

## MOULTON COLLEGE

### CORPORATION STANDING ORDERS

1. Introduction

These standing orders must be read in conjunction with the Instruments and Articles of Government. The orders cover the membership of the Board and the conduct of business of the Corporation Board where these issues are not covered in the Instruments and Articles of Government.

2. Membership and Attendance

The Board shall consist of 20 members.

*Agreed Corporation meeting 5<sup>th</sup> December 2012 - minute 12/98/b; modified 28 February 2019, modified 12 December 2024.*

The membership shall comprise:

15 External Members

2 Staff Members

2 Student Members

The Principal

*Agreed Corporation meeting 5<sup>th</sup> December 2012 - minute 12/98/b; modified 28 February 2019, modified 12 December 2024.*

The Board may also co-opt members with appropriate experience to the Board or its committees. Such members will not count towards the quorum for the meeting nor be allowed to vote on any items.

In attendance at meetings:

Head of Governance

*Appointed at Corporation meeting 24<sup>th</sup> September 2015 – minute 15/176*

Quorum for meetings as designated in the Instrument of Government is 40%.  
With a membership of 20 this is 8 members.

Attendance requirements as defined in the Instrument of Government are that members should not be absent from meetings of the Corporation for a period longer than 6 months without the permission of the Corporation. The Head of Governance shall maintain an absence register for Corporation and committee meetings and report annually to the Search and Governance Committee.

Apologies for absence for meetings should be submitted to the Head of Governance before the start of the meeting.

3. Term of Office

The normal term of office for a member of the Corporation is 4 years as defined in the Instrument of Government. Governors shall not serve more than two successive 4 year terms except in exceptional circumstances. Members may only be considered for re-appointment beyond two terms if:

- They have demonstrated excellent commitment to the Corporation in terms of attendance and contribution at meetings; and,
- They have special skills that would be otherwise difficult to find; and,

- Their level of governance expertise is required to balance the relative inexperience of a number of new Members; or,
- They chair a Committee and the appointment of a successor would be difficult.

*Agreed Corporation meeting 10<sup>th</sup> May 2006, minute 06/53; modified at Corporation meeting on 25<sup>th</sup> April 2012, minute 12/27/b; and, further modified at Corporation meeting on 13<sup>th</sup> July 2017, minute 16/511/a. Modified at Corporation meeting on 14 November 2023, minute 23/80.*

The Head of Governance shall maintain a diary to ensure that the end of a term of office is noted and that elections are held in a timely manner. The Corporation shall not appoint any member other than the Principal unless it has considered the advice of the Search and Governance Committee. The Search and Governance Committee shall seek suitable nominations in accordance with its terms of reference.

#### 4. Election of Chair and Vice-Chair

The Chair and Vice-Chair shall be elected bi-ennially by the members of the Board. The elections shall be staggered.

*Agreed Corporation meeting 23 October 1992 – minute 1/92/ix*

The Chair of each Committee shall be elected by the Board.

#### 5. Access to Meetings

Access by members of the public to Corporation Board and Committee meetings is not permitted. *Agreed Corporation meeting 25<sup>th</sup> July 2012, minute 12/63/a.*

#### 6. Access to minutes and papers

A copy of the Corporation Board and Committee meeting minutes are available on the College website. Copies of papers not deemed to be confidential are available from the Head of Governance.

*Agreed Corporation meeting 27<sup>th</sup> July 2011 – minute 11/75/a*

#### 7. Proceedings of Meetings

The procedure of the meetings shall be in accordance with the Instrument of Government.

Members shall be asked to complete a list of interests form annually. This information shall be entered into a Register of Interests by the Head of Governance and produced for inspection on request.

At the start of each meeting of the Corporation or its Committees, members shall be asked to declare an interest in any agenda items. They should then refrain from the discussion and any voting which may take place.

The elected Chair shall chair the meeting.

In his/her absence the Vice-Chair shall chair the meeting.

Members wishing to speak should speak through the chair.

Voting shall take place in accordance with the Instrument of Government.

Elected staff and student members of the Board shall withdraw at the end of part 1 of the meeting.

When required to do so the Principal and Head of Governance shall withdraw at the end of part 2 of the meeting. Only issues relating to the remuneration of Senior Postholders or employment of the Principal shall be discussed in the

absence of the Principal.

Minutes of part 2 meetings shall be reviewed after 2 years under the guidelines for determining confidentiality. A copy of parts of the minutes no longer considered confidential shall be made public. A copy will be provided by the Head of Governance on request.

*Agreed Corporation meeting 28<sup>th</sup> July 1999 – minute 47/99/b*

**8. Agendas for Meetings**

The Head of Governance shall prepare a draft agenda for each meeting of the Corporation and its Committees. The draft agenda will be considered by the Chair and the Principal.

Any member wishing to place an item on the agenda should notify the Head of Governance at least 10 working days before the meeting.

Items of a sensitive nature involving confidential staffing issues shall be covered as a confidential item of the meeting.

Agendas shall be dispatched at least 7 days before the meeting.

Papers may be tabled at the meeting.

Any Other Business items should be used to cover urgent items which were not known at the time the agenda was compiled.

**9. Delegation of Powers**

Within the limitations of the Articles of Government the Corporation or its Committees may, if they wish, delegate powers to Committees, the Chair or the Principal.

**10. Written resolutions**

Where circumstances of an urgent nature arise and action is required before a meeting of the Board can be arranged, the matter may be considered by written resolution in accordance with the procedure set out in Clause 16 of the Instrument of Government. The circumstances under which the written resolution procedure is implemented shall relate only to items which require a 'yes' or 'no' response.

**11. Chair's Action**

Where circumstances of an urgent nature arise when it is not possible (due to time constraints) or appropriate (e.g. for a minor matter of business) to consider the matter by written resolution and action is required before a meeting of the Board can be arranged, the Chair may take action which shall go to the next meeting of the Corporation for ratification. When such decisions are contrary to agreed policy or procedures, or likely to have a significant effect on the finances of the College, a Special Meeting of the Board shall be called at the earliest opportunity to ratify the Chair's decision prior to its implementation.

**12. Special Meetings of the Corporation**

Special meetings may be called in accordance with the procedures laid down in the Instrument of Government.

**13. Corporation Seal**

The Head of Governance shall be responsible for the safe keeping of the Corporation Seal. The seal may only be used to authenticate the decisions of the Governors.

**14. Minutes of the meeting of the Corporation**

Minutes of Corporation meetings shall be taken by the Head of Governance. They shall be approved by the Chair prior to circulation to Board Members. Minutes of Corporation and Committee meetings shall be placed on the College website following their approval and signature at the next meeting. Minutes of Committee meetings shall be taken by the Head of Governance or other nominated person. They shall be approved by the Committee Chair prior to circulation to Committee members.

All decisions taken by the Board or its Committees shall be minuted at a properly constituted meeting.

The minutes shall be maintained in perpetuity. The Head of Governance shall be responsible for the safe custody of the minutes.

**15. Payment of Governor Expenses**

The Corporation will pay expenses incurred by Governors who attend a Board or Committee meeting, an event or training course or who are representing the College at the request of the Board. No attendance allowances or other payments will be made.

**16. Complaints**

Any complaints regarding policy issues and decisions made by the Governing Body shall be made in writing and dealt with under the College's published Complaints Procedure for Governance set out in Appendix A.

**17. Challenging Improper Conduct**

Any concerns by members of staff about the conduct of the Governing Body shall be addressed in writing to the Head of Governance who will take action under the College Public Interest Disclosure (Whistle Blowing) Procedure.

**18. Amendment to Standing Orders**

These standing orders shall be reviewed annually and may be amended by the Corporation.

## APPENDIX A

### COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a member of the Corporation or the Head of Governance may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a member of the Corporation should be made in writing and addressed to the following:

The Head of Governance  
Moulton College  
Moulton  
Northampton  
NN3 7RR
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
4. The Head of Governance will:
  - acknowledge receipt of the complaint without delay
  - investigate the complaint
  - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement
5. The written response of the Head of Governance will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for the Department for Education and the Education and Skills Funding Agency).
6. The Head of Governance will keep the Chair informed of the situation, and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Head of Governance to the complaint so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Head of Governance will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Head of Governance shall to be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation to be addressed to The Chair of the Corporation at the address shown in point 2 of this procedure.
9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual members of the Corporation.