

1. THE INSTRUMENT & ARTICLES OF GOVERNMENT

- 1.1 Nothing in these Standing Orders should be interpreted so as to conflict with the *College's Instrument & Articles of Government* (last revised February 2016) which have the force of the *Further & Higher Education Act 1992* and amended by the *Education Act 2011*.
- 1.2 In the event of any apparent conflict with the *Instrument & Articles*, or with any other statute, those documents shall always be understood to have superior authority.

2. COMPOSITION & APPOINTMENTS

Composition

- 2.1 The composition of the Corporation of the College of North West London shall conform to the provisions of the *Instrument of Government*.
- 2.2 Within the provisions of section 2(1) of the Instrument, the Designated Number of Members of the Corporation shall be 17, of whom:
- 12 shall be Independent Members
 - Up to 2 shall be Staff Members, appointed by the Corporation.
 - Up to 2 shall be a Student Members, both to be nominated by the Student Council
 - 1 shall be the Principal
- 2.3 The number of Independent Members may be varied, from time to time, in the light of recommendations from the Search Committee, or otherwise as the Corporation thinks fit, up to a maximum of 17.

Terms of Office

- 2.4 Independent Members shall serve for a period of 4 years; Staff Members shall serve for a period of up to 2 years; and Student Members shall serve for a period of up to 1 year. The Principal's service shall be coterminous with her or his office.

Vacancies & the Role of the Search Committee

- 2.5 When new Members are sought to fill a vacancy, the Search Committee shall consider advertising the post. If this method of recruitment is not successful, any suggested nominations made by serving Corporation Members, or by the holders of Senior Posts shall be considered. Having reached the conclusion of its deliberations regarding any particular vacancy, which will normally include an opportunity to meet with potential nominee[s], the Search Committee shall report its findings to the Corporation, including in confidence the names of those persons whom it has considered, and shall recommend the preferred nominee[s] for appointment. In the light of the Committee's advice, it shall be for the Corporation as the Appointing Authority, in accordance with the Instrument, to consider and determine new appointments.
- 2.6 In considering the suitability of potential nominees, the Search Committee shall have regard to the latest audit of the skills and experience of serving Corporation Members.

3. CHAIR & VICE-CHAIR

Eligibility

- 3.1 A Chair and Vice-Chair shall be elected from amongst the Independent Members of the Corporation, to serve for a period of up to two years. Whilst ineligible to serve, the Staff and Student Members may nominate a candidate, second a candidate and vote in any ballot. The Principal, however, may neither nominate nor second a candidate but may vote in any ballot.

Process of Nomination & Election

- 3.2 Candidates for the offices of Chair and Vice-Chair must be nominated by a fellow Member and that nomination must be seconded by a third Member. Candidates may not nominate themselves.
- 3.3 Where there is only one nomination, duly seconded, that candidate shall be deemed elected unopposed. Where there are two or more candidates, a secret ballot shall be held with each Member of the Corporation casting one vote for his or her chosen candidate. Where there are two candidates, the successful candidate will be the Member with a simple majority of votes cast. Where there are three or more candidates, two ballots shall be held, with the two candidates securing the most votes in the first ballot proceeding to a second and final ballot. Candidates may vote for themselves. In the event of a tied vote, a further repeat ballot shall be held. In the event that this further ballot has failed to produce a result for either office, the Corporation Members present shall elect a Chair for the meeting and return to the appointment of the Chair and Vice-Chair at their next ordinary meeting. Where a Vice-Chair is elected, he or she shall chair the meeting in the event of a failure to appoint the Chair.
- 3.4 The Clerk will chair the Corporation meeting during the process described above until such time as Members have elected the Chair to the Corporation, or failing that, the Vice-Chair, or a chair for the meeting.

Terms of Office

- 3.5 The two-year terms of office of the Chair and Vice-Chair will commence with effect from the first ordinary meeting in the academic year and will expire two years later. In the event of the Chair or Vice-Chair ceasing to hold office, for whatever reason, a successor shall be elected for the balance of the 2 year term remaining.
- 3.6 Upon the expiry of their terms of office, the Chair and Vice-Chair shall be eligible for re-election.

4. DECLARATIONS OF INTEREST & CONTINUED ELIGIBILITY

Declarations of Interest

- 4.1 In accordance with clause 11 of the *Instrument of Government*, all Members of the Corporation, together with the designated holders of Senior Posts and certain other key postholders, shall be required each year to sign a *Declaration of Interest*. It shall be the duty of every Member to advise the Clerk, at the earliest opportunity, of any change in his or her circumstances which may have a bearing upon such a *Declaration* and, as appropriate, to complete a new *Declaration*.
- 4.2 A register containing Members', Senior Postholders' and others' *Declarations of Interest* shall be available within the College and may be inspected by any member of the public upon application to the Clerk.

Declarations of Continued Eligibility

- 4.3 To give effect to paragraph 8 of the *Instrument of Government*, all Members of the Corporation shall be required each year to sign a *Declaration of Continued Eligibility*. It shall be the duty of every Member to advise the Clerk, at the earliest opportunity, of any change in his or her circumstances which may have a bearing upon such a *Declaration* and, as appropriate, to complete a new *Declaration* or, if no longer eligible, to resign from office

5. MEETINGS

- 5.1 The Corporation shall meet at least once each term, and shall hold such other meetings as may be deemed necessary.
- 5.2 All meetings of the Corporation and its committees shall be summoned by the Clerk, or by his or her nominee, who shall send to Members in advance written notice of the meeting and/or a copy of the agenda; In the case of the Corporation, papers shall be dispatched at least seven calendar days in advance of the date set for the meeting.
- 5.3 All ordinary meetings of the Corporation will normally commence at 5.30 pm and conclude by 7.30 pm. On any occasion when the business to be conducted has not been concluded by 7.30 pm, a margin of 10 minutes will be allowed to enable Members to determine any urgent items and to defer the remainder.

Special Meetings

- 5.4 A Special Meeting of the Corporation may be called at any time, either by the Chair or upon the request to the Clerk of any 5 Members. Where there are matters requiring urgent consideration, a Special Meeting of the Corporation may be called with less than 7 clear days' notice if this is expressly agreed by the Chair or, in his or her absence, the Vice-Chair.
- 5.5 No matters may be resolved at a Special Meeting other than those identified upon the agenda for that meeting. The minutes of any previous meeting[s] of the Corporation shall not be considered at a Special Meeting, nor shall any items be raised under 'Any Other Business', other than for information.

6. QUORUM

- 6.1 A meeting of the Corporation shall be deemed quorate if 40% of the total membership is present: that is, with the Designated Number set at 12, if any five Members are present; with the Designated Number set at 13, 14 or 15, if any six Members are present; with the Designated Number set at 16 or 17, if any seven Members are present; and with the Designated Number set at 18, 19 or 20, if any eight Members are present.

Quorate Committees

- 6.2 In the case of each Corporation committee, the quorum shall be as follows:
- | | | | |
|-------|------------------------|---|-----------|
| 6.2.1 | Audit Committee | - | 2 Members |
| 6.2.2 | Search Committee | - | 2 Members |
| 6.2.3 | Remuneration Committee | - | 2 Members |

7. PROCEEDINGS OF MEETINGS

Voting

- 7.1 Any matter may be determined by a simple majority of the votes of the Members present and voting on the question. In the case of a tied vote, the Chair of the meeting shall have a second, or casting, vote. Where applicable, the Chair's casting vote shall always be cast in favour of the *status quo*.
- 7.2 Members may not vote by proxy; nor shall they be bound in their speaking and voting by mandates given to them by other bodies or persons.

Rescission & Variation

- 7.3 No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless the reconsideration of the issue is set down as a specific item of business for the meeting.

Any Other Business

- 7.4 With the Chair's approval, items which have arisen since the agenda was prepared may be taken under the item 'Any Other Business'. At Special Meetings, no such items may be determined by the Corporation but will be for Members' information only.

8. PUBLIC ACCESS & CONFIDENTIALITY

Access

- 8.1 The proceedings of meetings of the Corporation and Committees shall be held in private.
- 8.2 Any question as to whether a person, who is neither a Member of the Corporation nor the Clerk to the Corporation, should be permitted to be present, or to remain present, at a meeting of the Corporation is solely for the Corporation itself to determine.

Confidential Items

- 8.3 Confidential items will be dealt with under a separate section of the agenda following withdrawal of any Staff/Student Members, or others, as appropriate.
- 8.4 The decision to treat an item of business as confidential shall be made by the Clerk during the preparation of the agenda, in accordance with these Standing Orders and, as appropriate, in consultation with the Chair and/or by the Corporation at the conclusion of each meeting in the light of the proceedings as transpired.
- 8.5 In accordance with clause 17(2) of the *Instrument of Government*, an item of business may be deemed by the Corporation to be confidential, and so treated by the Clerk, if it concerns:
- 8.5.1 a named person employed at, or proposed to be employed at, the institution;
 - 8.5.2 a named student at, or candidate for admission to, the College;
 - 8.5.3 the Clerk to the Corporation;
 - 8.5.4 any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 8.6 Sector guidance has elaborated on the provision of 8.5.4 above and suggests that the following may be deemed confidential:
- 8.6.1 information provided in confidence by a third party who has not authorised its disclosure;
 - 8.6.2 financial or other information relating to procurement decisions, including information relating to the College's negotiating position, during the course of those negotiations;
 - 8.6.3 information relating to the negotiating position of the College in employee relations matters, during the course of those negotiations;
 - 8.6.4 information relating to the financial position of the College where the Corporation is satisfied, in good faith, that disclosure might harm the College or its competitive position;
 - 8.6.5 legal advice received from, or instructions given to, the College's legal advisers;
 - 8.6.6 information planned for publication in advance of that publication;
 - 8.6.7 matters not otherwise covered above, but considered to be commercially sensitive.

Confidential Papers & Minutes

- 8.7 The Clerk shall not distribute confidential papers to those Members who are expected to be invited to withdraw upon a resolution of the Corporation, nor shall he/she place such papers in the public domain.
- 8.8 Reference to those items of business transacted on the confidential section of the agenda of a meeting shall be made in the open Minutes of that meeting and, wherever practicable, the resolution of the Corporation shall likewise be recorded in such a manner as not to compromise the confidentiality of the item. If necessary, a detailed confidential minute will also be kept.
- 8.9 Once approved and signed, minutes of the Corporation shall be published on the College's website and made accessible to the public, with the exception that the minutes of the Remuneration Committee and of the Search Committee, being deemed confidential, shall not be so published. However, in observance of Article 5(3), the essence of the Search Committee's advice to the Corporation shall be reproduced within the minutes of the Corporation and so published by that means.
- 8.10 The Corporation will consider its individual Members to be under an obligation to respect the status of items or papers which are deemed confidential.

Attendance of Senior Staff

- 8.11 Members of the Principal's Executive Management Team shall, at the discretion of the Corporation, attend upon the Corporation and its committees and shall not normally be required to withdraw for confidential items, except where such items have a bearing upon their remuneration or conditions of service, those of the Principal, or of fellow Executive Management Team members

9. MINUTES & PAPERS

Approval of Minutes

- 9.1 At every ordinary meeting of the Corporation, the Minutes of the last meeting shall normally* be taken as the first item, unless the Members present for good reason decide otherwise, and if agreed to be a true record, shall be signed by the Chair. [**eg, when the Chair and Vice-Chair are to be elected, or when there is to be a presentation from someone not normally in attendance, these items will be taken above the Minutes.*]

Submission of Papers

- 9.2 Any Member of the Corporation may submit items of business to be considered by the Corporation, provided that these are lodged with the Clerk no later than 14 clear days in advance of the date of the meeting.

Access to Minutes and Papers

- 9.3 Once approved, Corporation minutes will be placed on the College website. Agendas and papers will be available to the public through viewing at the office of the Clerk to the Corporation or supplied in line with the College's Publication Scheme, saving that the papers relating to any confidential items shall not be so published or made available.

10. MEMBERS' ALLOWANCES

- 10.1 The Corporation shall have the power to pay to its Members such travelling, subsistence or other allowances as the Corporation may determine, provided that such allowances do not constitute remuneration.

- 10.2 Apart from the payment, to the Independent Members only, of an annual lump-sum of £100 to help defray the cumulative cost of minor out-of-pocket expenses, such as those associated with the use of a Member's home as an office (eg telephone calls, stationery, Internet connections etc) all allowances paid to Members in connection with the fulfilment of their office shall be on the basis of completed, approved Claim Forms, verified by the Clerk, to which will be attached the relevant vouchers, as appropriate.
- 10.3 Where the cost of business mileage is reimbursed, this will be in accordance with the prevailing rates under the College's Expenses Policy.

11. DELEGATION OF FUNCTIONS & COMMITTEES

Delegation

- 11.1 The Corporation shall not delegate the following functions:
- 11.1.1 The determination of the educational character & mission of the institution;
 - 11.1.2 The approval of the annual estimates of income & expenditure;
 - 11.1.3 Ensuring the Corporation's and the College's solvency and safeguarding their assets;
 - 11.1.4 The appointment or dismissal of the Principal, or the holder of a Senior Post;
 - 11.1.5 The appointment or dismissal of the Clerk to the Corporation;
 - 11.1.6 The power to determine an appeal against the dismissal of a Senior Postholder or the Clerk, save to a committee of the Corporation; or,
 - 11.1.7 The modification or revocation of the *Articles of Government*.
- 11.2 The Corporation shall delegate such other duties, responsibilities and tasks to its committees as it deems appropriate, and these shall be set out in the remits agreed from time to time for these Corporation committees.
- 11.3 Under *Article 11* and subject to the provisions of *Articles 3(2)(e)* and *16(1)(c)(ii)*, the Principal may delegate her/his power to dismiss a member of staff (other than a Senior Postholder or the Clerk) to any holder of a designated Senior Post or any member of Senior Management.

Ad Hoc Corporation Panels

- 11.4 Having due regard to *Article 10(1)* and in accordance with *Articles 3(1)(f)* & *3(2)(e)*, the Corporation will provide, as required, an ad hoc panel of Corporation Members, convened by the Clerk, in accordance with the following arrangements:
- 11.4.1 Dismissal of Senior Postholders [Article 16(1)(c)(i)]:** A Senior Postholder shall have the right to appeal against such decision of a Special Committee to an ad hoc Corporation panel; the panel will be drawn from an agreed pool of willing Corporation Members -to exclude the Principal, the Staff and Student Members, and members of the Special Committee - and will comprise at least three Independent Members of the Corporation. The panel will be convened and supported by the Clerk to the Corporation or his/her nominee, who will prepare a summative, not verbatim, record of the panel's proceedings.
 - 11.4.2 Dismissal of Staff Other Than Senior Postholders [Article 16(1)(c)(ii)]:** A member of staff shall have the right to appeal to an ad hoc Corporation panel against any decision of the Principal that he/she be dismissed; the panel will be drawn from an agreed pool of willing Corporation Members - to exclude the Principal, Staff and Student Members - and will comprise at least two and not more than three Independent Members of the Corporation. The panel will be convened by the Clerk to the Corporation and supported by the Director of Human Resources, or his/her nominee, who will prepare a summative, not verbatim, record of the panel's proceedings.

Committees and Remits

- 11.5 The Corporation has determined that its business can most effectively be delivered by the assistance of 3 Standing Committees: Audit, Search and Remuneration.
- 11.6 A Special Committee may need to be convened from time to time to deal with any relevant matters relating to the employment of the Principal, Senior Postholders or Clerk.
- 11.7 The remits of these committees, together with those for any other committees as the Corporation may choose to establish, shall be agreed by the Corporation and revised from time to time.

Committee Membership

- 11.8 The membership of its committees shall be determined solely by the Corporation. The Corporation will revise the membership of its committees from time to time.
- 11.9 Unless otherwise provided for in the remit or constitution of the committee, members of committees shall be free to elect a Chair, and if they so wish a Vice-Chair, from amongst their number; and, to determine the period of office of the Chair (*or Vice-Chair if there be one*) of that committee, with the following provisos:
 - 11.9.1 The Chair of the Corporation shall be *ex officio* Chair of the Search and Remuneration Committees and the offices shall be coterminous;
 - 11.9.2 The period of office of the Chairs of other committees shall not exceed a period of 4 years; and,
 - 11.9.3 Committee Chairs and Vice-Chairs may be re-elected.

Rights of Attendance

- 11.10 The holders of Senior Posts in the College, as determined by the Corporation, and any other members of the Principal's Executive Management Team, may be invited to attend upon a Corporation committee, with the exception of the Remuneration Committee when that committee is deliberating upon matters concerning their own remuneration and conditions of service.

Committee Minutes

- 11.11 Once prepared, and approved by the chair of the committee, the minutes of all Corporation committees shall be submitted to the next ordinary meeting of the Corporation.

12. DELEGATION TO THE CHAIR OF THE CORPORATION

- 12.1 The Chair may act on any matter with the full powers of the Corporation, provided that such delegation is approved in advance by an ordinary or special meeting of the Corporation.
- 12.2 The Chair may act on matters of a routine or day-to-day character, as the Corporation's representative, without explicit advance delegation having been approved. [*This authority would include, for example, communicating with the media.*] The Chair will report such actions to the next meeting of the Corporation as he or she thinks fit.
- 12.3 In an emergency, if a special meeting of the Corporation cannot be called in time, the Chair may act, in collaboration with the Principal, with the full authority of the Corporation. Any such action will be reported to the following meeting for ratification at the earliest possible opportunity. Any action which is not so ratified will be invalidated and the status quo ante restored, in so far as this is practicable.

13. THE CORPORATION COMMON SEAL

- 13.1 Paragraph 21 of the current *Instrument of Government* stipulates that “the application of the seal of the Corporation shall be authenticated by -(a) the signature of either the Chair or of some other member authorised either generally or specifically by the Corporation to act for that purpose; and, (b) the signature of any other member.”
- 13.2 In order to facilitate the efficient transaction of relevant legal documents, many of which relate to property matters and need to be concluded at short notice, ‘general authorisation’ under (a) above has been allocated to the Vice Chair, Principal and Chair of Audit Committee, to substitute for the Chair where necessary in authenticating the application of the Seal.

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