

# **BOARD OF GOVERNORS**

## **STANDING ORDERS**

Approved: Board of Governors 14<sup>th</sup> December 2021  
Next Review: November 2023

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## **Introduction**

- 1 Any organisation will benefit from rules that determine how meetings etc. are conducted. Such rules, normally referred to as Standing Orders, should be drawn up and agreed by the Board of the Corporation, be given to each member on appointment, and should be the basis on which the Chair of the Corporation and each of its Committees conducts meetings.
- 2 The legitimacy of a Corporation's actions depends upon compliance with powers and procedures that are established in the Instrument & Articles of Government and in the Corporation's own Standing Orders.
- 3 Some procedural rules are effectively laid down by the Instrument of Government and any local practice must not conflict with these rules.
- 4 The Corporation's Standing Orders include both statutory rules and procedures laid down in the Instrument of Government and those agreed by the Board members since incorporation.
- 5 In order to assist in carrying out their responsibilities in an effective manner, members of the Corporation are recommended to familiarise themselves with the following which, where not supplied to them on appointment, will be available on request from the clerk or can be accessed from the Governors' Intranet
  - (a) College's Instrument of Government;
  - (b) College's Articles of Government;
  - (c) College's Strategic Plan;
  - (d) Funding Agreement (s) entered into by the College with the ESFA (Education and Skills Funding Agency) (or any successor body);
  - (e) College's Financial Regulations
  - (f) Governor Training Materials
  - (g) College Board of Governors Code of Conduct;
  - (l) Governor Role Descriptions

## **References**

*Instrument of Government (IOG), 1 January 2008*

*The Education (Government of Further Education Corporations) (former Further Education Colleges) Regulations 1992*

*Instrument and Articles of Government (AOG), 1 January 2008*

*The Education (Government of Further Education Corporation) (former Further Education Colleges) Regulation 1992.*

*The Education Act 2011 (Revised Schedule 4 to the FHEA 1992)*

*The Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012*

*Instrument and Articles of Government (I&A), Instrument and Articles of Government approved by the Board of Milton Keynes College 5<sup>th</sup> February 2014 and revised 6<sup>th</sup> July 2016*

### ***Interpretation***

*In this document:-*

- *‘College’ means Milton Keynes College;*
- *‘Council’ means the ESFA (Education & Skills Funding Agency) or any successor body;*
- *‘Board of Governors’ or ‘Corporation’ means the Further Education Corporation which was established for the purpose of conducting the College;*
- *‘Governor’, ‘Chair’, ‘Principal’ and ‘Clerk’ mean respectively: Member of the Corporation of the College; Chair of the Corporation, the CEO & Group Principal and the Head of Governance (Clerk & Corporation Secretary);*
- *all other definitions have the same meanings as given in the College’s Instrument and Articles of Government; and*
- *words importing one gender import either gender.*

<b>1. -Responsibilities</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority <sup>1</sup></b>
<b>1</b>	<p><b>Responsibilities</b></p> <p>The Corporation shall be responsible for:</p> <p>(a) the determination and periodic review of the educational character and mission of the institution and for the oversight of its activities;</p> <p>(b) 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;</p> <p>(c) approving the quality strategy</p> <p>(d) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;</p> <p>(e) approving annual estimates of income and expenditure;</p> <p>(f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of Senior Post-Holders and the clerk</p> <p>(g) for setting a framework for the pay and conditions of service of all other staff</p>	<p><i>AOG (Article 3(1)) modified by Schedule 4 Education Act</i></p> <p><i>I&amp;A Article 3</i></p>
<b>2.</b>	The Corporation shall appoint a person to serve as clerk to the Corporation.	<i>IOG (Clause 7(1)) I&amp;A Clause 7</i>
<b>3.</b>	<p>Certain “reserved responsibilities” cannot be delegated by the Corporation and these are:</p> <p>(a) the determination of the educational character and mission of the institution;</p> <p>(b) the approval of the annual estimates of income and expenditure</p> <p>(c) ensuring the solvency of the institution and the Corporation and the safeguarding of their assets</p>	<i>AOG (Article 9)</i>

<sup>1</sup> Abbreviations: IOG - Instrument of Government; AOG – Article of Government; LSO - Local Standing Order; FEFC – Further Education Funding Council; LSC – Learning & Skills Council or successor body

	<ul style="list-style-type: none"> <li>(d) the appointment of the Principal or Senior Post-Holders;</li> <li>(e) the appointment of the clerk to the Corporation;</li> <li>(f) the modification or revocation of the Articles of Association</li> </ul>	
4.	<p>Other responsibilities which the Corporation may not delegate other than to a Committee of Members are:</p> <ul style="list-style-type: none"> <li>(a) the consideration of a case for dismissal of the Principal, Clerk or Senior Post-Holder;</li> <li>(b) the power to determine an appeal in connection with the dismissal of the Principal, clerk or Senior Post-Holder;</li> </ul>	<i>AOG (Article 10)</i>

<b>2. Membership</b>												
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>										
1	<p>The Corporation is determined to have a total membership of up to 21, with the categories of membership as follows:</p> <table border="0"> <tr> <td>Independent Members</td> <td>between 9 and 14</td> </tr> <tr> <td>Staff Members</td> <td>2</td> </tr> <tr> <td>Student Members</td> <td>2</td> </tr> <tr> <td>CEO &amp; Group Principal (ex-officio)</td> <td>1</td> </tr> <tr> <td>Additional for succession planning</td> <td>2</td> </tr> </table>	Independent Members	between 9 and 14	Staff Members	2	Student Members	2	CEO & Group Principal (ex-officio)	1	Additional for succession planning	2	<p><i>I</i>OG (Clauses 2, 3)  <i>L</i>SO (Board Minutes 17.12.08, item 6.5.2)  <i>L</i>SO (Board Minutes)  <i>L</i>SO (Board Minutes 14.3.12, item 10.2)  Board 24.7.13 item 6.4  <i>I</i>&amp;<i>A</i> Clause 2</p>
Independent Members	between 9 and 14											
Staff Members	2											
Student Members	2											
CEO & Group Principal (ex-officio)	1											
Additional for succession planning	2											
2	<p>In exceptional circumstances, the number of Independent Members may be increased (on a temporary basis) from 14 to 15 or 16</p> <p>This is to assist succession planning, as it will allow Independent Members to be appointed in anticipation of future vacancies and the aim will be to revert to between 9 and 14 Independent Members at the first available opportunity.</p> <p>Attendance will be calculated on the actual number of appointed / elected Members.</p> <p>See section 5. Quorum</p>	<p><i>I</i>OG (Clauses 2,3)    <i>L</i>SO (Board Minutes 31.03.10 item 7.2.2  Board 25.4.12, item 10.2  Board 24.7.13 item 6.4  <i>I</i>&amp;<i>A</i> Clause 2</p>										

<b>3. Appointments and Termination</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	<p>The procedure for selection of all Governors shall be via recommendation of the Search &amp; Governance Committee, in accordance with their terms of reference, with the exception of the Staff and Student members who are directly elected.</p> <p>Clause 5 of the I&amp;A shall apply to the appointment of a member.</p>	<p>AOG (Clauses 3 &amp; 4) LSO (Board Minutes, 24.09.03, item 8.1)</p>
2	<p>All Governors, other than Student Governors and ex-officio members, will serve for a term of office of three years.</p>	<p>IOG (Clause 9(1)) LSO (Board Minutes 24.09.03, item 8.1)</p>
3	<p><b>Staff Members</b></p> <p>There will be two staff Corporation members (excluding the CEO) each elected by all the College staff, and appointed for a period of three years, ideally one from the academic staff and one from the support staff of the College</p>	<p>LSO (Board Minutes 24.09.03, item 8.1) IOG (Clauses 2 (1d) 8(2)) I&amp;A Clause 2</p>
4	<p><b>Student Members</b></p> <p>There will be two student members, elected by the College students or nominated and / or elected by a recognised student body.</p> <p>The procedure for the appointment of Student Governors is determined by the Search &amp; Governance Committee. Student Governors will be nominated and / or elected by their fellow students or a recognised association representing such as the Student Council or Student Union (if one exists).</p>	<p>LSO (Board Minutes, 18.07.07, item 6.5.1) LSO (Board Minutes, 24.7.14, item 6.2)</p>
5	<p><b>Independent Members</b></p> <p>Independent Members are elected, usually for a three year term of office but prior to the end of their term, <b>they may re-apply to serve a further term</b>, subject to a maximum three terms (usually nine years). The Search &amp; Governance Committee will <b>consider their re-application</b> and undertake a review of their membership, <b>including contribution and attendance record</b>, before making a recommendation to the Board on whether or not to re-appoint.</p> <p>Nine months prior to expiry of their current term, the clerk will enquire whether they are considering applying for a further term.</p> <p>Clause 5 of the I&amp;A shall apply to the reappointment of a Member.</p>	<p>IOG (Clause 9(2))</p> <p>LSO (Board Minutes 13.12.06, item 7.1)</p> <p>LSO (Board Minutes 18.07.07, item 6.5.2)</p> <p>LSO (Board Minutes 16.7.08, item 6.5.3)</p> <p>LSO (Board Minutes 31.03.10, item 7.2.8)</p> <p>LSO (Board Minutes 31.03.10, item 7.2.6)</p> <p>LSO (S&amp;G Minutes 4.7.17, item 3.1)</p>



<b>3. Appointments and Termination</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
	<p>The Board may vary the term of office for a Member in exceptional circumstances e.g. to align to his / her term of office as a Member with his / her term of office as Chair.</p> <p>In exceptional circumstances, members may be re-appointed for a fourth or in very exceptional circumstances, a fifth term of office.</p> <p>Exceptional circumstances could include the member's particular area of skills and expertise and the specific needs of the Corporation and the College at a point in time e.g. if a member uniquely provides critical skills or input, which is not provided by another member. Very exceptional circumstances could mean that the loss of that Governor's experience and skills could create a significant risk to the College.</p> <p>The Search &amp; Governance Committee will clearly define these exceptional circumstances in any recommendation to the Board.</p> <p>In the final year of office, after discussion with the Chair of Governors and the CEO, the clerk will liaise with the governor concerned to agree the actual leaving date. This will be fixed according to the schedule of Board and Committee meetings and with reference to any other major commitments governors may have to any specific areas of the College's work. This should ensure better continuity towards the end of a final term of office. The leaving date will be agreed to the mutual convenience of the College and the governor concerned but will have to be before the end of the academic year in which the term of office expires</p>	
6	The full Corporation is the appointing authority in relation to an appointment of any member of the Corporation.	<i>IOG (Clause 5 (1)) I&amp;A Clause 5</i>
7	If the numbers 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	<i>IOG (Clause 5 (2)) I&amp;A Clause 5</i>

8	<p><b>Chair and Vice Chair(s):</b></p> <ul style="list-style-type: none"> <li>• shall usually be elected for a term of office of three years and one year respectively; and would be eligible for reappointment after this period</li> <li>• The Board may vary the term of office for the Chair in exceptional circumstances e.g. so as to align to his / her term of office as a member with his / her term of office as Chair.</li> <li>• the clerk will chair the appointment meeting for the Chair and invite nominations or this may be transacted by written resolution in accordance with Section 4.10 of these Standing Orders;</li> <li>• nominations must be seconded and the nominee must agree to the nomination;</li> <li>• in the event of more than one nomination, a secret ballot will be arranged by the clerk.</li> <li>• the CEO and the staff members are not eligible to be Chair or Vice Chair, although they may participate in the process of appointment (by nominating or voting)</li> <li>• the position of Chair and Vice Chair(s) would normally be filled by someone who has served at least one full term as a Governor, and therefore it is likely that a Chair would serve for at least 3 full terms. In exceptional circumstances, this could be extended to a further term; or the Chair may be appointed directly to the post without having previously being a member of the Board, provided this is with the agreement of the Board</li> <li>• The Board may appoint joint Vice-Chairs</li> </ul>	<p style="text-align: right;"><i>IOG (6)</i></p> <p><i>LSO (Board Minutes 24.09.03, item 8.1)</i>  <i>LSO (Board Minutes, 24.09.03, item 8.1)</i>  <i>LSO (Board Minutes, 24.09.03, item 8.1)</i>  <i>LSO (Board Minutes, 24.09.03, item 8.1)</i>  <i>LSO (Board Minutes 24.09.03, item 8.1)</i>  <i>LSO (Board Minutes 31.03.10 item 7.2.8)</i>  <i>I&amp;A Clause 6 and LSO (Board Minutes, 24.7.14, item 5.1)</i></p>
9	<p>A member may at any time resign his/her office by notice in writing to the clerk.</p>	<p style="text-align: right;"><i>IOG (Clause 10(1))</i></p>
10	<p>Should a Member, Chair, Vice-Chair</p> <ul style="list-style-type: none"> <li>• be absent from Corporation meetings for a period longer than six consecutive months, without the permission of the Corporation or</li> <li>• become unable or unfit to discharge the functions of a member and /or</li> <li>• the Corporation considers it is in the best interest of the Corporation that the Member / Chair / Vice-Chair stands down (which may include failure to comply with the Code of Conduct),</li> </ul> <p>the Corporation may, by notice in writing to that member, remove them from office and thereupon the office shall become vacant. This</p>	<p style="text-align: right;"><i>IOG (Clause 10(2 b))</i></p> <p><i>LSO (Board Minutes 31.03.10, item 7.2.3)</i></p> <p style="text-align: right;"><i>I&amp;A Clause 10</i>  <i>I&amp;A (Clause 6(6), Clause 6(7), Clause 10(2c))</i></p>

	<p>The Corporation will consider granting leave of absence to a Governor from his / her duties as a member of the Corporation. The request should be presented in writing to the clerk for consideration by the Chair who will make a recommendation to the Board.</p> <p>The Board will take into account:</p> <ul style="list-style-type: none"> <li>• the reason for the request</li> <li>• the period of absence requested (which should not exceed twelve months)</li> <li>• his / her prior contribution and attendance record</li> <li>• the potential impact on the Board / College and how he / she proposes to remain engaged with the Board (e.g. by receiving copies of minutes) during the period of absence.</li> <li>• whether a review is appropriate (say after six months)</li> <li>• that a Governor on an authorised leave of absence will not adversely impact attendance figures; however, quoracy will be based on total membership including absences and vacancies.</li> </ul> <p>If the leave of absence is agreed by the Board, the clerk will write to the Governor to confirm this.</p>	
11	Any staff member or the CEO shall cease to be a Corporation member if they cease to be a member of staff of the College and the office shall become vacant.	<i>IOG (Clause 10(3)) I&amp;A Clause 10</i>
12	Any student member shall cease to hold office at the end of the academic year in which they cease to be a student or if they are expelled from the institution	<i>IOG (Clause 10 (4)) I&amp;A Clause 10 LSO (Board Minutes, 24.7.14, item 6.2)</i>
13	The CEO & Group Principal, Chief Operating Officer & the clerk are designated Senior Post Holders	

<b>4. Meetings</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	The Corporation shall meet at least once a term and, in practice, holds c8 meetings per year (meeting every 5-6 weeks except in August and September) with additional meetings convened if deemed necessary by the Corporation	<i>IOG (Clause 12(1))</i> <i>LSO (Board minutes 28.8.10, item 5.3)</i>  <i>LSO (Board minutes 15.07.09, item 5.2)</i>
2	Meetings of the full Corporation will normally be held on Wednesday evenings from 5.00 pm – 7.00 pm.	<i>LSO (Board minutes 24.09.03, item 8.1)</i>
3	Whenever possible the business of the meeting should be conducted to achieve a 7.00 pm finish.	<i>LSO (Board minutes 24.09.03, item 8.1)</i>
4	Items for agendas of Corporation meetings (and supporting papers if appropriate) shall be given to the clerk at least two weeks before the meeting and in sufficient time to enable the clerk to issue (via the Governors' Intranet) agendas and papers to members seven calendar days prior to the meeting where it is practical to do so. Any individual member may request that an item is included on the agenda. Such items are to be brought to the notice of the clerk prior to finalisation of the agenda with the Chair and CEO.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i> <i>IOG (Clause 12(2))</i> <i>LSO (Board minutes 15.07.09, item 5.2)</i> <i>I&amp;A Clause 12</i>
5	If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the clerk, the Chair (and not the clerk, shall send out a copy of the agenda item and any relevant papers at least seven calendar days before the date of the meeting where it is practical to do so.	<i>IOG</i> <i>(Clause 12</i> <i>(3)</i>  <i>I&amp;A Clause 12</i>
6	All Corporation meetings will be summoned by the clerk who shall issue to the members notice of the meeting and a copy of the agenda and papers at least seven days ahead of the meeting where it is practical to do so.	<i>IOG (Clause 12(2))</i> <i>LSO (Board minutes 15.07.09, item 5.2)</i> <i>I&amp;A Clause 12</i>
7	A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. This meeting may be called with less than seven days' notice if the Chair (or in his/her absence, the Vice Chair) so directs, on the grounds that there are matters demanding urgent consideration.	<i>IOG (Clause</i> <i>12(4/5)</i>  <i>I&amp;A Clause 12</i>

<b>Meetings continued</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
9	<p>a) Members are expected to attend in person, as far as is reasonably practicable, all meetings of the Corporation and those committees of which s/he is a member.</p> <p>b) It is recognised that there may be occasions when attendance is not possible. On such occasions:</p> <p style="padding-left: 40px;">i) Members shall notify the clerk and will give as much notice as possible of their absence to enable decisions on quoracy.</p> <p style="padding-left: 40px;">ii) Members are encouraged in advance of the meeting to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.</p>	<p><i>I&amp;A Clause 11 (7)</i></p> <p><i>LSO (Board Minutes, 1.10.14, item 6.5)</i></p>
10	<p><b>Written resolution</b></p> <p>In exceptional circumstances, and for items not thought to be requiring discussion, a resolution in writing (or email) agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting (see rules re quoracy) shall be effective provided that:</p> <p>a) a copy of the proposed resolution has been sent to every eligible member;</p> <p>b) a simple majority of the members have signified agreement to the resolution; and</p> <p>A written resolution will lapse if it is not passed before the end of the period specified</p> <p>The resolution passed will be ratified at the next meeting of the Board or Committee.</p>	<p><i>LSO (Board Minutes, 1.10.14, item 6.5)</i></p>
11.	<p><b>Visual and Audio conferencing</b></p> <p>In exceptional circumstances (agreed by the Chair) meetings may be conducted by audio and video facilities.</p> <p>d) In exceptional circumstances:</p> <p style="padding-left: 40px;">i) if a member wishes to take part in the meeting via visual or teleconferencing facilities this should be requested in the first instance to the Chair of the Board or the Chair of the Committee, and the clerk.</p>	

<b>Meetings continued</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
	<p>ii) if the Chair wishes to allow the use of visual or tele-conferencing facilities this should be discussed in the first instance with the clerk to agree what is practical.</p> <p>e) The respective Chair and the clerk will decide on whether access via visual or audio-conferencing facilities will be permitted and notify their decision. In making their decision the respective Chair and the clerk will be mindful of whether the circumstances are exceptional and warrant such an arrangement.</p> <p>f) Any visual or audio-conferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.</p> <p>g) Provision will be made for any visual or audio-conferencing facilities used to ensure they are secure to avoid breaches of confidentiality.</p>	
10	Members of the Executive Leadership Team may be invited to attend Corporation meetings on a regular basis, and other staff members as appropriate	<i>LSO (Board Minutes, 24.09.03, item 8.1) IOG (Clause 16)</i>
11	<p>Any non-member of the Corporation should formally apply to the clerk at least one week in advance, if they wish to attend a Corporation or Corporation Committee meeting. This request will be considered and determined by the members eligible to attend the meeting.</p> <p>The policy on attendance at meetings by non-members is published on the College website</p>	<i>LSO (Board Minutes, 24.09.03, item 8.1) IOG (Clause 16 LSO (Board Minutes 17.12.08) )</i>
12	Corporation members may attend meetings of the Committees in accordance with the procedures and terms of reference of those Committees, but they will not form part of the number required for a quorum.	<i>LSO (Board Minutes 24.09.03, item 8.1) LSO (Board Minutes 17.12.08) )</i>
13	<p>The clerk:</p> <p>a) Shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of clerk, are to be considered; and</p> <p>b) If the clerk withdraws from a meeting, or part of a meeting, of the Corporation), the Corporation shall appoint a person from among themselves to act as clerk during this absence.</p>	<i>Formerly Clause 14 of the I&amp;A but not included in Schedule 4</i>

<b>Meetings continued</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
14	Attendance at Corporation and Committee meetings will be monitored by the clerk - for guidance 80% or above attendance is considered good/very good; 70-80% is considered to be the average level expected; and below 70% is of concern and below 60% would lead to a review with the Chair.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i> <i>LSO (Board Minutes, 15.7.09, item 8.6.3)</i>

<b>5. Quorum</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	<p>Quoracy and Attendance will be calculated according to the number of Members in post. For a meeting to be quorate, 40% of all Members in post (or in post and eligible to attend the meeting) must be present</p> <p>e.g. if 13 Members have been appointed then quoracy is 8 of whom a minimum 50% (4) must be Independent Governors.</p> <p>If the number of Independent Members has been increased or decreased, quoracy rules will be increased or decreased pro-rata but always subject to the 50% rule for Independent Members.</p>	<p><i>IOG (Clause 13(1))</i></p> <p><i>LSO (Board Minutes) 25.4.12, item10.0)</i></p> <p><i>I&amp;A Clause 13</i></p>
2	<p>If the number of members assembled for the meeting does not constitute a quorum, the meeting should not be held. A meeting must remain quorate for its full duration. Should members arrive late or leave for any reason, quoracy must be maintained. If the meeting becomes inquorate, it should be ended as the subsequent decisions would be invalid. Informal discussion only could continue. The Chair may then decide to call a Special Meeting to undertake the remaining business.</p>	
3	<p>A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of visual or teleconferencing facilities it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quoracy of a meeting.</p> <p>Refer also to Meetings item 11.</p>	<p><i>LSO (Board Minutes) 1.10.14)</i></p>
4	<p>Written Resolutions – refer also to Meetings item 10</p>	



<b>6. Voting</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	Decisions are arrived at, following discussion, by the Chair asking the Board for agreement to the proposal in question. Formal votes are not routinely taken. However, votes may be called for by the Chair if there is clear expression of dissent or if it is a matter of particular significance. If votes are taken, points 3 – 9 following apply.	<i>LSO (Board Minutes, 24.09.03, item 8.1) I&amp;A Clause 14</i>
2	Dissenting members have the right to have their disagreement recorded in the minutes.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
3	Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members 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.	<i>IOG (Clause 14(1))</i>
4	Numbers for and against should be recorded in the minutes.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
5	Proxy votes on behalf of absent Governors are not permitted. Written resolutions may be accepted in exceptional circumstances (See item 9 below)	<i>IOG (Clause 14(2)) I&amp;A Clause 14 (3)</i>
6	The members themselves decide whether a secret ballot should be held or whether names of those voting for and against should be taken.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
7	If an individual member requests that a vote be taken, this must be agreed by the majority of the Board.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
8	Members shall act in the best interests of the Corporation, and accordingly shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.	<i>IOG (Clause 12(6))</i>
9	No resolution of the members 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.	<i>Formerly Clause 14 of the I&amp;A but not included in Schedule 4</i>

<b>7. Items of Business</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	Where possible, business items for discussion by the Board of the Corporation should be supported by a one page executive summary setting out the purpose of the paper, relationship to strategic plan; where it has come from (e.g. requirement by ESFA, new strategic development requiring governor approval; compliance issue) and all such papers or reports should have a proposed recommendation or resolution for the Board to consider.	<i>LSO (Board Minutes 24.09.03, item 8.1)</i>
2	Verbal reports should, where necessary, have a clear proposal for the Board to consider as a formal motion.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>

<b>8. Minutes and Papers</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	<p>The Corporation shall ensure that a copy of the following shall, as soon as possible, be made available during normal office hours in the clerk's office, to anyone wishing to inspect them:</p> <ul style="list-style-type: none"> <li>• the agenda for each meeting of the Corporation;</li> <li>• the draft minutes of every such meeting, if they have been approved by the Chair.</li> <li>• the signed minutes of every such meeting.</li> <li>• any report, document, or other paper considered at such meetings.</li> </ul> <p>Minutes (unless confidential) will be published on the College Website after they have been approved by the Board and <u>signed</u> by the Chair or Committee Chair</p>	<p><i>IOG (Clause 17(1 and 17(2))</i></p> <p><i>LSO (Board minutes 16.7.08, item 6.5.1)</i></p> <p><i>I&amp;A Clause 17</i></p>
2	<p>All minutes and papers determined by the Corporation to be confidential, by reasons of its nature, will not be made available for public inspection.</p>	<p><i>IOG (Clause 17(2))</i> <i>I&amp;A Clause 17</i></p>
3	<p>At every meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be signed as a true record.</p>	<p><i>IOG (Clause 15(1,2,3))</i> <i>I&amp;A Clause 17</i></p>
4	<p>Separate minutes shall be taken of those parts of meetings from which the clerk or staff or student members have withdrawn. Those who have withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting. However, the Corporation may decide to allow the clerk or a staff, or student members to see these minutes, provided the Corporation's interest would not be jeopardised</p>	<p><i>IOG (Clause 15(4))</i> <i>I&amp;A Clause 17</i></p>

<b>9. Declaration of personal interest</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
1	Where a Corporation member has a financial interest in the supply of work or goods to, or for the purposes of, the College; any contract or proposed contract concerning the College; or any other matter relating to the College, it is the responsibility of that member to declare their interest. They should then not take part in any discussion, not form part of the quorum and not vote on the relevant matter.	<i>IOG (Clause 11(2)) (Code of Conduct) I&amp;A Clause 11</i>
2	The Corporation may extend this declaration to include the interests of spouses, partners and close family of members.	<i>(Code of Conduct)</i>
3	The declaration may also be extended to include non-financial personal interests, such as membership of other public bodies and institutions; directorships; trusteeship of a trust where the member, or other person connected with them, may be a beneficiary; or membership of a closed organisation; also gifts, benefits or hospitality	<i>(Code of Conduct)</i>
4	A Register of Members' Interests is held by the Clerk and is available during normal office hours at the College to any person wishing to inspect it. The Register is updated on an annual basis.	<i>IOG Clause 11(6) I&amp;A Clause 11</i>
5	It must always be recorded in the minutes when a Corporation member makes a declaration of interest.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
6	The clerk should advise the Chair before a meeting and draw the matter to the attention of the member if, based on a declaration in the Register, there is a matter of a member's personal or financial interest arising on an agenda.	<i>LSO (Board Minutes, 24.09.03, item 8.1)</i>
7	Staff Corporation members and, where applicable, the Principal and clerk are obliged to withdraw from any part of a meeting which is discussing: <ul style="list-style-type: none"> <li>• their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement;</li> <li>• the appointment of their successor.</li> </ul>	<i>IOG (Clause 14(5)) I&amp;A Clause 14</i>
8	Staff members are required to withdraw, if required to do so by resolution of the other members present, from a meeting of the Corporation at which the appointment, remuneration, conditions or service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to themselves is being considered. Detailed papers on such matters will not be circulated to staff members in advance of the	<i>IOG (Clause 14(5)) I&amp;A Clause 14</i>

<b>9. Declaration of personal interest</b>		
<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
	meeting but tabled copies will be available if the Corporation decides at the meeting that they may remain.	
9	Student members under the age of 18 shall not vote on any proposal relating to the expenditure of money by the Corporation; or any proposal under which the Corporation would incur any debt or liability	<i>IOG (Clause 14 (7) I&amp;A Clause 14</i>
10	Student members may be required to withdraw, by resolution of the other members present, from any meeting at which staff matters relating to a member or prospective member of staff of the institution are discussed. Detailed papers on such matters will not be circulated to student members in advance of the meeting but tabled copies will be available if the Corporation decides at the meeting that they may remain.	<i>IOG (Clause 14 (9)) I&amp;A Clause 14</i>
11	Student members are required to withdraw from that part of any meeting at which the conduct, suspension or expulsion of a student is to be considered, except as provided by rules made relating to the conduct of students, to include appeals and representations in disciplinary cases	<i>IOG (Clause 14 (8)) I&amp;A Clause 14</i>
12	<p>The clerk:</p> <ul style="list-style-type: none"> <li>c) Shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of clerk are to be considered; and</li> <li>d) If the clerk withdraws from a meeting or part of a meeting, of the Corporation), the Corporation shall appoint a person from among themselves to act as clerk during this absence.</li> </ul>	

<b>10. Board Effectiveness</b>		
No.	Standing Order	
1	<p>The Board will take a blended approach to reviewing its effectiveness. This will include,</p> <ul style="list-style-type: none"> <li>• Annual self-assessment against the FE Code</li> <li>• Qualitative feedback from governors (biennial reviews with the Chair / Vice-Chair)</li> <li>• Termly feedback from Student Governors</li> <li>• Annual feedback from the Executive Team</li> <li>• Annual self-assessment against quantitative measures (as determined by the S&amp;G Committee)</li> <li>• Annual feedback from Heads of School (on the role of Link Governors)</li> <li>• Committee Annual Reports</li> <li>• Annual Audit &amp; Risk Committee self-assessment</li> <li>• External judgements e.g. Ofsted</li> </ul> <p>The Search &amp; Governance Committee will monitor the feedback at its first meeting of the year and use the information to determine areas for improvement.</p>	<p><i>LSO Board 6.4.11 (S&amp;G Committee 17.1.11) LSO (S&amp;G Minutes 13.11.17, item 2.3)</i></p>
2	<p>The performance of the Chair will be reviewed by another Member (usually a Vice-Chair or Committee Chair) every two years. The CEO may attend.</p>	<p><i>LSO Board 6.4.11 (S&amp;G Committee 17.1.11)</i></p>

## Board of Governors Training & Development – Policy & Procedures

<b>1. Policy</b>	
1.1	This policy applies to all Governors (i.e. does not apply to co-opted committee members)
1.2	<p>The Board of Milton Keynes College is committed to ensure that Governors keep themselves up-to-date with the educational affairs of the College and with general developments and initiatives in Further and Higher Education. The duties of the Board are laid down in the Instrument and Articles of Government.</p> <p>The purpose of this policy and procedures is to ensure that Governors have the skills and knowledge to fulfil their responsibilities relating to the strategic oversight of the College including: setting the mission and vision, quality of the student experience, financial and risk management and health and safety.</p> <p>The Board also recognises that the role of governor is a voluntary one and other commitments may affect the scope of training that it is practicable to undertake. Similarly, governors may also carry out workplace or other training which is relevant to their governor role.</p>
1.3	<p>The FE Code of Governance also states that Board members should:</p> <ul style="list-style-type: none"> <li>• Regularly refresh their skills and knowledge through developmental activities and briefings funded by the College</li> <li>• Ensure that individually and collectively they have or acquire sufficient understanding of the work of the College and the educational landscape to be able to engage fully in the affairs of the Board. The Clerk should keep records of the development activity of all Board members</li> </ul>
1.4	Governors should regularly (at least annually) appraise their own performance, including an assessment of their training needs.
1.5	The Board, through the Search and Governance Committee, will monitor governor training and development.
1.6	Training and development for co-opted committee members will be tailored for their respective committee role.
<b>2. Induction</b>	
2.1	All governors will complete an induction programme within three months of their appointment.
2.2	The aim of the induction process is to provide:

	<ul style="list-style-type: none"> <li>• New governors / new committee members with an overview of the role and responsibilities</li> <li>• Information on the further education sector in general terms and the statutory and regulatory responsibilities of the Board</li> <li>• Information on the College, its aims and mission, and its place in the local community and key opportunities and challenges in delivering the College's Strategic Plan.</li> <li>• Discussion on how an individual governor can contribute to the work of the College</li> </ul>
2.3	<p>The induction will include discussions with the Head of Governance and members of the ELT and SLT to include the following topics:</p> <ul style="list-style-type: none"> <li>• Overall strategy / strategic plan</li> <li>• Finance, risk, estates</li> <li>• People strategy</li> <li>• Curriculum innovation and pedagogy, quality and student experience and to include: study programme, adult provision, apprenticeships, higher education, prison education</li> <li>• Equality &amp; Diversity</li> <li>• Safeguarding &amp; Prevent</li> </ul>
2.3	Subject to availability, new Governors may have the opportunity to attend an external induction event.
2.4	Within the first six to twelve months, new Governors will be given the opportunity to meet with the Chair or Vice-Chair for a review meeting.
<b>3. Ongoing training and development</b>	
3.1	Topics for training and development may be identified by governors, the Chair of Governors, the Search & Governance Committee, the CEO or the Head of Governance. The Search & Governance Committee will review an annual Training Plan alongside the record of training undertaken in the previous year.
3.2	<p>Development opportunities include:</p> <ol style="list-style-type: none"> <li>1. Continuous professional development through self-directed learning e.g. webinars, briefing notes and online learning</li> <li>2. Briefings from the CEO / ELT on significant legislation/amendments to legislation.</li> <li>3. Annual development sessions at Board meetings on SEND, Safeguarding and E&amp;D.</li> <li>4. Training / conferences arranged by ETF, AoC or outside training providers on relevant subjects. <ol style="list-style-type: none"> <li>a. <u>ETF Chairs' Leadership Programme</u></li> <li>b. ETF Student Governor Conference</li> <li>c. ETF Staff Governor Conference</li> </ol> </li> <li>5. Governor Networking events</li> <li>6. Link governor visits</li> <li>7. Reading articles and newsletters (e.g. ESFA, AoC, FE News)</li> <li>8. Relevant training provided by governors' occupations and interests</li> <li>9. Student / Staff Governors' briefings prior to Board meetings.</li> </ol>



3.3	Mandatory training (relevant for Governors) should be completed every three years on Prevent and Safeguarding, Equality & Diversity, SEND, Health & Safety and Data Security.
3.4	The Head of Governance will circulate information on appropriate external training opportunities and conferences. Participation must be agreed in advance who, if there is a cost, will reserve places through the College process. Travel and other expenses will be paid in accordance with the College's Expenses Policy.
<b>4. Resources</b>	
4.1	The cost of governor training and development will be met by the College and must be approved in advance.
<b>5. Recording</b>	
5.1	Wherever possible, CPD should be capable of audit by inspectors through an appropriate evidence file.  The Head of Governance will maintain a record of all governor training and development activities which will be reviewed annually by the Search & Governance Committee.

## PROCEDURAL GUIDELINES FOR STANDING COMMITTEES

The two major objectives are:

- to have short effective Governors' meetings and try to avoid debating everything twice
- to involve, so far as is possible, all Governors in the process of decision making.
  - (a) There are three Committees – Audit; Search & Governance; Remuneration.
  - (b) Most Governors serve on at least one Committee. All Governors receive the minutes of Committees (apart from Remuneration). All Governors have a right to attend and speak (but not to vote) at any of the Committee meetings if he/she so chooses.
  - (c) If any Governor wishes to put an item on the agenda of a Committee it should be discussed with the clerk and/or the appropriate Committee Chair. Minor items can be raised under 'Any Other Business'.
  - (d) Papers are submitted to the Committees on relevant issues together with a suggested recommendation or resolution from the manager who has prepared the paper. Committees will normally resolve routine or minor issues and make recommendations on other issues if they are to be considered by the full Board of the Corporation. If one or more members of the Committee thinks that an agenda item should be sent to the Board of the Corporation with a recommendation rather than being resolved, it then passes to the full Board of the Corporation for decision.
  - (e) Minutes of the Committees (apart from Remuneration) are circulated to all Governors and the Committee Chair submits a written or verbal report at full meetings of the Board. Governors may, if they wish, comment on items which have been resolved by the Committees, and Committees may wish to take note of remarks of substance when they consider "matters arising" at their next meeting. In general, the full Board of the Corporation will note the decision which has already been taken by the Committees. The full Board of the Corporation will consider recommendations from the Committees and make their decision.

- (f) Items which will normally come directly to the Board of the Corporation meeting include:
- (i) matters with strategic implications which require full Board engagement or decision making;
  - (ii) matters which do not fall within the remit of one (or more) of the Committees and which are more appropriately dealt with by the full Board of the Corporation;
  - (ii) matters which are of some urgency which arise after the meeting of the relevant Committee;
  - (iii) matters which require additional discussion because of new information after discussion by a Committee and which are of such urgency that they cannot wait until the next meeting of the Committee;
- Terms of Reference will be reviewed annually and approved by the Corporation which will be published on the College's website and shall be made available for inspection at the institution by any person during normal office hours.
  - The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

## ***OTHER COMMITTEES / TASK GROUPS***

In addition to these committees, the Board also has the following committees or groups:

- Standing Groups or Task & Finish Groups consider, report and advise on specific issues. T&FGs meet for the duration of the task and are then disbanded. The Terms of Reference and membership of these groups are decided by the Board (if there is to be delegated power) or by the group itself. A group may make recommendations (or report) to another Committee or to the Board.