

## **Standing Orders**

### **1. Introduction**

- 1.1 These Standing Orders should be used in conjunction with the WSC Instrument and Articles of Government and general advice issued by the Department for Education (DfE).

### **2. Convening and Planning Meetings, and the Conduct of Business**

#### **2.1 Chair and Vice Chair(s)**

- 2.1.1 The Corporation will elect from among its number a Chair and Vice Chair(s).
- 2.1.2 The Chair will conduct all meetings of the Corporation except where, in their absence, the chair will be taken by the Vice Chair.
- 2.1.3 If both the Chair and Vice Chair(s) are absent from a meeting or have resigned, the Corporation will elect from its number a Chair for that meeting.
- 2.1.4 If both the Chair and the Vice Chair(s) resign, the Corporation will hold an extraordinary meeting within 10 days to elect their successors.

#### **2.2 Calendar of Meetings**

- 2.2.1 The Corporation will meet not less than 3 times each year and may convene extraordinary meetings as required to discharge its duties.
- 2.2.2 The Governance Professional will notify the Corporation of the calendar of meetings for the year ahead including of its Committees, at the final meeting of the academic year.

#### **2.3 Timing and locations of Meetings**

- 2.3.1 Meetings will start at times which are agreed with the Corporation and its Committees.
- 2.3.2 The Corporation and its Committees will operate hybrid meetings (will options to be physically present or virtually present). Physical meetings will typically be held in Bury St Edmunds. Virtual meetings will be held on Microsoft Teams.

#### **2.4 Quorum**

- 2.4.1 For meetings of the Corporation, the quorum shall be any four Governors or, where greater, any one third (rounded up to a whole number) of the total number of Governors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
- 2.4.2 The quorum for a Committee/working party will be stated in the Terms of Reference.
- 2.4.3 A meeting cannot be held if inquorate, and, therefore, decisions may not be made.
- 2.4.4 If during the course of a meeting, the meeting may continue but will not be able to make any decisions.
- 2.4.5 A meeting may be discontinued at any time by resolution of the Corporation.
- 2.4.6 If a meeting is discontinued, or is inquorate, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

#### **2.5 Convening Meetings**

- 2.5.1 All meetings will be convened by the Governance Professional or their deputy, who must also comply with any direction of the Chair of the Corporation.

## **2.6 Notice of Meetings**

- 2.6.1 Written notice of Corporation and Committee meetings and the corresponding agenda will be sent to governance members 7 clear days before the meeting, while those for an extraordinary meeting may be sent within a shorter time.
- 2.6.2 Non-receipt of notice of a meeting will not invalidate the meeting.

## **2.7 Agendas and Papers**

- 2.7.1 The agendas for Corporation meetings will be set by the Governance Professional in consultation with the Chair of the Corporation and the CEO.
- 2.7.2 The agendas for Committee meetings will be set by the Governance Professional in consultation with the Chair of the Committee and the CEO.
- 2.7.3 Items may be placed on the agenda by governance members by writing to the Governance Professional.
- 2.7.4 All papers and reports of the Corporation and its Committees are confidential, except to auditors and the DfE on request.

## **2.8 Late Items/Any Other Business**

- 2.8.1 Governors should inform the Governance Professional at least 10 days prior to the meeting of any item they wish to raise under Any Other Business.
- 2.8.2 The Governance Professional in consultation with the Chair of the Corporation/Committee (as appropriate) and the CEO meeting will decide whether any item so identified may be raised under Any Other Business, whether it should be deferred to a subsequent meeting, or whether it should not be heard at all.

## **2.9 Attendance**

- 2.9.1 The Governance Professional or their deputy will keep a record of all persons attending a meeting of the Corporation or any of its Committees.
- 2.9.2 Absences and apologies will be recorded in the minutes under the following headings:
  - i. Present physically: *[followed by the names of governance attendees]*
  - ii. Present virtually: *[followed by the names of governance attendees]*
  - iii. In attendance: *[followed by the names of other attendees who are not appointed governance members]*
  - iv. Apologies: *[followed by the names of appointed governance members]*
  - v. Absent: *[followed by the names of appointed governance members]*
- 2.9.3 The Governance Professional will keep a record of the time of departure of any *attendee* leaving / joining before the end of a meeting in the minutes.
- 2.9.4 Apologies should be submitted at least 24 hours in advance of the meeting except in cases of emergency.
- 2.9.5 The CEO shall still be entitled [ex-officio] to attend and speak, or otherwise communicate, at all meetings of the Corporation and its Committees even if the CEO has opted not to be a Governor, except where (pursuant to 2.18.3) they are required to withdraw.

## **2.10 Minutes of Meetings**

- 2.10.1 The minutes of meetings will be drawn up on consecutively numbered pages by the Governance Professional or their deputy.

- 2.10.2 If the Governance Professional is required to withdraw from a meeting the Chair of the meeting will determine whether the minutes shall remain confidential, in which event they shall be held by the Chair.
- 2.10.3 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more Governors present.
- 2.10.4 Copies of the draft minutes, checked for accuracy by the Chair of the Corporation/Committee (as appropriate), will be sent to all members of the Corporation/Committee (as appropriate) within 10 working days of the meeting.
- 2.10.5 The minutes of a previous meeting will be considered for approval or amendment at the next meeting, though no discussion shall take place upon the minutes, except upon their accuracy.
- 2.10.6 Action will be taken based on decisions and need not await the approval of the minutes at the next meeting.
- 2.10.7 Those matters which by law must remain confidential or which the Corporation decides shall be confidential will not be published in the minutes of any meeting.
- 2.10.8 The draft minutes of meetings will be available for public inspection once they have been approved by the Corporation/Committee (as appropriate).
- 2.10.9 The approved minutes will be available for public inspection at reasonable times by arrangement with the Governance Professional or their deputy.
- 2.10.10 A copy of the signed minutes of any or all meetings will be sent to the DfE on request.

## **2.11 Correspondence**

- 2.11.1 All incoming correspondence, excluding any concerning a complaint, is for the attention of the Corporation. Significant items will be presented to each meeting of the Corporation, including any on which the Chair has already taken urgent action, so that the need for, and the nature of, action may be decided or confirmed.
- 2.11.2 The Corporation will determine by resolution *who* should write letters on behalf of the Corporation.

## **2.12 Information and Advice**

- 2.12.1 The CEO has a duty to keep the Corporation fully informed about matters affecting the College to ensure the Corporation can make informed decisions and will present an annual report.
- 2.12.2 Where important information required by the Corporation is given orally, it will be recorded in the minutes in appropriate detail.
- 2.12.3 Where information is required by the Corporation but is not readily available, reasonable time will be given for its production.
- 2.12.4 Where expertise is needed but not available within the Corporation, the Corporation may source appropriate advice (e.g. from the College's lawyers, auditors or another specialist)

## **2.13 Discussion and Debate**

- 2.13.1 The Chair of the Corporation will consult the Corporation on matters raised where they appear to be not relevant to the agenda, or for which due notice has not been given.
- 2.13.2 The Chair of the Corporation will ensure that all Corporation members enjoy equality of opportunity to express their views.
- 2.13.3 Recommendations received from working parties will be recorded in the written minutes.

- 2.13.4 The Corporation will receive, but not debate, decisions which it has delegated to a Committee or an individual. Decisions will be recorded in the minutes.

## **2.14 Decision-Making**

- 2.14.1 Governors recognise that all decisions must be made by a meeting of the Corporation unless an individual or a Committee has been delegated powers to deal with a specific issue.
- 2.14.2 Decisions will be made after full discussion and by a simple majority by show of hands unless any one Governor, or more, requires a secret ballot.
- 2.14.3 A decision of the Corporation is binding upon all its members.
- 2.14.4 If there is a tied vote at the end of a discussion, the Chair of the Corporation may vote a second time to determine the issue.
- 2.14.5 Decisions of the Corporation may only be amended or rescinded at a subsequent meeting of the Corporation when the proposal to amend or rescind appears as a separate agenda item and the resolution recorded in the minutes accordingly.
- 2.14.6 Any decision taken at an electronic meeting (for example via email) will be recorded in the minutes of the next meeting of the Corporation/Committee (as appropriate).

## **2.15 Urgent Action**

- 2.15.1 The Chair, or in their absence the Vice Chair, has authority to take urgent action between meetings provided that the following conditions exist:
- i. Delay in dealing with the matter would be seriously detrimental to a student, or a potential student, or their parents, or to a member of staff, or to a potential member of staff; and
  - ii. A meeting could not be called in sufficient time to deal with the matter without being seriously detrimental as described in 2.15i above.
- 2.15.2 If urgent action needs to be taken and with prior agreement (majority) of the Corporation, the Chair may organise a vote using electronic systems.
- 2.15.3 If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Corporation.

## **2.16 Public Statements**

- 2.16.1 Public statements will be made only by those delegated to make them.

## **2.17 Access to Meetings of the Corporation**

- 2.17.1 All Governors and the Governance Professional are entitled to attend a meeting of the Corporation.
- 2.17.2 The CEO and other members of the Executive Team are invited to attend the Corporation meeting unless the matters being discussed are confidential.
- 2.17.3 The Chair of the Corporation will decide who, other than a Governor or the Governance Professional, is permitted to attend a meeting.
- 2.17.4 The Chair of the Committee will decide who, other than a Governor or Committee member and the Governance Professional, is permitted to attend a meeting.
- 2.17.5 The Corporation will decide which of its meetings, if any, will be open to the public.
- 2.17.6 The Governance Professional has the authority to remove any attendees who are not permitted to attend the meeting, or to close the meeting if the attendees refuse to leave

the meeting.

## **2.18 Pecuniary and Personal Interest**

- 2.18.1 The Governance Professional or their deputy will maintain a register of the pecuniary interests of its Governors and Committee members completed annually or at the point of any relevant change and signed by the relevant Governor and Committee Member.
- 2.18.2 Governors and Committee members will draw attention as appropriate to their declared pecuniary or personal interests.
- 2.18.3 A Governor or Committee member is required\* to withdraw from a meeting if they:
  - i. Stand to gain financially from a matter under consideration
  - ii. Has a personal interest in a matter under consideration
  - iii. Is a relative of a student, parent or employee being discussed
 \*except in relation to meetings to support disciplinary and/or complaints procedures and the Governor or Committee Member is giving evidence.
- 2.18.4 On 31 October 2023, the Corporation resolved to establish joint Committees with Eastern Education Group Trust and formally acknowledged and accepted the intra-Group interests of joint Committee members; permitting all appointed joint Committee members to participate in discussions and votes to recommend items to the Boards for approval.

## **2.19 Delegation of Functions**

- 2.19.1 The Corporation will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a student and pay decisions in relation to staff performance.

## **2.20 Committees and Working Parties**

- 2.20.1 To ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will, where it is proper and appropriate to do so:
  - i. Establish and/or wind down Committees and working parties to provide information and/or make recommendations to the Corporation
  - ii. Delegate work to individual Governors
- 2.20.2 Committees may be given delegated authority to make decisions on behalf of the Corporation, as set out in the Corporation's scheme of delegation, and where delegation is not forbidden by requirement.
- 2.20.3 The Corporation is responsible for all Committees and the determination of the Committee's membership, including appointing its Chair and Vice Chair, and its terms of reference.
- 2.20.4 The CEO has the right to attend any Committee meeting, except when decisions about their remuneration and appointment/performance are being discussed.
- 2.20.5 All Committees must provide a written summary report of its decisions and actions, along with a copy of the minutes of its Committee meeting, to the next meeting of the Corporation.

## **2.21 Feedback**

- 2.21.1 Governor's feedback is vitally important to ensure an ongoing open culture of collaboration and continuous improvement.
- 2.21.2 Governors are encouraged to speak up during Committee or Corporation meetings as

appropriate, and may reach out to the respective Chair or the Governance Professional if they do not feel confident to do so within the meeting.

- 2.21.3 Each Corporation meeting ends with a 'review of the meeting' and Governors are encouraged to provide feedback.
- 2.21.4 Annually, and upon request, Governors have a 1:1 meeting with the Chair of the Corporation and are encouraged to provide feedback.
- 2.21.5 Annually as part of the governance review process, Governors complete a survey to feedback on the performance of the Chair, Governance Professional and CEO and are encouraged to provide feedback.
- 2.21.6 In addition, Governors may, at any time, reach out to the Governance Professional, Chair and/or CEO to request a meeting and/or to feedback any comments, suggestions or concerns.

## **2.22 Complaints and Whistleblowing**

- 2.22.1 Complaints should be actioned in accordance with the [College's complaints policy](#).
- 2.22.2 Serious concerns should be actioned in accordance with the [College's policy for disclosure of matters of public interest \(whistleblowing\)](#).

## **2.23 Review**

- 2.23.1 Amendments to these Standing Orders may only be made by the Corporation. The adoption of these Standing Orders supersedes all previous Standing Orders Governors and are made under Articles 10 of the Instrument and Articles of Government relating to Rules and Bye-Laws.