



NCG Corporation Standing Orders

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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 In these Standing Orders, any reference to “the Chief Executive” refers only to the Chief Executive of NCG or a person acting in that role

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:
 - Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- 2.2 It is a condition of membership of the Corporation that all Governors accept in full the contents of the Code of Conduct.
- 2.3 The Code is available for public inspection as outlined in paragraph 15.

3 Membership of the Corporation (Instrument of Government, Clauses 2, 3, 4, 5 and 9)

- 3.1 The Corporation is the appointing authority in relation to the appointment of any member of the Corporation, other than SFA 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 fourteen members drawn from a range of backgrounds as follows:
 - 11 members with the necessary skills to ensure that the Corporation carries out its functions;
 - 1 “staff member”, nominated and elected by the teaching and support staff;
 - 1 “student member”, nominated and elected by Newcastle College Student Union, normally in tandem with election of the Student Union President;
 - The Chief Executive.

- 3.2 Process for the appointment of members other than staff and student members
- 3.2.1 The Corporation has a Search Committee to assist it in the appointment of members and shall not appoint any member 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. The Corporation has adopted the principle of open advertisement for Governor posts and requires that canvassing of applicants always be supported by other recruitment options or channels.
- 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 Subject to the approval of the Search Committee, the Clerk 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 rests with the Corporation as a body. Subject to the approval by the Corporation, the Clerk 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 shall normally be three years. On reappointment, the period of office will be up to three years and set with consideration of the risk that a number of members might leave the Corporation at the same time. The maximum total term of office shall be nine years.
- 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.
- 3.3 Process for the appointment of student and staff members
- 3.3.1 The Search Committee has no role in relation to student members and staff members including the Chief Executive.
- 3.3.2 The Clerk will arrange for the election of staff members by the staff, as necessary. The Clerk will advise candidates of the requirements for eligibility, including willingness to abide by the Code of Conduct.

- 3.3.3 The Clerk will prompt the Student Union to arrange the election of student members by the student body, as necessary. The Student Union may nominate elected officials to serve as student members.
- 3.3.4 The Clerk 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 rests with the Corporation as a body. Subject to the approval by the Corporation, the Clerk 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 three years for staff and one year for students.
- 3.4 The Corporation may co-opt additional members to serve on committees and working groups, as required to enhance the mix of skills and experience.
- 3.5 A member of the Corporation shall hold and vacate office in accordance with the terms of his/her appointment but the length of each term of office shall not exceed three years.
- 3.6 Approximately one year before individual terms of office expire, the Clerk to the Corporation will liaise with the Chair of the Search Committee to ensure appropriate arrangements are in place for maintaining continuity in the appropriate categories whilst seeking new members for the next period of office. The Clerk to the Corporation will maintain a register of members' terms of office. This will be made known to the Corporation so that any views of the membership as a whole may be taken into account during this planning stage.
- 3.7 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 Clauses 5 and 8 of the Instrument of Government and subject to a maximum total term of nine years. Existing members will make known to the Clerk to the Corporation at an early stage if they are prepared to continue serving on the reconstituted Corporation.
- 3.8 A member may resign his office at any time by giving notice in writing to the Clerk of the Corporation.
- 3.9 Any person who is a member of Corporation by virtue of being a member of staff (including the Chief Executive) shall cease to hold office if s/he ceases to be a member of staff.
- 3.10 Any person who is a member of Corporation by virtue of being a student shall cease to hold office if s/he is expelled or otherwise at the end of the academic year in which s/he ceased to be a student.

Termination of Membership

- 3.11 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.
- 3.12 Minor conduct or performance issues concerning members will usually be resolved informally by the Chair 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.
- 3.13 Before any formal steps are taken to remove a member the matter will be investigated.
- 3.14 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 him/her from office. Decisions to suspend membership will be taken by the Chair 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 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 [1.8] (below).
- 3.15 A member may only be removed from office by the Corporation passing a resolution in the following terms:
“That the Corporation is satisfied that it is not in the best interests for [name of member] to remain a member of the Corporation and that the Chair of the Corporation be authorised to give notice to that effect in writing to [name of member] to remove him/her from office in accordance with Clause [10(2)] of the Instrument of Government, this decision to take effect from [the time] on [date of this meeting].”
- 3.16 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 his/her membership should not be terminated and the following procedure will normally be followed:
- 3.16.1 the proposal to terminate membership will be placed on the agenda for a Corporation meeting;
- 3.16.2 the member or members proposing the termination will state their reasons for so doing;
- 3.16.3 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 his/her right to make written representations for the Corporation to consider and/or to attend the meeting to make oral representations;

- 3.16.4 the written reasons referred to in paragraph [1.6.3] (above) will be sufficiently explicit to enable the member to understand the charge to be answered and to prepare his/her case;
 - 3.16.5 the member may be allowed to be accompanied but is not entitled to be represented;
 - 3.16.6 if the member cannot reasonably attend the Corporation meeting for any reason the Corporation will consider postponing the meeting;
 - 3.16.7 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;
 - 3.16.8 if the resolution is passed the Chair will issue the notice of termination required by the resolution;
 - 3.16.9 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.
- 3.17 The following are examples of matters that may lead to termination of membership:
- 3.17.1 being unfit or unable to discharge the functions of a member;
 - 3.17.2 absence from Corporation meetings for a period of six months or more;
 - 3.17.3 serious breaches of the Code of Conduct;
 - 3.17.4 disqualification from acting as a member following court or tribunal proceedings;
 - 3.17.5 bringing the Corporation into serious disrepute;
 - 3.17.6 a serious breach of confidence;
 - 3.17.7 ceasing to be actively engaged and/or to make a full contribution to the business of the Corporation.

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

- 3.18 The following are examples of matters that may lead to suspension of membership:
- 3.18.1 if the member is an employee of the College, suspension under the College's employee disciplinary procedures or otherwise being subject to disciplinary proceedings;
 - 3.18.2 if the member is a student of the College, suspension under the College's student disciplinary procedures or otherwise being subject to disciplinary proceedings;

3.18.3 if the member is subject to court or tribunal proceedings the outcome of which could lead to disqualification from acting as a member;

3.18.4 if the member is subject to any investigation under paragraph [1.3] (above) into his/her conduct or performance as a member.

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

3.19 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 Paragraphs 8 (1-10) of the Instrument of Government set out criteria for persons ineligible to become Governors.

4.2 The Clerk to the Corporation 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 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 members shall appoint a Chair and a Vice-Chair from among their number. Neither the Chief Executive nor any staff or student member shall be eligible for appointment as Chair or Vice-Chair but may participate in the appointment process.

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.

5.3 The Clerk will take the Chair for the agenda item on the election of a Chair and 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 either 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.

5.4 If both the Chair and Vice Chair of the Corporation are absent from any meeting of the Corporation, 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, or a staff or student member.

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

- 5.6 At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, or following the resignation of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number. The Chair or Vice-Chair retiring at the end of his term of office shall be eligible for re-appointment.

**6 The Clerk to the Corporation
(Instrument of Government, Clauses 7 and 14[10]; Article 3[1][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 with regard to the operation of its powers
 - (b) advising the Corporation with regard to procedural matters
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice
- 6.2 The Clerk will assist members of the Corporation 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 the Corporation 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 a which his/her 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.
- 6.4 The Chief Executive 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 and by a Group Director for a management role. The Remuneration Committee shall provide oversight of these separate appraisals.
 - 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.
 - 6.5.6 The role of the Clerk at Corporation meetings shall generally be non-participative, except when
 - the Clerk presents a report concerning Corporation Matters
 - the Clerk provides advice, as specified in paragraph 6.1

7 Resolution of Difficulties

- 7.1 The Chief Executive and Board shall be responsible for ensuring that all funds from the Skills Funding Agency (SFA) 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 is responsible for advising the Board if, at any time, any action or policy under consideration is incompatible with the terms of the memorandum. Should the Board determine, despite this advice, to proceed, the Chief Executive shall inform the Chief Executive of the SFA in writing.
- 7.2 It is the responsibility of the Clerk to the Corporation to express any concerns he or she may have that the Corporation is acting beyond its powers or inappropriately.
- 7.3 Should the need arise, the Clerk may seek advice from the SFA 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 could be sought in consultation with NCG's external auditors and/or legal advisors.
 - The reasons for the concern have then been put in writing and sent by the Clerk to the Chair, the Chief Executive 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 Corporation shall meet at approximately monthly intervals during each term. Meetings will usually commence at 4pm.
- 8.2 Meetings of the Corporation will be quorate if the number of members present is at least 40% of the membership numbers, including any vacancies. Members participating via video conferencing or telephone conferencing facilities will be counted toward the quorum; these facilities should only be used in very exceptional circumstances and with permission of the Chair.
- 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 the Corporation does not constitute a 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, the meeting shall be terminated.

- 8.5 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he thinks fit, cause a Special Meeting to be summoned as soon as conveniently may be.
- 8.6 Members are appointed to serve on the Corporation in the expectation that they will make time in their schedules to attend and fully participate in the work of the Corporation and the life of NCG.
- 8.7 If a member is prevented from attending a Corporation or committee meeting or a development event, that member should notify the Clerk and give as much notice as possible. The purpose of this is to enable the Clerk to:
- Give apologies at the meeting and record these in the Minutes
 - Ascertain whether or not the meeting will be quorate
- 8.8 A target of 80% for attendance at scheduled Corporation meetings has been agreed. Attendance at all meetings will be recorded by the Clerk to the Corporation and reported to Corporation annually.
- 8.9 Members are asked to ensure that they sign the Attendance Record to enable the Clerk to maintain a register of attendance at meetings for future reference and review by the Corporation, Auditors, Inspectors and other interested parties.
- 8.10 The Corporation may remove from office any member who has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
- 8.11 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.
- 9.11 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 20 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.
 - 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 Clerk 10 working days before the scheduled date of the meeting.

- 9.4 As a matter of routine, all meetings shall be summoned by the Clerk to the Corporation, 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 The Corporation is not obliged to include an item under Any Other Business on its 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.
- 11.11 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, s/he 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 5[8])

- 12.1 Members of the Corporation and the Clerk to the Corporation will be the only persons entitled to attend all meetings of the Corporation (including committees).
- 12.2 The Chair and the Chief Executive are empowered to determine which members of staff may be required to attend meetings of the Corporation for the purpose of providing information and giving advice when required by the members of the Corporation. Such staff will be asked to withdraw from the meeting when the Chair deems this to be appropriate.
- 12.3 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.

- 12.4 Other observers may not attend meetings, including members of staff, students and members of the general public, unless the Corporation grants permission.

13 Proceedings of Meetings of Corporation – Debate, Voting, Reconsiderations of Resolutions (Instrument of Government, Clauses 12 and 14)

- 13.1 Every member shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

A staff member shall withdraw from that part of any meeting of the Corporation or any of its committees at which

- o staff matters relating solely to that member of staff are being considered [Inst 14(6)(a)]
- o that member's reappointment or the appointment of that member's successor is to be considered [Inst 14(6)(b)]
- o 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)(c) and 14(6)(c)]
- o staff matters relating to any member of staff holding a post senior to that member's 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(6)(d)]

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(10)].

- 13.2 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 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 rejoining the meeting will be recorded in the minutes.

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

- 13.4 The reports received by the Corporation will normally include a clear recommendation. There will be occasions, however, when members of the Corporation decide to adopt an alternative approach to the recommendation.

- 13.5 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.
- 13.6 A member may not vote by proxy or by way of a postal vote. The normal way of voting will be by a show of hands. If a consensus is not reached, the number voting for and against and any abstentions will be recorded in the Minutes.
- 13.7 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. The number of votes for and against any and abstentions will be recorded in the Minutes.
- 13.8 A resolution by the Corporation 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, Senior post holders, budget holders and the Purchasing Officer will input to a Register of Interests.
- 14.2 The completed Register will be maintained and updated on an annual basis by the Clerk to the Corporation.
- 14.3 The Register will be made available for public inspection as outlined in paragraph 15
- 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, SFA
- ❑ 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 11, 17, 19; Articles of Government, Clause 22)

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 in the Parsons Library during normal office hours:

- ❑ The Instrument and Articles of Government, Standing Orders, Code of Conduct, Membership of the Corporation 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 signed 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 the course of those negotiations
- ❑ Information relating to the negotiating position in employment relations matters, during the course of 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; and/or
- ❑ Information not otherwise covered above, but considered to be commercially sensitive.
- ❑ Information otherwise legally exempt from publication

15.3 Sensitive items may be identified as "confidential" or "embargoed"; the Chief Executive will review the confidentiality of papers on an annual basis;

embargoed items will specify the date or event after which the item can be disclosed as part of the report

16 Action Taken by the Chair and Vice-Chair of the Corporation (Articles of Government paragraphs 3, 4 and 5)

- 16.1 The Articles of Government distinguish between the roles of the Corporation, the Chief Executive 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 with the exception of the following responsibilities which cannot be delegated:
- The determination of the educational character and mission of the institution
 - the solvency of the institution and the Corporation and for safeguarding their assets.
 - Approving annual estimates of income and expenditure;
 - The appointment of the holders of senior posts and the Clerk to the Corporation and;
 - The modification or revocation of the Articles of Government
 - The power to determine an appeal against suspension, summary dismissal or any disciplinary action taken by the Special Committee other than to a committee of members of the Corporation;
- 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 take action 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 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 will decide whether or not 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 5, 6 and 7)

17.1 The Corporation has established five standing committees and has agreed Terms of Reference for each of them as shown at Appendix 1. The Committees are:

- Audit Committee
- Remuneration Committee
- Search Committee
- Newcastle College Advisory Committee
- West Lancashire College Advisory Committee

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, SFA, 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.

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 Corporation and co-opted members of its sub-committees

18.1 NCG will make payments to members of its Corporation and to co-opted members of its sub-committees 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 College venue, reimbursement of expenses is subject to agreement in advance with:
- The Clerk to the Corporation, for members of NCG Corporation
 - The relevant College Principal, for Advisory Committee members (including members of NCG Corporation where acting as Advisory Committee members)
- 18.5 Parking costs will be reimbursed (but not fines or penalties).

Reasonable Adjustments

- 18.6 Every effort will be made to provide at the College, 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.
- 18.8 Expenses claims should be submitted to:
- The Clerk to the Corporation, for members of NCG Corporation
 - The relevant College Principal, for Advisory Committee members (including members of NCG Corporation where acting as Advisory Committee members)
- Each of the above 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 policy of no smoking.

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 or the Chief Executive.
- 20.2 The content of the statements will be the subject of consultation between the Chair or Chief Executive 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.

20.4 It is the responsibility of the Clerk to the Corporation to respond to correspondence on behalf of the Corporation in accordance with its wishes.

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

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 particular 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 signature of the Chair of the Corporation, the Vice Chair of the Corporation, the Chief Executive of NCG or the Chair of the Audit Committee together with the signature of any other Corporation member shall authenticate the use of the seal by the Corporation.

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

22 Appointment of Staff (Articles of Government, Clause 12)

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 the:

- Chief Executive
- Group Finance Director
- Group Director, Planning and Performance
- Group Director, HR and Corporate Services
- Group Director, Business Development
- Principal of Newcastle College (Division)
- Principal of West Lancashire College (Division)

22.2 The Corporation, as shareholder, 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:-

22.31 The Chair, or in the Chair's absence the Vice-Chair, shall appoint a Selection Panel consisting of at least:

- four governors including the Chair or Vice Chair and a member of the Remuneration Committee for the appointment of the Chief Executive
- three Governors including the Chief Executive, the Chair or Vice Chair and a member of the Remuneration Committee for the appointment of other senior post holders or the Clerk to the Corporation

22.32 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.

22.33 The Selection Panel, supported by the Clerk:

- will consider carefully and adopt the most appropriate process which it considers optimises its prospects of recruiting and selecting the best candidate for the role, drawing on an appropriately wide pool of talent, and complying with the Corporation's duty in relation to equality and diversity.
- may appoint staff and/or a consultancy firm to assist with the recruitment and selection process
- will interview shortlisted candidates
- will decide whether to recommend a candidate for appointment by the Corporation or to re-advertise the vacancy.

22.34 The Selection Panel has delegated authority to approve the appointment on behalf of the Corporation; the Clerk will arrange for the decision to be reported and recorded at the next meeting of the Corporation.

22.35 Alternatively, 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.

22.36 A representative of the Selection Panel will communicate an offer of employment to a successful candidate. The Chair and Vice-Chair have delegated authority to approve variation from a previously approved remuneration package and will seek advice from the Chair of the Remuneration Committee.

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

22.4 The Chief Executive 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 the powers to set a framework for the pay and conditions of staff other than senior post holders. The Chief Executive 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.

23 Suspension of Staff (Articles of Government, Clauses 16 and 17)

23.1 The Articles specify a requirement for rules concerning the suspension of senior post-holders and other staff. The rules specified in the Disciplinary Procedure for Senior Post Holders 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 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 14, 16, 17)

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

22.3 The Corporation has delegated to the Chief Executive 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 16)

25.1 All grievances will be handled in accord with NCG's procedures.

25.2 Any member of staff with a grievance against the Chief Executive, 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 18)**

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 (including expulsion for an unsatisfactory standard of work or other academic reason).

**27 Amendments To The Standing Orders
(Articles of Government, Clause 23)**

27.1 The Clerk to the Corporation 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.

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