



Standing Orders

INTRODUCTION

The Standing Orders incorporate several 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.

The Standing Orders are designed to be an easy to access reference guide for the Board with links to all appropriate appendices and policies as appropriate. Guidance can also be sought through the Governance Advisor.

These Standing Orders will be reviewed by the Board bi-annually as standard or as and when necessary amendments are made which require additional approvals.

Individual members of the College's Board are members of a corporate body that has several statutory obligations to conduct. 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 at Appendix 1.

The Board recognises that, as a body entrusted with both public and private funds, it has a particular duty to always observe the highest standards of corporate governance. In carrying out its responsibilities, it takes full account of Code of Good Governance for English Colleges, which it formally adopted July 2015 and can be found at Appendix 2

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

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

1. Responsibilities of the Board (Governing Body), the Chair, 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:

- 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 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 Board Committee Operations

Committees of the Board

The Board has established the following Standing Committees:-

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

- Audit Committee (mandatory committee)
- People and Remuneration Committee (mandatory committee)
- Search and Governance Committee
- Strategic Review Committee
- Finance and General Purposes Committee
- Curriculum and Quality Committee

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

- Selection Panel for Senior Postholder including Recruitment Policy
- Disciplinary Committee
- Appeals Committee

The delegated authority of each Committee and the Terms of Reference for each Committee is set out in the Board Scheme of Delegation, which can be found at appendix 3.

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.

The full Scheme of Delegation and all Committee Terms of References can be found in Appendix 3.

2. Determination of the Membership of the Board

It is the *Instrument and Articles of Government 2023* which, amongst other things, determine the composition of a Further Education Board. At Petroc, the Board has determined that they shall consist of no less than 11 external governors and a current total of 19 members as follows:

- thirteen External Governors who appear to the Board to have the necessary skills to ensure that the Board conducts 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.

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

- 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.
- one parent governor nominated or elected by parents.

The college Executive Team shall normally attend all meetings of the Board and selected committee meetings as appropriate.

3. Eligibility of Governors

The Instruments and Articles of Government of the College lists persons ineligible to be members of the Board as set out in Appendix 4

4. Person Specification

The responsibility 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.

All person specifications and descriptors for the roles listed below Appendix 5:

- Chair
- Vice-Chair
- Committee Chair
- External Governor
- Staff Governor
- Student Governor
- Parent Governor
- Link Governors (subject specific)

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.

As a Governor demonstrating the following is key

- **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.’

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

- **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 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:

- 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. Governors are required to complete a register of interests and to keep it updated in a timely manner during their term and to declare any conflict of interests ahead of meetings.

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.

The appointment and reappointment policy can be found at appendix 6.

6. Terms of Office of Governors and Succession Planning Create

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

The full detail of the agreement to plan for succession of Governors and their Terms of Office can be found at Appendix 7.

7. Governor Induction Procedure

On appointment of a new Governor, the Governance Advisor shall provide an Induction for the appointee which shall take place within the first six months of the role.

The full procedure is available at Appendix 8

8. 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.

The Governance Advisor shall maintain a Register of Interests covering all Board members.

9. 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 of the Instruments and Articles.

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.

10. Meetings and the Conduct of Meetings

Full procedures for meetings can be found in Appendix 9

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

11. Public Access to College Information

The following information about College activities is 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 provided. Information falling into this category is listed above and will 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

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee

decide whether 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.

12. 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.

13. Governors Expenses

The Board shall reimburse governors' travel and subsistence expenses incurred in attending meetings, courses, or other business necessary as a governor. The full details of which can be found in Appendix 10

14. 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 by the Governance Advisor..

15. 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.

Document Name: Standing Orders	Policy No:n/a
Approved Date: July 2023	Review Date:
Approved by: Full Governing Body	EqIA Completed: Yes
Author: Governance Advisor	Monitoring & Evaluation: Search & Governance Committee