

**CITY OF
WOLVERHAMPTON COLLEGE**

BOARD OF GOVERNORS

STANDING ORDERS

FOR THE CONDUCT OF MEETINGS OF THE
BOARD OF GOVERNORS, ITS COMMITTEES

AND OTHER RELATED ISSUES

Approved by the Board of Governors on 20 December 1999. (revisions approved on 25 February 2002, 17 July 2006, 19 May 2008, 14 December 2009 and 18 July 2011.)

THE BOARD OF GOVERNORS OF CITY OF WOLVERHAMPTON COLLEGE

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1.0 INTRODUCTION

- 1.1 Nothing in this document is meant to override the provisions of the Instrument and Articles of Government of City of Wolverhampton College which at all times are to be regarded as the primary sources of guidance.
- 1.2 It is the responsibility of the Clerk to the Board of Governors to interpret the following documents and to advise the Board (or if appropriate the Chair of the Board) if at any time it appears that the Board (or an individual governor) is in breach of the regulations.
- Instrument and Articles of Government
 - Standing Orders for the Conduct of Meetings and related issues.

2.0 BOARD OF GOVERNORS POWERS AND RESPONSIBILITIES

- 2.1 The Board of Governors has been granted powers by Sections 18 and 19 of the Further and Higher Education Act 1992 (a summary appears at Appendix 1)
- 2.2 Within these powers the Board of Governors has responsibilities for the following functions given by Article 3 (1) of the Articles of Government.
- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (b) approving the quality strategy of the institution;
 - (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (f) setting a framework for the pay and conditions of service of all other staff.
- 2.3 Article 3 (2) specifies the responsibilities of the Principal and Chief Executive to implement the Board's decisions and to manage the College's affairs within the budgets and frameworks set by the Board. Article 3 (3) specifies the responsibilities of the Clerk to advise the Board on the operation of its powers, the conduct of its business, procedural matters and matters of governance practice.
- 2.4 The Board of Governors has exercised its power given by Article 4 to delegate functions to Committees and to the Principal and Chief Executive.
- 2.5 The following six responsibilities are so important that they **cannot be delegated:**
- “Article 9
- (a) the determination of the educational character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

- (d) the appointment of the Principal or holder of a senior post;
 - (e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff) ; and
 - (f) the modification or revocation of these Articles.”
- 2.6 The Board may, from time to time, resolve to add other matters which must not be delegated to the above list.
- 2.7 As a condition of receiving public funds, the Board of Governors and Principal and Chief Executive have duties and responsibilities as set out in the College's Financial Memorandum and for the proper use of income derived from the providers of other public funds.
- 2.8 In complying with their obligations laid down by the Law and by the external demands placed upon public sector spending bodies, the Chair and Members of the Board of Governors and its Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.
- 2.9 If any Member is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Clerk and, if necessary, legal advice will be sought.

3.0 MEMBERSHIP OF AND APPOINTMENT TO THE BOARD OF GOVERNORS

- 3.1 The Board will keep under review and determine its membership from time to time having regard to the provisions of the Instrument of Government, the Board's Policy on appointment of members, the recommendations of the Search and Governance Committee and sector best practice.
- 3.2 The Board will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity, age and disability amongst Members. This means that Members are drawn from a range of backgrounds.
- 3.3 The Board has established a Search and Governance Committee (Article 5 (1) Articles of Government), which is responsible for monitoring the membership and for advising the Board on the appointment of members (other than as a staff or student member). The Board of Governors shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the Search and Governance Committee.
- 3.4 Existing Members are to make known to the Clerk, at an early stage, if they are prepared to serve for a further period of office and wish to be considered by the Search and Governance Committee for re-appointment.
- 3.5 The Clerk maintains a list of Governors, the Committees upon which they serve, their membership category and expiry date. These lists are available for public information (*see Appendix 2*).

Appointment of Chair and Vice Chair

- 3.6 The Chair and Vice Chair are elected annually from the membership of the Board of Governors, normally on an open ballot. Another Governor nominated by the Board of Governors (not a candidate for either post) shall normally take the Chair when the issue of appointment of these two posts is being considered. A proposer must support the nominations and seconder neither of whom must be the nominee. The Principal, Staff and Student Governors are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting. At the expiry of their term of office the Chair or Vice Chair shall be eligible for re-appointment.
- 3.7 At the last meeting before the expiry of the term of office of the Chair or Vice Chair, or at the first meeting following the resignation or removal from office of the Chair or Vice Chair, the members shall appoint a new Chair or Vice Chair, as the case may be, from among their number.
- 3.8 If at any time the Board of Governors 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 Board of Governors may by notice in writing to the Chair or Vice Chair remove him/her from office and thereupon the office shall be vacant.

4.0 ATTENDANCE AT MEETINGS AND ACCESS TO INFORMATION ON PROCEEDINGS

Attendance at Meetings

- 4.1 Meetings of the Board of Governors **are open to the public**. For practical reasons, however, this is limited to **6** members of the press or public and is subject to the notice given in paragraph 4.5.
- 4.2 Only the Governors and the Clerk have a **right** to attend Board meetings. Only Committee members and the Clerk have a right to attend Committee meetings. However, all Board members shall be entitled to attend committee meetings as observers but should only participate in the discussion if invited by the Committee Chair to do so.
- 4.3 The Principal and Chief Executive may invite appropriate College Staff and others to assist with Board and Committee meetings, where appropriate in consultation with the Chair of the Board or Committee. Such persons shall not have a vote but shall be entitled to speak at the meeting at the invitation of the Chair of the Board or Committee.
- 4.4 Any question whether any person who is not a Member of, or Clerk to, the Board of Governors should be allowed to attend a meeting of the Board or of a Committee shall be determined by the Board, or by the Committee in the case of a Committee.
- 4.5 Any person wishing to attend a meeting in the capacity of an observer must give at least 7 days written notice to the Clerk so that such a request may be placed on the agenda for the meeting, if appropriate.

- 4.6 The Clerk will maintain a register of Members' attendance at meetings and will produce at least once per year individual records of Members' attendance since their appointment to the Board of Governors.
- 4.7 In the light of individual circumstances the Board of Governors may grant leave of absence for a specified period to a Member. Having done so the Clerk will suspend that Members' attendance record for that period.

Withdrawal from meetings

- 4.8 In certain circumstances a Governor shall be required to withdraw from a Board meeting (*Clauses 14, (5), (6), (8) and (9)*) – *Instrument of Government* but there is an expectation that Members will volunteer their withdrawal where appropriate upon the realisation that they have a financial or other interest in an item of business about to be discussed (see Section 8).
- 4.9 The Clerk will hold and maintain a Register of Member's Interests. If such an interest relates materially to an item of business under consideration the Chair will have the right to seek the Board's decision as to whether or not that Member should withdraw.
- 4.10 The Staff governors and, where applicable, the Principal shall withdraw from any part of a meeting which is discussing:-
- Their own (as distinct from remuneration or conditions of service matters relating to all members of staff or all members of staff in a particular class) remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
 - The appointment of their successor.
 - Staff matters relating to any member of staff holding a post senior to that member, except those relating to the pay and conditions of all staff or all staff in a particular class.
 - Remuneration or conditions of service matters of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be).
- 4.11 The Student governors shall withdraw from any part of a meeting which is discussing:-
- His or her own conduct, suspension or expulsion
 - Where there is consideration of the appointment, remuneration, conditions of service, promotion, conduct, supervision, dismissal or retirement of any member of staff.
- 4.12 In the event of a member of the public or press having been given observer status at a meeting of the Board of Governors or one of its Committees, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. If practicable an

indication of this should be given at an early stage and ideally on the face of the agenda papers.

- 4.13 Unless specifically invited to do so, members of the public and the press do not have speaking rights at any time during a meeting and if they cause any form of disruption the Chair has the authority to suspend the meeting. When it is possible to reconvene the meeting the Board or Committee will consider the withdrawal of the offending person's invitation to attend. The decision of the Board or Committee in such matters is final.

Access to Information

- 4.14 Information about the College is generally available to staff, students and the public upon request. In particular the documents listed in *Appendix 2* are readily available for inspection.
- 4.15 Any person wishing to inspect the documents contained in *Appendix 2* may do so by making an appointment with the office of the Clerk to the Board of Governors where the information can be inspected during office hours Monday to Friday. The Main College switchboard (01902 836000) is able to direct the caller to an appropriate member of staff.
- 4.16 The documents listed in Appendix 2 are available for inspection only save those marked with an asterisk which are published on the College website.
- 4.17 The College will endeavour to provide information, other than that listed in *Appendix 2*, on request under the College's Access to Information and Freedom of Information Publication Scheme. The Freedom of Information Act provides for Public Authorities to recover the cost of providing information by way of a fee. For items not routinely available on request free of charge, or for items in other requested formats which incur additional cost, the College will usually make a charge. The charge will normally comprise the cost of photocopying or scanning (current photocopying charges and scanning charges are each 5p per page) or the direct cost of putting the information into other requested formats, plus postage if applicable. In certain circumstances the college may waive the fee at its absolute discretion.
- 4.18 Some information held by the College is confidential, and will be withheld from any documentation or other information generally provided. Information falling into the categories listed below would normally be withheld:
- (i) any material relating to a named person employed at or proposed to be employed at the institution;
 - (ii) any material relating to a named student at, or candidate for admission to the institution;
 - (iii) any material relating to the Clerk;
 - (iv) Personal information relating to an individual (including individual Governors)
 - (ii) Information provided in confidence by a third party who has not authorised its disclosure;
 - (iii) Financial or other information relating to procurement decisions, including that relating to the College negotiating position;
 - (iv) Information relating to the negotiating position of the College in industrial relations matters;

- (v) Information relating to the financial position of the College where disclosure might harm the College or its competitive position;
- (vi) Information that is commercially sensitive
- (vi) Legal advice received from or instructions given to the College legal advisors;
- (vii) Information planned for publication in advance of that publication;
- (viii) Private addresses and telephone numbers of Governors.
- (ix) any material relating to any matter which by reason of its nature, the Board of Governors is satisfied should be dealt with on a confidential basis.

4.19 If a request for information is turned down on the grounds of confidentiality, the College will give the reason for denying access.

4.20 The address of the office of the Clerk to the Board of Governors is as follows:

Clerk to the Board of Governors
 City of Wolverhampton College
 Paget Road Campus
 Wolverhampton
 WV6 ODU

Tel: (01902) 317 612

4.21 Any person wishing to write to Governors may do so by providing the Clerk with sufficient copies of any documentation. Normally no charge will be made for postage for forwarding a document to governors.

Publication of information on the College website

4.22 Under Section 17(3) of the Instrument in the January 2008 revisions to the Instrument and Articles:

“The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation shall be placed on the institution’s website and shall, despite any rules the Corporation shall make regarding archiving such material, remain on the website for a minimum of twelve months.”

At City of Wolverhampton College the minutes will be published on the College website after they have been approved by the Board of Governors and signed, because until that point the Board could reject any account contained in the minutes as incomplete, misleading or factually incorrect.

4.23 Under section 8(b) of the Articles there is a requirement to publish on the College website the minutes of committee meetings, if they have been approved by the Chair of the meeting.

At City of Wolverhampton College the position is that the minutes have not been approved by the Committee Chair until they have been approved by the Committee at its subsequent meeting and signed by the Committee Chair. Until that point they could be significantly amended, or even withdrawn for a partial rewrite, by vote of members of the Committee. There may be cases where a Chair is willing to authorise release of minutes to an enquirer before they have been formally approved, but this is a matter for the Chair’s judgement not an entitlement.

- 4.24 Under section 5 (3) of the Articles there is a requirement to publish on the College website a copy of the rules specifying the way in which the Search Committee is to be conducted, together with the Search Committee's terms of reference and its advice to the Board of Governors, other than any advice which the Board is satisfied should be dealt with on a confidential basis.

5.0 CONFIDENTIALITY

- 5.1 All papers and information determined by the Board of Governors to be confidential shall be published on yellow paper. This includes separate and confidential minutes of meetings or parts of meetings, and any supporting papers, distributed in advance of meetings, containing information likely to be deemed confidential by the Board of Governors.
- 5.2 Any matter which, by reason of its nature (i.e. it falls into the categories listed under paragraph 4.18) the Board of Governors is satisfied shall be dealt with on a confidential basis, shall have restricted access, as determined by the Board of Governors. In the case of confidential minutes, their circulation shall be restricted to those members eligible to be present at that part of the meeting.
- 5.3 The Board of Governors has determined that reports from the Remuneration Committee shall remain confidential to the Committee unless specifically agreed otherwise by the Board of Governors.
- 5.4 Under the provisions of the Freedom of Information Act, the Board of Governors has adopted a publication scheme approved by the Information Commissioner. The scheme outlines the information which will be made routinely available and its provisions supersede the Policy on Access to Information previously adopted by the Board. Categories of information that will normally be considered by the Board of Governors to be confidential are listed in paragraph 4.18 of these Standing Orders.
- 5.5 The Board of Governors has agreed arrangements for an annual review of any papers or information that it has decided, in the course of the previous year, will be confidential. The annual review will be undertaken by the Chair of the Board of Governors together with the Clerk who will determine which of those items, if any shall remain confidential (Clause 17(4) Instrument of Government). The outcomes of the review will be reported to the Search and Governance Committee.

6.0 MEETING ORGANISATION

- 6.1 Meetings of the Board of Governors are normally held at 5.00pm on Mondays. A schedule of Board and committee meetings for the forthcoming year is produced by the Clerk and approved by the Board. Once the Schedule has been approved, dates are only altered in exceptional circumstances by agreement with the Chair.
- 6.2 Additional meetings and meetings of Committees and Working Groups are arranged as and when the need arises and are convened by the Clerk.
- 6.3 Agendas for meetings of the Board of Governors and its Committees will include the following standing items:
- Apologies for Absence;
 - Declarations of Interest
 - Minutes;

- Matters Arising;
- Correspondence;

A reporting framework for the Academic year is produced by the Clerk and approved by the Board, which runs concurrently with the schedule of meetings and supports the College's strategic planning cycle. The primary purpose of the reporting framework is to enable the Board to pre-plan requirements for effective monitoring of strategic priorities, performance indicators and targets.

- 6.4 Other agenda items will be determined by the Clerk in consultation with the Principal and Chief Executive and the relevant Chair if necessary.
- 6.5 Any individual Governor may request that an item be included on the agenda of the Board or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed.
- 6.6 Any matters which Governors may wish to raise as "Other Business" must be raised prior to the commencement of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.
- 6.7 Papers tabled at meetings must have been agreed with the Chair prior to the commencement of the meeting and relate to specific agenda items.
- 6.8 A decision of the Board of Governors or Committee may be made only on a matter, which is appropriate to the powers of the Board or Committee and the agenda item concerned.
- 6.9 Every question to be decided at a meeting of the Board of Governors shall be determined by a simple majority of the votes of the members present and voting on the question. It is often the case, however, that the Members present are clearly unanimous and that it is not necessary to conduct a vote. A Member may not vote by proxy.
- 6.10 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 6.11 The normal way of voting will be by a show of hands. A secret ballot may take place if the majority of the members present, who are entitled to vote on a particular issue, consider it necessary.
- 6.12 No resolution (decision) by the Board of Governors or a Committee may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 6.13 The Clerk will, at the commencement of each meeting, state which Members have submitted apologies for absence.
- 6.14 The quorum for the Board of Governors is determined by Clause 13 (1) of the Instrument of Government. Board Meetings shall be quorate if the number of members present is at least 40% of the determined total membership (18), that is, 8. In the case of Committees and Working Groups, quorum is determined in each Committee's Terms of Reference.

- 6.15 Any dispute regarding the accuracy of the Minutes will be settled by the resolution made at the next meeting of the relevant body under the agenda item "Minutes".

7.0 COMMITTEE TERMS OF REFERENCE

- 7.1 Each and every Committee of the Board of Governors shall have terms of reference which are approved by the Board and specify the delegated responsibilities given to each Committee. The Clerk will monitor conformity and may, from time to time, suggest that amendments be made. In addition the Clerk will arrange for each standing Committee to review its terms of reference annually. The Board of Governors must approve all amendments.
- 7.2 The terms of reference for all Committees are determined by the Board and are available from the Clerk.

8.0 CONDUCT OF MEMBERS

- 8.1 Members have been appointed to serve on the Board of Governors in the expectation that they will be able to:
- Participate fully in the work of the Board of Governors;
 - Demonstrate a high level of commitment to the College's vision;
 - Operate within the governance framework of City of Wolverhampton College.
- 8.2 Responsibility for the appropriateness of conduct as a Member of a corporate body and for any act or omission in that capacity rests with the individual Member. Members must, therefore, familiarise themselves with and commit to the Code of Conduct. Governors agree to abide by the ethical principles of the Code of Conduct on acceptance of appointment to the Board. The Code of Conduct shall apply, as far as is practicable, to members of the Board's Committees who are not Governors.
- 8.3 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Each Member should act in conformity with the seven principles laid down by the Nolan Committee for those holding public office, namely:-
- **Selflessness** – Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
 - **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
 - **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** – Holders of public office should be open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

- 8.4 Whatever decisions Members take at meetings of the Board of Governors and its Committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interests of its students and other users of the College’s services, and must not allow any sectional interest to take precedence. In particular Members are not appointed as “representatives” or “delegates” of any outside body, and may not lawfully be bound by mandate given by others.
- 8.5 Governors must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Board of Governors. They should not allow any conflict of interest to interfere with the exercise of their independent judgement. An “interest” means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Member’s judgement.
- 8.6 Governors who have an interest in the matters relating to the Institution cannot vote on any question with respect to it nor may they be counted towards quorum for the issue. They are not however excluded from the meeting unless the Board of Governors votes to exclude them (Instrument 11 (2) and (3)).
- 8.7 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of gifts, hospitality or benefits made to a Governor in their capacity as Governor, exceeding an estimated £25 in value, should immediately be reported to the Clerk.
- 8.8 The Clerk maintains and updates annually a Register of Interests, which is open for public inspection. Governors are invited to disclose routinely to the Board all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Governors should also disclose membership of closed organisations. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost.
- 8.9 The Board of Governors operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

- 8.10 If a Member disagrees with a decision they may request that their disagreement be minuted.
- 8.11 It is important that the Board of Governors and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members with a shared corporate responsibility for decisions and due respect for the opinions of all Members. Governors are expected to lead by example and therefore it is obvious that there should be no discriminatory or sexist comments or inappropriate humour at the expense of others. Dependent upon the nature of the business under discussion, Members should keep confidential any matter, which the Board considers to be confidential.
- 8.12 Unless otherwise agreed by the Board of Governors in individual circumstances statements on behalf of the Board will only be made by the following:
- the Chair and Vice Chair
 - the Principal and Chief Executive or his representative
 - the Clerk
- 8.13 It is the responsibility of the Clerk to the Board of Governors to conduct all correspondence on behalf of the Board.
- 8.14 Custom and practice is for the Clerk to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Board of Governors and to ensure that collective decisions are followed. This task is usually undertaken following consultation with the Chair of the Board and/or the Principal and Chief Executive.
- 8.15 It is unethical for Members publicly to criticise, canvass or reveal the views of other Members, which have been expressed at a meeting of the Board or its committees.
- 8.16 Members are asked to give the Clerk 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 apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. A report on Members' attendance will be produced annually by the Clerk and presented to the Search and Governance Committee of the Board of Governors. Any Member who has not attended meetings for more than six consecutive months without permission of the Board of Governors may be removed from office by decision of the Board of Governors; the Member concerned shall be given notice in writing.

9.0 MEMBERS SERVICES

Expenses

- 9.1 Attendance allowances will not be available to Members of the Board of Governors (i.e. a payment for attending meetings).
- 9.2 Reasonable out of pocket expenses such as travel, and the cost of child care fees which are incurred as a result of attending a meeting, will be available to Members of the Board of Governors, as will any expenses that are incurred by a Member who is involved in any activity, function, or event, provided that their involvement was formally requested by a Senior Post Holder at the College.

- 9.3 To claim reimbursement of approved costs and expenses Members must complete a Governors Expenses Claim form which is available from the Clerk.

Other Services

- 9.4 At the beginning of each governor's period of office the Clerk will arrange an induction session.
- 9.5 Board of Governors meetings will normally be held in the Conference Rooms at the Paget Road and Wellington Road Campuses. There may, however be occasions when an alternative venue is preferred.
- 9.6 Governors have the right to take advice from the College's advisers; or if necessary, at the College's expense, independent advisers on any matter concerning the exercise of their powers and responsibilities. The policy on professional advice for governors is included in the induction materials.
- 9.7 A Member seeking advice must give written notice to the Clerk who will copy it to the Chair and Principal and Chief Executive. The notice must summarise the issues and, in the case of a request for independent advice, a short explanation of why consultation with the College's advisers is considered inappropriate. The Chair, in consultation with the Principal, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.
- 9.8 Governors' and Officers' insurance cover is arranged by the College to protect Members in the event of them making an error or committing an omission in good faith, which causes a financial loss to a third party who then seek compensation.
- 9.9 The College will provide briefing notes upon request for any Member who is asked to make a speech or presentation on behalf of the College.
- 9.10 The Board of Governors Anti-Fraud Policy is included in the induction materials.

10.0 PERFORMANCE, EVALUATION AND SELF ASSESSMENT

- 10.1 The Board of Governors will monitor and evaluate its own performance using self-assessment techniques. Records of such assessment will be held by the Clerk and will be used for the purpose of preparing reports for the Board and to identify training needs.
- 10.2 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Board of Governors by the Search and Governance Committee in accordance with its terms of reference.

11.0 CHAIR'S ACTION

- 11.1 It will be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Board of Governors between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Board meeting, for example routine documents; responding to approaches from external

organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Board of Governors.

- 11.2 Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary, with less than the normal seven days notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- 11.3 The Board of Governors accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these Standing Orders. The Clerk must make a full record of all such Chair's action and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that she or he is given a full account of the action.

12.0 AMENDMENTS TO THE STANDING ORDERS

- 12.1 The Clerk will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Board of Governors improvements/amendments to meet changed circumstances. The Clerk will ensure that Standing Orders are formally reviewed by the Board at least once every four years.
- 12.2 Individual members of the Board may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Search and Governance Committee which will advise the Board so that a decision may be made.
- 12.3 Any amendments to the text of the document will require the approval of the Board of Governors unless they are covered directly or indirectly by statute in which case such changes will be acted upon without delay.

13.0 COMPLAINTS

- 13.1 A complaint against the Board of Governors or an individual member of the Board of Governors shall be addressed to the Clerk to the Board who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Board shall be forwarded to the Chair of the Board. A copy of the complaints procedure is attached as Appendix 3.

Principal Powers

Under Section 18 of the Further and Higher Education Act 1992 a further education Board of Governors may:-

- (a) provide further and higher education: and
- (b) supply goods or services in connection with their provision of education.

These powers are known as the Board's "principal powers".

Supplementary Powers

Under Section 19 of the 1992 Act a further education Board of Governors may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by Section 18 of the Act, including in particular the following:-

- (a) the power to acquire and dispose of land and other property;
- (b) the power to enter into contracts, including in particular:-
 - (i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers; and
 - (ii) contracts with respect of carrying on by the Board of Governors of any such activities;
- (c) the power to borrow such sums as the Board think fit for the purposes of carrying on any activities they have power to carry on or to meet any liability transferred to them under Sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 April 1993) and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the Learning and Skills Council (LSC), which may give its consent for a particular borrowing or for borrowing of a particular class;
- (d) power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
- (e) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes, and
- (f) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.

The Board of Governors may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by Section 19 of the Act are known as “supplementary powers”.

DOCUMENTS AVAILABLE FOR INSPECTION

APPENDIX 2

1. the agenda and non-confidential papers, for every meeting of the Board of Governors and its Committees, are available seven days before the due meeting date. These papers will include the draft minutes of the previous meeting.
- 2*. the approved non-confidential (signed) minutes of every such meeting; and
3. any non-confidential report, document or other paper considered at any such meeting
- 4* The Board of Governors Standing Orders containing:
 - i) Board of Governors powers and responsibilities
 - ii) Membership and appointment to the Board of Governors
 - iii) Attendance at meetings and access to information on proceedings
 - iv) Confidentiality
 - v) Meeting organisation
 - vi) Conduct of Members
 - vii) Members Services
- 5*. A list of all governors, their membership category and term of office expiry dates.
- 6*. A list of Committees and committee members.
- 7*. Terms of Reference for Committees
- 8* Instrument and Articles of Government
9. Registers of Interests
- 10*. Board of Governors' Code of Conduct
- 11* Anti-Fraud Policy
- 12* Public Interest Disclosure (Whistleblowing) Policy
- 13* Policy on professional advice for governors
14. The College's Annual Financial Statements
15. The College Charter
- 16*. The most recent College Inspection Report.

Documents listed above marked with * are available on the College website.

COMPLAINTS AGAINST THE BOARD OF GOVERNORS

APPENDIX 3

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

The Clerk to the Board of Governors
City of Wolverhampton College
Paget Road Campus
Wolverhampton
WV6 ODU
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
4. The Clerk to the Board of Governors will:

Acknowledge receipt of the complaint without delay
Investigate the complaint
Endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement
5. The written response of the Clerk to the Board of Governors will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State and the Learning and Skills Council)
6. The Clerk will keep the Chair informed of the situation and will provide the Board with a written statement of the nature of the complaint and the response made at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Board of Governors or an individual member of the Board, the Clerk will have the authority to refer issues to the Board's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Clerk to the Board of Governors shall be forwarded to the Chair of the Board of Governors for investigation and response. Letters for the attention of the Chair of the Board of Governors to be addressed to:

The Chair of the Board of Governors
City of Wolverhampton College
Paget Road Campus
Wolverhampton
WV6 ODU
9. The approach to be adopted by the Chair of the Board of Governors in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Board of Governors and individual members of the Board.