

**THE CORPORATION OF  
CITY OF BRISTOL COLLEGE**

**STANDING ORDERS FOR THE CORPORATION  
(INCLUDING THE CONDUCT OF MEETINGS)**

**Adopted by the Corporation on 28 January 1998**

**Last Revision:**

**22 September 2020**

**24 October 2019**

**(Terms of Reference are reviewed annually)**

## LIST OF CONTENTS

1. INTRODUCTION
2. MEETINGS
  - 2.1 Attendance by Members
  - 2.2 Attendance by Senior Post Holders
  - 2.3 Timing of Meetings
  - 2.4 Access to Meetings of the Corporation
  - 2.5 Agendas and Supporting Papers
  - 2.6 Confidential Items
  - 2.7 Order of Business
  - 2.8 Conduct of Meeting
  - 2.9 Any Other Business – Urgent Business
  - 2.10 Minutes
- 3 COMMITTEES AND PANELS
- 4 ELECTION OF STAFF AND STUDENT MEMBERS
- 5 SELECTION, APPOINTMENT AND INDUCTION OF MEMBERS
- 6 RESPONSIBILITIES OF THE CORPORATION, DELEGATION AND CHAIR'S ACTION
- 7 DISSATISFACTION WITH THE CHAIR
- 8 ELECTION OF CHAIR/VICE CHAIR
- 9 STATEMENTS MADE ON BEHALF OF THE CORPORATION
- 10 ALLOWANCES
- 11 MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC
- 12 'WHISTLEBLOWING'
- 13 CODE OF CONDUCT
- 14 REGISTER OF INTERESTS
- 15 COMPLAINTS
- 16 GOVERNOR LIABILITY
- 17 INDEPENDENT PROFESSIONAL ADVICE
- 18 ANNUAL DECLARATION
- 19 PROCEDURES FOR EXECUTING DOCUMENTS AND FOR USE OF THE CORPORATION SEAL
- 20 SUSPENSION OF STANDING ORDERS

21 AMENDMENTS TO STANDING ORDERS

APPENDICES (Terms of Reference for the Corporation and its Committees)

- 1 Terms of Reference for the Corporation and its Committees
- 2 Procedures for Special Committee
- 3 Selection Panels

# CITY OF BRISTOL COLLEGE STANDING ORDERS FOR THE CORPORATION AND ITS COMMITTEES

## 1 INTRODUCTION

These Standing Orders provide the framework for the operation of the Corporation, which shall be conducted in accordance with its Instrument and Articles of Government and the Further and Higher Education Act 1992.

Throughout this document reference to the Principal is intended to mean the Principal and Chief Executive.

## 2 MEETINGS

### 2.1 Attendance by Members

2.1.1 Members have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation. It is appreciated, of course, that there are other demands on Members' time and thus there may be occasions when they are unable to attend a meeting.

2.1.2 Members are asked to give the Clerk as much notice as possible if they are unable to attend a meeting. This enables the Clerk to judge if the meeting will be quorate and register apologies for absence. If it becomes clear that no business can be transacted due to the lack of a quorum the Clerk will consult with the Chairman with a view to postponing the meeting.

2.1.3 The Clerk will maintain a register of attendances at meetings.

2.1.4 The Instrument of Government provides for the Corporation to consider removing a Member from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a Member.

### 2.2 Attendance by Senior Post Holders

The Corporation expects Senior Post Holders (SPHs) to attend its meetings in their executive capacity. Other than the Principal, the Senior Post Holders do not have voting rights.

### 2.3 Timing and Venue of Meetings

Meetings of the Corporation shall normally commence at 6.00pm and finish not later than 8.00pm, although they may be extended by agreement of the Members present. Meetings will be held across all College centres.

Each Committee of the Board will determine its own arrangements for the timing and venue of its meetings.

### 2.4 Access to Meetings of the Corporation

Meetings of the Corporation are open to members of the public. The right to exclude members of the public from CONFIDENTIAL items of business is reserved.

Access to meetings of Committees will be determined in their respective Terms of Reference.

## 2.5 Agendas

There will normally be an Agenda Meeting between the Chairman, Principal and Clerk prior to each meeting of the Corporation. The Clerk will normally agree the agenda with the Principal and Chairman at least 3 weeks before the scheduled meeting. It is intended that the agenda, notice of meeting, associated papers and reports should normally be dispatched to Corporation Members at least 7 days before the meeting. As a minimum, the agenda, notice of meeting and the un-adopted minutes of the previous meeting will be despatched 7 days before the meeting.

These arrangements also apply to Committee meetings.

### 2.5.1 Circulation of Committee Papers

Minutes of Committee Meetings will be uploaded to the online Governor portal and available to all Members (excluding Remuneration Committee minutes where rules of confidentiality apply).

### 2.5.2 Document Preparation

#### Format

Reports presented to the Board for resolution are normally to be presented as follows:

- i) All papers to be clearly marked 'For Information' / 'Monitoring' / 'Decision' / 'Approval' Discussion or to 'Note / Receipt'
- ii) Background information and appropriate references;
- iii) Summary of financial implications (if appropriate).

## 2.6 Confidentiality

The Corporation conducts its business in an open and honest manner (principles laid down by the Nolan Committee and set out in the Code of Conduct) and therefore limits the number of confidential items of business to the absolute minimum. Where the Clerk considers that there is a requirement for items to be classified confidential under the guidelines set out below, this must be agreed by the Chair and Principal, and any subsequent documentation prepared in accordance with Standing Order 2.5.1.

There are four areas where items of business may be classified as confidential:

- i) where staff and student members may be required to leave a meeting of the Corporation or one of its Committees under the provisions of Clause 13 of the Instrument of Government.
- ii) where there is commercially sensitive information involved, for example in relation to the College's accommodation strategy;
- iii) where there is time sensitive information involved, for example a decision by a funding agency or a Local Authority which has not yet been made public; and
- iv) where there is a requirement for confidentiality imposed by a third party.

Reports and Minutes, which contain confidential material, will be marked 'CONFIDENTIAL'.

Minutes and Agenda papers that have been classified as confidential will be reviewed annually by the Clerk and a report submitted to the Board.

## 2.7 Order of Business

The Clerk is to ensure that the meeting is quorate and report accordingly to the Chairman. The Order of Business will normally be:

- a) to elect a Chair for the meeting in the absence of the Chairman or Vice-Chairman;
- b) to receive apologies for absence;
- c) to declare any interests;
- d) to adopt the minutes of the last meeting, as a record, noting any amendments. The minutes to be signed by the Chairman;
- e) to consider matters arising from the minutes of the previous meeting;
- f) to receive committee reports as appropriate;
- g) to consider matters of corporate governance;
- h) to consider substantive matters requiring decision. The Chairman will normally schedule time at the commencement of the meeting for consideration of the decision items;
- i) to consider financial matters and the solvency of the College;
- j) to consider any other main items of business;
- k) to receive a report from the student body as appropriate;
- l) to receive a report from the Executive;
- m) to receive items for information;
- n) to receive Any Other Business. (see also paragraph 2.9);
- o) to receive confidential items from which staff and student members may be excluded.

## 2.8 Conduct Of Meeting

### 2.8.1 General

The practice at meetings of the Corporation allows for informal debate, which the Chairman will normally summarise before putting any motion to the Board. The following general rules will normally be observed:

- a) each member shall address his/her remarks to the Chairman and shall speak only to the matter under discussion;
- b) only one member shall speak at a time. If two or more members signify their desire to speak, the Chairman shall call on them in order.

### 2.8.2 Formal Debate (based on Erskine May's Guide)

When there is a need for more formal debate, for example in circumstances where there are time constraints, additional rules may be applied.

- a) A member, other than the proposer, should not normally speak more than once on any motion or amendment and shall only speak more than once with the permission of the Chair.
- b) The proposer of a motion or amendment may speak on the subject when proposing the motion or amendment and shall also have the right to reply to the debate.
- c) When the proposer has replied to the debate the question shall be put to the vote and no other member shall be allowed to speak on the matter.

### **2.8.3 Motion and Amendments**

Notice of a motion together with the names of the proposer and seconder should be submitted to the Clerk to the Corporation at least 14 working days in advance of the meeting. A motion and any amendment(s) shall not be discussed until it has been proposed and seconded. A motion or amendment may be withdrawn by the proposer, with the consent of the seconder and once withdrawn, all discussions on it shall cease.

### **2.8.4 Amendments to Motions**

An amendment to any motion may be moved by any member at any time prior to the motion being put to the vote. An amendment shall be relevant to the motion and shall be such as to alter the motion by the addition and/or omission of words. Alternatively the amendment may be to refer the subject under discussion to a committee for consideration. No amendment shall have the effect of negating the motion.

### **2.8.5 Motion moved during debate**

When a motion is being debated, no other motion shall be moved except:

- a) to amend the motion;
- b) to adjourn the meeting;
- c) to adjourn the debate and proceed to the next business;
- d) to have the motion put to the vote immediately;
- e) to suspend a Standing Order.

In the cases of (b), (c), and (d) the new motion, if seconded, shall be put to the vote without discussion and if carried, shall be acted on accordingly.

### **2.8.6 Points of Order**

A Member may at any time in the course of debate raise a 'point of order' relating to an alleged breach of Standing Orders. In such a case the Member shall be heard immediately and the Chairman shall give a ruling, which shall be final.

### **2.8.7 Point of Information**

Any Member may during any debate raise a 'point of information' relevant to the subject under discussion at the particular moment. In such a case the Member shall be heard immediately.

## 2.9 **Any Other Business**

- 2.9.1 Members wishing to raise an urgent matter under 'Any Other Business' must notify the Clerk with details of the matter no later than noon on the day of the meeting. The Chairman shall rule as to whether or not the matter is urgent if any Member challenges the inclusion of this business on the Agenda.
- 2.9.2 Members shall not seek to rescind or vary a previous decision of the Board under 'Any Other Business'.
- 2.9.3 The normal channel for introducing business on to an agenda shall be through the Clerk to the Corporation, in sufficient time to allow consultation with the Chair and the Principal and for the drafting of a paper to support the agenda item. A Member introducing an issue of policy as 'Any Other Business' in insufficient time for supporting papers to be prepared can only use the item to draw Members' attention to the matter and enable it to be placed on the agenda of a future meeting.
- 2.9.4 Members may use 'Any Other Business' as a channel for informing Members of matters of interest.

## 2.10 **Minutes**

- 2.10.1 Minutes of the proceedings of all meetings of the Corporation and its Committees shall include the names of Members present and those in attendance.
- 2.10.2 Draft Minutes will normally be submitted to the Corporation/Committee Chairman for approval within 7 working days of the relevant meeting.
- 2.10.2 Adopted minutes shall be uploaded to the online Governor Portal.

## **3 COMMITTEES AND PANELS**

- 3.1 The Corporation has established the following Committees:
- a) Audit (required by Article 6)
  - b) Curriculum and Quality
  - c) Business Services
  - d) Remuneration
  - e) Search and Governance (required by Article 5)

Rules of Procedure have been drawn up for a Special Committee to consider the case for dismissal and to determine any appeal against dismissal by the holder of a senior post or the Clerk (Articles 10, 16 and 17), although Membership of the Committee is only established if the Committee is convened (*Appendix 2*).

- 3.2 Membership of Committees is reviewed annually by the Board, with Members being invited to notify any requests for change in advance of the meeting. Co-opted Members are permitted by the Instruments and Articles. However, any proposal to co-opt a Member to a committee must be approved by the Board based on a recommendation from the Search Committee.
- 3.3 Each Committee elects a Chair at its first meeting of each academic year for subsequent ratification by the Main Board.

### 3.4 Rules of Procedure

- 3.5.1 Details of Membership, Quorum, Terms of Reference and Standing Orders for each Committee are contained in Appendices to these Standing Orders. The following applies to all Committees:
- 3.5.2 **Frequency of Meetings.** The schedule of Committee meetings will be reviewed annually and approved by the Board.
- 3.5.3 **Committee Clerk.** The Clerk of the Corporation is to act as Clerk to all Committees.
- 3.5.4 **Agenda.** The procedures for Committees will conform to those for the Main Board as set out in Standing Order 2.5.
- 3.5.5 **Attendance at Meetings.** The rules set out in Standing Order 2.1 for attendance by Members of the Corporation shall be extended to include Committees.
- 3.5.6 **Attendance by Advisers.** Where appropriate, external advisers to the College may be invited to attend Committee meetings. They may speak at the meetings but do not have voting rights.
- 3.5.7 **Voting.** The practice at meetings of Committees of the Corporation allows for informal debate, with decisions normally made by consensus. Where the Committee Chair deems it necessary for a more formal approach, the rules set out in Standing Order 2.7 will apply.

### 3.6 Panels

On occasions there will be a requirement for a Panel of Governors to be set up for the purpose of either selecting a new Senior Post Holder (Article 12 (1) (b)), or hearing an appeal against suspension or a grievance by a Senior Post Holder (Article 16 (1) (a) and (b)).

- 3.6.1 Membership, Terms of Reference and outline Procedures for a Selection Panel are set out in Article 12. The Clerk to the Corporation is to act as Clerk to the Panel and provide more detailed procedural advice as required.
- 3.6.2 Any Panel established to hear either a grievance or an appeal against suspension by a Senior Post Holder or the Clerk, will comply with the Membership, Terms of Reference and Procedures set out in Appendix 8.
- 3.6.3 It will also be necessary to convene a Panel of Governors to hear any appeal by a member of staff, other than a Senior Post Holder, against suspension or summary dismissal.
- 3.6.4 The Clerk is responsible for drawing up a list annually of Governors who are willing to serve on such a Panel and for consulting with the Chairman before convening a Panel. Panels will normally consist of 3 Members and the composition of all Panels will be ratified by the Corporation, which may be carried out by correspondence.

## 4 STAFF AND STUDENT MEMBERS

### 4.1 Staff Members

- a) The Corporation has determined that there shall be up to two Staff Members.
- b) The rules for the appointments are as follows:

- i) The Clerk shall seek applications by advertising vacancies throughout the College as widely as possible.
- ii) In order to be eligible for selection staff must be on the College payroll at the time that the Corporation determines that the vacancy occurs.
- iii) Due consideration will be given to the time of the year in which a vacancy falls to ensure full consideration of applications.
- v) Selection and Appointment Procedures are set out in Appendix 6 to this document.

#### 4.2 **Student Members**

- a) The Corporation has determined that there shall be up to two Student Members to include the Student President and, where there are two, a Vice President of the Student Union.
- b) Selection and Appointment Procedures are set out in Appendix 6 to this document.

### 5 **SELECTION, APPOINTMENT, AND INDUCTION OF MEMBERS**

#### 5.1 **Selection of Members**

- a) Selection and Appointment Procedures are set out in Appendix 6 to this document.
- b) The process of selecting all Members, other than the Principal, shall involve the Search and Governance Committee.

#### 5.2 **Appointment of Members**

- a) All Members, other than the Principal, Staff and Student Members, shall be appointed by the Corporation to serve for a fixed period, currently 4 years, and shall normally be eligible to serve for a maximum of 2 consecutive periods of office.
- b) The Clerk shall write to Members on behalf of the Corporation setting out the date of the appointment (normally the date of the Meeting of the Corporation at which the decision was made) and the date of the Members' retirement.

#### 5.3 **Induction of Members**

The Clerk is to formulate an Induction Programme for every new Member based on a needs analysis and having consulted with the Chairman and the Principal. The Clerk is also responsible for ensuring that the Induction Programme takes place.

### 6 **RESPONSIBILITIES OF THE CORPORATION, DELEGATION AND CHAIRMAN'S ACTION**

- 6.1 Article 3 specifies the responsibilities of the Corporation, the Principal, and the Clerk.
- 6.2 Provision is made in the Articles of Government for the delegation of functions to Committees, the Chairman of the Corporation or the Principal with the exception of the following which cannot be delegated:
  - 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 of the Principal or holder of a senior post;
  - e) the appointment of the Clerk; and
  - f) modifying or revoking of the Articles of Government.
- 6.3 The Corporation has decided not to delegate specific functions to the Chairman of the Corporation as this may prove to be too restrictive for the arrangements to work effectively as and when appropriate.
- 6.4 There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chairman may take action on its behalf as set out in 6.4 and 6.5 below on the condition that such a course of action is not contrary to the Articles of Government or other regulations.
- 6.5 Requests for action by the Chairman will only be made through the office of the Clerk. Requests should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chairman.
- 6.6 The decision of the Chairman, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk.
- 6.7 The Clerk, after consultation with the Chairman and the Principal, will judge if it is appropriate to seek the views of the Chairman of the standing committee associated with the issue.

## **7 DISSATISFACTION WITH THE CHAIRMAN**

There may be occasions when a Member or Members is/are dissatisfied with the Chairman. There are several options open to Members depending on the circumstances.

- 7.1 In the case of Chairman's action exercised under Standing Order 6, the Board may express any disapproval at the subsequent meeting when the action is reported.
- 7.2 In the case of any other specific issue Members can either:
- a) request the Clerk to place the item on the agenda of the next scheduled meeting of the Board: or
  - b) call a special meeting of the Board to consider the matter under the provisions of Clause 11 (4). This requires a request in writing to the Clerk by any five Members.
  - c) Under the provisions of Clause 7 the Corporation may give notice in writing to remove the Chairman from office if it is satisfied that s/he is unfit to discharge the functions of the Office.
- 7.3 In the matter of the Chairman's regulation of the proceedings of a meeting, Members should raise a point of order as set out in paragraph 2.7.6 above. Any Member who is not content with the Chairman's ruling on the point of order may request that a poll be taken.
- 7.4 In the matter of the Chairman's conduct, Members should proceed as set out in paragraph 7.3 above.

## **8 ELECTION OF CHAIRMAN/VICE CHAIRMAN**

- 8.1 The Corporation will maintain a guide for Members to assist in the appointment and retirement of the Chair and Vice Chair(s).
- 8.2 Normally the Chair and Vice Chair(s) are elected at the July meeting.
- 8.3 The election is by show of hands with nominations being invited at the meeting from among those present. Proxy votes are not permitted.
- 8.4 Post holders are elected to serve for the duration of their terms of office. Should the July meeting not take place then they continue to serve until the first meeting of the following Academic Year. If the July meeting does not take place and either of the post holders retire before the next meeting of the Board, the Clerk shall convene a special meeting for elections to take place.
- 8.5 The election of the Chairman will be facilitated by the Clerk after the office holder has vacated the Chair.

## **9 STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- 9.1 Unless otherwise agreed by the Corporation, statements on behalf of the Corporation will only be made by the following:
  - a) the Chairman;
  - b) the Principal;
  - c) the Clerk.
- 9.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 9.3 The Clerk will also respond to correspondence from other staff (including representatives of the staff such as union officers) in order to reduce the burden on individual Members of the Corporation and to ensure that collective decisions of the Corporation are followed. The Clerk will normally consult with the Chairman before responding.

## **10 ALLOWANCES TO MEMBERS**

- 10.1 **Attendance at meetings of the Corporation and Committees of the Corporation**
  - a) Members are entitled to claim reimbursement of costs in travelling to and from meetings of the Corporation or its Committees. Such claims will normally be based on the rules for staff except where, in exceptional circumstances, a variation is authorised by the Chair and reported to the Board.
  - b) Attendance allowances and loss of earnings will not be paid to Members of the Corporation.
  - c) Out of pocket expenses, for example fees paid to a babysitter, will be reimbursed.
- 10.2 **Participation in training programmes by Members of the Corporation**
  - a) If a Member of the Corporation has the opportunity to participate in a training programme it is suggested that he/she contacts the Clerk to discuss it before any commitments are made. The Clerk will consult with the Chairman of the Corporation as appropriate.

- b) The tuition fee (if any) will be paid by the College.
- c) Travel costs (based on second-class rail fares) will be reimbursed by the College.
- d) Any relevant subsistence costs (based on staff entitlement) will be reimbursed by the College.

### 10.3 Overseas Travel

- a) Any overseas travel by a Member on College business must be approved in advance by the Chairman.
- b) Any such travel by the Chairman must be approved in advance by resolution of the Corporation.

### 10.4 Claims for Reimbursement

To claim reimbursement of costs incurred or any other approved expenses, Members should contact the Clerk.

## 11 MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC

- a) A list of the names of Members of the Corporation will be available for inspection in the office of the Clerk and via the College website.
- c) Members' addresses and contact details will not be publicly available and initial correspondence/contact should be conducted through the Clerk.

## 12 'WHISTLEBLOWING'

The Corporation has approved a policy and procedures for exposing to scrutiny wrong or inappropriate behaviour by officers or governors of the College. The procedures are not an additional mechanism for employees to raise grievances about their personal or collective employment situation or against other individuals.

## 13 CODE OF CONDUCT

### 13.1 General

- a) The Corporation has approved a Code of Conduct for its Members as a guide to indicate the standards of conduct, which is expected of them. It is also intended to assist them in carrying out their duties and to help them to understand their legal duties.
- b) Every Member is provided with a copy on appointment, and acceptance of appointment as a Member of the Corporation is construed as acceptance of the Code.
- c) The Code aims to promote effective and well informed college governance and is not intended to be either definitive or an authoritative statement of the law.

### 13.2 Gifts and Hospitality

- a) Members should always bear in mind the need not to behave so that the impression given may suggest they have been influenced, or may have been influenced, by a gift, benefit, hospitality or other consideration in order to show favour or disfavour whilst acting on behalf of the College. Such gifts or considerations could be made to gain advantage and might be misconstrued as hampering impartiality or independence. Therefore a gift, benefit, hospitality or other consideration must not be accepted except:

- i) Occasional trivial inexpensive gifts of a promotional nature up to a value of £25.
  - ii) Conventional hospitality provided it is normal and reasonable such as official lunches, openings, working meals. A private lunch or invitation to a sporting event may give rise to a breach of this code.
- b) A record is to be kept by the Clerk in which gifts, benefits, hospitality and other considerations are to be recorded.

## 14 REGISTER OF INTERESTS

The College's Instrument of Government places a specific duty on Members to avoid conflict of interest in relation to College property. The Code of Conduct elaborates on this matter and extends the areas of interest, which should be disclosed. It also requires the Clerk to maintain a Register of Members' Interests and invites Members to disclose routinely any such interests.

Members are required to complete a Declaration of Interests form on appointment and the Clerk is to invite notification of any changes on an annual basis. Members will be reminded of relevant personal information that may be declared, including membership of closed orders, under arrangements periodically agreed by the Board.

Members are in the best position to decide what business interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following guidelines.

### 14.1 Guidelines

Members are invited to provide the same information, if known to him or her, in respect of his or her spouse or partner, children or other close relatives (e.g. living in the same household or a dependant). A member should ask him/herself whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgement.

<b>Category of Interest</b>	<b>Information to be Disclosed</b>
Paid employment	Name of employer
Self-employment	Names of significant customers/clients accounting for more than 10% of income of individual or firm
Directorships of commercial Companies	Name of companies
Significant shareholdings	Name of any company in which a Members owns 5% or more of the issued share capital
Elected office	Name of authority
Trusteeships or participation	Name of body in the management of charities and other voluntary bodies
Public appointments (paid or unpaid)	Name of body
Membership of professional bodies and trade or other associations	Name of body

## **15 COMPLAINTS**

### **15.1 Complaints Procedure**

- a) The normal procedure is for the Clerk to carry out an investigation having consulted with the Chairman and to report as appropriate. The Clerk will acknowledge the complaint in writing within seven days and will correspond further with the complainant within a reasonable timescale.
- b) If the complaint is about the Chairman, the Clerk will consult with the Vice Chairman in the first instance.
- d) If the complaint is about the Governing Body as a whole the Clerk will normally seek advice from the appropriate Government Department, funding body and/or the Corporation's legal advisors.

### **15.2 Complaints against the Clerk**

The Chairman will appoint a Member to investigate, having consulted with the Principal, and will report to the Board as appropriate.

## **16 GOVERNOR LIABILITY**

In most circumstances if there is a major problem resulting in loss to a third party (for example a supplier) the aggrieved person is mostly likely to sue the College as a Corporate body and not individual Governors. However in certain exceptional circumstances, a third party may try to sue an individual Governor. Legislation provides a considerable degree of legal protection for individual Governors provided they act honestly and reasonably.

As a further precaution the College has taken out liability insurance for Governors and Officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act. Professional Liability insurance (including executive liability, professional indemnity and fidelity) indemnifies the College for acts by any member of staff acting in a managerial or supervisory capacity and any Governor to a maximum value of £1,000,000. This is the maximum for any one claim and also the total for claims through an insurance year.

## **17 INDEPENDENT PROFESSIONAL ADVICE**

The Corporation has approved the following policy for the provision of independent professional advice to Members on any matters concerning the exercise of their powers and responsibilities.

### **17.1 Policy on Independent Professional Advice for Corporation Members**

Corporation Members shall have, within financial limits agreed periodically by the Board, the right to take advice from:

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

on any matters concerning the exercise of their powers and responsibilities. Such matters shall:

- include advice on their legal, accounting and regulatory duties, but
- exclude advice to individual Corporation Members concerning their own respective personal interests in relation of the Corporation.

A Member who intends to seek advice under this policy should consult with the Clerk in the first instance for details of procedures and financial limits.

## 17.2 Policy on Independence of the Clerk

The Financial Memorandum requires each corporation to specify procedures it would expect the Clerk to follow if he believed the corporation or any of its members were seeking to act beyond their powers.

There may be occasions when the Clerk feels his advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available to him within the College. The Clerk may take some or all of the following steps:

- ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chairman and Principal;
- ensure the chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
- report the matter to the next meeting of the relevant Committee or full Corporation and ensure the matter is placed in the publicly available minutes;
- consult the College's external auditors.

The Clerk may also take Independent Professional Advice on the same basis as Corporation Members as set out in 17.1.

## 18 ANNUAL DECLARATION OF ELIGIBILITY FOR MEMBERSHIP

Clause 7 sets out rules for eligibility for membership of the Corporation.

Prior to appointment, potential Members are required to complete a declaration of eligibility for membership. Members are thereafter required to complete a declaration on an annual basis, and this will normally be combined with the revision of the Register of Interests.

Clause 7 sets out detailed provisions relating to the circumstances in which a person may be ineligible, or become disqualified in law from serving as a governor. In summary, these provisions state:

- a) that a person under the age of 18 may not be appointed (unless nominated as a student member);
- b) that members of staff and the student body, with the exception of those appointed to serve as staff and student Governors, are ineligible for appointment;
- c) that the Clerk is ineligible;
- d) that there are circumstances that disqualify a serving governor or make a person ineligible for appointment. These circumstances include bankruptcy or a prison sentence;
- e) that the Principal and staff Members cease to be Members on leaving the College's employment;
- f) that the Student Member ceases to be a Member on leaving the College.

In the event that a Member becomes ineligible to serve as a Governor they are to inform the Clerk at the earliest opportunity.

## **19 PROCEDURES FOR EXECUTING DOCUMENTS AND FOR THE USE OF THE CORPORATION SEAL**

### **19.1 Deeds**

As a general rule, transactions relating to the permanent transfer of property will require the consent of the Corporation in order to conform to the requirements of the Financial Memorandum. In such cases it will be a requirement that the appropriate document relating to the transaction will be executed as a deed.

The Clerk will draft a resolution setting out the terms of the transaction. Once the resolution has been passed by the Corporation, the Clerk will instruct the College solicitors to draw up the deed.

When the deed has been prepared, the Clerk will make arrangements for it to be executed by the application of the Corporation Seal which shall be authenticated by any two Members (other than a Staff or Student Member) of whom one should be the Chair or a Committee Chair. A copy of the resolution relating to the deed will be available for inspection at the signing.

### **19.2 Other Documents/Contracts**

- a) Most contracts entered into by the College will be signed by the Principal or a delegated member of the Executive.
- b) Any document, which is required to be authenticated by the Corporation other than, as a deed shall be signed by:
  - i) the Chairman, Vice Chairman, Principal or a Committee Chairman; and
  - ii) one other Member of the Corporation other than a Staff or Student Member; or the Clerk to the Corporation if a second signature is required.
- c) The nature of the transaction or its value, as set out in the relevant Financial Regulation, shall determine which of these procedures is to be followed.

### **19.3 Security of the College Seal**

The Clerk is responsible for ensuring the security of the College Seal.

## **20 SUSPENSION OF STANDING ORDERS**

Any of the preceding Standing Orders may be suspended by a motion so to do that is supported by at least two thirds of those Members present.

## **21 AMENDMENTS TO STANDING ORDERS**

These Standing Orders are to be reviewed at the first meeting of the Corporation in each academic year.

Proposed amendments are to be submitted in writing to all Members of the Corporation, through the Clerk, at least 7 working days before the meeting at which they are to be considered. Any amendment, to be effective, must be adopted by a majority of the Members attending the meeting.

Joanne Ward, Clerk to the Corporation

## **Terms of Reference for the Corporation and its Committees**

### **The Corporation Terms of Reference**

<https://www.cityofbristol.ac.uk/wp-content/uploads/Corporation-terms-of-reference.pdf>

2. Audit Terms of Reference:

<https://www.cityofbristol.ac.uk/wp-content/uploads/Audit-Committee-terms-of-reference.pdf>

3. Curriculum and Quality Terms of Reference

<https://www.cityofbristol.ac.uk/wp-content/uploads/Curriculum-and-Quality-Committee-terms-of-reference.pdf>

4. Business Services Terms of Reference

<https://www.cityofbristol.ac.uk/wp-content/uploads/Business-Services-Committee-terms-of-reference.pdf>

5. Remuneration Terms of Reference

<https://www.cityofbristol.ac.uk/wp-content/uploads/Remuneration-Committee-terms-of-reference.pdf>

6. Search and Governance Terms of Reference

<https://www.cityofbristol.ac.uk/wp-content/uploads/Search-and-Governance-terms-of-reference.pdf>

## **PROCEDURE FOR SPECIAL COMMITTEE**

### **1. Introduction.**

- 1.1 Article 16 sets down a procedure to be followed in the event that it is considered that it may be appropriate for the Corporation to dismiss the holder of a senior post. Article 16(C1) stipulates that in such circumstances, and subject to paragraphs (10) to (13) “the Chair, Vice-Chair(s), or Corporation as appropriate shall refer the matter to a Special Committee of the Corporation, which shall be convened as soon as is practicable to examine the case for dismissal and to make recommendations to the Corporation.”
- 1.2 The purpose of this document is to set down rules for the establishment, composition and sitting of that Special Committee (hereafter “the Committee”). These rules seek to carry into effect the requirements set down in Article 16.

### **2. Special Committee**

#### **2.1 Pre-amble**

2.1.1 A meeting of the Corporation shall be held to determine:

- a) Membership of the Committee;
- b) the parameters of any investigation;
- c) who will conduct the investigation;
- d) the date on which the Committee is to be conducted;
- e) who will present the Corporation’s case; and
- f) the cap on legal fees.

2.1.2 Article 16(3) requires that the Committee shall hold its first meeting within 7 days of being convened.

#### **2.2 Composition**

2.2.1 The Committee shall consist of at least three members of the Corporation, but shall not include:

- a) the Chairman of the Corporation;
- b) the Vice Chairman;
- c) the Principal;
- d) the staff member[s]; or
- e) the student member.

2.2.2 The Committee shall appoint a Chairman of the Committee and he or she shall thereafter be responsible for ensuring compliance with the procedure at the hearing.

### **2.3 Purpose of Special Committee meetings:**

- 2.3.1 The first meeting will be used to set the timeframe and the process of preparing the written report to the Corporation, which shall be presented within 2 months of the date on which the Committee was convened. The main meeting of the Committee shall be convened as soon as is practicable, subject to a minimum of ten working days' notice in writing being given by the Clerk of the Corporation to the senior post holder.
- 2.3.2 The purpose of the meetings of the Committee shall be to examine the facts, investigate whether there exist any grounds for dismissal or other disciplinary action, and if so the nature of those grounds, hear representations by the Senior Post Holder and then take such action as it considers appropriate, which may include dismissal.
- 2.3.3 The Committee shall communicate its decision to the Senior Post Holder concerned and notify that person of their right to appeal, without reasonable delay.

### **2.4 Procedure of the Special Committee prior to its main meeting:**

- 2.4.1 The Committee shall require from the representative of the Corporation a full written statement setting out:
  - a) the facts of the case, including statements from witnesses, and documentary and other relevant evidence; and
  - b) the reasons why the Corporation considers that it may be appropriate that the senior post holder be dismissed.
- 2.4.2 The said statement shall be made available both to the Chairman of the Committee and to the senior post holder at least ten working days before the main meeting of the Committee.
- 2.4.3 The senior post holder shall have the opportunity to submit a written statement and other documentation in reply. Any such statement or documentation must be submitted to the Chairman of the Committee and to the Corporation at least five working days before the meeting of the Committee.
- 2.4.4 The senior post holder shall also be informed, at least ten working days prior to the meeting of the Committee, of his right to bring witnesses to that meeting, and to be accompanied by a friend who may present the case on his behalf.

### **2.5 Procedure at the Special Committee meeting:**

- 2.5.1 If the senior post holder exercises his right to attend the meeting then, at the beginning of the meeting, the Chairman of the Committee shall ensure that the nature of the referral, the Committee's role, and the procedure to be followed are understood by all persons attending the meeting.
- 2.5.2 After the Chairman has given the explanation at 2.4.1 above, he shall invite each party or their representative to give a short statement outlining the submissions which they intend to make, the evidence which they intend to adduce and the witnesses they intend to call. The statement made on behalf of the Corporation shall be made first and to be followed

immediately afterwards by the statement by or on behalf of the senior post holder. Neither party is obliged to make such an opening statement.

- 2.5.3 After the completion of opening statements (if such statements are made), the Corporation shall present its case. This shall involve:
- a) bringing to the attention of the Committee documentary evidence in support of their case, explaining the significance of such evidence and making submissions in relation to it; and
  - b) eliciting evidence from witnesses, called in support of their case.
- 2.5.4 After the Corporation's representative has completed his questioning of witnesses; the senior post holder or his representative shall be entitled to ask questions of that witness. This shall take place before the Corporation calls its next witness.
- 2.5.5 After the senior post holder or his representative have completed the questioning of a witness, the members of the Committee shall have the opportunity to ask such questions as they think fit of a witness.
- 2.5.6 After the completion of the Corporation's case, the senior post holder or his representative shall be entitled to present the case for the senior post holder. The procedure to be followed shall be in accordance with the procedure set out at 2.5.3 to 2.5.5 above.
- 2.5.7 After the completion of the presentation of cases, the Committee shall be entitled to ask of the parties and their representatives such questions as they think fit.
- 2.5.8 If the members of the Committee are of the opinion that additional evidence should be provided to it, the hearing may be adjourned for a period up to seven working days to enable additional evidence to be submitted.
- 2.5.9 The Committee shall have full discretion to admit or exclude evidence as it reasonably considers fit, and is not obliged to follow strict legal rules concerning admissibility of evidence. It may, if necessary, vary the procedure to be followed at the meeting, although such alteration must not be such as to cause undue prejudice the interests of any party to the proceedings.

## **2.6 Procedure upon completion of Special Committee meeting**

- 2.6.1 Upon the conclusion of the hearing, the Committee shall, in private, deliberate their findings and determine their decision.
- 2.6.2 The Committee's decision must be communicated to the Senior Post Holder without unreasonable delay and normally within 7 working days. The Senior Post Holder has the right to appeal to the Corporation against the decision of the Special Committee and must do so within 14 working days of receipt of the Committee's decision.

## **3. Appeal to the Corporation**

- 3.1 A meeting of the Corporation shall take place for the purpose of determining the appeal against the decision of the Committee. That meeting shall take

place as soon as reasonably practicable and normally no later than 28 days after the appeal has been submitted, subject to a least 10 working days' notice in writing being given by the Clerk to the Corporation to the Senior Post Holder.

- 3.2 Nothing in this procedure shall prohibit a member of the Corporation who was a member of the Committee from attending that meeting.
- 3.3 A staff member may, by resolution of other members present, be required to withdraw from any part of any meeting of the Corporation at which the conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own is to be considered. Student members may take no part in the consideration of any such matter, and may be required to withdraw from any meeting at which such matters will be discussed.
- 3.4 The senior post holder shall have the right to attend the meeting of the Corporation, and to make representations to the Corporation with regard to the decision of the Committee. These representations may be written and/or oral. If oral representations are to be made, the senior post holder has the right to be accompanied by a friend.
- 3.5 Following the conclusion of the meeting, the Corporation shall determine the appeal. The Corporation may:
  - uphold the decision of the Committee and the disciplinary action; or
  - uphold the decision of the Committee but substitute a lesser disciplinary sanction; or
  - overturn the decision of the Committee.
- 3.6 The senior post holder shall be informed, in writing, of the Corporation's decision, within five days of the Corporation concluding consideration of the matter. The decision of the Corporation shall be final, and there shall be no further right of appeal.

## Appendix 3

### **Panels**

#### **1 Composition**

In accordance with Article 12, where there is a vacancy or expected vacancy in a senior post, the Corporation shall appoint a selection panel consisting of:

- at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
- the Principal and at least two other members of the Corporation, where the vacancy is for any other senior post.

#### **2 Terms of Reference**

To determine any appeal by a member of staff against immediate dismissal or suspension for gross misconduct.

#### **3 Quorum**

The 3 Members appointed.

#### **4 Attendance at Meetings**

Attendance at meetings is restricted to:

- Members of the Committee;
- the Clerk or nominated representative;
- the member of staff making the Appeal, who may be accompanied by a colleague or union representative;
- the Principal or nominated Deputy; and
- the Director of Human Resources and Organisational Development or nominated representative.

#### **5 Procedures**

Any member of staff, who is either dismissed with immediate effect or suspended by the Principal for gross misconduct, has the right to appeal to the Corporation against the Principal's decision. The appeal must be made in writing to the Clerk within fourteen calendar days of receiving this decision.

The decision must be communicated in writing to the member of staff together with a written statement by the Principal setting out the reasons why it is considered that the member of staff is guilty of gross misconduct.

On receipt of an appeal, the Clerk shall convene a meeting of the Committee as soon as is reasonably practicable, but not less than fourteen days from receipt of the appeal, and invite the member of staff to attend the meeting, where they may be accompanied by a colleague or union representative. If the invitation is accepted the member of staff must respond to the Principal's statement, in writing, at least seven calendar days before the date of the meeting.

At the meeting the member of staff may make representations, including oral representations. The Committee shall then consider the decision of the Principal and any representations made by the member of staff and take such action as it considers appropriate.

The Committee's decision shall be communicated to the member of staff and the Principal without unreasonable delay.

## **6 Publication of Minutes**

Minutes and Agenda papers will normally be CONFIDENTIAL and will not normally be made available to student and staff Members of the Corporation.