



**THE CORPORATION BOARD OF
VISION WEST NOTTINGHAMSHIRE COLLEGE
STANDING ORDERS**

PART ONE

INTRODUCTION

These Standing Orders are designed to provide further detail of the framework within which the Corporation Board of Vision West Nottinghamshire College operates.

These Orders do not displace or take precedence over primary legislation or the Instrument and Articles of Government, or any subsequent amendments made thereto. As a consequence these orders should be read alongside both prevailing legislation and the Instrument and Articles of Government so as to gain a full understanding of how the Board operates.

MAXINE BAGSHAW
Clerk to the Corporation

CORPORATION BOARD

STANDING ORDERS

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CORPORATION BOARD

STANDING ORDERS

PART TWO: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

- (1) In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

“Instrument of Government” and “Articles of Government” – the Instrument and Articles of Government under Statutory Instrument 1992 No. 1963 and any subsequent modifications thereto;

“Corporation Board” – the Corporation of Vision West Nottinghamshire College acting by any means which it may lawfully adopt;

“Chair” - the Chair of the Corporation Board or the Chair of a Committee or Sub-committee as appropriate, and includes the Chair of the Meeting for the time being;

“the Clerk” - the person appointed by the Corporation Board to act as the Clerk to the Corporation;

“Committee” - a committee of the Corporation Board;

“College” – Vision West Nottinghamshire College;

“College Year” - 1 August to 31 July;

‘Funding Bodies’ – means the ESFA (Education Skills Funding Agency) or any successor in title;

“Delegated Decision” - a decision of a Committee or Sub-committee taken in exercise of its delegated powers;

“Employee” - an Employee of the College or Vision Business Support Services including those designated by the Corporation Board as Senior Post Holders;

“Executive Team” – the team comprising all holders of senior posts and the wider management structure as determined by the Corporation;

“Governing Body” – the Corporation Board of Vision West Nottinghamshire College acting by any means which it may lawfully adopt;

“Meeting” - a Meeting of the Corporation Board, a Committee or a Sub-committee, unless described otherwise;

“Member” - in relation to the Corporation Board, a Member of the Corporation Board; in relation to any Committee or Sub-committee a person appointed as a Member of that Committee or Sub-committee, whether or not entitled to vote;

“number of Members” - in relation to the Corporation Board, the number of persons who may act at the time in question as Members of the Corporation Board, and in relation to a Committee or Sub-committee, the number of persons who may act at the time in question as voting Members of that body;

“Officer” - any person employed by the College including those designated by the Corporation Board as Senior Post Holders;

“person presiding” - the person entitled, or appointed, to preside at any Meeting;

“Principal” - the person appointed by the Corporation Board to hold the post of Principal and Chief Executive;

“Senior Post Holder” – the Principal and any other Officer designated by the Corporation Board as a senior employee of the College;

“Sub-committee” - a Sub-committee of a Committee

“Meeting Attendance” – governor and staff attendance at meetings includes physical presence, Skype and Conference call.

- (2) Unless the context otherwise requires, the singular includes the plural and the plural includes the singular.
- (3) Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.

STANDING ORDER 2: STANDING ORDERS

- 2 No arrangements shall be made whereby a Committee, Sub-committee or Officer may exercise any power of the Corporation Board to vary, revoke, add or suspend these Standing Orders. The adoption of these Standing Orders supersedes all previous Standing Orders of the Corporation Board and are made under Article 23 of the Articles of Government relating to Rules and Bye-Laws.

PART THREE: COMPOSITION, MEMBERSHIP AND MEETINGS OF THE CORPORATION BOARD

STANDING ORDER 3: COMPOSITION AND MEMBERSHIP

- 3 (1) Unless varied by an amendment to these Standing Orders and in accordance with the Instrument of Government, the membership of the Corporation of Vision West Notts shall comprise the following:

<u>Category</u>	<u>No. of Positions</u>
Other	15
Staff Members	2
Student Members	2
Principal and Chief Executive	1

- (2) Staff Members will be elected in accordance with the procedure at Annex 1.

STANDING ORDER 4: MEETINGS OF THE CORPORATION BOARD AND APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE CORPORATION BOARD

- 4 (1) All Meetings of the Corporation Board shall be held on such days and at such times at the College's centre at Derby Road, Mansfield, or other place as the Corporation Board shall determine.
- (2) The Corporation Board shall appoint a Chair and a Vice-Chair(s) from amongst its number.
- (3) The Chair and the Vice-Chair(s) shall be appointed by the members of the Corporation, for terms of appointment not exceeding 4 years. The board supports the principle that there should be limited occasions when re-appointment is made to the position of Chair and Vice Chair(s) so as to encourage a regular review and refresh of the governance arrangements.
- (4) The Chair or Vice-Chair(s) may resign their office at any time, by giving written notice to the Clerk to the Corporation.
- (5) At the Corporation meeting at which the appointment (or re-appointment) is to be considered, nominations will be invited from members for the position of Chair or Vice Chair(s). The Clerk to the Corporation shall act as Chair for this item at the meetings.
- (6) Nominations for Chair or Vice-Chair(s) shall be proposed and seconded by any two Corporation members, other than those being considered for the position.
- (7) The Principal in his/her capacity as member of the Corporation, the Staff Members or the Student Members are not eligible to be appointed as Chair or Vice-Chair(s), but may participate in the appointment process, as for other members.
- (8) The Chair or Vice-Chair(s) retiring at the end of their term of office shall be eligible for re-appointment.

(9) The appointment shall be approved by a single majority of members present and voting at the meeting by a show of hands.

(10) If both the Chair and the Vice-Chair(s) are absent from any meeting of the Corporation Board, the members present shall choose one of their number to act as chair for that meeting, provided that the person chosen shall not be the Principal, or a Staff or Student member.

STANDING ORDER 5: SPECIAL MEETINGS OF THE CORPORATION BOARD

5 All Special Meetings of the Corporation Board are to be called in accordance with S.12(4) of the Instrument of Government.

STANDING ORDER 6: QUORUM OF MEETINGS OF THE CORPORATION BOARD

6 (1) The quorum for all Meetings of the Corporation Board is to be calculated in accordance with S.13 of the Instrument of Government (which is 40% of the membership numbers). Quorum will include members physically attending or present via Skype and/or Conference call.

(2) If the number of members assembled for a meeting does not constitute a quorum, the meeting will not be held. If in the course of a meeting, the number of members in attendance ceases to constitute a quorum, the meeting will be closed.

(3) If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall if he/she thinks fit, cause a Special Meeting to be summoned (and in accordance with the arrangements of Standing Order No. 5).

(4) The quorum for Committees and Sub-Committees shall be specified by the Corporation Board in Terms of Reference for each Committee and Sub-Committee.

STANDING ORDER 7: PRESENTATION OF MINUTES

7 (1) All Minutes of Committees and Sub-Committees will be submitted to the next full meeting of the Corporation Board for information and/or approval as appropriate.

PART FOUR: COMMITTEES AND SUB-COMMITTEES

STANDING ORDER 8: APPOINTMENT OF MEMBERS OF THE CORPORATION BOARD: TERM OF APPOINTMENT

8 (1) All Members of the Corporation Board shall hold and vacate office in accordance with his/her appointment, but the length of office shall not exceed four years (S.9(1) of the Instrument of Government refers).

(2) Members retiring at the end of their term of office shall be eligible for re-appointment, subject to an evaluation by the Board of the contribution of individual member for re-appointment.

(3) The Board in making any decision regarding re-appointment will give due regard to sector best practice and in particular the guidance provided in the Code of Good

Governance for English Colleges which suggests a maximum of two consecutive appointments (8 years).

STANDING ORDER 9: APPOINTMENT OF CHAIRS, COMMITTEES AND SUB-COMMITTEES

- 9
- (1) The Corporation Board may appoint such Committees as it is required by the Instrument and Articles of Government and as it deems necessary to appoint for the purposes of conducting its business.
 - (2) Subject to any statutory provisions, the Corporation Board may at any time appoint such other Committees, Sub-committees or working parties as are necessary to carry out the work of the Corporation Board; or dissolve a Committee, Sub-committee or working party; or alter its Chairship, Vice-Chairship or its Membership.
 - (4) Subject to any statutory provisions, a Committee may at any time appoint such other Sub-committees or working parties and their respective Chair and Vice-Chair as are necessary to carry out the work of the Committee; or dissolve a Sub-committee or working party; or alter its Chairship, Vice-Chairship or its Membership.
 - (5) The Corporation Board shall determine and agree written terms of reference for each Committee, Sub-committees or working party established by it, and review these annually.
 - (6) If the Corporation Board does not appoint a Chair or Vice-Chair to a Committee, sub-Committee or working party then the appointment shall be made by the respective Committee, sub-Committee or working party.

PART FIVE: CONDUCT OF MEETINGS

STANDING ORDER 10: MINUTES AND ACTION POINTS

- 10
- (1) Minutes of every Meeting of the Corporation Board, of any Committee or of any Sub-committee shall be submitted to, and signed at, the next following Meeting of the body concerned.
 - (2) Where the next meeting is a Special Meeting, the next following meeting shall be treated as a suitable meeting for the purposes of agreeing the Minutes.
 - (3) The person presiding shall put the question "*that the Minutes submitted to the Meeting be approved as a correct record of that Meeting*" or words to that same effect.
 - (4) No discussion shall take place upon the Minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the person presiding shall sign the Minutes.
 - (5) In submitting the Minutes the Clerk shall draw to the attention of the Board any action that is outstanding.
 - (6) Any matters outstanding from the Minutes presented at (1) above shall be detailed in the Minutes of the meeting.

STANDING ORDER 11: CONDUCT OF MEETINGS (GENERAL)

- 11 (1) Unless otherwise stated the rules of debate in this Standing Order shall apply to all Meetings of the Corporation Board, of any Committee and of any Sub-committee.
- (2) The principles applying to the conduct of Meetings of the Governing Body will be the same as those applying to a well-conducted meeting of any committee, board of directors or other similar body. Most items of business should be supported by a written report. S.14 of the Instrument of Government lays down rules on certain matters relating to the proceedings of meetings which the Corporation Board shall follow relating to voting, decision-making and participation at meetings.

STANDING ORDER 12: DECLARATIONS OF PUBLIC INTEREST, REGISTER OF INTERESTS, GIFTS AND HOSPITALITY

- 12 (1) Without prejudice to the obligations of members of the Corporation under the Instrument and Articles (Instrument 11), a member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the college and being considered by or relevant to the operation of the committee of which he/she is a member shall:
- a. disclose to the Corporation the nature and extend of his/her interest; and
 - b. if he/she is present at a Corporation Board or committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.
- (2) The Clerk to the Corporation shall maintain a register of interests of all Corporation members, non-corporate members of committees, and senior managers, and the clerk, which are disclosed and such a register shall be made available for inspection by the public.
- (3) Members of committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- (4) Members of the Corporation Board should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity. Any gifts or hospitality received which are considered not be a breach of the above, should be reported to and recorded by the Clerk to the Corporation.

STANDING ORDER 13: RECONSIDERATION OF RESOLUTIONS

13 (1) The Corporation Board shall abide by S14(4) of the Instrument of Government which requires that no resolution of the Members may be rescinded or varied at a subsequent Meeting unless its rescission or variation is a specific item of business on the agenda for that Meeting.

(2) A resolution, which in this context means any formal decision by the Corporation Board, cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from the previous Minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

STANDING ORDER 14: VOTING

14 (1) S.14(1) of the Instrument of Government establishes that every question to be decided at a Meeting of the Corporation Board shall be determined by a majority of the votes of the Members in attendance (these are to include members physically in attendance at the meeting or joining by Skype/Conference call) and voting on the question. Where there is an equal division of votes, the Chair of the Meeting shall have a second or casting vote (S.14(2)).

(2) A student Member who is under 18 years of age at the time of the Meeting may not vote on any question involving the Corporation Board in committing expenditure, making a contract or incurring debt or liability (S14(7) of the Instrument of Government refers).

(3) Except where a requisition is made under the next paragraph, the method of voting at Meetings of the Corporation Board, Committees and Sub-committees shall be by show of hands.

(4) In practice, it would be unusual for all decisions taken at a Meeting to be decided by a formal vote. The Chair would normally simply ask the Corporation Board, Committee or Sub-committee for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts).

(5) Should an individual Member of the Corporation Board request a vote on a particular issue, this must be agreed. If a formal vote is taken, the Minutes will record the number voting for and against. It is for the Corporation Board to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Member has the right to have his or her disagreement recorded in the Minutes.

STANDING ORDER 15: ATTENDANCE

- 15 (1) Whilst there will always be occasions when a member cannot attend Corporation or Committee meetings, due to holidays, sickness, work or personal commitments, there is an expectation that members will attend meetings (either physically, by Skype or by Conference call), or give apologies for absence. The Corporation or committee can then choose to accept those apologies.
- (2) A schedule of Corporation and Committee meetings for each new College Year will be circulated by the Clerk in the summer term. This schedule is intended to facilitate high attendance at Corporation and committee meetings, and will be subject to consultation before being confirmed by the Clerk.
- (3) Members are expected to attend all relevant Corporation and committee meetings, unless they pass on their apologies for absence, in advance, to the Clerk to the Corporation. The giving of apologies, and the acceptance by the Corporation, is deemed to be acceptance of absence.
- (4) If at any time the Members of the Corporation are satisfied that any member of that committee:
- a. has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation and Chair of the Corporation Board; or
 - b. is unable or unfit to discharge the functions of a member of the Corporation;
 - c. the Corporation may consider the removal of such a Member from its membership and thereupon the office shall become vacant (S.10(2) of the Instrument of Government refers).
- (5) In the event of a decision being required under (4) above, then the matter will be placed on the agenda for the next Meeting of the Corporation Board for discussion by the Members present. A full written report setting out all the facts known will be presented by the Clerk.
- (6) The absent Member facing the procedure at (5) shall be entitled to attend the meeting or submit in writing his/her reasons for absence. He/she shall take no part in the voting on this matter.
- (7) The Clerk shall monitor attendance levels at all Meetings of the Corporation Board and submit an annual report to the Board on the same.

STANDING ORDER 16: WITHDRAWAL FROM MEETINGS

Refer to S.14 of the Instrument of Government contains rules on circumstances requiring the withdrawal from meetings of Staff Members, Student Members, the Principal and the Clerk.

STANDING ORDER 17: AGENDA FOR MEETINGS

- 17 (1) The Clerk shall send written notice of a Meeting of the Corporation Board and a copy of the agenda at least seven calendar days in advance of the Meeting in accordance with S.12 of the Instrument of Government.
- (2) The agenda shall be structured by the Clerk in consultation with the Chair and the Principal in order to clearly show the order of business and whether a matter should be treated as confidential.
- (3) All items to be considered at the Meeting (with the exception of late items of urgent business) shall be recorded on the agenda.
- (4) Items of business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by the decision of the members present.
- (5) All reports to be submitted to a Meeting by Officers of the College shall be in writing in a format to be determined by the Clerk. Wherever practical, the Clerk shall endeavour to ensure that all written reports are circulated with the agenda. If this is not practical then the reports shall as a minimum be made available to Members three calendar days before the date of the Meeting. No papers are to be tabled at a Meeting except as late items of urgent business.
- (6) Any Member may request an item be placed on the agenda provided that notice of the item is received by the Clerk ten calendar days in advance of the Meeting.
- (7) A matter may be placed on the agenda as a late item of urgent business only with the prior approval of the Chair and the Clerk.

STANDING ORDER 18: SCHEDULE OF MEETINGS

- 18 (1) The Clerk shall prepare an annual calendar of Meetings and schedule of business that meets the needs of the Board and is based on the College planning cycle.
- (2) The schedule shall also accord with the requirements of the Board to publish and make returns to the Funding Bodies as required.

STANDING ORDER 19: MINUTES

- 19 (1) The Clerk, or in his/her absence their appointed deputy, shall take and be responsible for the accurate recording of the Minutes.
- (2) The Minutes shall clearly show the title of the Meeting, the date and time of the Meeting and those present, absent or have submitted apologies.
- (3) The Minutes shall provide a brief resume of the discussion on a matter and clearly show how each decision was made.
- (4) The Minutes shall show the action points of every Meeting and denote the person responsible for taking action and the timescales involved.

(5) Except under Standing Order 20 below, under no circumstances can Members of the Corporation Board take a decision which is not minuted at a properly constituted Meeting.

STANDING ORDER 20: CORPORATION POLICY ON CHAIR'S ACTION

20 (1) Chair's Action arises where it is necessary for the Chair of the Corporation (or the Vice-Chair(s), in his/her absence) to act on behalf of the Corporation in between scheduled meetings.

(2) Chair's Action may be applied to routine matters which would not normally merit an agenda item and discussion at a meeting. Examples include, but are not limited to: -

- a. signing of routine documents on behalf of the Corporation; and/or
- b. responding to approaches made to the Corporation by external organisations; and/or
- c. agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

(3) Where the Corporation has delegated a decision on a specific matter to the Chair, in advance, the Chair is properly entitled to make a decision on that matter, with or without prior consultation of the Principal and other Corporation Members. In making such a decision, the Chair should note that it has been made under an expressly delegated power.

(4) Chair's Action can also be applied to urgent matters of a legal or financial nature, where the deadlines for decisions are short and could not have been foreseen. In such circumstances, and after consultation with the Vice-Chair, the Principal and the Clerk, the action should only be taken by the Chair if delaying a decision would result in the College being disadvantaged. Where such matters are significant, the Chair should where practicable call a special meeting, if necessary with less than the normal seven days notice. However, this provision does not remove the need for such meetings to be quorate, in order for decisions to be properly made.

(5) The Corporation must take corporate responsibility for actions it has authorised the Chair to take between meetings. The Clerk to the Corporation must ensure that a full record is kept of action taken between meetings, and report such action as a separate agenda item at the next scheduled meeting. In cases where the Clerk is not involved or not aware that Chair's action has been applied, the Chair must notify the Clerk, in writing, of all such action at the earliest opportunity.

(6) In all cases where the Chair of the Corporation or Committee is absent, the Vice-Chair(s) of the Corporation or Committee shall be empowered to act on the Chair's behalf.

STANDING ORDER 21: CONFIDENTIALITY OF CORPORATION BOARD PAPERS

21 (1) All agendas, reports and other documents and all proceedings of the Corporation Board, Committees, Sub-committees and working parties shall become public following a Meeting unless a decision is taken at a Meeting to classify an item as being confidential.

Copies of all papers not classified as confidential shall be available for public inspection from the Clerk during normal working hours.

(2) In addition to the provisions of S.17(2) of the Instrument of Government and pursuant to S.17(2)(d), and in relation to the requirements of both the Data Protection Act 1998 and the Freedom of Information Act 2000, the following reasons shall be used in order to determine whether a matter should be dealt with on a confidential basis and excluded from open publication:-

- a. personal information relating to an individual. Usually such information is subject to the Data Protection Act 1998 which has separate provisions about the use and publishing of such information;
- b. information provided in confidence by a third party who has not authorised its disclosure;
- c. financial or other information relating to procurement decisions, including information relating to the college negotiating position, during the course of those negotiations;
- d. information relating to the negotiating position of the College in employment relations matters, during the course of those negotiations;
- e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
- f. legal advice received from or instructions given to the College legal advisors;
- g. information planned for publication in advance of that publication; and/or
- h. information not otherwise covered above, but considered to be commercially sensitive.

(3) The intention of the Corporation is only to maintain an exclusion for as long as it is necessary and each body of the Corporation shall undertake an annual review of its Minutes previously determined to be confidential and decide whether to release each confidential minute for the public record.

STANDING ORDER 22: ACCESS TO MEETINGS

- 22 All Meetings of the Corporation Board shall be held in private and attended by the Members of the Corporation Board and members of the Executive Team, together with any other persons specifically invited to attend.

PART SIX: MISCELLANEOUS

STANDING ORDER 23: SEAL OF THE CORPORATION BOARD

(Extract from Financial Regulations, section 22.5)

- 23 (1) The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be authenticated by the signature of the Chair of the Corporation Board or in his/her absence, the Vice-Chair (this can be either/or Vice-Chair if there is more than one). Should the Chair and the Vice Chair(s) be absent then any external/Independent governor on the authorised signatory list can provide authentication by signature. The signature shall be witnessed by the Principal at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be maintained by the Clerk.
- (2) The corporate seal of the Corporation Board shall be kept in the custody of the Clerk in a safe place which shall be secured by a lock.

STANDING ORDER 24: WRITTEN RESOLUTIONS

- 24 A written resolution signed by all of the members of the Corporation who would be entitled to vote at a meeting of the Corporation is just as valid and effective as a resolution passed at a meeting of the Corporation which is properly convened and held. The resolution can be passed using several copies of a document if each document is signed by one or more members. These copies can be electronic copies and for the avoidance of doubt where an urgent proposal is circulated to the members by the Clerk, an e-mail from a member confirming that he or she is in agreement with that urgent proposal shall be accepted as sufficient evidence of agreement to authorise the proposed actions without requiring signed copies of a document, provided that such agreement is received from a majority of members entitled to take part in the decision and the decision and resulting actions are then reported to members at the next meeting of the Corporation.

STANDING ORDER 25: EXPENSES

- 25 (1) Members may only claim expenses for travelling and subsistence at rates determined by the Corporation Board on the advice of the Finance Committee.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.
- (3) Members are not permitted to claim allowances which remunerate them for their services as Members unless authorised by the Charity Commission.
- (4) All requests for expenses are to be submitted to the Clerk for approval.

STANDING ORDER 26: INDEPENDENT PROFESSIONAL ADVICE

- 26 The Corporation Board shall adopt a procedure on arrangements for Members to access Independent Professional Advice on College/Corporation business (Annex 2).

STANDING ORDER 27: COMPLAINTS AGAINST THE CORPORATION BOARD

- 27 A complaint against the Corporation Board or an individual member of the Corporation Board shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation Board shall be forwarded to the Chair of the Corporation Board. A copy of the complaints procedure is attached to these Standing Orders (Annex 3).

PART SEVEN: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 28: AMENDMENTS TO STANDING ORDERS

- 28 These Standing Orders may only be amended by a vote taken at a Meeting of the full Corporation Board. The minimum number of votes required to enact any amendment shall be a vote in favour of 50% of all Board Members serving at the time of the vote.

CORPORATION BOARD

STANDING ORDERS

ANNEX 1

**ELECTION PROCEDURE FOR STAFF MEMBERS
OF THE CORPORATION**

(STANDING ORDER NO. 3 REFERS)

1. Nominations shall be invited for membership to the Board in the Staff Member category. These shall be from one member of the College teaching staff, and one member of the support services staff.
2. Every staff member shall be elected and nominated by the staff of the College and/or Vision Business Support Services:
 - a. one member of the teaching staff, elected and nominated only by the teaching staff; and
 - b. one member of the College support services, elected and nominated only by the support services staff.
3. The election is to be conducted by the Clerk to the Corporation, who shall act as Returning Officer.
4. All full-time and part-time members of staff who are on the payroll (either at the college or with Vision Business Support Services) at a fixed date prior to the election date shall be eligible to take part in the election.
5. Each candidate must also obtain the signatures of two people prepared to act as Proposer and Secunder their nomination.
6. Elections will be held where more than one nomination form is received. These elections will take place by ballot and voting forms will be circulated to all members of the teaching/support staff (as applicable) after the close of nominations. In the event that only one nomination form is received at the close of nominations, then the person nominated will stand elected unopposed without there being a ballot.

CORPORATION BOARD

STANDING ORDERS

ANNEX 2

PROCEDURE ON INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS OF THE CORPORATION BOARD

(STANDING ORDER NO. 25 REFERS)

1. Members of the Corporation Board shall have, within the financial limits appearing in paragraph 3, the right to take 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 shall:-

- include advice on their legal, accounting and regulatory duties, but
 - exclude advice to individual Members concerning their own respective personal interests in relation to the Corporation.
2. A Member who intends to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and such notice must contain:-
 - a summary of issues on which advice is sought; and
 - if independent advice is sought (i.e. not from the Corporation's advisers), the name(s) of the advisers whom the Member proposes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issues(s) is considered to be inappropriate.

The Clerk shall forward a copy of the notice to the Chair of the Corporation and the Principal. Wherever practicable, a Member shall first enquire of the Clerk whether professional advice has already been obtained by the Corporation, before giving notice under this paragraph.

3. The Chair shall be authorised by the Corporation to pay or contribute up to £1,000 towards the costs of independent professional advice under this procedure, provided that the total of all such payments and contributions in any financial year of the College does not exceed £3,000.
4. The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within ten working days. The decision shall be made after consultation with the Principal.

5. The Clerk will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision.
6. Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.
7. References in this procedure to the Chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice-Chair(s).

GENERAL NOTES

- 1) The purpose of this procedure is to establish a formal mechanism whereby Corporation Members can, collectively or individually, obtain independent professional advice at the Corporation's expense. This may, for example, be necessary if a Corporation Member is not satisfied with the advice already given by the Corporation's retained advisers or a previous request for professional advice has been ignored.
- 2) The Cadbury Code of Best Practice (Report of the Cadbury Committee on the Financial Aspects of Corporate Governance, 1st December 1992) recommends that such a procedure is formally established for boards of listed public limited companies:-

"Paragraph 1.5 There should be an agreed procedure for directors in the furtherance of their duties to take independent professional advice if necessary, at the company's expense."

The Corporation considers that Members should have a similar access to independent advice to enable them to perform their duties properly.
- 3) This procedure is additional to, and does not displace, the inherent power of Corporation Members to decide to take independent professional advice by passing a resolution to that effect.

CORPORATION BOARD

STANDING ORDERS

ANNEX 3

PROCEDURE FOR COMPLAINTS AGAINST THE CORPORATION BOARD (STANDING ORDER NO. 26 REFERS)

1. A complaint against the Corporation Board, a member of the Corporation Board or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. All complaints should preferably be made in writing and addressed to the following: -

The Clerk to the Corporation
Vision West Notts
Derby Road
Mansfield
Nottinghamshire, NG18 5BH

Or maxine.bagshaw@wnc.ac.uk
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy they are seeking.
4. The Clerk to the Corporation will: -
 - acknowledge receipt of the complaint without delay;
 - investigate the complaint; and
 - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and/or the ESFA).
6. The Clerk to the Corporation will keep the Chair informed of the situation, and will provide the Corporation Board with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that Members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation Board or an individual member of the Corporation Board the Clerk to the Corporation will have the authority to refer issues to the Corporation Board auditors (external and/or internal) or other independent advisors as he/she feels appropriate.

8. A complaint against the Clerk to the Corporation shall to be forwarded to the Chair of the Corporation Board for investigation and response. Letters to be addressed to: -

The Chair of the Corporation Board.
Vision West Notts
Derby Road
Mansfield
Nottinghamshire, NG18 5BH

9. The approach to be adopted by the Chair of the Corporation Board in investigating and responding to a complaint will be the same to that outlined above with regard to complaints against the Corporation Board and individual members of the Corporation Board.
10. If you are not satisfied with the outcome of your complaint, then you may wish to write to the Executive Director of the Nottinghamshire office of the ESFA.