

GO009 Standing Orders

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Summary

Standing Orders are derived from the Instrument and Articles of Government, relevant legislation, and modifications under statutory instruments. These Standing Orders should be read alongside the Articles of Government (Dec 2021).

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GO009 Standing Orders

1. Introduction

The main documentary guidance and regulations on Standing Orders is codified in the Instrument and Articles of Government as prescribed in Schedule 1 of the Education (Government of Further Education Corporations) (Former Further

Education Colleges) Regulations 1992 (SI 1992/1963) and modified by The Further Education Corporations (Former Further Education Colleges) (Instrument of Government) (Modification) (No.2) and in respect of the Statutory Instrument further modified (Modification) (No.3) Orders 1999, and in the case of the Articles of Government further modified by (Modification) (No.2) Directions 1999. Further modified 01.01.08.

The following specific Standing Orders, defined below, are complimentary to and should be read in conjunction with the Instrument and Articles of Government (Dec 2021).

2. Corporation Membership

1. The Corporation shall consist of:
 - a. not fewer than twelve independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government.
 - b. the Principal of the institution,
 - c. at least one and not more than two members who are members of the institution's staff and have a contract of employment with the institution ("staff members");
 - d. at least one and not more than two members who are students at the institution ("student members").
2. The Corporation may at any time vary the determination referred to in paragraph (a) and any subsequent determination under this paragraph provided that:
 - a. the number of members of the Corporation shall not be fewer than twelve; and
 - b. the numbers of members of each variable category shall be subject to the limit which applies to that category

3. Terms of Office

1. Members of the Corporation shall be appointed for a term of office of up to four years from the date upon which their appointment is approved by the Corporation. Student Governors may be appointed for a period of one or two years from the date upon which their appointment is approved by the Corporation as deemed appropriate.
2. The Chair of the Corporation shall be elected for a period of four years, and the Vice Chair for a period of three years. The Principal and any Staff or Student Members are not eligible for appointment as Chair or Vice Chair.
3. The Chair of the Audit Committee shall be elected for a period of two years and should not be the Staff member or Student member.
4. The Chair of listed committees should be elected for a period of two years and should not be the staff or student member.

5. In all cases 1-3 above, upon completion of their term of office, Members shall be eligible for re-appointment for a further term. Subsequent to this, subject to Board approval, they may be re-appointed on an annual basis.
6. Two students at the institution are to be elected. One student to represent the 16-19 year age group and a second student to represent the 19+ and Higher Education Students. A student member will hold office for two years or at such other time in the year after ceasing to be a student as the Corporation may decide. In the circumstances of a vacancy the Clerk (Governance Professional) to the Corporation will notify the Student Council who will make arrangements directly for the nomination of those students who wish to be considered for the position of student governor and commence the election according to the pre-determined process as outlined in the Terms of Reference for Student Voice.

4. Determination of Membership

If at any time the Corporation is satisfied that any member:

- has been absent from meetings of the Corporation or any of its Committees for a period longer than six consecutive months without the permission of the Corporation; or
- is unable or unfit to discharge the functions of a member; or
- becomes ineligible to serve as a Corporation member by reason of bankruptcy, criminal conviction or otherwise as provided in the Instrument and Articles of Government

the Corporation shall confirm in writing to the person concerned that his/her Membership of the Corporation has been brought to an end on the date specified in the notice of termination and the office shall thereupon become vacant.

5. Duties and Responsibilities of the Corporation

1. Under the Articles of Government the Corporation is responsible for the following:
 - a. the determination of the educational character and mission of the institution and for oversight of its activities;
 - b. approving the quality strategy of the institution;
 - c. the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
 - d. approving annual estimates of income and expenditure;
 - e. the appointment, grading, suspension, dismissal, and determination of the pay and conditions of service of the Senior Post Holders and Clerk (Governance Professional), and;
 - f. Setting a framework for the pay and conditions of service of all other staff.
2. The Corporation may establish a Committee for any purpose or function and may delegate powers to such a Committee or to the Chair of the Corporation. However, the Corporation may not delegate the following duties:
 - a. the determination of the educational character and mission of the institution;
 - b. the approval of the annual estimates of income and expenditure;
 - c. ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
 - d. the appointment or dismissal of the Principal;
 - e. the appointment or dismissal of the Clerk (Governance Professional);
 - f. the modifying or revoking of these Standing Orders (Governor Code of Conduct).

3. The Corporation and Committee shall meet at least once per term and as required.
4. The Corporation shall form an Audit Committee.
5. The Corporation shall set up a Special Committee comprising three Members to act in the event of the dismissal of the Principal or a Senior Post Holder.

6. Code of Conduct

Members are expected to adopt the Association of Colleges Code of Good Governance 2024:

1. Governors should:
 - a. Support the aims and objectives of the College and promote the interests of the College and its students in the wider community;
 - b. Work co-operatively with other Governors in the best interests of the College;
 - c. Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Governing Board prevails, it should be supported;
 - d. Base his/her view on matters before the Governing Board on an honest assessment of the available facts, unbiased by partisan or representative views;
 - e. Acknowledge that as an individual Governor, he/she has no legal authority outside the meetings of the Governing Board and its Committees;
 - f. Understand that an individual Governor does not have the right, other than through the Chair and the Governing Board's agreement, to make statements or express opinions on behalf of the Governors;
 - g. Resist any temptation or outside pressure to use the position of Governor to benefit him/herself or other individuals or agencies;
 - h. Declare openly and immediately any personal conflict of interest arising from a matter before the Governors, or from any other aspect of Governorship;
 - i. Respect the confidentiality of those items of business which the Governing Board decides from time to time should remain confidential;
 - j. Take or seek opportunities to enhance his / her effectiveness as a Governor through participation in training and development programmes, and by increasing his / her own knowledge of the College;
 - k. Give priority, as far as possible, to attendance at meetings of the Governing Board and its Committees; and
 - l. Have regard to his/her broader responsibilities as a Governor of a public institution including the need to promote public accountability for the actions and performance of the Governing Board.

Members must adopt Nolan's seven principles of Public Life (see Appendix).

7. Duties and Responsibilities of the Principal

Under the Articles of Government the Principal is responsible, subject to the responsibilities of the Corporation, for the following:-

- Making proposals to the Corporation about the educational character and mission of the institution and for implementing the decisions of the Corporation;
- The determination of the institution's academic activities and for the determination of its other activities;

- Preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and for the management of budget and resources within the estimates approved by the Corporation;
- The organisation, direction and management of the institution and leadership of the staff;
- The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than the holders of senior posts;
- The maintenance of student discipline and within the rules and procedures provided for within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

The Principal may delegate functions to any member of the Senior Management Team other than;

- a) the management of budget and resources.
- b) any functions that have been delegated specifically to the Principal by the Corporation.

8. Role of the Clerk (Governance Professional)

The Clerk (Governance Professional) shall be responsible for the following functions set out in Article 3(3): -

- 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.

9. Committees of the Corporation

The following Committees have been appointed:

- Audit Committee
- Curriculum & Quality Committee
- Finance & Resources Committee
- Remuneration Committee
- Search & Governance Committee
- Strategic Development Committee

10. Powers of the Audit Committee

It is a requirement of the Articles of Government 5(4) that an Audit Committee is established.

Membership

The Membership of the Committee is five Members of the Board. The Quorum is three Members. Minutes will be distributed to all Board Members.

Meetings

Meetings will be held at least once per term and as necessary. Meetings will be called by the Chair of the Committee.

Clerking

The meetings of the Committee shall normally be serviced by the Clerk (Governance Professional) to the Corporation.

11. Voting Rights

Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the Members present. Where there is an equal division of votes of the Members present the Chair of the meeting shall have a second or casting vote. A member may not vote by proxy. No resolution of the Members can be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

12. Quorums

- For a quorum of the Corporation Board 40% of Members must be present.
- The Quorum for a Committee meeting that the Corporation establishes shall have a minimum of three Members.

13. Membership of Committees

- Every vacancy on a Committee of the Corporation shall be notified to the Committee by the Clerk (Governance Committee) at the next meeting to be held after the vacancy occurs with a view to the Committee making such appointment as they think fit at that or any subsequent meeting.
- Any Member of a Committee may resign Membership of that Committee by notice, which shall become immediately effective.
- The Corporation may appoint Associate Members to Committees to add expertise to those Committees in an area identified by the key skills required. The member may or may not have voting powers. Such a member will not be a member of the Corporation by virtue of Committee Membership

14. Attendance at Meetings

- All designated Members of a Committee determined by the Corporation, shall be entitled to attend all meetings of the relevant Committee.
- Any member of the Corporation who is not a member of the Committee shall be able to attend any meeting of the Committee only at the express invitation of the Chair of the relevant Committee.
- Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the Committee.
- During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the Committee.
- Senior Officers of the College shall attend meetings of Committees in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the Committee.
- Full Corporation meetings will take place in person at the College. Committee meetings may be conducted via remote access provided the Chair of the Committee decides the business can be properly conducted remotely.

- Members are expected to attend all Corporation and relevant Committee meetings throughout the year. Their attendance at these will be published annually on the College website.

15. Notice of Meetings

- A schedule of proposed Meetings of the Corporation and its Committees shall be prepared by the Clerk (Governance Professional) and circulated to all Members of the Corporation each year, but this shall not prevent any meeting of the Corporation or its Committees being summoned by separate notice by the Clerk (Governance Professional), to Members of the Corporation or any such Committee. A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five Members. Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- The Clerk (Governance Professional) shall prepare and send an agenda and reports for each meeting to each member of the Corporation or Committee, as appropriate, at least seven days before the meeting where practicable.
- Reports may also be sent out following circulation of the agenda or circulated at the meeting provided that the item appears on the agenda. No report shall be circulated at the meeting if it is not shown on the agenda unless the Chair of the Corporation or Committee decides that it should be considered as a matter of urgency which shall be specified in the Minutes.

16. Interests of Members

- A register of direct and indirect Interests of Members shall be maintained by the Clerk (Governance Professional) to the Corporation in the form decided by the Corporation.
- Any Member having an interest in any matter under discussion shall disclose that interest, shall not take part in any discussion nor form part of the quorum, and shall not vote on any such matter.

17. Minutes

- The minutes of meetings shall normally be prepared, for approval by the Chair of any Committee, within 14 College working days following the meeting.
- The unconfirmed minutes of meetings shall normally be circulated to Members of the Committee following approval by the Chair of the Committee.

18. Member Expenses

Members are agreed, that subject to the authorisation of the Chair and/ or the Clerk (Governance Professional), reasonable travel, fees and expenses relating to conferences and training events appropriate to a Member's responsibilities to the Corporation, will be reimbursed on request.

19. Admission of the Public and Press

Meetings of the Corporation and its Committees will not be open to attendance by Members of the public, or press unless by invitation, and with the approval of the Chair.

The Minutes of the full Corporation Meetings, and of its Committees, shall be placed on the College Intranet and Web site, once approved.

20. Application of the College Seal

The application of the seal of the Corporation shall be authenticated by:

- the signature of either the Chair or of another governor authorised either generally or specially by the Corporation to act for that purpose; and
- the signature of any other governor.

The CEO/Principal, in his or her capacity as a corporation member, can witness the application of the seal, but neither the Governance professional/clerk nor a senior member of staff (unless also the staff governor) can act as a witness.

21. Variation or Revocation of Standing Orders

These Standing Orders (Governor Code of Conduct) shall not be amended, added to or rescinded unless notice shall first be given to the Members in the Corporation Agenda. Such notice shall state the terms of any proposed variation or revocation of these standing orders, and changes should be approved by a majority of Members attending the meeting at which they are considered.

The Standing Orders will be reviewed every two years, or as required and all Members will be required to agree to abide by them.

Appendix: Nolan's Seven Principles of Public Life

Selflessness

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

Integrity

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

Objectivity

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

Accountability

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

Openness

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

Honesty

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

Leadership

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