

STANDING ORDERS

Introduction

1. These Standing Orders supplement the provisions of the Further Education Corporations (Replacement of Instrument and Articles of Government) (Wales) Order 2006 (“the Order”). In the event of any conflict between these Standing Orders and the above-mentioned legislation, the legislation shall prevail.
2. The Corporation whilst bound by the Order, from 1 September 2014, the Board agreed to comply with Freedoms and requirements afforded by the Further and Higher Education (Governance and Information) (Wales) Act 2014. With particular reference to:
 - Borrowing and investing by further education corporations;
 - De-Minimis requirements with regard to the Instrument and articles of government of further education corporations;
 - De-Minimis requirements in respect of Board Membership. The only compulsory members of the Board are as follows:
 - i. the chief executive;
 - ii. at least two other members of staff at the institution;
 - iii. at least two students at the institution; and,
 - iv. one or more representatives of local employers or Businesses.
 - Dissolution of further education corporations;
 - Intervention by Welsh Ministers in respect of institutions within further education sector;
 - Abolition of duties of further education institutions to comply with directions; and,
 - Abolition of power to regulate higher education courses in further education sector.

Terms of Reference

3. Members shall comply in all respects with, and observe, the Terms of References approved by the Corporation and as published in the Governance Handbook.

Quorum

4. At the commencement of each meeting, the AP: Governance shall determine whether the meeting is quorate. The quorum will include any Members attending via video or audio technology. The quorum for meetings of the Corporation Board shall be as outlined in Paragraph 13 of the Instrument of Government. The quorum for all Committees of the Corporation Board shall be as defined within the relevant Terms of Reference of that Committee.
5. If the number of Members present in person or via videoconferencing, excluding co-opted advisers, does not constitute a quorum, the meeting shall not be held as outlined in Paragraph 13 (2) of the Instrument of Government.

6. If the number of Members present, in person or attending via video or audio technology, excluding co-opted advisers, falls during a meeting below the level of the quorum, the meeting shall be terminated immediately as outlined in Paragraph 13 (2) of the Instrument of Government.

Attendance

7. An attendance register will be circulated by the Assistant Principal: Governance at the beginning of each meeting to record those members in attendance including those Members attending via videoconferencing.
8. The Assistant Principal: Governance will list the Members present and apologies for absence in the minutes of each meeting.
9. The Corporation Board and its Committees aim to achieve **70 percent** attendance at all of its meetings. Attendance will be monitored by the Chair's Committee on an annual basis.

Clerking Arrangements

10. The Assistant Principal: Governance or a nominated replacement, must be in attendance at each meeting of the Corporation Board and its Committees. The Principal cannot act as Assistant Principal: Governance or temporary Assistant Principal: Governance to the Corporation or its Committees.
11. The Agenda and *all* papers will be circulated no later than the **Friday** before the meeting taking place in the following week. Any late papers will be admissible only with the permission of the Chair.
12. If a Board Member requires more clarification, information or evidence, regarding a report, then they are encouraged to contact the Assistant Principal: Governance, if needed, before the meeting.

Public Access to Meetings

13. Before consideration of the first item on the agenda, the Chairperson shall enquire if any members of the press/media are present and will remind all members of the public, who are present, of the Corporation's policy regarding their conduct and access to meetings (as set out in these Standing Orders).

Chairing Meetings

14. At meetings of the Corporation Board, the Chairperson or, in his/her absence, the Vice-Chairperson, shall Chair the meeting. In the case of Committees, the Committee Chairperson shall contact one of his /her fellow Committee Members in advance of the meeting to assume the role of Acting Chairperson for that meeting in his/her absence. In the event of this action not being taken, the Committee at the commencement of the meeting will elect one of the Members present to Chair the meeting.

Agendas

15. The order of business of each meeting will be in accordance with the published agenda unless a majority of the members present determine otherwise. Agendas will be divided into Part I – Non-Confidential Items; Part II – Confidential Items; and Part III – Confidential Staff Items. Members of the public will be excluded from all Part II and Part III items. Staff Governors, Officers (with the exception of those permitted by the Corporation Board) and Student Members will be excluded from Part III items dealing with staffing issues.
16. The first item of business at each meeting will be Declarations of Interest. The second item of business at each meeting will normally be approval or otherwise of the minutes of the last meeting which, if agreed by a majority of the Members present to be accurate, shall be signed by the Chairperson as a true record. The minutes of the previous meetings need not appear on the agenda of any special meeting.

Rules of Debate

17. The Chairperson will apply the rules of debate to the consideration of any item of business on the agenda as follows:
 - a) The Chairperson will introduce the item of business;
 - b) The Member or Officer responsible for placing the item on the agenda will present the item and lead discussion on it;
 - c) Questions and points of clarification may be asked either during and/or at the end of the debate by other Members present;
 - d) The Chairperson will seek any other views on the item being discussed;
 - e) At the conclusion of discussion, the Chairperson will seek a consensus regarding the resolution being sought by the item of business;
 - f) A vote shall not be held if a proposer and/or seconder cannot be identified;
 - g) If consensus is not achieved a vote must be held in accordance with Paragraph 14 (1) of the Instrument of Government.
 - h) If it is a wish of the majority of Members present and eligible to vote that a secret ballot be held, the Assistant Principal: Governance will arrange for the drafting and issue of ballot papers to all Corporation Board Members present;
 - i) In the event of an equal division of votes, the Chairperson of the Corporation, or the appropriate Committee, shall have a second and casting vote;
 - j) Members may not vote by proxy;

- k) In accordance with Paragraph 12 (5) of the Instrument of Government, Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- l) When attending Board meetings, Members should:
- Consider the issue(s) from a strategic perspective – is it demonstrated that all potential impacts have been properly assessed? It is important to gain understanding but avoid going into operational detail, which is not the remit of the Board.
 - Challenge constructively. If any Member has concerns about the report or what another Member is saying, alternative suggestions should be offered in a supportive manner.
 - Be prepared to make decisions in the absence of perfect information – is the information good enough?
 - Draw upon their own knowledge and experience – but don't quote hearsay.
 - Always treat your colleagues with respect – allow them to have their say without interruption – never have side conversations during the meeting.
 - In the interests of courtesy, mobile phones should be turned off or changed to silent mode.

Collective Responsibility

18. All Members shall comply with the doctrine of collective responsibility and stand by a decision even if it was not passed by a unanimous vote.

Conflict of Interest

19. The first item of business on all agendas must be 'Declarations of Interest'. The onus is on Members and Officers present to declare any conflict of interest prior to the commencement of the meeting. If a member holds an interest, they must act in accordance with Paragraph 11 of the Instrument of Government.
20. If either the Assistant Principal: Governance to the Corporation or any other Member present knows, or has reason to believe, that a conflict, or potential conflict, of interest exists in respect of any other Member present, he/she shall bring the matter immediately to the attention of the Chairperson of the Corporation or Committee in order that a decision can be made in accordance with Paragraph 11 of the Instrument of Government.

Review

21. Standing Orders will be reviewed every two years as part of the ongoing process of review and evaluation of College Governance. The next review date will be September 2022.