

Corporation Board Standing Orders

March 2016

Summary:

The Standing Orders of the Corporation Board of Tyne Metropolitan College set out the rules and procedures by which the Corporation should conduct its business.

Senior Manager Responsible:

Rosamund Moore
Company Secretary

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1. Introduction

- 1.1 Nothing in this document overrides the provisions of the Instrument and Articles of Government of Tyne Metropolitan College which at all times are to be regarded as the primary sources of guidance.
- 1.2 It is the responsibility of the Company Secretary¹ to interpret the following documents and to advise the Corporation (or, if appropriate, the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the regulations:
- Instrument and Articles of Government
 - The Financial Memorandum with the Skills Funding Agency
 - Joint Audit Code of Practice
 - Tyne Metropolitan College Code of Conduct for Corporation Members
 - AoC Code of Good Governance for English Colleges
- 1.3 In addition to the documents referred to above, the Company Secretary will have regard to best practice guidance and custom and practice as far as it relates to the work of the Corporation.
- 1.4 The Principal, who is the College's Accounting Officer, is responsible with the governing body for ensuring that any funds from the Skills Funding Agency, Education Funding Agency and other sources, such as the Higher Education Funding Council for England or the European Union, are used solely for the purposes for which they are given and in accordance with the provisions of the financial memorandum and such further terms as may be attached. The Principal is responsible for advising the Corporation if at any time any action or policy under consideration by its members is incompatible with the terms of the financial memorandum. Should the Corporation decide nevertheless to proceed, the Principal and/or the Company Secretary will inform the Chief Officer of the Skills Funding Agency in writing (see also section 22).

2. The Seven Principles of Public Life

- 2.1 The Corporation acknowledges and supports the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee). The seven principles of public life are:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership

¹ Company Secretary is referred to in the Instrument & Articles of Government as the Clerk to the Corporation

Full details of the seven principles of public life are set out in Appendix 1 of the Code of Conduct for Corporation Members.

3. Attendance by Members at Meetings of the Corporation

- 3.1 Members have been appointed to serve on the Corporation Board in the expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated that all members have other demands on their time and therefore there may be occasions when it is not possible for them to attend a meeting.
- 3.2 Members are asked to give the Company Secretary as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it enables the Company Secretary to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum.
- 3.3 The Company Secretary will maintain a register of attendance at meetings for future reference by members and other interested parties, and will submit an annual attendance report to the Corporation.
- 3.4 The Instrument of Government provides in clause 10.(2)(b) for the Corporation to consider removing a member from office if (s)he has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider the circumstances whether they justify removal from membership. It may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the Corporation.
- 3.5 A high level of attendance by Corporation members is expected at both Corporation and committee meetings and the Corporation will set targets for attendance. The Corporation may wish to consider if any action is appropriate should the attendance of a member or members fall below the target set.

4. Publication of Minutes and Papers

- 4.1 The Corporation has adopted a Publication Scheme under the Freedom of Information Act 2000 and the Data Protection Act 1998.
- 4.2 The Corporation will ensure that a copy of the confirmed non-exempted sections of the minutes of every meeting of the Corporation and the Audit, Governance, Performance & Search, and Queen Alexandra Sixth Form College Committees are placed on the College's website for a period of 12 months.

4.3 With the exception of exempted items (see paragraph 4.4 below) the following will be available for inspection in the office of the Company Secretary of Tyne Metropolitan College:

- the agenda for meetings of the Corporation;
- the draft minutes of meetings of the Corporation and its committees once they have been approved by the Chair of the meeting in question;
- the confirmed non-exempted minutes of meetings of the Corporation, and the Audit, Governance, Performance & Search, and Queen Alexandra Sixth Form College Committees;
- any reports, documents and other papers considered at a meeting of the Corporation, plus supporting papers of the Audit, Governance, Performance & Search, and Queen Alexandra Sixth Form College Committees unless these items are exempted.

A guide to the Corporation documents generally available is set out in Appendix 1.

4.4 The following items may be regarded as exempted items and thus may not be available for inspection:

- a matter concerning a named person employed at or proposed to be employed at the College;
- a matter concerning a named student at, or candidate for admission to, the College;
- the Company Secretary;
- any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

Examples of the items likely to be excluded from public inspection are set out in Appendix 2.

4.5 The address of the office of the Company Secretary is as follows:

The Company Secretary
Tyne Metropolitan College
Battle Hill Drive
Wallsend
Tyne & Wear
NE28 9NL

Tel: 0191 290 5312 (direct)

Fax: 0191 229 5301

Email: rosamund.moore@tynemet.ac.uk

- 4.6 Whenever practicable documents will be available between 9:30 and 16:30 Monday to Friday in the office of the Company Secretary. If it is not convenient to provide immediate access to documents, an interested party will be given an appointment which will normally be within **five** working days.
- 4.7 If an interested party so wishes, any public documents (i.e. any document not listed in paragraph 4.4 above) may be photocopied subject to any charges applicable at the time of the request. No charge will be made if surplus copies are available.

5. Access to Meetings of the Corporation

- 5.1 Members of the Corporation and the Company Secretary will be the only persons entitled to attend all meetings of the Corporation.
- 5.2 It is important to remember that in certain circumstances a member of the Corporation may be asked to withdraw – see Instrument of Government clauses 11.(1)(c) and 11.(4)(c) and 14.(5), 14.(6), 14.(8), 14.(9) and 14.(10).
- 5.3 Responsibility for determining who may attend meetings of the Corporation other than members, the Company Secretary, and the Principal if he is not a member rests with the Corporation (Instrument of Government clause 16).
- 5.4 The Corporation should consider which members of staff should attend meetings of the Corporation and its committees so that members have access to information and advice.
- 5.5 The Corporation, on the advice of the Chair and Company Secretary, will determine under agenda item 'Declaration of Interest' if the Student Governors and members of staff should withdraw for particular agenda items.
- 5.6 While much of business conducted by the Corporation is not confidential and thus reports etc. are open to inspection (see paragraphs 4.3 and 4.4 above) it is not thought appropriate, as a matter of course, for members of the public (including members of the staff and students of the College) to be in attendance at meetings as observers.
- 5.7 A person wishing to attend a meeting of the Corporation as an observer should first approach the Company Secretary who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. A person wishing to attend a meeting of the Corporation should state which specific item (s)he wishes to attend for and must make a declaration of interest, if applicable. Until the Corporation reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room.
- 5.8 While considering such requests the Corporation will have due regard to the availability of space in the meeting room and the reason for the request to attend.
- 5.9 Where a member of the public is given observer status at a meeting of the Corporation, the Chair will stress that certain items of business may be regarded as confidential or restricted. In such cases the person will be required to withdraw from the meeting during the discussion of those items. All items marked confidential or

restricted are exempted unless and until agreed otherwise by members under a specific agenda item at the end of the meeting.

- 5.10 Unless specifically invited to do so, members of the public do not have speaking rights at any time during a meeting of the Corporation.
- 5.11 If there is any form of disruption by members of the public the Chair will have the authority to suspend the meeting.
- 5.12 When it is possible to reconvene the meeting, the Corporation will consider the withdrawal of the invitation to the member/s of the public to be in attendance at the meeting. The decision of the Corporation in such matters is final.

6. Proceedings of Meetings

- 6.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of members present and voting on the question.
- 6.2 Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 6.3 A member may not vote by proxy or by way of a postal vote or via email.
- 6.4 The normal way of voting will be by way of a show of hands. If a majority of members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 8.5 with regard to appointment of the Chair and Vice Chair).
- 6.5 No resolution (decision) by the Corporation may be rescinded or varied at a subsequent meeting unless the consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 6.6 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically clauses 11 and 14).
- 6.7 There will be occasions when an individual member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body. This should be done under the specific agenda item 'Declaration of Interest' or at any time during a meeting when a member becomes aware that (s)he has an interest to declare.
- 6.8 The issue of rules of debate (including formal proposals and amendments to formal proposals) is dealt with in section 7 below).

7. Rules of Debate at Meetings

- 7.1 The reports received by the Corporation will normally include a clear recommendation. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report is put forward by a member. The following paragraphs deal with amendments and points of order.

- 7.2 A member may propose an amendment which will be the subject of discussion by those entitled to do so.
- 7.3 The wording of an amendment can change the meaning of a formal proposal but it cannot contradict it.
- 7.7 At any time during a discussion a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair, after the advice of the Company Secretary has been obtained, will be final and shall not be challenged further at the meeting.
- 7.11 It is the responsibility of the Chair, working in collaboration with the Company Secretary, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is kept in sight. If members believe that it would be helpful for the efficient conduct of business, one or other of the following proposals may be put forward:
- that the question now be put
 - or
 - that the Corporation proceed with the next item of business
- 7.12 The Chair has the right to give his/her views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
- 7.13 All discussions at meetings of the Corporation will be conducted through the Chair.
- 7.14 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.
- 7.15 The Chair may call the attention of the Corporation to continued irrelevance, tedious repetition, unbecoming language or any breach of order on the part of a member and may direct such member speaking to discontinue his/her speech.

8. Appointment of Chair and Vice Chair of the Corporation

- 8.1 The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair from among their number.
- 8.2 The following members of the Corporation are not eligible to be appointed Chair and Vice Chair:
- Principal

- Staff members
 - Student members
- 8.3 Whilst the members named in paragraph 8.2 above are not eligible to be appointed Chair or Vice Chair, they may participate in the appointment process.
- 8.4 The period of office for the Chair and Vice Chair will be determined by the Corporation. The appointments are normally made at the July meeting of the Corporation for a period of three years with effect from 1st August. The period of office as Chair or Vice Chair may not exceed the appointee's term of office as a Corporation member.
- 8.5 When it is necessary to appoint a Chair or Vice Chair, the Company Secretary will invite nominations. If more than one member is proposed and seconded, an election will take place. This will be on the basis of a simple show of hands. If there is a tie the Company Secretary will arrange for an immediate secret ballot to take place. If there continues to be a tie, the matter will be decided by a toss of a coin.
- 8.6 If both the Chair and Vice Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting (see paragraph 8.2 above with regard to the members of the Corporation who may not be appointed Chair or Vice Chair).
- 8.7 The Chair or Vice Chair may resign his/her office at any time by giving notice in writing to the Company Secretary.
- 8.8 As per clauses 6.(6) and (7) of the Instrument of Government, if at any time the Corporation is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair (as the case may be) the Corporation may by notice in writing to the Chair or Vice Chair remove him from his office and thereupon the office shall be vacant and members shall appoint a new Chair or Vice Chair, as the case may be, from among their number.
- 8.9 At the expiry of their term of office, the Chair or Vice Chair is eligible for reappointment, subject to any rule or byelaw made by the Corporation concerning the number of terms of office which a person may serve, which is currently a maximum of three terms, each of three years.
- 8.10 Under paragraph 3.4 of the SFA financial memorandum (August 2014) the Corporation is obliged to inform the Chief Executive of Skills Funding in writing of the appointment of a new Chair and when the role of Chair becomes vacant.

9. Agendas for Meetings – Any Other Business

- 9.1 Agendas for meetings of the Corporation will include “Any Other Matters of Urgent Business” for issues which arise after the publication of the agenda.
- 9.2 The Chair will ask during an early stage in proceedings if any member or the Company Secretary proposes to put forward an item of urgent business.

- 9.3 The Chair or, in his/her absence, the Vice Chair, will need to be assured that the issue is the proper business of the Corporation, having regard to the Articles of Government and the terms of reference of the committees of the Corporation and that it needs urgent attention by the Corporation.
- 9.4 Either the Chair, or the members of the Corporation, may consider it appropriate that a proposed item of urgent business is not heard. The Chair, or the members of the Corporation, will seek the support of the Corporation as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it will be possible to determine a way forward which is acceptable to all parties.
- 9.5 Members of the Corporation are asked to attempt to give prior notice to the Company Secretary of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

10. Action taken by the Chair of the Corporation

- 10.1 The Articles of Government specify the roles and responsibilities of the Corporation, the Principal and the Company Secretary.
- 10.2 Provision is made in the Articles of Government (article 4.(1)) for the delegation of functions to the committees, including collaborative committees (article 4.(3)), the Chair of the Corporation, or in the Chair's absence, the Vice Chair, or the Principal with the exception of the following seven responsibilities which cannot be delegated (article 9.):
- the determination of the educational character and mission of the institution;
 - the approval of the annual estimates of income and expenditure;
 - the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - the appointment of the Principal or holder of a senior post;
 - the appointment of the Company Secretary (including, where the Company Secretary is, or is to be, appointed as a member of staff the Company Secretary's appointment in the capacity of a member of staff);
 - the modification or revocation of the Articles of Government; and
 - the Corporation may not delegate the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Company Secretary or the holder of a senior post, other than to a committee of members of the Corporation (article 10.(1)).
- 10.3 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. When an immediate decision is, in the Chair's opinion, necessary to safeguard the Corporation's best interests, the Corporation

has agreed that the Chair may take Chair's Action on behalf of the Corporation having received recommendations from the Principal (and where prudent other professional advice). Chair's Action may not be contrary to the Articles of Government or other regulations.

- 10.4 Requests for action by the Chair will either be made at a meeting of the Corporation or through the office of the Company Secretary. Requests via the Company Secretary should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter or email confirming a telephone conversation to be forwarded to the Chair via the office of the Company Secretary.
- 10.5 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Company Secretary.
- 10.6 The Company Secretary, in consultation with the Chair of the Corporation and the Principal, will judge if it is thought appropriate to seek the views of the Chair of the standing committee associated with the issue.

11. Statements made on Behalf of the Corporation

- 11.1 Unless otherwise agreed by the Corporation in individual circumstances, statements on behalf of the Corporation will only be made by the following:
 - the Chair (or, in his absence, the Vice Chair)
 - the Principal
 - the Company Secretary.
- 11.2 The content of the statements will be the subject of consultation between the Chair, the Company Secretary and College senior management.
- 11.3 It is recognised that the majority of items which require public statement concern the strategic management and day-to-day operation of the College and thus are dealt with by, or on behalf of, the Principal.
- 11.4 It is the responsibility of the Company Secretary to respond to correspondence on behalf of the Corporation in accordance with the wishes of the Corporation.

12. Individual Contributions by Members of the Corporation

- 12.1 The Instrument of Government includes the following statement (as clause 12.(6)):

“Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person”.
- 12.2 All parties will recognise that members must take a personal view on each matter received by the Corporation and contribute to debates accordingly.
- 12.3 In accordance with the Code of Conduct for members, once a matter is considered by the Corporation, each and every individual member of the Corporation is bound

by the collective decision of the Corporation whatever one member's personal views are.

- 12.4 Particular regard should be taken of the confidentiality of certain proceedings.
- 12.5 Notwithstanding what is said in this section, any member who disagrees with an issue is entitled to speak against it and to explain his/her views. If, having raised a matter, the majority view is to proceed in such a way which causes one or more members concern the dissenting views can be recorded in the minutes of the meeting and, if requested, the fact that "x" (and possibly others) voted against the proposition. Furthermore, a member can ask, through the Company Secretary, for advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.
- 12.6 The importance of working for the good of Tyne Metropolitan College cannot be overstated. This may mean that on occasions personal views have to be put to one side once a decision is reached by the Corporation. Corporation members are bound by the Code of Conduct and paragraph 11.5 of the Code "Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation members which have been expressed at meetings of the Corporation or its committees".

13. Register of Interests

- 13.1 As per clause 11.(5) of the Instrument of Government all members will complete and keep up to date a Register of Interests and Confirmation of Eligibility (Appendix 3), as an indicator of a commitment to the principles of good governance. This disclosure will include all business interests, financial or otherwise, of spouses, partners and close relatives.
- 13.2 The completed Register of Interests of Corporation Members will be maintained by the Company Secretary.
- 13.3 The Register of Interests of Corporation Members will be available for inspection by the public:
 - in the office of the Company Secretary in the same way as other public documents (see also paragraph 4.1)
 - at any meeting of the Corporation or committees of the Corporation
- 13.4 The Register of Interests of the Corporation Members of Tyne Metropolitan College will include specific sections on the following:
 - employment/self-employment
 - directorships of any companies and other organisations

- beneficial interest in securities of any company or other body active in the region in which the level of holding represents the lesser of 10% of the voting capital or £25,000 in value
- elected office
- trusteeships or participation in the management of charities and other voluntary bodies
- public appointments (paid or unpaid)
- membership of professional bodies and trade or other associations
- membership of closed organisations

13.5 It is important to understand that the completion of the Register of Interests does not remove from members the obligation to declare, as and when appropriate, any specific interests in matters before the Corporation or committees of the Corporation.

13.6 Members are requested to make known at the beginning of meetings any matters (under the item “Declaration of Interest”) before the Corporation or committees of the Corporation in which they or any persons with a close connection to them have an interest, be it financial or otherwise.

14. Code of Conduct for Corporation Members

14.1 The Corporation believes that it is appropriate to maintain a Code of Conduct for Corporation Members.

14.2 The Code of Conduct will be available in the office of the Company Secretary in College and on the governance section of the College’s website, and copies made available to interested parties.

14.3 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct.

15. Appointment of Senior Post Holders

15.1 The Articles of Government include an outline of the arrangements to be followed upon the occurrence of a vacancy or expected vacancy in a senior post.

15.2 The Corporation has determined that the Principal, Deputy Principal: Curriculum & Business Development, Deputy Principal: Finance & Corporate Development and the Company Secretary are senior post holders.

15.3 The Corporation will adhere to the following arrangements when seeking to appoint a senior post holder:

- where the vacancy is for the post of Principal, a Selection Panel will be established by the Corporation consisting of at least five members of the Corporation including the Chair of the Corporation and/or Vice Chair;
- where the vacancy is for any other senior post, a Selection Panel will be established by the Corporation consisting of the Principal, and at least three other persons who are members of the Corporation;
- the vacancy will be advertised nationally;
- members of the Selection Panel will decide on the arrangements for selecting the applicants for interview, interview the applicants and where they consider it appropriate recommend to the Corporation for appointment one of the applicants they have interviewed;
- if members of the Selection Panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the Selection Panel to repeat the steps specified above, with or without first re-advertising the vacancy.

- 15.4 If necessary an acting appointment may be made by the Corporation (or, if the urgent need arises, by the Chair acting on behalf of the Corporation) pending the formal appointment of a new Principal, or other senior post holder as a result of the national advertisement.
- 15.5 The Instrument of Government (clause 14.(5)(b)) provides for the Principal to withdraw from any part of a meeting of the Corporation at which the appointment of his/her successor is to be considered.
- 15.6 Under paragraph 3.4 of the SFA financial memorandum (August 2014) the Corporation is obliged to inform the Chief Executive of Skills Funding in writing of the appointment of a new Principal and when the role of Principal becomes vacant.

16. Suspension of Senior Post Holders

- 16.1 In accordance with article 16.(1)(b) of the Articles of Government, the Corporation shall make rules, after consultation with staff, setting out procedures for suspension of all staff.
- 16.2 Any rules made under article 16.(1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner (article 16.2).

17. Dismissal of Senior Post Holders

- 17.1 In accordance with article 16.(1)(c) of the Articles of Government, the Corporation shall make rules setting out disciplinary and dismissal procedures for senior post holders (and staff other than senior post holders).
- 17.2 The Corporation may make rules to delegate to a committee of members the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Company Secretary or the holder of a senior post (article 10.(1)).
- 17.3 Detailed procedures for the committee of members (Special Committee) are set out in the document on disciplinary procedures for holders of a senior post.

18. Appeals

- 18.1 Staff members, other than senior post holders, will have the right to appeal to the Corporation against a decision to suspend, or dismiss them by the Principal. Staff also have the right to appeal to the Corporation according to the College's grievance procedure. For specific details concerning procedure, reference should be made to the College's discipline and grievance procedures.

19. The Company Secretary

- 19.1 In accordance with Article 3.(1)(e) of the Articles of Government the Corporation is responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Company Secretary (including, where the Company Secretary is, or is to be appointed as, a member of staff, his appointment, grading, suspension, dismissal and determination of pay in his capacity as a member of staff).
- 19.2 The Corporation has approved a detailed job description for the role of the Company Secretary. The Company Secretary is responsible for the following functions as set out in Article 3.(3) of the Articles of Government:
 - a) advising the Corporation with regard to the operation of its powers;
 - b) advising the Corporation with regard to procedural matters;
 - c) advising the Corporation with regard to the conduct of its business; and
 - d) advising the Corporation with regard to matters of governance practice.
- 19.3 The Company Secretary is responsible to the Corporation as a whole. It is recognised, of course, that the Company Secretary will work closely with the Chair, the Chairs of the standing committees and the Principal. Notwithstanding this the Company Secretary will be available to support and advise all members of the Corporation.
- 19.4 When the role of Company Secretary becomes vacant (or is about to become vacant) the Corporation will determine the arrangements for appointing a new Company Secretary. Article 9.(e) of the Articles of Government states that the

Corporation shall not delegate the appointment of the Company Secretary (including, where the Company Secretary is, or is to be, appointed as a member staff his appointment).

- 19.5 Under paragraph 3.4 of the SFA financial memorandum (August 2014) the Corporation is obliged to inform the Chief Executive of Skills Funding in writing of the appointment of a new Company Secretary and when the role of Company Secretary becomes vacant.

20. Suspension and Dismissal of the Company Secretary

- 20.1 Article 17.(1) states that where the Company Secretary is also a member of staff at the institution, the Company Secretary is to be treated as a senior post holder for the purposes of disciplinary and dismissal procedures.
- 20.2 Article 17.(2) states that where the Company Secretary is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Company Secretary in the separate role of the Company Secretary.

21. Servicing the Corporation

- 21.1 The Company Secretary is responsible for servicing and supporting the Corporation, the standing committees and any other groups established from time to time by the Corporation.
- 21.2 As indicated in paragraph 19.2 above the Corporation has approved a detailed job description for the Company Secretary which sets out the role and responsibilities.
- 21.3 No resolutions can be made without the Company Secretary being in attendance at the meeting to carry out the servicing role unless clause 14.(10)(a) and (b) of the Instrument of Government applies. These clauses relate to situations where the Company Secretary may be asked to withdraw from a part of a meeting where the Company Secretary has a personal interest in a matter for discussion and/or decision.
- 21.6 On those relatively rare occasions when the Company Secretary is not present for a specific item the members of the Corporation shall appoint from their number a person to act as Company Secretary for the duration of such meeting or part of a meeting. This person will be responsible for preparing a note of the discussion for inclusion in the minutes (clause 14.(11) and 14.(12) of the Instrument of Government).
- 21.7 In the event of a temporary absence of the Company Secretary due to illness or other good and urgent cause the Chair will make arrangements, following discussion with the Principal and if possible the Company Secretary, for someone other than a member of the Corporation to carry out the role on a temporary basis. (The Principal is ineligible to be appointed as Company Secretary or as a temporary Company Secretary as per clause 7.(2) of the Instrument of Government.) The recommendation of the Chair will be considered by the Corporation as the first item

of business at the meeting which cannot be attended for whatever reason by the Company Secretary.

22. Resolving Difficulties

- 22.1 It is the responsibility of the Principal to advise the Corporation if at any time any action or policy under consideration by the members is incompatible with the terms of the financial memorandum with the Skills Funding Agency (paragraph 1.4). Should the Corporation decide nevertheless to proceed, the Principal shall inform the Chief Executive of the Skills Funding Agency.
- 22.2 It is the responsibility of the Company Secretary to make known any concerns that the Corporation is acting inappropriately or even beyond its powers. The Corporation has demonstrated that it wishes to enable the Company Secretary to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Company Secretary feels that his/her advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk.
- 22.3 The Corporation agrees that, should the need arise, the Company Secretary may seek advice from the Skills Funding Agency. If such action is taken, the Company Secretary will inform the Chair and the Principal accordingly.
- 22.4 Before the Company Secretary refers a matter to the Skills Funding Agency s/he will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be reviewed:
- the concerns of the Company Secretary to be put in writing to the Chair and Principal;
 - inform the Chair of the Audit Committee, if the issue comes under the terms of reference of that committee;
 - report the concern to the relevant Corporation standing committee or the full Corporation, and ask that this be recorded in the publicly available minutes;
 - consult the auditors;
 - obtain legal advice if there is a disagreement about whether an action may be unlawful.

23. The Corporation Seal

- 23.1 As stated in the job description of the Company Secretary, the Company Secretary is the keeper of the Corporation seal. When it is appropriate to use the Corporation seal, the Company Secretary will obtain two signatures by approaching the following members for authentication of the seal:
- the Chair of the Corporation or Vice Chair; and
 - any other member of the Corporation.

24. Allowances to Members of the Corporation

- 24.1 The scheme for the payment of allowances to members of the Corporation for costs which are incurred as a result of their membership of the Corporation is detailed in Appendix 4 to this document.

25. Membership of the Corporation – Availability of Information to the Public

- 25.1 An up-to-date list of names of members of the Corporation and their category of membership will be available in the office of the Company Secretary (see paragraph 4.5 for address) and will also be maintained on the College website.
- 25.2 Any person wishing to write to the Corporation may do so via the Company Secretary and should provide the Company Secretary with any relevant documentation. Normally no charge will be made for postage for forwarding a document to the Corporation although the Company Secretary will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.
- 25.3 Under the Data Protection Act, no personal details of individuals will be given out without the permission of the individual.

26. Membership of the Corporation

- 26.1 The membership of the Corporation of Tyne Metropolitan College will be determined from time to time by the Corporation having regard to, as appropriate, the provisions of the Instrument of Government (clause 5.(1)-(4) of the Instrument), the recommendations of the Governance, Performance & Search Committee, best practice guidance and custom and practice.
- 26.2 The Corporation has committed to maintain an appropriate balance of skills and experience amongst members. This will mean that members will be drawn from a range of backgrounds.
- 26.3 As per articles 4.(1) and 4.(3) any committee established by the Corporation (other than the committee referred to in article 10 of the Articles of Government) may include persons who are not members of the Corporation. This will give the Corporation the opportunity to enhance the mix of skills and experience on committees as appropriate.
- 26.4 The Governance, Performance & Search Committee will undertake a skills audit at least annually to advise the Corporation on the current make-up of the membership and to prepare for the time when it is necessary to fill one or more vacancies.

- 26.5 The Corporation has established a Governance, Performance & Search Committee and part of its remit is to assist the Corporation with the appointment of members in an open and structured way. The Corporation shall not appoint any person as a member of the Corporation unless it has first considered the advice of the Governance, Performance & Search Committee in relation thereto.
- 26.6 The Governance, Performance & Search Committee has approved terms of reference and standing orders and there is an approved appointment and reappointment process which is published on the College website.
- 26.7 Existing members should make known to the Company Secretary at an early stage if they are prepared to serve a further term of office. This does not mean that all existing members will automatically be appointed to serve for an additional period. This is for the Corporation to decide in accordance with the provisions of the Instrument of Government, and the advice of the Governance, Performance & Search Committee.
- 26.8 It is understood that the final decision for determining the membership of the Corporation and the individuals to be appointed to serve on the Corporation rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation in such matters.

27. Amendments to the Standing Orders

- 27.1 The Company Secretary, on behalf of the Corporation, will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements and amendments through the Governance, Performance & Search Committee to meet changed circumstances.
- 27.2 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.

Appendix 1 – Corporation Documents Generally Available

Please read this list in the context of Section 4 of the Standing Orders for the Conduct of Meetings of the Corporation and Related Issues.

1. Instrument and Articles of Government
2. Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
3. Terms of Reference of Committees
4. Code of Conduct
5. Register of Interests
6. Appointment and Reappointment Procedures
7. AoC Code of Good Governance for English Colleges
8. Agendas (including supporting reports) and minutes of meetings of the Corporation and the standing committees unless specifically excluded.
9. Annual Financial Statements
10. Whistleblowing policy
11. Names of members of the Corporation
12. Calendar of meetings of the Corporation
13. Policy on Freedom of Information
14. Policy on Data Protection

Any enquiries with regard to access to these documents should be made to the Company Secretary, Tyne Metropolitan College, Battle Hill Drive, Wallsend, NE28 9NL.

Appendix 2 – Criteria for Confidentiality of Tyne Metropolitan College Corporation Documents

1. Personal information relating to an individual
2. Information provided in confidence by a third party who has not authorised its disclosure
3. Financial or other information relating to procurement decisions, including that relating to the College negotiating position
4. Information relating to the negotiating position of the College in industrial relations matters
5. Information relating to the strategic or financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation
6. Legal advice received from or instructions given to the College legal advisors
7. Information planned for publication in advance of that publication

Note: The Corporation will not restrict access to documents unless there is a good cause.

Appendix 3 – Register of Interests and Confirmation of Eligibility

Register of Corporation Members’ Interests and Confirmation of Eligibility for Members of Tyne Metropolitan College

To the Company Secretary of Tyne Metropolitan College

Name of Corporation Member (in full).....

I hereby give you notice of my interests, including all business interests, financial or otherwise, of spouses, partners and close relatives as per the Code of Conduct for Corporation Members, on the understanding that the information will be maintained unless, and until, I give you further notice, in writing, amending or withdrawing any or all of the particulars set out below.

Employment, Self-Employment

a) Occupation.....
.....

b) Employer/Trading Name.....
.....

1. Directorships of any companies and other organisations

2. Beneficial interest in securities of any company or other body active in the region in which the level of holding represents the lesser of 10% of the voting capital or £25,000 in value

Name of Company or Body (please list)

3. Elected office

4. Trusteeships or participation in the management of charities and other voluntary bodies

5. Public appointments (paid or unpaid)

6. Membership of professional bodies and trade or other associations

7. Membership of closed organisations

- 8. I hereby declare that I have not been removed from office as a Member of a further education corporation within the last ten years (clause 5 (3) (a) of Instrument of Government).
- 9. I hereby declare that I have not been adjudged bankrupt or made the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986 (clauses 8 (5), 8 (6)), nor have I made a composition or arrangement with my creditors including an individual voluntary arrangement (clause 8 (7) of Instrument of Government).
- 10. I understand that I will be disqualified from holding or continuing to hold office as a member of Tyne Metropolitan College if the circumstances set out in clause 8 (8) of the Instrument of Government apply to me.
- 11. I understand that if I become disqualified from continuing to hold office by virtue of clause 8 (5) or 8 (8) of the Instrument of Government, I shall immediately give notice of the fact to the Company Secretary.

Signed..... Date.....

Appendix 4 – Reimbursement of Costs

SCHEME FOR THE REIMBURSEMENT OF COSTS ASSOCIATED WITH MEMBERSHIP OF THE CORPORATION

1.) Attendance at meetings of the Corporation and Committees of the Corporation

1. Attendance allowances will not be available to members of the Corporation (i.e. a payment for attending meetings).
2. Pre-approved carers' fees for children and vulnerable adults which are incurred as a result of attending a meeting will be reimbursed to members of the Corporation provided a receipt is submitted and such fees are reasonable.
3. Travel to and from meetings by own car – cost will be reimbursed at the request of a member of the Corporation unless the amount due per meeting is less than £2.00 (amount to be reviewed from time to time). The amount to be reimbursed will be calculated on the basis of (until further notice) the same rate per mile which TyneMet staff receive.
4. Travel to and from Corporation meetings by public transport (or in the case of people with disabilities travel by taxi/mini cab) – costs will be reimbursed at the request of a member of the Corporation unless the amount due per meeting is less than £2.00 (amount to be reviewed from time to time).

2.) Travel on Corporation Business

1. Attendance allowances will not be available to members of the Corporation when **travelling on Corporation business**.
2. Pre-approved carers' fees for children and vulnerable adults which are incurred as a result of undertaking such travel will be reimbursed to members of the Corporation provided a receipt is submitted and such fees are reasonable.
3. Travel on Corporation business by own car – cost will be reimbursed at the request of a member of the Corporation unless the amount due per meeting is less than £2.00 (amount to be reviewed from time to time). The amount to be reimbursed will be calculated on the basis of (until further notice) the same rate per mile which TyneMet staff receive. The Member's insurance policy must contain a clause indemnifying the college 100% against all third party claims, including those concerning passengers arising out of the use of their own motor vehicle on official business.
4. Travel to and from meetings by public transport (or in the case of people with disabilities travel by taxi/mini cab) – costs will be reimbursed at the request of a member of the Corporation. The class of travel used should take into account the duration and time of the journey and the amount of travel "*recovery time*" available.
5. Taking into account the fact that Corporation members have commitments other than their Board duties, air travel within the UK is authorised.

How to apply for reimbursement costs for meetings

To claim reimbursement of approved costs incurred in travelling to and from meetings of the Corporation or committees of the Corporation or on Corporation business, members should contact the Company Secretary. Requests for reimbursement must be made in a timely manner and receipts should be provided.

Participating in approved training programmes for members of the Corporation

If a member of the Corporation has the opportunity to participate in a relevant, approved training programme, s/he should contact the Company Secretary to discuss the matter before any commitments are made. The Company Secretary will consult the Chair on this matter.

A member attending an external training programme will provide the Corporation or the appropriate standing committee with a short report on the contents and benefits derived.

The office of the Company Secretary will make all arrangements associated with the training (e.g. booking the training programme, travel and accommodation).

The College will cover the following costs for pre-approved training:

1. The tuition fee (if any)
2. Travel costs in accordance with College policy
3. Any relevant subsistence costs in accordance with College policy.

How to apply for reimbursement costs related to training

To claim reimbursement of approved costs incurred in respect of training, members should contact the Company Secretary. Requests for reimbursement must be made in a timely manner and receipts should be provided.