GOVERNING BODY STANDING ORDERS: POLICY AND PROCEDURE

Process Area	**Governing Body**
Directorate	**Executive**

Issue No	Date	Details	Author	Approved
1	Dec 2011	Reviewed following IAS recommendations	AC	Governing Body
2	Oct 2012	Amendments to sections 2.16 re minutes and 4&5 re appointment of Vice Chair / Committee Chairs	AC	Governing Body
3	Oct 2013	Annual Review – no change		Governing Body
4	June 2014	Change point 14.4 to include written communication	BD	Governing Body
5	Sept 2015	No changes	BD	Governing Body
6	Feb 2016	Updated to reflect remuneration and committee membership	BD, CHAIRMAN	Governing Body
7	May 2017	Updated to reflect remuneration	BD, CHAIRMAN	Governing Body
8	May 2018	Updated to reflect revisions contained within the Articles and Instrument	BD	Governing Body
9	Sept 2018	Update to reflect Colleges NI closure	BD	Governing Body
10	June 2019	Minor amendments	LA	Governing Body
11	June 2020	Minor amendments	LA	Governing Body
12	June 2021	Minor amendments	LA	Governing Body
13	June 2022	Minor amendments to reflect Audit & Risk Cttee name change	LA	Governing Body
14	June 2023	Minor amendments – signing of minutes 2.11	LA	Governing Body
15	June 2024	Minor amendment to 1.2, 2.12, 15.14, 15.15, 18.1	LA	Governing Body
16	May 2025	Minor amendments to 2.16 and 22.12	EF	Governing Body
17	May 2026	Updated to reflect new training courses 22.12	EF	Governing Body

GOVERNING BODY STANDING ORDERS

1. Introduction

1.1 In accordance with the Articles of Government, the Governing Body has the power to make rules and standing orders concerning such matters with regard to the governance and conduct of the College as it thinks fit.

1.2 Standing Orders shall always be subject to any overriding provisions of;

i. the Further Education (NI) Order 1997;

ii. the Partnership Agreement and

iii. Articles and Instrument of Government agreed with the Department for the Economy (DfE).

1.3 Unless otherwise stated the standing orders outlined in this paper apply to the Governing Body and its Committees.

2. Preparation and Servicing of Governing Body and Committee Meetings

2.1 Agenda
The agenda for meetings of Governing Body and its Committees shall be determined by Committee Chairpersons and Governors. All notices of matters of business for the agenda must be delivered to the Secretary not less than fourteen days before the date of the meeting.

2.2 In order to expedite the process, the Secretary should take responsibility for preparing the first draft of the agenda for meetings of the Governing Body and Committees. This is normally derived from the annual cycle of business, the minutes of the last meeting and the schedule of outstanding matters kept by the Secretary.

2.3 The Secretary should issue the draft agenda to the Chair / Committee Chair and the Chief Executive. The final agenda is then agreed between the Chair / Committee Chair and Principal/Chief Executive and should include agenda items requested by members, 10 days prior to the date of a meeting.

2.4 All meetings of the Governing Body and Committees shall be summoned by the Secretary who shall send to the members' written notice of the meeting, including an agenda and associated papers, at least seven calendar days in advance of the meeting.

2.5 Papers should not normally be tabled at meetings, however, it is recognised that there may be a need to table papers at a meeting to move an urgent matter forward, to bring information to the attention of Governors or for reasons of confidentiality.

2.6 Minutes
Minutes shall be kept of meetings of the Governing Body and its Committees. Minutes and any papers tabled at meetings of the Governing Body and Committees should be made

available to all members of the Governing Body and Committees, subject to confidentiality restrictions.

2.7 The minutes of a meeting constitute a formal record of proceedings and should demonstrate to others that the governance of the College is being conducted properly. Minutes are a public record and a means of informing the College community, the general public, auditors and DfE. Minutes should be a succinct record of business conducted, recording decisions reached and should contain sufficient detail to stand alone as a summary of business without the need to refer to supporting documents and papers.

2.8 Minutes should demonstrate that a decision made by the Governing Body / Committee has taken into account relevant factors and also that it was not influenced by irrelevant considerations. There are no circumstances when a Governing Body / Committee can take a decision without recording it.

2.9 The names of the Members present shall be recorded in the minutes. The Secretary's record of attendees at meetings will be used for the purposes of remuneration in accordance with DfE Circular FE 07/17. This record will include the start time and end time for all attendees.

2.10 Matters of business not on the agenda may be considered with the consent of two thirds of the Governors present.

2.11 At every meeting, the minutes of the previous meeting shall be taken as an agenda item, unless members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson or other member acting as Chairperson. For those meetings that have taken place online, the Chair will sign the minutes at the next available opportunity.

2.12 The Secretary must make arrangements for the publication of minutes on the College website.

2.13 The minutes shall include a record of all withdrawals and re-entries as required under Part III the Articles of Government. Separate minutes shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body / Committee present agree.

2.14 The Secretary must prepare draft minutes within five working days of the date of the meeting.

2.15 Draft minutes should be forwarded to the Chair / Committee Chair and Principal/Chief Executive in order to clarify meaning and check for accuracy.

2.16 Committee minutes will be tabled at the next available Governing Body meeting for noting. Governing Body and Committee minutes will then be tabled at their next available meeting for approval. Amendments may be accepted at the meeting. The minutes shall then be signed and dated in accordance with 2.11.

2.17 Approved Committee minutes should be tabled at the next available Governing Body Meeting. Recommendations for adoption should be reported by the Committee Chair to the Governing Body Members. The adoption of minutes may take place in advance of the minutes being formally approved by the Committee.

2.18 Although minutes can be amended, decisions taken at previous meetings cannot be changed without the decision being an agenda item at a subsequent meeting.

2.19 <u>Temporary Secretary</u>
In the case of the Secretary not being available or where matters under discussion relate to the Secretary, the Chair / Committee Chair will appoint a temporary secretary to take a minute.

2.21 To appoint a member of staff to be the designated deputy secretary or consider a temporary replacement this shall be appointed through agreed recruitment and selection procedures.

2.22 <u>Openness and Access to Information</u>
The Governing Body shall agree at each meeting a form of the Agenda and Minutes suitable for publication in line with the requirements of paragraphs 25 and 26 of the Articles of Government and the exclusions that should be considered.

2.23 <u>General</u>
The Governing Body shall meet not less than six times a year and shall hold such other meetings as may be necessary. The Audit and Risk Committee shall meet at least four times in each year. The Education Committee shall meet at least four times in each year. The Finance and General Purposes Committee shall meet at least four times in each year. The Staffing Committee shall meet at least three times in each year.

2.24 The validity of any proceedings of the Governing Body, or of any Committee of the Governing Body, shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.

2.25 <u>Special Meetings</u>
A special meeting of the Governing Body may be called at any time by the Chairperson, Chair of the Audit and Risk Committee or at the request in writing of any five members. In addition, a special meeting may be called by the internal or external auditors where they wish to discuss the circumstances related to their removal or resignation. Where the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.

2.26 Members of the Governing Body shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.

2.27 At each meeting of the Governing Body and Committee on a quorum being formed, the Chair shall proceed with business. In the absence of the Chair / Committee Chair the Vice-Chair will preside. In the absence of both, a Chair shall be nominated from those members assembled excluding the Chief Executive, and staff and student representatives.

2.28 <u>Committee Membership</u>
No members of the Audit and Risk Committee shall also sit as a member of the Finance and General Purposes Committee.

2.29 The Principal/Chief Executive shall not sit as a member of the Audit and Risk Committee.

2.30 The Chair of the Governing Body shall not be the Chair or member of the Audit and Risk Committee.

2.31 Governors should not normally sit on three or more committees.

2.32 Staff and Student Governors shall not sit on the Staffing Committee.

3. Quorum

3.1 The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be those persons appointed under the business, industry and profession category.

The quorum for a meeting of the Education Committee shall be three members.
The quorum for a meeting of the Staffing Committee shall be three members.
The quorum for a meeting of the Finance and General Purposes Committee shall be three members.
The quorum for a meeting of the Audit and Risk Committee shall be three members.

3.2 If the number and / or composition of members assembled for a meeting does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number or composition of members ceases to represent a quorum, then the meeting shall be terminated.

3.3 A meeting must be quorate and must last for a minimum of one hour for payment to members to be applicable.

3.4 Payment will be dependent on an individual governor attending for one hour or two thirds of the duration of the meeting, whichever is the greater. Attendance should be taken as including either physical presence or participation in meetings by electronic means such as video conferencing.

3.5 If for lack of a quorum a meeting cannot be held, or is terminated prematurely, the Chairperson may cause a special meeting to be convened as soon as is convenient.

4. Appointment of a Vice Chair

4.1 The Governing Body shall normally elect a Vice Chair from eligible members at the beginning of each two-year term of office. Expressions of interest will be sought from eligible members and selection will be by means of a secret ballot. Only eligible members may vote. In the event of the Vice Chair resigning within the two-year period, the Chair may select an Interim Vice Chair to serve the remainder of the two-year period.

5. Appointment of Chairs of Committees

5.1 The Governing Body shall normally elect Chairs of Committees from eligible members at the beginning of each two-year term of office. Expressions of interest will be sought from eligible members and selection will be by means of a secret ballot. Only eligible members may vote.

In the event of a Chair of Committee resigning within the two-year period, the Chair may select an Interim Chair of Committee to serve the remainder of the two-year period.

6. Adjournment

6.1 Any meeting may be adjourned to such time as the Governing Body, the Committee members or the meeting Chair may decide. If a meeting is adjourned to a specific date the adjourned meeting shall be deemed a continuation of the original meeting. If the meeting is adjourned sine die, any business left unfinished shall be postponed until the next ordinary meeting.

7. Order of Business

7.1 Unless otherwise decided, the business of the meeting shall follow the order set out in the agenda subject to members giving precedence at any meeting to matters of special importance or urgency.

7.2 The first substantial business shall normally be consideration of the minutes of the last meeting which if approved as correct, shall be signed by the Chair.

7.3 The minutes of a meeting of the Governing Body / Committee shall be drawn up and entered in a permanent record kept for that purpose and shall be submitted as a correct record at the next meeting of the Governing Body / Committee.

8. Motions

8.1 Where the Governing Body / Committee has sat since the last meeting and time has not allowed the circulation of minutes, any urgent business requiring a decision by the Governing Body may be raised.

8.2 Every motion shall be relevant to some matter in relation to which the Governing Body has powers or duties, or which directly affects the provision of services for which the Governing Body is responsible.

9. In Committee

9.1 The Governing Body / Committee may at any meeting meet in Committee for the purpose of transacting any business on the agenda. Members of the Governing Body may be required to withdraw together with members of the public.

10. Questions

10.1 Members of the Governing Body may ask and are encouraged to ask questions upon any item on the agenda.

11. Disorderly Conduct

11.1 In the event of any disturbance the Chair may adjourn the meeting.

12. Records of Dissent

12.1 In accordance with the College's Management Statement and Financial Memorandum and in pursuance of his duty as Accounting Officer, the Principal/Chief Executive has particular responsibility to see that appropriate advice is given to the Governing Body on all matters of financial propriety and regularity. Where a decision is contrary to the Chief Executive's advice, he or she shall be entitled to have his or her name recorded as dissenting from the decision.

12.2 Any member shall be entitled to have his or her name recorded as dissenting from a decision of the Governing Body.

13. Voting

13.1 In the absence of unanimity on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chairperson of the meeting shall have a second or casting vote. The outcome of a vote shall be recorded in the minutes.

13.2 On the requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any such question shall be recorded so as to show whether each member present gave his vote for or against that question or abstained from voting.

13.3 A member may not vote by proxy.

13.4 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.

13.5 Any voting at meetings of the Governing Body shall normally be by a show of hands.

14. The Role of the Chair When Representing the Governing Body

14.1 The Chair's role is to provide effective strategic leadership to the Governing Body and for ensuring it successfully discharges its overall responsibility for the activities of the College. It is recognised that it is necessary in practice for the Governing Body to delegate some of its work to the Chair. This includes representing the position and view of the Governing Body outside the College. The Chair will from time to time be involved in discussions and meetings with a number of outside bodies, including;

- College Employers' Forum;
- Accounting Officer Review Meetings with the Permanent Secretary;
- DfE meetings;

- Meetings with the DfE Minister and senior representatives.

14.2 The Chair has the authority to represent the views of the Governing Body in all such external engagements, however he / she has a responsibility to ensure that the views expressed are those shared by the Governing Body.

14.3 The Chair should inform Governors of all written communication and events / meetings where he / she is representing the Governing Body at the first available opportunity. Individual Governors will not represent the Governing Body without the express authority of the Governing Body. Where this is the case, matters should be reported to the Governing Body at the first available opportunity.

15. The Relationship Between the Principal/Chief Executive and Governing Body

15.1 The structures through which a college is managed are set out in the Instrument and Articles of Government. In broad terms, the Governing Body has responsibility for the oversight of the College's activities, while the Principal/Chief Executive is responsible for the management of all aspects of the College.

15.2 The main point of contact with the College will be through the Principal/Chief Executive and a successful relationship is crucial to the ability of the Governing Body to monitor progress against the CDP, as well as the discharge of duties such as ensuring that the College acts as a responsible employer and that public money is used with due care and responsibility.

15.3 A critical element in the effectiveness of the College is a constructive working relationship between the Chair and the Chief Executive. It is incumbent upon the Chair and the Principal/Chief Executive to reach an understanding of their respective roles, guided by the aim of securing the well-being of the College and to develop a sound, professional and pragmatic working relationship.

15.4 In managing the College, the Principal/Chief Executive must have the necessary executive authority, founded, especially when major or contentious issues are concerned, on the support of the Chair and more widely of the Governing Body. Such support can only be secured if the Principal/Chief Executive has made proper arrangements for consulting the Chairman and keeping him or her informed.

15.5 <u>Effective Communication</u>
To facilitate effective communication between the Chair and Principal/Chief Executive arrangements should be made to ensure that contact between both parties can be facilitated at short notice. This may be organised through the Secretary or directed through email or by phone.

15.6 The Chair and Principal/Chief Executive shall normally meet on a monthly basis. Such meetings will be used to;

- Provide updates on college activities, performance and developments;
- Provide updates on Director and Director / DfE group meetings;
- Plan for meetings;
- Agree the agenda for Governing Body meetings;

- Discuss other matters relevant to the management, governance and operation of the College; and
- Review the annual schedule of meetings of the Governing Body and Committees.

A report of any important agreed action points taken at these meetings should be sent to all Governing Body members.

15.7 Similarly, the Principal/Chief Executive should engage with the relevant Committee Chairpersons to;

- Provide updates on activities falling within the remit of the Committee; and
- Agree the agenda in advance of Committee meetings.

15.8 Resolving Difficulties
It is recognised that situations may arise where the Principal/Chief Executive and Chair fail to reach agreement on matters. Both parties should make every effort to resolve such matters.

15.9 Where differences arising between the Chair and the Chief Executive, cannot be resolved informally, they may be referred to the Chair of the Audit and Risk Committee.

15.10 In such a situation, the Chair of the Audit and Risk Committee should meet both the Principal/Chief Executive and Chair to determine the basis of the disagreement. The Chair of the Audit and Risk Committee may wish to seek the advice of the College's Internal Auditor or legal advisor, if necessary.

15.11 If the disagreement between the Chair and the Principal/Chief Executive cannot be resolved to the satisfaction of both parties then the Chair of the Audit and Risk Committee must inform the Governing Body as soon as possible after the matter is reviewed.

15.12 The Chair of the Audit and Risk Committee has the delegated authority to convene an emergency meeting of the Governing Body to discuss such matters. Details of the disagreement must be recorded in the minutes of the meeting.

15.13 The Governing Body should agree steps to resolve the disagreement and may decide to pursue the matter through the Department for the Economy but would only do so as a last resort.

15.14 Concerns/complaints in respect of Governing Body Members
Provisions for reporting of concerns/complaints of Governing Body Members are contained within the Partnership Agreement.

15.15 Arrangements for investigating concerns/complaints in respect of Governing Body Members will be determined upon receipt. The investigating officer shall be in a position of seniority to those the alleged concern/complaint refers to.

16. College Seal

16.1 The Governing Body Seal shall be held by the Chief Executive.

17. Conflicts of Interests, Declarations and Withdrawals

17.1 In accordance with the terms of paragraph 16 of the Instrument of Government, where a member has any actual, potential or perceived conflict of interest, direct or indirect, in any matter under consideration by the Governing Body or Committee, the member must declare that interest and not take any part in discussion of that matter or vote but shall withdraw from the meeting. Such withdrawal and nature of interest shall be recorded in the minutes.

17.2 The Agenda of each meeting will contain reference to potential conflicts of interest.

17.3 The job evaluation of all posts within the College will be conducted through the Human Resources Department in accordance with sector agreements.

18. Family Relationships of Members

18.1 A relevant family relationship by blood or marriage shall be deemed to exist between a member and a person if:

- they are husband and wife; or
- that person is the parent, grandparent, grandson or granddaughter, son or daughter, brother or sister, uncle or aunt, cousin, nephew or niece of the member or of the husband or wife of the member (either natural, step or foster); or
- they are in a common law or civil partnership.

18.2 If a member is present at a meeting at which a matter concerning a relation is being considered he or she shall withdraw from the meeting whilst the matter is being considered. Such a withdrawal and reason thereof shall be recorded in the minutes.

19. Duties of Members in Relation to Staff Members in Attendance at Meetings

19.1 A member of the Governing Body shall not have any right to reprimand any member of staff in connection with the performance of an officer's duties but shall in the first instance report such comments in writing to the Chief Executive. In the case of the Secretary to the Governing Body this should be reported in writing to the Chair.

20. Deputations

20.1 Deputations from any group of persons, or any individual, shall only be admitted if the Secretary has received seven days' notice of the intended deputation and its purpose and with the consent of the Chair. The privilege of such a deputation extends only to the presentation of a statement and the making of not more than two short addresses except in reply to questions from Governing Body members. The addresses together shall be no more than ten minutes duration. The matter shall not be further considered by the Governing Body until the deputation has withdrawn.

21. Alterations to Standing Orders

21.1 Once made, Standing Orders shall be altered only by resolution of the Governing Body.

22. Remuneration

22.1 Staff Governors will be paid in accordance with FE 07/17 and procedures agreed by the Governing Body.

22.2 Governors who do not wish to be remunerated should inform the Secretary in writing of their decision.

22.3 Meetings and events eligible for payment are as defined in Annex A of FE 07/17.

22.4 Where an event is sanctioned by the Chair of the Governing Body for payment in accordance with Annex 1 of FE 07/17 this should be communicated by the Chair to the Secretary and the Chief Executive.

22.5 Events that are not deemed to be eligible for payment are listed as follows:

- Student awards
- Celebration dinners
- Higher Education awards ceremony
- Student competitions

22.6 Where Governors are employed as civil or public servants, they may be entitled to receive payment if their duties as a governor are undertaken outside of their normal working hours as set out in paragraph 6 of the DfE Circular FE 07/17. It is the responsibility of the individual Governor to confirm to the Secretary whether they are eligible for remuneration for meetings and events.

Governors employed as civil or public servants and who attend meetings and events must confirm in writing to the Secretary that they are entitled to remuneration in accordance with paragraph 6 of FE 07/17.

22.7 The Principal/Chief Executive in his / her capacity as a Governor is not entitled to payment for attendance at meetings or other events.

22.8 Governors will continue to be eligible to claim travelling and subsistence expenses in respect of any activities carried out while fulfilling their duties. These expenses are payable at the Northern Ireland Civil Service rate.

22.9 The maximum average payment should be no more than £3,500 per governor in any one academic year. Exceptions to this are as set out in FE 07/17. Payments will be made to Governors monthly in arrears.

22.10 For Governing Body Chairs, remuneration will be paid at a rate of £20,000 per year. Payments to the Chair will be made monthly in arrears in equal instalments.

22.11 Travel time to and from meetings is not deemed to be part of meeting time.

22.12 Governors are required to complete a series of online training programmes during each appointed term. These are listed as follows:

- Anti-Fraud 2021
- Whistleblowing 2022
- Inclusive Workplace 2024
- Safety and Sustainability 2024
- Data Security 2025
- Safeguarding 2025

For the purposes of remuneration completion of all 11 online programmes is recognised as one training event as defined in FE 07/17.