



Standing Orders

INTRODUCTION

The Standing Orders incorporate a number of rules and practices that will apply to the Board and should be read in conjunction with the College's *Instruments and Articles of Government*.

The *Instrument and Articles* contain the basic constitutional requirements that apply to the Board and the Standing Orders are intended to supplement these. In the event of any inconsistency arising, the *Instrument and Articles of Government* will prevail.

These Standing Orders will be reviewed by the Board bi-annually.

Individual members of the College's Board are members of a corporate body that has a number of statutory obligations to carry out. Accordingly, governors should be aware that they must not act individually in a manner that conflict with the corporate responsibilities of the Board as a whole. In addition governors must observe the various legal requirements which apply to the constitution of the College, as well as the seven Nolan principles for holding public office i.e. selflessness, integrity, objectivity, accountability, openness, honesty and leadership. The Code of Conduct for Governors is provided in the appendices of the Standing Orders.

The Board recognises that, as a body entrusted with both public and private funds, it has a particular duty to observe the highest standards of corporate governance at all times. In carrying out its responsibilities, it takes full account of Code of Good Governance for English Colleges, which it formally adopted July 2015.

FE Boards are charities and the governors are the charity trustees, responsible for the control and management of the administration of their charity.

The general duties and responsibilities of FE Boards, as charity trustees are to:

- act reasonably and responsibly in all matters relating to the charity
- always act in the best interests of the charity and manage any conflict of interest
- apply the income and property of the charity only for the purposes set out in the governing document
- protect all the property of the charity
- invest the funds of the charity only in accordance with their powers of investment
- regularly review the effectiveness of the charity

1 Responsibilities of the Board (Governing Body) the Principal and Chief Executive and the Governance Advisor

1.1 Section 3 of the Articles of Government set out in sub paragraph 1 the matters for which the Board shall be responsible. These are as follows:

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- the determination and periodic review of the educational character and mission of the institution and oversight of its activities
- publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- approving the quality strategy of the institution
- the effective and efficient use of resources, the solvency of the institution and the Board and for safeguarding their assets
- approving annual estimates of income and expenditure
- the appointment, grading suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Advisor to the Board
- setting a framework for the pay and conditions of service of all other staff

1.2 The Board delegates to committees and the College Principal and Chief Executive various functions relating to the above responsibilities (see Section 1.3 and 1.4 below), but cannot (in accordance with Sections 9 and 10 of the Articles) delegate the following:

- the determination of the educational character and mission of the institution
- the approval of the annual estimates of income and expenditure and the College's audited Annual Financial Accounts and Report
- the responsibility for ensuring the solvency of the institution and the Board and the safeguarding of their assets
- the appointment of the Principal and Chief Executive and Chief Executive or the holder of a senior post
- the modification or revocation of these Articles
- the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal, of the Principal and Chief Executive and Chief Executive, or the holder of a senior post, other than to a committee of members of the Board

1.3 Delegation of Responsibilities to Committees

The Board delegates authority to its committees to act on behalf of the Board, within the framework of their terms of reference and subject to Sections 9 and 10 of the Articles.

1.4 Responsibilities of the Principal and Chief Executive

In accordance with Section 3 sub paragraph 2 of the Articles, the Principal and Chief Executive shall be the Chief Executive of the institution and subject to the responsibilities of the Board, is responsible for:

- making proposals to the Board about the educational character and mission of the institution, and for implementing the decisions of the Board
- the determination of the institution's academic activities and other activities
- the organisation, direction and management of the institution and leadership of the staff
- the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Board, of the pay and conditions of service of staff other than the holders of senior posts, or the Governance Advisor
- preparing annual estimates of income and expenditure, for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board

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- the maintenance of student discipline and within the rules and procedures provided for within the Articles, the suspension or expulsion of students on disciplinary grounds and the expulsion of students for academic reasons

As the accounting officer, the Principal and Chief Executive and Chief Executive is responsible for advising the Board, in writing, if at any time, in his or her opinion, any action or policy under consideration by the Board is incompatible with the Financial Memorandum, as set out by the funding body, or any other terms and conditions of funding.

1.5 Responsibilities of the Governance Advisor

In accordance with Section 3 sub paragraph 3 of the Articles, the Governance Advisor shall be responsible for advising the Board with regard to:

- the operation of its powers
- procedural matters
- the conduct of its business
- matters of governance practice

2. Determination of the Membership of the Board

It is the *Instrument and Articles of Government* which, amongst other things, determine the composition of a Further Education Board. At Petroc, the Board has determined that they shall consist of a total of 18 members as follows:

- thirteen External Governors who appear to the Board to have the necessary skills to ensure that the Board carries out its functions. These governors are appointed on an independent basis
- the Principal and Chief Executive of the College shall be an ex-officio member of the Board
- one Academic Staff Governor nominated and elected by the academic staff at the College
- one Support Staff Governor nominated and elected by the support staff at the College
- the Student Union President shall be appointed as a Student Governor
- one Student Governor nominated or elected by students

The Executive Team Members shall normally be in attendance at meetings of the Board.

3. Eligibility of Governors

The Instrument of Government of the College lists persons ineligible to be members of the Board and this section is set out below:

- no one under the age of 18 years may be a member, except as a student member
- the Governance Advisor may not be a member
- a person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal and Chief Executive
- paragraph (3) does not apply to a student who is employed by the Board in connection with the student's role as an officer of a students' union
- subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is 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, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement

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- where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:
 - on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - if the bankruptcy order is annulled, at the date of that annulment; or
 - if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled
- subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if:
 - within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- for the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom
- upon a member of the Board becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Governance Advisor

4. Person Specification

The responsibilities of a Governor requires candidates to have a range of experiences, skills and knowledge to ensure that each member can play an equal part and can add value to the work of the Board, its Committees and the College in general.

In addition to the necessary preparation and participation at Board meetings, governors are normally expected to play a key role in at least one Committee. Governors are also normally linked to an area of the College. Details of the Link Governor Scheme can be found in the appendices, as can the Terms of Reference of all the Committees

Prospective governors need to be able to confirm that they comply with the eligibility criteria set out in the Eligibility Statement for Governors.

As an External Governor, experiences in the following areas are essential:

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- **Organisational strategic thinking and planning** – the Board must ensure regular review of the College mission, goals and key objectives; this requires a clear understanding of the strategic direction of the College; experience in this type of work is therefore important
- **An understanding of organisational key measurements, budgets and their control**; an appreciation of ‘why’ and ‘how’ organisations focus on the right measurements, together with experience in assessing the extent to which these and budgetary items are ‘on track’
- **An understanding about educational needs** – especially of local business, local community or local public service organisations, thus contributing to the work of the College by providing useful input for curriculum development
- **Specific skills and knowledge** – in areas such as financial management, auditing, human resource management, estates management, general business management, marketing, legal and information technology in order to play an effective role on the Board

For all governors a genuine interest in the field of education and a desire to play an effective part in the success of the College must be displayed.

As governors’ activities range from Board and committee meetings to attending awards ceremonies, exhibitions of student work and linking with specific College areas, the Board expects all governors to comply with the following specification:

- a team player
- prepared to accept and abide by the Code of Conduct and policies of the Board
- prepared to fulfil the time requirement to be a governor
- demonstrate a genuine interest in educational institutions and work actively to promote links between Petroc and other organisations
- capable of upholding the highest standards of openness, public accountability and probity in conducting the business of the Board
- prepared to undertake training to fulfil the role of a Governor

Experience has shown that governors need to allow sufficient time to attend at least three to four meetings in each of the three academic terms for Board and Committee meetings including necessary time to prepare from these meetings.

Individuals must not possess any association or links likely to provide a significant conflict of interest in the role of Governor.

5. Recruitment, Nomination and Appointment of Governors

5.1 Appointment of External Governors

As and when an External Governor vacancy occurs, the Board will review the skills, experience, expertise gaps amongst current governors, and recruit new governors from a range of backgrounds who have skills, knowledge and contacts that will fill gaps and further the aims and the objectives of the College.

In making any appointment the Board shall ensure that Equality and Diversity legislation applies, and bear in mind the need for the Board to be broadly representative of the communities, interests and

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clients it serves, make governor appointments on the basis of what is required to ensure that it can continue to effectively undertake its role.

All candidates shall normally be considered by the Search and Governance Committee, which shall advise the Board on the appointment of governors, but see separate arrangements for Staff and Student members described below. The Board has the final authority for the appointment of any Governor.

The Board uses a number of methods for recruiting new governors:

- encouraging enquiries from prospective governors by means of advertisements in the local press and Social Media at appropriate times
- encouraging applications through the College's many business and community contacts, and approaching independent and professional organisations likely to have members suitable for meeting the Board's needs
- the Search and Governance Committee shall consider an individual candidate's CV against the current requirements of the Board, and then recommend for a member of the Committee, normally the Chair of the Board and/or the Principal and Chief Executive with the Governance Advisor to contact and/or meet a potential governor to discuss their role and the College. In some cases the Search and Governance Committee will make a direct recommendation for the appointment of a candidate; at other times a candidate may be interviewed by members of the Committee prior to nomination
- in the case of External Governors, the Search and Governance Committee shall then make recommendations to the Board for appointment. The Board has the final authority for the appointment of any Governor travelling expenses will be paid to candidates attending for interview
- following formal appointment by the Board, the Governance Advisor will confirm the appointment in writing. Appointments will be subject to the successful outcome of a Disclosure and Barring Service (DBS) check

5.2 Election and Appointment of Staff Governors

All non-teaching staff, full or part-time, employed by the College through its payroll system are eligible for the position of Support Staff Governor, and to vote for a candidate seeking that position

All teaching staff, full or part time, employed by the College through its payroll system are eligible for the position of Teaching Staff Governor, and to vote for a candidate seeking that position

The election will, wherever possible, be undertaken in advance of the date when an existing Staff Governor's period of office comes to an end, in order to ensure that there is no gap

The Governance Advisor will make arrangements to receive nominations by advertising a vacancy in the relevant constituency

In the event of more than one nomination being received, a ballot shall be held. All staff in the relevant category (Academic or Support) shall be eligible for one vote

The Board shall then consider the appointment of the nominee receiving the most votes. The Board has the final authority for the appointment of any Governor

5.3 Election and Appointment of Student Governors

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As agreed with Petroc Student Union, one Student Governor post is represented by the Student Union President serving a term of office for the period of their appointment as the Student Union President and representing all students attending the college. The other Student Governor post will be elected from the students attending Petroc and organised by the Student Union.

The Student Governor vacancy is advertised to all Petroc students. Any student can nominate him/herself by completing the nomination form and returning it to the Student Union, by the specified date, together with a brief “manifesto”.

In the event of more than one nomination being received for a Student Governor, a ballot shall be held. All students shall be eligible for one vote.

The Board shall then consider the appointment of the nominee receiving the most votes. The Board has the final authority for the appointment of any Governor

The term of office for Student Governors is normally for the period of their academic study, in the case of the Student Union President for the duration of their term of office as Student Union President. Students must be enrolled students at the College at the time of the nomination process and during their period of service on the Board

6. Terms of Office of Governors and Succession Planning

A governor shall hold and vacate office in accordance with the terms of his/her appointment, but the length of one term of office shall not normally exceed four years. Unless otherwise stipulated in the resolution making the appointment:

- External Governors shall normally hold office for a term of four years
- Staff Governors shall normally hold office for a term of three years
- Student I Governors shall normally hold office for for the duration of their academic study and for the Student Union President for the duration of their term of office as Student Union President.

The Principal and Chief Executive, staff and student governors shall cease to be governors on leaving the College. If the role of a staff governor changes from support to Teaching or vice versa, the membership of that staff governor shall cease unless the staff member is re-elected by the new constituency.

Chair’s notice period stands at six months, all other governors may resign at any time by giving written notice to the Governance Advisor.

There will be an intention to rotate membership of the Board as far as is practicably possible, to allow continuation of Board membership, as well as allowing the gradual introduction of new governors. The actual pattern of rotation may be varied consistent with individual members’ rights to hold office for a period of up to 4 years.

Governors retiring at the end of their first term of office shall normally be eligible for re-appointment for a second term. In considering a member for re-appointment, the Search and Governance Committee shall take into consideration the following:

- the governor’s individual attendance record
- the quality of her or his contribution to debate and discussion
- his or her level of constructive support for the College
- his or her understanding of the governance process

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- his or her team and interpersonal skills

The length of a Governor's term of office shall not normally be more than two terms of office, except under exceptional circumstances discussed by the Search and Governance Committee and approved by the Board.

However, in the case where a Governor is appointed as Chair of the Board, that Governor's term of office shall be reset, so that the term of office shall be four years from the start of the tenure as Chair of the Board subject to the appointment and re-appointment procedures for the appointment of Chair of the Board. The Governor appointed as Chair of the Board may not serve more than a period of 12 years from their first appointment as a governor.

Succession Planning

The Search and Governance Committee will consider succession planning as part of the Board and Committee Membership Review agenda item, at every meeting.

Where possible, the expiry dates of terms of office of existing External Governors are staggered to assist effective succession planning and to reduce the number of forthcoming vacancies at any particular time.

Governors retiring at the end of their term of office shall be eligible for reappointment. Governors will not normally serve more than eight years in total (i.e. 2 consecutive terms).

The Chair/Vice Chair of the Board is requested to provide at least six months' notice of his/her intention to resign from office to assist effective succession planning for this position.

Where possible Governors are requested to provide at least two months' written notice to the Governance Advisor if it is their intention to resign before or at the expiry of their term of office.

Where a future vacancy in an office such as committee chair has been identified, opportunities for shadowing by, and mentoring of, prospective future office holders, to allow for development and knowledge sharing before an office is taken up, will be considered.

The positions of Vice Chair of the Board and Chairs of Committees may be considered as possibilities for development for the position of Chair of the Board in future (although not having held such positions will not preclude a Governor from being nominated and elected to the position of Chair). Within the Board's Annual Governance Self-Assessment exercise, carried out via the Search and Governance Committee, account will be taken of any succession issues.

Each Governor will periodically participate in the Individual Governor Review process, the outcome from which will be reported to the Search and Governance Committee: the Individual Governor Review Process is included in the appendices.

Should an unforeseen vacancy occur in the position of Chair of the Board, it may be necessary to appoint an Interim Chair of the Board until, an election process can take place, and a new Chair can be appointed.

If no nominations for the post of Chair are received from existing External Members by the deadline set, the Board will consider at its earliest opportunity, its next steps. This may include the option to

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search and advertise externally for a Governor to be appointed with a view to becoming the future Chair.

7. Governor Appointment

On appointment of a new Governor, the Governance Advisor will send a letter of appointment with information on where to access the following essential briefing documents:-

- Governor Introduction Guide
- Membership list and dates of Board meetings
- Standing Orders
- Register of Interests
- College Strategic Plan
- Instrument and Articles of Government
- Code of Good Governance for English Colleges
- Charity Trustees: an Essential Guide
- Minutes of the previous meeting of the Board
- New Governor Induction Policy and Procedures

8. Governor Induction and Training

Policy

The Board's policy is that every appointed governor receives an induction within six months of their appointment, and is made aware of training events. Governors will be encouraged to attend those events of particular relevance to them.

Throughout their time on the Board, it is important that governors remain well informed about the environment in which the College operates, so that they can make the best strategic decisions for the College.

Purpose

The Governor Induction Programme will ensure that all newly appointed governors receive an individually designed programme. Their programme will depend upon their previous knowledge of education, the public sector, FE and HE and Petroc.

It is vital that they each receive adequate information about the College and the environment in which it operates to fulfil their responsibilities as governors.

Key objectives

The Induction Programme will give new governors:

- knowledge of the College mission, vision and values
- knowledge of the College structure and appropriate working relationships with key managers
- an overall understanding of the College curriculum portfolio
- an understanding of learner achievement, success and destinations
- an understanding of teaching, learning and assessment
- knowledge of how the College is funded through various funding bodies
- an understanding of the College current financial performance
- an introduction to the College estate
- an introduction to risk management and Board assurance
- an understanding of the key developments having a current impact on the College
- an understanding of current key issues in the College

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Essential Background Information

Each Governor will receive a Governor Induction pack as well as:

- College structure and Board structure
- most recent Management Accounts
- most recent Self-Assessment Report

Induction Meeting Programme

For a new Governor, the Governance Advisor will arrange a programme of meetings with the following within 6 months of the new Governor's appointment:

- **Chair of the Board** - to discuss the working of the Board, priorities, current issues and the accountability of each governor
- **Principal and Chief Executive** - for a briefing session on the College and its environment and to discuss the way in which the Principal and Chief Executive and Governors work together. A briefing on marketing and commercial activities
- **Governance Advisor**- to receive a briefing on good Governance in the FE Sector, the code of conduct, register of interests etc., schedule of meetings, and to discuss the way in which Governors work with the Governance Advisor
- **Vice Principal Finance and Resources** – for a briefing on funding mechanisms, financial reporting, estates and resource management, employer engagement, apprenticeships, risk management, board assurance and Audit
- **Vice Principal Curriculum, Quality and Learners** – for a briefing on curriculum and quality planning and control, including student support and achievement and teaching, learning and assessment
- **Director of Human Resources and Organisational Development** – for a briefing on Human Resources; including Health and Safety and Continuing Professional Development.

In addition there may be an opportunity to meet with other Governors at a social or training event in addition to formal Committee and Board meetings.

Ongoing Briefing and Training

Throughout their time on the Board, it is important that governors remain well informed about the environment in which the College operates, so that they can make the best strategic decisions for the College and oversee the mitigation of strategic risks. Reports on the College's current position are provided by the Principal and Chief Executive at Board meetings at least once a term, although all papers provided to the Board by senior managers will have a briefing and risk mitigation element to them to inform Governors.

In addition other relevant briefings for college governors nationally are provided by organisations such as the Association of Colleges and the Department for Education, and such briefings are forwarded to governors for information and background reading on a regular basis.

The Search and Governance Committee will review the training needs of the Board each year and put relevant training sessions in place, including those for an annual Board Briefing/Strategic Day.

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In addition governors will be encouraged to attend relevant external governor seminars and briefings provided by organisations such as the Association of Colleges and the Department for Education. These opportunities will be circulated by the Governance Advisor.

9. Register of Interests

It is the policy of the Petroc Board that all governors, senior staff attending the Board and/or Committee meetings and Committee members who are not governors, must keep to the absolute minimum all unavoidable significant conflicts of interest between the interests of the Board on the one hand and the personal, professional and business interests of the governor or senior staff member connected with them, on the other. This includes avoiding as far as possible perceptions of significant conflicts of interest, as well as potential and actual significant conflicts of interest. See Appendices

10. Appointment of Governance Advisor

The Board shall appoint a person to serve as its Governance Advisor, but the Principal may not be appointed as Governance Advisor.

In the temporary absence of the Governance Advisor, the Board shall appoint a person to serve as temporary Governance Advisor.

Any reference within the Instrument of Governance to the Governance Advisor shall include a temporary Governance Advisor appointed under paragraph 6.2.

Subject to clause 10 of the Instrument of Government, the Governance Advisor shall be entitled to attend all meetings of the Board and any of its committees.

The Governance Advisor may also be a member of staff at the institution.

11. Attendance

Non-attendance at Meetings of the Board and its Committees and Lapsing/Termination of Membership

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

- has been absent from meetings of the Board for a period longer than 6 consecutive months without the permission of the Board
- is unable or unfit to discharge the functions of a member, the Board may, by notice in writing, remove him/her from office, or

If at any time the members of a committee are satisfied that any member of that committee:

- has been absent from meetings of the committee for a period longer than 6 consecutive months without the permission of the committee
- is unable or unfit to discharge the functions of a member of the committee they may ask the Board to remove him/her from the committee.

Any staff member of the Board, including the Principal and Chief Executive, shall cease to hold office upon ceasing to be a member of the staff of the College.

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A student member of the Board shall cease to hold office upon ceasing to be enrolled as a student at the College.

Should the following occur:-

- staff member is suspended as a member of staff
- student member is suspended from the College as a student

the Principal and Chief Executive should immediately advise the Chair and the Governance Advisor.

In this eventuality, the Board may suspend a Board member for the duration of the suspension.

Attendance of Senior Staff at Meetings of the Board and its Committees and any Working Groups

Those staff deemed as senior post holders, including the Director of Human Resources and Operational Development, by the Board will attend meetings of the Board and its committees/working groups as required by the items to be discussed at those meetings of the Board, committee or working group.

Other staff will attend meetings of the Board or its committees/working groups as requested by the Chair of the Board or committee/working group.

Staff attending meetings will do so for the purpose of providing information and advice. They will not be permitted to vote and may be required to leave the meeting.

Attendance by members of the public at meetings of the Board and its Committees

Members of the public may attend meetings of the Board and its Audit Committee. The dates, times and venues of these meetings will be advertised on the College website. The meetings of the other committees will be conducted in private as they consider personal information relating to named individuals.

The number of members of the public attending a meeting will normally be limited to 10 for reasons of space. This restriction may be waived by the Chair of the meeting in exceptional circumstances. In this event the venue will need to be changed and it is therefore important that members of the public give sufficient notice of their wish to attend a meeting. Accordingly, they will be asked to give at least 48 hours' notice to the Governance Advisor to the Board who, on request, will also provide them with a copy of the agenda for the meeting.

It will be decided at the beginning of any meeting where members of the public are present whether any items on the agenda should be dealt with on a confidential basis. Any such items will then be deferred to the end of the meeting and members of the public will, by formal resolution of the Governors, be asked to leave before they are dealt with.

Members of the public may not speak at meetings unless invited to do so by the Chair of the meeting.

No photography, filming or any type of audio/visual recording will be permitted at meetings.

Withdrawal from Meetings

Any governor who has a business interest in any matter being discussed by the Board or Committee shall declare such interest(s) prior to the discussion. Such a declaration of interest shall be required where any member has an interest in:

- the supply of work or goods to or for the purposes of the College
- any contract or proposed contract concerning the College

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- any other matter relating to the College

The declaration of interest shall be made by:

- disclosing to the Board the nature and extent of his or her interest, or
- if he or she is present at the meeting of the Board or any Committee of the Board at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to the resolution on which he or she is not entitled to vote

Withdrawal of Staff from Meetings

Staff governors, the Principal and Chief Executive and the Governance Advisor shall withdraw from any part of a Board or Committee meeting that is discussing:

- their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement
- the appointment of their successors
- at the discretion of the other governors present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves

Where the matter under consideration relates to the pay and conditions of all staff, or all staff in a particular class, (an example would be the annual pay award) a staff member:

- need not disclose a financial interest
- may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at the meeting, provided that

in so doing, the staff member acts in the best interests of the Board as a whole and does not seek to represent the interests of any other person or body

- shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

Withdrawal of Student Governor(s) from Meetings

The student governors shall withdraw from any part of a Board or Committee meeting if requested to do so, where there is consideration of the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff. Whether or not withdrawal is requested the student member shall not participate in the discussion or vote.

The student member shall withdraw from a meeting discussing his or her own conduct, suspension or expulsion.

12. Procedure for Election of Chair and Vice Chair

The Search and Governance Committee in its discussions shall give regard to the succession planning for the role of Chair and Vice Chair of the Board, and the procedure for election of Chair and Vice Chair will therefore normally take place in advance of the Chair or Vice Chair coming to the end of their tenure.

Governors are invited to stand for election to the position of Chair or Vice Chair of the Board by means of the following procedure:

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Eligibility

All Governors, with the exception of the Principal and Chief Executive, the Staff Governors and the Student Governors, are eligible for the positions of Chair or Vice Chair.

Procedure

At the last meeting before or the first meeting after the expiry of the term of office or the resignation of the Chair or Vice Chair at the latest, governors shall arrange to appoint a new Chair or Vice Chair from among their number. In practice the Search and Governance Committee will normally know in advance when the Chair or Vice Chair comes to the end of their term of office, and will be able to set succession plans in motion earlier. In the case where the Chair's resignation is not known in advance, it may be necessary to appoint an Interim Chair at the next meeting of the Board until, an election process can take place, and a new Chair can be appointed.

Nominations, which must be in writing and on the form circulated by the Governance Advisor, may take either of the two following routes:

- an eligible Governor may nominate him/herself
- any Governor may nominate a fellow, eligible, Governor

In either case, the Governor nominated must certify their willingness to be nominated and the nomination must be supported by at least one other Governor who must record his/her support on the nomination form.

Nominations must be returned to the Governance Advisor by the date prescribed.

In the event of there being only one nomination for Chair and/or Vice-Chair, a vote in support shall take place so that their election can be confirmed at the next available meeting of the Board.

In the event of there being a number of nominations for either post, or both posts, a ballot, or ballots, will be conducted by the Governance Advisor. The results of that ballot, or those ballots, will be reported to the next available meeting of the Board. The election of the nominee with the largest number of votes will then be confirmed.

In the event of there being an equality of votes for either, or both, of the posts, a second ballot, or ballots, will be held. If there remains an equality of votes, then the outgoing Chair shall have the casting vote. In the case where the position of Chair is vacant, the nominees whose votes are tied will draw lots and the winner confirmed as the elected nominee for the post in question.

Periods of office

Where a Governor is appointed as Chair of the Board, that Governor's term of office shall be reset, so that the term of office shall be four years from the start of the tenure as Chair of the Board, subject to the appointment and re-appointment procedures for the appointment of Chair of the Board. The Governor appointed as Chair may not serve more than a period of 12 years from their first appointment as a governor.

Succession Planning

When considering undertaking the roles of Chair or Vice Chair, each Governor should not underestimate the skills and knowledge they bring to the Board. Becoming Chair or Vice Chair of the Board should not be linked to any length of service on the Board, nor to an expectation of having served as a Vice Chair, or Chair of a Committee, prior to taking on the role of Chair.

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The Board should seek to appoint the Chair of the Board from existing members in the first instance.

However, the appointment of a Chair or Vice Chair from outside the existing membership could be considered in the following circumstances:-

- where no current member wishes to put themselves forward
- where the circumstances demand a skill, knowledge and background which is not currently within the Board

In the event of the Board wishing to appoint a Chair of the Board from outside the current membership, the Board should set up detailed criteria and processes for such an appointment.

The Role Description for Chair and Vice Chair of the Board are included in the appendices.

13. Meetings of the Board and Committees

Frequency of Meetings

The Board meets at least six times in the academic year. The Committees comply with the stipulated number of meetings as set out in their terms of reference.

The Chair, Principal and Chief Executive and the Governance Advisor recommend an annual timetable of meetings for approval at a summer term meeting of the Board. Meetings will normally be held at the College's premises either North Devon Campus, Brannams Campus or the Mid Devon Campus and the location will be stated on the notice convening the meeting.

Convening Meetings and Order of Business

The Chair (or Vice Chair) and/or the Principal and Chief Executive shall normally set the agenda for a meeting. Governors may put forward items for the agenda to the Governance Advisor at least 21 days before the meeting. The Chair should approve any such items.

Wherever possible, papers for a meeting shall be made available to governors with the official notice/agenda of the meeting at least seven days prior to the date of the meeting. The meeting notice, agenda and papers shall be published electronically, and tabled papers shall be kept to a minimum.

A "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of technological facilities it is possible for every person present at the meeting to communicate with each other.

Members attending a meeting by the use of technological facilities shall be included in the numbers for quoracy, as long as it is possible for the members attending the meeting by whichever means to communicate with each other. Meetings joined by telephone can be facilitated however participation via a telephone link would not be contribute to quoracy.

Business shall normally be taken in the order it appears on the agenda for the meeting. The order may be varied with agreement of the majority governors present at the meeting. The minutes of the previous meeting shall be an item on the agenda for every scheduled meeting of the Board or a Committee: in the case of a Special Meeting, minutes may be deferred to the next scheduled meeting, if appropriate.

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The Chair and/or the Principal and Chief Executive are jointly authorised to designate certain agenda items to be taken as the confidential agenda, for which specific governors of the Board may be asked to withdraw.

Special Meetings

A Special Meeting of the Board may be called at any time by the Chair, or, alternatively, at the request of any five governors. Such requests are to be made in writing to the Governance Advisor, including reasons for the Special Meeting.

Seven clear days' notice of the Special Meeting shall be given, except in the case where the Chair, or in his/her absence the Vice Chair, so directs on the grounds that there are matters demanding urgent consideration. In the latter case, it shall be sufficient if the notice convening the meeting (including the agenda) is issued within a period of less than seven days as the Chair/Vice Chair directs.

It is permissible for the Chair of a Committee to convene a special meeting of the committee by giving less than seven days' prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

Resolution in Writing

A resolution in writing signed by a clear majority, or indicated as fully accepted by means of email communication by a clear majority of the Board membership or committee, who are duly entitled to receive notice of a meeting of the Board or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

Quorum

The Board has adopted the quorum requirements set out in the Instrument of Government, which states that 40% of the governors eligible to attend, constitutes a quorum.

For a Board of 18 governors, 8 governors at a Board meeting constitute a quorum, or for a confidential part of the agenda, without staff and students present, where the Board reduces to 14 eligible governors, 6 governors shall constitute a quorum.

The Instrument and Articles do allow for Governors to attend by technological facilities and remote access can be made available; whilst this remote attendance at the meeting is supported the preference is that, whenever possible, Governors attend in the main room for the meeting

The types of technological facilities may include using video conferencing facilities at another College site, joining the meeting by video link such as Skype or Facetime. Members attending a meeting by the use of technological facilities shall be included in the numbers for quoracy, as long as it is possible for the members attending the meeting by whichever means to communicate with each other. Meetings joined by telephone can be facilitated however participation via a telephone link would not contribute to quoracy.

For each Committee, 40% of the membership constitutes a quorum and details of quoracy are given in the Terms of Reference for each Committee.

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A meeting must be quorate throughout. If a quorum is not present within 30 minutes from the appointed time of the meeting, or if during a meeting such a quorum ceases to be present, the meeting should normally be adjourned.

However, in such circumstances, an *informal* meeting of those governors present may be held at the Chair's discretion. The deliberations of the meeting shall have no consequence unless notes of the informal meeting are adopted by a majority of governors at the next quorate meeting of the Board or relevant Committee.

If for a lack of quorum a meeting cannot be held or cannot continue, the Chair shall, if he or she thinks fit, convene a special meeting as soon as may be convenient.

14. Decisions and Voting

All items to be decided at a quorate meeting of the Board or a Committee will be determined by a majority vote made by the governors present and eligible to vote. The Chair of the Board or Committee a casting vote in the event of a tie. All Governors of the Board or of the Committee will comply with the principle of collective responsibility and stand by a decision even if it was not taken unanimously.

Governors shall not be influenced in their speaking and voting by mandates given to them by other bodies or persons. Governors shall not represent any other body or organisation, but shall act and speak independently at the Board and its Committees.

Proxy votes on behalf of absent governors and postal votes are not permitted. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Board in the commitment of expenditure, making of a contract or incurring a debt or liability.

A resolution in writing signed by a clear majority, or indicated as fully accepted by means of email communication by a clear majority of the Board membership or committee, who are duly entitled to receive notice of a meeting of the Board or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

No resolution of the Board shall be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda for that meeting and proper notice has been given of the meeting.

15. Chair's Action

15.1 Chair's Action – Board

There are circumstances where urgent decision making is necessary, and these could be:

- the person who is validly able to take the decision is absent
- an urgent decision is needed on a matter that cannot be delegated and must be taken by the full Board
- the power to take a decision has been delegated to a Committee, but it is not possible for a quorate meeting of that Committee to be convened at short notice
- it will not be possible to convene a quorate special meeting of the Board within the required timescale, or seek a resolution in writing or by email

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In principle, the Board shall keep the occurrence of Chair's action to a minimum. Wherever possible, Chair's action will be anticipated prior to being exercised and minuted in a meeting prior to the Chair taking the action.

However, the Chair, or if he or she is not available for any reason, the Vice Chair, is entitled to take any decision on behalf of the Board outside a meeting where:-

- a delay would be prejudicial to the interests of the Board, the College, or any student or employee of the College
- it is a minor matter falling within the spirit of existing policies

The Chair (or Vice Chair) shall not have delegated authority in relation to:-

- the determination of the educational character and mission of the College;
- the approval of annual estimates of income and expenditure
- ensuring the solvency of the College and the Board and the safeguarding of assets
- the appointment or dismissal of the Principal and Chief Executive, Senior Postholders and the Governance Advisor

The Board accepts corporate responsibility for those actions taken by the Chair (or Vice Chair) outside a meeting, and within and subject to the terms of these Standing Orders. The Governance Advisor must make a full record of all such Chair's action, and report and record them at the next available meeting of the Board. If the Governance Advisor has not been involved in an action, then the Chair (or Vice Chair) must ensure the Governance Advisor is given a full account of the action.

15.2 Chair's Action – Committees

Committees may delegate authority to the Chair of the Committee, the Principal and Chief Executive or a group of governors for matters for which the Committee has delegated authority. Such delegations should be as specific and clear as possible and used only where helpful to ensure effective delivery of College or Board business.

Authority can also be delegated to the Committee Chair subject to further approval in the form of written response from Committee members: this allows the Committee to make decisions subject to confirmation on receipt of further information.

Such delegated authority must be clearly set out and recorded in the minutes of the Committee at the next available meeting.

16. Board Committees

16.1 Committees of the Board

The Board has established the following Standing Committees:-

Audit Committee	(mandatory committee)
Remuneration Committee	(mandatory committee)
Search and Governance Committee	
Strategic Review Committee	

The following Committees shall be convened when and if necessary:-

Selection Panel for Senior Postholder including Recruitment Policy

Disciplinary Committee

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Appeals Committee

The Committees' Terms of Reference and Composition are in the appendices of these Standing Orders.

The delegated authority of each Committee is set out in the Board Scheme of Delegation, which is part of the appendices.

The Board may also on occasion establish working groups to consider specific matters. Such working groups shall have their terms of reference established by the Board, and shall cease once the tasks in terms of reference have been completed.

All Committees and their governors shall comply with all respects with and observe their terms of reference. If a Committee is doubtful over the precise scope of its authority or its remit, it should raise the issue with the Governance Advisor in the first instance. Committees may make suggestions for revisions to their membership and terms of reference for approval by the Board.

16.2 Committee Membership

Committees shall have the power to co-opt a maximum of two members to a Committee, where the co-opted member(s) bring specialist knowledge to the matters that the Committee considers. The Committee shall nominate such co-opted members for approval by the Board. Co-opted committee members shall normally serve for a term of office of four years. Co-opted Governors do not count towards quoracy

All categories of governors shall normally be eligible for re-appointment after expiry of their term of office on a Committee.

Any governor may, on occasion, attend any meeting of a Committee as an observer after consulting the relevant Chair of the committee first.

16.3 Committee Chairs and Member Appointment

The Search and Governance Committee shall review the membership of committees on annual basis, making recommendations on membership to the Board.

The Chair and Vice Chair would normally be Chair and Vice Chair of the Search and Governance Committee and the Strategic Review Working Group. The Vice Chair would normally be the Chair of the Remuneration Committee.

The Committee Chairs shall be appointed for such a period as the Board may determine. At the first meeting after expiry of the term as Chair, or following resignation of the Chair, the Committee shall appoint a new Chair from among their number.

Committees may also decide to appoint a Vice Chair in a similar manner to above.

The Chair or Vice Chair of a Committee may resign their respective position at any time by giving prior notice to the Governance Advisor.

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If both the Chair and Vice Chair (if there is one) are absent from any meeting of the Committee, the governors present may choose one of their number to act as Chair for that meeting, provided that the member chosen is a Board member, and not the Principal and Chief Executive, a Staff or Student Member.

The Role Description for Committee Chairs is included in the appendices.

17. Board and Committee Minutes

17.1 Minutes of Meetings

The minutes of the Board and Committee meetings shall record the following:-

- the names of the persons present at the meeting and in which capacity they are attending
- decisions that have been taken; the wording used should make clear which person or committee has made a recommendation and which committee has given approval
- statement of the location of the meeting
- statement of the time at which the meeting started and finished
- identification of supporting documents by a unique label

Minutes of any confidential matters shall be kept as a separate record, and shall, as appropriate, only be made available to External Governors and the Principal and Chief Executive.

The minutes of the Board and Committees shall be kept in a minute book after they have been approved as a true record by the Board or Committee to which they refer.

Minutes of the Board shall be retained indefinitely. All notices of meetings and any agendas, approved minutes, reports or other documents relevant to a meeting shall be retained for a period of not less than six years. All such documents shall remain the property of the Board and may be returned to the Governance Advisor if no longer required by the recipient.

The agendas, approved minutes and papers for Board and Committee meetings shall be available for inspection only during normal office hours upon request, as part of the College's Freedom of Information procedures. Records made available shall exclude minutes and papers that have been designated as confidential by the Board.

The last 12 months' minutes of Board and Committee meetings (excluding confidential minutes) will also be available on the College's website once they have been approved by the Board or the relevant Committee.

17.2 Confidential Matters

At meetings, the Board or Committee may decide whether any of the items discussed should remain confidential and not be made available, or should be subject to restricted circulation.

The following criteria shall be used when decisions on confidentiality are made:-

- Personal information relating to an individual
- Information provided in confidence by a third party who has not authorised its disclosure
- Financial or other information relating to procurement decisions, including, during the course of negotiations, information relating to the College negotiating position
- Information relating to the negotiating position of the College in industrial relations matters

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- Information relating to the financial position of the College, where disclosure might harm the College or its competitive position, as determined by the Board
- Legal advice received from or instructions given to the College by legal advisors
- Information planned for publication in advance of that publication
- Matters deemed to be business sensitive at the time of their discussion

The normal time limits for each piece of confidential business, after which the restriction can be removed, shall be one year, unless otherwise specified at the time of discussion, or any time thereafter.

It is good practice for the Board to specify how long such items should be treated as confidential at the time of discussion. The Chair, Principal and Chief Executive and Governance Advisor shall review such items on an annual basis to consider whether the confidential status should be removed and the item made available for public inspection.

No member of the Board is entitled to make any disclosure to any person or third party who is not a member of the Board or the Governance Advisor, of any item which has been designated as confidential, unless specifically authorised to do so by the Board or if such a disclosure is required by law or in a legal process.

18. Public Access to College Information

The following information about College activities is generally available to the public on request:-

- Instrument and Articles of Government
- Mission Statement and Strategic Plans and other planning documents
- Agendas, reports, documents and other papers, approved minutes and draft minutes if approved by the Chair of Board or Committee meetings (excluding confidential items)
- Standing Orders including:
 - Procedure for appointment of Governors
 - Terms of Reference of Committees
 - Code of Conduct for Governors
- Register of Interests
- Annual Financial Statement in accordance with directions from the ESFA
- Official Reports e.g. in response to ESFA requirements
- Annual Equality and Diversity Report
- Annual Safeguarding Report
- College Policies and Procedures
- College Prospectuses
- Information on support services, employment opportunities and College clubs, groups and activities
- Summary of College Inspection Report
- Media Releases

Any person wishing to inspect these documents may do so by contacting the Principal and Chief Executive's Office during normal office hours. Some of the documents may be available for inspection only; copies may be made available at a charge to cover the cost of copying.

Some information held by the College is confidential, and it will be withheld from any documentation or other information generally provided. Information falling into this category is listed above and will

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normally be withheld. If any request is turned down on grounds of confidentiality, the College will give a reason for denying access.

The College will endeavour to provide information within 20 working days. Where the information can be collated easily, it will be provided without charge. Where significant work is involved, the College reserves the right to charge for staff time and any costs incurred. Any such charge will be notified in advance to the person making the request to check that they wish to proceed. Where possible, alternative information or information sources will be given. The College reserves the right to decide whether or not to provide the information requested where the cost of providing the information is excessive or where the information is regarded as confidential.

The following may be excluded from any item required to be made available; any material relating to:-

- a named person employed at or proposed to be employed at the College
- a named student, or candidate for admission to the College
- any matter which, by reason of its nature, the Board or Committee is satisfied should be dealt with on a confidential basis, such as those outlined above

19. Complaints against the Board

The College has established a procedure for dealing with complaints, and this is published in the College Policies and Procedures. Any person with a complaint should raise their complaint under this procedure, a copy of which can be obtained from the Principal and Chief Executive's Office.

In addition, the Board has approved a procedure for Complaints against the Board, Governors and Governance Advisor and this is included in the appendices.

20. Governors Expenses

The Board shall reimburse governors' travel and subsistence expenses incurred in attending meetings, courses or other business necessary as a governor. Rates for such expenses shall follow normal College regulations and be at normal College rates. Expenses claimed by governors should include all relevant receipts and should be forwarded to the Governance Advisor for approval. The Allowances and Expenses Policy is attached in the appendices.

21. Sealing of Documents

The application of the Board Seal to documents must be authenticated by the signature of the Chair or Vice Chair together with the signature of one other Governor. A record of all applications of the Board Seal shall be kept in the Governance Advisor's Office.

22. Variation to the Standing Orders

These Standing Orders may be amended, supplemented or repealed by the Board. At least 14 days' notice of any proposed alterations to these Standing Orders should be given to the Governance Advisor.

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