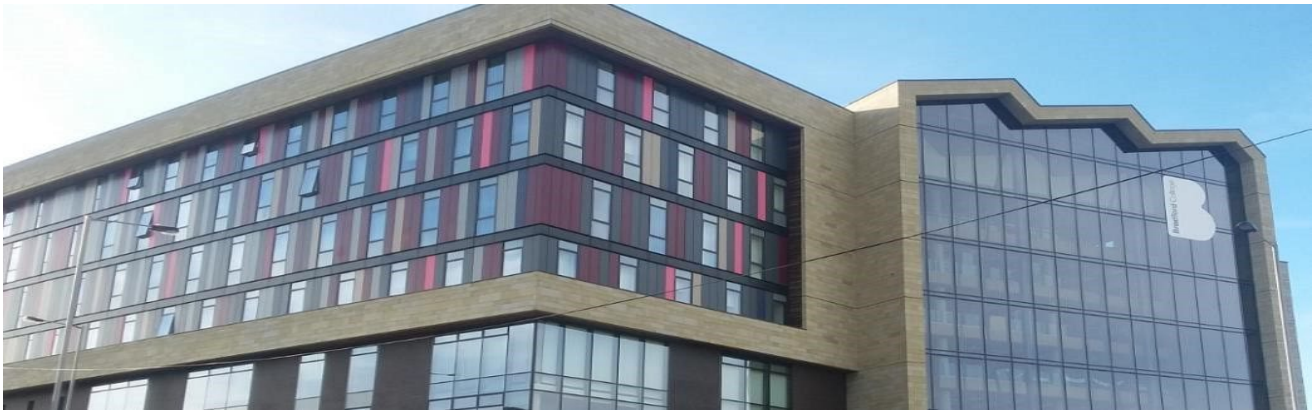
Bradford College



STANDING ORDERS

Last approved by Corporation on 16 October 2025

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1. Interpretation of the terms and expressions used

1.1 In these Standing Orders, the following terms and expressions shall have the following meanings:

Academic Board	The Academic Board of the College constituted in accordance with the Articles
the Articles	the Articles of Government of the Corporation
Chair	the Chair of the Corporation or of a meeting of the Corporation or a Committee as the context requires
the Chief Executive	the Chief Executive of the College from time to time or any person acting as the Chief Executive
the Governance Director	the Governance Director to the Corporation
the College	Bradford College
Committee	A group of individuals which performs a delegable governance function on behalf of the Corporation
Co-opted Committee member	an individual, not being a Governor, a Co-opted Committee member is a non-voting member of a Committee and does not count towards the quorum.
the Corporation	the Bradford College Corporation
electronic form	a document that is sent or supplied by electronic means (including email) or by any other means within an electronic form (for example sending a disk by post). A document that is sent or supplied by electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it, and retain a copy of it
the Financial Regulations	the Financial Regulations of Bradford College, as approved by the Corporation from time to time
The financial year	from 1 August until 31 July the following year
Governor	a member of the Corporation and 'Governors' shall mean more than one
Instrument	the Instrument of Government of the Corporation

Local Authority	Bradford District Metropolitan Council
meeting	Shall have the meaning given in the Instrument of Government
Public Funds	all of the College's income and receipts from the Education and Skills Funding Agency and from the Office for Students
senior posts	the posts listed at Standing Order 16.2
Staff	all the staff who have a contract of employment with the College
Staff Governor, Executive Governor, and Student Governor	have the meanings given to them in the Instrument
Students' Union	Bradford College Students' Union
Vice-Chair	the Vice-Chair of the Corporation or of a meeting of the Corporation or a Committee as the context requires
Working Group	a group of individuals including at least one Governor, selected for their expertise in a specific area of knowledge or practice, appointed by the Corporation to carry out a specific task for the Corporation or one of its Committees

The ruling of the Chair as to the meaning and/or application of any part of these Standing Orders shall not be challenged at any meeting of the Corporation or a Committee, except on the grounds that it is not an objectively reasonable interpretation of the Standing Orders or the Standing Order in question.

2. Scope and Application of the Standing Orders

2.1 These Standing Orders have been made under the Articles of Government, by which the Corporation has the power to make rules and bye-laws regarding the governance and conduct of the College. Their purpose is:

- to complement the Financial Regulations in terms of financial governance;
- to identify additional policies, procedures, protocols and practices which have been formally adopted by the Corporation, including the "Code of Conduct";
- to set out terms of reference for the Corporation and its Committees; and
- to set out rules for observance by the Corporation and its members in discharging its responsibilities under the Instrument and Articles of Government.

2.2 Nothing in these Standing Orders overrides the provisions of the Instrument and Articles of Government, which are the primary authority for guidance on the conduct of the Corporation's business.

2.3 It is the responsibility of the Governance Director to advise the Corporation (or if appropriate the Chair of the Corporation or the Chair of one of its Committees) if at any time it appears that the Corporation (or any individual Governor) is in breach of:

- the Instrument and Articles of Government;
- the Standing Orders; or
- the Code of Conduct for Governors

2.3 These Standing Orders may be amended by resolution of the Corporation at any time. They are reviewed periodically by the Governance Director and by Search and Governance Committee, which recommends any changes to the Corporation.

3. Membership of the Corporation

3.1 It is the wish of the Corporation that there should be an appropriate balance of stakeholder representation, skills and experience amongst its membership. The Corporation will appoint at least 10 and not more than 21 Governors from a range of backgrounds, to include:

(a) the Chief Executive (ex officio);

(b) one member of the academic Staff and one member of the non-academic Staff of the College appointed by the Corporation;

(d) up to sixteen Independent Governors; and

(e)one Further Education and one Higher Education Student of the College

4. Process for the appointment or reappointment of Governors

4.1 Governors shall be appointed to the Corporation in accordance with the Instrument and Articles of Government.

4.2 Except where Governors are appointed by the Secretary of State for Education, the final decision to appoint Governors (including Executive, Staff and Student Governors) to serve on the Corporation rests with the Corporation as a body.

4.3 The Corporation has a Search and Governance Committee to assist it in the appointment or reappointment of Governors and it shall not appoint or reappoint any Governor unless it has first considered the advice of the Search and Governance Committee.

4.4 The Chief Executive, if they choose to be a Governor, shall be an Executive Governor ex officio and their appointment shall be automatic, without reference to the Search and Governance Committee.

5. Co-opted Committee members

5.1 Subject to Standing Order 4.2, by a resolution of the relevant Committee, up to two individuals who are not members of the Corporation may be co-opted onto any Committee provided that (re)appointments are approved by the Corporation.

5.2 Any Committee established for one of the purposes identified at Article 7.2 of the Articles of Government may not have co-opted members.

5.3 Co-opted Committee members have a right to attend and speak at any meeting of the Committee. Not being a Governor, a Co-opted Committee member is a non-voting member of a Committee and does not count towards the quorum.

5.4 Co-opted Committee members shall be appointed for a term of a maximum of four years, after which time they will be eligible for reappointment, subject to re-approval in accordance with Standing Order 6. Any Co-opted Committee member who is appointed as a Governor shall automatically become a full member of the relevant Committee.

6. Governors' terms of office and reappointments

6.1 Unless his or her appointment is terminated in accordance with paragraph 8 of the Instrument, the Executive Governor shall remain a Governor for as long as he or she holds their primary office.

6.2 An Independent Governor's term of office shall normally be four years and must be set with consideration of the risk that a number of Governors might leave the Corporation at the same time. Staff Governors term of office is 4 years and Student Governors term of office is 1 year or 2 years if re-elected.

6.3 The Search and Governance Committee shall monitor Governors' terms of office to ensure that appropriate arrangements are in place for maintaining continuity in the appropriate categories of membership. The Governance Director will maintain a register of Governors' terms of office which will periodically be made known to the Corporation so that any views of the membership as a whole may be taken into account in respect of succession planning.

6.4 Unless they have become ineligible to be a Governor, Independent Governors and Co-opted Committee members may be considered for reappointment at the end of their term of office, subject to satisfactory attendance, contribution and conduct. Renewal shall not be automatic and individuals must be recommended for reappointment by the Search and Governance

Committee. Governors will not be considered for re-appointment if, without agreed cause, their attendance at full meetings of the Corporation during the final six months of their current term of office is less than 50%. It should be regarded as exceptional for any individual to serve more than two consecutive terms of office, unless subsequently undertaking a new and more senior role, for example as Chair of a Committee, or as Chair or Vice-Chair of the Corporation. Prior to recommending the reappointment of any individual, the Search and Governance Committee will consider any other available candidates and select the most suitable. In view of the recommendations of the Nolan Committee and the College's values, the Search and Governance Committee will take particular care to ensure that any decision to reappoint is justified.

6.5 Governors shall withdraw from that part of any meeting of the Corporation, or the Search and Governance Committee, at which their reappointment to the Corporation and/or the terms of such reappointment shall be considered.

7. The Chair and Vice-Chair of the Corporation

7.1 The appointment of a Chair and Vice-Chair shall be made in accordance with the Instrument of Government. The term of office of the Chair and Vice-Chair shall be determined by the Board. The Chair and Vice-Chair retiring at the end of their respective term of office shall be eligible for reappointment.

7.2 The College shall inform the appropriate bodies in writing of the vacating or filling of the position of Chair.

8. Governors' leave of absence

8.1 The Corporation has discretion to grant permission for a Governor to be absent for a period of time, during which the Governor's term of office shall continue. This discretion should be used sparingly and only in exceptional circumstances.

8.2 A Governor who is on a leave of absence shall remain a full Governor with continuing responsibility for all decisions of Corporation. He or she must support Corporation's actions and be a good ambassador for the College notwithstanding the temporary leave of absence. At the end of any leave of absence, a Governor must take reasonable steps to bring himself or herself up to date with College business before recommencing any significant functions such as chairing a Committee.

8.3 In considering any request for a leave of absence, Corporation should consider whether there are exceptional circumstances that warrant the exercise of its discretion in the particular case. It must be satisfied that the proposed leave of absence may be accommodated without significant detriment to the College and that suitable arrangements can be put in place to cover any particular roles the Governor concerned fulfils. If a leave of absence is authorised, the situation must be kept under review. Where practicable, the Governor concerned should endeavour to keep in touch with the College during the leave of absence and the College should likewise endeavour to keep in touch with the Governor.

9. Termination of membership

9.1 Governor resignations shall be notified in writing to the Governance Director, who shall report the matter to the next meeting of Corporation. All resignations shall be deemed to take effect immediately unless otherwise stated in the notice. Resignation from the Corporation shall have the effect of terminating any Corporation Committee memberships. Membership of any Working Group will normally survive the termination of Corporation membership.

9.2 Any Staff Governor (including an Executive Governor) shall automatically cease to hold office upon ceasing to be a member of the Staff.

9.3 Any Student Governor shall cease to hold office if he or she is expelled; or otherwise at the end of the academic year in which he or she ceased to be a student of the College.

9.4 Any Governor who becomes ineligible to be a Governor shall cease to be a Governor with immediate effect and shall notify the Governance Director of the fact. Should the individual subsequently become eligible again, he or she may be reappointed in the usual manner.

9.5 If at any time:

a) the Corporation considers on reasonable grounds that any Governor is unfit or unable to discharge the functions of a Governor;

b) the Corporation considers on reasonable grounds that it is in the best interest of the Corporation, the College's students or potential students or Staff that any Governor stand down; or

c) the Corporation considers on reasonable grounds that it is necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties

d) the Corporation may by notice in writing either by hard copy or in electronic form to that Governor remove or suspend the Governor from office.

9.6 Any Student Governor or Staff Governor who is suspended from his or her course of study or employment, as appropriate, shall immediately give notice of that fact to the Governance Director.

10. Meetings of the Corporation

10.1 Annual Calendar

An annual plan of recurring items shall be identified by the Governance Director and advised to Governors at the commencement of each financial year.

10.2 Notice of Meetings and agenda items

a) The Corporation shall meet at least once in every academic term and shall hold such other meetings as may be necessary. All meetings shall normally be summoned by the Governance Director who shall, at least seven calendar days before the date of the meeting, send to the Governors written notice of the meeting and a copy of the proposed agenda, which shall be approved by the Chair of the Corporation, having consulted with the Chief Executive. The agenda for every ordinary meeting of the Corporation shall include the following standing items:

   I. Apologies and Disclosures of Interest;

   II. Minutes;

   III. Matters Arising;

   IV. Dates of next Meetings.

b) If it is proposed to consider at any meeting the remuneration, conditions of service, performance, conduct, suspension, dismissal or retirement of the Governance Director, the Chair shall, at least seven calendar days before the date of the meeting, send to the Governors a copy of the agenda item concerned.

c) Any Governor, or any member of the College Executive, or the nominated representative of any of the Corporation's subsidiary companies or the nominated representative of the Trust, may request that an item be included on the agenda of the Corporation or a Committee; such items should normally be submitted to the Governance Director at least 10 working days before the date of the meeting. The Governance Director shall notify the Chair or Committee Chair and the Chief Executive of any items proposed through this route before the relevant agenda is finalised. The Chair or Committee Chair shall make the final decision as to inclusion of any item on the agenda.

d) Reports and/or papers for agenda items shall normally be circulated to Governors at least seven days prior to the relevant meeting. Where a report/paper is delayed in preparation for good reason, every effort shall be made to circulate such reports prior to the meeting. The Governance Director shall inform the Chair of the status of such reports/papers prior to the meeting.

e) No items shall be tabled at a meeting of the Corporation unless previously identified on the agenda, or where in the reasonable opinion of the Chair (or in the Chair's absence, the Vice Chair), the matter requires urgent consideration. Any items so tabled must only occur with the express approval of the Chair of the meeting after consideration of all the circumstances.

f) No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting. A resolution cannot be overturned or varied simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

g) Only the business on the agenda will be discussed at meetings, except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.

h) Where the Chair, or in his/her absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening a meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.

i) A special meeting of Corporation may be called at any time by the Chair, or at the request in writing to the Governance Director of any five Governors.

j) At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.

k) The Chief Executive shall be generally authorised to invite members of Staff to attend meetings of the Corporation in their employed capacity for relevant items of both nonconfidential and confidential business as appropriate.

l) Any question of attendance by any other person to attend or participate in a meeting of the Corporation shall be decided by the Chair after taking advice from the Chief Executive and the Governance Director.

m) By a resolution of the Governors present, non-Governors (except for the Governance Director may be required to leave any Corporation or Committee meeting at any time.

10.3 Quorum~~s~~

a) The quorum of Corporation and its Committees shall be at least 40% of Governors entitled to receive notice of and to attend and vote at the relevant meeting.

b) The rules on the quorum apply not only at the start of a meeting, but also at any point during a meeting when the numbers present change as a result of Governors arriving late, leaving early or declaring an interest. The Governance Director shall keep a note of attendance, including any changes which take place during the meeting. If a meeting becomes inquorate the Governance Director shall immediately inform the Chair of the meeting.

c) An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

10.4 Attendance at meetings by Governors

a) A Governor shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which s/he is a member.

b) If unable to attend a meeting, Governors shall notify the Governance Director and will give as much notice as possible of their absence and the reason for the absence. Where any Governor without reasonable excuse fails to give notice of an impending absence, the minutes of the relevant meeting shall record that no apologies were received from that individual.

c) If the Governance Director judges that a meeting will not be quorate, s/he will immediately inform the Chair.

d) The Governance Director will maintain a register of attendances at meetings for future reference by
Governors and other interested parties. A report on attendance will be given annually to the Corporation and individual attendance figures will be included in the published annual report.

10.5 Proceedings at meetings

a) Not all decisions at meetings need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).

b) Should any Governor request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the issue shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote. The number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.

c) A Governor may not vote by proxy or by way of a postal vote.

d) Staff Governors and the Executive Governor must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, reappointment, conduct, suspension, dismissal or retirement; or the appointment of their successor.

e) Where the Corporation is discussing the pay or conditions of service of all Staff, or all Staff in a particular class, a Staff Governor may by resolution of the Corporation be required to withdraw from the meeting for the duration of the discussion if the matter is under negotiation with Staff and the Governor is representing any of the Staff concerned in those negotiations.

f) At the discretion of the other Governors present, Staff Governors and the Executive Governor may be asked to withdraw from any part of a meeting which is discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of Staff senior to themselves, except where the discussion concerns the pay and conditions of all Staff, or all Staff in a particular class.

g) If the Chief Executive has chosen not to be a Governor, he or she shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its Committees, except that he or she shall withdraw in any case where the Chief Executive would be required to withdraw, were he or she a Governor.

i) A Student Governor shall withdraw from that part of any meeting of the Corporation or any of its Committees, at which a student's conduct, suspension or expulsion is to be considered.

j) In any case where the Corporation, or any of its committees, is to discuss Staff matters relating to a member or prospective member of Staff, a Student Governor shall:

- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- where required to do so by a majority of the Governors, other than Student Governors, of the Corporation or Committee present at the meeting, withdraw from the meeting.

k) The Governance Director:

- shall withdraw from that part of any meeting of the Corporation, or any of its Committees, at which the Governance Director remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Governance Director are to be considered; and
- where the Governance Director is a member of Staff, the Governance Director shall withdraw in any case where he or she would be required to withdraw were he or she a Governor.

l) If the Governance Director withdraws from a meeting, or part of a meeting, of the Corporation or one of its Committees, the Corporation or Committee shall appoint a person from among themselves to act as Governance Director during this absence.

10.6 Minutes of Meetings

a) Each agenda item shall be minuted so as to describe concisely the range of issues debated. Any decisions shall be recorded in the form of a resolution which shall clearly indicate what was determined by the Corporation in relation to the item in question.

b) Separate minutes shall be taken of those parts of meetings from which Staff Governors, the Executive Governor, Student Governors and/or the Governance Director have withdrawn from a meeting in accordance with clause 12 of the Instrument of Government and Standing Order 10.5. Such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

11. Declaration of Personal/Other Interests

11.1 Governors must declare any financial interest, including the nature and extent of such interest, in:

I. the supply of work or goods to or for the purposes of the College or College subsidiary;

II. any contract or proposed contract concerning the College or College subsidiary;

III. any other matter relating to the College or College subsidiary.

11.2 Governors should also declare any interest relating to:

I. any financial interest, including the nature and extent of such an interest, in the College or College subsidiary of his/her spouse or close family member.

II. any non-financial personal interest, such as membership of other public bodies and institutions; trusteeship of a trust where the Governor may be a beneficiary; or membership of a closed organisation.

11.3 The declaration of interest is normally the responsibility of the individual Governor. However, if the Governance Director, on the basis of information in the Governors' register of interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the Governor concerned (preferably before the meeting).

11.4 Having declared a financial or other interest, a Governor may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Governors may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances. The declaration of an interest by a Governor during the course of a meeting shall be recorded in the minutes.

11.5 Every Governor shall act in the best interests of Corporation and accordingly shall not be bound in speaking and voting by mandates given to him or her by any other body or person.

12. Public Access to Agenda and Minutes

12.1 Copies of the agenda, minutes and papers of each meeting of Corporation and its Committees shall be published in accordance with the Corporation's Policy on the Publication of Information.

13 Chair's Actions

13.1 It will be necessary from time to time for the Chair, or the Vice-Chair in his/her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice-Chair may act will include:

a) routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents;

b) responding to approaches by external organisations; and

c) agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

13.2 Alternatively, the Chair, or the Vice-Chair in his/her absence, may take action on matters which she or he judges are too urgent to await a decision of Governors. Such action should only be taken in circumstances where the Chair, or the Vice-Chair in his/her absence, is satisfied that delaying a decision would materially disadvantage the College and the decision is not outside the scope of decision-making which the Corporation would reasonably expect to be undertaken by Chair's Action.

13.3 The Corporation accepts corporate responsibility for those actions taken by the Chair or Vice Chair outside of a meeting, and within the terms of these standing orders. The Governance Director must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Governance Director has not been directly involved in an action, then the Chair (or Vice-Chair) must ensure that the Governance Director is given a full account of the Chair's action.

13.4 For the avoidance of doubt, the Chairs of Committees must act within their delegated powers under the terms of reference of their respective Committees, including any delegation to them by the Committee where that is permitted by the terms of reference; and they must not exceed those delegated powers.

14 Resolving Difficulties

14.1 There may be occasions when the Governance Director feels his/her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Governance Director should make every effort to resolve the matter through the avenues available to him/her within the College. The Governance Director may take some or all of the following steps:

a) Ensure that the reasons for concern have been put in writing and sent by the Governance Director to the Chair and Chief Executive;

b) Ensure the Chair of Audit has been informed of those issues relevant to the Audit Committee's terms of reference;

c) Report the matter to the next meeting of the relevant Committee or full Corporation and ensure the matter is placed in the publicly available minutes;

d) Consult the College's financial statements auditors;

e) Obtain initial legal advice on such issues without the agreement of the College Management or the Corporation. In such a case the Corporation may decide to obtain further legal advice.

14.2 If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in his/her judgement, the Governance Director is authorised to refer the matter to the appropriate funding body, and inform the Chair and Chief Executive that this has been done.

14.3 Action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Governance Director, provided that she/he acts in good faith.

15 Allowances

15.1 Governors' expenses shall be reimbursed in respect of travel to and from formal meetings of the Corporation or its committees in accordance with the following procedure:

a) Governors may only claim expenses for travelling and subsistence at rates determined by the Corporation for Staff.

b) Expenses are payable associated with attendance at meetings, training events and conferences.

c) Governors are not permitted to claim allowances which remunerate them for their services as Governors.

d) The following segregation of duties for the authorising of expenses shall apply:

- expenses for the Chief Executive Officer and the Governance Director to the Corporation are to be authorised by the Chair of Corporation;
- expenses for the Chair and all other Governors are to be submitted to the Governance Director to the Corporation for approval.

e) Expenses will normally be met in respect of Governors' attendance at pre-approved training events. These shall be limited to the direct costs of the training activity, fees, accommodation (where approved) and travel costs in accordance with the approved College scheme for Staff development/training.

16 Senior Post Holders

16.1 Those senior members of Staff who are appointed by and who are directly accountable to the Corporation are known as 'senior post holders'. The Corporation appoints and directly manages senior post holders and it consequently has obligations to them that it cannot delegate to the Chief Executive Officer.

16.2 The senior post holders are currently:

- the Chief Executive Officer;
- the Governance Director to the Corporation
- the Deputy Chief Executive Officer Quality & Curriculum
- the Deputy Chief Executive Officer Finance & Corporate Services; and

16.3 The College shall inform the appropriate bodies in writing of the vacating or filling of the position of Chief Executive Officer or Governance Director.

17 Delegated Powers

17.1 The Corporation delegates many of its functions to Committees, the Chief Executive Officer, the Academic Board and the Chair.

18 Committees and Working Groups

18.1 The Corporation currently has 5 Standing Committees and 1 Working Group as follows:

- Audit
- Finance and General Purposes
- Quality and Standards
- Remuneration
- Search and Governance
- Capital Special Interests Group

There is also a Senior Post Holder Appointments Committee that meets as and when required.

The constitution, membership and terms of reference of each Standing Committee are agreed by the Corporation, which reviews them on an annual basis; copies are available from the Governance Director. Minutes of all Committees are reported to an ordinary meeting of the Corporation on a termly basis.

18.2 Standing Committees, special Committees and Working Groups are appointed and may be dissolved, or temporarily stood down, by resolution of the Corporation. All Committees and Working Groups must have clear terms of reference agreed by the Corporation that clarify the role, purpose, powers and responsibilities given to the Committee or Working Group. A reporting mechanism must be put in place so that the Corporation can be kept up to date with progress, consider proposals from the Committee or Working Group and ratify any decisions taken by it within its terms of reference.

18.3 A Committee or Working Group may not delegate to a sub-committee/sub-group unless such delegation is expressly authorised by its terms of reference.

18.4 Senior post holders and the Governance Director may only be dismissed by a special Committee of the Corporation which must consist of at least three Governors and may not have any Co-opted Committee members. Such a special Committee shall be established for a specific purpose and shall be stood down once it has concluded the work it was set up to do. The Chair, the Vice Chair, the Executive Governor, Staff

Governors and Student Governors shall not be eligible for membership of such a special Committee.

18.5 An appeal against dismissal by any senior post holder or the Governance Director ~~may~~ only be heard by a special Committee of the Corporation which must include the Chair and the Vice-Chair and may not have any Co-opted Committee members, Executive Governors, Staff Governors or Student Governors.

18.6 To fill a vacancy or expected vacancy in a senior post, the Corporation shall appoint a selection panel, being a special Committee of the Corporation consisting of (for the post of Chief Executive) at least three Governors, including the Chair and/or the Vice-Chair; and (for any other senior post) the Chief Executive and at least two other Governors.

18.7 Unless a Chair and/or Vice-Chair is designated by the Corporation, each Committee and Working Group of the Corporation shall appoint from among its members a Chair and a Vice Chair, whose term of office shall be two years. The Chair and Vice-Chair retiring at the end of their respective term of office shall be eligible for reappointment.

19 Execution of Documents and Application of the Seal

19.1 Subject to the Financial Regulations, the Chief Executive is generally authorised to sign contractual documents on behalf of the College, provided the subject matter is within the scope of his or her delegated functions.

19.2 Except in respect of any contractual document the signing of which amounts to the exercise of a function of the Chief Executive which is expressed to be non-delegable, the Chief Executive may authorise any holder of any senior management post or member of the senior management team whom he or she considers suitable, to sign contractual documents on behalf of the College, either for a particular purpose or generally, and such authority may be unconditional or subject to conditions.

19.3 The Seal of the Corporation must be applied to any document executed by the Corporation as a deed (for example the transfer of registered freehold or leasehold property or the granting of leases, mortgages or easements) in accordance with the Instrument of Government.

20 Trustee liability insurance

20.1 The Corporation shall provide indemnity insurance for the Governors or any other officer of the College in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Governor, the second and third references to “charity trustees” in Section 189(1) shall be treated as references to officers of the College).

21 Statements made on behalf of the Corporation

21.1 Governors may not speak to the press or other media on behalf of the Corporation or the College unless specifically authorised to do so. All enquiries concerning Corporation matters shall be directed to the Governance Director and/or Chief Executive, who shall liaise with the Chair or in his/her absence, the Vice-Chair, on the matter.

21.2 When using social media, Governors must comply with the Code of Conduct at all times and be aware that what they say and write as an individual could reflect negatively on them as a Governor, their fellow Governors or the College.

22 Correspondence

22.1 All correspondence to the Corporation should be addressed through the Governance Director, who shall bring any matters to the attention of the Chair of the Corporation.

23 Complaints against the Corporation

23.1 A complaint against the Corporation as a Governing body or an individual Governor of the Corporation shall be addressed to the Governance Director to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Governance Director to the Corporation shall be forwarded to the Chair of the Corporation.