

# **Standing Orders for the Conduct of Meetings of the Corporation and Committees, and Related Issues**

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Clerk to the F.E. Corporation

3 December 2018

# **The Corporation of South Essex College**

## **Standing Orders for the Conduct of Meetings of the Corporation and Committees, and Related Issues**

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## **1. INTRODUCTION**

- 1.1 Nothing in this document overrides the provisions of the Instrument and Articles of Government<sup>1</sup> of South Essex College which are the primary authority for guidance on the conduct of the Corporation's business. However, this document sets out supplementary rules incorporating those additional protocols and practices which have been adopted by the College since incorporation. It is the authoritative source on these matters and replaces all previous decisions of the Corporation in these respects.
- 1.2 Every Member of the Corporation and of its committees (including co-opted members) shall be bound by these 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; and
  - leadership.
- 1.3 It is the responsibility of the Clerk to the Corporation to interpret the following documents and to advise the Corporation (or if appropriate the Chairman of the Corporation or the Chairman of one of its committees) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the:
- Instrument and Articles of Government
  - Standing Orders for the Conduct of Meetings of the Corporation and Committees and Related Issues
  - Governance and Delegation of Powers
- 1.4 A number of other documents will be taken into account when conducting Corporation business:
- Education & Skills Funding Agency (ESFA) Financial Memorandum
  - The Code of Conduct for Members of the Corporation
  - ESFA Post 16 Audit Code of Practice
  - Code of Good Governance for English Colleges
- 1.5 In addition to the documents referred to above, the Clerk will have regard to longstanding custom and practice as far as it relates to the work of the Corporation.

## **2. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION AND COMMITTEES**

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<sup>1</sup> Refers to the Instrument and Articles of Government prescribed by The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007 which came into force on 1st January 2008 and The Further Education Corporations (Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2010 which came into force on 1 April 2010 and the Further Education Corporations (Former Further Education Colleges) (Modifications of Instruments and Articles of Government) Order 2012 which came into Force on 31 March 2012.

- 2.1 A Member shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which s/he is a member.
- 2.2 If unable to attend a meeting, Members shall notify the Clerk and will give as much notice as possible of their absence.
- 2.3 If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chairman. (See also Section 4)
- 2.4 The Clerk will maintain a register of attendances at all Corporation and Committee Meetings for future reference by Members and other interested parties, including disclosure in the College Annual Report.
- 2.5 The Corporation will consider removing a Member from office if s/he has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a Member. The Corporation will consider removing a committee member from a committee of the Corporation if s/he has been absent from meetings of the relevant committee for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a member of that committee.
- 2.6 All of the provisions 2.1 to 2.5 will apply to any co-opted Members of the Corporation or its committees, but not to observers or other persons invited to meetings (e.g. members of the Senior Leadership Team)

### **3. MEMBERSHIP OF COMMITTEES**

- 3.1 The Corporation shall determine the membership of the Committees of the F.E. Corporation, having regard to the provisions of the Articles of Government. The current membership of the Committees of the F.E. Corporation are shown at Appendix A.
- 3.2 Each Committee will elect a Chairman from amongst its number at the first meeting of each academic year. Co-opted Committee members, the Principal and Chief Executive, and Staff and Student Members will not be eligible to be appointed as Chairman of a Committee.
- 3.3 Committee memberships will be reviewed annually by the Search and Governance Committee at the May meeting of the academic year enabling Committee memberships to be in place for the start of the next academic Year. Nominations for Committee memberships will be sought from among the existing Corporation members, with the following exceptions:
  - 3.3.1 In accordance with the ESFA Post 16 Audit Code of Practice, if there is a vacancy for a co-opted member of the Audit & Risk Committee, nominations may be sought from appropriate external bodies for a member with relevant skills and experience.
  - 3.3.2 Student Members will not usually be eligible for appointment to committees, except the Curriculum and Quality Committee.
  - 3.3.3 Staff Members will not be eligible for appointment to the Remuneration Committee.

- 3.4 In the event that the dismissal of a Senior Postholder is being considered, a Special Committee will be convened in accordance with Article 16 of the Articles of Government. The Special Committee will consist of at least three Corporation members. The Chairman of the Corporation, the Vice-Chairman, the Principal and Chief Executive and Staff and Student Members will not be eligible for membership of the Special Committee.
- 3.5 The Chairman of the Corporation will always be a member of the Remuneration and Policy and Resources Committee but will not necessarily be Chairman of either.

#### 4. DETERMINED MEMBERSHIP OF THE CORPORATION AND ITS COMMITTEES, QUORUM AND FREQUENCY OF MEETINGS

##### 4.1

Determined Membership <sup>1</sup>	Quorum	Usual Frequency of Meetings <sup>2</sup>
Corporation 18	40% of determined membership rounded up to nearest whole number – 8	4 per annum
P&R 8	As above – 4 of which 3 must be Board Members	5 per annum
A&R 8	4 – of which 3 must be Board Members	3 per annum
Search & Governance 6	3	3 per annum
Remuneration 5	3 – of which one must be the Chairman of the Corporation	At least one per annum
Special 5	3	When required, in accordance with Article 10 of the Instrument & Articles
Curriculum & Quality 9	4	3 per annum

- 4.2 If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chairman.
- In the event that the number of Members present at a Corporation or Committee meeting does not constitute a quorum within 30 minutes of the advertised starting time, the meeting shall not be held.
  - If, in the course of a Corporation or Committee Meeting, the number of Members/Members present ceases to constitute a quorum, the meeting will no longer be an official meeting and will be terminated.

#### 5. PUBLICATION OF MINUTES AND PAPERS

- 5.1 With the exception of confidential items (see paragraph 5.3 below) the minutes and papers of the meetings of the Corporation will be available for inspection during the normal office hours of the College by members of the public, on application to and by prior arrangement with Clerk to the Corporation.

<sup>1</sup> Variable at the discretion of the Corporation

<sup>2</sup> Assumes sufficient business to transact

- 5.2 The minutes of meetings of the Corporation and its Committees will be posted on the College website immediately following the next meeting of the Corporation or the relevant Committee at which those minutes are approved.
- 5.3 The following items will be regarded as confidential 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;
  - any matter which, by reason of its nature, the Corporation is satisfied and have agreed should be dealt with on a confidential basis, whether for commercially sensitive reasons or otherwise.
  - the papers of Corporation Committees supporting a confidential Corporation matter, unless the Corporation determines otherwise.
- 5.4 Decisions on confidentiality will be made by the Corporation on the advice of the Clerk and the Principal and Chief Executive.
- 5.5 The Chairs of Committees of the Corporation shall table the unapproved minutes of the last meeting of that Committee for each normal meeting of the Corporation unless the Committee has not met since the previous meeting of the Corporation. The minutes so tabled will not include any confidential items but such items will be classified and recorded as confidential in the Corporation minutes.

## **6. ACCESS TO MEETINGS OF THE CORPORATION**

- 6.1 Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation. The Corporation may also appoint any other person as a co-opted Member on the Board if, in the opinion of the Board, that person provides a set of skills and/or experiences which assists the Board in fulfilling its responsibilities.
- 6.2 No person other than a member of the Committee or the Clerk to the Corporation shall be entitled to attend meetings of Committees except at the invitation of the Committee.
- 6.3 Members of the Senior Leadership Team of the College shall be entitled to attend all Corporation or Committee meetings at the invitation of the Chair of the Corporation or Committee.
- 6.4 The Corporation places responsibility on the Principal and Chief Executive and Clerk to ensure that Members of staff withdraw from meetings as and when the need arises, e.g. a conflict of interest. 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. The Corporation or the Committee will then decide on the matter, with advice from the Clerk.

## **7. PROCEEDINGS OF MEETINGS**

- 7.1 Every question to be decided at a meeting of the Corporation or its Committees shall be determined by a majority of the votes of the Members present and voting on the question.
- 7.2 Where there is an equal division of votes, the Chairman shall have a second or casting vote.
- 7.3(a) A Member may not vote by proxy, but may vote using video conferencing facilities or through telephone conference call, provided the Chairman of the meeting is satisfied that the Member is in attendance at the other location and the contact is otherwise secure, bearing in mind paragraphs 6.1 and 6.2 above.
- 7.3(b) A resolution in writing agreed by such number of Members as required if it had been proposed at a meeting of the Corporation or of a Committee of the Corporation shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every member entitled to attend and vote on the matter seven clear days in advance of the date at which the resolution shall lapse if not passed. The resolution may consist of several instruments in the like form each agreed by one or more Members. Written resolutions will only be used in exceptional circumstances and where a decision is urgently required and it is impractical to call a Special Meeting of the Corporation or the relevant Committee. It will be a matter for the Chairman, in consultation with the Principal and Chief Executive and the Clerk to the Corporation, to decide whether a matter needs to be dealt with using this process.
- 7.4 The normal way of voting will be by a show of hands. If a majority of Members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will be needed only in exceptional circumstances.
- 7.5 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 subsequent meeting.
- 7.6 The withdrawal of Members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically Clause 11).
- 7.7 There will be occasions when an individual Member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body or their employment.
- 7.8 The papers received by the Corporation shall normally include a clear recommendation. Although the Corporation may often adopt the recommendation of the Clerk and/or Principal and Chief Executive or a Corporation Committee, it is for the Members to determine an alternative approach to the recommendation outlined in a particular report before the Corporation if this is put forward by a Member.
- 7.9 Any matter of substance shall be the subject of a resolution.
- 7.10 Members are required to comply with the doctrine of collective responsibility and stand by a decision even if it was not supported unanimously. Members are also required to preserve confidentiality in all their deliberations and in any outside contacts that they may have, so far as matters pertaining to the Corporation are concerned.
- 7.11 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. A point of order will be dealt with immediately by the Chairman. The ruling of the Chairman, after the advice of the Clerk has been obtained, will be final and shall not be challenged further at the meeting.

- 7.12 Discussions at meetings of the Corporation will be conducted through the Chairman.
- 7.13 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.

## **8. MINUTING OF CORPORATION MEETINGS**

- 8.1 At every normal meeting of the Corporation, the draft minutes of the last meeting will be taken as an agenda item and, if agreed to be true and accurate, will be signed by the Chair of the meeting. At each scheduled Committee meeting, the draft minutes of the last meeting shall be taken as an agenda item and, if agreed to be true and accurate, will be signed by the Chairman of the Committee.
- 8.2 Draft minutes of all meetings of the Corporation and its Committees will be prepared by the Clerk in consultation with the Chairman of the Corporation (or the Chairman of the Committee, as appropriate) and the Principal and Chief Executive (or, in the case of the Audit and Risk Committee) the Deputy Principal and Chief Executive.
- 8.3 It is important that there is clarity in recording the business of the Corporation and its Committees. As the statutory responsibilities of both the Corporation and the management of the College are significant, all parties to discussion need to have a common understanding of decisions and their weight. Minutes of meetings will report briefly the discussion which takes place on an issue, clearly record the course of action adopted and how the Members of the Corporation have challenged the Senior Leadership Team in relation to the issue.
- 8.4 Discussions on agenda items that lead to a common (but often informal) understanding of the way to view an issue or the direction in which to proceed, will be signalled by the use of the word 'agreed'.
- 8.5 A conclusion to a debate on a proposed written resolution notified in advance will have more weight and more precision. The decision will be signalled in the minutes by the use of the word '**resolved**' or '**approved**'. Other terms may also be appropriate from time to time, such as '**noted**' or '**received**'.
- 8.6 The Clerk to the Corporation shall table the unapproved minutes of the business of each Committee meeting, at the next following meeting of the Corporation (see 5.5 above).

## **9. APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE CORPORATION**

- 9.1 The Instrument of Government provides for the Corporation to appoint a Chairman and Vice Chairman from among their number.

- 9.2 The procedure for appointment of a Chairman is contained in Appendix B and that for the appointment of a Vice Chairman is contained in Appendix C.
- 9.3 If both the Chairman and Vice Chairman are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chairman for that meeting.
- 9.4 The period of office for the Chairman and Vice Chairman will be two years. They will be elected in alternate years. The Chairman and Vice Chairman are eligible for reappointment following the completion of their respective terms of office.

## **10. AGENDAS FOR MEETINGS**

- 10.1 The business of a formal meeting of the Corporation or any of its Committees will be clearly set out in an agenda. The agenda will be determined by the Chair of the meeting taking account of advice from the Clerk and the Principal and Chief Executive (or, in the case of the Audit & Risk Committee, the Deputy Principal and Chief Executive) and of the right of the Members and the Clerk to put forward matters for consideration.
- 10.2 Agenda for meetings of the Corporation and its Committees will include “any other items of urgent business” and such urgent business will normally appear as the first item in the agenda, after apologies for absence.
- 10.3 The Chairman will determine an item of urgent business if the issue is one which meets the following criteria:
- it is the proper business of the Corporation or one of its Committees to consider having regard to the Articles of Government and the terms of reference of the committees of the Corporation or the Committee in question;
  - it needs urgent attention by the Corporation;
  - It does not require a separate agenda item.
- 10.4 Members of the Corporation or a Committee are asked to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

## **11. SERVICING THE CORPORATION**

- 11.1 The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, its Committees and any other groups established from time to time.
- 11.2 The Corporation has approved a detailed job description for Clerk to the Corporation which sets out the role and responsibilities. The Articles of Government (Article 3) sets out the principal functions of the Clerk.
- 11.3 No resolutions of the Corporation should be made without the Clerk being in attendance at the meeting to carry out the servicing and advisory role.
- 11.4 It may be appropriate for the Chairman of the Corporation or Committee to require the Clerk to withdraw from a meeting when consideration is to be given to the conduct or remuneration of the Clerk. On those relatively rare occasions when the

Clerk is not present for a specific item on the above grounds, the Chairman will be responsible for preparing a note of the discussion for inclusion in the minutes.

- 11.5 In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chairman will make arrangements, following discussion with the Principal and Chief Executive and, if possible, the Clerk to the Corporation, for someone other than a Member of the Corporation to carry out the role on a temporary basis, such person having the necessary skills for the role.

## **12. RESOLVING DIFFICULTIES**

- 12.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or even beyond its powers (ultra vires). The Corporation has demonstrated that it wishes to enable the Clerk to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Clerk feels that her or his advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk. Should the Clerk raise concerns, the Corporation will consider this as an immediate item of business.
- 12.2 The Corporation has reviewed the section in the LSIS Governor Training Materials relating to Clerks in respect of resolving difficulties. Consequently, should the need arise, the Clerk may seek advice from the Chief Executive of the Education & Skills Funding Agency. If such action is taken, the Clerk will inform the Chairman and Principal and Chief Executive accordingly.
- 12.3 Before the Clerk refers a matter to the Chief Executive of the ESFA, s/he will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be resolved:
- the concerns of the Clerk to be put in writing to the Chairman and Principal and Chief Executive;
  - inform the Chairman of the Policy & Resources Committee, if the issue is relevant to the terms of reference of that Committee;
  - report the concerns to a meeting of the relevant Corporation Committee or the full Corporation;
  - consult the financial statements auditor and the regulatory auditor;
  - obtain legal advice if there is a disagreement about whether an action may be unlawful.

## **13. SENIOR POSTHOLDERS (1/11/18)**

**The following members of College staff are designated as Senior Postholders:**

**Angela O'Donoghue - Principal and Chief Executive**

**Anthony McGarel – Deputy Principal and Chief Executive**

## **14. MEMBERSHIP OF THE CORPORATION – AVAILABILITY OF INFORMATION TO THE PUBLIC**

- 14.1 A list of the names of Members of the Corporation is available on the College website, together with photographs and a short biographical profile.

- 14.2 In addition to the names of the Members of the Corporation, the list will include the following information:

Any person wishing to write to Members of the Corporation may do so only through the Clerk to the Corporation, having provided full details of the subject matter, together with sufficient copies of any documentation. 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 costs as a condition of forwarding documentation.

- 14.3 Private addresses, email addresses and telephone numbers of Members of the Corporation, co-opted members or observers will not be made available to third parties. All communications to these individuals will be through the Clerk.
- 14.4 The Clerk will maintain a register of the financial and other interests of Members of the Corporation and declarations from Members that they are eligible to serve as Members at the time of their appointment and thereafter reviewed annually. Co-opted members will also be included for completeness. The Clerk will arrange to make this available during normal office hours on receipt of a written request.

## **15. COMPLAINTS AGAINST THE CORPORATION OR AGAINST INDIVIDUAL MEMBERS**

The Chief Executive of the ESFA has a formal procedure for considering complaints against the Corporation, or against individual Members, and these should be addressed to The Chief Executive, The ESFA, Cheylesmore House, Quinton Road, Coventry, CV1 2WT. However, the ESFA will not normally deal with complaints unless they have been first registered under the College complaints procedure, and the complainant is dissatisfied with the College investigation of the complaint or the redress offered.

The College procedure for consideration of complaints against the Corporation or individual Members is set out in Appendix D.

## **16. PAYMENTS TO MEMBERS (INCLUDING CO-OPTED COMMITTEE MEMBERS)**

No payment shall be made to any Member of the Corporation or any co-opted member of a committee for any kind of service to the College, except as detailed in Appendix E.

## **17. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES**

The Clerk on behalf of the Corporation will ensure that the provisions of this document are reviewed bi-annually with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.

### **RESOLUTION**

The Corporation approves the Standing Orders for the Conduct of Meetings of the Corporation and Committees; and Related Issues, as set out in PAPER FEC.18.27, and agrees that this replaces all previous decisions on these matters.

**Robert Millea  
Clerk to the Corporation**

**3 December 2018**

**I certify that this is a true and up to date copy of the original**

**Signed .....**  
**Chair of the Corporation**

**Membership of the Corporation and its Committees 3.12.18**

**APPENDIX A**

<p><b>Corporation</b> <b>(18)</b> <b>Quorum 8 (40%)</b></p>	<p><b>Policy and Resources Committee</b> <b>(7+1)</b> <b>Quorum 4 – 3 Board Members</b></p>	<p><b>Audit and Risk Committee</b> <b>(6+2)</b> <b>Quorum 4 – 3 Board Members</b></p>	<p><b>Remuneration Committee</b> <b>(5)</b> <b>Quorum 3 inc Chair of FEC</b></p>	<p><b>Search and Governance Committee</b> <b>(6)</b> <b>Quorum 3</b></p>	<p><b>Curriculum and Quality Committee</b> <b>(9)</b> <b>Quorum 4</b></p>
<p>D O'Halloran (Chair) O Buck R Gray P Griffiths T Knight H Khoury R Launder G Ocen R Patterson M West G Williams  J McGee (<i>Academic Staff</i>) A-L Harding (<i>Support Staff</i>)  <i>(FE Student)</i> E Rodriguez Ponce <i>(HE Student)</i>  A O'Donoghue (<i>Principal</i>)</p>	<p>R Gray (Chair) O Buck R Launder A O'Donoghue D O'Halloran M West  Vacancy x 1  <i>Co-optee:</i>  <i>Vacancy x 1</i></p>	<p>R Patterson (Chair) P Griffiths A-L Harding H Khoury G Ocen  <i>Co-optees:</i> A Lyons T Thompson</p>	<p>G Williams (Chair) R Gray T Knight R Launder D O'Halloran</p>	<p>R Gray (Chair) T Knight R Launder A O'Donoghue R Patterson G Williams</p>	<p>M West (Chair) T Knight J McGee A O'Donoghue D O'Halloran E Rodriguez Ponce G Williams</p>
<p><b>3 Vacancies</b></p>	<p><b>1 Vacancy</b> <b>1 Vacancy Co-optee</b></p>	<p><b>1 Vacancy</b></p>	<p>-</p>	<p>-</p>	<p><b>2 Vacancies</b></p>

Rob Millea  
Clerk to the FE Corporation

*Policy and Procedure for the Appointment of Chairman of the Corporation or Chair Designate*

**1. Introduction**

A policy and procedure for the appointment of a Chairman or Chair Designate is set out below.

**2. Policy**

2.1 Appointment to the office of Chairman shall be carried out in accordance with the Instrument of Government (6). Neither the Principal and Chief Executive nor any staff or student Member shall be eligible to be appointed as Chairman. Nomination shall be open to all other Members of the FE Corporation.

2.2 At the last meeting before the expiry of the term of office of the Chairman, or the meeting following the resignation or removal from office of the Chairman, Members shall appoint a new Chairman from among their number in accordance with the Instrument of Government.

2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

2.4 In the event of a planned or expected vacancy arising for the office of Chairman, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chairman for the remainder of his or her period of office, and will continue in this role until a new Chairman is appointed. The Chair Designate is not a statutory office. In the absence of the Chairman, the Vice-Chairman shall assume the statutory responsibilities of the Chairman, in accordance with the Articles of Government. The role of Chair Designate shall cease to exist upon the appointment of a new Chairman.

**3. Procedure**

3.1 In the event of a planned or expected vacancy arising for the office of Chairman:

3.1.1. The Clerk will provide Members with written notice that an appointment is to be made to the role of Chairman. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.

3.1.2 The Clerk will request that written nominations be submitted to him at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.

- 3.2 In the event of an unexpected vacancy arising for the office of Chairman, at the first meeting following the expiry of the term of office or the resignation of the Chairman, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.
- 3.3 The Clerk will table the names of nominees.
- 3.4 The method of election of the Chairman shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

#### **4. *Procedure for the Selection of Chair Designate***

- 4.1 Members shall receive a minimum of four weeks' notice that an appointment is to be made to the role of Chair Designate.
- 4.2 Written nominations shall be submitted to the Clerk at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 4.3 The Clerk will table the names of nominees.
- 4.4 The method of election of the Chair Designate shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 4.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 4.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 4.4 and 4.5 repeated until the matter is resolved.
- 4.7 The role of Chair Designate shall cease to exist upon the appointment of a new Chairman.

*Rob Millea*  
*Clerk to the FE Corporation*

*Policy and Procedure for the Appointment of Vice-Chairman of the Corporation*

**1. Introduction**

A policy and procedure for the appointment of a Vice Chairman is set out below.

**2. Policy**

2.1 Appointment to the office of Vice Chairman shall be carried out in accordance with the Instrument of Government (6). Neither the Chief Executive nor any staff or student Member shall be eligible to be appointed as Vice Chairman. Nomination shall be open to all other Members of the FE Corporation.

2.2 At the last meeting before the expiry of the term of office of the Vice Chairman, or the meeting following the resignation or removal from office of the Vice Chairman, Members shall appoint a new Vice Chairman from among their number.

2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

**3. Procedure**

3.1 In the event of a planned or expected vacancy arising for the office of Vice Chairman, at the last meeting before the expiry of the term of office of the Vice-Chairman:

3.1.1. The Clerk will provide Members with written notice that an appointment is to be made to the role of Vice Chairman. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.

3.1.2 The Clerk will request that written nominations be submitted to him at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.

3.2 In the event of an unexpected vacancy arising for the office of Vice Chairman, at the first meeting following the expiry of the term of office or the resignation of the Vice Chairman, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.

3.3 The Clerk will table the names of nominees.

- 3.4 The method of election of the Vice Chairman shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

Rob Millea  
Clerk to the F.E. Corporation

## *Procedure for Considering Complaints against the Corporation or Individual Members*

### 1. **Scope**

This procedure applies to complaints against the South Essex College Further Education Corporation alleging either

- that it has failed to discharge a statutory duty set out in Article 3(1) and Article 9 or 10 of the Articles of Government of South Essex College (or has failed to discharge such responsibilities in a satisfactory manner),

or

- that it has failed to observe the requirements of the relevant sections of the Further and Higher Education Act 1992 (as amended by the Learning and Skills Act 2000), or any other instruction from the Chief Executive of the Skills Funding Agency or the Department for Business Innovation and Skills.

This procedure also applies to complaints against an individual Member relating to his eligibility, to any breach of the Code of Conduct for Members of the Further Education Corporation, or to misconduct which, if committed by an employee of the College, would warrant disciplinary investigation.

### 2. ***Limitation of Time and Interest; Malicious Complaints***

Complaints will not be considered unless they are made within six months of the alleged misconduct becoming known to the complainant, or becoming knowledge in the public domain.

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation or an individual Member shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

### 3. ***Procedure for Filing a Complaint***

Complaints may be made either on the College Complaints Form (available from each College Campus reception desk), or in writing to the (independent) Clerk to the Corporation at the Southend Campus, Luker Road, Southend-on-Sea, Essex SS1 1 ND.

At this stage, only brief details of the complaint, and the person(s) causing the complaint, need be given, together with a contact address or telephone number.

#### 4. ***Initial Investigation and Report***

The Clerk will ask the Chairman to nominate a person to investigate the complaint; this may be the Principal and Chief Executive, a Member of the Corporation or the Clerk, or other professional legal or audit adviser to the College where specialist knowledge is required.

The investigator will report back to the Chairman as soon as practicable

- (a) that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion (see following paragraph)
- or (b)** that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation shall be asked to consider whether to pursue legal action)
- or (c)** that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chairman shall write to the complainant explaining this).

#### 5. ***Formal Investigation***

If warranted by the investigator's report, the Chairman shall order a formal investigation.

- (a) If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the independent Members of the Corporation (the President), assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of his case, and to submit documentary evidence or call witness evidence. The Corporation as respondent (represented by the Chairman, or some Member nominated by him, or by a College professional adviser), will make a statement of explanation, justification or rebuttal; may present documentary evidence, or call witness evidence.

The President may ask questions of any party; and may ask for additional documentary evidence, or call for other witnesses.

The President will deliver his opinion to the Chairman, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be **either** that the complaint is wholly or in part made out, and suggesting action in redress; **or** that the complaint is not made out at all in any part, **or** insufficiently; in this latter case, he may suggest conciliatory action in redress. The Corporation shall determine what action to take; the Clerk shall inform the complainant of the President's opinion (in full) and of the decision of the Corporation and of the appeal procedure to the Chief Executive of Skills Funding.

- (b) If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be presided over by the Chairman sitting with two other independent Members; in the event of misconduct being evidenced, the Corporation shall normally be asked to terminate the office of the Member(s).

Rob Millea  
Clerk to the FE Corporation

***Payments to Members (including Co-opted Committee Members)*****1. *Prohibition of Payments***

Except as detailed below, no payment shall be made to any Member of the Corporation or any Co-opted Member of a Committee for any kind of service to the College.

**2. *Principal and Chief Executive, Staff Members, Student Members***

The Principal and Chief Executive, any Staff Member and any Student Member shall be entitled to be paid as part of their employment by the College for time spent on Corporation business.

**3. *Provision of Services***

The Instrument of Government (Clause 11) allows a Member of the Corporation to have an interest in the supply of goods or services to the College provided that at any meeting of the Corporation (or of a committee or management meeting acting with delegated powers) that interest is declared and the Member concerned takes no part in the decision on whether or not a contract is placed.

Any such interest must be notified in writing to the Clerk, who shall include it in the Register of Interests and declare it at the next Corporation meeting.

**4. *Expenses for Members (other than Principal and Chief Executive or Staff Members, who shall be reimbursed as employees)***

Members shall be reimbursed for out-of-pocket expenses as follows:

**• *Travel***

Second class rail travel, taxi fares or payment of mileage related expenses for use of own car, based on South Essex College approved rates, for all travel on South Essex College business.

**• *Subsistence***

- All meals and accommodation to be provided free by the College to Members attending at College organised meetings and seminars.
- All meal costs, or allowance at South Essex College approved rate, to be payable when absent from home on South Essex College business for more than five hours.

**• *Telephone, Mail***

Reimbursement of cost of telephone calls and stamps incurred in the course of College business, and similar reimbursement of other incidental expenses (e.g. photocopying).

- **Child-minding Costs; Other Caring Costs**

Reimbursement of child-minding or nursery costs or other care costs incurred when on College business at a rate not to exceed £10.00 per hour.

- **Equipment**

Members of the Corporation or any of its Committees and the independent Clerk will be supplied by the College, on a loan basis, of necessary equipment in order to enable the Member and the Clerk to access papers and other College related material electronically via the College website.

Claims are made on appropriate College forms (available from the Assistant Clerk) and certified as correct by the Clerk. Claims must be supported by appropriate documentation, e.g. tickets or receipts, as appropriate. Payment is authorised by the Deputy Principal & Chief Executive.

Rob Millea  
Clerk to the FE Corporation