

Salford City College Governance Documents

The Corporation of Salford City College

Standing Orders

2022-23

Salford City College Governance Documents 2022-23

Contents

Standing Orders

1. Introduction
2. Duties and Powers of Members
3. Attendance by members at meetings of the Corporation
4. Publication of minutes and papers
5. Access to meetings of the Corporation
6. Proceedings of meetings
7. Rules of debate at meetings
8. Agenda for meetings – any other urgent business
9. Action taken by Chair of the Corporation
10. Statements made on behalf of the Corporation
11. Individual contributions by Members of the Corporation
12. Allowances to members of the Corporation
13. Membership of the Corporation – availability of information to the public
14. Membership of the Corporation
15. Minutes of the Corporation, Committees and ad hoc meetings
16. Review of Standing Orders
17. Access to legal advice for Members and the Clerk to the Corporation
18. Assessment of Performance

Salford City College Governance Documents 2022-23

Appendices – see Separate document

- Appendix 1 Summary of the Responsibilities of Corporation Members
- Appendix 2 Summary of the Powers of the Corporation
- Appendix 3 Composition of the Corporation
- Appendix 4 Appointments to (and removal from) the Corporation (Staff, Student Members, Chair and Vice Chair)
- Appendix 5 Committees of the Corporation
- Appendix 6 Complaints Procedure
- Appendix 7 Administrative Standing Orders
- Appendix 8 Scheme for reimbursement of costs associated with Membership of the Corporation
- Appendix 9 Role Descriptions and Person Specifications

Salford City College Governance Documents 2022-23

Standing Orders

1. Introduction

- 1.1 Nothing in this document is meant to override the provisions of the Instruments and Articles and of Government of Salford City College, which at all times are to be regarded as the primary sources of guidance.
- 1.2 It is the responsibility of the Clerk to the Corporation to interpret the Instruments and Articles of Government and the Standing Orders for the conduct of meetings and related issues and to advise the Corporation (or if appropriate the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the regulations.
- 1.3 In addition to the documents referred to above, the Clerk will have regard to long-standing custom and practice as far as it relates to the work of the Corporation.
- 1.4 Standing Orders apply to every committee, working party or other subsidiary body of the Corporation to which members may be appointed.
- 1.5 Acceptance of appointment as a Member of the Corporation will be construed as acceptance of these Standing Orders.

2. Duties and Powers of Corporation Members

- 2.1 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith of in its interests. Each member should act honestly, diligently and subject to the provisions of these Standing Orders relating to collective responsibility.
- 2.2 Whatever decisions members make at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the college” can be taken to mean, first and foremost, the interests of the students and other users of the College’s services, and the safeguarding of public funds. Members should have regard to those interests, and must not allow any sectional interest to take precedence. In particular, members are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not be lawfully bound by mandates given by others.
- 2.3 Members must observe the provisions of the College’s Instrument and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1), of the College’s Articles of Government. Those responsibilities, including a list of “reserved” responsibilities, which are so important they must not be delegated, are set out in Appendix 1.
- 2.4 Members should also have regard to the different, but complementary, responsibilities given to the Group Principal as the College’s Chief Executive. Whereas it is the Corporation’s function to decide the educational character and mission of the institution, to have oversight of its activities and to monitor the performance of the Group Principal and any other senior post holders, it is the Group Principal’s role to organise, direct and manage the institution, to lead its staff and to manage the budgets and resources within the estimates approved by

Salford City College Governance Documents 2022-23

the Corporation. Members should work together so that the Corporation and the Group Principal perform their respective roles effectively.

- 2.5 Members are collectively responsible for observing the duties set out in the Conditions of Funding Agreement, which the College has entered into with the Funding Bodies, as a condition of receiving public funds. A summary of the requirements of the Conditions of Funding Agreement is set out in Schedule 5 of the College Code of Conduct. Although the ESFA are the main provider of funds to the College, members should note that they are also responsible for the proper use of income derived from other sources.
- 2.6 Members should, in all their work for the College, exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when members act as agents for the College, for example, when functions are delegated to a committee of the Corporation or the Chair. Members should be careful to act within the terms of the reference of any committees on which they serve.
- 2.7 Members are responsible for taking decisions which are within the powers given to the Corporation by Sections 18 and 19 of the Further and Higher Education Act 1992. A summary of those powers is set out in Appendix 2. If a member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Clerk for advice.
- 2.8 In all aspects of their role, members must observe the Code of Conduct for Corporation Members.

3. Attendance by Members at Meetings of the Corporation

- 3.1 Members have been appointed to serve on the Corporation in the expectation that they will be able to participate fully in its work and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.
- 3.2 Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum. It is hoped that such a situation will never arise for the Corporation.
- 3.3 The Clerk will maintain a register of attendance at meetings for future reference by members and other interested parties. This includes a summary of individual attendance being included in the annual financial statements.
- 3.4 The Instrument of Government provides, in Clause 9(2) for the Corporation to consider removing a member from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation (see Appendix 4). It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a member from her/his duties as a member of the Corporation.

Salford City College Governance Documents 2022-23

- 3.5 Where a Member has not attended a meeting for 6 months, for whatever reason, the Clerk will bring this to the attention of the Chair and to the next Corporation meeting.
- 3.6 The Corporation sets itself a target of a minimum attendance level of 80% of all Corporation, committee and ad hoc meetings. The Clerk will submit a report on attendance for the previous year at the first meeting of each academic year.
- 3.7 The Corporation and its committees will consider absences at the start of each meeting and record acceptances of apologies.
- 3.8 Corporation Members are expected to serve on the Corporation's committees so that the work is shared, although it is not normally expected that members will serve on more than three committees at any one time, except for the Remuneration committee.
- 3.9 Members are expected to attend in person in order to ensure they can fully contribute to a meeting and to facilitate compliance with normal voting procedures, which may involve a secret ballot. However, in exceptional circumstances and by prior arrangement with the Clerk, a member may participate in a meeting via a video or teleconference link.

4. Publication of Minutes and Papers

- 4.1 With the exception of excluded items (see paragraph 4.3 below) and, in accordance with the College's Freedom of Information Act Publication Scheme, the following will be available for inspection in the office of the Clerk to the Corporation of Salford City College:

- the agenda for meetings of the Corporation
- the approved minutes of meetings of the Corporation
- any reports, documents and other papers considered at a meeting of the Corporation

The address of the Clerk to the Corporation is:

Salford City College
Pendleton Sixth Form College
Dronfield Road
Pendleton
M6 7FR

- 4.2 A copy of the approved minutes of every meeting of the Corporation will be placed on the College website for a minimum period of 12 months.
- 4.3 The following items will be regarded as excluded items and thus will not be available for inspection:
- a matter concerning a named person employed at or proposed to be employed at the College
 - a matter concerning a named student at, or candidate for admission to the College
 - a matter relating to the Clerk

Salford City College Governance Documents 2022-23

- any matter, which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis
- 4.4 Each excluded item will contain a statement of when it is available for release (if known) and the Clerk will bring to the attention of the Corporation annually a list of excluded items for review.
- 4.5 Minutes will be published after approval by the Corporation. Draft minutes of all meetings will be circulated on behalf of the Corporation to those with actions to undertake, within seven days of approval by the relevant Chair.
- 4.6 Whenever practicable, documents will be available between 9.30am and 4.30pm Monday to Friday. If it is not convenient to provide immediate access to documents an interested party will be given an appointment, which will be within five working days.
- 4.7 If an interested party so wishes any public documents (i.e. any documents not listed in paragraph 4.3 above) may be photocopied subject to payment in advance as detailed in the College's Freedom of Information Act Publication Scheme. No charge will be made if surplus copies are available.

5. Access to Meetings of the Corporation, and Corporation Committees

- 5.1 Members of the Corporation and the Clerk will be the only people entitled to attend all meetings of the Corporation.
- 5.2 In certain circumstances a member of the Corporation may be asked to withdraw – see Instrument of Government Clauses 13 (5) (6), (7) (8) (9) and (10).
- 5.3 While the Instrument of Government does not require a member to withdraw in the circumstances detailed in Clause 10 (members who have a financial interest in the College) there has been an expectation on the part of the Corporation that it will be appropriate in such circumstances, although these rarely arise, for the member concerned to withdraw from the meeting.
- 5.4 Responsibility for determining who may attend the meetings of the Corporation and Corporation Committees other than members and the Clerk rests with the Corporation (Instrument of Government Clause 15).
- 5.5 The Group Principal will consider which members of College staff are required to attend meetings of the Corporation, depending on the matters to be considered, and will advise the Clerk accordingly so that the Corporation has access to information and advice that it requires.
- 5.6 The Corporation places responsibility with the Group Principal and Clerk to ensure that members of staff (who are not also Corporation members) withdraw from meetings as and when the need arises. Such an arrangement avoids potential embarrassment for all parties. If, however, one or more members of the Corporation believe that members of staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting.
- 5.7 The majority of business conducted by the Corporation is not confidential and its reports etc are open to inspection (see paragraphs 4.1 and 4.3). It is thought appropriate, as a matter of course (and unless confidential matters are being

Salford City College Governance Documents 2022-23

considered), for members of the public (including College staff members) and the press to be able to attend Corporation Meetings and Committees.

- 5.8 A person wishing to attend a meeting of the Corporation or a Committee as an observer, as opposed to a member of the public, should first approach the Clerk who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until the Corporation reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room.
- 5.9 While considering such requests the Corporation will have regard to the availability of space in the meeting room and the reason for the request to attend.
- 5.10 Where a member of the public or press is given observer status at a meeting of the Corporation or Committee the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. If practicable an indication should be given at this stage of any known confidential items.
- 5.11 Unless specifically invited to do so by the Chair, members of the public and the press do not have speaking rights at any time during a meeting of the Corporation or Committees.
- 5.12 If there is any form of disruption by members of the public and/or press the Chair will have the authority to suspend the meeting. When it is possible to reconvene the meeting the Corporation will consider the withdrawal of the invitation to the members of the public and/or press to be in attendance at the meeting. The decision of the Corporation in such matters is final.

6. Proceedings of Meetings

- 6.1 Every question to be decided at a meeting of the Corporation shall normally be determined by a majority of the votes of the members present and voting on the question. It is often the case, however, that the members present indicate a unanimous view on the matter under consideration in which case it is not necessary to conduct a vote. The ability to use a postal/electronic vote is enabled for the purposes of:
 - (a) undertaking a written resolution, normally where a meeting cannot be convened and / or where the item is minor in nature
 - (b) enabling a member to vote for the nominated Chair or Vice Chair of Corporation where they cannot attend the meeting in person

In both cases, electronic or hard copy means are allowed and the Clerk must ensure all members entitled to vote are provided with 7 days' notice of the resolutions by either electronic or hard copy means.

- 6.2 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 6.3 A member may not vote by proxy.
- 6.4 The normal way of voting will be by a show of hands.

A vote may be conducted by secret ballot if a majority of members present, and entitled to vote on a particular issue so wish.

Salford City College Governance Documents 2022-23

It is envisaged that such an arrangement will only be needed in exceptional circumstances. However, a secret ballot shall be held where there is a vote on appointment to the Corporation, of the Chair and the Vice Chair. The Clerk will arrange for candidates to nominate themselves and to provide a short written statement which will be circulated to all members for consideration in advance of the meeting. All members should attend the meeting to vote but in exceptional circumstances they may submit a postal vote to the Clerk in confidence either by hard copy or by electronic means (see 6.1 (b) above)

- 6.5 No resolution (decision) by the Corporation 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.
- 6.6 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically Clause 13 (5)).
- 6.7 Like other persons who owe a fiduciary duty, members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement. Members must familiarise themselves with the Corporation's Conflicts of Interest Policy, at Appendix 2 of the Code of Conduct.
- 6.8 Members are also reminded that under Clause 10 (2) of the College's Instrument of Government they must disclose to the Corporation any financial interest which they have or may have in:-
- the supply of work or goods to or for the purposes of the College;
 - any contract or proposed contract concerning the College;
 - any other matter relating to the College.

However, an interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as likely to interfere with the exercise of a member's independent judgement, then the interest, financial or otherwise should (a) be reported to the Clerk; and (b) be full disclosed to the Corporation before the matter giving rise to the interest is considered.

- 6.9 Members should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk. The requirements of the Anti-Bribery policy adopted by the College apply equally to Governors.

7. Rules of Debate at Meetings

- 7.1 The reports received by the Corporation will normally include a clear recommendation. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member. The following paragraphs deal with motions, amendments and points of order.
- 7.2 If seconded by another member, a motion may be proposed by a member and this will be the subject of discussion.

Salford City College Governance Documents 2022-23

- 7.3 Where practicable, motions will be put in writing to the Clerk by the member proposing the motion.
- 7.4 While a motion is being discussed a member may propose an amendment. Another member must second the amendment before it can be discussed or voted on.
- 7.5 Once seconded discussion may then take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (i.e. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
- 7.6 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 7.7 A member opposed to the terms of a motion will need to speak and vote against it. It is not possible to put forward an amendment.
- 7.8 A member only partly opposed to a motion does have the facility to propose an amendment.
- 7.9 Amendments may propose changes to motions by doing one of four things:
- omitting words
 - substituting words
 - inserting words
 - combining the above
- 7.10 At any time during a discussion a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. The Chair will deal with a point of order immediately. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.
- 7.11 It is the responsibility of the Chair, working in collaboration with the Clerk, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not lost sight of. If members believe that it would be helpful for the efficient conduct of business one or other of the following motions may be put forward:
- that the question now be put, or
 - that the Corporation proceed with the next business
- 7.12 Both motions outlined in paragraph 7.11 require a seconder. If such a motion is carried it will be acted on without further discussion. The Chair does have the right, however, to give her/his views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
- 7.13 All discussions at meetings of the Corporation will be conducted through the Chair.

Salford City College Governance Documents 2022-23

- 7.14 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.
- 7.15 The Corporation operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether he/she was present at the meeting of the Corporation when the decision was taken.
- 7.16 If a member disagrees with a decision taken by the Corporation, her/his first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, he/she should then consult the Chair and, if necessary, raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Member should refer to Clause 11 (4) of the College's Instrument of Government as to the power to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the member's views in advance to the other members. If, following further consideration of the matter, the decision of the Corporation stands and the member concludes they are not able to take collective responsibility for that decision, then that individual may decide to offer her/his resignation from the Corporation.

8. Agenda for Meetings

- 8.1 Agenda will be drafted by the Clerk in consultation with the Group Principal and Chairs of Corporation and committees.
- 8.2 Agenda and accompanying papers and reports will be sent by mail to arrive seven calendar days before the meeting.
- 8.3 Agenda will contain an item asking all present whether member or officer to declare any interest they may have on any agenda item.
- 8.4 Agenda for meetings of the Corporation will include "any other items of business". It should only be used for issues which arise since the publication of the agenda. The item will normally appear as the penultimate item in the agenda, although the Chair will ask during an early stage in proceedings if any member or the Clerk proposes to put forward an item of other business. The Chair will need to be assured that the issue is one which meets the following criteria:

- it is the proper business of the Corporation to consider having regard to the Articles of Government and the terms of reference of the Committees of the Corporation
- it needs urgent attention by the Corporation.

If appropriate, the Chair will seek the support of the Corporation as a whole that a proposed item of other business is not heard. In such cases, it is hoped that it is possible to determine a way forward which is acceptable to all parties.

Prior to the start of the meeting, members of the Corporation are asked to attempt to give an indication to the Clerk of their intention to raise an item of other business, the subject matter and the reason for the urgency.

Salford City College Governance Documents 2022-23

8.5 Excepted items will normally be placed towards the end of the agenda.

9. Action Taken by the Chair of the Corporation

9.1 The Articles of Government specify the roles and responsibility of the Corporation and the Group Principal (Chief Executive).

9.2 Provision is made in the Articles of Government for the delegation of functions to the Committees, the Chair of the Corporation or the Group Principal with the exception of the following responsibilities, which cannot be delegated:

- the determination of the educational character and mission of the institution
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- the modifying or revoking of the Articles of Government;
- the appointment the Group Principal or holder of a senior post;
- the appointment of the Clerk.

9.3 The following may be delegated to a committee of members of the Corporation:

- the consideration of the case for dismissal
- the power to determine an appeal in connection with the dismissal of the Group Principal, the Clerk or, the holder of a senior post, and the Corporation shall make rules specifying the way in which such a committee shall be established and conducted.

9.4 There are occasions when issues arise which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may take action on behalf of the Corporation on the condition that such a course of action is not contrary to the Articles of Government or other regulations.

9.5 Requests for action by the Chair will only be made through the office of the Clerk to the Corporation. Requests should normally be made in writing although, if an issue requires immediate attention, it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.

9.6 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk.

9.7 The Clerk to the Corporation, in consultation with the Chair of the Corporation and the Group Principal, will judge if it is thought appropriate to seek the views of the Chair of the standing committee associated with the issue.

9.8 The Corporation has decided not to delegate specific functions to the Chair of the Corporation as this may prove to be too restrictive for the arrangements to work effectively as and when appropriate.

10. Statements Made on Behalf of the Corporation

10.1 Unless otherwise agreed by the Corporation in individual circumstances, statements on behalf of the Corporation will only be made by the following:

- the Chair
- the Group Principal

Salford City College Governance Documents 2022-23

- the Clerk.

- 10.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 10.3 Custom and practice is for the Clerk to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation. However, there may be circumstances where it is necessary for an individual member to correspond in their name with staff or other parties, for example, where the member has chaired an appeal hearing under a formal procedure and is communicating the panel's decision.

11. Individual Contributions by Members of the Corporation

- 11.1 The Instrument of Government includes the following statement (as Clause 11 (6)).

Every Member of the Corporation shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given to them by any other body or person.

- 11.2 All parties will recognise that members must take a personal view on each matter received by the Corporation and to contribute to debates accordingly.
- 11.3 Once the Corporation has considered a matter, each and every individual member of the Corporation is expected to be bound by the collective decision of the Corporation whatever the personal view of individual members of the Corporation.
- 11.4 Particular regard should be taken of the confidentiality of certain proceedings.
- 11.5 The importance of working for the good of Salford City College cannot be overstated which may mean on occasions that personal views have to be put to one side once a decision is reached by the Corporation.

12. Allowances to Members of the Corporation

- 12.1 The scheme for the payment of allowances to members of the Corporation for costs that are incurred as a result of their membership to the Corporation is detailed in Appendix 8.

13. Membership of the Corporation - Availability of Information to the Public

- 13.1 In accordance with the provisions of the College Charter prepared in response to the Charter of Further Education published by the Department for Education in 1993 a list of names of members of the Corporation will be available for inspection in the office of the Clerk to the Corporation.
- 13.2 In addition to the names of the members of the Corporation the list will include the following information: Name, category, period of office and committee membership as well as register of interest.

Salford City College Governance Documents 2022-23

- 13.3 Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation.
- 13.4 Normally no charge will be made for postage for forwarding a document to members although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect cost as a condition of forwarding documentation.
- 13.5 Addresses and telephone numbers of members of the Corporation will not be made available to third parties.

14. Membership of the Corporation

- 14.1 The membership of the Corporation of Salford City College will be determined from time to time by the Corporation having regard to the provisions of the Instrument of Government, the recommendations of the Governance & Search Committee, custom and practice and its appointment procedure.
- 14.2 It is the wish of the Corporation that there is an appropriate balance of skills and experience amongst members and that membership will reflect the composition of the local community.
- 14.3 The Corporation will have the opportunity to co-opt additional persons to serve the Corporation and its committees, subject to certain exclusions on the Audit Committee, so as to enhance the mix of skills and interest.
- 14.4 It is recognised by the Corporation that a regular skills audit should be carried out so as to monitor the current make-up of the membership and assist in preparing plans for recruitment of new members well in advance. This task will be the responsibility of the Clerk to the Corporation working in conjunction with the Search Committee.
- 14.5 A Student Member shall be deemed to have resigned when he/she ceases to be a student at the College.
- 14.6 The Chair and the Vice Chair are normally appointed for 2 years. Where practicable this will run for the academic year (September to August).
- 14.7 The Composition of the Corporation is shown in Appendix 3.
- 14.8 The procedure for appointment of Members to the Corporation is in Appendix 4.
- 14.9 The procedure for appointing the Chair and Vice Chair is attached at Appendix 4.
- 14.10 Appendix 5 shows the Committee Structure and Terms of Reference for each Committee, and arrangements for appointing the Chair of each Committee.

15. Minutes of Corporation, Committee and Ad Hoc Meetings

- 15.1 The minutes of the meeting constitute a formal record of proceedings. The emphasis should be on recording the outcomes of discussion and not generally the way in which decision were reached. The important matter of record is the

Salford City College Governance Documents 2022-23

corporate view that was reached and not the individual views that were expressed.

- 15.2 There will be occasions when it is appropriate to record dissent, to summarise discussion and to give reasons for decisions on issues of major significance or controversy.
- 15.3 The minutes should be comprehensible to someone not at the meeting.
- 15.4 Formal decisions taken should be differentiated from matters discussed where no decision was required or matters simply noted.
- 15.5 Minutes should be referenced by year and sequence for Corporation and each committee.
- 15.6 The Minutes should include a list of all present whether Member or officer and each person attending will be asked to sign a register.
- 15.7 Draft minutes of all meetings will be circulated within the Corporation, to those with actions arising from it, after approval by the relevant Chair and within 7 days of the meeting.
- 15.8 Draft minutes will be an agenda item for approval at the Corporation meeting.
- 15.9 Each Chair will sign the minutes.
- 15.10 Late arrival and early departure of members of the Corporation and officers will be indicated in the minutes showing the portion of the meeting they attended.
- 15.11 Each excluded item will be recorded separately and will contain a statement of when it is available for release (if possible) and the Clerk will bring to the attention of the Corporation annually a list of excluded items for review.

16. Review of Standing Orders for the Conduct of Meetings and Related Issues

- 16.1 The Clerk will be required to keep under continuous review the provision of this document with the intention of suggesting to the Corporation improvements or amendments to meet changed circumstances. The Clerk will ensure that the Corporation reviews its Standing Orders annually.
- 16.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.
- 16.3 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.

17. Access to Legal Advice for Corporation Members and the Clerk to the Corporation

The procedure below sets out how legal and professional advice can be accessed by the

Salford City College Governance Documents 2022-23

Corporation, its members and the Clerk when necessary to discharge their various functions and responsibilities.

17.1 *The Chair*

The Chair of the Corporation is authorized by the Corporation to obtain outside legal or other independent professional advice where necessary to undertake the role of Chair. Such actions are to be recorded.

17.2 *The Audit Committee*

The members of the Audit Committee are authorized to by the Corporation to obtain outside legal or other independent professional advice where the Committee considers it necessary to undertake their role. Such actions are to be recorded.

17.3 *Corporation Members (individually or collectively)*

Corporation Members shall have, within the financial limits appearing in paragraph 17.4.3, the right to take advice from:

- the Corporation's advisers, or
- if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- include advice on their legal, accounting and regulatory duties, but
- exclude advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.
 - Be recorded

17.4 *Procedure*

17.4.1 A Member who intends to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and such notice must contain:

- a summary of issues on which advice is sought; and
- if independent advice is sought (i.e. not from the Corporation's advisers), the name(s) of the advisers whom the Member proposes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

17.4.2 The Clerk shall forthwith deliver a copy of the notice to the Chair of the Corporation and the Group Principal. Wherever practicable, a Member shall first enquire of the Clerk whether the Corporation has already obtained professional advice, before giving notice under this paragraph.

17.4.3 The Chair shall be authorised by the Corporation to pay or contribute up to £3,000 towards the costs of independent professional advice under this procedure. The Corporation to be notified of total expenditure in a financial year and individual cases where advice costs exceed the per case limit, for approval

17.4.4 The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within 10 working days. The decision shall be made after consultation with the Vice Chair or Group Principal.

17.4.5 The Clerk will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision.

Salford City College Governance Documents 2022-23

17.4.6 Any advice, which is obtained under this procedure, shall, on request, be made available to all Corporation Members as soon as practicable. Staff and student Members shall not be entitled to see the advice if it concerns an issue, consideration of which they are excluded from under the Instrument and Articles.

17.4.7 References in this procedure to the Chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice Chair.

17.5 The Clerk

17.5.1 The Clerk shall have the right to seek legal advice for the purpose of advising the Corporation on the proper exercise of its powers under this procedure.

17.5.2 Where the Clerk considers the Corporation is acting inappropriately or beyond its powers he/she may seek independent legal advice directly within the financial limits set out in paragraph 17.4.3.

18. Assessment of Performance

18.1 The Corporation will set and annually review targets for its own performance.

18.2 The Clerk will report at least annually on performance against targets.