Hull College Policy	Procedure Status: Approved	HULL COLLEGE
Title: Corporation Standing Orders	**Ref:** G1.1	**Next review date:** June 2028

The Hull College Corporation Standing Orders are a legal document and the format for these must remain as below.

Standing Order *Page Number*

PART ONE: INTRODUCTION

1. Standing Orders and Legislation 3
2. Definitions 3
3. Changes to Standing Orders 5

PART TWO: COMPOSITION, MEMBERSHIP AND MEETINGS OF THE CORPORATION

4. Composition and Membership 5
5. Ordinary Meetings of the Corporation and Appointment of Chair and Vice-Chair of the Corporation 5
6. Special Meetings of the Corporation 6
7. Quorum of Meetings of the Corporation and its Committees 6
8. Presentation of Minutes 6

PART THREE: APPOINTMENT OF MEMBERS OF THE CORPORATION, CHAIRS, COMMITTEES AND SUB-COMMITTEES

9. Appointment of Governors of the Corporation: Term of Appointment 7
10. Appointment of Committees, Sub Committees and Chairs 7

PART FOUR: CONDUCT OF MEETINGS

11. Minutes and Action Points 8
12. Conduct of Meetings (General) 8
13. Reconsideration of Resolutions, Consideration of Urgent Business and Matters Delegated to Committees 9
14. Voting 9
15. Attendance 1

Standing Order Number | | *Page*

16. Withdrawal from Meetings 11

17. Agenda for Meetings 11

18. Schedule of Meetings 12

19. Minutes 12

20. Confidentiality of Corporation Papers 12

21. Access to Meetings 13

22. Corporate Spokesperson 13

PART FIVE: MISCELLANEOUS

23. Seal of the Corporation 13

24. Delegation arrangements for dealing with matters of urgency 14

25. Governor Expenses 14

26. Corporate Gifts and Hospitality 15

27. Independent Professional Advice 15

28. Complaints Against the Corporation 15

29. Correspondence 15

30. Ethical issues 15

PART SIX: AMENDMENTS TO STANDING ORDERS

31. Amendments to Standing Orders 15

ANNEXES

Annex 1 Delegation of duties, responsibilities and principal (statutory) powers 17

Annex 2 Policy on Chair's Action 20

STANDING ORDERS OF HULL COLLEGE CORPORATION

PART ONE: INTRODUCTION

These Standing Orders should be used in conjunction with the Corporation's Instrument and Articles of Government and general advice issued by the Education Skills Funding Agency and the Department of Business, Innovation and Skills.

Every member of the Corporation and of its Committees shall be bound by these Standing Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's Report "*Standards in Public Life*". In summary, these are:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership

In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation and its Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Governance Professional.

If any governor is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Governance Professional and, if necessary, independent advice will be sought.

The general schedule of delegation and responsibilities for Corporation, Principal, Chair and Governance Professional are shown at Annex 1.

Standing Order 1: Standing Orders and legislation

1. These Orders do not displace or take precedence over the Further and Higher Education Act 1992 ("The Act") and any subsequent primary legislation or the Instrument and Articles of Government as most recently published. In accordance with the Education Act 2011, Hull College Corporation has adopted its own set of Instrument and Articles of Government (September 2012), which meet the minimum requirements of the Education Act 2011. As a consequence, these orders should be read alongside both prevailing legislation and the Instrument and Articles of Government as to gain a full understanding of how the Corporation is required to operate. In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

Standing order 2: Definitions

2. In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

   "Corporation" – the Corporation of Hull College acting by any means which it may lawfully adopt;

"Chair" - the Chair of the Corporation or the Chair of a Committee or Sub-committee as appropriate to the context;

"Chief Executive" - the person appointed by the Corporation to hold the post of Chief Executive of Hull College Group;

"Governance Professional" - the person appointed by the Corporation to act as the Clerk to the Corporation.

"Committee" - a committee of the Corporation;

"College" - the Hull College Group including Hull, Goole and Harrogate Colleges;

"College Year" - 1 August to 31 July;

"Delegated Decision" - a decision of a Committee or individual taken in exercise of its delegated powers;

"Employee" – a member of staff of the College including those designated by the Corporation as Senior Post Holders;

"Governing Body" – the Corporation of Hull College acting by any means which it may lawfully adopt;

"Governor" or "Member" - in relation to the Corporation, a Governor being a member of the Corporation; in relation to any Committee or Sub-committee a person appointed as a Member of that Committee or Sub-committee, whether or not entitled to vote;

"Instrument of Government" and "Articles of Government" – the Instrument and Articles of Government approved by Hull College Corporation September 2012 and meeting the requirements of the Education Act 2011 and based on the Instrument and Articles of Government published by the Department for Universities, Innovation and Skills 2008;

"meeting" - a meeting of the Corporation, a Committee or a Sub-committee, unless described otherwise;

"number of Governors" - in relation to the Corporation, the number of persons who may act at the time in question as members of the Corporation, and in relation to a Committee or Sub-committee, the number of persons who may act at the time in question as voting members of that body;

"Officer" - any person employed by the College including those designated by the Corporation as Senior Post Holders;

"Person presiding" - the person entitled, or appointed, to preside at any meeting;

"Senior Post Holder" – the Chief Executive, Governance Professional and any other post designated by the Corporation as a Senior Post Holder of the College;

"Executive Management Team" – the executive management team comprising the Chief Executive and other senior managers included as part of this group at the discretion of

the Chief Executive;

"Sub-committee" - a Sub-committee of a Committee

"Whole number of Governors" - in relation to the Corporation, the total number of persons who may become Members of the Corporation;

Unless the context otherwise requires, the singular includes the plural and the plural includes the singular.

Standing Order 3: Changes to Standing Orders.

3. (1) No arrangements shall be made whereby a Committee, Sub-committee or Officer may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. The adoption of these Standing Orders supersedes all previous Standing Orders of the Corporation and are made under Article 23 of the Articles of Government relating to Rules and Bye-Laws.

(2) It is the responsibility of the Governance Professional to interpret the Instrument and Articles of Government and these Standing Orders and to advise the Corporation or the Chair of the Corporation if at any time it appears that the Corporation or an individual member is in breach of the regulations.

PART TWO: COMPOSITION, MEMBERSHIP AND MEETINGS OF THE CORPORATION

Standing Order 4: Composition and Membership

4 (1) unless varied by an amendment to these Standing Orders and in accordance with the Instrument of Government, the membership of the Corporation of Hull College shall comprise the following: -

Category	No. of Governors
External Governors	15
Staff Governors	2
Student Governors	2
Chief Executive	1

Standing Order 5: Ordinary meetings of the Corporation and Appointment of Chair and Vice-Chair of the Corporation

5 (1) All ordinary meetings of the Corporation shall be held on such days and at such times as the Corporation shall determine at an appropriate venue.

(2) The Corporation will meet as frequently as required to discharge its duties.

(3) All meetings of the Corporation, Committees, Sub-Committees and Working Groups must be convened by the Governance Professional or their deputy, subject to the provisions to call a special meeting under section 12 (4) (5) of the Instrument of Government.

(4) The Corporation shall appoint a Chair and at least one Vice-Chair from amongst its number and each shall hold office for a maximum period to be determined by the Corporation, in line with that individuals term of office as a member of the

Corporation. The Corporation also has the power to remove the Chair and Vice-Chair from office. The appointment process shall be by open selection with governors nominating candidates in writing before the meeting, or verbally at the meeting.

(5) All appointments to the posts of Chair and Vice-Chair of the Corporation shall be in accordance with the section 6 of the Instrument of Government.

(6) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the Governors present shall choose one of their number to act as chair for that meeting.

Standing Order 6: Special Meetings of the Corporation

6 All special meetings of the Corporation are to be called in accordance with Section 12 (4) (5) of the Instrument of Government.

Standing Order 7: Quorum of meetings of the Corporation and its Committees

7 (1) The quorum required for each meeting of the Corporation is to be calculated in accordance with Section 13 of the Instrument of Government, which states that 40% of the total number of actual members in position are required for a quorum provided that there shall be at least 5 external members (not staff or students of the College) present.

(2) If the number of Governors assembled for a meeting does not constitute a quorum after a period of 30 minutes has elapsed from the appointed time for the meeting, the meeting will not be held. The meeting will not begin unless quorate. If in the course of a meeting, the numbers of Governors present ceases to constitute a quorum, the meeting will be closed immediately.

(3) If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair of the meeting shall if he/she thinks fit, cause a Special Meeting to be summoned (and in accordance with the arrangements of Standing Order No. 6).

(4) The quorum for Committees and Sub-Committees shall be specified by the Corporation in Terms of Reference for each Committee and Sub-Committee and will comply with Instrument of Government 13(1).

Standing Order 8: Presentation of Minutes

8 (1) All minutes of Committees and Sub-Committees will be made available to Governors in draft format as soon as possible following each meeting date. Action notes will be submitted to the next full meeting of the Corporation for information and/or approval as appropriate. Full minutes will be available to all Governors.

PART THREE: APPOINTMENT OF MEMBERS OF THE CORPORATION, CHAIRS, COMMITTEES AND SUB-COMMITTEES

Standing Order 9: Appointment of Governors of the Corporation and Term of Appointment

9 (1) All Governors shall hold and vacate office in accordance with their appointment, but the length of office shall not exceed four years (S.9(1) of the Instrument of Government refers).

(2) The Corporation delegates to the Governance, Search & Remuneration Committee responsibility for determining appropriate selection procedures and for advising the Corporation on membership issues and appropriate candidates for consideration by Corporation. Details of the delegated powers of the Governance, Search & Remuneration Committee are set out in its terms of reference. The Corporation is the appointing body and must approve all appointments.

(3) Governors retiring at the end of their term of appointment shall be eligible for re-appointment, subject to:

a) an evaluation by the Governance, Search & Remuneration Committee, in recommending appointments to the Corporation, of the benefits to the Corporation and the College in the re-appointment of that governor; and

b) the overriding provision that eight ars (two terms of four years) appointment is the normal limit, with an option for one further term of one year in exceptional circumstances, and an individual may not be further appointed for twelve months after this period.

(4) The provisions of this Standing Order shall not apply to the Chief Executive.

(5) Governors retiring under this Standing Order may be recommended by the Governance, Search & Remuneration Committee for re-appointment for a second term for non-elected post. Retiring Governors may serve as co-opted advisers subject to annual appointment.

Standing Order 10: Appointment of Committees and Sub-Committees and Chairs

10. (1) The Corporation shall appoint such Committees as required by the Instrument and Articles of Government and may appoint any others as it deems necessary for the purposes of conducting its business.

(2) Subject to any statutory provisions the Corporation may at any time appoint such other Committees, Sub-committees or working parties as are necessary to carry out the work of the Corporation; or dissolve a Committee, Sub-committee or working group; or alter its Chair, Vice-Chair or its Membership.

(3) Subject to any statutory provisions a Committee may at any time appoint such other Sub-committees or working parties and their respective Chair and Vice-Chair as are necessary to carry out the work of the Committee; or dissolve a Sub-committee or working group; or alter its Chairmanship, Vice-Chairmanship or its Membership.

(4) The Corporation shall determine and agree written terms of reference for each Committee, Sub-committees or working group established by it, and review these annually.

(5) The membership of each Committee, sub-Committee or working group and all posts of Chair, and Vice-Chair of each Committee, sub-Committee or working group shall be reviewed at least annually by the Corporation.

(6) If the Corporation does not appoint a Chair or Vice-Chair to a Committee, sub-Committee or working group then the appointment shall be made by the

respective Committee, sub-Committee or working group.

PART FOUR: CONDUCT OF MEETINGS

Standing Order 11: Minutes and Action Points

11 (1) Minutes of every meeting of the Corporation, of any Committee or of any Sub-committee must be prepared by the Governance Professional or their deputy and shall be submitted to, and approved at, the next following meeting of the body concerned.

(2) Where the next meeting is a Special Meeting, any outstanding unapproved minutes must be submitted to the next full meeting of the Corporation or the particular committee.

(3) No discussion shall take place upon the minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the minutes shall be approved.

(4) In submitting the minutes and action points the Governance Professional shall draw to the attention of the Corporation or Committee any action that is outstanding.

Standing Order 12: Conduct of Meetings (General)

12 (1) Unless otherwise stated the rules of debate in this Standing Order shall apply to all meetings of the Corporation, of any Committee and of any Sub-committee.

(2) The person presiding will ensure that all governors enjoy equality of opportunity to express their views.

(3) All those present at a meeting will adopt the highest standards of courtesy and, at the absolute discretion of the person presiding, a person present can be censured or excluded for offensive remarks or inappropriate language. Most items of business should be supported by a written report. Section14 of the Instrument of Government lays down rules on certain matters relating to the proceedings of meetings which the Corporation shall follow.

(4) Video-conferencing and/or telephone conferencing may be used if necessary in accordance with Sec. 1(h) of the Instrument of Government.

Standing Order 13: Reconsideration of resolutions, consideration of urgent business and matters delegated to Committees

13 (1) The Corporation shall abide by section 14(4) of the Instrument of Government which requires that no resolution of the Governors may be rescinded or varied at a subsequent meeting unless its rescission or variation is a specific item of business on the agenda for that meeting.

(2) Further to Section 14(4) above a resolution, which in this context means any formal decision by the Corporation, cannot be overturned or varied as part of discussions of matters arising from the previous Minutes. Not only must the subject 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.

(3) Immediately after the minutes of the previous meeting have been approved Governors should inform the Chair of any item they wish to raise under "Any other business" (AOB).

(4) The meeting will then decide whether any item so identified may be raised under AOB or whether it should be deferred to a subsequent meeting.

(5) Lengthy or complex items for discussion, especially those requiring consideration of detailed reports or accounts, other than those of an exceptionally urgent nature should not be taken under AOB.

(6) The Corporation will receive but not debate decisions it has delegated to a committee.

Standing Order 14: Voting

14 (1) Section 14(1) of the Instrument of Government establishes that every question to be decided at a meeting of the Corporation 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. This will also apply to Committees.

(2) A student Governor who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability (Section 14(7) of the Instrument of Government refers).

(3) Except where a requisition is made under the next paragraph, the method of voting at meetings of the Corporation, Committees and Sub-committees shall be by show of hands.

NOTE: In practice, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The person presiding would normally simply ask the Corporation, Committee or Sub-committee for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts).

(4) Should an individual Governor of the Corporation request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor has the right to have his or her disagreement recorded in the Minutes.

(5) A decision of the Corporation is binding on all Governors and all Governors will comply with the principle of collective responsibility and stand publicly by a decision even if that decision was not approved unanimously.

(6) Votes may not be cast by post or by proxy.

(7) The Corporation may agree, in circumstances where business may be delayed because of a lack of a quorum, to seek a decision of governors by postal or other written communication conducted by the Governance Professional and if there is a majority view that a matter should be approved then it will be taken as approved by written resolution.

Standing Order 15: Attendance

15 (1) The attendance of every Governor attending a meeting of the Corporation, a Committee, Sub-committee or working group shall be recorded in the minutes of the meeting.

(2) A Governor will be recorded in the minutes of a meeting as being absent unless he/she notifies the Governance Professional that their apologies should be given to the Chair.

(3) The time of arrival or departure of any governor arriving after the start or leaving before the end of a meeting will be recorded in the minutes by the Governance Professional.

(4) To assist the Governance Professional in establishing that there will be a quorum for a meeting, all apologies should be submitted by the day preceding the meeting at the latest except in cases of emergency.

(5) If at any time the Corporation is satisfied that any Governor having been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that Governor remove him or her from office and thereupon the office shall become vacant (Sec.10(2) of the Instrument of Government refers).

(6) In the event of a decision being required under (5) above, then the matter will be placed on the agenda for the next meeting of the Corporation for discussion by the Governors present. A full written report setting out all the facts known will be presented by the Governance Professional.

(7) The absent Governor facing the procedure at (5) shall be entitled to attend the meeting or submit in writing their reasons for absence. He/she shall take no part in the voting on this matter.

(8) Other than in exceptional circumstances, the nature of which shall be determined by the Corporation, no member shall be permitted to hold office if her/his absence exceeds twelve consecutive months.

(9) The Governance Professional shall submit, within the Corporation annual report, attendance levels in order to review and update, if required, the Governors' Attendance Policy.

Standing Order 16: Withdrawal from meetings

16 (1) The Corporation will apply rigorously the requirements of Section 14 of the Instrument of Government with regard to circumstances under which the withdrawal from meetings of Staff Governors, Student Governors, the Chief Executive/Principal and the Governance Professional is required.

(2) In situations where the Governance Professional is required to withdraw from the meeting the Chair of the meeting will appoint a person from those present to take the minutes of that part of the meeting or allow a deputy to attend. The meeting will allow the Governance Professional on their return to see the minutes thus created unless the meeting specifically decides against this in which case the minute will be held by the Chair.

Standing Order 17: Agenda for Meetings

17 (1) The Governance Professional shall send out written notice of a meeting of the Corporation or one of its Committees and a copy of the agenda at least seven calendar days in advance of the meeting in accordance with Section 12 (2) of the Instrument of Government.

(2) The non-receipt of notice of a meeting will not invalidate the holding of that meeting.

(3) The agenda shall be structured by the Governance Professional in consultation with the Chair and Chief Executive and appropriate lead officer(s).

(4) All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda.

(5) Items of business shall be taken in the order they appear on the agenda for the meeting except that the order may be varied by the decision of the Governors present.

(6) All reports to be submitted to a meeting by Officers of the College shall be in writing in a format to be determined by the Governance Professional. Wherever practical, the Governance Professional shall endeavour to ensure that all written reports are circulated with the agenda. If this is not practical then the reports shall as a minimum be made available to Governors three calendar days before the date of the meeting. No new issues are to be tabled at a meeting except as late items of urgent business and may not be tabled without the prior permission of the Chair of that meeting and the Governance Professional.

(7) Any Governor may request an item be placed on the agenda provided that notice of the item is received by the Governance Professional ten calendar days in advance of the meeting.

(8) A matter may be placed on the agenda as a late item of urgent business only with the prior approval of the Chair and the Governance Professional.

Standing Order 18: Schedule of Meetings

18 (1) The Governance Professional shall prepare an annual calendar of meetings and schedule of business that meets the needs of the Corporation and is based on the College planning cycle.

(2) The schedule shall also accord with the requirements of the Corporation to publish and make returns to the Department for Education as required.

Standing Order 19: Minutes

19 (1) The Governance Professional, or in their absence the appointed deputy, is

responsible for the accurate recording of the minutes. Contingency plans will be put in place to ensure effective deputising for the Director of Governance.

(2) The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.

(3) The minutes shall provide a summary of the discussion on a matter and clearly show how each decision was made.

(4) The minutes shall show the action points of every meeting and denote the person responsible for taking action and the timescales involved.

(5) Under no circumstances can Governors take a decision which is not minuted at a properly constituted meeting.

(6) Minutes will be taken by the Governance Professional, or in their absence the appointed deputy, for all meetings of the Corporation, Committees, Sub-committees and working groups.

Standing Order 20: Confidentiality of Corporation Papers

20 (1) In accordance with the provisions of section 17 of the Instrument of Government, the agenda, minutes and reports of each meeting of the Corporation will be made available on request for inspection. This will be the responsibility of the Governance Professional.

(2) Section 17(2) states that there shall be excluded from inspection any material relating to:
(a) a named person at or proposed to be employed at the College;
(b) a named student at, or candidate for admission to, the College;

(3) The Corporation can also exclude any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis. The Governance Professional, with the Chair of the Corporation, will designate reports as confidential under the Corporation's Access to Governance Information Procedure and will set a timescale when the confidentiality will no longer apply. This timescale should be the shortest timescale possible.

(4) All reports of the Corporation's Committees, Sub-Committees and working groups are confidential. The minutes will be available for inspection via the Governance Professional if required.

(5) The Corporation will make available through its website its Access to Governance Information Procedure (Section 8 of the Articles of Government refers).

Standing Order 21: Access to meetings

21 (1) Access to meetings will be in accordance with section 16 of the Instrument of Government and the Corporation's Access to Governance Information Policy.

(2) The Chair or person presiding can invite the attendance of additional members of staff to be in attendance at Corporation, Committee or Sub-Committee meetings, subject to the provisions under section 14 of the Instrument of Government.

(3) Subject to the provisions under section 14 of the Instrument of Government, the Governance Professional is permitted to be in attendance at all meetings of the Corporation, its Committees, Sub- Committees and Working Groups.

Standing Order 22: Corporate Spokesperson and action taken by governors

22 (1) The Corporation believes that the Chair and the Chief Executive should speak for the Corporation. In the absence of the Chair, the Vice Chair may speak for the College. Individual Governors of the Corporation may, from time to time, meet or otherwise communicate with various constituencies that are involved with the College, but it is expected that Governors would do this with knowledge of the Chair and the Chief Executive, and in most cases, at the request of the Chair or Chief Executive.

(2) Unless 22(1) applies, Governors shall refer any requests for public comment to the Chief Executive or the Chair.

(3) In the circumstance of the suspension or dismissal of the Chief Executive or other urgent cause, only Chair of the Corporation, or in their absence the Vice-Chair, shall act as spokesperson for the Corporation.

(4) No action may be taken by an individual Governor nor may any Governor commit the Corporation to any action or expenditure unless authority to do so has been delegated formally be a resolution of the Corporation.

PART FIVE: MISCELLANEOUS

Standing Order 23: The Seal of the Corporation

23 (1) The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be authenticated by the signature of two of the Governors, including the Chair if possible. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be maintained by the Governance Professional and entries presented to the next meeting of the Corporation.

(2) The corporate seal of the Corporation shall be kept in the custody of the Governance Professional in a safe place which shall be secured by a lock.

Standing Order 24: Delegation arrangements for dealing with matters of urgency

24 (1) Where the Chair, Chief Executive and the Governance Professional are of the opinion that circumstances exist that make it necessary for action to be taken by the Corporation prior to the time when such action could be approved through normal Corporation procedures, they may follow the procedure agreed by the Corporation for Chair's Action . Consideration should first be given to deciding the matter by written resolution to all Governors in accordance with Standing Order 14(7).

(2) Where Chair's Action is taken, the details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation or the respective Committee or sub-Committee.

Standing Order 25: Governor Expenses

25 (1) Governors may only claim expenses for travelling, childcare and subsistence at rates determined by the Corporation for college staff.

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

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

(4) The following segregation of duties for the authorising of expenses shall apply:
(a) expenses for the Chief Executive are to be authorised by the Governance Professional on behalf of the Chair of the Corporation;
(b) expenses for the Governance Professional are to be authorised by the Chief Executive;
(c) expenses for the Chair and all other Governors are to be authorised by the Governance Professional;
(d) where expenses are being claimed by all individuals in (a) or (b) for the same event, the expenses must be signed off by at least one other Governor who has not been involved in the event, if possible.

(5) The authorisation procedure shown at (4) above shall also apply to foreign travel which must be authorised in advance of such travel taking place.

(6) All foreign travel by the Governors, co-opted members of committees, the Chief Executive and the Governance Professional must be authorised by the Chair (or in their absence the Vice Chair) in advance of such travel. If the Chair is travelling then the Vice Chair will give authorisation. If the Vice Chair and the Chair are travelling then authorisation will be given by any other governor.

(7) Expenses from such travel will be authorised for payment by the Chair (for Governors, co-opted members of committees, the Chief Executive and Governance Professional), the Vice Chair and Governance Professional (for the Chair) and by Chief Executive (for senior post holders).

Standing Order 26: Corporate Gifts and Hospitality

26 Gifts and hospitality may only be received within the provisions of the Corporation's current Policy on Gifts and Hospitality. In reading the provisions of this policy, the attention of governors is also drawn to the Corporation's Code of Conduct for Members of the Corporation.

Standing Order 27: Independent Professional Advice

27 The Corporation's procedure on arrangements for Governors to access Independent Professional Advice will be followed in all cases.

Standing Order 28: Complaints against the Corporation

28 A complaint against the Corporation as a Governing body or an individual Governor of the Corporation shall be addressed to the Governance Professional 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 Professional shall be forwarded to the Chair of the Corporation.

Standing Order 29: Correspondence

29 Any correspondence to be entered into on behalf of the Corporation will be the responsibility of the Governance Professional.

Standing Order 30: Ethical issues

30 All governors will be bound by the current Code of Conduct as adopted by the Corporation.

PART SIX: AMENDMENTS TO STANDING ORDERS

Standing Order 31: Amendments to Standing Orders

31 (1) The Standing Orders are only to be amended at a meeting of the Corporation, called with the required seven calendar days' notice, and with a specific item on the published agenda to amend Standing Orders.

(2) The Standing Orders are normally to be reviewed at the last meeting of the Corporation biannually at the last meeting of the academic year unless reviewed sooner within the last 24 months.

Standing Orders revision history:

- Approved at the meeting of Hull College Corporation held 18 September 2008 following changes to the Instrument and Articles of Government January 2008
- Reviewed at the meeting of Hull College Corporation held 22 September 2009 and confirmed
- Updated and approved at the meeting of the Hull College Corporation 16 December 2010 following additional legislative duties
- Amendment approved at the meeting of the Hull College Corporation 7 April 2011 in relation to meeting venues and Governor term of office (to have consistent language with the Governor Term of Office Policy)
- Updated and approved at the meeting of the Hull College Corporation held 27 September 2011
- Updated and approved at the meeting of the Hull College Corporation held 24 September 2012
- Updated and approved February 2018
- Reviewed no updates September 2020
- Updated and approved at the meeting of the Hull College Corporation held 27th March 2023
- Reviewed with no updated July 2025
- Reviewed with Job Title change (Governance Professional). Approved at the Corporation 29th September 2026.

ANNEX 1

DELEGATION OF DUTIES

The key responsibilities in further education governance are set out in the *Instrument and Articles of Government,* the *Financial Memorandum, Audit Code of Practice* and other governance framework documents.

As per the Instrument and Articles of Government, the Corporation cannot delegate the following functions:

- the determination of the educational character and mission of the institution;
- the approval of the annual estimates of income and expenditure;
- the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding its assets;
- the appointment of the Chief Executive
- 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 of a member of staff); and
- the appointment of posts designated as Senior Post Holders by the Corporation
- the modification or revocation of Articles of Government.

Also the Corporation may not delegate:

- the power to determine an appeal in connection with the dismissal of the Principal, the Director of Governance or the holder of a senior post, other than to a committee of members of the Corporation, and the committee must make rules specifying the way in which this Committee shall be established and conducted.

The Chief Executive may delegate functions to the holder of any other senior post other than:

- the management of budget and resources; and
- any functions that have been delegated to the Chief Executive by the Corporation.

RESPONSIBILITIES

The **Corporation** is responsible for the following functions—

- the determination of the educational character and mission of the institution and the oversight of its activities;
- approving the quality strategy of the institution;
- the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- approving annual estimates of income and expenditure;
- the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the 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, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- setting a framework for the pay and conditions of service of all other staff.

The Chair is responsible for the following functions-

- the dismissal of designated senior post holders
- calling special meetings of the Corporation
- exercising a casting vote

Subject to the above, the Chief Executive is responsible for the following functions-

- making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- the determination of the institution's academic and other activities;
- preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- the organisation, direction and management of the institution and leadership of the staff;
- the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the 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 these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

The Director of Governance is responsible for the following functions-

- 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 governance practice

The Director of Governance 's statutory responsibilities are as follows:

- To summon meetings of the governing board by sending members written notice of the meeting and the proposed agenda at least seven calendar days before the meeting
- To maintain a register of the financial interests of members and to make this available during normal office hours at the College to any person wishing to inspect it
- To receive written notice that a member has been disqualified from continuing to hold the office of a member of the governing board
- To receive written notice that the chair or vice chair wishes to resign his or her position on the governing board.

PRINCIPAL POWERS

The Principal Powers are the powers conferred to a College by statute.

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:-

(a) provide further and higher education;
(b) provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
(c) supply goods or services in connection with their provision of education.

These powers are known as the Corporation's "principal powers".

SUPPLEMENTARY POWERS

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:-

(a) the power to acquire and dispose of land and other property;
(b) the power to enter into contracts, including in particular:
    i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
    ii) contracts with respect to the carrying on by the Corporation of any such activities;
(c) the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation provided that the Department for Education consents;
(d) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the Department for Education , which may give its consent for a particular borrowing or for borrowing of a particular class;
(e) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
(f) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
(g) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes. and
(h) provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as "supplementary powers".

ANNEX 2 - POLICY ON CHAIR'S ACTION

Hull College Group Policy	**Procedure Status: Approved**	
Title: Policy on Chair's Action	**Ref:** G1.17	Page 1 of 3
Key Policy to set the authority of Corporation Chair to take urgent decisions on behalf of the Corporation		Next review date: September 2029

1. **Policy introduction**

In the following "Chair" shall also mean "Chairman", "Chairperson" and "Chairwoman" whichever term is in use.

The Corporation has power to delegate appropriate functions and purposes to the Chair under Article of Government 4(b). This policy sets the authority of the Chair to be able to take Chair's action on a particular decision. In determining the need to take Chair's Action, the Chair and the Director of Governance will first consider whether the matter could be resolved by all Governors through a Written Resolution in accordance with Standing Order 14(7).

2. **Responsibility and implementation**

The Corporation has determined that the Chair shall have delegated powers to act on its behalf between scheduled Meetings of the Corporation as detailed in this policy.
Under Article 9 the following functions cannot be delegated:

(a) the determination of the educational character and mission of the institution;
(b) the approval of the annual estimates of income and expenditure;
(c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
(d) the appointment of the Chief Executive or holder of a senior post (except to a Committee of the Corporation);
(e) the appointment or dismissal of the Director of Governance , (including, where the Director of Governance is, or is to be, appointed as a member of staff); and
(f) the modification or revocation of these Articles.

In normal circumstances, Chair's action would only be authorised where:

a) Items of routine business that would not normally merit discussion at a meeting of the Corporation
b) Matters relating to the implementation of policies that have already been approved by the Corporation; and
c) Any issue which, in the view of the Chair and Director of Governance, is too urgent and important for consideration to be deferred until the next scheduled Meeting of the Corporation, especially where any lack of timely action could damage the interests of the College.

"Items of routine business" are defined as any items that fall below the College's acceptable risk appetite. This assessment will be based on:

(a) an assessment of the likelihood and impact of the risk materialising in the case of no action (or lack of timely action); and
(b) a comparison of this in line with the College's risk appetite (as measured by the College's agreed approach set out in the risk management policy and debated from

time to time).

3. Policy Details

Criteria to be adopted by the Chair and Director of Governance in considering the need for Chair's action:

- Requirements of regulators and statue do not explicitly require the decision to be taken by the Corporation or the Audit Committee i.e. approval of annual budget etc?
- Has the advice of the Chief Executive been taken?
- Has the advice of any relevant Corporation Committee been taken?
- This decision does not contravene the Instrument and Articles of Government or the Corporation's own Standing Orders?
- Is this decision one which a majority of governors would consider not worth bringing to Corporation for consideration?
- Is this decision a simple and straightforward follow-on from a decision already made by the Corporation?
- It does not require legal or other external advice before taking this decision?
- Would delay in making this decision seriously damage the interests of the College?

If the answer to all relevant questions above, or based on a balance of agreed risk, is "yes", the Chair is entitled to approve decisions on behalf of the Corporation.

In all cases, the Chair will exercise great care before taking action on behalf of the Corporation, and will consult with the Director of Governance on the most appropriate course of action.

Chair's action on matters of importance will be taken only where delaying a decision would disadvantage the College. The Chair may also wish to consult with the Vice Chair and in particular the Chair of the Audit Committee and the Chief Executive, especially where Chair's action would result in major financial or contractual commitments for the College.

It would be usual for the Chair to be advised by the Chief Executive and, as appropriate, members College's Senior Leadership Team before any decision is taken.

Chair's action will be recorded on an appropriate form to be retained by the Director of Governance. Where the Chair has exercised their delegated authority to act on behalf of the Corporation, a report on the action taken, along with any background documents, will be made to the next scheduled meeting of the Corporation where the Chair will explain the reason action was taken.

The Audit Committee will have responsibility to review the process for exercising the rights under chair's actions to satisfy itself that these have been exercised appropriately.

On occasions where the Chair is not available to take Chair's Action then the Vice Chair will be authorised to take Chair's Action on their behalf.

4. Related documentation (policies, procedures or guidance)

- Corporation Standing Orders
- Instrument and Articles of Government 2008
- Further and Higher Education Act 1992

5. **Policy Checklist**

Senior manager responsible	Catherine Sykes, Governance Professional
College Committee	Corporation
Date of next policy review	September 2029