are set out in section 7 below.

7. Rules of debate at meetings

- 7.1 The reports received by the Corporation will normally include a clear recommendation. Past experience has shown that the Corporation prefers a basis to work from. It is true to say that the Corporation will often adopt the recommendation of the Clerk to the Corporation and/or CEO. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member.
- 7.2 At any time during a discussion a member may raise a point of order if he or she believes that the provisions of the Instrument and Articles of Government and/or the

Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk to the Corporation has been obtained will be final and shall not be challenged at the meeting.

7.3 It is the responsibility of the Chair, working in collaboration with the Clerk to the Corporation, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not lost sight of. If a member believes that it would be helpful for the efficient conduct of business, he or she may propose one or other of the following motions:

- that the question now be put
- or
- that the Corporation proceed to the next item of business

7.4 All discussions at meetings of the Corporation will be conducted through the Chair.

7.5 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.

8. Appointment of Chair and Vice Chair of the Corporation

8.1 The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair from among their number.

8.2 The following members of the Corporation are not eligible to be appointed Chair or Vice Chair:

- CEO
- Staff members
- Student members

8.3 Whilst the members named in paragraph 8.2 above are not eligible to be appointed Chair or Vice Chair they may participate in the appointment process.

8.4 The period of office of the Chair and Vice Chairs will be determined by the Corporation. Custom and practice provides that the appointments be made for a period of two years which may be renewed for further two year periods.

8.5 The Search Committee will normally make a recommendation to the Corporation as to the most appropriate member/members to be appointed as Chair and Vice Chair.

8.6 When it is necessary to appoint a Chair the Clerk to the Corporation will take the Chair and invite nominations. If more than one member is proposed and seconded an election will take place. This will be on the basis of a simple show of hands. If there is a tie the Clerk to the Corporation will arrange for an immediate secret ballot to take place, if there continues to be a tie the matter will be decided by a toss of a coin. As soon as a member has been appointed as Chair the Clerk to the Corporation will relinquish the chair and the remainder of the meeting will be conducted by the Chair.

- 8.7 If the Chair is absent from any meeting then one of the Vice Chairs will act as Chair for that meeting.
- 8.8 If the Chair and both Vice Chairs are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting (Under the terms of paragraph 8.2 above the CEO, Staff Members or the Student Member may not be appointed as Chair of the Meeting)
- 8.9 The Chair, Vice Chairs and Chairs of Committees are eligible for reappointment following the completion of their respective terms of office. They may normally serve a maximum of two terms in office.

9. Agendas for meetings – any other items of urgent business

- 9.1 Agendas for meetings of the Corporation will include the item “any other items of urgent business”. The operative word used in this item is “urgent” and thus only items which arise after the publication of the agenda should be raised for consideration.
- 9.2 Items agreed as urgent will normally be discussed as the last item on the agenda although the Chair will ask during an early stage in proceedings if any member or the Clerk to the Corporation proposes to put forward an item of urgent business.
- 9.3 The Chair will need to be assured that the issue is one which meets the following criteria:
- it is a proper item for the Corporation to consider having regard to the Articles of Government and the terms of reference of the Committees of the Corporation;
 - it needs urgent attention by the Corporation.
- 9.4 If appropriate the Chair will ask the Corporation as a whole to concur that a proposed item of urgent business is not heard. If the member who has asked for the item of urgent business to be added is not prepared to withdraw it, then the Chair will call for a vote on the motion to include the item as urgent business.
- 9.5 Members of the Corporation are asked to attempt to give prior notice to the Clerk to the Corporation to their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

10. Action taken by the Chair of the Corporation

- 10.1 The Articles of Government specify the roles and responsibility of the Corporation, the CEO and the Clerk to the Corporation.
- 10.2 Provision is made in the Articles of Government for the delegation of functions to the Committees, the chair of the Corporation or the CEO, with the exception of the following responsibilities which cannot be delegated:
- the determination of the educational character and mission of the institution;
 - the approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the institution and the Corporation and for the safeguarding of their assets;
 - the appointment or dismissal of the CEO, or other Senior Post-holder;

- the modifying or revoking of the Articles of Government and
- the appointment of the Clerk to the Corporation (including where the Clerk to the Corporation is, or is to be, appointed as a member of staff).

- 10.3 There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may 'take action' on behalf of the Corporation on the condition that such a course of action is not contrary to the Articles of Government or other regulations.
- 10.4 Requests for action by the Chair will only be made through the office of the Clerk to the Corporation. Requests should normally be made in writing although if an issue requires immediate attention, it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.
- 10.5 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk to the Corporation.
- 10.6 The Clerk to the Corporation, in consultation with the Chair of the Corporation and the CEO, will judge if it is thought appropriate to seek the views of the Chair of the standing committee associated with the issue before the decision of the Chair is made.
- 10.7 The Corporation has decided not to delegate specific functions to the Chair of the Corporation as this may prove to be too restrictive for the arrangements to work effectively as and when appropriate.

11. Statement made on behalf of the Corporation

- 11.1 Unless otherwise agreed by the Corporation in particular circumstances statements on behalf of the Corporation will be made only by the following:
- the Chair
 - the CEO
 - the Clerk to the Corporation
- 11.2 The content of the statements will be the subject of consultation between the Chair, the CEO and where appropriate other Senior Postholders.
- 11.3 It is recognised that the majority of items which require a public statement concern the management and day to day operation of the College and thus are dealt with by, or on behalf of, the CEO.
- 11.4 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 11.5 Custom and practice is for the Clerk to the Corporation to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation.

12. Individual contributions by members of the Corporation

- 12.1 The Instrument of Government includes the following statement (paragraph 12 (6); *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.*
- 12.2 Members must take a personal decision about each matter submitted to the Corporation and must contribute to debates accordingly.
- 12.3 Once a matter is considered by the Corporation each and every individual member of the Corporation is expected to be bound by the collective decision of the Corporation whatever personal views are on issues.
- 12.4 Particular regard should be taken of the confidentiality of certain proceedings guidance on which is included in the Policy on Public Access to College Information.
- 12.5 Notwithstanding the provision of this section any member who disagrees with an issue is entitled to speak against and to explain his/her views. If, having raised a matter, the majority view is to proceed in such a way which causes one or more members concern, the dissenting views can on request be recorded in the minutes of the meeting together with the names of Members who voted against the proposition. Furthermore, a member can request, through the Chair for advice to be obtained on a particular matter. The Corporation will decide if the request is reasonable given the subject matter of the issue.
- 12.6 The importance of working for the good of HCUC cannot be overstated which may mean on occasions that personal views have to be put to one side once a decision is reached by the Corporation.

13. Register of Interests

- 13.1 Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purpose of the institution or receive any remuneration for their services as a member; provided that a member who is a member of the staff of the institution (including the CEO) may receive remuneration in that capacity.
- 13.2 A member who has financial interest in:
- the supply of work or goods to or for the purposes of the institution;
 - any contract or proposed contract concerning the institution; or
 - any other matter relating to the institution
- and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

- 13.3 The Corporation has agreed that all members will complete and keep up to date a Register of Interests as an indicator of a commitment to the principles of good governance.
- 13.4 The completed Register of Interests to be maintained by the Clerk to the Corporation.
- 13.5 The Register of Interests will be available for inspection.
- in the office of the Clerk to the Corporation in the same way as other public documents (see also paragraph 3)
 - at any meeting of the Corporation or committees of the Corporation.
- 13.6 The Register of Interests of the Corporation of HCUC will include specific sections on the following:
- employment/self-employment
 - directorships of commercial companies and other organisations
 - partnerships
 - consultancies
 - significant shareholdings
 - elected office
 - trusteeships or participation in the management of charities & other voluntary bodies
 - public appointments (paid or unpaid)
 - membership of professional bodies and trade or other associations
 - gifts
- 13.7 In addition members will be asked to consider the relevance of completing returns about the interest of their spouse, partner and other close relatives (including children) to the extent that they know of these interests.
- 13.8 Members are requested to make known at the beginning of meetings any matters before the Corporation or committees of the Corporation in which they or anyone with a close connection to them have an interest be it financial or otherwise.

14. Code of Conduct

- 14.1 The Corporation believe that it is appropriate to maintain a Code of Conduct for members of the Corporation.
- 14.2 The Code of Conduct will be displayed on the College website and copies made available to any interested parties.
- 14.3 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct.

15. The Clerk to the Corporation

- 15.1 The Instrument of Government provides for the Corporation to appoint a Clerk to the Corporation.

- 15.2 The Corporation has approved a detailed job description for the role of Clerk to the Corporation.
- 15.3 The Clerk to the Corporation is responsible to the Corporation as a whole. It is recognised, of course, that the Clerk to the Corporation will work closely with the Chair, the Chairs of the standing committees and the CEO. Notwithstanding this the Clerk to the Corporation will be available to support and advise all members of the Corporation.
- 15.4 When the role of Clerk to the Corporation becomes vacant (or is about to become vacant) the Corporation will determine the arrangements for appointing a new Clerk to the Corporation.
- 15.5 In order to avoid potential conflicts of interest involving the Clerk to the Corporation, the Corporation will approve the appointment of a Deputy Clerk who will clerk those committees where the Clerk to the Corporation also attends as an Officer.

16. Servicing the Corporation

- 16.1 The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, the Standing Committees and any other groups established from time to time.
- 16.2 As indicated in paragraph 15.2 above the Corporation has approved a detailed job description for Clerk to the Corporation which sets out the role and responsibilities.
- 16.3 No resolutions of the Corporation can be made without the Clerk to the Corporation being in attendance at the meeting to carry out the servicing role (see also paragraphs 16.4 and 16.5 below).
- 16.4 It will be appropriate for the Corporation to ask the Clerk to the Corporation to withdraw from a meeting when consideration is to be given to the conduct of the Clerk to the Corporation (including possible dismissal) or remuneration. On those relatively rare occasions when the Clerk to the Corporation is not present for a specific item on the grounds of personal interest the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.
- 16.5 In the absence of both the Clerk to the Corporation and any Deputy Clerk to the Corporation due to illness or other good and urgent cause the Chair will make arrangements, following discussion with the CEO and if possible the Clerk to the Corporation, for someone other than a member of the Corporation to carry out the role on a temporary basis. The recommendation of the Chair will be considered by the Corporation as the first item of business at the meeting which cannot be attended for whatever reason by the Clerk to the Corporation or Deputy Clerk of the Corporation.

17. Resolving difficulties

- 17.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or even beyond its powers. The Corporation has demonstrated that it wishes to enable the Clerk to the Corporation to carry out the full role and responsibilities in line with best practice. In doing so the

Corporation has recognised that there may be exceptional circumstances when the Clerk to the Corporation feels that her or his advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk.

17.2 The Corporation has reviewed guidance for governance professionals on resolving difficulties and agreed that should the need arise the Clerk to the Corporation may seek advice from the ESFA. If such action is taken the Clerk to the Corporation will inform the Chair and CEO accordingly.

17.3 Before the Clerk to the Corporation refers a matter to the ESFA he/ she will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be reviewed:

- the concerns of the Clerk to the Corporation to be put in writing to the Chair and CEO;
- inform the Chair of the Audit Committee, if the issue is relevant to the terms of reference of that Committee;
- report the concerns to a meeting of the relevant Corporation standing committee or the full Corporation;
- consult the external or internal auditors;
- obtain legal advice if there is a disagreement about whether an action may be unlawful.

18. The Corporation Seal

18.1 When it is appropriate to use the Corporation Seal the Clerk to the Corporation should approach, in the first instance, the Chair and one of the Vice Chairs to authenticate the seal. In the absence of the Chair and/or the Vice Chairs the Clerk to the Corporation may approach one or more other members of the Corporation.

19. Allowances to Members of the Corporation

19.1 The scheme for the payment of allowances to members of the Corporation for costs which are incurred as a result of their membership of the Corporation is detailed in Appendix 1 to this document.

20. Membership of the Corporation – Availability of information to the public

20.1 A list of the names of members of the Corporation will be available for inspection on the College website and in the office of the Clerk to the Corporation whose address is:

HCUC
Park Road
Uxbridge
Middx UB8 1NQ

20.2 Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation. Provided the Clerk to the Corporation is of the opinion that the subject matter is the proper

business of the Corporation, rather than management, and then the documentation will be forwarded to member.

- 20.3 Normally no charge will be made for postage for forwarding a document to members although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.
- 20.4 Addresses and telephone numbers of members of the Corporation will not be made available to third parties.

21. Membership of the Corporation

- 21.1 The membership of the Corporation of HCUC will be determined from time to time by the Corporation having regard to, as appropriate, the provisions of the Instrument of Government, the recommendations of the Search Committee and custom and practice.
- 21.2 It is the wish of the Corporation that there is an appropriate balance of skills and experience amongst members. This will mean that members will be drawn from a range of backgrounds including (if at all practicable);
- the law
 - human resources – including training
 - education
 - engineering
 - financial management
 - Estates management, architecture or surveying
- 21.3 Independent members will also have broad experience from industry and commerce even if they have a different background to that referred to in paragraph 20.2 above.
- 21.4 The Corporation will have the opportunity to co-opt additional persons to serve on the Corporation so as to enhance the mix of skills and interests.
- 21.5 It is recognised by the Corporation that a bi-annual skills audit should be carried out so as to monitor the current make-up of the membership and to prepare for the time when it is necessary to fill one or more vacancies. This task will be the responsibility of the Clerk to the Corporation acting on behalf of members.
- 21.6 Whilst the personal skills of members are of considerable importance, the Corporation has agreed that there should be an appropriate balance in terms of gender and ethnic origin.
- 21.7 Information on gender and ethnic origin is to be analysed as an integral part of the skills audit.
- 21.8 The Corporation has established a Search Committee to assist it to appoint members in an open and structured way rather than to rely on personal contacts.

- 21.9 The Search Committee will, from time to time, review (1) the skills audit and (2) information on gender and ethnic origin so as to assist in determining an action plan for filling vacancies on the Corporation.
- 21.10 It has been agreed that one Staff Governor should represent Harrow College (HC), be a member of staff at that college (defined by 80% of their working time spent at HC) and be nominated by Harrow College staff; and the second Staff Governor should represent Uxbridge College (UC), be a member of staff at that college (defined by 80% of their working time spent at UC) and be nominated by UC staff.
- 21.11 If more than one candidate is nominated for any staff governor vacancy, the candidates will be interviewed by the Search Committee of the Corporation.
- 21.12 It has been agreed that one Student Governor should represent Harrow College (HC), be a student at that college and be elected by Harrow College students; a second Student Governor should represent Uxbridge College (UC), be a student at that college and be elected by UC students.
- 21.13 It is understood that the final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation in such matters.
- 21.14 HCUC staff and student governor membership will be reviewed at the end of the first year post-merger (July 2022).

22. Committees of the Corporation

- 22.1 In accordance with Articles 4, 5, 6 and 7 of the Articles of Government, the Corporation shall establish the following sub-committees of the Corporation:
- 22.1.1 Audit Committee
 - 22.1.2 Search & Governance Committee
 - 22.1.3 Remuneration Committee
 - 22.1.4 Resources Committee
 - 22.1.5 Quality Curriculum and Student Committee
- 22.2 Membership of these committees shall be determined by the Search Committee and will be based on Corporation members' skills and expertise. The Chair, Vice-Chair and CEO shall be ex-officio members of committees (if not appointed to a particular committee).
- 22.3 The following rules on attendance at sub-committee meetings shall apply:
- All designated members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee.
 - Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee only at the invitation of the Chair of the relevant committee.
 - Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the committee
 - During the course of a meeting, any member attending by invitation shall be

permitted to speak on any issue only with the permission of the Chair of the committee.

- No person who is not:
 - a member of the Corporation; or
 - the Clerk to the Corporation; or
 - a co-opted member
 shall be allowed to attend any meeting of a committee except by the invitation of the Chair of the Committee.
- Senior officers of the College shall attend meetings of committees in accordance with their responsibilities and requirements and at the request of the CEO.

23. Stakeholder and Scrutiny Committees

23.1 A Stakeholder and Scrutiny will be set up at each College within the HCUC Group (Harrow College and Uxbridge College) to advise the HCUC Corporation and the Principals of Harrow and Uxbridge Colleges on:

- The educational character of Harrow College and Uxbridge College
- The needs of local stakeholders
- Strategies to respond to local needs
- Strategies to improve the performance of the College

23.2 Each of the Stakeholder and Scrutiny Committees will receive planning and monitoring information on the local College and provide stakeholder views on how the college can respond to local need.

23.3 The Stakeholder and Scrutiny Committees are not designated sub-committees of the HCUC Corporation but provide feedback through the Quality Curriculum and Student (QCS) Committee of the Corporation.

23.4 Membership of the Stakeholder and Scrutiny Committees (SSC) will include HCUC Corporation Members;

- a separate member of the Corporation QCS Committee will Chair the SSC at each of Harrow and Uxbridge Colleges.
- the Principals of Harrow College and Uxbridge College will be members of the SSC for their appropriate College.
- the Staff Governors from each of the colleges will attend their respective SSC
- the Student Governors from each of the colleges will attend their respective SSC

23.5 The balance of membership of the SSCs will be made up of Non-Executive Advisers as follows:

- one other member of staff
- one other FE student
- one HE student
- one local authority representative
- the balance of members (3) who appear to have the necessary skills and experience to support the SSC in fulfilling its terms of reference and at least 1 of whom shall have experience of the needs of local employers

- 23.6 Meetings of the SSC will not be open to persons other than the appointed members, unless with the approval of the Chair.
- 23.7 The agenda and supporting papers shall be confidential documents and the non-confidential minutes of the SSC will remain confidential until they are reported to the Corporation. Any minute which provides personal information about an individual shall remain confidential.
- 23.8 More detail about the operation of the SSCs is contained in the Stakeholder and Scrutiny Committee Terms of Reference.

24. Amendment to Standing Orders for the Conduct of Meetings & Related Issues

- 24.1 The Clerk to the Corporation on behalf of the Corporation will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.
- 24.2 Individual members of the Corporation may wish to suggest to the Clerk to the Corporation improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.
- 24.3 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.

APPENDIX 1

THE CORPORATION OF HCUC

SCHEME FOR THE REIMBURSEMENT OF COSTS ASSOCIATED WITH MEMBERSHIP OF THE CORPORATION

Attendance at meetings of the Corporation and Committees of the Corporation

1. Attendance allowances will not be available to members of the Corporation (ie a payment for attending meetings).
2. Such costs as baby sitter fees which are incurred as a result of attending a meeting will be available to members of the corporation at a rate agreed annually by the Finance & Property Committee.
3. For travel to and from meetings by car – the cost will be reimbursed at the request of a member of the Corporation. The amount to be reimbursed will be at the standard HCUC staff rate as determined by the Resources Committee.
4. For travel to and from meetings by public transport (or in the case of people with disabilities, or exceptionally for members, travel by taxi/mini cab) – the costs will be reimbursed at the request of a member of the Corporation.

Participation in approved training programmes for members of the Corporation

1. The tuition fee (if any) will be paid by the College in approved cases.
2. Travel costs (based on standard rail fares) will be reimbursed by the College in approved cases.
3. The College in approved cases will reimburse any relevant subsistence costs.

How to apply for reimbursement of costs

To claim reimbursement of approved costs incurred in travelling to and from meetings of the Corporation or committees of the Corporation the members should complete a travel claim form and return it, with receipts to the Clerk to the Corporation. Claims must be made at the end of each month where the member has incurred expenditure.

APPENDIX 2

Guidance Note – HCUC**ALTERNATIVES TO CORPORATION MEETINGS****A. Introduction**

This appendix is attached to the Standing Orders of HCUC as additional guidance on good practice after the Corporation amended HCUC's Instrument and Articles to provide for additional methods of making decisions to complement traditional decision making at face to face meetings (March 2014). The guidance takes account of the types of situation which may give rise to problems under the Instruments and Articles as they were before the changes made on 31 March 2012 and the ability from 1 April 2012 for corporations to change their Instruments and Articles, within the limits set by the new Schedule 4 of the Further Higher Education Act 1992, as substituted by the Education Act 2011.

These guidance notes are attached to the Standing Orders of HCUC as a general guide.

B. Alternatives to face to face meetings

1. Video conferencing

The definition of "meeting" in clause 1 of the Instrument of Government, in the form it was in before the modification orders of 31 March 2012, allowed for a meeting by video conference where all those present could see and hear each other. Accordingly, should one or all members of the corporation not be able to both see and hear the others at any stage in the meeting they will at that point not be regarded as being present. This might have the result that the meeting could become inquorate. It is therefore important that before the meeting the video conference equipment is in good working order; also that the person clerking the meeting records any technical failure of the equipment or any other circumstance as a result of which one or all of the members is unable to see and/or hear the others. A test session before using the equipment for an actual corporation meeting is advisable.

Subject to the above considerations, a meeting by video conference has considerable advantages over other alternative methods considered below in that members will be able to observe the demeanour of their colleagues so that much of the quality of social interaction of a face to face meeting can be achieved. However, a virtual meeting still lacks the closeness and immediacy of a face to face meeting and it is therefore not an ideal forum for debating complex and possibly controversial matters of importance to the college. It should be used in such circumstances only if it is impossible to deal with the matter at a face to face meeting, either within the ordinary cycle or arranged specially.

2. Telephone meetings

Meetings by telephone conference are both more convenient and cheaper than those by video conference and for this reason are widely used in business. However, the inability to see other members has the following potential drawbacks:

- it is not possible to be sure who is actually present throughout the meeting. It will be necessary to establish who is “on the call” at the outset (with a protocol as to whether any grace will be allowed for people to join the call late). Dedicated telephone conferencing lines may or may not indicate if a particular participant drops out of the call.
- the quality of the social interaction may be reduced and it is therefore easier for misunderstandings to arise. Telephone conferencing is therefore an unsuitable method for dealing with issues of great complexity or of a controversial nature.
- while serious technical difficulties are less likely than with video equipment there can still be problems, particularly if any members are calling in from locations where signal quality may be poor. It is desirable to use a dedicated telephone conferencing line and for the clerk, and perhaps also the chair and principal, to have a dummy run before using the system for an actual corporation meeting.

It is not possible to undertake meetings by telephone conference under the 2008 Instruments and Articles, unless amended under the new Education Act 2011 powers.

[Uxbridge College (HCUC) amended its I&A to enable this to take place in March 2014.]

3. E-mail

Although institutions have attempted to make decisions by use of e-mail between corporation members there is no authority for this in the 2008 Instrument and Articles as a series of e-mails cannot constitute a ‘meeting’ as defined by clause 1 of the Instrument. Nor would it seem appropriate to amend the definition to cover decision by e-mail since the notion that a series of e-mails could constitute a meeting is conceptually incoherent. There are, however, various ways in which e-mail might be used in such a way as to help the decision making process, for example:

- as a way for the corporation chair to take soundings of the views of corporation members, before making a decision under delegated powers. It is preferable for the chair to be given specific delegated authority, where the need for a delegated decision is identified in advance, rather than relying on any general authority to the chair to take ‘chair’s action’. There is no provision in the 2008 Instrument and Articles for a decision by ‘chair’s action’ in the further education sector, (unlike that of local government). However, it would be possible for corporations to use the Education Act 2011 powers to provide general authority to the chair to make decisions on their behalf where it is expedient and ratified at the next available meeting; and
- where e-mail is used simply as the delivery mechanism and the decision making process is a written rather than oral one (whether the written process is dealt with electronically or in hard copy form). The use of ‘written resolutions’ is considered below.

4. Written resolutions

It is common for the constitutional documents of companies (their Memoranda and Articles of Association) to allow decisions to be made by directors using a process of written resolutions. These have been used in widely varying situations, including those of great importance to the company (such as the dismissal of the chief executive). However, they tend to be used in situations which are clear cut and which can be reduced to a straightforward 'yes' or 'no' response. It is usual for there to be a requirement of a substantial majority of members so that a resolution will not be passed if it is highly controversial and only secures a bare majority. Nor are they likely to be suitable where a range of alternative outcomes is possible and members may wish to have the resolution substantially amended and possibly even re-amended, before it is put to the vote.

Provision for written resolutions will need to be made by inclusion of a new clause in the Instrument and Articles setting out the mechanics of how written resolutions will work. There may also be consequential changes required elsewhere in the Instrument and Articles.

[Uxbridge College amended its I&A to enable provision for written resolutions in March 2014.]

C. Other considerations

1. However a meeting has been conducted, it should be minuted and the minutes should record the mode of attendance by members and details of any problems any member may have experienced in taking part in the meeting.
2. Adoption of new ways of making decisions should not be seen in isolation but as an important part of the process of increasing the efficiency of the corporation's business processes. Other matters which may have a bearing on this and which may resolve some of the problems which these alternative decision making methods are intended to address include:
 - reduction in the quorum from the 40% stipulated in the 2008 Instrument and Articles. A modest reduction in the quorum level may be acceptable to some corporations;
 - review of the corporation's schedule of meetings, in order to ensure that decisions on major matters are taken so far as possible within the planned cycle of meetings or, if this is not possible, at special meetings dealing solely with (for example) a major capital project or financial transaction where time is of the essence; and
 - changes to the corporation's scheme of delegation to enable a matter requiring urgent decisions to be dealt with by a smaller group of members and/or staff, subject to appropriate safeguards such as those with delegated powers obtaining the views of other corporation members on any outstanding points and provision of information to the full board as soon as possible after the decision is taken.

Finally, but by no means least, the greater the changes to business process made by the corporation the greater the need for the corporation to review the effectiveness of the changes at a suitable interval.