



NCG Corporation

Standing Orders

Index

1. Introduction.
2. Code of Conduct.
3. Membership of the Corporation and its Committees.
 - 3.1. Membership of the Corporation Board.
 - 3.2. Process for the Appointment of Independent Members.
 - 3.3. Process for the Appointment of Staff and Student Members.
 - 3.4. Coopted Members.
 - 3.5. Process for the Appointment to Committees.
 - 3.6. Vacation of Office.
 - 3.7. Process for the Appointment to College Boards.
 - 3.8. Termination of Membership.
4. Persons ineligible to be members.
5. Appointment Of Chair and Vice Chair.
6. The Clerk to the Corporation.
7. Resolution of Difficulties.
8. Attendance at Meetings and Quoracy.
9. Agendas.
10. Urgent Business.
11. Special Meetings.
12. Access to Meetings.



13. Proceedings for meetings of Corporation – Debate, Voting, Reconsideration of Resolutions.
14. Register of Interests.
15. Publication of Minutes and Papers.
16. Action taken by the Chair and Vice Chair of the Corporation.
17. Committees.
18. Expenses for members of NCG Corporation and co-opted members of its sub-committees.
19. No-Smoking Policy.
20. Statements made on behalf of the Corporation.
21. Use of the Corporation Seal.
22. Appointment of Staff.
23. Suspension of Staff.
24. Dismissal of Staff.
25. Grievance Procedure.
26. Students.
27. Amendments to the Standing Orders.



1. Introduction

- 1.1. Nothing in this document is intended to override the provisions of the Instrument and Articles of Government as approved by the Corporation.
- 1.2. A copy of these Standing Orders will be given to each member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its Committees will conduct meetings.
- 1.3. College Boards are a Committee of the Corporation Board, with their composition being made up of members outside of the Corporation Board membership.
- 1.4. In these Standing Orders, any reference to 'the Chief Executive Officer' refers only to the Chief Executive Officer of NCG or a person acting in that role.
- 1.5. In these Standing Orders, any reference to 'the Clerk' or 'the Clerk to the Corporation' refers to the post-holder who occupies the role of Clerk..

2. Code of Conduct

- 2.1. The Corporation acknowledges and supports the seven principles of public life as outlined by the Nolan Committee on Standards in Public Life. The principles cover:
 - 2.1.1. Selflessness
 - 2.1.2. Integrity
 - 2.1.3. Objectivity
 - 2.1.4. Accountability
 - 2.1.5. Openness
 - 2.1.6. Honesty
 - 2.1.7. Leadership
- 2.2. It is a condition of membership of the Corporation and all Committees of the Corporation that all Governors accept in full, the contents of the Code of

Conduct.

2.3. The Code is available for viewing on the NCG website..

3. Membership of the Corporation and its Committees (Instrument of Government, Clauses 2-10)

3.1. Membership of the Corporation Board

3.1.1. The Corporation is the appointing authority in relation to the appointment of any member of the Corporation, other than ESFA / DfE members. It is the wish of the Corporation that there is an appropriate balance of stakeholder representation, skills and experience amongst members. The Corporation will appoint not less than eight or more than eighteen members drawn from a range of backgrounds as follows:

- Up to 13 independent members with the necessary skills to ensure that the Corporation carries out its functions;
- At least one and not more than two 'staff member', nominated and elected by the teaching and support staff;
- At least one and not more than two 'student member', nominated and elected by students of NCG.
- The Chief Executive.

3.2. Process for the appointment of Independent members

3.2.1. The Corporation has a Search Committee to assist it in the appointment of Independent members and shall not appoint any Independent members unless it has first considered the advice of the Search Committee.

3.2.2. The Search Committee may make use of advertising, consultation and



canvassing to identify suitable candidates.

- 3.2.3. The Search Committee will consider each candidate in relation to the role description and person specification for governors as well as the skills profile of the Corporation. The Search Committee may review curriculum vitae and / or other candidate information and may arrange an interview to provide further information on which to base its advice. If there is more than one candidate for a particular vacancy, all candidates will be subject to the same selection process.
- 3.2.4. Prior to the approval of the Search Committee, the Governance Team will seek a declaration of interests, check eligibility for appointment and present the nomination to the Corporation for approval. The final decision to appoint individuals to serve on the Corporation (or Corporation Committees) rests with the Corporation as a body. Subject to the approval by the Corporation, the Governance Team will issue a formal letter of appointment to the new member indicating the term of office and resignation procedure.
- 3.2.5. The initial period of office for an Independent member shall normally be four years. On reappointment, the period of office will be up to four years and set with consideration of the risk that a number of members might leave at the same time. The maximum total term of office shall be eight years, unless there are exceptional circumstances.
- 3.2.6. Prior to recommending reappointment, the Search Committee will consider any other available candidates and select the most suitable. In view of the recommendations of the Nolan Committee, the Search Committee will take particular care to ensure that any decision to reappoint is justified.
- 3.2.7. The process for the appointment and re-appointment of Governors is included within the NCG Governor Recruitment and Appointment policy.



3.3. Process for the appointment of student and staff members

- 3.3.1. The Search Committee has no role in relation to the appointment of student and staff members.
- 3.3.2. The Governance Team will support the process for appointing the staff member/s to the Corporation Board, either by interview or election in accordance with the provisions of the Governor Recruitment & Appointment policy.
- 3.3.3. The Governance Team will support the process for appointing the Student Member/s to the Corporation Board either by interview or election in accordance with the provisions of the Governor Recruitment & Appointment policy.
- 3.3.4. The Governance Team will seek a declaration of interests, check eligibility for appointment and present nominations to the Corporation for approval. The final decision to appoint individuals to serve on the Corporation (or Corporation Committees) rests with the Corporation as a body. Subject to the approval by the Corporation, the Governance Team will issue a formal letter of appointment to new members indicating the term of office and resignation procedure.
- 3.3.5. The term of office shall normally be two years for staff with an option to reappoint up to a maximum of four years.
- 3.3.6. The term of office shall normally be one year for students with an option to reappoint up to a maximum of two years.

3.4. Coopted Members

- 3.4.1. Where appropriate, and in order to ensure the presence of the necessary skill mix and subject matter expertise, the Corporation may appoint someone who is not a member of the Corporation onto a Corporation committee. Such a person will be known as a coopted member.



- 3.4.2. The appointment of a coopted member will be subject to the same procedures as an independent member of the Corporation. A coopted member will have the same rights as other committee members including voting rights unless otherwise specified in the relevant committee's Terms of Reference. These rights do not include attending Corporation meetings other than by invitation.
- 3.4.3. The number of coopted members on a committee shall not be a majority of the total number of members.
- 3.4.4. A coopted member shall not be the Chair of a committee.
- 3.4.5. Coopted members serving on committees will be required to abide by the Governors' Code of Conduct and adhere to Corporation policies and these Standing Orders. This includes the submission of an annual declaration of interests and fit and proper person's declaration.

3.5. Process for the appointment to Committees

- 3.5.1. The Corporation has a Search Committee to assist it in the appointment of Independent and Coopted members to Corporation Committees.
- 3.5.2. The Search Committee will review the Corporation committee membership on an annual basis, to ensure the most appropriate fit in terms of skills, knowledge and added value.
- 3.5.3. The Search Committee may recommend amendments / additions / removals to the Corporation Board for approval.

3.6. Vacation of Office

- 3.6.1. A member of NCG shall hold and vacate office in accordance with the terms of their appointment but the length of each term of office shall not exceed four years, unless there are exceptional circumstances.



- 3.6.2. Approximately six months before individual terms of office expire, the Governance Team will liaise with the Chair of the Search Committee to ensure appropriate arrangements are in place for maintaining continuity in the appropriate categories whilst seeking new members for the next period of office. The Governance Team will maintain a register of members' terms of office. This will be made known to the Corporation so that any views of the membership as a whole may be taken into account during this planning stage.
- 3.6.3. Members retiring at the end of their term of office shall be eligible for re-appointment for a further term of office, provided they fulfil the criteria for appointment as determined by the Corporation and in accordance with section 5 and 8 of the Instrument of Government and subject to a maximum total term of eight years, unless there are exceptional circumstances. Existing members will make known to the Governance Team at an early stage if they are prepared to continue serving.
- 3.6.4. A member may resign their office at any time by giving notice in writing to their Chair, the Clerk of the Corporation and Governance Team.
- 3.6.5. Any person who is a member of NCG Governors by virtue of being a member of staff (including the Chief Executive Officer) shall cease to hold office if they cease to be a member of staff.
- 3.6.6. Any person who is a member of NCG Governors by virtue of being a student shall cease to hold office if they are expelled or otherwise at the end of the academic year in which they cease to be a student.

3.7. Process for the appointment to College Boards

- 3.7.1. The Search Committee shall have the authority to appoint members of College Boards in accordance with the Instrument & Articles and the process set out in the Governor Recruitment & Appointment policy



- 3.7.2. The Search Committee will review the membership of College Boards on an annual basis, to ensure the most appropriate fit in terms of skills, knowledge and added value
- 3.7.3. The Search Committee will consider each candidate in relation to the role description and person specification for membership of a College Board as well as the skills profile of the College Board
- 3.7.4. The initial period of office for a College Board member shall normally be four years. On reappointment, the period of office will be up to four years and set with consideration of the risk that a number of members might leave at the same time. The maximum total term of office shall be eight years, unless there are exceptional circumstances.

3.8. Termination of Membership

- 3.8.1. The provisions around termination of membership are intended to help maintain standards of conduct and performance (including attendance) and to ensure fairness and consistency when dealing with allegations of misconduct or poor performance.
- 3.8.2. Minor conduct or performance issues concerning members will usually be resolved informally by the Chair of the Corporation or relevant College Board and / or Clerk discussing the matter with the member in question. The following provisions sets out the formal steps that may be taken if the matter is more serious or cannot be resolved informally.
- 3.8.3. Before any formal steps are taken to remove a member, the matter will be investigated by the Search Committee or other individual nominated by the Corporation.
- 3.8.4. In some cases of alleged misconduct or poor performance, a member may need to be suspended from active office pending the outcome of an investigation and / or formal steps to remove them from office. Decisions to suspend membership will be taken by the Chair of the



Corporation in consultation with the Clerk. Written notice of a decision to suspend will be given to the member by the Clerk and the grounds for suspension will be kept under regular review and will only continue for as long as is absolutely necessary. Other members of the Corporation (and relevant Board where appropriate) will be notified with 48 hours of the decision to suspend a member. A non-exhaustive list of potential reasons for suspension appears in paragraph 3.19.

- 3.8.5. A member may only be removed from office by the Corporation passing a resolution in the following terms:
- 3.8.6. 'That the Corporation is satisfied that it is not in the best interests for [name of member] to remain a member of [name of Board] and that the Chair of the Corporation be authorised to give notice to that effect in writing to [name of member] to remove them from office and that the provisions outlined in Clause 10(2) of the Instrument of Government shall take effect, this decision to take effect from [the time] on [date of this meeting].'
- 3.8.7. Before any such resolution is considered, the member will be given a reasonable opportunity to make written and / or oral representations to the Corporation setting out grounds why their membership should not be terminated and the following procedure will normally be followed:
- 3.8.8. The proposal to terminate membership will be placed on the agenda for a Corporation meeting.
- 3.8.9. The member or members proposing the termination will state their reasons for so doing.
- 3.8.10. The member whose membership it is proposed to terminate will be provided with written reasons for the proposal seven days in advance of the Corporation meeting and will be informed of their right to make written representations for the Corporation to consider and / or to attend the meeting to make oral representations.



- 3.8.11. The written reasons referred to in paragraph 3.15 will be sufficiently explicit to enable the member to understand the charge to be answered and to prepare their case.
- 3.8.12. The member may be allowed to be accompanied but is not entitled to be represented.
- 3.8.13. If the member cannot reasonably attend the Corporation meeting for any reason the Corporation will consider postponing the meeting.
- 3.8.14. Neither the resolution proposer nor the member who is the subject matter of the resolution may vote on the resolution and shall withdraw from the meeting whilst the vote takes place.
- 3.8.15. If the resolution is passed the Chair will issue the notice of termination required by the resolution.
- 3.8.16. If the Chair has had any prior direct participation or personal involvement in the matter the resolution should be proposed by another member of the Corporation.
- 3.8.17. The following are examples of matters that may lead to termination of membership:
- Being unfit or unable to discharge the functions of a member.
 - Absence from Board meetings for a period of six months or more.
 - Serious breaches of the Code of Conduct.
 - Disqualification from acting as a member following court or tribunal proceedings.
 - Bringing the Corporation / Group into serious disrepute.
 - A serious breach of confidence.
 - Ceasing to be actively engaged and / or to make a full contribution to the business of the Group.



This list is intended as a guide and is not exhaustive.

3.8.18. The following are examples of matters that may lead to suspension of membership:

- If the member is an employee of the College, suspension under the College's employee disciplinary procedures or otherwise being subject to disciplinary proceedings.
- If the member is a student of the College, suspension under the College's student disciplinary procedures or otherwise being subject to disciplinary proceedings.
- If the member is subject to court or tribunal proceedings the outcome of which could lead to disqualification from acting as a member.
- If the member is subject to any investigation under paragraph 3.14 into their conduct or performance as a member.

This list is intended as a guide and is not exhaustive.

3.8.19. The provisions in this section shall not be used as a mechanism to suppress unpopular or inconvenient views held by members.

4. Persons Ineligible to be Members (Instrument of Government, Clause 8)

- 4.1 Paragraph 8.1 of the Instrument of Government sets out criteria for persons ineligible to become Governors.
- 4.2 The Governance Team shall check eligibility on appointment and thereafter on an annual basis.
- 4.3 It remains the responsibility of each individual Governor however, to inform the Clerk and Governance Team of any change in their circumstances which may affect eligibility.



5. Appointment of Chair and Vice Chair (Instrument of Government, Clause 6)

- 5.1 The Corporation Board shall appoint the Chair of Corporation, and this will be carried out through the Search Committee, as per the Governor Recruitment and Appointment policy.
- 5.2 The members shall appoint a Vice-Chair from among their Board members.
- 5.3 Neither the Chief Executive nor any staff or student members shall be eligible for appointment as Chair or Vice-Chair but may participate in the appointment process.
- 5.4 The period of office for the Chair and Vice Chair will expire when the membership of those individuals expires. The members fulfilling those offices would be eligible for re-election to those offices subject to their re-appointment as members.
- 5.5 The Clerk will take the Vice-Chair for the agenda item on the election of a Vice-Chair and will invite nominations for the forthcoming term. A vote will take place if more than one governor is proposed and seconded for office. An immediate secret ballot will take place in the event of a tie. If there continues to be a tie, the appointment will be decided by the toss of a coin.
- 5.6 If both the Chair and Vice Chair of the Corporation are absent from any meeting of the Board, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive Officer, or a staff or student member.
- 5.7 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

6. The Clerk to the Corporation (Instrument of Government, Clauses 7 and 14[13-15]; Article 3[3])

- 6.1 The Corporation shall appoint a person to serve as Clerk to the Corporation.



The Clerk shall be responsible for the following functions:

- (a) Advising the Corporation regarding the operation of its powers.
- (b) Advising the Corporation regarding procedural matters.
- (c) Advising the Corporation regarding the conduct of its business.
- (d) Advising the Corporation regarding matters of governance practice.

- 6.2 The Clerk will assist members of NCG in the interpretation of the Instrument and Articles of Government, these Standing Orders and the Code of Conduct. The Clerk will advise the Chair and relevant Board if at any time it appears that, either individually or collectively, a breach of regulations is likely.
- 6.3 The Clerk shall be entitled to attend all meetings of the Corporation and its Committees and will service these meetings but shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the members of the Corporation 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, or to allow the Deputy Clerk to deputise.
- 6.4 The Chief Executive Officer shall be ineligible to be appointed as a Clerk to the Corporation or a temporary Clerk to the Corporation.
- 6.5 Arrangements to ensure the independence of the Clerk:
- 6.5.1. The Clerk shall be appraised by the Chair for the role as Clerk, this will incorporate feedback from the Chief Executive of NCG in relation to the post holder's performance in non-governance areas. The Appraisal & Remuneration Committee shall provide oversight of this appraisal.
 - 6.5.2. The Clerk shall not have significant financial responsibility.
 - 6.5.3. The Clerk shall be allowed access to external legal advice, as necessary.
 - 6.5.4. The Clerk shall make a formal declaration in the Register of Interests.

6.5.5. The Clerk shall maintain communication with the Chair.

7. Resolution of Difficulties

- 7.1 The Chief Executive Officer and Corporation Board shall be responsible for ensuring that all funds from the Education & Skills Funding Agency (ESFA) are used only for the purpose for which they are provided and in accordance with the provisions of the Financial Memorandum and such further terms as may be attached. The Chief Executive Officer is responsible for advising the Corporation Board if, at any time, any action or policy under consideration is incompatible with the terms of the memorandum. Should the Corporation Board determine, despite this advice, to proceed, the Chief Executive Officer shall inform the Chief Executive Officer of the ESFA in writing.
- 7.2 It is the responsibility of the Clerk to the Corporation to express any concerns they may have that any of the Boards are acting beyond their powers or inappropriately.
- 7.3 Should the need arise, the Clerk may seek advice from the ESFA provided that the following actions have been taken in an attempt to resolve the issue prior to such advice being sought:
- If necessary, clarification of the concern have been sought in consultation with NCG's auditors and / or legal advisors.
 - The reasons for the concern have then been put in writing and sent by the Clerk to the Chair of the Corporation Board, the Chief Executive Officer and, if relevant to the terms of reference of the Audit Committee, to the Chair of the Audit Committee.
 - The concern has been reported to a meeting of either the Corporation or the relevant committee and, at the Clerk's request, recorded in the public minutes.
- 7.4 No steps taken in good faith by the Clerk in these circumstances shall be viewed as grounds for action under the disciplinary procedure.



8. Attendance at Meetings and Quoracy (Instrument of Government, Clauses 12 and 13)

- 8.1 A schedule of meetings for the Corporation and its committees will be agreed by the Corporation in advance of each academic year. The number of required meetings are included within the relevant Board's terms of reference, however additional meetings may be added when necessary.
- 8.2 Meetings of the Corporation will be quorate if the number of members present is at least 40% of the total number of members, together with any DFE members. The quorum for Committees and College Boards are included within their terms of reference. Members participating via video conferencing or telephone conferencing facilities will be counted toward the quorum.
- 8.3 The Clerk will monitor quoracy during meetings and note any late arrival, early departure or withdrawal from a meeting in the minutes.
- 8.4 If a meeting does not constitute quorum the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to provide a quorum, it has been agreed by the Corporation Board that the meeting may continue, however no decisions are to be taken.
- 8.5 If for lack of quorum a meeting cannot be held, the Chair shall, if they think fit, cause a Special Meeting to be summoned as soon as conveniently may be.
- 8.6 Members are appointed to serve in the expectation that they will make time in their schedules to attend and fully participate in the work of the Group and the life of NCG.
- 8.7 If a member is unable to attend a Corporation or committee meeting or a development event, that member should notify the Governance Team and give as much notice as possible. The purpose of this is to enable the Governance Team to:
- Give apologies at the meeting and record these in the Minutes.
 - Ascertain whether the meeting will be quorate.



- 8.8 A target of 80% for attendance at scheduled meetings has been agreed. Attendance at all meetings will be recorded by the Governance Team and reported to the Corporation annually.
- 8.9 The Corporation may remove from office any member who has been absent from meetings of their relevant Board for a period longer than six consecutive months without the permission of the relevant Board.
- 8.10 The Instrument provides a procedure for decisions to be made by written resolutions. This facility should only be used in very exceptional circumstances and with permission of the Chair.

9. Agendas

- 9.1 The agenda for each meeting will normally include minutes of the last meeting for approval.
- 9.2 The Corporation has approved a calendar of reporting to guide the formulation of agendas.
- 9.3 Individual members may propose a relevant item for an agenda provided that:
- The Clerk is given not less than 15 working 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, unless there are exceptional circumstances where prior notice is not possible
 - The item falls within the remit of the Corporation or its Committees as set out in the Instrument and Articles of Government or Terms of Reference.
 - The Chair approves that the item may be added to the agenda.
 - The paper / report (if any) is submitted to the Governance Team 10 working days before the scheduled date of the meeting.
- 9.4 As a matter of routine, all meetings shall be summoned by the Governance Team, who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed



agenda.

9.5 If at any meeting, it is proposed to consider remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

10. Urgent Business

10.1 Boards are not obliged to include an item under Any Other Business on their agenda. The Corporation does however recognise that an important and urgent issue may have genuinely arisen after the agenda was prepared that cannot properly be dealt with by the Chair and Vice-Chair's action and does not warrant a Special Meeting, nor can it wait until the next scheduled meeting. Under these circumstances, the member wishing to raise the item must do so at the start of the meeting and if the majority agree, it will be added to the agenda.

11. Special Meetings (Instrument of Government, Paragraph 12 [4])

11.1 A Special Meeting of the Corporation may be called at any time by the Chair of the Corporation, the Vice Chair (in the absence of the Chair), or by any five members by written request.

11.2 When the Chair of the Corporation, or, in the Chair's absence, the Vice-Chair of the Corporation considers that a matter demands urgent consideration, they can decide to give written notice of the meeting and the proposed agenda of less than seven days.



12. Access to Meetings (Instrument of Government, Clause 16 and Articles of Government paragraph 8)

- 12.1 Members of the Corporation and the Clerk to the Corporation (and appropriate members of the Governance Team) will be the only persons entitled to attend all meetings of the Corporation (including committees). Although not members of the Corporation, members of College Boards are entitled to attend all meetings of their relevant board. The Chair, the Clerk and the Chief Executive Officer / Principal are empowered to determine which members of staff may be required to attend meetings of the Board for the purpose of providing information and giving advice when required. Such staff will be asked to withdraw from the meeting when the Chair deems this to be appropriate.
- 12.2 From time to time, representatives of funding bodies may be invited to attend meetings of the Corporation to observe or for items specifically agreed with the Chair of the Corporation and the Chief Executive Officer.
- 12.3 Other observers may not attend meetings, including members of staff, students and members of the general public, unless the Corporation grants permission. A written statement of attendance at meetings by persons who are not members is available on the NCG website.

13. Proceedings of Meetings of Corporation or any of its committees – Debate, Voting, Reconsiderations of Resolutions (Instrument of Government, Clauses 12 and 14)

- 13.1 Every member shall act in the best interests of the Group and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.
- 13.2 A staff member shall withdraw from that part of any meeting of the Corporation or any of its committees at which
- Staff matters relating solely to that member of staff are being considered.



[Inst 14(9)]

- That member's reappointment or the appointment of that member's successor is to be considered. [Inst 14(9)]
- Staff pay and conditions are considered if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations. [Inst 11(4) and [Inst 14(9)]
- Staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class and subject to confirmation by a resolution at the meeting. [Inst 14(9)]

13.3 A student member shall withdraw, subject to confirmation by a resolution at the meeting, from that part of any meeting of the Corporation or any of its committees at which staff matters relating to a member or prospective member of staff are to be discussed [Inst 14(12)].

13.4 In addition to the declaration of personal interest and withdrawal from meetings prescribed by the Instrument of Government and the Code of Conduct for Governors, an individual governor shall declare any conflict of interest, which may not necessarily be of a financial nature, for example membership of an external body. Depending on the interest, it may be appropriate for the member to withdraw from that part of the meeting. In such circumstances, the member's withdrawal from and re-joining the meeting will be recorded in the minutes.

13.5 It is recognised that Individual governors must take a personal view on each issue received by the Board and will contribute to debates accordingly. Following consideration by the Board, each individual member is bound by the collective decision of the Board irrespective of their personal views. Members are expected to take particular care in respect of confidentiality, where applicable.

13.6 The reports received by the Board will normally include a clear



recommendation. There will be occasions, however, when members of the Board decide to adopt an alternative approach to the recommendation.

- 13.7 Every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote.
- 13.8 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.
- 13.9 If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. Members will be invited by the Chair to vote on a piece of paper, to fold it in half and to hand it to the Clerk. The Clerk will then count the votes and announce the ballot results.
- 13.10 A resolution by the Corporation or any of its committees cannot be overturned or varied, for example, as part of discussions of Matters Arising from previous Minutes. The Instrument of Government states that no resolution 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. Any member wishing to propose that a previous decision be varied or rescinded, should request that the item be included as an agenda item.

14. Register of Interests

- 14.1 All Governors, all colleagues within a management position, and all colleagues working within Finance, Procurement and Payroll will input into the Register of Interests.
- 14.2 The completed Register will be maintained and updated on an annual basis by the Governance Team.



14.3 The Register will be made available for public inspection as outlined in paragraph 15. The Register (as it relates to Corporation Governors) will be made publicly available on the institution's website.

14.4 The Register will include any interest which might impact on the independence or judgement of a governor. It is the responsibility of individual governors to identify relevant interests which might include:

Financial interests

- Remunerated employment.
- Directorships.
- Shareholdings.
- Partnerships.
- Consultancies (paid and unpaid).
- Trusteeships.
- Gifts of hospitality arising from the position of Governor.

Personal interests

- Membership of public bodies including Local Authorities, Health Authorities, NHS trusts, Schools or Colleges Board of Governors, ESFA.
- Unremunerated posts and honorary positions.
- Membership of closed organisations.

14.5 Governors remain obliged to declare, as and when appropriate, any specific interests in issues before the Corporation or committees.

15. Publication of Minutes and Papers (Instrument of Government, Clauses 17, 18; Articles of Government, Clause 8, 21)

15.1 Unless a decision is taken at a meeting to classify an item as confidential,



copies of the following documents will be made available for public inspection during normal office hours (via appointment only):

- The Instrument and Articles of Government, Standing Orders, Code of Conduct, Membership of the Corporation and its Committees, and the Register of Interests.
- The agenda for each meeting of the Corporation and its Committees.
- The draft minutes of every such meeting if they have been approved by the Chair of the meeting.
- The approved minutes of every such meeting.
- Any report, document or other paper considered at any such meeting.

15.2 Only classification within one or more of the following areas shall determine whether a matter should be dealt with on a confidential basis: -

- Material relating to a named person employed or proposed to be employed by NCG.
- Material relating to a named student at, or a candidate for admission to, NCG.
- Material relating to the Clerk to the Corporation.
- Personal information relating to any other individual.
- Information provided in confidence by a third party who has not authorised its disclosure.
- Financial or other information relating to procurement decisions, including information relating to the negotiating position, during those negotiations.
- Information relating to the negotiating position in employment relations matters, during those negotiations.
- Information relating to the financial position where the Corporation is satisfied in good faith that disclosure might harm NCG or its



competitive position.

- Legal advice received from, or instructions given to, NCG's legal advisors.
- Information planned for publication in advance of that publication.
- Information not otherwise covered above but considered to be commercially sensitive.
- Information otherwise legally exempt from publication.
- Information covered within the redaction policy not already covered within the above.

16. Action Taken by the Chair and Vice-Chair of the Corporation (Articles of Government paragraphs 3, 4 and 9)

16.1 The Articles of Government distinguish between the roles of the Corporation, the Chief Executive Officer and the Clerk.

16.2 The Articles allow for the delegation of functions to the Committees, the Chair of the Corporation or the Chief Executive Officer except for the following responsibilities which cannot be delegated:

- The approval of the annual estimates of income and expenditure.
- The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets.
- The appointment of the Chief Executive of NCG or holder of a senior post.
- The appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff).
- The modification or revocation of these Articles.
- The consideration of the case for dismissal.



- The power to determine an appeal in connection with the dismissal of the Chief Executive of NCG, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation, including the Chair or the Vice-Chair.
- 16.3 There may be occasions when issues arise which should be placed before the Corporation or its committees but the next scheduled meeting provides excessive delay, and the Clerk deems it not significant enough to call a Special Meeting. In such circumstances, the Corporation have empowered the Chair of the Corporation (or, in his absence, the Vice Chair) to act on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and / or any other relevant regulations.
- 16.4 Two types of Chair and Vice-Chair of the Corporation's action are envisaged: namely day to day issues and matters judged too urgent to await the next scheduled meeting but which do not merit the calling of a Special Meeting.
- 16.5 Day to day issues include, for example, signing routine documents on behalf of the Corporation, responding to approaches made to the Corporation by external organisations or agreeing to detailed aspects of implementing matters already agreed by the Corporation.
- 16.6 Requests for action by the Chair or Vice-Chair of the Corporation should only be made through the Clerk to the Corporation. In the event of the Clerk being absent, for example, through annual leave, ill health or the post being vacant, a Deputy Clerk and or appropriate senior manager will deputise.
- 16.7 The Clerk will report the decision of the Chair or Vice-Chair to the next scheduled meeting of the Corporation. The Corporation requires any member of NCG who has sought the decision of the Chair and Vice-Chair of the Corporation to give the correspondence relating to that decision to the Clerk, so that the Clerk can ensure that the decision is reported to the

next full meeting.

16.8 The Chair and Vice-Chair of the Corporation and the Chief Executive Officer will decide whether it is appropriate to seek the views of the Chair of the relevant committee.

16.9 Having authorised the Chair and Vice-Chair of the Corporation to take certain action between meetings, the Corporation will accept corporate responsibility for any action taken.

17. Committees (Articles of Government, Clauses 4, 5, 6 and 7)

17.1 The Corporation has established seven standing committees and has agreed Terms of Reference for each of them. The Committees are:

- Audit and Risk Committee
- Appraisal and Remuneration Committee
- Search, Nominations & Governance Committee
- Further Education (FE) Quality & Students Committee
- Higher Education (HE) Quality & Students Committee
- Estates Committee
- People & Culture Committee
- Local College Boards
 - Carlisle College Board
 - Kidderminster College Board
 - Lewisham College Board
 - Newcastle College Board
 - Newcastle Sixth Form College Board
 - Southwark College Board

- West Lancashire College Board

- 17.2 The Clerk will regularly request the Corporation review the Terms of Reference, to ensure that they are in line with the requirements of the Corporation, relevant government departments, ESFA, auditors and, where appropriate, will advise on good practice.
- 17.3 Members will be responsible for adhering to the Instrument and Articles of Government, Terms of Reference and these Standing Orders, whilst conducting their Corporation Business.
- 17.4 A Special Committee may also be convened to consider disciplinary matters, as appropriate.
- 17.5 The Corporation may also establish ad hoc committees for example, a Selection Panel for the appointment of Senior Post Holders.
- 17.6 The Minutes of these Committees will be attached to Corporation agendas for noting delegated issues and approval of non-delegated items.

18. Expenses for members of NCG and co-opted members of its sub-committees

- 18.1 NCG will make payments to members of its Corporation, its Committees (including College Boards) and to co-opted members for the following agreed expenses, where not covered by other means such as employer support.
- 18.2 No payments will be made for loss of earnings.

Travel

- 18.3 Travel expenses to and from official meetings or other events for members or where a member has been requested to attend an event on behalf of NCG or one of its colleges, where the expenses are additional to any that the individual would otherwise have incurred.



18.4 Where an event is not held at the usual venue, reimbursement of expenses is subject to agreement in advance with the Governance Team.

18.5 Parking costs will be reimbursed (but not fines or penalties).

Reasonable Adjustments

18.6 Every effort will be made to provide, free of charge, the arrangements, facilities or equipment required to enable a member with a disability to participate fully and meaningfully in all relevant activities. If, for any reason, this cannot be done, then the expenses incurred by the member in making these arrangements will be reimbursed (for example, the cost of the provision of a signer, audiotapes, Braille documents or travelling expenses for a person providing support).

Making Claims

18.7 The decision to claim expenses is left to the discretion of individual members. Expenses claims should be submitted to the Governance Team (via clerk@ncgrp.co.uk). The Governance Team will advise on the relevant claims process and maintain a record of all expenses for audit and other purposes.

19. No-Smoking Policy

19.1 NCG operates a “Smoke Free Environment Policy” which can be found on the NCG website.

20. Statements made on behalf of the Corporation

20.1 Unless otherwise agreed by the Corporation for a specific circumstance, statements on behalf of the Corporation will only be made by the Chair of the Corporation, the Clerk or the Chief Executive Officer.

20.2 The content of the statements will be the subject of consultation between



the Chair of the Corporation, the Clerk or Chief Executive Officer and NCG management.

20.3 It is recognised that the majority of issues which require public statement concern the strategic management and day to day operation of NCG and are therefore dealt with by, or on behalf of, the Chief Executive Officer.

20.4 It is the responsibility of the Clerk to the Corporation (or appropriate member of the Governance Team) to respond to correspondence on behalf of the Corporation in accordance with its wishes.

21. Use of the Corporation Seal (Instrument of Government, Clause 20)

21.1 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. This will be of relevance in property transactions, but it is also the case that some contractual agreements will be deeds and therefore need to be sealed.

21.2 Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.

21.3 The application of the seal of the Corporation shall be authenticated by:

- the signature (electronic or wet) of the Chair of the Corporation, Vice Chair of the Corporation or the CEO and
- the signature of any other independent member.

21.4 The Clerk is the keeper of the Corporation seal, and the Governance Team will maintain a record of the use of the seal.

22. Appointment of Staff (Articles of Government, Clause 10)

22.1 The Corporation is responsible for the appointment of designated senior post-holders and the Clerk to the Corporation. The designated senior post-holders are:

- Chief Executive Officer.
- Chief Finance Officer.
- Chief Information, Data and Estates Officer.
- Clerk to the Corporation.
- Executive Director of Quality.
- Executive Principal – Curriculum.
- Executive Principal – People and Culture..
- Principal of Carlisle College.
- Principal of Newcastle College.
- Principal of Newcastle Sixth Form College.
- Principal of West Lancashire College.
- Principal of Kidderminster College.
- Principal of Lewisham College.
- Principal of Southwark College.

22.2 The Corporation is responsible for authorising the appointment of directors to the boards of subsidiary companies. The Corporation shall not normally authorise such an appointment without first consulting and considering the advice of the Search Committee. At short notice and where there is no remuneration the Chair may authorise the appointment of a director to a board of a subsidiary company.

22.3 The following arrangements will apply when the Corporation is seeking to appoint a senior post holder **or** a Clerk to the Corporation:



22.3.1 The Corporation Board shall appoint a Selection Panel consisting of at least:

- At least three members of the Corporation, including the Chair and / or Vice Chair for the appointment of the Chief Executive.
- The Chair of the Corporation, the Chief Executive Officer and at least one other member of the Corporation for the appointment of the Clerk to the Corporation.
- The Chief Executive Officer plus at least two other Corporation members for the appointment of other senior post holders.

22.3.2 The Clerk to the Corporation (or, for the appointment of a Clerk, an individual nominated by the Chair of the Corporation) will act as Clerk to the Selection Panel.

22.3.3 The Selection Panel's role is set out in the Selection Panel's Terms of Reference.

22.3.4 The Clerk will forward the recommendation of the Selection Panel to the Corporation to appoint one of the interviewed candidates. The Corporation may reject the recommendation of the Selection Panel and require some or all of the recruitment and selection process to be repeated.

22.3.5 An acting Chief Executive Officer may be appointed by either the Corporation or the Chair acting on its behalf pending formal appointment of a Chief Executive Officer.

22.4 The Chief Executive Officer is responsible for making rules and procedures, as appropriate and after consultation with staff, concerning the recruitment, selection, grading, performance management and reward of all staff other than senior post holders and the Clerk. The Corporation has delegated to the Chief Executive Officer the powers to set a framework for the pay and conditions of staff other than senior post holders. The Chief Executive Officer may invite Governors to assist in a selection process and

advise on the selection decision; the selection decision shall remain the responsibility of the Chief Executive Officer.

23. Suspension of Staff (Articles of Government, Clauses 13 and 14)

23.1 The Articles specify a requirement for rules concerning the suspension of senior post-holders and other staff. The rules specified in the NCG Disciplinary Policy also apply to the Clerk, in his or her capacity as a member of staff.

23.2 The Corporation has delegated to the Chief Executive Officer the powers to make rules and procedures, as appropriate and after consultation with staff, concerning the suspension of staff other than senior post holders and the Clerk.

23.3 Nothing in the articles authorises the suspension of a person without pay where such suspension is not expressly provided for under the contract of employment.

24. Discipline and Dismissal of Staff (Articles of Government, Clauses 11, 13, 14)

24.1 The Articles specify a requirement for rules concerning the dismissal of senior post-holders and other staff. The rules specified in the NCG Disciplinary Policy also apply to the Clerk, in his or her capacity as a member of staff.

24.2 The Corporation has delegated to the Chief Executive Officer the powers to make rules and procedures, as appropriate and after consultation with staff, concerning the conduct, discipline, dismissal, redundancy and redeployment and the hearing of appeals for staff other than senior post holders and the Clerk. Rules concerning conduct will show regard to the need for academic freedom as specified in the Articles.



25. Grievance Procedure

(Articles of Government, Clause 13)

- 25.1 All grievances will be handled in accordance with NCG's procedures.
- 25.2 Any member of staff with a grievance against the Chief Executive Officer, should submit this in writing to the Clerk. The Clerk will refer any such grievances to the Chair or, in his absence, the Vice Chair.
- 25.3 The Corporation has delegated to the Chief Executive the powers to make rules and procedures, as appropriate, concerning the hearing of grievances of staff other than senior post holders and the Clerk.

26. Students

(Articles of Government, Clause 15)

- 26.1 The Corporation has delegated to the Chief Executive the powers to make rules concerning the conduct of students, including procedures for their suspension and expulsion.

27. Amendments To The Standing Orders

(Articles of Government, Clause 22)

- 27.1 The Governance Team will keep the provisions of this document under review and propose amendments to the Corporation as appropriate.
- 27.2 Individual Governors may also propose amendments to the document.
- 27.3 All proposed amendments will be subject to the approval of the Corporation unless required by law when they will be implemented with immediate effect.

Revised: 26 March 2024