

BATH COLLEGE CORPORATION STANDING ORDERS

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STANDING ORDERS BATH COLLEGE FURTHER & HIGHER EDUCATION CORPORATION AND ITS COMMITTEES

1 Scope of this document

The legal framework within which the Corporation is required to operate is set out in the Instrument and Articles of Government, copies of which are provided to all Members on their appointment, in electronic copy via the governor portal, and the Financial Memorandum with its funding & regulating body, the Education and Skills Funding Agency. The Corporation is the College's legal entity. These Standing Orders set out the Corporation's policy and practice on those issues which it has power to determine. Should there be any doubt in interpretation of the Standing Orders, the Instrument and Articles of Government will take precedence.

2 Incorporation

Bath College is an independent Further & Higher Education Corporation with charitable status under the Further and Higher Education Act 1992. The Act provided for the creation of statutory Corporations with exempt charitable status, not to be taxed as charities and not needing to register with the Charities Commission, to take over the running of the Institutions within the Further Education sector from the 1 April 1993. From that date the new Corporation established to run the Further & Higher Education College became the legal owner, employer and body responsible for the institution, with the transfer of all staff, property, rights and liabilities [except loans and premature retirement compensation in place at that date] from the Local Education Authority previously responsible for the Institution. Under the Charities Act 2006 FE Corporations in England are formally regulated by a Principal Regulator. This is the Secretary of State for Education. The Education Act 2011 amended some elements of the Further and Higher Education Act and gave greater freedoms to colleges.

3 Corporation's Legal Powers and Responsibilities

The Corporation's powers to provide further and higher education goods, services and facilities are set out in the Instrument and Articles of Government. The Corporation should not exceed these powers, nor should it delegate those responsibilities which are "reserved" as non-delegable:

- Determination of the educational character and mission of the college;
- Approval of the annual estimates of income and expenditure;
- Ensuring the solvency of the college and safeguarding assets;
- Appointment or dismissal of the Principal and senior post holders;
- Appointment or dismissal of the Clerk to Corporation

4 Membership of the Corporation

The Corporation has determined that the Corporation shall comprise 15 members, in the following categories: 11 External members, 1 staff member; 2 student members; the Principal [ex officio].

5 Appointments

- a Members will be appointed in accordance with the provisions of the Instrument and Articles of Government.

- b The Corporation delegates to the Governance & Search Committee responsibility for determining appropriate selection procedures, and for advising the Corporation on membership issues and appropriate candidates for consideration by the Corporation. Details of the delegated powers of the Governance & Search Committee are set out in its terms of reference. The Corporation is the appointing body and must approve all appointments. The Clerk issues letters of appointment, and conducts correspondence and eligibility checks on behalf of the Corporation.

6 Eligibility and Interests

- a Clause 7 of the Instrument of Government sets out the conditions for ineligibility of members. The main conditions are bankruptcy or conviction, and there are restrictions on persons under 18, and on students and staff other than elected members. Members may not hold any financial interest in the College and must disclose the nature of interest in any contract or arrangement, not voting on related issues. The Clerk will ask new members to sign a declaration of eligibility and declare interests, and these will be updated annually for all members. Members will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Clerk. [See also section 23, Declaration of Interests.] Staff and students may only be appointed as Staff and Student members respectively.
- b Members of the Corporation and the Audit Committee should examine the agendas to ensure that they are able to declare any interests to the Clerk, preferably prior to the meeting, and as a minimum prior to the item being raised for discussion.

If during discussion it comes apparent that a member has an interest, they should declare that immediately.

7 Terms of Office

- a With the exception of the Principal, Staff members and the Student members, members of the Corporation will normally hold office for a period of 4 years, subject to the provisions of Clause 8 of the Instrument of Government (term of office of a member). The Principal is an ex officio appointment. Student members will hold office for a period corresponding to their time as a student or, if a sabbatical President, the period of their sabbatical. Staff members will normally serve a four year term of office. Student and Staff members are not eligible to serve as members if they cease to be students or staff of the college. If they are subject to disciplinary action their appointment will be reviewed by the Chair, Principal and Clerk. Any student or staff member who was involved in a disciplinary process would not be entitled to attend Corporation or Committee meetings until the matter was resolved and would not receive papers until the process was resolved.
- b Subject to their continuing eligibility under Clause 8 of the Instrument (eligibility), members reaching the end of their term of office will be eligible to be considered for re-appointment for a second. This will normally be reviewed by the Governance & Search Committee who will make a recommendation to the Corporation. Members will not normally be considered for a third term unless there is a particular skills shortage or other agreed exceptional circumstances apply.
- c Members may resign at any time by notice in writing to the Clerk.

8 Chair and Vice Chair(s)

- a The Corporation is required to appoint a Chair. The Chair and up to two Vice-Chairs are elected for a period of time determined by the Corporation which will not exceed their term of office as a governor. At the meeting before the expiry of the term of office, or the resignation, of the Chair or Vice Chair(s), the Corporation must appoint a successor. The Principal and Staff or Student members are not eligible for appointment. The role of Chair is set out in an appendix.
- b If both the Chair and Vice Chair(s) are absent from any meeting of the Corporation, members present shall choose one of their number to act as Chair for that meeting. The member chosen shall not be the Principal or a Staff or Student member.
- c The Chair or Vice Chair(s) may at any time resign office by notice in writing to the Clerk.
- d Succession Planning Process and Appointment Procedure for Chair and Vice-Chair(s)
 - (a) The Corporation agrees that there must be an on-going review of succession planning for positions of Chair and Vice-Chair(s) of the Corporation.
 - (b) When considering succession, regard will be given to the development of existing governors and of promotion from within existing membership.
 - (c) An indication should be sought from existing governors if there is any governor prepared to put themselves forward for consideration either as the future Chair or Vice-Chair(s). This will be undertaken before the end of the Chair/Vice-Chair's term of office. The job description for Chair will be circulated to members when indications are sought.
 - (d) If there are governors who are prepared to undertake either role, arrangements will be made to enable prospective Chair and Vice-Chair(s) to shadow the existing Chair and Vice-Chair(s) over a period of time.
 - (e) In addition, prospective Chair and Vice Chair(s) should be given the opportunity to Chair a Committee of the Corporation so that they gain experience in chairing meetings.
 - (f) The Clerk will inform governors of the succession process, and on an on-going basis seek expressions of interest from governors in either being Chair or Vice-Chair. Should this result in no expressions of interest being received, and if there are governors who have the appropriate skills and expertise to undertake the duties of Chair or Vice-Chair, then arrangements should be made for the Chair, Vice-Chair(s), Clerk and Principal to encourage such governors to take on the role.
 - (g) If there are no governors willing to put themselves forward, and if the Corporation feels it would be useful to attract an individual from outside its membership, then the option to search and advertise will be considered.
 - (h) The Governance & Search Committee will be responsible for overseeing the succession process but not the selection and appointment of the Chair and Vice-Chair(s) which is the responsibility of the Corporation.

9 Clerk to the Corporation

The Corporation may not delegate appointment of a person to serve as Clerk to the Corporation. The Clerk shall be directly responsible to the Corporation, hold the college seal, Register of Interests and Corporation records, and be able to seek independent professional advice on behalf of Corporation as required. The Clerk is

entitled to attend all meetings of the Corporation and its committees, but shall withdraw from any part of a meeting where his/her remuneration, conditions of service, dismissal or retirement are being discussed. The Clerk may not be a member of Corporation.

For the purposes of this document, the Head of Governance of the Corporation is known as the 'Clerk to the Corporation'.

10 Decision-Making

- a Meetings are the sole means by which the Corporation can take decisions other than any it has previously delegated to the Chair or Principal. Postal votes or voting by proxy are not permissible.
- b A meeting includes a meeting in which decisions at any meeting of the Corporation of Governors shall be determined by a majority of the members present (a "meeting" includes a meeting which the members attending are present in more than one room provided that, by the use of video-conferencing or teleconferencing facilities, it is possible for every person present at the meeting to communicate with each other). Where there is an equal decision of votes, the Chair of the meeting shall have a second or casting vote.

11 Meetings

- a The Corporation is required to meet at least once in each term and may hold as many additional meetings as it decides are necessary. Bath College meets this minimum and currently works to a schedule of 10 meetings a year, including a strategic planning session (generally an away day). The Chair may call additional meetings for specific items of business.
- b The Clerk shall provide a schedule of meetings of the Corporation and its committees for each year ended 31 July taking into account the Corporation's statutory responsibilities and the timing of major items of business, such as approval of annual budgets and year-end accounts.

12 Special meetings

A special meeting of the Corporation may be called at any time by the Chair or (in his/her absence) by the Vice-Chair(s), or at the request in writing of any five members. For a special meeting, the written notice and agenda may be issued less than seven days in advance of the meeting, as determined by the Chair.

13 Agendas

- a The agenda for meetings of the Corporation will be drawn up by the Clerk in consultation with the Principal and the Chair based on an agreed agenda cycle. It should indicate whether items are for decision, discussion or information and where appropriate, who will present the item. The agenda for the Corporation meetings will include minutes of the previous meeting and minutes of committee meetings.
- b Any member wishing to submit an item for the agenda should contact the Clerk no later than ten working days before the meeting at which the item will be considered. At the same time, members should notify the Clerk whether the item is proposed for decision, discussion or information and provide any supporting papers.

- c At the start of any meeting, the Corporation may revise the order in which agenda items are to be considered, if such revision will assist the efficient conduct of business. This includes the need in exceptional circumstances to add an item of urgent business which is not specified on the agenda, which should be notified to the Chair in advance of the meeting and agreed by all members present.
- d Agendas generally follow a standard format with items of strategy taken in the early part of the meeting, followed by items of scrutiny and governance.
- e Any Other Business should be limited either to items where urgent action is required and where the need for action has occurred since the agenda was set or minor information items. Notice of any items of Any Other Business should be given to the Clerk prior to the start of the meeting so that the Clerk can inform the Chair. As far as possible they should not require detailed consideration. If an urgent item, not on the agenda, does require detailed consideration, the Chair of the Committee should advise of this at the start of the meeting and a formal minute should be made.
- f Should a member of the Corporation attend a committee meeting of which they are not a member and should that committee be or become inquorate, then that member will become a member of that committee for the day of the meeting.

14 Distribution of Papers

- a Written, either on paper or electronic, notice of the meeting and the agenda shall normally be sent to members seven days in advance of the meeting. All items for consideration by the Corporation should be supported by a written paper or by a short explanation on the agenda as appropriate. As far as possible, supporting papers will be sent with the agenda. The Corporation recognises that occasionally circumstances may prevent the distribution of certain papers at the same time as the agenda. However, the late distribution of papers impairs the proper conduct of the Corporation's business and should be avoided wherever possible. Papers may be tabled in exceptional circumstances and with the agreement of members present.

15 Quorum

- a A meeting of the Corporation shall be quorate when 40% of membership is present, as set out in the Instrument and Articles of Government.
- b An individual with an interest in an item shall not be included in the quorum for that item.
- c If during the course of a meeting, the number of members present ceases to constitute a quorum, the Clerk will advise the Chair and the meeting must be terminated. Where a meeting cannot take place, or cannot continue, the Chair shall, if he or she thinks fit, ask for a special meeting to be called as soon as convenient. Committees' and working groups' quoracy is set out in their terms of reference: inquorate committee meetings may continue at the discretion of the Committee Chair, in which case the minutes constitute an informal note.

16 Attendance at Corporation meetings

The Corporation will set a Performance Indicator for attendance, of 75%. The Clerk will keep a record of attendance by members at the Corporation and Committee Meetings. An annual report will be provided to the Corporation.

Under Clause 9 of the Instrument of Government, the Corporation may give notice in writing to any member who is absent from meetings of the Corporation for longer than six months without the permission of the Chair, or is unable or unfit to discharge their duties as a member. Members may be absent for valid reasons, on long-term sickness for example, where there is a dialogue and an intention to return to Corporation.

17 Proceedings at meetings

- a The length of Corporation meetings will normally be limited to 2.5 hours and 2 hours for a Committee Meeting and, every effort will be made to manage meetings efficiently through presentation of papers and agendas and chairing, and those present are requested to support these efforts. Projected meeting length should be indicated at the commencement of the meeting in order that individual time constraints can be managed. Where members present feel the need to do so they may vote to continue or to defer items to a subsequent meeting.
- b Papers will be presented on the basis that members have already read the documents with only key points highlighted and key changes since the paper was issued.
- c Members of the Corporation may not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- d No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescinding or variation is a specific item of business on the agenda for that meeting.
- e Where members are aware of an interest in any matter under discussion, they should disclose that interest immediately to the Corporation and should not take part in discussion of, or decisions relating to, that item
- f There may be no proxy or postal votes. Decisions at meetings shall be determined by a majority of the members present. Where however there are dissenting views, or where a member so requests, the Chair shall call for a vote via a show of hands. In the case of an equal balance of votes the Chair shall exercise a [second] casting vote. Details of the vote and the views of dissenting members may be recorded in the minutes.

18 Withdrawal from meetings

- a Student and Staff members, including the Principal, and the Clerk where his/her remuneration, conditions of service, dismissal or retirement are being discussed, may be excluded if Corporation members present so decide, in which case the confidential minutes will be given restricted circulation to those members eligible to be present at that part of the meeting.
- b Details of the circumstances in which Staff and Student members may be required to withdraw from meeting are outlined in Clause 13.5 of the Instrument of Government. A Staff member shall withdraw:
 - (i) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of staff, as distinct from staff matters relating to all members of staff, or all members of staff in a particular class, are to be considered;

- (ii) where the member's re-appointment or successor is to be considered;
 - (iii) where the staff member is representing staff concerned in negotiations which are ongoing;
 - (iv) if so required by a resolution of the other members present, where staff matters relating to a member of staff senior to that member are to be discussed, except those relating to the pay and conditions of all staff or all staff in a particular class.
- c Where the Clerk is requested to leave due to potential conflict/confidentiality, the Chair must ensure that adequate arrangements are made for minuting. The Principal may not act as Clerk.

19 Minutes of meetings

- a The Corporation must maintain an agreed record of its meetings and decisions. Draft minutes of meetings will be prepared by the Clerk and circulated to Members when agreed by the Chair. The Clerk may consult senior members of the College staff who were present at the meeting to ensure the accuracy of the minutes if required.
- b Agendas, minutes, supporting papers and approved copies of the minutes shall be retained by the Clerk. Draft minutes shall normally be made available to the public after they are agreed by the Chair.

20 Confidentiality

- a All papers and information determined by the Corporation to be confidential shall be clearly marked and include separate and confidential minutes of meetings or parts of meeting, and any supporting papers distributed in advance of meetings containing information deemed confidential by the Principal, Chair or Clerk to the Corporation.
- b Reports relating to named individuals and commercially sensitive information shall be considered confidential to the Corporation and college management.

21 Access to Meetings

- a The Chair or Committee Chair shall be authorised to invited staff members to attend in their employed capacity for both non-confidential and confidential business as appropriate. The Chair may invite any person to meetings as specifically required.
- b Meetings of the Corporation shall be only open to members of the public including staff upon a request being received by the Clerk five working days in advance of the meeting and the request being agreed by the Chair. Observers may be invited to speak at the discretion of the Chair. Members of the public including staff will be asked to withdraw for confidential items e.g. items of commercial sensitivity or where named individuals are to be considered. Dates of meetings of the Corporation are available on the college website and on request from the Clerk. Meetings of committees of the Corporation are not normally open to members of the public and representatives of the press.

22 Committees of Corporation

- a In accordance with the requirements of the Articles of Government and with the needs of its business, the Corporation has established the following

committees:

- Audit Committee: mandatory, to advise on the Corporation's audit arrangements and systems of internal control;
- Senior Staff Performance & Remuneration Committee: to advise on the pay and conditions of service, appointment, appraisal, performance and dismissal of the Principal, Senior Post holders and the Clerk
- Governance & Search Committee: to monitor and review the Corporation's governance practices and policies and the recruitment and development of governors.

A Special Committee with the remit of the dismissal of senior postholders or appeals of staff against dismissal in particular circumstances is also established. A panel of members may also be convened to hear staff appeals against dismissal.

Working groups and task groups may be set up by Corporation as required. Currently a Finance and Estates Working Group and a Curriculum & Quality Working Group operate.

- b Each committee and task group has its own Terms of Reference which are reviewed regularly and which include details of quoracy, membership and attendance of non-members as advisers at committee meetings. Committees may co-opt non-Corporation members. Committee chairs will normally be appointed annually on a renewable term.
- c Agendas and papers will be distributed to committee members seven days [5 working days] before a meeting.
- d All Corporation members are entitled to attend committee meetings for committees to which they are not appointed as observers, and should not vote, and only participate in discussion if invited to do so by the Chair of the committee.
- e Agendas, minutes, supporting papers and approved copies of the minutes shall be retained by the Clerk. Committee minutes will be included for information in papers for Corporation meetings. Committee minutes (other than confidential items) shall normally be made available to the public or by inspection at the institution by any person, during normal office hours.

23 Declaration of Interests

- a Members of the Corporation, senior post holders and College Management Team members are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family, or their friends. The Corporation has therefore adopted a policy of requiring members and senior managers to disclose any financial or other interests which could be considered likely to interfere with the independence of their judgement.
- b The register will be reviewed annually and held by the Clerk to the Corporation. It is available for inspection by arrangement with the Clerk. Members' eligibility, under Section 7 of the Instrument of Government will also

be reviewed annually, and members are asked to declare any gifts or hospitality received in their capacity as Corporation member.

- c Members are also invited to declare interests at the start of meetings which will preclude them from taking part in the discussion or voting and which will be noted in the minutes by the Clerk. [See section 6.]

24 Code of Conduct

The Corporation has adopted a Code of Conduct as a guide for its members on the standards of conduct expected of them and to assist them in carrying out their duties with selflessness, integrity, objectivity, accountability, openness, honesty and leadership in accordance with the recommendations of the Nolan Committee on Standards in Public Life. A copy of the Code is supplied to every member on appointment. In accepting appointment to the Corporation members confirm they subscribe to and accept the principles of the Code.

25 Payments to Corporation Members

- a Corporation members and co-opted Committee members are not paid for carrying out their duties.
- b Under common law a trustee, (the role of college governor) must not make a personal profit from their position without express authority.
- c Under the Instrument and Articles which apply to Bath College an individual employed by the College can only be appointed to the Corporation as a staff member.
- d Corporation members may claim reimbursement of travel/subsistence in line with Bath College Staff Policy, by application to the Clerk to the Corporation for:
- Attendance at meeting
 - Attendance at training events
 - Attendance at regional/national seminars
 - Attendance at events where members have been asked to represent or promote the College

Carer's Allowance

A carer's allowance shall be paid on the basis of actual costs incurred to a maximum rate set from time to time, seeking advice from Human Resources.

26 Training for Corporation Members

On appointment members will be issued with copies of the Instrument & Articles of Government, sector guidance, access to training materials, and key Corporation documents. Members will receive a Corporation Handbook by email, be kept informed of College and sector developments by written briefings and updates by the Clerk and Principal, receive induction and briefing presentations on specific topics from college managers, either separately or after Corporation meetings, and maintain contact with the College through link processes.

27 Personal Liability

- a Governors are members of the statutory Corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members

ensure that Corporation does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the Corporation, individual members should not be held personally liable.

- b The college has taken out liability insurance for governors and officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £2m in any one period of insurance.

28 Provision of Independent Advice

To ensure that Corporation Members are able to carry out their duties the Clerk may seek independent professional and legal advice on behalf of the Corporation.

- (i) Corporation Members shall have the right to take advice from:-
- The Corporation's advisers; or
 - If necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities. Such matters shall include advice on their legal, accounting and regulatory duties, but exclude advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

A member who intends to seek advice under this procedure shall contact the Clerk to the Corporation in advance and give an explanation about why they consider independent advice should be sought. The Clerk will then inform the Chair and the Principal that such a request has been made.

- (iii) The Chair shall be authorised by the Corporation to authorise the payment or contribution of up to £1,000 towards the cost of independent professional advice under this procedure, provided that the total of all such payments and contributions in any financial year of the College does not exceed £1,000.
- (iv) The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within 10 working days. The decision shall be made after consultation with the Principal.
- (v) The Clerk will notify the member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision.
- (vi) Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.
- (vii) References in this order to the Chair shall include, in his or her absence references to the Vice-Chair(s).

29 Application of the College Seal

The Clerk to the Corporation will hold the College seal. Where a deed or document, for example relating to a sale of land, requires the college seal it must be sealed by the Clerk to the Corporation, or in his/her absence the Director, Finance & Corporate Services, and authorised by the signature of two Governors as agreed in the Financial Regulations. The Clerk to the

Corporation will report the use of the college seal to the next Corporation meeting.

30 Chair

- a The relationship between the Principal, the Chair and Corporation is a key relationship. The Principal is the Chief Executive of the college. The Chair will meet regularly with the Principal and the Clerk to ensure that the Chair is kept fully informed of relevant College issues and to ensure that Corporation business is progressed.
- b The Chair may need to make urgent decisions between meetings and is authorised to act or agree action with the Principal on behalf of the Corporation under Chairman's Action. The Chair must report any Chair's Action to the next full Corporation meeting.

31 Openness & Confidentiality

- a Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.
- b The College has in place a Freedom of Information Publication Scheme and the Corporation recognises the implications and requirements under the Freedom of Information Act (FOIA).
- c There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Governors. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or a collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be reviewed from time to time to consider whether the confidential status should be removed and the item made available for public inspection.

32 Corporation as an Employer

Staff working in the college are employees of, and have contracts with, the Corporation, which is responsible for setting a framework for pay and conditions of service and has legal responsibilities as an employer. The Health & Safety at Work Act places a duty on employers and those responsible for places of work to ensure that both employees and members of the public are protected from risk. The Corporation is an Equal Opportunities employer. The Corporation's Equality & Diversity Policy, Single Equality Scheme and Health & Safety policies are reviewed regularly. The Principal is the named Health & Safety Champion. In line with the Public Interest Disclosure Act, the Corporation has adopted a policy which aims to protect employees who, in good faith and in the public interest, may draw attention to malpractice without fear of victimisation.

33 Complaints

The Corporation is responsible for ensuring that the College Complaints Policy and Procedure are operating effectively and may become directly involved if a complaint is directed against the Principal, the Clerk, Senior Post-holders or members of the governing body. Complaints against the Principal, Senior Post-holders or the Governing Body should be addressed to the Clerk to the Corporation and will be referred to the Chair of the Corporation or Vice Chair as appropriate. Complaints against the Clerk to the Corporation should be addressed to the Chair of the Corporation or Vice Chair as appropriate.

[See also College Complaints Procedure.]

34 Procedure for the Removal of a Member from Office

The Corporation has agreed a procedure for the removal of a member from Office which is set out in Appendix 1.

Procedure for the Removal of a member from Office

1. Absence from meetings for a period longer than six Months

- 1.1** The Clerk will be responsible for recording and monitoring the attendance of members at formally summoned Corporation and Committee meetings. If a member is identified as having been unreasonably absent from any meetings of which (s)he is a member for a period of longer than six months, without permission being given by the Corporation, the Clerk will immediately notify the Principal and the Chair of the Corporation.
- 1.2** The Clerk will then write to the member concerned explaining the position regarding his/her attendance and advising that this could result in the member's removal from office. The member should be asked to explain the reasons for the non-attendance at meetings.
- 1.3** The Clerk will then discuss the matter with the Chair and the Principal. The Chair shall decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Governance and Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Committee considers that the member should be removed from office, they shall make the appropriate recommendation to the Corporation and the Clerk shall convene a meeting of the Corporation to consider the matter.

2. Inability or Unfitness

- 2.1** Any question as to whether or not a member may be unable or unfit to discharge the functions of a member must be referred to the Clerk.
- 2.2** Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Principal and the Chair of the Corporation. If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Principal and the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 2.3** The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Governance and Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the task group considers that the member should be removed from office, they shall make the appropriate recommendation to the Corporation and the Clerk shall convene a meeting of the Corporation to consider the matter.

3. Meetings of the Corporation regarding the removal of a member

- 3.1** Meetings of the Corporation at which the removal of a member is to be considered shall be convened by the Clerk giving at least seven days' notice.
- 3.2** The only persons entitled to attend such meetings shall be members of the Corporation and the Clerk, except that the member in question shall be invited to attend for part of the meeting in order to state his/her case. He/she shall not participate in discussion or voting by the Corporation.

- 3.3** The Corporation shall decide whether or not the member be removed from office. Should this be the case, the Clerk shall notify the governor in writing as soon as practicable after the meeting.
- 3.4** A member so removed shall have no right of appeal against the Corporation's decision.