



STANDING ORDERS

CONTENTS

1.	Introduction	2
2.	The Seven Principles of Public Life	3
3.	Code of Conduct	4
4.	Register of Interests	5
5.	Publication of Minutes and Papers	6
6.	Access to Meetings of the Corporation Board	8
7.	Attendance by Members at Meetings of the Corporation Board	10
8.	Proceedings of Meetings	11
9.	Rules of Debate of Meetings	12
10.	Appointment of Chair and Vice Chair of the Corporation Board	14
11.	Agendas for Meetings – Any other Items of Urgent Business	15
12.	Action taken by the Chair of the Corporation Board	16
13.	Statements made on Behalf of the Corporation Board	17
14.	Individual Contributions by Members of the Corporation Board	18
15.	The Clerk to the Corporation Board	19
16.	Servicing the Corporation Board	20
17.	Resolving Difficulties	21
18.	The Corporation Board Seal	22
19.	Membership of the Corporation Board – Availability of Information to the Public	23
20.	Membership of the Corporation Board	24
21.	Appointment of Senior Postholders	25
22.	Suspension of Senior Postholders	26
23.	Smoking at Meetings	27
24.	Allowances to Members of the Corporation Board	28
25.	Amendments to the Standing Orders for the Conduct of Meetings and Related Issues	29
	Appendix 1 – The Seven Principles of Public Life	30
	Appendix 2 – Policy on the Publication of Minutes and Papers	31
	Appendix 3 – Reimbursement of Costs	34
	Appendix 4 - Corporation Board Attendance Policy	36

Introduction

- 1.1 The purpose of these Standing Orders is to provide a framework within which the Corporation Board shall conduct its business.
- 1.2 Nothing in this document overrides the provisions of the Instrument and Articles of Government of Cleveland College of Art & Design which at all times are to be regarded as the primary sources of guidance.
- 1.3 It is the responsibility of the Clerk to the Corporation Board to advise the Governing Body, the Chairman of the Corporation Board or individual Members of the Corporation Board, if at any time it appears that the Corporation Board or an individual Member of the Corporation Board is in breach of the Instrument and Articles of Government or of these Standing Orders and associated documents.
- 1.4 In providing advice, the Clerk will have regard to long-standing custom and practice as far as it relates to the work of the Corporation Board, the FEFC Guide for Governors, the FEFC Guide for Clerks and other relevant sources of guidance.
- 1.5 The Principal/Chief Executive shall be responsible with the Corporation Board for ensuring that any funds from the Funding Councils are used only for the purpose for which they are given and in accordance with the provisions of the Financial Memorandum and such further terms as may be attached. The Principal/Chief Executive shall have the responsibility for advising the Corporation Board, in writing, if at any time any action or policy under consideration by them is incompatible with the terms of the memorandum. Should the Corporation Board decide nevertheless to proceed, the Principal/Chief Executive shall inform the chief officer of the Funding Council in writing.

2 The Seven Principles of Public Life

2.1 The Corporation Board acknowledges and supports the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee). The seven principles of public life cover the following:-

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Full details of the seven principles of public life are set out in Appendix 1 to this document.

3 Code of Conduct

- 3.1 The Corporation Board believes that it is appropriate to maintain a Code of Conduct.
- 3.2 It is a condition of membership of the Corporation Board that all Members accept in full the contents of the Code of Conduct as approved by the Corporation Board and distributed to members.
- 3.3 A copy of the Code of Conduct will be held by the Clerk and made available to interested parties.

4 Register of Interests

- 4.1 The Corporation Board has agreed that all Members will complete and keep up to date a Register of Interests as an indicator of a commitment to the principles of good governance.
- 4.2 The completed Register of Interests will be maintained by the Clerk to the Corporation Board.
- 4.3 The Register of Interests will be available for inspection by the public:
- 4.3.1 from the Clerk's Office in the same way as other public documents
- 4.3.2 at any meeting of the Corporation Board or its committees
- 4.4 The Register of Interests will include specific sections on the following:

FINANCIAL INTERESTS

- Remunerated employment, office, profession or other activity
- Directorship of commercial companies and other organisations
- Significant company shareholdings
- Consultancies (whether or not remunerated)
- Trusteeship of a trust where a governor or his/her partner or spouse or a member of his/her family may be a beneficiary
- Gifts or hospitality offered by outside bodies and arising from the person's position as a governor

PERSONAL INTERESTS

- Membership of another public body :
 - local authority
 - health authority
 - NHS trust
 - School or college governing body/corporation board
 - Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or trust
 - Membership of closed organisations
- 4.5 Completion of the Register of Interests does not remove from Members the obligation to declare, as and when appropriate, any specific interests in matters before the Corporation Board or its committees.
- 4.6 Members are required to make known at the beginning of meetings any matters (under the item 'Declaration of Interests') before the Corporation Board or its committees in which they or any persons with a close connection to them have an interest, be it financial or otherwise.

5 Publication of Minutes and Papers

5.1 The Corporation Board has adopted a Policy on the Publication of Minutes and Papers.

5.2 With the exception of exempted items (see paragraph 5.3 below) the following will be available for inspection in the Clerk's Office:

- The agenda for meetings of the Corporation Board;
- The draft minutes of meetings of the Corporation Board and its committees once they have been approved by the chairman of the meeting in question;
- The confirmed minutes of meetings of the Corporation Board and its committees;
- Any reports, documents and other papers considered at a meeting of the Corporation Board and its committees unless these items are restricted.

A guide to Corporation Board documents generally available is set out in Appendix 2.

5.3 The following information may be regarded as restricted information and thus may not be available for inspection:

- A matter concerning a named person employed at or proposed to be employed at the college;
- A matter concerning a named student at, or candidate for admission to the college;
- The Clerk; or
- Any matter which, by reason of its nature, the Corporation Board or one of its committees is satisfied should be dealt with on a confidential basis.

Examples of information likely to be restricted from public inspection are set in Appendix 2.

5.4 The address of the office of the Clerk to the Corporation Board is as follows:

Clerk to the Corporation
Cleveland College of Art & Design
Green Lane
Linthorpe
Middlesbrough
TS5 7RJ

Tel: (01642) 288000
Fax: (01642) 288828
Email: john.cooke.@CCAD.ac.uk
Mobile: 07912515261

- 5.5 Whenever practicable documents will be available from the Clerk's Office. If it is not convenient to provide immediate access to documents the interested party will be given an appointment to view the documents or provided with a copy by post, normally within five working days.
- 5.6 If an interested party so wishes any public documents (i.e. any document not listed in paragraph 5.3 above) may be photocopied subject to the payment in advance of a reasonable charge to be determined by the Clerk.
- 5.7 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation under 5.2 above, shall be placed on the College's website, and shall, despite any rules the Corporation may make regarding archiving such material, remain on the website for a minimum period of 12 months.

6 Access to Meetings of the Corporation Board

- 6.1 Members of the Corporation Board and the Clerk will be the only persons entitled to attend all meetings of the Corporation Board and its committees.
- 6.2 In certain circumstances and in accordance with the Instrument of Government a Member of the Corporation Board may be asked to withdraw from a meeting.
- 6.3 The Instrument of Government does not require a member to withdraw in the circumstances detailed in paragraph 11 of the Instrument (members not to hold interests in matters relating to the institution). However, Members are bound by the Cleveland College of Art & Design Corporation Code of Conduct and paragraph 9.4 of the Code states that, 'Members should offer to withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and will be required to withdraw from the aforesaid part of the meeting if so requested by another member; members may on no account vote in relation to this matter'.
- 6.4 Responsibility for determining who may attend meetings of the Corporation Board and its committees other than Members and the Clerk rests with the Corporation Board (Instrument of Government paragraph 16).
- 6.5 The Corporation Board should consider which members of staff should attend meetings of the Corporation Board and its committees so that staff have access to information and advice.
- 6.6 While the majority of business conducted by the Corporation Board is not confidential and thus reports are open to inspection (see paragraphs 5.2 and 5.3) it is not thought appropriate, as a matter of course, for members of the public (including members of the staff and students of the college) to be in attendance at meetings as observers.

- 6.7 A person wishing to attend a meeting of the Corporation Board or one of its committees as an observer should first approach the Clerk who will arrange with the Chair for the request to attend to be taken as the first item of business on the agenda. A person wishing to attend a meeting of the Corporation Board or one of its committees should state which specific item(s) he/she wishes to attend for and must make a declaration of interest, if applicable. Until a decision is reached by the Corporation Board or committee, the person wishing to attend the meeting will be required to remain outside the meeting room.
- 6.8 In considering such requests the Corporation Board or committee will have regard to the availability of space in the meeting room and the reason for the request to attend.
- 6.9 Where a member of the public is given observer status at a meeting of the Corporation Board or one of its committees the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting during the discussion of those items.
- 6.10 Unless specifically invited to do so members of the public do not have speaking rights at any time during meetings of the Corporation Board and its committees.
- 6.11 If there is any form of disruption by members of the public the Chair will have the authority to suspend the meeting.
- 6.12 When it is possible to reconvene the meeting the Corporation Board or committee will consider the withdrawal of the invitation to the members of the public to be in attendance at the meeting. The decision of the Corporation Members present in such matters is final.

7 Attendance by Members at Meetings of the Corporation Board

- 21.2 Members have been appointed to serve on the Corporation Board in expectation that they will be able to participate fully in the work of the Corporation Board and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible for them to attend a meeting.
- 21.3 Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it enables the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chairman with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum.
- 21.4 The Clerk will maintain a register of attendance at meetings for reference by members and other interested parties, and will submit an annual attendance report to the Corporation Board.
- 21.5 A high level of attendance by Corporation Board Members is expected at meetings of the Corporation Board and its committees. The Corporation Board will set targets for attendance and will determine the action to be taken should the attendance of a member or members fall below the targets set. The Corporation Board Attendance Policy is attached as Appendix 4
- 21.6 The Instrument of Government provides in paragraph 10(2)(b) for the Corporation Board to consider removing a member from office if he/she has been absent from meetings for a period longer than six consecutive months without the permission of the Corporation Board. It is important, therefore, for apologies for absence to be submitted so that the Corporation Board may consider if the circumstances are such that removal from membership is justified.
- 21.7 In the light of individual circumstances it may be appropriate for the Corporation Board to grant leave of absence to a member from their duties as a Member of the Corporation Board.

8 Proceedings of Meetings

- 8.1 Meetings of the Corporation Board and its committees shall be quorate when 40% of the total membership of the Governing Body or its committee, excluding vacancies, is present, except where otherwise stated within the terms of reference for that committee.
- 8.2 Every question to be decided at a meeting of the Corporation Board and its committees shall be determined by a majority of the votes of members present and voting on the question.
- 8.3 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 8.4 A member may not vote by proxy.
- 8.5 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 10.5 with regard to appointment of the Chair and Vice Chair).
- 8.6 No resolution (decision by the Corporation Board and its committees) 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.
- 8.7 The withdrawal of Members from meetings of the Corporation Board and its committees for particular items is dealt with in the Instrument of Government (specifically paragraph 14) and in the Code of Conduct, (paragraph 9.4).
- 8.8 There will be occasions when an individual Member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body. This should be done under the specific agenda item 'Declaration of Interest' or any time during a meeting when a member becomes aware that he/she has an interest to declare.

9 Rules of Debate at Meetings

- 9.1 All discussions at meetings of the Corporation Board will be conducted through the Chair.
- 9.2 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation Board into disrepute.
- 9.3 The Chairman may call the attention of the meeting to continued irrelevance, tedious repetition, unbecoming language or any breach of order on the part of a member and may direct any Member speaking to discontinue his/her speech.
- 9.4 The reports received by the meetings of the Corporation Board and its committees will normally include a clear recommendation. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the meeting put forward by a Member. The following paragraphs deal with motions, amendments and points of order.
- 9.5 A motion may be proposed by a Member which if seconded by another member will be the subject of discussion by those entitled to do so.
- 9.6 There is an expectation that a motion which cannot be recorded immediately by the Clerk will be put in writing by the Member proposing the motion before it is discussed. This will ensure that there will not be subsequent debate as to the wording of the motion.
- 9.7 While a motion is being discussed an amendment may be proposed by a Member. The amendment must be seconded by another Member, before it can be discussed.
- 9.8 Once seconded, discussion may take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (i.e. a majority of those Members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
- 9.9 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 9.10 A Member opposed to the terms of a motion will need to speak and vote against it. It is not possible to put forward an amendment.

- 9.11 A Member only partly opposed to a motion does have the right to propose an amendment.
- 9.12 Amendments propose changes to motions by doing one of four things.
- omitting words
 - substituting words
 - inserting words
 - combining one or more of the above
- 9.13 At any time during a discussion a Member may raise a point of order where it is believed that the provisions of the Instruments and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The Member raising the point of order will be required to explain the way in which the correct procedures is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk has been obtained, will be final and shall not be challenged further at the meeting.
- 9.14 It is the responsibility of the Chair, working in collaboration with the Clerk, to seek the right balance between ensuring that all Members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before a meeting is kept in sight. If Members believe that it would be helpful for the efficient conduct of business one or other of the following motions may be put forward:
- that the question now be put
 - or
 - that the Governing Body proceed with the next item of business
- 9.15 Motions arising from Paragraph 9.11 require a seconder. If such a motion is carried it will be acted on without further discussion. The Chair does have the right, however, to give her/his views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.

10 Appointment of Chair and Vice Chair of the Corporation Board

- 10.1 The Instrument of Government provides for the Corporation Board to appoint a Chair and Vice Chair from among their number.
- 10.2 The following members of the Corporation Board are not eligible to be appointed Chair and Vice Chair:
- Principal/Chief Executive
 - Staff members
 - Student members
- 10.3 Whilst the members named in paragraph 10.2 above are not eligible to be appointed Chair or Vice Chair they may participate in the appointment process.
- 10.4 The period of office for the Chair and Vice Chair, will be determined by the Corporation Board. Custom and practice provides for the following:-
- The appointments to be made annually at the final meeting of the Corporation Board to take place in the summer term;
 - The appointments to be made for a period of twelve months (i.e. from the 1st September to the 31st August);
- 10.5 When it is necessary to appoint a Chair and Vice Chair the Clerk will seek nominations from eligible candidates. If more than one member for either position is proposed a secret ballot will take place at the appropriate meeting with only those members attending that meeting eligible to vote. In the event of a ballot taking place neither the Chair nor Vice Chair will act as Chair for that part of the meeting which conducts the ballot for which they are a candidate. If there is a tie the Clerk will arrange for an immediate second ballot to take place. If there continues to be a tie the matter will be decided by the toss of a coin. The member who has been appointed as Chair or Vice Chair will assume that role with effect from the first Corporation Board meeting in the following academic year.
- 10.6 If both the Chair and Vice Chair are absent from any meeting of the Corporation Board, the members present shall choose one of their member to act as Chair for that meeting (see paragraph 10.2 above with regard to the members of the Corporation Board who may not be appointed Chair or Vice Chair).
- 10.7 The Chair and Vice Chair are eligible for reappointment following the completion of their respective terms of office.

11 Agendas for Meetings – Any other items of Urgent Business

- 11.1 The agenda for a meeting of the Corporation Board or one of its committees shall be drawn up by the Clerk in consultation with the appropriate Chair and the Principal.
- 11.2 Any individual member may request that an item be included on an agenda. Such items shall be forwarded to the Clerk no less than 10 working days before the date of the meeting.
- 11.3 Agendas for meetings of the Corporation Board and its committees may include 'any other items of urgent business'. The operative word used in this statement is 'urgent' and thus it should only be used for issues which arise after the publication of the agenda.
- 11.4 Members of the Corporation Board and its committee will give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.
- 11.5 The Chair of the meeting will ask during the early stage in proceedings if any member of the Clerk proposes to put forward an item of urgent business.
- 11.6 The Chair of the meeting will need to be assured that item is the proper business to consider having regard to the Articles of Government and the terms of reference to committees, and that it needs urgent attention.
- 11.7 If appropriate the Chair of the meeting will seek the support of the Corporation Board or committee as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it is possible to determine a way forward which is acceptable to all parties.

12 Action taken by the Chair of the Corporation Board

- 12.1 The Articles of Government specify the roles and responsibility of the Corporation Board, the Principal/Chief Executive and the Academic Board.
- 12.2 Provision is made in the Articles of Government for the delegation of functions to the committees, the Chair of the Corporation Board or the Principal with the exception of the following five responsibilities which cannot be delegated:
- the determination of the educational character and mission of the institution;
 - the approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the institution and the Corporation Board and the safeguarding of their assets;
 - the appointment or dismissal of the Principal/Chief Executive, and the Clerk to the Corporation Board; and
 - the modifying or revoking of the Articles of Government
- 12.3 There are occasions when issues arise which should be placed before a meeting of the Corporation Board but the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. When an immediate decision is, in the Chair's opinion, necessary to safeguard the Corporation Board's best interests that the Chair may take Chair's Action on behalf of the Corporation Board having received advice from the Principal/Chief Executive, from the Chair of a committee of the Corporation Board, where appropriate, and where prudent, other professional advisors. Chair's Action may not be contrary to the Articles of Government or other regulations.
- 12.4 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation Board by the Clerk.

13 Statements made on behalf of the Corporation Board

- 13.1 Unless otherwise agreed by the Corporation Board, statements on behalf of the Corporation Board will only be made by the following:
- the Chair
 - the Principal/Chief Executive
 - the Clerk
- 13.2 The content of the statements will be the subject of consultation between the Chair and the Principal/Chief Executive.
- 13.3 It is recognised that the majority of items which require public statement concern the strategic management and day to day operation of the college and thus are dealt with by, or on behalf of, the Principal/Chief Executive.
- 13.4 It is the responsibility of the Clerk to the Corporation Board to respond to correspondence on behalf of the Corporation Board in accordance with the wishes of the Corporation Board.

14 Individual Contributions by Members of the Corporation Board

- 14.1 The Instrument of Government includes the following statement (as paragraph 12 (6)):
- ‘Every member of the Corporation Board shall act in the best interests of the Corporation Board and shall not be bound to speak or vote by mandates given by any other body or person’.
- 14.2 Members must take a personal view on each matter received by the Corporation Board and its committees and contribute to debates accordingly.
- 14.3 Once a matter is decided by a meeting of the Corporation Board or its committees each and every individual Member is expected to be bound by the collective decision of the Corporation Board whatever their personal views are on the matter.
- 14.4 Particular regard should be taken of the confidentiality of certain proceedings.
- 14.5 Notwithstanding what is said in this section any Member who disagrees with an issue is entitled to speak against and to explain his/her views. If having raised a matter, the majority view is to proceed in such a way which causes one or more Members concern the dissenting views can be recorded in the minutes of the meeting and, if requested, the fact that ‘x’ (and possibly others) voted against the proposition. Furthermore, a Member can ask, through the Clerk to the Corporation Board, for advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.
- 14.6 The importance of working for the good of the College cannot be overstated which will mean on occasions that personal views have to be put to one side once a decision is reached by a meeting of the Corporation Board and its committees.

15 The Clerk to the Corporation Board

- 15.1 The Instrument of Government provides for the Governing Body to appoint a Clerk to the Corporation Board.
- 15.2 The Corporation Board shall approve a detailed job description for the role of the Clerk to the Corporation Board and be responsible for appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Clerk including, where the Clerk is also to be appointed as a member of staff.
- 15.3 The Clerk to the Corporation Board is responsible to the Corporation Board as a whole. It is recognised, of course, that the Clerk will work closely with the Chair, the Chairs of the standing committees and the Principal/Chief Executive. Notwithstanding this the Clerk will be available to support and advise all Members of the Corporation Board.
- 15.4 When the role of Clerk to the Corporation Board becomes vacant (or is about to become vacant) the Corporation Board will determine the arrangements for appointing a new Clerk.

16 Servicing the Corporation Board

- 16.1 The Clerk to the Corporation Board is responsible for the servicing and supporting of the Corporation Board, the standing committees and any other groups established from time to time.
- 16.2 As indicated in paragraph 15.2 above the Corporation Board has approved a detailed job description for the Clerk to the Corporation Board which sets out the role and responsibilities.
- 16.3 No resolutions of the Corporation Board can be made without the Clerk being in attendance at the meeting to carry out the servicing.
- 16.4 It will be appropriate for the Corporation Board to ask the Clerk to withdraw from a meeting when consideration is to be given to the conduct (including possible dismissal) or remuneration, conditions of service, promotion, suspension or retirement of the Clerk.
- 16.5 On those occasions when the Clerk is not present for a specific item on the grounds of personal interest the Members of the Corporation Board shall appoint from their number a person to act as Clerk to the Corporation Board for the duration of such meeting or part of a meeting. This Person will be responsible for preparing a note of the discussion for inclusion in the minutes.
- 16.6 In the absence of the Clerk to the Corporation Board due to illness or other good and urgent cause the Chair will make arrangements, following discussion with the Principal/Chief Executive and if possible the Clerk to the Corporation Board, for someone other than a Member of the Governing Body to carry out the role on a temporary basis. The recommendation of the Chair as to the arrangements to be made will be considered by the Corporation Board as the first item of business at a meeting which cannot be attended for whatever reason by the Clerk to the Corporation Board.

17 Resolving Difficulties

- 17.1 It is the responsibility of the Principal/Chief Executive for advising the Corporation Board if at any time any action or policy under consideration by them is incompatible with the terms of the Financial Memorandum. Should the Corporation Board decide nevertheless to proceed, the Principal/Chief Executive shall inform the chief officer of the Funding Council in writing.
- 17.2 It is the responsibility of the Clerk to the Corporation Board to make known his/her concerns that the Corporation Board is acting inappropriately or even beyond its powers.
- 17.3 There may be exceptional circumstances when the Clerk feels that his/her advice is being disregarded or overlooked and because of this the proper conduct of the Corporation Board is being put at risk.
- 17.4 Before the Clerk refers a matter to the Funding Council he/she will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be resolved:
- the Clerk will put his/her concerns in writing to the Chair and Principal/Chief Executive;
 - the Clerk will inform the Chair of the Audit Committee, if the issue is relevant to the terms of reference of that committee;
 - the Clerk will report the concerns to a meeting of the relevant Corporation Board standing committee or the full Corporation Board;
 - the Clerk will obtain legal advice if there is a disagreement about whether an action may be lawful.
- 17.5 Should the need arise the Clerk may seek advice from the Funding Council. If such action is taken the Clerk will inform the Chair and Chief Executive accordingly.
- 17.6 The Corporation Board adopts the advice in the Financial Memorandum that action within the above processes should not provide for disciplinary action or dismissal of the Clerk.

18 The Corporation Seal

18.1 The Clerk to the Corporation is the keeper of the Corporation Seal

18.2 Where a deed or document requires the Corporation seal, it must be sealed by the Clerk to the Corporation or, in his absence by the Vice Principal (Finance), in the presence of a member of the Corporation Board.

The application of the seal of the Corporation shall be authenticated by the signature of either the Chair or of some other member authorised generally or specifically by the Corporation to act for that purpose and the signature of any other member.

The Clerk to the Corporation shall register an entry of the sealing of every document to which the seal is affixed. The members authenticating the seal by their signature shall also sign the register entry at the same time.

The Clerk to the Corporation is responsible for submitting a report to each meeting of the Corporation Board detailing the use of the college's seal since the previous meeting.

19 Membership of the Corporation Board – Availability of Information to the Public

- 19.1 An up-to-date list of names of Members of the Corporation Board will be available from the Clerk's Office (see paragraph 5.4 for address) and additionally will be placed on the college's website and intranet site.
- 19.2 Addresses and telephone number of Members of the Corporation Board will not be made available to third parties, without the consent of the Members concerned.
- 19.3 Any person wishing to write to the Corporation Board may do so via the Clerk to the Corporation Board, providing the Clerk with any relevant documentation.
- 19.4 Normally no charge will be made for postage for forwarding a document to Member of the Corporation Board although the Clerk to the Corporation Board will use discretion when considering if the costs to be incurred are reasonable and may make a charge to cover direct and indirect costs.

20 Membership of the Corporation Board

- 20.1 The membership of the Corporation Board of Cleveland College of Art & Design will be determined from time to time by the Governing Body having regard to, as appropriate, the provisions of the Instrument of Government, the recommendations of the Search committee and custom and practice.
- 20.2 The Corporation Board will seek to ensure that there is an appropriate balance of skills and experience amongst Members. This will mean that Members will be drawn from a range of backgrounds including (if at all practicable):
- industry and commerce
 - human resources – including training
 - the community served by the College
 - staff & student representation
 - financial management
 - the law
 - local authorities
 - other areas with relevance to the College's curriculum provision and business
- 20.3 The Corporation Board will have the opportunity to co-opt additional persons to serve on committees so as to enhance the mix of skills and interests.
- 20.4 The Corporation Board shall establish a Search Committee to assist it to appoint Members in an open and structured way rather than to rely on personal contacts.
- 20.5 It is understood that the final decision for determining the membership of the Governing Body including the individuals to be appointed to serve on the Corporation Board rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation Board in such matters.

21 Appointment of Senior Postholders

- 21.1 The Corporation Board will determine the number of senior posts
- 21.2 The Articles of Government include an outline of the arrangements to be followed upon the occurrence of a vacancy or expected vacancy in a senior post.
- 21.3 The Corporation Board will adhere to the following arrangements when seeking to appoint a senior post holder:
- a Selection Panel will be established by the Corporation Board consisting of at least three Members of the Corporation Board, and, except when it is his/her post which is being considered, the Principal/Chief Executive;
 - the Chair and Vice Chair of the Corporation Board will normally be Members of the Selection Panel;
 - where the vacancy is for the post of Principal/Chief Executive at least five members of the Corporation Board including the Chair or the Vice Chair or both will form the Selection Panel.
 - the Clerk to the Corporation Board will act as Clerk to the Selection Panel;
 - the Selection Panel will determine with the support of the Clerk to the Corporation Board and in consultation with, if appropriate, the Director of Personnel:
 - ◆ the timetable of events
 - ◆ the contents of the advertisement, job description and person specification
 - the vacancy will be advertised nationally;
 - the Selection Panel may decide to appoint a firm of consultants to assist with the process;
 - the Selection Panel may invite a firm of consultants to draw up a shortlist of candidates and may ask the firm to co-ordinate and analyse industry standard tests and undertake initial interviews;
 - notwithstanding the above, at least one Member of the Selection Panel will review all the applications received in response to the national advertisement and where he/she feels it appropriate recommend to the Selection Panel that additional and/or alternative candidates are interviewed;
 - the Selection Panel will interview the candidates who have been shortlisted;
 - if possible the Selection Panel will select one of the interviewed candidates and recommend to the Corporation Board that the person be appointed;

- 21.4 If members of the Selection Panel are unable to agree on a person to recommend to the Corporation Board or if the Corporation Board does not approve their recommendation, the Corporation Board may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified above, with or without first re-advertising the vacancy.
- 21.5 Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff-
- (a) may be required to act as Principal or in the place of any other senior post holder; and
 - (b) shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
- 21.6 The Corporation Board shall seek the Secretary of State's consent before making any temporary appointment to the post of Principal or any other senior post, where it is intended that such a post holder will not have a contract of employment with the Corporation Board.
- 21.7 The Instrument of Government, paragraph 14 (5) (b), provides for the Principal / Chief Executive to withdraw from any part of the Corporation Board meeting at which the appointment of his / her successor is to be considered.

22 Suspension, Dismissal & Appeals of Senior Postholder

- 22.1 A disciplinary procedure for senior postholders has been established following a consultation process and which takes as its basis the procedures set out by the Association of Colleges (AoC) in its Employment Briefing 34 / 08 of April 2008. Details of the procedures are set out with procedures for other college staff on the college intranet under the heading personnel policies.

23 Smoking at Meetings

- 23.1 In accordance with the College's Health and Safety Policy and Smoking Policy no smoking is permitted in rooms used for meetings of the Corporation Board and its committees be it prior to, during or after meetings

24 Allowances to Members of the Corporation Board

- 24.1 The scheme for the payment of allowances to Members of the Corporation Board for costs which are incurred as a result of their membership of the Corporation Board is detailed in Appendix 3 to this document.
- 24.2 The Corporation Board shall review the scheme on a regular basis and shall receive an annual report of payments made to Members of the Corporation Board.

25. Amendments to the Standing Orders

- 25.1 The Clerk on behalf of the Corporation Board will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation Board improvements/amendments to meet changed circumstances.
- 25.2 Members of the Corporation Board may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation Board so that a decision may be made.
- 25.3 Any amendments to the text of this document will require the approval of the Corporation Board unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.

APPENDIX 1

THE GOVERNING BODY OF CLEVELAND COLLEGE OF ART & DESIGN**THE SEVEN PRINCIPLES OF PUBLIC LIFE****Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

APPENDIX 2

CLEVELAND COLLEGE OF ART & DESIGN**POLICY ON PUBLICATION****OF****AGENDA, PAPERS AND MINUTES**

In accordance with its obligations under Clause 17 of the Instrument of Government, the Corporation Board of Cleveland College of Art & Design has determined that the following arrangements are made to ensure that documents relating to the business of the Corporation Board or its committees are available to persons wishing to inspect them:-

- 1 The agenda, but not any papers referred to therein, of committees, shall be available in the College Learning Resource Centres not less than seven days prior to the date of a meeting.
- 2 The draft minutes of a committee meeting, subject to their approval by the Chair of the meeting, shall be available from the Clerk not later than fourteen days following a meeting.
- 3 The draft minutes of a committee meeting shall be approved, with or without amendment, and signed by the Chair at the next meeting of the Committee, and the signed minutes shall be made available for inspection on the College's website and intranet site not later than fourteen days following the meeting at which they were approved, and this facility shall be publicised by the Clerk.
- 4 Reports, documents or papers considered at a committee meeting shall be made available via the Clerk at the same time as the signed minutes, subject to the committee approving the publication of such reports, documents or papers.
- 5 In accordance with Clause 17(2) of the Instrument of Government, a committee may determine that an item (minute, report, document or paper) should not be published as specified in clauses (3) and (4) inclusive above. In doing so the committee shall (i) specify the arrangements whereby such material shall be made available to persons other than members of the committee or of the Corporation Board and (ii) shall satisfy itself that the material relates:
 - a) a named person employed at or proposed to be employed at the institution;
 - b) a named student at, or candidate for admission to the institution; or
 - c) the Clerk; or
 - d) any matter which, by reasons of its nature, the committee is satisfied should be dealt with on a confidential basis.

In accordance with its obligations under Schedule 5(9) of the Articles of government, the Corporation Board of Cleveland College of Art & Design has determined that this written statement shall be made available during normal office hours to any person wishing to inspect it.

CORPORATION BOARD DOCUMENTS – GENERALLY AVAILABLE DOCUMENTS

In the context of Section 5 of the Standing Orders, the following documents will be available for inspection in the Clerk's Office:-

- 1 Instrument of Government
- 2 Articles of Government
- 3 Standing Orders of the Corporation Board
- 4 Code of Conduct
- 5 Register of Interests
- 6 Agendas, supporting papers and minutes of meetings of the Corporation Board and its committees unless specifically restricted
- 7 Annual Financial Statement
- 8 Names of Members of the Corporation Board

CORPORATION BOARD DOCUMENTS – RESTRICTED INFORMATION: CRITERIA FOR CONFIDENTIALITY

In the context of Section 5 of the Standing Orders, the following types of information will be restricted from public inspection:

- 1 Personal Information relating to an individual employed at or proposed to be employed at the college
- 2 A named student at, or candidate for admission to, the college
- 3 Information in confidence by a third party who has not authorised its disclosure
- 4 Financial or other information relating to procurement decisions, including that relating to the College negotiating position
- 5 Information relating to the negotiating position of the College in industrial relations matters
- 6 Information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation Board
- 7 Legal advice received from or instructions given to the College legal advisors
- 8 Information planned for publication in advance of that publication
- 9 The Clerk; or any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis

The Corporation shall review regularly all material excluded from inspection and make such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest for disclosure outweighs that reason

APPENDIX 3**THE CORPORATION BOARD OF CLEVELAND COLLEGE OF ART & DESIGN****SCHEME FOR THE REIMBURSEMENT OF COSTS ASSOCIATED WITH
MEMBERSHIP OF THE CORPORATION BOARD****PREAMBLE**

The Department for Education and Skills has made it clear that they expect those who serve as Governors to do so on a voluntary and unpaid basis. Governors may, however, be reimbursed for expenses properly incurred in attendance at meetings and in the performance of their other duties. The Corporation Board of Cleveland College of Art & Design is of the view that it will enable Board Members to be reimbursed for expenses necessarily incurred in the performance of their duties. The purpose of this paper is to define the basis for reimbursement, the amounts payable, and the manner in which claims are to be made, processed and settled.

BASIS FOR REIMBURSEMENT

In allowing Board Members to be reimbursed for expenses incurred in the performance of their duties, the Corporation Board is of the view that such reimbursement should not have the effect of providing an 'Attendance Allowance'.

However, the Corporation Board recognises that there may be circumstances when the reimbursement of expenses incurred by members may be appropriate:-

- a) Members have to attend meetings other than those scheduled at the commencement of each year (possibly at some inconvenience to themselves);
- b) Members are expected to attend training events and conferences at which they represent the Corporation Board;
- c) Members wholly and necessarily incur expenses in the performance of their duties beyond what could reasonably be expected, and if those expenses are not reimbursed the member's performance of his/her duties would be inhibited.

AMOUNTS PAYABLE

1 Travel Expenses

Members will be entitled to reimbursement of travel expenses on the basis of first class rail fare, bus-fares, or a mileage allowance if a motor vehicle is used (at the rate applicable for college staff at the date on which the expense was incurred). Reimbursement in respect of any air travel will be agreed between the Chair, the Principal and the individual governor(s) concerned.

2 Other Expenses

Members will be entitled to reimbursement of other expenses (postage, fees, computer paper and ink cartridges as well as accommodation and meals) on the basis of actual costs incurred.

3 Economy

Members will be expected to pursue economy in pursuit of their duties and not to incur expenditure over and above that which is reasonable in the circumstances --failure to do so may result in claims being modified or refused.

CLAIMS PROCEDURE

- 1 Members wishing to seek reimbursement of expenses must submit a Members Expense Form, suitably completed and with receipts attached where appropriate to the Clerk to the Corporation Board.
- 2 The Clerk should confirm the validity of the claim – checking attendance records, etc., and the amounts claimed
- 3 The Clerk should advise the Chair (or Vice-Chair in respect of claims submitted by the Chair) of the claim and seek approval for its payment.
- 4 Approved claims shall be passed by the Clerk, to the Director of Finance who will raise and issue a cheque for the appropriate sum.
- 5 The Director of Finance shall maintain a record of all expenses paid to Members and shall, at least once per annum, provide details of such to the Corporation Board.

APPENDIX 4**Corporation Attendance Policy**

1. Members of the Corporation and any Externally Co-opted Committee Members recognise that a high level of attendance is essential to the good governance of the College. Regular attendance helps to promote informed decision-making, encourages participation in discussion and enables Members to remain up to date with strategic issues.
2. It is understood that Governors give generously of their time in a voluntary capacity and that there are times when meetings are missed unavoidably, but this needs to be kept to a minimum to support Cleveland College of Art & Design principles of corporate governance. The Clerk to the Corporation will monitor attendance and records will be kept for all Corporation and Committee meetings. Attendance records will run by academic years.
3. The Clerk to the Corporation will report attendance to the Self Assessment Committee each year. Where a Governor's attendance has dropped below 75% for Corporation Meetings and 66% for other Committees, the Clerk to the Corporation will report attendance at all relevant Committee and Corporation Meetings. The Governor will be offered the opportunity to comment and to discuss any attendance problems or support needs with either the Clerk to the Corporation or the Chair.
4. In cases where a Governor has not attended for a period of six months without the permission of the Corporation, or where in the opinion of the Corporation Board no satisfactory level of attendance has been maintained, the Corporation may by notice in writing to that Governor, remove the Governor from office.
5. At the end of the term of office as a Governor, records of attendance will be considered by the Search Committee, who meet to consider whether a Member should be offered a further term of office, and will form part of the basis for recommending or not recommending appointment to a further term of office.
6. Governors may request a copy of their own attendance record at any time from the Clerk to the Corporation.