



# **BARKING & DAGENHAM COLLEGE CORPORATION**

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

Approved by the Corporation 22 October 2009  
Amended 3<sup>rd</sup> March 2011 by Clerk to the Corporation

# **BARKING & DAGENHAM COLLEGE CORPORATION**

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

### **LIST OF CONTENTS**

#### **A GENERAL INTRODUCTION**

1. Introduction
2. The Seven Principles of Public Life

#### **B INSTRUMENT OF GOVERNMENT**

3. Membership of the Corporation (*Instrument of Government, paragraphs 2-5*)
4. Appointment of Chair and Vice Chair of the Corporation (*Instrument of Government, paragraph 6*)
5. The Clerk to the Corporation (*Instrument of Government, paragraph 7 and 14*)
6. Minutes (*Instrument of Government, paragraph 15*)
7. Register of Interests (*Instrument of Government, paragraph 11*)
8. Proceedings of meetings (*Instrument of Government, paragraph 14*)
9. Public Access to meetings of the Corporation (*Instrument of Government, paragraph 14 and 16*)
10. Publication of minutes and papers (*Instrument of Government, paragraph 17 and Articles of Government, paragraph 5*)
11. Allowances to Members of the Corporation (*Instrument of Government, paragraph 18*)
12. Application of the Corporation Seal (*Instrument of Government, paragraph 21*)
13. Agendas for meetings – ‘Any other items of urgent business’
14. Special Meetings of the Corporation (*Instrument of Government, paragraph 12 (4)*)

#### **C THE ARTICLES OF GOVERNMENT**

15. Action taken by the Chair of the Corporation (*The Articles of Government, article 4 (1) (b)*)
16. Appointment of the Principal & Chief Executive and other Senior Postholders (*The Articles of Government, article 12*)

#### **D GENERAL**

17. Attendance by members at meetings of the Corporation
18. Rules of debate at meetings
19. Code of Conduct
20. Political affiliations of Corporation Members
21. Membership of the Corporation - availability of information to the public
22. Amendments to the Standing Orders for the Conduct of Meetings and Related Issues
23. Statements made on behalf of the Corporation
24. Individual contributions by Members of the Corporation
25. Continual Professional Development of Members and the Clerk to the Corporation
26. Resolving Difficulties and the Whistleblowing Policy

## Appendices

1. The Seven Principles of Public Life, the Committee on Standards in Public Life (“The Nolan Committee”)
2. Corporation Documents – Available from the Internet / Intranet (or the Clerk)
3. Training policy for Members and Clerk to the Corporation
4. Role description of Members of the Corporation, Chair and Vice Chair
5. Corporation Member Competencies.

## **A GENERAL INTRODUCTION**

### **1. INTRODUCTION**

- 1.1 These Standing Orders (“the Orders”) supplement the provisions of the Instrument and Articles of Government for the College. In the event of any conflict between the Orders and the Instrument and Articles of Government, the Instrument and Articles shall prevail.
- 1.2 A copy of the Orders for the Conduct of Meetings will be made available to the Corporation Members in hard copy or electronic form and will be brought to each meeting of the Corporation and its Committees by the Clerk:

### **2. THE SEVEN PRINCIPLES OF PUBLIC LIFE**

- 2.1 The Corporation will work to the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee). The seven principles of public life cover the following:
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- 2.2 **Full details of the seven principles of public life are set out in Appendix 1 to this document.**

## **B INSTRUMENT OF GOVERNMENT**

### **3. MEMBERSHIP OF THE CORPORATION (*Instrument of Government, paragraphs 2-5*)**

- 3.1 The composition of the Corporation of Barking & Dagenham College and the number of Corporation Members will be determined by the Corporation having regard to, the provisions of the *Instrument of Government, paragraphs 2-5* and the recommendations of the Search Committee.
- 3.2 All external members appointed will do so for one term of office (4 years). After the first term they can be re-appointed for a further term of office based on the re-appointment procedure and skills needs of the Corporation.
- 3.3 External members will not stand for more than two terms of office.

### **4. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE CORPORATION (*Instrument of Government, paragraph 6*)**

- 4.1 The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair from among their number.
- 4.2 The following members of the Corporation are not eligible to be appointed Chair or Vice Chair:
  - Principal & Chief Executive
  - Staff Member
  - Student Member
- 4.3 Whilst the members named in paragraph 4.2 above are not eligible to be appointed Chair or Vice Chair they may participate in the appointment process.
- 4.4 The period of office for the Chair and Vice Chair will be determined by the Corporation. Custom and practice provides for the following:
  - ❖ The appointments to be made at the first meeting of the Corporation to take place in the Autumn Term;
  - ❖ The appointments to be made for a period of approximately twelve months (i.e. to the first meeting of the Corporation to take place in the following Autumn Term);
- 4.5 When it is necessary to appoint a Chair the Clerk 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 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 will relinquish the chair and the remainder of the meeting will be conducted by the Chair.

- 4.6 The Chair will then invite nominations for the Vice Chair. 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 will arrange for an immediate second ballot to take place. If there continues to be a tie the matter will be decided by a toss of a coin.
- 4.7 If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting (see paragraph 4.2 above with regard to the members of the Corporation who may not be appointed Chair or Vice Chair).
- 4.8 The Chair and Vice Chair are eligible for reappointment following the completion of their respective terms of office provided they are still Members of the Corporation.

## **5. THE CLERK TO THE CORPORATION (*Instrument of Government, paragraphs 7 and 14*)**

- 5.1 The Corporation shall appoint a person to serve as Clerk to the Corporation. The Clerk cannot be a Member of the Corporation and the Principal & Chief Executive is ineligible to serve as Clerk or temporary Clerk to the Corporation.
- 5.2 In the event of the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk to the Corporation.
- 5.3 Although not a Senior Postholder, the Articles of Government require the Clerk, if a member of staff of the College, to be treated in the same manner but only in relation to suspension and dismissal etc. (*Articles of Government, article 16 and 17*).
- 5.4 The Clerk to the Corporation has a job description detailing the duties.
- 5.5 The Clerk to the Corporation shall attend all meetings of the Corporation and its Committees, (subject to *Instrument of Government, paragraph 14*) ( see paragraph 8.5 below with regard to the withdrawal of the Clerk from any meeting).
- 5.6 On those occasions when the Clerk 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.

## **6 MINUTES (*Instrument of Government, paragraph 15*)**

- 6.1 The minutes of the last meeting will be an agenda item (unless it is a Special meeting of the Corporation, in which case they will be considered at the next available meeting)
- 6.2 Minutes agreed to be accurate, will be signed as a true record by the Chair of the meeting
- 6.3 Separate minutes shall be taken where any of the following withdraw from the meeting:
  - ❖ staff
  - ❖ students, or
  - ❖ Clerk to the Corporation
- 6.4 If staff, students or the Clerk have withdrawn in accordance with the Instrument of Government clause 14 (5), (7), (8), (9), or (10), they shall not be entitled to see the Section of the minutes that refers to that part of the meeting. (Unless that request is made under the Data Protection Act, in which case, then that request may have to be complied with).

## **7. REGISTER OF INTERESTS (*Instrument of Government, paragraph 11*)**

- 7.1 The Clerk will maintain a Register of financial and other interests in respect of the Members of the Corporation.
- 7.2 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
  - at any meeting of the Corporation or committees of the Corporation.
- 7.3 In addition members will be asked to consider the relevance of completing returns for their spouse, partner and other close relatives (including children).
- 7.4 It is important to understand that the completion of the Register of Interests does not remove

from members the obligation to declare, as and when appropriate, any specific interests in matters before the Corporation or committees of the Corporation.

- 7.5 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 any one with a close connection to them have an interest be it financial or otherwise (see also paragraph 8.3 'Withdrawal from the meeting')

When a declaration of interest is made at a meeting, the Corporation Member in question will not take part in the consideration of the matter or vote. (See Barking & Dagenham College Code of Conduct for Corporation Members Section 9, Conflict of Interest).

## **8. PROCEEDINGS OF MEETINGS** *(Instrument of Government, paragraph 14)*

### **8.1 VOTING** *(Instrument of Government paragraph 14 (1), (2) (3, and (4)))*

- 8.1.1 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.
- 8.1.2 Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.
- 8.1.3 A member may not vote by proxy or by way of a postal vote
- 8.1.4 No resolution (decision) by the 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.
- 8.1.5 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 at the discretion of the Chair. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 4.5 with regard the appointment of the Chair and Vice Chair).

### **8.2 STUDENT MEMBER AND VOTING RIGHTS** *(Instrument of Government paragraph 14 (7))*

- 8.2.1 A Student Member who is under the age of 18 shall not vote (at the Corporation or at a meeting of any of its Committees) on the following:
- a proposal for the expenditure of money by the Corporation
  - proposals under which the Corporation (or any Members of the Corporation) would enter into any contract or would incur debt or liability whether immediate, contingent or otherwise
- 8.2.2 A Student Member must withdraw from any meeting at which his or her conduct, suspension or compulsion is to be considered (save as for provided for under Article 181 (3)).

### **8.3 WITHDRAWAL FROM THE MEETING** *(Instrument of Government paragraphs 14 (5) (a), (b), (c) and (d), (8), (9) and (10))*

- 8.3.1 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government.
- 8.3.2 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.
- 8.3.3 The issue of rules of debate (including motions and amendments to motions) is dealt with at paragraph 18 below.

### **8.4 WITHDRAWAL FROM THE MEETING BY A MEMBER OF STAFF (EG STAFF MEMBER, PRINCIPAL)** *(Instrument of Government paragraphs 14 (5) and (6))*

A Staff Member (including the Principal) shall withdraw:

- (a) when staff matters relating solely to that individual are to be considered
- (b) when his/her reappointment or the appointment of his/her successor is to be considered
- (c) from that part of any meeting of the Corporation (or any Committee of the Corporation) 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)
- (d) if required to do so by a resolution of the other Members present, from that part of any meeting of the Corporation (or any Committee of the Corporation) at which staff matters relating to any member(s) of staff holding a post senior to his own are to be considered.

8.5 WITHDRAWAL FROM THE MEETING BY A STUDENT MEMBER (*Instrument of Government paragraphs 14 (8) and (9)*)

Where the Corporation (or one of its Committees) is to discuss staff matters relating to a member or prospective member of the staff of the College, a Student Member shall:

- not take part in the discussion and shall not vote on any question with respect to it
- withdraw from the meeting where required to do so by a majority of the meeting (other than Student Members)

A Student Member must withdraw from any meeting at which his or her conduct, suspension or compulsion is to be considered (save as for provided for under Article 21 (3)).

8.6 WITHDRAWAL FROM THE MEETING BY THE CLERK (*Instrument of Government paragraphs 14 (10)*)

The Clerk shall withdraw from a meeting (of the Corporation or one of its Committees) at which:

- his/her remuneration, condition of service, conduct, suspension, dismissal or retirement (in his/her capacity as Clerk) are to be considered.
- if s/he is a member of staff the College, s/he shall withdraw where a Member of the Corporation is required to withdraw under paragraph 8.4 above.

**9. PUBLIC ACCESS TO MEETINGS OF THE CORPORATION** (*Instrument of Government, paragraphs 14 and 16*)

- 9.1 Members of the Corporation and the Clerk will be the only persons entitled to attend all meetings of the Corporation, unless they are asked to withdraw under the provisions of *Instrument of Government paragraphs 14 (5), 14 (7), 14 (8) and 14 (9)*.
- 9.2 Responsibility for determining who may attend meetings of the Corporation (other than members and the Clerk) rests with the Corporation (*Instrument of Government paragraph 16*).
- 9.2.1 At the discretion of the Corporation the Deputy Principals and Director of HR should be present throughout the meetings to present their reports and answer Members' questions on their respective areas of work.
- 9.2.2 Other members of SMT may be invited to attend to present their reports.
- 9.3 While the majority of business conducted by the Corporation is not confidential, the Corporation deem it appropriate that members of the public, staff of the College or members of the press shall not have automatic rights to attend meetings as observers.
- 9.4 A person wishing to attend, as an observer should approach the Clerk who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until a decision is reached by the Corporation the person wishing to attend the meeting will be required to remain outside of the meeting room.
- 9.5 While considering such requests the Corporation will have regard to the availability of space in the meeting room, the reason for the request to attend and health and safety considerations.
- 9.6 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.
- 9.7 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.
- 9.8 If there is any form of disruption by members of the public and/or the press the Chair will have the authority to suspend the meeting and his/her decision will be final.
- 9.9 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.

**10. PUBLICATION OF MINUTES AND PAPERS (*Instrument of Government, paragraph 17, and Article 5*)**

10.1 Instrument of Government, paragraph 17 (1)

With the exception of excluded items (see paragraph 10.2 below) the following will be available for inspection during normal office hours from the office of the Clerk to the Corporation:

- ❖ the agenda for every meeting of the Corporation;
- ❖ the draft minutes of meetings of the Corporation, if they have been approved by the Chair of that meeting;
- ❖ the signed minutes of meetings of the Corporation;
- ❖ any reports, document or other paper considered at any meeting of the Corporation.

10.2 Excluded items (Instrument of Government, paragraph 17 (2))

The following material will not be available for public inspection:

Locally determined excluded items:

1. Documentation relating to 'live' tendering processes or other commercially sensitive documentation (unless after the lapse of 12 months the Corporation deem it to be appropriate).
2. Members will not have right of access to minutes dealing with matters in respect of which they are required to withdraw from meeting under the College's Instrument of Government.
3. Legal opinions from a third party
4. Excluded items under the Instrument of Government, paragraph 17 (2):
  - 4.1 Any matters concerning a named person employed at or proposed to be employed at the College;
  - 4.2 Any matters concerning a named student at, or candidate for admission to, the College;
  - 4.3 The Clerk to the Corporation
  - 4.4 Any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

There will be a standing Corporation agenda item that reads:

"The Corporation are invited to agree, at the end of each meeting, which items, if any, should be kept confidential, (bearing in mind the criteria for confidentiality listed above".

As a general rule, confidential papers will come into the public domain within one year of their first publication. However, Members are reminded that there will be papers which must remain confidential – either because they contain information relating to individuals, or contain information which the Corporation has decided for specific reasons should not be made public" (e.g. by virtue of the Instrument of Government, Data Protection Act or exemptions under the Freedom of Information Act).

5. Other matters that would breach the Data Protection Act if not kept confidential.
6. The Clerk will report to the Corporation on an annual basis on the continuing need to keep confidential items designated during the year as confidential.

10.3 The Clerk to the Corporation's office is located in:

'B' Block, First Floor

Barking & Dagenham College  
Dagenham Road  
Romford  
Essex  
RM7 0XU

The Clerk can be reached through the PA to the Clerk to the Corporation on Tel: 01708 770000 x7305

10.4 In addition to the arrangements outlined above the Clerk to the Corporation will arrange for the following items to be in the College Library and Learning Resource Centre, F Block and on the Internet:

- ❖ Instrument and Articles
- ❖ Standing Orders (including rules on access to meetings)
- ❖ Terms of Reference of Committees
- ❖ Agendas and Minutes of the Corporation
- ❖ Minutes of Committee Meetings
- ❖ Corporation Code of Conduct
- ❖ Calendar of meetings
- ❖ Appointments Procedures and Rules

**11. ALLOWANCES TO MEMBERS OF THE CORPORATION (*Instrument of Government, paragraph 18*)**

- 11.1 Corporation Members will not be entitled to remuneration for performing their duties.
- 11.2 Corporation Members will be entitled to claim reasonable travel and subsistence expenses incurred whilst performing their duties and attending approved development events in line with the current staff travel and subsistence policy.

**12. APPLICATION OF THE CORPORATION SEAL (*Instrument of Government, paragraph 21*)**

- 12.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a deed should be under seal e.g. a transfer of property by the Corporation.
- 12.2 Section 20 (4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.
- 12.3 In accordance with clause 21 of the Instrument of Government, the use of the seal by the Corporation should be authenticated by the signature of either the Chair or some other Member authorised (either generally or specifically) by the Corporation to act for that purpose AND the signature of any other Corporation Member.
- 12.4 The application of the seal of the Corporation will be authenticated by:
- (a) The signature of either the Chair or some other Member authorised either generally or specifically by the Corporation to act for that purpose AND
  - (b) the signature of any other Member.

**13. AGENDAS FOR MEETINGS – ‘ANY OTHER ITEMS OF URGENT BUSINESS’**

- 13.1 The Corporation is not obliged to include an item for any other business on its agenda. It can be bad practice and can lead to items being raised without notice and unnecessarily extending the length of meetings.
- 13.2 The Corporation does however recognise that an important and urgent issue may have genuinely arisen after the agenda was prepared that cannot properly be dealt with by the Chair and Vice Chair's action and does not warrant a special meeting, nor can it wait until the next scheduled meeting. Under these circumstances the Member wishing to raise the item must do so at the start of the meeting and if the majority agree to consider it (bearing the above in mind) it will be added to the agenda.

**14. SPECIAL MEETINGS OF THE CORPORATION (*Instrument of Government, paragraph 12 (4)*)**

- 14.1 A Special meeting of the Corporation may be called at any time by:
- the Chair; or

- at the written request of any five Members

14.2 Where the Chair (or in his/her absence, the Vice Chair) so directs on the grounds that there are matters requiring urgent consideration, written notice of the meeting may be given within less than seven calendar days.

## **C THE ARTICLES OF GOVERNMENT**

### **15. ACTION TAKEN BY THE CHAIR OF THE CORPORATION (*The Articles of Government, Article 4 (1) (b)*)**

15.1 The Articles of Government specify the roles and responsibility of the Corporation, the Principal (Chief Executive) and the Academic Board.

15.2 Provision is made in the Articles of Government for the delegation of functions to the Committees, the Chair of the Corporation or the Chief Executive with the exception of the following five 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 the safeguarding of their assets;
- ❖ The appointment or dismissal of the Principal and Chief Executive, Other Senior Postholders and the Clerk to the Corporation; and
- ❖ The modifying or revoking of the Articles of Government.

15.3 There are occasions when issues arise which should be placed before the Corporation but 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 (or Vice 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.

15.4 The decision of the Chair (or Vice Chair), which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk with the reasons why it could not wait.

### **16 APPOINTMENT OF THE PRINCIPAL & CHIEF EXECUTIVE AND OTHER SENIOR POSTHOLDERS (*The Articles of Government, article 12*)**

16.1 The Articles of Government, provide the arrangements to be followed upon the occurrence of a vacancy or expected vacancy in a senior post .

16.2 The Corporation's Appointment of the Principal & Chief Executive and other Senior Postholders Policy put this duty into practice.

## **D GENERAL SECTION**

### **17. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION**

17.1 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 however, appreciated, that there may be occasions when it is not possible to attend a meeting, in which case, they are asked to give the Clerk as much notice as possible so that :

- The apologies for absence may be registered at the meeting.
- The Clerk can judge beforehand whether the meeting is likely to be quorate.

17.2 The Clerk will maintain a register of attendances at meetings for future reference by members and other interested parties.

17.3 *The Instrument of Government, clause 10 (2) (a )* allows 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 particularly important, therefore, that reasons for absence be submitted alongside apologies for absence so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the

Corporation.

18. **RULES OF DEBATE AT MEETINGS**

- 18.1 The reports received by the Corporation will normally include a clear recommendation. It is true to say that the Corporation will often adopt the recommendation of the Clerk and/or The Principal & Chief Executive. 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. The following paragraphs deal with motions, amendments and points of order.
- 18.2 A motion may be proposed by a member which if seconded by another member will be the subject of discussion by those entitled to do so.
- 18.3 There is an expectation that a motion which cannot be recorded immediately by the Clerk will be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the terms of the motion.
- 18.4 While a motion is being discussed an amendment may be proposed by a member. The amendment must be seconded by another member before it can be discussed or voted on.
- 18.5 Once seconded, discussion may take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (ie. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
- 18.6 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 18.7 Amendments propose changes to motions by doing one of four things:
1. Omitting words
  2. Substituting words
  3. Inserting words
  4. Combining 1,2 and 3 above
- 18.8 At any time during a discussion a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the 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 has been obtained will be final and shall not be challenged further at the meeting.
- 18.9 It is the responsibility of the Chair, working in collaboration with the Clerk, 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 members believe that it would be helpful for the efficient conduct of business one or other of the following motions may be put forward:
- ❖ that the question now be put
  - or
  - ❖ that the Corporation proceed with the next business
- 18.10 Both motions outlined in paragraph 18.11 require a seconder. If such a motion is carried it will be acted on without further discussion. The Chair does have the right, however, to give her/his views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
- 18.11 All discussions at meetings of the Corporation will be conducted through the Chair.
- 18.12 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.

19. **CODE OF CONDUCT**

- 19.1 The Code of Conduct, approved and periodically reviewed by the Corporation, will be displayed on the College Internet and intranet.
- 19.2 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct whether or not they sign it.

20. **POLITICAL AFFILIATIONS OF CORPORATION MEMBERS**

- 20.1 Declarations of political affiliations which may conflict with the Corporation's duty to promote good race relations
- 20.1.1 Members of the Corporation shall declare their membership of or association with any organisation which may be perceived as or which the Corporation may from time to time designate as promoting racially divisive policies or other policies which conflict with the College's duty to promote good race relations and oppose all forms of racism and discrimination.
- 20.1.2 If a Member discloses membership of such organization, the Corporation will consider whether such membership renders the Member unable or unfit to discharge his functions or precludes the Member from acting in the best interests of the College having regard to its obligation to promote good race relations and will take appropriate action which may include removal from the Corporation providing that no action will be taken without considering the Member's right to a private life, freedom of expression or freedom of thought, conscience or belief.
- 20.1.3 If a Member fails to disclose membership of such organisation, they may be subject to proceedings for removal from the Corporation providing that no action will be taken without considering the Member's right to a private life, freedom of expression or freedom of thought, conscience or belief.
- 20.1.4 Where an interest is declared in accordance with these Standing Orders, the declaration must be recorded in minutes of that meeting together with any action taken.

**21. MEMBERSHIP OF THE CORPORATION - AVAILABILITY OF INFORMATION TO THE PUBLIC**

- 21.1 A list of the names of members of the Corporation will be available for inspection
- ❖ In the office of the Clerk to the Corporation
  - ❖ On the College Internet and intranet
  - ❖ In the annual report of the College
- 21.2 Any person wishing to write to members of the Corporation may do so via the Clerk to the Corporation
- 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.
- 21.3 Addresses and telephone numbers of members of the Corporation will not be made available to third parties.

**22. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES**

- 22.1 The Corporation will periodically review these Orders as required.
- 22.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments to these Orders. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.
- 22.3 Any amendments to the text of these Orders will require the approval of the Corporation unless they are covered directly or indirectly by statute.

**23. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- 23.1 Members must comply with the Barking & Dagenham College Code of Conduct for Corporation Members, Section 11, Openness and Confidentiality paragraph 11.5
- "Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its committees."
- 23.2 The content of the statements will be the subject of consultation between the Chair and College Management.
- 23.3 It is recognised that the majority of items which require public statement concern the strategic management and day to day operation of the College and thus are dealt with by, or on behalf

of, the Chief Executive.

- 23.4 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 23.5 Custom and practice is for the Clerk 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.

#### **24. INDIVIDUAL CONTRIBUTIONS BY MEMBERS OF THE CORPORATION**

- 24.1 Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons but instead must take a personal view on each matter received by the Corporation and to contribute to debates accordingly.
- 24.2 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 ones personal views are on issues.
- 24.3 Particular regard should be taken of the confidentiality of certain proceedings.
- 24.4 Notwithstanding what is said in this section any member who disagrees with an issue is entitled to speak against and to explain her/his 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 be recorded in the minutes of the meeting together with the fact that "x" (and possibly others) voted against the proposition. Furthermore, a member can ask, through the Clerk to the Corporation, for advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.

#### **25. CONTINUAL PROFESSIONAL DEVELOPMENT OF MEMBERS AND THE CLERK TO THE CORPORATION**

- 25.1 The outline of how the Corporation seeks to develop both its Members and Clerk is attached as Appendix 3.

#### **26. RESOLVING DIFFICULTIES AND THE WHISTLEBLOWING POLICY**

- 26.1 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.
- 26.2 The Clerk will make all reasonable steps to overcoming the difficulties e.g.
- ❖ The concerns of the Clerk to be put in writing to the Chair and Chief Executive;
  - ❖ 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 auditors;
  - ❖ Obtain legal advice if there is a disagreement about whether an action may be unlawful.
  - ❖ Utilise the College Whistleblowing Policy (which is available on the Intranet)
  - ❖ If any individual Member has concerns about vires issues, these should be raised in the first instance with the Clerk (or the Chair).

**THE CORPORATION OF BARKING & DAGENHAM COLLEGE**

**THE SEVEN PRINCIPLES OF PUBLIC LIFE**

**Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership**

Holders of public office should promote and support these principles by leadership and example.

**THE CORPORATION OF BARKING & DAGENHAM COLLEGE**

**CORPORATION DOCUMENTS – GENERALLY AVAILABLE**

Please read this list in the context of Section 4 of the Standing Orders for the Conduct of Meetings of the Corporation and Related issues.

1. Instrument and Articles of Government
2. Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
3. Code of Conduct
4. Register of Interests
5. Agendas (including supporting reports) and minutes of meetings of the Corporation and the standing committees unless specifically excluded
6. Annual Financial Statements
7. Procedure on Whistleblowing (Public Disclosure of Information)
8. Names of members of the Corporation

Any enquiries with regard to access to these documents should be made to the Clerk to the Corporation, B Block, First, Floor, Dagenham Road, Romford, Essex RM7 0XU).

THE CORPORATION OF BARKING & DAGENHAM COLLEGE

TRAINING POLICY FOR MEMBERS AND CLERK TO THE CORPORATION

1. Introduction

The Corporation recognises the value of continual development in supporting its members in carrying out their role and that of the Clerk to the Corporation.

2. Skills Audits

2.1 Corporation Member Skills Audit will be undertaken on appointment and regularly updated thereafter. Members of the Corporation are encouraged to make known to the Clerk their training needs so that appropriate arrangement can be made for support to be provided.

2.2 The Clerk will present reports to the Search and Governance Development Committee

3. Induction and Development

An induction pack is made available to all new Members, the pack comprises:

1. GOVERNANCE

- 1.1 Articles of Instrument of Government
- 1.2 Standing Orders
- 1.3 Code of Conduct
- 1.4 A Register of Financial and other relevant Interest form

2. FINANCE

- 2.1 Financial Regulations & Procedures
- 2.2 Financial Memorandum
- 2.3 Financial Management and Planning

3. HUMAN RESOURCE

- 3.1 Disciplinary Procedures
- 3.2 Grievance Procedures
- 3.3 Equal Opportunities Policy
- 3.4 Staff Development
- 3.5 Succession Planning

4. CORPORATION MEMBER DEVELOPMENT

- 4.1 External FE Governor Training Materials\*
- 4.2 A Corporation Members Skills Audit Form

5. ABOUT BARKING & DAGENHAM COLLEGE

- 5.1 Barking & Dagenham College Three Year Development & Barking & Dagenham College Operational Plan
- 5.2 Barking & Dagenham College Prospectus
- 5.3 Key Policies and Indicators

6. LEARNER EXPERIENCE

- 6.1 DVDs on Learner and Customer Feedback
- 6.2 Other topical materials

\*Corporation Members are encourage to utilize the most up to date self study governor training materials available, including those on financial management.

Formal Induction Session

A session will be offered to new Corporation Members during which they will receive information about the College (e.g. Strategy, Educational Character, Curriculum) and their specific role (e.g. in relation to HR, Finance, Quality, Curriculum, Standard Setting and Monitoring).

Financial Training

Following the initial training session on the Financial Management of the College, which will be arranged with the Deputy Principal Corporate Services. the Deputy Principal will continue to train and develop new (and existing) Corporation Members as he presents his reports, tailors his delivery to the understanding of

those present and answers questions as he does so.

#### College and Governance Website

New (and existing Members) may access the College and Governance website and to use them as a source of reference.

#### Corporation/SMT Annual Residential

New (and existing Members) are encouraged to attend the annual residential as a means of acquiring and reinforcing the skills needed to be an effective Member of the Corporation and to be able to meet their legal requirements.

#### College Visits

New (and existing Members) are invited to visit the College to meet staff and students as a means of familiarizing themselves with the work of the institution.

#### Governor Voice Forums

Members are encouraged to attend the termly Staff Governor Voice Forum and Student Governor Voice Forum at which members get to discuss issues with these stakeholder groups.

#### 4. Publication of development events

The Clerk will provide Corporation Members with details of relevant internal and external provider development events. Applications for places will be made via the Clerk to the Corporation.

#### 5. Budget

The cost of approved events will be met in full by the Corporation from a Corporation Training Budget.

#### 6. Annual report

The Clerk will present an annual report to the Search and Governance Development Committee detailing the events attended by members.

#### 7. Updates of Meetings of the Corporation and its Committees

The Corporation meetings will include a training element as will many of the agendas for meetings of the Corporation.

#### 8. Corporate Champions

Some individual members will be selected as Corporation Champions for significant issues. These members will be selected to acquire the skills and knowledge about the issue to a higher level than the rest of the Corporation in order to be able to lead the Corporation on that issue. They will acquire their expertise by discussion with the Principal, visits to the College and or external training as necessary.

#### 9. The Clerk to the Corporation

The development needs of the Clerk will be discussed between the Chair of Corporation and the Clerk at his/her annual Performance Management & Professional Development Scheme interview and (6 month) review meeting.

**THE CORPORATION OF BARKING & DAGENHAM COLLEGE**

**ROLE DESCRIPTION OF MEMBERS OF THE CORPORATION, CHAIR AND VICE CHAIR**

**Members of the Corporation**

1. To comply with the provisions of the following documents as they apply to the role of Members of the Corporation:
  - Instrument and Articles of Government
  - LSC Financial Memorandum
  - Corporation Code of Conduct
  - Seven Principles of Public Life drawn up by the Nolan Committee
  - College Financial Regulations and Financial Procedures
2. Act in the best interests of the Corporation
3. Support decisions of the Corporation and the Committees of the Corporation once they have been reached on the basis of collective responsibility even though you may have spoken against a proposal during the debate at a meeting.
4. Give due priority to attending meetings of the Corporation and the appropriate committees of the Corporation.
5. Attend College events (such as student prize-giving, AGM, annual SMT/corporation residential) so as to gain an understanding and appreciation of the work of the College, and to meet students and staff.
6. Participate in training and development which enhances your contribution to the Corporation.
7. Understand that individual Members of the Corporation have no specific powers. (This means, for example, that statements may only be made on behalf of the Corporation by those authorised to do so).

Note that Barking & Dagenham College Self Assessment 2001 set a performance indicator for attendance which is monitored on behalf of the Corporation by the Clerk (i.e. 'All Members should attend at least 80% of meetings in one year'). However, Members need to balance the value of an individual's contribution against his/her attendance record.

**The Chair of the Corporation**

In addition to the role description of members of the Corporation as set out above, the role description of the Chair of the Corporation is summarised below:

1. To chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, the Standing Orders of the Corporation and recognised best practice.
2. To call special meetings of the Corporation if there is good cause having regard to the provisions of the Instrument and Articles of Government.
3. To determine the agenda for meetings of the Corporation in consultation with the Clerk and the Chief Executive having regard to decisions of the Corporation and suggestions from individual members.
4. To make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct.
5. To collaborate with the Vice Chair, the Clerk and the Chief Executive in the formulation of the programme for Corporation planning sessions.
6. To consider applications from members wishing to attend training events which have been referred to the Chair by the Clerk (see Appendix 6 to the Standing Orders for the Conduct of Meetings of the Corporation and Related Issues).
7. To undertake the annual appraisal of the Chief Executive.

8. To undertake the annual appraisal of the Clerk and Deputy Clerk to the Corporation.
9. To exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders.
10. To attend College events and as and when appropriate to present prizes/awards to students.
11. To represent the Corporation at local, regional and national events and to report to the Corporation as appropriate.
12. To meet the Chief Executive and/or the Clerk to the Corporation with the Vice Chair to review issues impacting on the Corporation and the College as a whole.

### **The Vice Chair of the Corporation**

In addition to the role description of members of the Corporation as set out above, the role description of the Vice Chair of the Corporation is summarised below:

1. To undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the role descriptions outlined above.
2. To develop with the Clerk the arrangements for increasing the links between the Corporation and the College community.
3. To collaborate with the Chair, the Clerk and the Chief Executive in the formulation of the programme for the Corporation planning sessions.
4. To represent the Corporation at local, regional and national events and to report to the Corporation as appropriate.
5. To undertake the annual appraisal of the Clerk to the Corporation with the Chair of the Corporation.
6. To meet the Chief Executive and/or the Clerk to the Corporation as appropriate with the Chair of the Corporation to review issues impacting on the Corporation and the College as a whole.

### **The Chair of the Corporation – Additional Clarification and Objectives Setting (added July 2009)**

#### **Role**

The leadership of corporation members in carrying out their responsibilities

#### **Responsibilities**

1. Chairing Corporation and Search and Governance Development Committee meetings
2. Building the Corporation as a team
3. Ensuring the Corporation's focus on major strategic issues
4. and what is going on in the wider world
5. Ensuring good relations between Corporation Members and Managers through continuous dialogue with the Principal
6. Appraisal of the Principal
7. Appraisal of the Clerk
8. Acting as a spokesman and ambassador for the College
9. Acting on behalf of the Corporation between meetings where necessary
10. Leading the development of great governance that a College aspiring to be great deserves

#### **Competencies**

1. Personal Integrity
2. Ability to influence appropriately
3. Decisiveness with an insistence on getting things done
4. A capacity for understanding, thinking and reasoning
5. Authoritative, but exercising it in a way that is engaging, warm and respectful and that engages others
6. Capacity and intellect to challenge and refresh accepted norms
7. Ability to think strategically
8. Ability to take a financial overview

#### **Chair's Annual Objectives Setting Procedure**

1. Search and Governance Development Committee to set objectives in the summer term for the following year.
2. Objectives should be linked to the Corporation's Self Assessment and / or the strategic objectives of the College.
3. Objectives to be monitored once a term by the Principal and Vice Chair meeting once in the autumn term and once in the spring term with the Chair
4. Following summer term the Search and Governance Development Committee receives a report on previous year's objectives and agrees objectives for the following year.

**Agreed by the Corporation on 10<sup>th</sup> December 2009**

APPENDIX 5

THE CORPORATION OF BARKING & DAGENHAM COLLEGE  
CORPORATION MEMBER COMPETENCIES

The Corporation is collectively committed to developing the following competencies. An individual member does not have to acquire every competency:

- Community focused
- Well informed
- Visibly leading
- Striving for excellence
- Objectively supportive
- Constructively critical
- Honestly responding
- Passionately committed
- Collectively and individually competent