HOPWOOD HALL COLLEGE CORPORATION

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

Approved by the Hopwood Hall College Corporation 11th May 2021

STANDING ORDERS

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1. INTRODUCTION

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

Some of the procedural rules are laid down by the Instrument & Articles of Government. Nevertheless, it is felt useful for these to be reiterated within the Corporation's Standing Orders so that they are available for ease of reference with other procedural matters. These may be described or adapted in terms that reflect local practice, but must not conflict with the Instrument & Articles of Government.

It is part of the role of the Clerk to the Corporation to advise the Corporation Chair and Chairs of Committees on the interpretation and application of the rules as and when necessary during the course of meetings.

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and/or Committee and will be the basis on which the Chair of the Corporation and each Chair of its Committees will conduct meetings.

2. MEMBERSHIP, APPOINTMENT AND ATTENDANCE

2.1. COMPOSITION OF THE CORPORATION

The composition of the Corporation has been determined as up to 20 Members comprising:

Independent Members	up to15
Student Members	2
Staff Member (Academic)	1
Staff Member (Business Support)	1
Principal & Chief Executive	1

The determination of the membership of the Corporation, including the individuals to be appointed as Members rests with the Corporation. The Search Committee advises the Corporation on the appointment of Independent Members and any co-opted Corporation and/or Committee Members.

Approximately one year before individual terms of office expire, the Clerk to the Corporation will liaise with the Chair of the Search Committee to ensure appropriate arrangements are in place for maintaining continuity in the appropriate categories whilst, where necessary, seeking new Members for the next period of office. The Clerk to the Corporation will maintain a register of Members' terms of office. This will be made known to the Corporation Board so that any views of the membership as a whole may be taken into account during this planning stage.

Existing Members will make known to the Clerk to the Corporation at an early stage if they are willing to be considered for re-appointment to the Corporation.

2.2. DETERMINATION OF MEMBERSHIP

2.2.1. A Member may resign his office at any time by giving notice in writing to the Clerk to the Corporation.

2.2.2. The Instrument and Articles of Government, provide for the Corporation to consider removing a Member from office if that Member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.

2.2.3. The criteria for deciding whether to remove a Member from office will be based on the following:

- previous attendance record at Corporation Board meetings prior to the six months of continuous absence;

- validity of reasons given for absence, for example, ill health, bereavement, pressure of work;
- consideration of whether or not the reason, however valid, is likely to prevent a speedy return to full involvement in the business of the Corporation.

2.2.4. In the event of a Member of staff (including the Principal & Chief Executive) or a student ceasing to be staff or students of the College, the office becomes vacant.

2.2.5. A Member may be removed from office if he/she is unable or unfit to discharge the functions of a Member of the Corporation

2.3. APPOINTMENT OF MEMBERS OF THE CORPORATION

2.3.1. In accordance with Instrument of Government Clause 5(1), the Corporation is the appointing authority in relation to any Member of the Corporation. However, if the number of Members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those Members needed for a quorum.

2.3.2. The appointing body may decline to appoint a person as a Staff or Student Member if they are ineligible to be Members by virtue of Clause 8 of the Instrument of Government.

2.3.3. Upon the occurrence of a vacancy in the categories for Independent Members and Co-opted Members (Co-Opted Members being those members of a committee that are not members of the Corporation), the Search Committee shall explore recruitment opportunities, which might include an advertisement in the local press, seeking expressions of interest.

2.3.4. Upon the occurrence of a vacancy in the categories for Staff Members and Student Members notice shall be issued through the College bulletin and via the College intranet.

2.3.5. All persons seeking appointment to the Corporation shall firstly meet with the Search Committee.

2.3.6. The Search Committee shall meet with applicants/nominees for positions on the Corporation to ascertain their suitability in terms of their eligibility, skills, expertise and commitment before making recommendations to the Corporation.

2.3.7 1 staff Member will be a Member of the academic staff and 1 staff Member will be a member of the non-academic staff. Both Members will be nominated and elected by the staff body as a whole.

2.3.8 2 student Members are elected and nominated by students at the College by such process as determined by the Corporation.

2.4. TERMS OF OFFICE AND ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION

2.4.1. Members are appointed to serve on the Corporation Board under the Corporation's terms of engagement and in the expectation that they will make time in their schedules to attend and fully participate in the work of the Corporation Board, Committees of the Board and the life of the College.

2.4.2. There is an attendance target of 80% for meetings of the Corporation Board and Members should make every effort to meet or exceed this target.

2.4.3. If a Member is prevented from attending a Corporation Board/Committee meeting or a development event, that Member should notify the Clerk of the reason for his/her non-attendance and give as much notice as possible. The purpose of this is to enable the Clerk to:

- give apologies at the meeting and record these in the Minutes;
- ascertain whether or not the meeting will be quorate.

2.4.4. Minutes will record the point on the agenda when a Member joins, withdraws from and/or re-joins a meeting.

2.4.5. A Member of the Corporation shall hold and vacate office in accordance with the terms of his/her appointment but the length of an individual term of office shall not exceed four years.

2.4.6. Members retiring at the end of a 4-year term of office shall normally only be eligible for re-appointment for one further 4-year term of office, provided they fulfil the criteria for appointment as determined by the Corporation. The Search Committee will advise on whether to recommend the re-appointment of Members whose terms of office have expired or have reached the maximum of two consecutive 4-year terms.

2.5. APPOINTMENT OF CHAIR AND VICE CHAIR

(Instrument of Government Clause 6)

2.5.1. The Members shall appoint a Chair and up to two Vice-Chairs from among their number. Neither the Principal & Chief Executive nor any Staff or Student Member shall be eligible for appointment as Chair or Vice Chair.

2.5.2. The period of office for the Chair and Vice-Chair(s) shall normally be up to 4 years. At the end of that period, the Members fulfilling those offices will be eligible for re-election if they are still serving as Members of the Corporation.

2.5.3. The Clerk will take the Chair for the agenda item on the election of a Chair and will invite nominations for the forthcoming term. The Clerk will relinquish the Chair as soon as someone eligible has been elected. This will enable the Clerk to oversee the election of the Vice Chair(s) and the remaining business.

2.5.4. The Principal & Chief Executive is ineligible for appointment but may take part in the appointment process.

2.5.5. If both the Chair and Vice Chair(s) of the Corporation are absent from any meeting of the Corporation Board, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member so chosen shall not be the Principal & Chief Executive, or a Staff or Student Member.

2.5.6. The Chair or Vice Chair(s) may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

2.5.7. At the first meeting following the expiry of the term of office of either position, or following the resignation of either post holder, the Members shall appoint a new Chair or Vice Chair(s) from among the number.

2.6. APPOINTMENT OF THE CLERK TO THE CORPORATION

(Instrument of Government, Clause 7)

2.6.1. The Corporation Board shall appoint a Clerk to the Corporation

2.6.2. The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation Board (including meetings of any Committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the Members of the Corporation Board shall appoint from their number a person to act as Clerk to the Corporation for the duration of such meeting or part of a meeting.

2.7. ATTENDANCE CRITERIA

2.7.1. Members are expected to attend meetings of the Corporation Board and any Committees of which they are Members when not reasonably prevented from doing so.

2.7.2. The Corporation Board has adopted a target of a minimum of 80% attendance at meetings of the Corporation Board.

2.7.3. Where a Member has missed all meetings over a period of six consecutive months, the reasons for the absences would be noted and followed up if appropriate. This could result in the Corporation giving written notice to a Member that the Member has been removed from office.

2.7.4. Registers of attendance at Corporation Board and Committee meetings are maintained by the Clerk to the Corporation.

2.8. COMMITTEE TERMS OF REFERENCE

2.8.1. The current Terms of Reference of the Corporation's Committees as listed below:
Audit Committee
Employment & Finance Committee
Appraisal & Remuneration Committee
Search Committee
Standards Committee

3. CONDUCT OF MEETINGS*

***("Meetings" includes any meeting at which the members attending are present in more than one room, provided that by the use of video or telephone conferencing facilities and/or electronic communications, it is possible for every person present at the meeting to communicate with each other.)**

3.1. QUORUM

3.1.1. Attendance requirements are applied to establish whether or not a meeting of the Corporation Board is quorate, having regard to the Instrument of Government Clause 13. The minimum number of Members necessary to be present for meetings of the Corporation Board to be quorate is 40% of the current number of members.

3.1.2. The Corporation determines the quoracy requirements for its Committees and these are currently as follows:

	QUORUM
Appraisal & Remuneration Committee (up to 4 Members)	3
Audit Committee (up to 7 Members including Co-opted Members)	3
Employment & Finance Committee (up to 6 Members including Co-opted Members)	3
Search Committee	3

(up to 6 Members including Co-opted Members) Standards Committee (up to 11 Members including Co-opted Members)	3 (at least 1 shall be an Independent Member of the Corporation Board)

3.1.3. The rules on quoracy apply at any point during a meeting when numbers may change due to Members arriving late, leaving early or declaring an interest. If the meeting becomes inquorate it shall be terminated forthwith.

3.1.4. In the event of there being an insufficient number of Members present to constitute a quorum the Chair shall, if he/she thinks fit, cause a Special Meeting to be summoned as soon as conveniently may be.

3.2. THE CONDUCT OF DEBATE

3.2.1. All Members shall be entitled to contribute to any discussion or debate unless criteria from previous sections preclude this.

3.2.2. The Chair has the right to bring any discussions to a close when he feels that sufficient opportunities for debate have been given to all Members.

3.3. VOTING PROCEDURES

3.3.1. The Instrument of Government (Clause 14) establishes that every question to be decided at a meeting shall be determined by a majority of the votes of Members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie.

3.3.2. A Member may not vote by proxy or by way of a postal vote. The normal way of voting will be by a show of hands. If a formal vote by show of hands is taken, the Minutes will record whether the vote was passed unanimously or by majority.

3.3.3. A student Member 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.

3.3.4. In practice many decisions taken at a meeting will not need a formal vote, the Chair simply asking Members for their agreement to the proposal in question at the conclusion of the discussion. Only if there is obvious dissent or if the matter is of particular significance will a vote be called.

3.3.5. Individual Members may request a vote on a particular issue and this must be agreed. Whether or not a recorded vote has taken place, a dissenting Member has the right to have their disagreement recorded in the minutes.

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

3.3.7.

(1) A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote on it had it been proposed at a meeting shall be effective provided that:

(a) A copy of the proposed resolution has been sent to every eligible Member;

(b) A simple majority of eligible Members have signified their agreement to the resolution;

(c) It is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of documents within the period of 7 calendar days beginning with the circulation date.

(d) The subject of the resolution requires only a "Yes" or "No" response.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreements.

(3) A written resolution will lapse if it is not passed before the end of the period of 7 days beginning with the circulation date.

(4) For the purposes of clause 3.3.7(1)(c) "circulation date" is the day on which copies of the written resolution are sent or if submitted on different days, to the first of those days.

3.4. PROCEDURES FOR RECONSIDERATION OF RESOLUTIONS

3.4.1. No resolution of the Members may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears as a specific item on the agenda for that meeting.

3.4.2. A resolution cannot therefore be overturned or varied simply as part of the discussion of matters arising from the previous minutes.

3.4.3. The subject must appear as a substantive item on the agenda linked to the fact that there is a proposal to vary or rescind a previous decision. A Member wishing to include such an item must do so by giving written notification to the Clerk to the Corporation at least 15 days in advance of the meeting.

3.5. PROCEDURES FOR DECLARATION OF INTEREST

3.5.1. The Instrument of Government (Clause 11) states that no Member may take or hold any interest in any property held or used for the purposes of the College, or receive any remuneration for their services as a Member of the Corporation (save as a Member of the College staff).

3.5.2. The Instrument of Government (Clause 11) specifies certain circumstances in which Members present at a meeting of the Corporation must declare their interest, not take part in any discussion, not form part of the quorum and not vote. These are where the 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;
- any other matter relating to the College; or,
- has any other interest of a description specified by the Corporation Board in any matter relating to the College.

3.5.3. The definition of personal interest may be extended to encompass the relevant and known interests of those with whom the Member is closely connected. This might include the Member's spouse or partner and their own or spouse's/partner's close family.

3.5.4. There might also be an extension to include non-financial personal interests of Members, such as Membership of public bodies and institutions, trusteeship of a trust where the Member or other connected person may be a beneficiary or the Membership of a closed organisation.

3.5.5 A register of interest has been adopted in which Members must register any interest which they feel might not be reflected in the individual Member profile information. This register is maintained by the Clerk to the Corporation and is available for inspection by Corporation Members and members of the public on request.

3.6. WITHDRAWAL FROM MEETINGS

3.6.1. The Instrument of Government (Clause 14) indicates circumstances under which Staff and Student Members may be required to withdraw from any part of a meeting.

3.6.2. Staff Members and, where applicable, the Principal & Chief Executive must withdraw from any part of a meeting which is discussing either their own remuneration or, at the discretion of the other Corporation Members present, the remuneration and related matters of any member of staff senior to themselves.

3.6.3. Except as provided by rules made under Article 18 (3), a Student Member must withdraw from a meeting:

- where his/her conduct, suspension or expulsion is being considered;
- if required to do so by a majority of the Corporation Members, other than Student Members, where there is consideration of the appointment, remuneration or related matters of any member or prospective member of staff. In any event a Student Member may not participate in the discussion or vote.

3.6.4. The Clerk to the Corporation –

- shall withdraw from that part of any meeting of the Corporation Board or any committee of the Corporation at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement in his capacity as clerk are to be considered; and,
- if he / she is a member of the staff of the institution, shall withdraw in any case where he would be required to withdraw under paragraph (4) of Clause 14 of the Instrument of Government unless the Corporation resolves that it does not require the Clerk to so withdraw.

3.7. AGENDAS

3.7.1. The Clerk to the Corporation is responsible for drawing up agendas to meetings of the Corporation and its Committees for clearance with the appropriate Chair.

3.7.2. Members must receive written notice of the meeting and a copy of the agenda at least 7 clear days in advance of the meeting.

3.7.3. Individual Members may request an item to be placed on the agenda provided that:

- The Clerk is given not less than 15 days' notice prior to the date of the meeting in order that the Chair is notified of the proposed item before the agenda is finalised.

- The item falls within the remit of the Corporation Board or its Committees as set out in the Instrument and Articles of Government or Terms of Reference.

- The paper/report (if any) is submitted to the Clerk 10 working days before the scheduled date of the meeting.

3.8. URGENT BUSINESS

3.8.1. Members have the opportunity to raise matters of any other business as an item on agendas.

3.8.2. Advance notice might be required for full discussions of some matters and the Chair has the right therefore to postpone discussion on an item so raised until a further meeting.

4. SPECIAL ARRANGEMENTS

4.1. PROCEDURES FOR CHAIR'S ACTION

- The Chair is authorised by the Corporation Board to act on its behalf between meetings. Generally, any actions would be after consultation with the Vice Chair or the Chair of the appropriate Committee of the Corporation.

- Any such action is then reported to the next meeting of the Corporation Board and recorded in the minutes.

4.2. SPECIAL MEETINGS

4.2.1. A Special Meeting may be called by the Chair or, in his absence the Vice Chair, or at the request in writing of any 5 Members.

4.2.2. Notice of a Special Meeting shall normally be at least seven days in advance of the meeting unless the Chair specifies that less than seven days' notice is acceptable.

5. OPENNESS AND ACCOUNTABILITY

5.1. PUBLIC ACCESS TO AGENDAS AND MINUTES

(Instrument of Government Clauses 16 and 17)

5.1.1. Agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection after they have been approved by the Corporation Chair.

5.1.2. Exceptions to the above are in the case of confidential minutes and papers, for example relating to named students or members of staff where the Members of the Corporation have decided that these should be treated as confidential, or other sensitive items deemed by them as confidential. Such excluded items will not be made available for public access but will be kept in a confidential file by the Clerk to the Corporation.

The Corporation will review the confidential minutes annually to determine if, and at what point, any such matter should be considered non-confidential.

5.1.3. Agendas are available for inspection as soon as they have been received by Members and before the meeting. Minutes are available after approval by the Corporation and having been signed by the Chair. Papers of a non-confidential nature are available after the meeting.

5.1.4. Details of access to agendas and minutes during normal office hours are available from the Clerk to the Corporation.

5.1.5. Copies of the minutes after approval and signing are made available on the College website.

5.2. PUBLIC ACCESS TO MEETINGS

5.2.1. The Corporation Board may invite senior staff or others to be `in-attendance' at a meeting to act in an advisory capacity. Those recorded as `in-attendance' are not entitled to vote. The Chair of a meeting at which non Members are in attendance may at any time ask those individuals to leave the meeting with immediate effect.

5.3. MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC

5.3.1. A list of the names of Members of the Corporation is published on the College website and displayed on each College campus. Details are also included in the Members' Report and Financial Statements.

5.3.2. Persons wishing to contact Members of the Corporation Board may do so by writing to:
The Clerk to the Corporation
Hopwood Hall College
Middleton Campus
Rochdale Road
Middleton
Manchester
M24 6 XH

6. MISCELLANEOUS

6.1. EXPENSES

6.1.1. In accordance with clause 18 of the Instrument of Government, the Corporation may pay to its Members such travelling, subsistence or other allowances as it decides, but shall not pay allowances which remunerate the Members for their services as Members without Charity Commission consent. For example, for attendance on Governor training programmes or when acting as a College representative, Members receive payment of conference/course fees, associated travelling expenses and accommodation costs where necessarily incurred and evidenced.

6.2. STATEMENTS MADE ON BEHALF OF THE CORPORATION

6.2.1. Statements made on behalf of the Corporation will normally only be made by:

- The Chair, or Vice Chair in his/her absence
- The Principal & Chief Executive

6.2.2. It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.

6.2.3. Members of the Corporation Board are appointed to contribute to the work of the Corporation. They are not appointed to represent any organisation, interest group or persons.

6.3. USE OF THE CORPORATION SEAL

(Instrument of Government, Clause 21)

6.3.1. Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a deed should be under seal, such as a transfer of property by the Corporation .

6.3.2. In accordance with Clause 21 of the Instrument of Government, the use of the seal by the Corporation shall be authenticated by the signature of the Chair, or some other Members authorised either generally or specifically by the Corporation together with the signature of any other Corporation Member.

6.3.3. The affixing of the seal to any document shall be reported to the Corporation and, wherever possible, be authorised in advance by a minuted resolution of the Corporation Board.

6.4. PROCEDURES FOR APPOINTMENTS TO DESIGNATED SENIOR POSTS

6.4.1. Advertisements relating to vacancies for the Principal & Chief Executive and other designated senior posts will be placed in the national press.

6.4.2. Recruitment may involve the use of an external consultant.

6.5. RULES AND BYE LAWS

(Articles of Government, Clause 21)

6.5.1. The Corporation's Standing Orders will be reviewed every two years or earlier by the Clerk to the Corporation to meet changing circumstances, such as modifications to the Instrument and Articles of Government.

6.5.2. Amendments to the Standing Orders will be presented to the Corporation Board for approval unless covered directly by Statute, in which case the changes will be implemented on the introduction of the new legislation. Local rules, such as those concerned with consecutive terms of office, will be recommended to the Corporation Board by the Search Committee.

Standing Orders revised May 2021
Approved and adopted by the Hopwood Hall College Corporation at the meeting held on 11th May 2021

Signed …… (Chair of the Corporation)

Date ……