



Halesowen College

## Corporation Standing Orders

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Members should comply with these Standing Orders and the Committee Terms of Reference which should be read in conjunction with the Instrument and Articles of Government and the Code of Good Governance for English Colleges. (Additional guidance can be referenced in the Eversheds standard Code of Conduct for FE Colleges).

Where it will not contravene the Instrument and Articles of Government, Standing Orders may be suspended by the taking of a motion.

Standing Orders and Committee Terms of Reference are periodically reviewed and may be revised at a meeting of the Corporation.

Copies of Standing Orders and Committee Terms of Reference, Instrument and Articles of Government and the Code of Good Governance for English Colleges are available from the Clerk to the Corporation and are provided on the College website.

Members may contact the Clerk for advice and guidance on the governance framework and powers.

**Adopted June 2016**

## **1 Appointment and terms of office of the members of the Corporation (I5)**

- 1.1 The Search and Governance Committee considers nominations and applications (other than those of staff and student governors).
- 1.2 The Search and Governance Committee refers to composition and skills before making recommendations to the Corporation in relation to all appointments, reappointments and co-options.
- 1.3 Nominations or applications may be sought from an organisation or an individual or through advertisement on behalf of the Corporation by the Search and Governance Committee.
- 1.4 Persons who may wish to self-nominate or to nominate another person for consideration as a member of the Corporation of Halesowen College, in relation to a vacancy, should contact the Clerk to the Corporation.
- 1.5 For the position of the student member the Principal or his agent will organise an election amongst students of the College the results of which will be presented to the Corporation. The Student member is to be a student at the College. Membership will cease at the end of the academic year of his or her term of office or if he or she ceases to be a permanent student at the College. The student member is appointed for an academic year.
- 1.6 For the position of staff member the Clerk will organise an election amongst all employees the results of which will be presented to the Corporation. The staff member who is to be employed under a contract of permanent employment (and may be a member of the academic or the non-academic staff) will cease to be a member if his or her employment with the College ceases. The staff member is appointed for a period of office of two years.
- 1.7 Subject to relevant procedures and eligibility criteria members are eligible for consideration for reappointment, however staff and student positions are subject to an election process.
- 1.8 The Corporation requires compliance with eligibility criteria therefore all appointments and reappointments including co-options will be made in compliance with agreed stipulations regarding eligibility, which includes DBS checks. All members are required to declare and keep their eligibility under review.
- 1.9 All appointments and re-appointments will be made in compliance with agreed stipulations regarding terms of office.
- 1.10 New member appointments (other than staff and student) are usually made for a one year term of office in the first instance with potential for further appointment terms of a period of up to three years.
- 1.11 Unless the Corporation resolves otherwise (on the basis that it is in the best interests of the Corporation), no individual shall be appointed as a member for more than three consecutive terms of three years. Should the Corporation resolve to extend an individual's appointment beyond this limit, such extension shall be for no more than twelve months and any further extension must be approved by further resolution of the Corporation after full review of such individual's appointment by the Search and Governance Committee.

## **2 Appointment of the Chair, Vice Chair (I6)**

- 2.1 All Chairs and Vice Chairs of Corporation and committees will be appointed for a period of one year, unless otherwise determined by the Corporation, or the individual ceases to be a member of the Corporation.

## **3 Membership**

### **Persons who are ineligible to be members (I8)**

- 3.1 No one under the age of 18 years may be a member, except as a student member.
- 3.2 The appointing authority may decline to appoint a person as a staff or student member if the appointing authority (as determined under instrument 5(1) or 5(2) of the Instrument of Government, as the case may be):
- a) is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
  - b) the appointment of the person would contravene the Standing Order relating to Instrument 5 above concerning the number of terms of office which a person may serve.
- 3.3 The Clerk may not be a member.
- 3.4 A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal. This does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- 3.5 Subject to the following paragraphs, a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986 (1986 c.45 as amended by the Enterprise Act 2002 (c. 40)), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease —

- a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- b) if the bankruptcy order is annulled, at the date of that annulment; or
- c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or

- e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

- 3.6 Subject to paragraph 3.7 a person shall be disqualified from holding, or from continuing to hold, office as a member if—
- a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
  - c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 3.7 For the purpose of this Standing Order there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- 3.8 In addition, a person shall be disqualified from holding, or from continuing to hold, office as a member if they would be otherwise disqualified by law from acting as a trustee of a charity under sections 178 to 181 of the Charities Act 2011.
- 3.9 Upon a member of the Corporation becoming disqualified from continuing to hold office for any reason, the member shall immediately give notice of that fact to the Clerk.

#### **4 Termination of Membership (19)**

- 4.1 A member may resign from office at any time by giving notice in writing to the Clerk.
- 4.2 If at any time the Corporation is satisfied that any member—
- a) is unfit or unable to discharge the functions of a member; or
  - b) has been absent from three or more consecutive meetings of the Corporation without the permission of the Corporation

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

- 4.3 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

- 4.4 A student member shall cease to hold office —
- a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
  - b) if expelled from the institution

## **5 Members not to hold interests in matters relating to the institution (I10)**

- 5.1 Members shall comply with Instrument 10 and shall complete a declarations of interest register.

## **6 Meetings (I11)**

### **Convening meetings of the Corporation and committee meetings**

- 6.1 Subject to the remainder of this Standing Order, the Corporation will agree an annual calendar of meetings and cycle of business inclusive of an AGM.
- 6.2 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 6.3 Subject to the remainder of this Standing Order, all meetings of the Corporation shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- 6.4 If it is proposed to consider at any meeting of the Corporation the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair/Principal shall procure that, at least seven calendar days before the date of the meeting, a copy of the agenda item concerned, together with any relevant papers be sent to the members.
- 6.5 A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- 6.6 Where the Chair, or in the Chair's absence the Vice Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting of the Corporation and a copy of the proposed agenda may be given within less than seven calendar days.
- 6.7 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.
- 6.8 Committees or panels dealing with Appeals, Disciplinary and Grievance and dismissal issues, will be convened as required and in accordance with their terms of reference.
- 6.9 Working party meetings can be organised if required.
- 6.10 Agendas and papers will be as agreed in good time by the Clerk with the Chair of Corporation (or Committee) and in consultation with the Principal, auditors, or other appropriate agents.
- 6.11 Agendas will clearly indicate the items to be discussed and where items are Confidential.

- 6.12 A request from a member for an agenda item (with or without papers) will be accepted, unless the Chair of the Corporation or Committee decides otherwise.
- 6.13 Any other business will be a standing agenda item except where the meeting is a Special meeting, an Annual General Meeting or a Committee formed under the Disciplinary and Grievance procedures. Items to be taken under any other business will be agreed with the Chair of the given meeting prior to the meeting commencing.
- 6.14 Reports to be considered by a meeting will in general be forwarded to members with the agenda. Where it is known that under an agenda item a member will be required automatically to withdraw, papers for that item will be not be forwarded to that member.
- 6.15 For the purposes of these Standing Orders, references to “writing” and “written” include e-mail and communication sent or supplied by any other electronic means (and “electronic means” has the meaning given in section 1168 of the Companies Act 2006), save in relation to any communication to be addressed to a member of the Corporation and/or a committee who has notified the Clerk that they do not wish to receive communication by e-mail or communication sent or supplied by any other electronic means.

## **7 Attendance and Quorum requirements for meetings of the Corporation and Committee meetings**

- 7.1a Meetings of the Corporation shall be quorate if the number of members present is at least five of the members appointed according to instrument 2 of the Instrument of Government.
- 7.1b Committee quorum arrangements are in accordance with their terms of reference.
- 7.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 7.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 7.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 7.5 Unless a member of that Committee the attendance of the Chair, Vice Chair or Principal at a Committee meeting is ex-officio and does not form part of the quorum.
- 7.6 Subject as stated below, Co-opted individuals, attending staff or other attending Corporation members (unless a member of that Committee) do not form part of the quorum of a committee meeting.
- 7.7 In the event of a member of a Committee not being available for a Committee meeting, the Chair of the Corporation may nominate a substitute member for that Committee meeting. Substitute members will contribute to the quorum.
- 7.8 Attendance at no less than 60% of meetings is expected. Absences from three consecutive meetings will fall to be dealt with under section 4.2. The Search and Governance Committee of the Corporation shall monitor the attendance of members at meetings of the Corporation and shall make recommendations for action where necessary.

## **8 Proceedings at Meetings**

- 8.1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- 8.2 Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote, with the exception of the Audit and Assurance Committee.
- 8.3 A member may not vote by proxy or by way of postal vote.
- 8.4 No resolution of the members 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.
- 8.5 Except as provided by procedures made pursuant to article 14 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:
- a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
  - b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
  - c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 8.6 A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:
- a) for the expenditure of money by the Corporation; or
  - b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 8.7 Except as provided by rules made under article 16 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

- 8.8 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:
- a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
  - b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- 8.9 The Clerk:
- a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
  - b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph 8.5.
- 8.10 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or a committee under paragraph 8.9 above, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- 8.11 Members may be required to withdraw under Instrument 10 and interests in matters relating to the institution.
- 8.12 'Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy [and the College's policy on receiving gifts] or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk'. (*Eversheds Code of Conduct, 13<sup>th</sup> Edition*)
- 8.13 The Corporation is collectively responsible in taking decisions. Guidance on member responsibilities and conduct is provided in the 'Code of Good Governance for English Colleges'.

'If a Corporation Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chair or of any five Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively, as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chair.' (*Eversheds Code of Conduct, 13<sup>th</sup> Edition*)

'Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views



of other Corporation Members which have been expressed at meetings of the Corporation or its committees.' (*Eversheds Code of Conduct, 13<sup>th</sup> Edition*).

- 8.14 If there is a general disturbance the Chair may adjourn the meeting. If there is wilful misconduct by a member the meeting may take a resolution that the member in question be not further heard.

## **9 Minutes of meetings of the Corporation and Committee meetings**

- 9.1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph 9.2 below, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- 9.2 Paragraph 9.1 above shall not require the minutes of the last meeting of the Corporation to be taken as an agenda item at a special meeting of the Corporation, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting of the Corporation.
- 9.3 Where minutes of a meeting of the Corporation or a committee are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting. (If corrections are agreed, the minutes are signed as amended).
- 9.4 Separate minutes shall be taken of those parts of meetings of the Corporation from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 9.5 Minutes of Committee meetings shall record the presence of Committee members and attendees.
- 9.6 The Clerk to Corporation will prepare draft minutes of meetings of the Corporation and Committee meetings and forward these as appropriate to the Principal and relevant Chair, highlighting points of action. Draft minutes will be approved by the following meeting of the Corporation or relevant committee. Draft Corporation and committee minutes (excluding any confidential items), as agreed by the Chair, are posted on the Corporation pages of the staff hub which are linked to the College web site.
- 9.7 Unless the minutes are of a confidential item, they will be taken as the first agenda item following Apologies and Declarations of Interest, (except for Special meetings and meetings called in relation to the Staff Disciplinary and Grievance procedures, or where otherwise agreed by the members present).
- 9.8 Where an item is confidential, a separate minute is taken. Confidential minutes are subject to the same processes as non-confidential minutes, and are kept by the Clerk in a separate file, which is not open to the public. The confidential file is regularly reviewed to release items deemed no longer confidential.

## **10 Openness and Access to meetings**

The Corporation's policy regarding attendance at meetings by persons who are not members:

- 10.1 The meetings of the Corporation are open to public attendance as observers for non-confidential items of each agenda, subject to the application of these Standing Orders, including but not limited to paragraph 10.2 below.
- 10.2 The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to paragraph 10.4 below.
- 10.3 Staff of the College will attend Committee meetings as appropriate to support the work of the Corporation.
- 10.4 The Corporation's advisers or third parties may be invited to meetings as appropriate. External advisers may, where required, be commissioned by the College and invited to attend a meeting of the Corporation. Such persons shall not have a vote but will be entitled to speak at the meeting.

## **11 Public access to agendas and reports**

- 11.1 Subject to paragraph 11.3 below, the Corporation shall ensure that a copy of:
  - a) the agenda for every meeting of the Corporation;
  - b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
  - c) the signed minutes of every such meeting; and
  - d) any report, document or other paper considered at any such meeting,shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.
- 11.2 The Corporation shall ensure that non confidential minutes are placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain available for physical inspection and remain on its website for a minimum period of twelve months.
- 11.3 There shall be excluded from any item made available for inspection material relating to:
  - a) a named person employed at or proposed to be employed at the institution;
  - b) named student at, or candidate for admission to, the institution;
  - c) the Clerk; or
  - d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
  - e) 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 College negotiating position, during the course of those negotiations;

- f) information relating to the financial position of the College where the governing body is satisfied in good faith that disclosure might harm the College or its competitive position;
- g) legal advice received from or instructions given to the College legal advisers;
- h) information planned for publication in advance of that publication; and
- i) matters not otherwise covered above, but considered to be commercially sensitive.

11.4 No member should disclose to any person the whole or any part of the contents of any agenda, report or other document which is marked 'not for publication or confidential' unless and until the document has been made available to the public by or on behalf of the Corporation or Committee. Members should not disclose to any person other than a member of the Corporation, any matter arising during the proceedings of any Committee, Sub Committee, panel or member working group or any other matter coming to his knowledge by virtue of his office as member when such disclosure would prejudice the interests of the Corporation.

11.5 The Corporation shall review regularly all material excluded from inspection under paragraph 11.3 above and make any 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 in disclosure outweighs that reason.

## **12 Responsibilities of the Corporation, the Principal and the Clerk (A3)**

### **The Clerk**

12.1 The Clerk's office is independent. The Clerk is line managed by the Chair of the Corporation including annual appraisal. The Clerk completes an annual declaration of interests and retains the authority to independently seek external advice when it is required.

12.2 Protocol for resolving difficulties between the Clerk and Governing Body, requires the Clerk to pursue all avenues to resolve the difficulties informally.

12.3 If the difficulty cannot be resolved informally, the Clerk will put in writing the reasons for the concern and forward as appropriate to either

- the Chair and/or the Principal,
- the Chair of the Audit and Assurance or Search and Governance Committee
- the Corporation

The Clerk can ask that this be recorded in publicly available minutes.

12.4 If a disagreement has legal implications, then the Clerk should take legal advice with either the College appointed solicitors or if necessary, a specialist. If upon legal or audit advice the Clerk needs to pursue the difficulty (in that the Corporation is acting beyond its powers or unlawfully), the Clerk will contact the appropriate agency and will inform the Chair and the Principal having done so. The Clerk also has recourse to use the Whistleblowing Policy.

## **13 Committees (A4, A5, A6)**

### **The establishment of committees and delegation of functions generally**

- 13.1 The Corporation may establish committees for any purpose or function, other than those assigned in the Articles of Government of the Corporation or these Standing Orders to the Principal or Clerk and may delegate powers to:
- such committees;
  - the Chair, or in the Chair's absence, the Vice Chair; or
  - the Principal
- 13.2 The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- 13.3 The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(1) governing such arrangements.
- 13.4 Student and staff members are not eligible to be members of the Grievance or Appeal Committees or Panels. (The membership of Committees is subject to adjustments necessary for the effective conduct of business as determined by the Chair).
- 13.5 Committees established by the Corporation, may where appropriate and unless specified in terms of reference include persons who are not members of the Corporation.

## **14 The Search and Governance Committee**

- 14.1 The Corporation may make rules specifying the way in which the Search and Governance Committee is to be conducted. A copy of these rules, together with the Search and Governance Committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.

## **15 The Audit and Assurance Committee**

- 15.1 The Audit and Assurance Committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the funding bodies or the requirements of any other body lawfully authorised to impose requirements upon the Corporation in relation to co-operation with its audits.

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(1) 2006 c. 40.

## **16 Rules and Bye-laws (A21)**

### **Chair's Action**

- 16.1 The Chair is authorised to take routine action on behalf of the Corporation to include the signing of routine documents, agreeing detailed aspects of the implementation of matters agreed by the Corporation, and action authorised by the Financial Regulations approved by the Corporation.
- 16.2 The Chair may also be authorised to take action that is specifically delegated by the Corporation. All such action (other than authorised routine action) will be reported to the next meeting of the Corporation.
- 16.3 The Chair is authorised to act on behalf of the Corporation when there is a matter requiring urgent attention and any delay would disadvantage the College, as long as it does not contravene the statutory Instrument and Articles of Government and the circumstances are such that a Special meeting of the Corporation could not practically be convened. Notification of the action taken by the Chair will be reported to other members of the Corporation within two working days.
- 16.4 In the absence of the Chair, the Vice Chair shall be authorised to take the Chair's action in relation to urgent business, subject to prior notification to one other member of the Corporation.
- 16.5 In authorising the Chair or Vice Chair to take action, the Corporation accepts corporate responsibility for that action.

## **17 Procedure for Independent Professional Advice for Corporation Members**

- 17.1 Corporation members have the right to request the provision of advice from the Corporation's advisers or if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities. Such matters include advice on their legal, accounting and regulatory duties, but exclude advice to individual Corporation members concerning their own respective personal interests in relation to the Corporation. Any advice obtained under this procedure will, on request, be made available to all Corporation members.
- 17.2 A member who intends to seek advice under this procedure must give prior written notice to the Clerk to the Corporation and the notice should contain a summary of issues on which advice is sought and a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate. The Clerk will deliver a copy of the notice to the Chair of the Corporation (or if absent the Vice chair) and the Principal.
- 17.3 The Chair (or if absent the Vice chair) is authorised by the Corporation to agree payment of or contribute towards the costs of independent professional advice under this procedure and following consultation with the Principal will decide whether to authorise such payment or contribution within ten working days. The Clerk will notify the member in writing whether the costs for the professional advice are payable by the Corporation. If they are not, brief reasons will be stated.

## **18 Expenses**

- 18.1 Members of the Corporation and Committees are entitled to claim expenses in connection with the exercise of their duties and responsibilities as a governor of Halesowen College in accordance with the agreed policy of the College.

## **19 Complaints and Whistleblowing**

- 19.1 The College has grievance and complaints procedures and a Whistleblowing Policy and procedure.

Any concerns about the conduct of the Corporation or any member of the Corporation should be made to the Clerk to the Corporation. Upon receipt of a complaint the Clerk will notify the Chair or Vice Chair of Corporation. The complaint will be raised with the individual(s) concerned and referred to the Corporation.

It is also noted that there is recourse under clause 19.4 of the Financial Memorandum for Further Education Colleges (October 2015), that

‘Where a complaint has not been resolved to the satisfaction of the complainant the College will advise the complainant of his or her right to complain to the SFA and will co-operate with any investigation carried out by the SFA and act on any recommendations made by the SFA following the investigation’.

The SFA’s ‘Procedure for dealing with complaints about providers of education and training’ states what the SFA can investigate and will not investigate.