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# NCG STANDING ORDERS

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as at 10 September 2024

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## **1. Interpretation of the terms used**

In these Standing Orders:

- 1.1 any reference to “the Chief Executive of NCG” shall include a person acting as Chief Executive of NCG;
- 1.2 “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 5 of the Instrument of Government;
- 1.3 “committee” means a committee of the Corporation;
- 1.4 “DfE member” means a member of the Corporation appointed by the Secretary of State;
- 1.5 “the Director of Governance” means the Clerk to the Corporation;
- 1.6 “the Corporation” means NCG Corporation;
- 1.7 “the Governing Body” means the NCG Corporation Board, also referred to as the Board of Governors;
- 1.8 “Governor” means a member of the NCG Corporation Board. Also referred to as independent members of the Corporation. Governors are also Trustees in accordance with the Charities Act 2011;
- 1.9 “local college board” means the board of an NCG college;
- 1.10 “meeting” means “a meeting of the Corporation, a committee of the Corporation or a local college board, at which one or more of the members attending are present in more than one room, provided that by the use of conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- 1.11 “member” means a member of a local college board or committee of the Corporation. Members are usually independent (with the exception of staff and student members, the principal and executive principal).
- 1.12 “principal” means the principal of an NCG college;
- 1.13 “senior post” means the post of Chief Executive of NCG and such other senior posts as the Corporation may decide for the purposes of these Articles;
- 1.14 “the staff” means all the staff who have a contract of employment with the institution;

## **2. Introduction**

- 2.1. These Standing Orders should be used in conjunction with the Corporation’s

Instrument & Articles of Government. Nothing in this document is intended to override the provisions of the Instrument and Articles of Government as approved by the Corporation.

- 2.2. A copy of these Standing Orders will be given to each Governor 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.
- 2.3. In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation, its Committees and Local College Boards will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.
- 2.4. If any governor is in any doubt as to the reliability of anything contained in these Standing Orders, they should consult the Clerk and, if necessary, independent advice will be sought.

### **3. Code of Conduct**

- 3.1. The Corporation acknowledges and supports the seven principles of public life as outlined by the Nolan Committee on Standards in Public Life. The principles are: selflessness, integrity, objectivity, accountability, openness, honesty, leadership.
- 3.2. It is a condition of membership of the Corporation and all Committees of the Corporation including local college boards, that all Governors and members accept in full, the Governor Code of Conduct.
- 3.3. The Code is available for viewing on the NCG website.

### **4. Membership of the Corporation, its Committees and Local College Boards**

#### **4.1. General Principles**

- 4.1.1. The Corporation is the appointing authority in relation to the appointment of any member of the Corporation Board, other than DfE members. This applies also to the membership of Corporation Committees.
- 4.1.2. The Search, Nominations & Governance Committee is the appointing authority in relation to the appointment of all members of local college boards.
- 4.1.3. The term of office for an Independent Governor on the Corporation Board shall not exceed four years. Independent Governors may be reappointed for a second term (up to a maximum of eight years), with an additional one-year

term being granted in exceptional circumstances.

- 4.1.4. The term of office for a Staff Governor on the Corporation Board or a staff member on a local college board shall not exceed two years, with an option to be reappointed for a second term (up to a maximum of four years).
- 4.1.5. The term of office for a Student Governor on the Corporation Board or a student member on a local college board shall not exceed one year, with an option to be reappointed for a second term (up to a maximum of two years).
- 4.1.6. The term of office for an independent member of a local college board shall not exceed four years with an option to be reappointed for a second term (up to a maximum of eight years).
- 4.1.7. Terms of office may be staggered for the purposes of business continuity and institutional memory.
- 4.1.8. Further detail on the process for the appointment and reappointment of Governors, committee members and local college board members is included in the Governor Recruitment and Appointment policy.

#### **4.2. Membership of the Corporation Board**

4.2.1. 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 nineteen members drawn from a range of backgrounds as follows:

- Up to fifteen 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.

#### **4.3. Process for the appointment of Independent Governors of the Corporation**

4.3.1. The Corporation has a Search, Nominations & Governance Committee to assist it in the appointment of Independent Governors and shall not appoint any Independent Governors unless it has first considered the advice of the Search Committee.

- 4.3.2. The Search, Nominations & Governance Committee may make use of advertising, consultation and canvassing to identify suitable candidates.
- 4.3.3. The Search, Nominations & Governance 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 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.

#### **4.4. Process for the appointment of Student and Staff Governors of the Corporation**

- 4.4.1. The Search, Nominations & Governance Committee shall oversee the process for the appointment of staff and student Governors.
- 4.4.2. The Governance Team will support the process for appointing the staff and student Governors to the Corporation Board, either by interview or election in accordance with the provisions of the Governor Recruitment & Appointment policy.
- 4.4.3. The final decision to appoint individuals to serve on the Corporation (or Corporation Committees) rests with the Corporation as a body.

#### **4.5. Coopted Members**

- 4.5.1. 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.
- 4.5.2. The appointment of a coopted member will be subject to the same procedures as a Corporation Board Governor. 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.
- 4.5.3. The number of coopted members on a committee shall not be a majority of the total number of members.
- 4.5.4. A coopted member shall not be the Chair of a committee.
- 4.5.5. 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.

#### **4.6. Process for the appointment to Committees**

4.6.1. The Corporation has a Search, Nominations & Governance Committee to assist it in the appointment of Governors and coopted members to Corporation Committees.

4.6.2. The Search, Nominations & Governance 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 and make any recommendations to the Corporation accordingly.

#### **4.7. Process for the appointment to College Boards**

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

4.7.2. Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

4.7.3. The Search, Nominations & Governance 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

4.7.4. The Search, Nominations & Governance 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.

#### **4.8. Termination of Membership**

4.8.1. 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.

4.8.2. Minor conduct or performance issues concerning Governors and members

will usually be resolved informally by the relevant Chair and / or Director of Governance discussing the matter with the individual 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.

- 4.8.3. Before any formal steps are taken to remove a Governor or member, the matter will be investigated by the Search, Nominations & Governance Committee or other individual nominated by the Corporation.
- 4.8.4. In some cases of alleged misconduct or poor performance, a Governor or 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 Director of Governance. Written notice of a decision to suspend will be given by the Director of Governance and the grounds for suspension will be kept under regular review and will only continue for as long as is absolutely necessary. Other Governors or members of the relevant Board will be notified with 48 hours of the decision to suspend. A non-exhaustive list of potential reasons for suspension appears in paragraph 4.8.17.
- 4.8.5. A Governor or member may only be removed from office by the Corporation passing a resolution in the following terms:
- 4.8.6. '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 9(2) of the Instrument of Government shall take effect, this decision to take effect from [the time] on [date of this meeting].'
- 4.8.7. Before any such resolution is considered, the individual concerned 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:
- 4.8.8. The proposal to terminate membership will be placed on the agenda for a Corporation meeting.
- 4.8.9. The member or members proposing the termination will state their reasons for so doing.
- 4.8.10. The Governor or 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.

- 4.8.11. The written reasons referred to in paragraph 4.8.10 will be sufficiently explicit to enable the individual concerned to understand the charge to be answered and to prepare their case.
- 4.8.12. The Governor or member may be allowed to be accompanied but is not entitled to be represented.
- 4.8.13. If the Governor or member cannot reasonably attend the Corporation meeting for any reason the Corporation will consider postponing the meeting.
- 4.8.14. Neither the resolution proposer nor the individual who is the subject matter of the resolution may vote on the resolution and shall withdraw from the meeting whilst the vote takes place.
- 4.8.15. If the resolution is passed the Chair will issue the notice of termination required by the resolution.
- 4.8.16. 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.
- 4.8.17. 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.

- 4.8.18. 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 4.8.4 into their conduct or performance as a member.

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

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

## **5. Appointment of Chair and Vice Chair**

- 5.1 The members of the Corporation shall appoint a Chair (via the Search, Nominations & Governance Committee, through the process outlined in the Governor Recruitment and Appointment policy) and a Vice-Chair from among themselves.
- 5.2 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.

## **6. The Director of Governance**

- 6.1 The Corporation shall appoint a Director of Governance to serve as Clerk to the Corporation.
- 6.2 The Director of Governance 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 Director of Governance 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 Arrangements to ensure the independence of the Director of Governance:

- 6.5.1. The Director of Governance 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 Director of Governance shall not have significant financial responsibility.
- 6.5.3. The Director of Governance shall be allowed access to external legal advice, as necessary.
- 6.5.4. The Director of Governance shall make a formal declaration in the Register of Interests.
- 6.5.5. The Director of Governance 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 Director of Governance 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 Director of Governance 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 Director of Governance to the Chair of the Corporation Board, the Chief Executive Officer and, if relevant to the terms of reference of the Audit & Risk Committee, to the Chair of the Audit & Risk Committee.
  - The concern has been reported to a meeting of either the Corporation or the relevant committee and, at the Director of Governance's request, recorded in the

public minutes.

- 7.4 No steps taken in good faith by the Director of Governance in these circumstances shall be viewed as grounds for action under the disciplinary procedure.

## **8. Attendance at Meetings and Quoracy**

- 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 count towards quorum.
- 8.3 The Director of Governance will monitor quoracy during meetings and note any late arrival, early departure or withdrawal from a meeting in the minutes.
- 8.4 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.
- 8.5 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.
- 8.6 Attendance at all meetings will be recorded by the Governance Team and reported to the Corporation annually.
- 8.7 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.
- 8.8 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 Director of Governance 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. Access to Meetings**

- 11.1 Members of the Corporation and the Director of Governance (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 Director of Governance 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.
- 11.2 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.
- 11.3 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.

## **12. Proceedings of Meetings of Corporation or any of its committees – Debate, Voting, Reconsiderations of Resolutions**

- 12.1 Every Governor and member shall act in the best interests of NCG and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.
- 12.2 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 or member 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 Governor or member to withdraw from that part of the meeting. In such circumstances, the individual's withdrawal from and re-joining the meeting will be recorded in the minutes.
- 12.3 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.
- 12.4 The Instrument 13(1) states that every question to be decided at a meeting of the Corporation 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. Note: in practice Governors are typically asked for their agreement to the proposal in question at the conclusion of a discussion and a vote might typically only be called if there is a clear expression of dissent or for a matter of particular significance.

- 12.5 Should a Governor request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to decide the circumstances in which a secret ballot should be held. 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.
- 12.6 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.
- 12.7 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.

### **13. Register of Interests**

- 13.1 All Governors and members of a Corporation committee or local college board are required to make an annual declaration of interest.
- 13.2 The Register is maintained and updated by the Director of Governance and will be made available for public inspection as outlined in the Instrument of Government.
- 13.3 Governors and members remain obliged to declare, as and when appropriate, any specific interests in issues before the Corporation, its committees or local college boards.

### **14. Publication of Minutes and Papers**

- 14.1 In accordance with the provisions of section 16 of the Instrument of Government, the agenda, minutes and reports of each meeting of the Corporation will be made available on request for inspection. This will be the responsibility of the Director of Governance.

14.2 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 Director of Governance.
- 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.

## **15. Action Taken by the Chair and Vice-Chair of the Corporation**

15.1 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 Director of Governance 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.

15.2 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.

- 15.3 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.
- 15.4 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.
- 15.5 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.
- 15.6 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.
- 15.7 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.

## **16. Committees**

16.1 The Corporation has established seven standing committees and seven local college boards 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) Governance Committee
- Finance & Resources Committee
- People & Culture Committee

The local college boards are:

- Carlisle College Board
- Kidderminster College Board
- Lewisham College Board

- Newcastle College Board
- Newcastle Sixth Form College Board
- Southwark College Board
- West Lancashire College Board

16.2 The Director of Governance will regularly request that 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.

16.3 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.

16.4 A special committee may also be convened to consider disciplinary matters, as appropriate.

16.5 The Corporation may also establish ad hoc committees for example, a selection panel for the appointment of Senior Post Holders.

16.6 The minutes of these committees and boards will be attached to Corporation agendas for noting delegated issues and approval of non-delegated items.

## **17. Expenses for members of NCG and co-opted members of its sub-committees**

17.1 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.

17.2 No payments will be made for loss of earnings.

### Travel

17.3 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.

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

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

### Reasonable Adjustments

17.6 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

17.7 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](mailto: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.

## **18. Statements made on behalf of the Corporation**

18.1 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 or the Chief Executive Officer.

18.2 The content of the statements will be the subject of consultation between the Chair of the Corporation or Chief Executive Officer and NCG management.

18.3 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.

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

## **19. Use of the Corporation Seal**

19.1 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.

19.2 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.

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

## **20. Appointment of Staff**

20.1 The Corporation is responsible for the appointment of designated senior post-holders. The designated senior post-holders are:

- Chief Executive Officer
- Chief Finance Officer
- Chief Information, Data and Estates Officer
- 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
- Director of Governance (Clerk to the Corporation)

20.2 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, Nominations & Governance 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.

20.3 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.

20.4 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 Director of Governance. 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.

## **21. Suspension of Staff**

- 21.1 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.
- 21.2 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.
- 21.3 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.

## **22. Discipline and Dismissal of Staff**

- 22.1 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.
- 22.2 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.

## **23. Grievance Procedure**

- 23.1 All grievances will be handled in accordance with NCG's procedures.
- 23.2 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.
- 23.3 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.

## **24. Students**

24.1 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.

## **25. Amendments To The Standing Orders**

25.1 The Governance Team will keep the provisions of this document under review and propose amendments to the Corporation as appropriate.

25.2 Individual Governors may also propose amendments to the document.

25.3 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:** 10 September 2024