

Date of this review	October 2025
By	Corporation
Date next review	A&G Committee November 2026
Approved by	Corporation Dec 2026



**Myerscough  
College**

**INSPIRING EXCELLENCE**

# **STANDING ORDERS**

**OCTOBER 2025**

## **INTRODUCTION**

Standing Orders are the rules that determine how meetings are conducted.

In this context these Standing Orders apply to the Corporation and its Committees.

Some of the procedural rules are laid down by the Instrument and Articles of Government. Therefore, these Standing Orders should be read in conjunction the College Instruments and Articles of Government. In any dispute the Instrument and Articles of Government are the definitive documents.

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## INTERPRETATION OF THE TERMS USED

### 1. In these Standing Orders —

- (a) “the Articles” means the Corporation’s Articles of Government from time to time;
- (b) “the Principal” means the Principal of Myerscough College and shall include a person acting as Principal;
- (c) “the Corporation” means Myerscough College Corporation;
- (d) “the College” means the Myerscough College which the Corporation is established to conduct and any college for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992 and any subsequent legislation;
- (e) “the Instrument” means this Corporation’s Instrument of Government from time to time;
- (f) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of videoconferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (g) “committee” means a committee of the Corporation;
- (h) “Chair” means Chair of the Corporation or Chair of a Committee of the Corporation as the context requires;
- (i) “the Secretary of State” means the Secretary of State for Education or any successor organisation from time to time;

### 2. THE COMPOSITION OF THE CORPORATION

The Corporation shall consist of:

Independent Members	12
Principal/Chief Executive	1

#### Staff Members

Academic Staff	1
Support Staff	1

"Academic Staff Member" means a member from the lecturing and instructing staff of the College.

"Support Staff Member" means a member from the College staff who is not a lecturer or instructor.

Student Members	2
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<b>Total</b>	<b>17</b>
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The Teaching Staff Member shall be nominated and elected by the teaching staff and the Support Staff Member shall be nominated and elected by the support staff.

As long as the Corporation has a quorate number of members the Corporation shall determine whether any person is qualified to be a member of the Corporation.

### **3. DETERMINATION OF MEMBERSHIP NUMBERS**

- (1) The Corporation shall consist of 17 members as detailed in paragraph 2 above.
- (2) The Corporation may vary the total membership at any time by resolution but in so doing must take account of the requirements in paragraphs 3 and 4 of the Instrument.

### **4. APPOINTMENT OF MEMBERS OF THE CORPORATION**

- (1) Subject to paragraph 4(2) the Corporation is the appointing authority in relation to the appointment of any member of the Corporation.
- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of members as is required for a quorum.

### **5. APPOINTMENT OF CO-OPTED MEMBERS**

- (1) The Corporation can decide to co-opt onto [the Corporation or] a committee of the Corporation individuals who in the opinion of the Corporation possess skills required by the Corporation at a particular time. For the avoidance of doubt these individuals (co-opted members) are not members of the College Corporation
- (2) The maximum number of co-opted members who may serve on any committee at any one time will be determined by that laid down in the terms of reference for each committee.
- (3) The term of office of a co-opted member will be 12 months but individuals will be eligible for reappointment by the Corporation for a further period of 12 months.
- (4) The limit on the number of terms of office of a co-opted member is the same as for any full member of the Corporation.

### **6. APPOINTMENT OF CHAIR AND VICE CHAIR**

- (1) The Chair and Vice-Chair shall hold office for one year which shall run from 1 September to 31 August.
- (2) Members will consider the annual appointment of Chair and Vice Chair at the Corporation meeting in June/July. However, the Chair and Vice Chair elect may be nominated at the March Corporation meeting.

- (3) At the first meeting following the resignation 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.
- (4) If there is only one nomination for each office both the Chair and Vice Chair will be appointed following a show of hands of members present and voting at a meeting.
- (5) If there is more than one nomination for each office voting will take place by secret ballot.
- (6) If as a result of any ballot there is not an absolute majority of votes in favour of any nominee, the nominee with the least number of votes shall be excluded and a further ballot taken. This will continue until an absolute majority of members present and voting shall favour one nominee.
- (7) The Chair or Vice-Chair retiring at the end of their term of office shall be eligible for reappointment.
- (8) There is no specific maximum number of terms that either the Chair or Vice Chair can serve other than the term of membership to the Corporation as detailed in paragraph 8 below.

## **7. APPOINTMENT OF DIRECTOR OF GOVERNANCE**

The Director of Governance shall be appointed by the Corporation on a salary and terms and conditions of service to be determined by the Corporation.

## **8. TERM OF OFFICE OF A MEMBER**

- (1) A member of the Corporation, except students and Principal, shall hold and vacate office in accordance with the terms of appointment but the length of the term of office shall not exceed four years.
- (2) Student Members will usually serve for the period of their programme of study.
- (3) Principal shall only serve as a member whilst in the post of Principal.
- (4) Members retiring at the end of their term of office shall be eligible for reappointment and Standing Order 4 shall apply to the reappointment of a member as it does to the appointment of a new member:
  - All members should be asked if they wish to stand for reappointment at the end of their term of office.
  - Members who wish to be re-appointed will be considered along with any other applicants.
- (5) The maximum term of continuous service for all members (including co-opted members of Committees), except Students Members and the

Principal, will be eight years unless a member has served in office as Chair or Vice Chair of the Corporation in which case the term of office may be increased by up to four years to a maximum of twelve years.

- (6) After a member (including co-opted members of Committees) has served eight years continuously or up to 12 years if serving in office as Chair or Vice Chair of the Corporation, he/she shall be ineligible for reappointment until there has been a break in service of at least one year.

## **9. MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE INSTITUTION**

- (1) No member will receive any remuneration for his/her service as a member of the Corporation. The only exceptions are for members of staff who are also members of the Corporation (including the Principal) who receive remuneration in respect of their employment with the College.
- (2) Full details of interests and their application are contained within the Instruments.
- (3) A register of interests shall be maintained in a form prescribed and approved by the Corporation.

## **10. MEETINGS**

- (1) The Corporation will meet at least three times in an academic year.
- (2) The annual calendar of Corporation and Committee meetings will be determined at the final meeting of the Corporation in the academic year for the following academic year.
- (3) Committees of the Corporation will meet at least three times in an academic year.
- (4) Only the items on the agenda of each meeting will be discussed. Subject to approval by the Chair, there will be provision for urgent business to be considered.
- (5) The Director of Governance will keep a register of attendance of each Corporation and Committee meeting.
- (6) No video, audio or photographic equipment may be used at a Corporation or Committee meeting without the prior consent of the Corporation unless the equipment is being used for presentation purposes.

## **11. QUORUM**

- (1) As the composition of the Corporation is currently 17 members, meetings of the Corporation shall be quorate if seven members are present.

- (2) If the number of members at any Corporation meeting does not reach seven the meeting shall not be held.
- (3) If during the course of a Corporation meeting that is quorate the number of members falls below seven the meeting shall be ended immediately.
- (4) The quorum for committee meetings will be 40% of the total membership subject to a minimum of three members.

## **12. PROCEEDINGS OF MEETINGS**

- (1) In practice many decisions taken at a meeting will not need a formal vote, the Chair will simply ask the members present for their agreement to the proposal in question at the conclusion of the discussion. Only if there is obvious dissent or if the matter is of particular significance will a vote be called.
- (2) All decisions at meetings requiring a vote will be decided by a show of hands, except where provision is made, such as the election of Chair and Vice Chair, for voting to be made by ballot.
- (3) In the event of an equal number of votes the Chair of the meeting will have a second or casting vote.
- (4) Meetings will be held at a time and place duly notified to members and there will be no provision for proxy voting or any other method, including electronic, and only those members present in the meeting at the time the decision will be taken will be eligible to vote.
- (5) Individual members may request a vote on a particular issue. Any such request must be agreed by a majority of the Corporation.
- (6) The Principal has chosen to be a member of the Corporation and as such is eligible to attend, speak and vote except on issues where required to withdraw under paragraph 13(5)(a), (b), (c) or (d) of the Instrument.

## **13. PUBLIC ACCESS TO MEETINGS**

- (1) As a matter of policy all meetings of the Corporation and its committees will be held in private. The agendas and minutes and supporting papers of its public business will be made available to the general public.

However:

- (a) The Principal shall be authorised to invite members of staff to attend in their employed capacity for both public and confidential business as appropriate and in accordance with paragraph 25.
- (b) The Corporation however, may exclude members of staff from attending any business that it deems necessary.

- (c) Attendance by any other person shall be at the discretion of the Corporation following advice from the Principal or the Director of Governance.

#### **14. PUBLICATION OF MINUTES AND PAPERS**

- (1) All public documents referred to in paragraphs 17(1), (2), (3) and (4) of the Instrument will be available from the office of the Director of Governance.
- (2) The minutes of all meetings will be available on the College web site.
- (3) In accordance with paragraph 17 of the Instrument the Corporation has determined that wherever possible business will not be treated as confidential, and that all agendas, reports and other documents will be public and available for inspection in the Director of Governance's office, with the exception of items classified as 'confidential' or 'strictly confidential' the Corporation.
- (4) The following items shall be regarded as confidential and therefore excluded and not available for inspection:
  - (i) information relating to;
    - (a) individual employees, former employees or applicants to become employees of the College
    - (b) particular office holders, former office holders or applicants to become office holders of the Corporation (which includes members of the Corporation)
    - (c) individual students, former students or prospective students
    - (d) the Director of Governance, former Director of Governance or prospective Director of Governance;
  - (ii) information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity);
  - (iii) the amount of any expenditure proposed to be incurred by the Corporation under any particular contract for the acquisition or disposal of property or the supply of goods or services;
  - (iv) any terms proposed or to be proposed by or to the Corporation in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services;
  - (v) information relating to any consultations or negotiations in connection with any employee relations matter arising between the Corporation and employees of, or office holders under, the Corporation;
  - (vi) any instructions to counsel and any opinions of counsel (whether or not in connection with any proceedings) and any



advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Corporation, or the determination of any matter affecting the Corporation.

- (vii) information relating to College security; and
  - (viii) any other matter deemed confidential by the Corporation.
- (5) Copies of the signed public minutes of all meetings will be published on the College website once they are approved and remain on the website for a minimum period of 12 months.
  - (6) All items relating to named individual persons are to remain confidential for all time.
  - (7) All other confidential items, which relate mainly to commercially or legally sensitive information, are to remain confidential for as long as necessary and the decision whether to declassify any information as confidential will be the responsibility of the Corporation with recommendations being made by the Audit and Governance Committee.
  - (8) Confidential items are to be reviewed on an annual basis.

*As per Confidentiality Policy approved by Corporation at their meeting held on 14 December 2006 (minute 105.06.6 refers).*

## **15. PAYMENT OF ALLOWANCES TO MEMBERS**

- (1) The accepted practice of the Corporation is that members serve on a voluntary basis and as such receive no payment for their services. Payments for acting as a trustee of a charity can only be made with the approval of the Charity Commission.
- (2) Travel to and from meetings by own car will be reimbursed to members at the HM Revenue and Customs approved mileage rates. All mileage costs are subject to submission of appropriate insurance and MOT certificates for the vehicles used.
- (3) Travel to and from meetings by public transport (or in the case of people with special needs who need to travel by taxi) will be reimbursed to members in full upon submission of the relevant receipt.
- (4) Members who, by virtue of distance or other valid reason, require overnight accommodation will either be given College accommodation or reimbursed reasonable costs incurred upon submission of the relevant receipt(s).

- (5) For attendance on Governor training programmes (at College or elsewhere) members will be reimbursed the conference/course fees, reasonable associated travel expenses and reasonable accommodation costs where necessarily incurred upon submission of the relevant receipt(s).
- (6) Members should make timely claims for expenses within the College financial year ending 31 July.

## **16. COPIES OF THE INSTRUMENT OF GOVERNMENT AND THESE STANDING ORDERS**

A copy of these Standing Orders will be given to every member of the Corporation and co-opted members and to any other person who so requests a copy; and shall be available upon request during normal office hours to every member of staff and every student from the Director of Governance.

## **17. APPLICATION OF THE SEAL**

The application of the seal shall be authenticated by the signature of the Principal and the signature of either the Chair or Vice Chair of the Corporation.

## **18. MEMBERS ATTENDANCE AT MEETINGS**

- (1) Members are expected to attend meetings of the Corporation or Committees of which they are members unless they are reasonably prevented from doing so. The currently agreed minimum target for attendance is 75%.
- (2) Any member who is unable to attend any meeting must register their absence as soon as possible.
- (3) In certain circumstances, the Corporation will consider granting a leave of absence to a Governor from their duties as a member of the Corporation. The request should be presented in writing to the Director of Governance for consideration by the Chair who will make a recommendation to the Board.

The Board will consider:

- the reason for the request
- the period of absence requested (maximum twelve months)
- the member's prior contribution and attendance record
- the potential impact on the Board / College and
- how the member proposes to remain engaged with the Board (e.g. keep in touch time with the Chair, by receiving copies of minutes) during the period of absence.
- whether a review is appropriate (e.g. after six months)
- that a member on an authorised leave of absence will not adversely impact attendance figures; however, quoracy will be based on total membership including absences and vacancies.

If the leave of absence is approved, the member will be notified.

**19. CORPORATION RESPONSIBILITIES AND THE DELEGATION OF POWERS**

- (1) The Corporation's responsibilities and powers of delegation are in accordance with the Articles and the Corporation's approved Scheme of Delegation (*Corporation meeting number 123 held 15 December 2015 minute 9.07.5 refers*).
- (2) A copy of the Corporation's Scheme of Delegation is attached to these Standing Orders as **Appendix 1**.

**20. CHAIR'S ROLE**

- (1) Under the Instrument and Articles, the role of the Chair (and the Vice Chair in the Chair's absence) includes dealing with:
  - the suspension and dismissal of senior post holders, calling special meetings

- situations where there is an equal division of votes (the Chair has a second or casting vote).

(2) The Chair is also responsible for:

- providing effective leadership of the Corporation by ensuring:
- the efficient conduct of the business of the Corporation by following established procedures for the conduct of business (*contained in the Instrument and Articles and the Corporation's Standing Orders*);
- members performing their responsibilities under the Instrument and Articles;
- that the views of all members are sought at meetings of the Corporation and that members work together effectively as a Corporate body; and
- that the ten principles of public life are being observed in all business of the Corporation.
- determining the agenda for meetings of the Corporation in consultation with the Principal and the Director of Governance having regard to decisions of the Corporation and suggestions from individual members
- the signing of routine documents on behalf of the Corporation (including claims for travelling and subsistence expenses and overseas travel in accordance with the College Financial Regulations);
- the signing to authenticate the application of the Corporation Seal where this has previously been approved by the Corporation
- making statements on behalf of the Corporation in accordance with the provisions of the Corporation's Standing Orders
- responding to approaches made to the Corporation by external organisations, for example, the media.
- considering and approve applications from members wishing to attend training
- events which have been referred to the Chair by the Director of Governance
- establishing a working relationship with the Principal and the Director of Governance

- attending College events as and when appropriate to present prizes/awards to students if available to do so
  - represent the Corporation at local, regional and national events if available
  - to do so and to report to the Corporation as appropriate
  - regularly meeting with the Principal and/or Director of Governance together with the Vice Chair to review issues impacting on the Corporation and the College as a whole.
- (3) Other than these the Chair has the same powers as other Members.

*As per Appointment and Role of Chair and Vice Chair approved by Corporation at their meeting held on 19 July 2011 (minute 34.11.3 refers).*

## **21. CHAIR'S ACTION**

- (1) It may be necessary from time to time for the Chair and/or the Vice Chair (in the Chair's absence) to act and take decisions on behalf of the Corporation between meetings.
- (2) This will include routine action which is not of significant importance to have as an agenda item and discussion at a Corporation meeting prior to action.
- (3) Where delegable matters have been expressly delegated by the Corporation to the Chair, the Chair will record that the decision was made under an expressly delegated power.
- (4) Examples of matters which are too urgent to await a meeting of the Corporation (even a Special Meeting) may include:
  - Suspension from duty of a senior post holder for serious or gross misconduct. The Chair will report the suspension in writing to the Corporation and any necessary regulatory bodies within two working days or as soon as practicable
  - Dismissal of a senior post holder with immediate effect where the circumstances are such that the Chair, in consultation with the Vice Chair, is entitled to do so by reason of the serious or gross misconduct of the senior post holder (NB: the Chair will always seek advice before taking such a step).
- (5) The Chair should consult with the Vice Chair and the Principal wherever possible and where appropriate, prior to taking any action.
- (6) The Chair must inform the Director of Governance to the Corporation of any action taken.

- (7) Any action taken by the Chair will be reported as an agenda item at the next Corporation meeting.

*As per Appointment and Role of Chair and Vice Chair approved by Corporation at their meeting held on 19 July 2011 (minute 34.11.3 refers)*

## **22. COMMITTEES**

- (1) In accordance with the Articles the Corporation shall establish the following Committees:

Appeals  
Audit & Governance  
Finance & Resources  
Nominations  
Quality and Standards  
Remuneration

- (2) Any other such committee as may be required for any purpose or function, other than those assigned elsewhere in the Articles.
- (3) Members are entitled to attend any meeting of a Committee as an observer and are able to access the minutes of these meetings but should only participate in discussion if invited by the Committee Chair to do so.

## **23. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- (1) Unless agreed differently by the Corporation in respect of a specific item, all statements made on behalf of the Corporation will only be made by the following:
- The Chair
  - The Principal
  - The Director of Governance

## **24 COMPLAINTS AGAINST THE CORPORATION**

- (1) The Corporation undertakes to deal with complaints that are made against its operation, function or decisions in an effective and efficient manner.
- (2) Details of the procedure to be used for dealing with complaints is attached as **Appendix 2** to these Standing Orders

**25 ATTENDANCE OF PRINCIPAL, DIRECTOR OF GOVERNANCE, STAFF AND STUDENT MEMBERS AT CONFIDENTIAL MATTERS OF THE CORPORATION AND ITS COMMITTEES**

Details of the policy for the attendance of the Principal, Director of Governance, Staff and Student Members at confidential matters of the Corporation and its Committees is attached as **Appendix 3** to these Standing Orders.

**26 PROCEDURE ON OBTAINING INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS OF THE CORPORATION**

- (1) In accordance with the DfE Funding Agreement and the Instrument and Articles the Corporation is required to have a formal mechanism whereby Corporation members can obtain independent professional advice.
- (2) A copy of the procedure approved by the Corporation at their meeting on 24<sup>th</sup> June 2008 is attached as **Appendix 4** to these Standing Orders.

**27 AMENDMENT OF THESE STANDING ORDERS**

Any amendments to these Standing Orders will require the approval of the Corporation unless the amendment relates either directly or indirectly to a statutory requirement.

n	<p><b>Corporation</b></p> <p>The responsibilities of the Corporation are set out in the Articles of Government (20</p> <p>Article 3 states that the Corporation shall be <b>responsible</b> for:</p> <ul style="list-style-type: none"> <li>• the determination and periodic review of the educational character and mission of the College and the oversight of its activities;</li> <li>• the approval of the College's overarching strategic direction and strategy;</li> <li>• publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the education character and mission of the institution and the oversight of its activities;</li> <li>• approving the quality strategy of the College;</li> <li>• the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;</li> <li>• approving annual estimates of income and expenditure;</li> <li>• the appointment, grading, suspension, dismissal and determination the pay and conditions of service of the holders of senior posts and the Director of Governance, and</li> <li>• setting a framework for the pay and conditions of service of all other staff.</li> </ul> <p>Article 8 states that the Corporation <b>shall not</b> delegate the following functions:</p> <ul style="list-style-type: none"> <li>• The determination of the educational character and mission of the institution;</li> <li>• The approval of the annual estimates of income and expenditure;</li> <li>• The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;</li> <li>• The appointment of the Principal or holder of a senior post;</li> <li>• The appointment of the Director of Governance (including, where the Director of Governance is, or is to be, appointed as a member of staff the Director of Governance's appointment in the capacity as a member staff); and</li> <li>• The modification or revocation of these Articles</li> </ul> <p><b>Any of its functions not listed in Articles 3 and 8 above and not assigned elsewhere in the Articles (see below) may be delegated to the Principal, Chair, Vice Chair or a Committee.</b></p>
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<b>Chair</b>	<p>The Instrument &amp; Articles of Government and/or Chair's Role and/or Standing Orders specify that the Chair has authority for the following:</p> <ul style="list-style-type: none"> <li>• The selection (Article 11), suspension and dismissal of senior post holder (Article 14 (1 &amp; 3) and Standing Order 20 (1));</li> <li>• Issuing agenda items and relevant papers relating to any proposal regarding the selection (Instrument 6 &amp; Article 11) suspension and dismissal, of the Director of Governance (Article 14 (1 &amp; 3) and Standing Order 20 (1);</li> <li>• Calling special meetings (Instrument 11(5))</li> <li>• Approving minutes of meetings (Instrument 15(3))</li> <li>• Situations where there is an equal division of votes (Instrument 13(2))</li> </ul> <p>The Chair may also deal with those matters specifically delegated to him/her by the Corporation (Article 4(1)). However, the Chair shall not have delegated authority relation to any matters listed in Article 3(1) or those responsibilities specific delegated to the Principal under Article 3(2).</p> <p>Refer to the Appointment and Role of Chair and Vice Chair document approved by the Corporation on 19 July 2011 (minute 34.11.3 refers).</p>
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<p><b>Committees</b></p>	<p>Under Article 4 the Corporation may establish committees for any purpose or function other than assigned elsewhere in the Articles to the Principal and may delegate powers to such committee Chair (or in the Chair's absence, the Vice-Chair) or the Principal. The number of members on committees and the terms on which they are to hold and to vacate office, shall be decided by Corporation.</p> <p>The Corporation may not delegate to committees any matters listed in Article 8 (see above).</p> <p>The 'Search' function is the responsibility of the Audit &amp; Governance Committee and is to advise on the appointment of Independent members and on such other matters relating to the membership appointments as the Corporation may remit to the Committee.</p> <p>The Audit Committee (Audit and Governance Committee) is a mandatory requirement and is to advise on matters relating to the Corporation's audit arrangements and systems of internal control. (The Post-16 Audit Co of Practice 2017 to 2018 also sets minimum standards for the Audit Committee Terms of Reference).</p> <p>Article 8 states that the Corporation <b>may not</b> delegate the consideration of the case for dismissal the power to determine an appeal in connection with the dismiss of the Principal, the Director of Governance or the holder of a senior post, other than to a committee of members of the Corporation i.e. Appeals Committee.</p> <p>In accordance with the Articles of Government the Corporation has established the following Committees, each with an approved constitution and terms of reference setting out the powers dele by the Corporation:</p> <ul style="list-style-type: none"> <li>• Appeals Committee</li> <li>• Audit &amp; Governance Committee</li> <li>• Finance &amp; Resources Committee</li> <li>• Nominations Committee</li> <li>• Quality &amp; Standards Committee</li> <li>• Remuneration Committee</li> </ul> <p><i>Refer to the Committees' <b>Constitution and Terms of Reference</b> as approved the Corporation annually.</i></p>
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**Director of Governance**

The responsibilities of the Director of Governance are laid out in the Instrument and Articles Government, as follows:

- Receiving written notice of the Chair/Vice-Chair's resignation (Instrument 5)
- Receiving notice of Member disqualification from office (Instrument 7)
- Receiving written notice of a Member's resignation (Instrument 9)
- The maintenance of a register of Members' interests (Instrument 10)
- Calling meetings and publishing agendas (Instrument 11)

In addition, the Director of Governance's functions are now specifically stated in Article 3(3):

- ✦ Advising the Corporation with regard to the operation of its powers;
- ✦ Advising the Corporation with regard to procedural matters;
- ✦ Advising the Corporation with regard to the conduct of its business; and
- ✦ Advising the Corporation with regard to matters of good governance practice.

The Director of Governance's job description is far more prescriptive to encompass the various supplementary duties that are assigned to the role of the Director of Governance. The job description, clerking arrangements, including the Director of Governance's independence, are reviewed annually by the Corporation.

These responsibilities are supplemented by reference within the DfE's Funding Agreement as follows:

- The Director of Governance is responsible for the administrative support for the Governing Body work, for advising on proper procedure, and for intervening when the Director of Governance considers that the governing body is acting inappropriately or beyond powers in which case the Director of Governance may need to seek external advice. College governing bodies are advised to agree procedures they would expect the Director of Governance and the governing body to follow if there were difficulties in the area. The DfE would not consider that action within such procedure should provide grounds for disciplinary action or the suspension of the Director of Governance

<b>Principal</b>	<p>The Principal may take executive action on all matters except those specific excluded by Article 3 (1) or by decision of the Corporation.</p> <p>Those matters on which the Principal may <u>not</u> exercise delegated authority decision of the Corporation are as follows:</p> <ul style="list-style-type: none"> <li>• issues which reflect on the standing and good name of the College;</li> <li>• decisions relating to major changes in the conditions of service for teaching and support staff;</li> <li>• major changes in the use of College premises, e.g. closure or acquisition of buildings that require consultation with the DfE or successor body;</li> <li>• changes in College structure which may impact on the educational character of the College e.g. closure of a curriculum area or level of provision.</li> </ul> <p>Article 3(2) sets out the Principal's responsibilities as follows:</p> <ul style="list-style-type: none"> <li>• making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;</li> <li>• the determination of the institution's academic and other activities;</li> <li>• preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resource within the estimates approved by the Corporation;</li> </ul>
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- the organisation, direction and management of the institution and leadership the staff;
- the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Director of Governance where the Director of Governance is also a member of the staff; and
- maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds expelling students for academic reasons

The Principal may delegate to Senior Post Holders the functions that are necessary to enable the responsibilities of the Principal to be discharged properly, other than the management of budget and resources and any functions that have been delegated to the Principal by the Corporation (Article 10).

Authority to incur liabilities up to £25,000 exclusive of VAT is delegated to the Principal (***College Financial Regulations 2024***).

The Principal has delegated to the other Senior Post Holders and any two members of the Executive Leadership Team (excluding the Executive Director of People) the power to suspend or dismiss a member of staff under Article 14. Consequently, the Corporation has delegated to the Principal, Vice Principal & Deputy Chief Executive and Deputy Principal, Education the power to determine an appeal in connection with the suspension or dismissal of a member of staff subject to not having been involved in the suspension or dismissal.

**Senior Post Holders\***

Senior Post Holders may deal with any of the Principal's functions, other than the management of budget and resources and any functions that have been delegated to the Principal by the Corporation (Article 10).

Currently the **Senior Post Holders** are:

- Principal
- Vice Principal & Deputy Chief Executive
- Deputy Principal, Education
- The Director of Governance

The Principal has delegated to the other Senior Post Holders and any two members of the Executive Leadership Team (excluding the Executive Director of People) the power to suspend or dismiss a member of staff under Article 14. Consequently the Corporation has delegated to the Principal, Vice Principal & Deputy Chief Executive and Deputy Principal, Education the power to determine an appeal in connection with the suspension or dismissal of a member of staff subject to not having been involved the suspension or dismissal.

The Corporation is responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of Senior Post Holders and this is the key role of the Remuneration Committee.

## APPENDIX 2 COMPLAINTS AGAINST THE CORPORATION

### Procedure

- 1 A complaint against the Corporation, a member of the Corporation or the Director of Governance may be made by an individual, business or an organisation.
- 2 Complaints against the **Corporation or a Member of the Corporation** should be made in writing and addressed as follows :  
  
The Director of Governance  
Myerscough College, Bilsborrow, Preston PR3 0RY
- 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 Director of Governance 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 Director of Governance will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education, the DfE or the University of Lancashire).
- 6 The Director of Governance will keep the Chair informed of the situation and will provide the Corporation with a written statement of the nature of the complaint and the response to its next meeting. Such a report shall be circulated to members within ten working days of the response of the Director of Governance to the complainant so that members are aware of the situation.
- 7 When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Director of Governance will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
- 8 A complaint against the **Director of Governance** shall be forwarded to the Chair of the Corporation for investigation and response. In writing and addressed as follows :

The Chair of the Corporation  
Myerscough College, Bilsborrow, Preston PR3 0RY

- 9 The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be that outlined in paragraphs 2 - 7 above.



## ATTENDANCE OF PRINCIPAL, DIRECTOR OF GOVERNANCE, STAFF AND STUDENT MEMBERS OF THE CORPORATION AT CONFIDENTIAL MATTERS OF THE CORPORATION AND ITS COMMITTEES

### INTRODUCTION

This Appendix details the policy to be adopted at meetings for the attendance of the Principal, Director of Governance, Staff and Student Members of the Corporation when confidential matters are to be discussed and considered by both the Corporation and its Committees.

The policy should be read in conjunction with paragraph 13 of the Instrument and paragraph 13 of the Standing Orders

### POLICY

#### CONFIDENTIAL MATTERS

The Principal, Director of Governance, Staff and Student Members of the Corporation will attend all confidential matters discussed and considered by the Corporation or its Committees with the following exceptions in accordance with the Instrument of Government:

***The Principal*** will attend all confidential matters discussed and considered by the Corporation and its Committees except for the following matters at which the Principal will automatically withdraw:

- matters relating to the Principal's remuneration, conditions of service, conduct, suspension, dismissal or retirement.
- matters at which the Principal's reappointment is being considered

***The Director of Governance*** will attend all confidential matters discussed and considered by the Corporation and its Committees except for the following matters at which the Director of Governance will automatically withdraw:

- matters relating to the Director of Governance's (and where the Director of Governance is also a member of staff of the College) remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
- matters at which the Director of Governance's reappointment is being considered

Where the Director of Governance automatically withdraws from meetings, the Corporation or Committee shall appoint from their number (except the Principal) a person to act as Director of Governance.

**Staff Members of the Corporation** will attend confidential matters discussed and considered by the Corporation and its Committees except for the following matters at which the Staff Member will automatically withdraw:

- matters relating to the individual Staff Member's remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
- matters at which the individual Staff Member's reappointment or the appointment of a successor is being considered.
- matters relating to the pay or conditions of service 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).
- if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees at which staff matters relating to any member of staff holding a post senior to that of the member are to be considered, except those related to the pay and conditions of all staff or all staff of a particular class.

**Student Members of the Corporation** will attend all confidential matters discussed and considered by the Corporation and its Committees except for the following matters at which the Student Member will automatically withdraw:

- matters relating to a student's conduct, suspension or expulsion except as permitted under Article 15(3) relating to appeals and representations by students in disciplinary cases.
- matters relating to a member or prospective member of staff where required to do so by a majority of the members, other than student members, of the Corporation or Committee present at the meeting (where a Student Member is not required to withdraw from the meeting they can take no part in the consideration or discussion of that matter and not vote on any question with respect to it).

Any confidential items requiring the withdrawal of the Principal, Director of Governance and/or Staff and Student Members will normally be included on a Strictly Confidential Agenda.



# Myerscough College

## **Procedure on Obtaining Independent Professional Advice for members of the Corporation**

- 1.1 Corporation members shall have, within the financial limits appearing in paragraph 3, the right to take advice from:-  
  
the College's advisers; or  
  
if necessary, at the Corporation's expense, independent advisers;  
  
on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice.
- 1.2 Such matters shall:-  
  
include advice on their legal, accounting and regulatory duties, but  
  
exclude advice to individual Corporation members concerning their own respective personal interests in relation to the Corporation.
- 2.1 Corporation members who intend to seek advice under this procedure shall give prior written notice to the Director of Governance and such notice must contain:-  
  
a summary of issues on which advice is sought; and  
  
if independent advice is sought (i.e. not from the College's advisers), the name(s) of the advisers whom the Corporation members propose to instruct together with a short explanation of the reasons why consultation with the College's advisers on the particular issues(s) is considered to be inappropriate.
- 2.2 The Director of Governance shall forward a copy of the notice given under paragraph 2.1 to the Chair of the Corporation and the Principal.
- 2.3 Wherever practicable, Corporation members shall first enquire of the Director of Governance whether professional advice has already been obtained by the College, before giving notice under paragraph 2.1.

- 3.1 The Director of Governance is hereby authorised by the Corporation to commission, at the Corporation's expense, professional advice under this procedure, provided that:

the cost of such advice shall not exceed £1,000 on each and every occasion, or £10,000 in the aggregate in any period of 12 months, exclusive of Value Added Tax;

advice shall be commissioned by the Director of Governance on his or her own initiative after consultation with the Chair, or by the Director of Governance at the request of the Chair,  
or by the Director of Governance on receiving written notice from at least 5 Corporation members under paragraph 2.1 after consultation with the Chair;

where advice is commissioned by the Director of Governance on receiving written notice under paragraph 2.1, the Chair shall decide whether to authorise payment of the whole or part only of the costs of such advice as soon as practicable after receiving a copy of the written notice and in any event within ten working days and following consultation with the Principal.

- 3.2 The authority under this paragraph shall be subject to review annually.
4. The Director of Governance will notify in writing the Corporation members who have given Written notice under paragraph 2.1 whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision.
5. Any advice which is obtained under this procedure shall, on request, be made available to all Corporation members, save where such advice relates to a named Corporation member, and the Chair, after consultation with the Director of Governance, is satisfied that it should be dealt with on a confidential basis.
6. References in this procedure to the Chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice Chair.
7. Recommended for approval by Corporation at the Search & Governance Committee meeting held on 20<sup>th</sup> May 2008 (S & G minute 28.08 refers).
8. Approved by the Corporation at their meeting held on 24<sup>th</sup> June 2008 (Corporation minute 42.08.6 refers).