

CORPORATION BOARD

**STANDING ORDERS AND BOARD
PROCEDURES**

FOR THE CONDUCT OF BUSINESS

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BOARD OF GOVERNORS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

CONTENTS

HEADING	Page number
Interpretation	3
The Composition of the Board	3
Appointment of Governors	3
Appointment of Chair and Vice-Chair	4
Appointment of the Clerk to the Governors	4
Eligibility of Governors to Serve	4
Governors' Terms of Office	4
Termination of Membership	5
Suspension of Membership	5
Governors' Interests	5
Code of Conduct for Governors	5
Personal Liability of Governors	5
Meetings of the Board	5
Proceedings of Meetings	6
Disorderly Conduct by Governors	6
Adjournment	7
Public Access to Meetings	7
Publication of Minutes and Papers	7
Complaints about the Board of Governors or against individual external governors	7
Committees	8
Urgent Action	9
Authentication of Documents	9
Suspension of Standing Orders	10
Variation or Revocation	10
Review and Updating	10

APPENDICES

	Page number
1 Procedure on the Selection of Governors	
2 Procedure for the Election of the Chair and Vice-Chair	
3 Role & Responsibilities of the Chair	
4 Role of the Clerk to the Governors	
5 Procedure for the Removal or Suspension of a Governor from Office	
6 Personal Liability of Governors	
7 Declaration of Interests form	
8 Declaration of Eligibility form	
9 Code of Conduct for Governors	
10 Policy on Attendance at Committee Meetings by Persons who are not Committee Members	
11 Procedure for taking independent professional advice	
12 Procedure for consideration of complaints against the corporation, board members and the Clerk	

This document will be reviewed annually by the Clerk and any changes submitted to the Board for approval. This document should be read in conjunction with the Instrument & Articles of Government.

INTERPRETATION

1. In these Standing Orders and Board Procedures:

“College” means Abingdon & Witney College

“Board” means the Board of Governors of Abingdon & Witney College also known as the Corporation Board,

“Committee” means a committee of the Board

“Governor”, “Chair”, “Vice Chair”, “Principal” and “Clerk” mean respectively the member of the Board, the Chair of the Board, the Vice Chair of the Board, the Principal of the College and the Clerk & Governance Advisor;

“Co-opted non-governor member” means a person who is not a governor but who is appointed as a member of a committee

Words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).

2. These Standing Orders and Board Procedures are intended to be supplementary to the Instrument and Articles of Government set out in The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2012. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

THE COMPOSITION OF THE BOARD

4. The total number of governors determined by the Board will comprise of 17 or 18 members as follows:

13 Independent Governors

2 elected Staff Governors

At least one and not more than 2 elected Student Governors
the Principal and CEO (ex officio).

The Governing Body may at any time vary the number of its membership, either temporarily or permanently.

APPOINTMENT OF GOVERNORS

5. Governors will be selected and appointed in accordance with the Procedure on the Selection of Governors contained in Appendix 1.

APPOINTMENT OF CHAIR AND VICE-CHAIR

6. Unless otherwise decided by the Board, the Chair shall hold office for a three-year first term, and the Vice Chair for a two-year first term. This provision is subject to the right of the Board to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.
7. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chair.
8. At the expiry of their term of office, the Chair or Vice-Chair shall be eligible for reappointment for a maximum of two years. The overall term of office as governor should not exceed the maximum term of eight years, subject to i) and ii) below.
 - i) the first term for the Chair may, at the discretion of the Board, extend into the serving Chair's ninth year as governor, but not beyond it. In this instance, the Chair would not be eligible for a second term of office.
 - ii) the second term of office for the Chair may, at the discretion of the Board, extend into the serving Chair's ninth year as governor but not beyond it. In this circumstance, the second term should not be less than one year.
 - iii) That the Chair and Vice Chair serve no more than two terms in that office.
9. The role and responsibilities of the Chair are set out in Appendix 3.
10. Whilst any governor is free at the appropriate time to nominate another governor for appointment as Chair or Vice-Chair, the Nominations, Remunerations & Governance Committee will seek to identify governors who might be appointed to these positions in the future. This is with the intention of avoiding a situation in which the Chair and the Vice-Chair either reach the end of their terms of office or decide to stand down and there is no governor available to take their place.
11. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case or the intention that the Vice-Chair succeeds the Chair.

APPOINTMENT OF THE CLERK TO THE GOVERNORS

12. The Board shall appoint a person to provide the service of Clerk to the Governors on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 4.

ELIGIBILITY OF GOVERNORS TO SERVE

13. Governors shall be required, as a condition of Board membership, to declare their eligibility to serve. This declaration shall be made before appointment as a governor and annually thereafter prior to the commencement of each academic year. The form of the Declaration is given in Appendix 7.

GOVERNORS' TERMS OF OFFICE

14. The term of office of governors will be four years, with the following exceptions:
 - a. The Principal, who shall serve for the period of appointment as Principal
 - b. The student governors who shall serve up to two full academic years following the year they were appointed. Providing they remain enrolled as a student at the college
15. In accordance with the recommendations of the Association of Colleges Code of Good Governance 2023, a governor shall not serve for more than two consecutive periods of four years. However, the Board may vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office.
16. Governor appointments where appropriate will be dated to align with the colleges academic terms allowing for consistency and staggered terms of office.

TERMINATION OF MEMBERSHIP

17. Should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 10(3) of the Instrument of Government, the procedure set out in Appendix 5 shall apply.
18. Similarly, should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 5 shall apply.

SUSPENSION OF MEMBERSHIP

19. The Board may use the power to suspend a member under Instrument 10(6) if the member is ill, or there is some financial or other concern (such as pending investigation, criminal prosecution or disciplinary proceedings) that in the Corporation's view may impact on the suitability of the person to be a Corporation member. The decision to suspend should not be regarded as a punishment but as a neutral act intended to protect the College's reputation and/or to ensure it can properly exercise its powers and discharge its legal duties to internal and external stakeholders. The Corporation will undertake such steps to consider the concern as they determine are appropriate.
20. Should the Chair, or in the Chair's absence the Vice Chair, consider that it may be appropriate for the Board to suspend a governor under clause 10(6) of the Instrument of Government, the procedure set out in Appendix 5 shall apply.

GOVERNORS' INTERESTS

21. Governors shall be required, as a condition of Board membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business, and in accordance with the College Conflict of Interests Policy and Instrument of Government 10. This declaration shall be made before appointment as a governor and annually thereafter prior to the commencement of each academic year. Governors must also register any interests that arise during the year. The form of the Register of Interests is given in Appendix 7.

CODE OF CONDUCT FOR GOVERNORS

22. Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors agreed by the Board and updated from time to time. The Code of Conduct for Governors is set out in Appendix 9.

PERSONAL LIABILITY OF GOVERNORS

23. The College shall maintain personal liability insurance with insurers for the benefit of all Governors. The areas of potential liability are given in Appendix 6.

MEETINGS OF THE BOARD

24. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
25. The Clerk will record the attendance of governors in the minutes.
26. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
27. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

28. Meetings may, in exceptional circumstances under Instrument 1(f), include attendance by telephone, video or other electronic communication facilities, provided that it is possible for every person present at the meeting to communicate with each other.

PROCEEDINGS OF MEETINGS

29. Meetings of the Board shall be conducted informally and decisions will normally be made by a vote involving a show of hands or equivalent for participants using telephone, video or other electronic communication method. Immediately after a vote has been taken, any governor may ask for the way in which they voted (or abstained) to be recorded in the minutes.
30. Should the Chair, or the Board by resolution, determine that it would be appropriate to conduct a debate on a specific issue formally, the rules of debate contained in Standing Orders 28-41 will apply.
31. When speaking, governors will address the Chair. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests or if another governor raises a point of order.
32. If a member will be required automatically to leave the meeting when an item comes up for consideration under Instrument 14, then the Clerk shall not forward related papers to the individual.

Relevance

33. Every governor who speaks must direct their speech strictly to the motion or matter under discussion, or to a motion or amendment which the governor moves, or to a point of order.

Written Resolutions

34. In exceptional circumstances, written resolutions may be used to make Board decisions, in accordance with the procedure set out in Instrument 15. The use of a written resolution will be noted formally at the next Board meeting. Minutes should cover: issue(s) addressed, options presented, risk analysis presented and decision made.

DISORDERLY CONDUCT BY GOVERNORS

35. If at a meeting of the Board any governor misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be competent for any governor, including the Chair, to move "That (governor's name) be not further heard" or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board's decision.
36. If, after a motion under Standing Order 45 has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair of the meeting renders the due and orderly dispatch of business impossible, the Chair may, at their sole discretion, adjourn or suspend the meeting of the Board for such period as they in their discretion shall consider expedient.

ADJOURNMENT

37. The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

PUBLIC ACCESS TO MEETINGS

38. Meetings of the Board of Governors shall not be open to members of the public and representatives of the press.

PUBLICATION OF MINUTES AND PAPERS

39. Agendas for Board meetings will be split into two sections as follows:
- a. Part A Papers available to the public and the press
 - b. Part B Confidential – papers not available to the public and the press
40. Agendas and other papers for Board meetings will be organised so that they reflect this structure of business.
41. The criteria for confidentiality under Part B of the agenda are:
- a. Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
 - b. Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - c. Items containing personal information relating to an individual
 - d. Information provided in confidence by a third party who has not authorised its disclosure
 - e. Where appropriate, professional advice received from or instructions given to the College's professional advisers
 - f. Discussion of any contemplated or threatened legal proceedings, or any current legal proceedings, in which the Board is involved
 - g. Information planned for publication in advance of that publication
 - h. Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests

COMPLAINTS ABOUT THE BOARD OF GOVERNORS OR AGAINST AN INDIVIDUAL EXTERNAL GOVERNOR

42. Any member of the public wishing to make a complaint against the Board or against an individual external governor, or member of staff acting in their capacity as governor will be asked to put the matter in writing to the independent Clerk to the Governors via the College following the procedure set out at Appendix 12. The Clerk is authorised by the Board to arrange for any such complaint to be investigated and to report to the Department for Education (DfE) if in his/her judgement this is warranted by the nature of the complaint.
43. The Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Board of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

COMMITTEES

Constitution and Terms of Reference

44. The committees of the Board and their constitution and terms of reference shall be as set out in the document 'Committee Terms of Reference'.

Membership and Term of Office

45. Subject to Standing Order 54, a governor's term of office as a member of a committee lasts until the expiry of his term of office as a governor unless he has been appointed for a further term of office as a governor.
46. The Board will review the membership of committees from time to time and may change the membership of committees as they see fit. The Chair, Vice-Chair and Principal may, as appropriate on occasion, bring recommendations for change to the membership and chairmanship of committees to the Board for consideration.
47. Co-opted non-governor members of committees will be appointed by the Board and will hold office for four years. The Board may re-appoint such co-opted non-governor members for further terms of office if they so decide.

Committee Chairs

48. Where the constitution of a committee requires the committee to appoint a Chair, s/he must be selected from amongst the members who are governors except that the Principal or any staff or student governors shall be ineligible to be appointed as Chair.

Committee Meetings

49. Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

Committee Minutes

50. Agendas for Committee meetings will be split into two sections where necessary:
Part A Papers available to the public and the press
Part B Confidential not available to the public and the press.
51. Agendas and other papers for Committee meetings will be organised so that they reflect this structure of business.
52. The criteria for confidentiality set out in Standing Order 51 apply. The Clerk will prepare separate minutes for the non-confidential and confidential items so that the minutes are submitted to the Board in the appropriate part of the Board agenda.
53. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board.
54. Any recommendations made by committees will be referred to specifically on the Board agenda.

Attendance at Committee Meetings by Persons who are not Committee Members

55. The Board's written policy on attendance at committee meetings by persons who are not committee members, as required by Article 8(a) of the Articles of Government, is set out in Appendix 10

56. The Standing Orders of the Board set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 54-64.

URGENT ACTION

57. If, in his opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in his absence the Vice-Chair) of the Board, to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board referred to in Articles 9 & 10 of the Articles of Government may be the subject of such action.
58. Every such decision shall be reported to the next available ordinary meeting of the Board.

AUTHENTICATION OF DOCUMENTS

Common Seal

59. The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in their absence the Vice-Chair) together with that of any other governor.
60. An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a record maintained by the Clerk for that purpose.

Signing of Documents

61. The Principal is authorised to sign and also authorised to delegate the signing in their name on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business. This standing order shall not apply to any order, deed or other document which must be sealed with Common Seal of the Board under Standing Order 59.

SUSPENSION OF STANDING ORDERS

62. Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

VARIATION OR REVOCATION

63. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

REVIEW AND UPDATING

64. The Clerk to the Governors will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Board any necessary revisions.

APPENDIX 1: PROCEDURE ON THE SELECTION OF GOVERNORS

1. INTRODUCTION

- 1.1. The Nominations Committee has the responsibility for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of governors. The Committee will review on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.2. It is the responsibility of the Clerk to the Governors to alert the Nominations Committee when a governor's term of office is nearing expiry and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Board's skill mix under review with a view to seeking appropriate improvements if possible.

2. EXTERNAL GOVERNORS

2.1. Expiry of the Term of Office of an Existing Governor

- 2.2. The Clerk to the Governors shall report to the Nominations Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. If a member of the Nominations Committee is conflicted in terms of the business to be transacted, they shall be ineligible for membership for that meeting, and they shall be replaced.
- 2.3. The Nominations Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
 - 2.3.1. Whether the skills and experience of the governor are still required
 - 2.3.2. Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board
 - 2.3.3. The governor's contribution and commitment to the Board's work
 - 2.3.4. The length of the governor's previous service on the Board
- 2.4. A governor's term of office will expire automatically unless the Nominations Committee decides to recommend a further appointment and the Board accept the recommendation. In accordance with the recommendations of the Committee on Standards in Public Life, a governor shall not serve for more than two consecutive periods of four years. However, the Committee may recommend that the Board waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office. The Clerk shall advise the governor of the Committee's decision.
- 2.5. A recommendation from the Nominations Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.8 to 2.9 of this procedure.
- 2.6. Where the Board decides to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.
- 2.7. Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.8 to 2.9 of this procedure.

Filling of Vacancies

- 2.8. When filling vacancies for External Governors on the Board of Governors, the Nominations Committee shall be convened and shall consider the following options:
- 2.8.1. public advertisement, shortlisting and selection against criteria set out in a person specification
 - 2.8.2. personal recommendation of an existing Member
 - 2.8.3. by recruiting persons who have submitted unsolicited applications
- 2.9. The appointment process should be open and transparent. In making appointments the Committee should take account of any skill shortages identified by the annual skills audit and candidates are to be selected against a person specification. The Clerk should maintain a waiting list of applicants where applicable.

3. STAFF GOVERNORS

- 3.1. When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk to the Governors will oversee the arrangements for the appointment of a new governor following selection by the staff of the College. Where there are two staff governors, a teaching staff governor will be nominated and elected by all of the eligible teaching staff and teaching support staff of the College and a business support staff governor by all of the eligible business support staff. Staff governors must be employees of the College.
- 3.2. When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:
- 3.2.1. Staff in the category appropriate to the vacancy (i.e. teaching, business support or all staff) will be invited to nominate staff for selection on a form prescribed by the Clerk
 - 3.2.2. If there is only one nominee, that person's name will be put forward to the Board of Governors who may interview and appoint the nominee provided that s(he) is eligible for Board membership
 - 3.2.3. Where there is more than one nominee, nominees may be interviewed and then a ballot will be held in which all eligible members of staff in the relevant category shall be entitled to vote
 - 3.2.4. The Clerk shall determine the arrangements for the ballot and oversee the issue and receipt of ballot papers
 - 3.2.5. The name of the member of staff selected shall be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership

4. STUDENT GOVERNOR

- 4.1. Student Governors shall be appointed by a recognised College student body, elected by their peers in an election organised by the Director of Governance or appointed after interview by the Corporation.
- 4.2. The name of the student(s) selected shall be put forward to the Board of Governors who shall appoint the nominee provided that they are eligible for Board membership.
- 4.3. The term of office of student governors extends from the date of appointment by the Board for two years. At the discretion of the Board the term may be extended to cover two full academic years. The appointment will automatically cease should they cease to be an enrolled student during this period.

5. THE PRINCIPAL

- 5.1. In accordance with the Instrument of Government, the Principal shall be a governor of the College unless they choose otherwise.
- 5.2. Separate arrangements apply to the selection and appointment of the Principal.

6. THE CHAIR AND VICE CHAIR

- 6.1. Appointment to the office of Chair and Vice-Chair shall be carried out in accordance with the Instrument of Government (5).
- 6.2. The Instrument & Articles of Government state that the appointment of the Chair and a Vice-Chair are non-delegable responsibilities of the Board.
- 6.3. At a meeting before the expiry of the term of office of the Chair or Vice-Chair, or the meeting following the resignation or removal from office of the Chair, members shall appoint a new Chair or Vice-Chair from among their number in accordance with the Instrument of Government and with due regard to the recommendation of the Nominations Committee.
- 6.4. The term of office for both the Chair and the Vice Chair will be 2 years from the date of appointment with the exception of the first term of office of the Chair, which shall be three years unless the Corporation Board determines otherwise.

7. APPOINTMENTS

- 7.1. It is a condition of appointment for all governors that they must :
 - 7.1.1. Declare their interests in the form prescribed by the Board
 - 7.1.2. Declare their eligibility for Board membership
 - 7.1.3. Agree to be bound by the Code of Conduct approved by the Board
- 7.2. With the exception of the Principal, to whom separate arrangements apply, the Board shall only appoint external governors having first considered the advice of the Nominations Committee and shall do so in accordance with the Instrument & Articles of Government of the College.

APPENDIX 2: SELECTION PROCEDURE FOR CHAIR OR VICE CHAIR

- 1.1. At the end of every term of office and at least three months before the end of term in the event of a planned or expected vacancy arising for the office of Chair or Vice-Chair, the following selection procedure shall be followed by the Nominations, Remuneration and Governance Committee.
 - 1.1.1. Appoint a Selection Panel of at least three external governors to undertake the selection procedure. Membership is restricted to those without a conflict of interest in the appointment.
 - 1.1.2. Review and revise, if necessary, the job specification, including the time commitment expected.
 - 1.1.3. Appoint one or more members of the Selection Panel to:
 - (a) take soundings from all governors as to who should be appointed, noting that the Principal, staff members, student members, or co-opted non-governor members shall not be eligible to be appointed to either office. Nomination shall be open to all other governors.
 - (b) take soundings from all those proposed as Chair, including, if they are prepared to stand for election, noting their other significant commitments.
 - 1.1.4. If more than one candidate emerges, undertaking a transparent selection process including:
 - (a) inviting a written statement on why they wish to be Chair and what they would bring to the office;
 - (b) interviews;
 - (c) a vote and recommendation to the Corporation Board.
 - 1.1.5. Considering next steps should no recommendation be made, including recruitment of a new external governor with the intention of their being appointed Chair
- 1.2. The Clerk to the Corporation Board will provide any necessary governance and administrative support to the Selection Panel. The Selection Panel may call on external advice should the need arise.

APPENDIX 3: ROLE AND RESPONSIBILITIES OF THE CHAIR

Strategy and Leadership

The Chair is responsible for providing effective leadership of the Corporation and, in association with the Clerk, for its efficient operation in accordance with the *Instrument and Articles of Government* by:

- ensuring the efficient conduct of business at Board meetings following established procedures
- taking care that the business of Board meetings is reported appropriately
- ensuring that the views of all governors are sought at Board meetings and that governors work together effectively as a team
- being satisfied that the *Nolan Seven Principles of Public Life* (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership) are observed in the conduct of all Corporation Board business.

Corporate governance:

- The chair is responsible for the leadership of the board and ultimately to the stakeholders for its effectiveness.
- The chair should take particular care that the board observes the values of college governance, as set out in the Association of Colleges' *Code of Good Governance for English Colleges*.

The Chair shall ensure that the Corporation fulfils its duties in:

- articulating the mission of the Board
- maintaining and developing the ethos of the College
- setting corporate objectives
- establishing high standards of integrity
- monitoring the financial health of the College
- upholding high standards in regulatory areas of equality & diversity, health & safety, safeguarding, and the prevention of terrorism

The Chair shall seek to promote the best interests of the College, be its ambassador and represent it at meetings, presentations and conferences.

Operation of the Board

The Chair of the Corporation:

- shall agree the agenda for and preside at meetings of the Corporation
- may call a special meeting of the Corporation (if necessary with less than seven days' notice) where urgent and significant matters need to be considered before the next scheduled Board meeting
- shall have a second or casting vote at meetings of the Board where there is an equal division of votes on an issue
- may act on behalf of the Corporation between meetings in accordance with Standing Order No 65.

Performance of the Corporation and Individual Members

The Chair of the Corporation:

- should ensure that each governor has the opportunity to discuss his or her contribution and development needs at least annually, providing personal support to governors and discussing matters relating to attendance, performance or conduct
- is expected to promote critical self-assessment of Board performance and processes and make an active contribution to the annual self-assessment of the governance of the College
- shall support the Clerk in development and delivery of associated self-assessment action plans and governor development programmes

- should ensure that the Corporation addresses issues of diversity and that the balance of membership of the Board with respect to gender, age, ethnicity and stakeholder representation is appropriate to the needs and profile of the community served by the College.

Responsibilities in respect of the Principal and Clerk

A critical element in the effectiveness of both the Governing Body and the College is the establishment of a supportive and constructively challenging working relationship between the Chair and the Principal. This relationship should aspire to be mutually supportive while maintaining a professional relationship at all times. Through leadership of the Board the Chair plays a key role in the business of the College but must take care not to be drawn into day-to-day executive management issues which are the proper remit of the Principal. The Chair leads the Board and the Principal leads the staff. Clarity in their respective roles is essential for the proper functioning of the College.

The Chair and Principal should meet regularly for consultation, in particular for the following purposes:

- briefing of the Chair by the Principal on matters of interest and importance
- updating on key events and progress since the previous meeting
- informal exploration of differences of opinion as they arise
- agenda setting in consultation with the Clerk
- early warning of problems which may arise for the College
- the opportunity for informal discussions relating to working practice

The Chair:

- shall undertake the annual appraisal of the Principal and ensure that the Principal has access to appropriate opportunities for development and training. The Chair should report the outcomes of the process to the Remuneration Committee and the Board.
- offer both general and specific support to the Principal where strategic, major or contentious issues are involved
- shall undertake an annual appraisal of the Clerk and report the outcomes to the Remuneration Committee and Board
- is responsible for instigating any disciplinary action against post holders of posts designated as senior post holders appointments, should the need arise
- shall assist in compiling job descriptions and personnel specifications of the Principal, other designated senior post holders and the Clerk and shall supervise arrangements for the selection process

Person Specification

- Knowledge and experience of governance in the education sector or in commerce
- Ability to devote the necessary time and effort
- Strategic vision
- Independent judgement
- Ability to think creatively
- Ability to listen
- Ability to “steer” not row and to recognise the difference

Time Commitment

The time commitment involved is expected to be the equivalent of two days a month at minimum, in addition to the time given to the governor role.

APPENDIX 4: ROLE OF THE CLERK TO THE GOVERNORS

Main Purpose:

To provide effective, independent and professional advice and support to the Board of Governors and the Principal

In accordance with Article 3(3) of the Articles of Government, the Clerk shall be responsible for the following functions: -

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice

Main Duties and Responsibilities

To ensure compliance by the Board of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by:

- a. Providing effective and efficient professional support and advice to the members of the Board of Governors and the Principal/management of the College.
- b. Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed.
- c. Ensuring that all appointments to the Board of Governors and its committees have been validly made.
- d. Giving independent guidance on statutory, constitutional and procedural matters.
- e. Obtaining and making available professional advice for the Board of Governors and to individual governors in accordance with their role as governors.
- f. Facilitating communication on Board matters between the Board, the Principal and senior staff of the College.
- g. Administering those procedures approved by the Board of Governors for making information about the Board's business available to the public in accordance with the principle of transparent and open accountability.
- h. Ensuring the proper use of the Corporation Seal.
- i. Facilitating the induction and training of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities.
- j. Working in a manner which promotes equality & diversity.
- k. Undertaking such other duties as the Board of Governors may from time to time reasonably require.

In undertaking the above duties and responsibilities, the Clerk shall advise the Board if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk's advice, the following arrangements shall apply:

- a. Clerk shall put his/her advice to the Board of Governors in writing, having first consulted such external agencies as he/she considers to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.

- b. Should the Board continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies they consider appropriate, including the College's funding body, its internal and external auditors and the appropriate Government Department.

The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

The Clerk is authorised to arrange for any complaint by a member of the public against the Board or against an individual governor to be investigated. The Clerk may report the matter to the Education & Skills Funding Agency or successor organisation if in their judgement this is warranted by the nature of the complaint.

Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

APPENDIX 5: PROCEDURE FOR THE REMOVAL OR SUSPENSION OF A GOVERNOR FROM OFFICE

1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS

- 1.1. The Clerk will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings. If a governor has been absent from meetings of which they are a member for a period of longer than six months without the Board Chair's agreement, the Clerk will immediately notify the Principal and the Chair of the Board.
- 1.2. The Clerk will then write on behalf of the Chair to the governor concerned explaining the position regarding their attendance and advising that this could result in the governor's removal from office. The governor should be asked to provide, within seven days, written reasons for their 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 Clerk, whether or not the matter should be referred to the Nominations Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Nominations Committee considers that there may be grounds for the removal of the governor from office, it shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.

2. INABILITY OR UNFITNESS

- 2.1. Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.
- 2.2. When such a question is brought to the attention of the Clerk (s)he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s)he will decide, in consultation with 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 Nominations Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Nominations Committee considers that there may be grounds for the removal of the governor from office, it shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.
- 2.4. If there is any question of the Chair of the Board being unfit or unable to carry out the functions of the office then the procedure outlined in 2.2 and 2.3 above will be followed except that the Clerk will notify the Vice Chair of the Board. The Vice Chair will then consult with the Principal and the Clerk.
- 2.5. Should the Chair of the Board be removed from office then the position will be considered vacant and the procedure outlined in Appendix 2 followed to elect a new Chair.

3. MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR

- 3.1. Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 3.2. The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of their choice.
- 3.3. The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that they shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- 3.4. At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state their case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
- 3.5. The Board shall decide whether or not the governor should be removed from office. In either case the Chair shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- 3.6. A governor removed from office shall have no right of appeal against the Board's decision.

4. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE

- 4.1. A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 4.2. In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 4.3. The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why they should not be removed from membership of the relevant committee or to attend the meeting to state their case as to why they should not be removed. The member shall not be entitled to attend any part of the meeting not relating to their removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4. The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 4.5. A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.

5. PROCEDURE FOR THE SUSPENSION OF A GOVERNOR

- 5.1. In certain prescribed circumstances the Board can decide to suspend a governor for a period of up to six months. The Board can only suspend a governor if one or more of the following grounds apply:
 - 5.1.1. The governor is paid to work at the College and is the subject of disciplinary proceedings in relation to his or her employment
 - 5.1.2. The governor is a student at the College and is the subject of disciplinary proceedings in relation to their study at the College
 - 5.1.3. The governor is the subject of any court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor
 - 5.1.4. The governor has acted in a way that is inconsistent with the College's ethos and values and has brought, or is likely to bring, the College, the Corporation Board or his or her office of governor into disrepute
 - 5.1.5. The governor is in breach of his or her duty of confidentiality to the College, the staff or to the students.
- 5.2. The Board can vote to suspend a governor on any of the above ground but does not have to do so. The Board should only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- 5.3. Any motion to suspend must be specified as an agenda item of a meeting for which at least seven clear days' notice must be given. Before the Board votes to suspend a governor, the governor proposing the suspension must give the reasons for doing so. The governor who is proposed for

suspension must be given the opportunity to make a statement in response before withdrawing from the meeting and a vote will then be taken.

- 5.4. A governor who has been suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meeting during his or her suspension,
- 5.5. A governor who has been suspended cannot be disqualified from holding office for failure to attend meetings.
- 5.6. The details of the date of revocation of suspension must be recorded in the next set of Board minutes

APPENDIX 6: PERSONAL LIABILITY OF GOVERNORS

The Corporation is responsible for the educational character and mission of the College; the effective and efficient use of resources; the solvency of the College and the safeguarding of its assets. A Governor who acts 'intra vires' (ie within the permitted powers of the Corporation) is not exposed to personal liability, as a general principle.

Areas of Potential Liability

- a. Where Governors actively participate in an act which is beyond the powers of the Corporation, members are under a duty to see that the Corporation's powers are properly used.
- b. Governors must act honestly and exercise that degree of care and skill that may reasonably be required of them, having regard to their knowledge and experience. If wrongful acts are committed wilfully, maliciously or recklessly, Governors may be liable.
- c. With regard to criminal liability, certain statutes provide that, where a Corporation has committed an offence, its officers shall, in certain circumstances, be deemed guilty of that offence.
- d. Where any Corporation disobeys a judgement or Court Order which requires it to abstain from doing something, or being required to do an act within a specific time, refuses or neglects to do it within that time, its property (and the property of its officers and members) is liable to sequestration.

However there is no cause for alarm, providing that Governors act in good faith and rely, whenever possible, on specific professional advice. Members of the Corporation are covered for personal liability purposes with existing insurers.

APPENDIX 7 DECLARATION OF INTERESTS FORM

See attached form

APPENDIX 8: STATEMENT OF ELIGIBILITY TO SERVE AS A MEMBER OF THE BOARD OF GOVERNORS



See attached form.

APPENDIX 9 CODE OF CONDUCT FOR GOVERNORS

Attached as PDF from Eversheds

APPENDIX 10 POLICY ON ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS

ABINGDON & WITNEY COLLEGE CORPORATION BOARD

POLICY ON ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS

1.

1.1 Meetings of committees of the Board shall not be open to members of the public and representatives of the press.

1.2 With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which he/she is not a member.

1.3 Subject to paragraph 1.7 below, the Principal shall be entitled to attend meetings of any committee of which he/she is not a member except for the Audit and Remuneration Committees which he/she shall attend only if requested to do so by the Chair of the Committee.

1.4 The Clerk to the Governors shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.

1.5 The Principal in consultation with the Chair of the Committee is authorised to invite other members of staff to attend committee meetings.

1.6 The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.

1.7 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Governors unless the provisions of paragraph 1.4 apply.

APPENDIX 11 PROCEDURE FOR TAKING INDEPENDENT PROFESSIONAL ADVICE

1.1 Corporation members shall have, within the financial limits appearing in paragraph 3, the right to take advice from:-

- the College's advisers; or
- if necessary, at the Corporation's expense, independent advisers

on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice.

1.2 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.

2.1 Corporation members who intend to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and such notice must contain:-

- a summary of issues on which advice is sought; and
- if independent advice is sought (i.e. not from the College's advisers), the name(s) of the advisers whom the Corporation members propose to instruct together with a short explanation of the reasons why consultation with the College's advisers on the particular issues(s) is considered to be inappropriate.

2.2 The Clerk shall forward a copy of the notice given under paragraph 2.1 to the Chair of the Corporation and the Principal.

2.3 Wherever practicable, Corporation members shall first enquire of the Clerk whether professional advice has already been obtained by the College, before giving notice under paragraph 2.1.

3 The Clerk is hereby authorised by the Corporation to commission, at the Corporation's expense, professional advice under this procedure, provided that:

- the cost of such advice shall not exceed [£3.5k] on each and every occasion, or [7k] in the aggregate in any period of 12 months, exclusive of Value Added Tax;
- advice shall be commissioned by the Clerk on his or her own initiative after consultation with the Chair, or by the Clerk at the request of the Chair, or by the Clerk on receiving written notice from at least [3] Corporation members under paragraph 2 after consultation with the Chair;
- where advice is commissioned by the Clerk on receiving written notice under paragraph 2, the Chair shall decide whether to authorise payment of the whole or part only of the costs of such advice as soon as practicable after receiving a copy of the written notice and in any event within ten working days and following consultation with the Principal.

4. The Clerk will notify in writing the Corporation members who have given written notice under paragraph 2 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.

5. Any advice which is obtained under this procedure shall, on request, be made available to all Corporation members, save where such advice relates to a

named Corporation member, and the Chair, after consultation with the Clerk, is satisfied that it should be dealt with on a confidential basis.

6. References in this procedure to the Chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice-Chair.

APPENDIX 12 PROCEDURE FOR CONSIDERATION OF COMPLAINTS AGAINST THE CORPORATION, BOARD MEMBERS AND THE CLERK

1. A complaint against the Corporation, a Board Member (including the Principal/Chief Executive if the complaint relates to their role as a Board Member), a non-corporation member serving on a committee of the Corporation or the Clerk to the Corporation may be made by an individual or an organisation in relation to his/her or their dealings with the College. Complaints must relate to :

1.1 the performance by the Corporation, a Board Member or the Clerk or the functions respectively allocated to them under the Articles of Government of the College; and/or

1.2 the exercise by the Corporation of its powers; and/or

1.3 any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members, relevant provisions of the Accountability Agreement and/or the College Financial Handbook or the Further Education Code of Good Governance.

2. All complaints should be made in writing, identifying the complainant and addressed to the Clerk to the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation) at their email address.

3. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and if appropriate provide copies of any related documentation. The complainant should also state the remedy they are seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the Clerk since these are decisions for the Principal/Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.

4. The Clerk to the Corporation [Chair of the Corporation] will:

4.1 acknowledge receipt of the complaint within seven working days; and

4.2 refer the complaint to one or more of the following for investigation: the College's Audit Committee; one or more Board Members; a person (nominated by an external sector body) who has substantial experience of college governance (provided in each case that they have not been involved in the matters subject to the complaint).

5. Such person(s) shall:

5.1 consider the complaint and, if necessary, in order to determine disputed issues of fact, interview the complainant and those subject of the complaint . They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and

5.2 produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event, they shall produce an interim report within [28] days of the complaint being referred to them.

6. At its next scheduled Board meeting after receipt of the findings of the investigation the Corporation shall consider the findings and determine whether the complaint is substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified Board Members or the Clerk those persons shall withdraw and take no part in the discussion of the investigation outcome.

7. The Clerk to the Corporation [Chair of the Corporation] shall within [seven] working days of the Board's determination of the complaint provide a written response to the complainant and to those subjects of the complaint confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Secretary of State/DfE/FEC).