NWSLC

NORTH WARWICKSHIRE & SOUTH LEICESTERSHIRE COLLEGE

Standing Orders 2025-2028(v3)

North Warwickshire and South Leicestershire College

Clerk to the Corporation

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Document History

Version Number	Amended By	Date of Revision	General Revision Description
V3	Clerk	13.01.26	Amendment to 19.6.5 and 19.6.6 to enable student governors under the age of 18 to have full voting rights in line with Charity Commission and Department for Education guidance. Corporation approval for the amendment was given on 11.12.25.

Standing Orders 2025-28(v3)

1. Introduction

1.1 The Standing Orders detail the arrangements put in place by the Corporation to meet its key statutory responsibilities as set out in the Further and Higher Education Act 1992 (as amended) and the Instrument and Articles of Government 2018 (IAG) to ensure the effective operation of the Corporation, its Committees and any Task and Finish Groups that are established.

1.2 Article 19 provides that the Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution, subject to the provisions of the IAG.

1.3 In accordance with Article 19 and to assist the Corporation to comply with the functions set out in the IAG and other relevant legislation, a number of documents, outlining the procedures which support the Corporation in its work, have been developed.

1.4 These documents, together with the over-arching Standing Orders, Schedule of Matters Reserved & Scheme of Delegation and Guiding Principles have received Corporation approval as required by Article 19 and are subject to regular review by the Clerk to the Corporation and re-approval by the Corporation.

2. Definitions

In this document:

2.1 'College' means the North Warwickshire and South Leicestershire College.

2.2 'Corporation' means the further education corporation established to conduct the College.

2.3 'Corporation Member', 'Chair,' 'Principal' and 'Clerk' mean respectively a Member of the Corporation of the College, the Chair of the Corporation, the Principal of the College and the Clerk to the Corporation.

2.4 All other definitions have the same meaning as given in the College's Instrument and Articles of Government.

3. Related Policies and Documents

3.1 Instrument and Articles of Government.

3.2 Corporation Guiding Principles (Code of Conduct).

3.3 Schedule of Matters Reserved & Scheme of Delegation.

3.4 Members' register of interests.

3.5 Committee terms of reference.

3.6 Corporation annual business calendar.

3.7 Public Interest (Whistleblowing) Policy.

3.8 Other policies and documents may be identified from time to time as circumstances change and may be added to this list.

4. Determination of Corporation Membership

4.1 Instrument 3 provides that the Corporation shall determine the number of Corporation members. The Corporation has agreed that it will determine the number of Corporation members annually on the recommendation of the People Strategy & Governance Committee.

5. External Members - Recruitment and Appointment

5.1 Following its annual audit of Members' skills, experience and knowledge, the People Strategy & Governance Committee will recommend to the Corporation the skills experience and knowledge set required to fill any gaps, bolster areas of weakness or support existing skills held by Corporation Members.

5.2 The People Strategy & Governance Committee will also recommend to the Corporation, the procedure for the selection and appointment of Members. The procedures in place for the time being are as follows:

5.3 **Consideration of Vacancies**

5.3.1 The People Strategy & Governance Committee shall, at every meeting: :

i. consider the knowledge and expertise of existing Members;

ii. identify any knowledge and expertise which are not exhibited by existing Members, and which would enhance Corporation effectiveness, ensuring that it can carry out its statutory responsibilities;

iii. consider the person specification and knowledge and expertise to be used in recruiting Members in the coming year, bearing in mind any knowledge and expertise gaps identified.

5.3.2 Members of the Committee shall, at each meeting, discuss forthcoming vacancies (if any) and determine what action, if any, shall be taken to attract candidates for such vacancies. Such action may include:

i. undertaking targeted searches for persons meeting the person specification and demonstrating relevant knowledge and expertise, including seeking suggestions from existing Members / informed members of College staff and, after discussion Committee, canvassing applications as appropriate;

ii. advertising in relevant journals;

iii. seeking nominations from organisations such as the Governors for Schools, Education and Employers (Inspiring Governance), Natspec community organisations, companies or local authorities;

iv. appointing recruitment consultants to identify suitable candidates from community organisations, companies or local authorities.

5.4 **Applications for Membership**

5.4.1 After undertaking the agreed recruitment strategy to attract applicants, the Clerk shall speak to any potential applicants about the role and the commitment required and send to them an expression of interest form and a role description and person specification.

5.4.2 The Clerk shall also direct any potential candidate to the College website on which the following documents may be found:

i. Corporation minutes;

ii. the IAG;

iii. Standing Orders;

iv. Corporation Guiding Principles;

v. People Strategy & Governance Committee Annual Report;

vi. Annual Report and Financial Statements.

5.4.3 Applications from applicants will not be considered unless they are made on the relevant expression of interest form and accompanied by a curriculum vitae.

5.5 **Short Listing Applicants**

5.5.1 An application for membership will be considered by the Corporation Chair and the Principal, who will decide whether to interview the candidate or to reject the candidate's application.

5.5.2 Rejection of candidates will be for at least one of the following reasons; namely that the applicant:

i. exhibits skills, knowledge and experience which are already exhibited sufficiently by other Members or exhibits none of the necessary skills, knowledge and experience;

ii. does not fit the person specification;

iii. is ineligible under Instrument 7 (Persons who are Ineligible to be Members);

iv. makes a declaration under Instrument 10 (Members Not to Hold Interests in Matters Relating to the Institution) which clearly makes their candidature inappropriate.

5.6 **Interviewing Candidates and the Format for Interview**

5.6.1 Each candidate will be interviewed by the Corporation Chair, the Chair or Vice-Chair of the People, Strategy and Governance Committee and the Principal.

5.6.2 At the conclusion of the interview, if appropriate, an appointment recommendation will be made to the Corporation.

5.6.3 If the determination is to reject the candidate or place the candidate on a waiting list until a suitable vacancy occurs, this fact will be reported to the People Strategy & Governance Committee, at its next meeting.

5.7 **Criteria for Selection**

5.7.1 To be recommended for appointment to the Corporation, a candidate should:

i. demonstrate they meet the relevant person specification and skills, knowledge and experience;

ii. exhibit a specialism which is likely to be useful to the Corporation in carrying out its responsibilities;

iii. be eligible for membership under as required by Instrument 7 and relevant Charity Commission provisions; and

iv. be able to meet the required level of commitment.

5.8 **Recommending a Candidate for Appointment**

5.8.1 If appointment of a candidate is recommended to the Corporation, the recommendation will be dealt with in one of the following ways:

i. placed on the agenda of the next Corporation meeting, in the name of the Corporation Chair, who will speak on the recommendation; or

ii. where there would be undue delay, approval will be sought via electronic resolution.

5.9 **Unsolicited Expressions of Interest**

5.9.1. Any unsolicited expression of interest should be referred to either the Corporation Chair or Principal for consideration, accompanied by a curriculum vitae.

5.9.2 They will then consider:

i. whether there are any vacancies and if so whether or not the potential candidate should be invited to apply under order 5.3 above; or

ii. if there are no vacancies whether the potential candidate should be asked if they would wish their name to be placed on a waiting list until a suitable vacancy occurs.

5.10 **Acceptance of Appointment**

5.10.1. A letter confirming appointment and the terms of that appointment will be sent to a new Member.

5.10.2 Appropriate enclosures will be sent for signature including acceptance of appointment, eligibility and agreement to abide by the Corporation Guiding Principles.

6. Staff Members - Recruitment and Appointment

6.1 All members of staff, including a Staff Member whose tenure has expired, are entitled to stand for appointment but must resign if they cease to be a member of staff at the College.

6.2 When the period of office for the Staff Member expires, or a Staff Member resigns or is removed before the end of their appointment, an expression of interest will be sought from members of staff.

6.3 When the end of the Staff Member's term of office approaches, or as soon as their resignation or removal becomes known, the Clerk will advertise the forthcoming vacancy to all members of staff and will invite expressions of interest for the vacant post.

6.4 Any member of staff wishing to become a Staff Member must complete an expression of interest form and submit it to the Clerk within the timescales indicated.

6.5 Applicants will be invited to meet with Corporation Chair and the Chair of the Students Learning & Quality Committee. During the meeting, an applicant's expression of interest will be considered.

6.6 To be recommended for appointment to the Corporation, an applicant should demonstrate:

i. the relevant person specification, skills, knowledge and experience;

ii. eligibility for membership under Instruments 4.3 and 7 of the IAG and relevant Charity Commission requirements; and

iii. the required level of commitment.

6.7 If the Panel recommends that an applicant be appointed to the Corporation, the recommendation will be dealt with in one of the following ways:

i. placed on the agenda of the next Corporation meeting, in the name of the Corporation Chair, who will speak on the recommendation; or

ii. where there would be undue delay, approval will be sought via electronic resolution.

7. Student Members - Recruitment and Appointment

7.1 All students, whether full-time or part-time, including a Student Member whose tenure has expired, are entitled to stand for appointment, but must resign if they cease to be a student at the College.

7.2 When the Student Member's period of office expires, or they resign or are removed before the end of their appointment, an expression of interest will be sought from College students.

7.3 When the end of the term of office of a Student Member approaches, or a Student Member resigns or is removed before the end of their appointment, the Clerk will advertise the forthcoming vacancy to all students and will invite expressions of interest for the vacant post.

7.4 Any student wishing to become a Student Member must complete an expression of interest form and submit it to the Clerk within the timescales indicated.

7.5 Applicants will be invited to meet with the Principal. During the meeting an applicant's expression of interest will be considered.

7.6 To be recommended for appointment to the Corporation, an applicant should demonstrate:

i. the relevant person specification, knowledge and expertise;

ii. eligibility for membership under Instruments 4.3 and 7 of the IAG and relevant Charity Commission requirements; and

iii. the required level of commitment.

7.7 If the Principal recommends that an applicant be appointed to the Corporation, the recommendation will be dealt with in one of the following ways:

i. placed on the agenda of the next Corporation meeting, in the name of the Principal, who will speak on the recommendation; or

ii. where there would be undue delay, approval will be sought via electronic resolution.

8. Co-opted Members - Recruitment and Appointment

8.1 As provided by Article 4.3 any committee established by the Corporation, may include persons who are not members of the Corporation.

8.2 Co-opted Members will be professional people, experienced in relevant spheres of work (as determined by the Corporation) and able to take an independent, objective and long term view of the College's activities and strategy. Ideally, they will be well networked, generous in sharing information and contacts and willing to help the Corporation to think strategically about achieving its aims, with a view to long term success and sustainability for the College.

8.3 A candidate will be asked to complete an expression of interest form supported by a curriculum vitae.

8.4 A candidate will be interviewed by the Corporation Chair and the Principal.

8.5 To be recommended for co-option, an applicant should demonstrate:

iv. the relevant person specification, skills, knowledge and experience;

v. eligibility for membership under Instruments 4.3 and 7 of the IAG and relevant Charity Commission requirements; and

vi. the required level of commitment.

8.6 If the Panel recommends that an applicant be co-opted, the recommendation will be dealt with in one of the following ways:

iii. placed on the agenda of the next Corporation meeting, in the name of the Corporation Chair, who will speak on the recommendation; or

iv. where there would be undue delay, approval will be sought via electronic resolution.

9. Members' Term of Office

9.1 The term of office for a Member shall be for four years.

9.2 New Members will initially be appointed for a period of a year. If they are re-appointed to the Corporation at the end of this 'initial period', that year will not count towards their maximum service of 8 years, outlined in paragraph 9.8.

9.3 The term of office for a Staff Member shall be for a period of four years.

9.4 The term of office for a Student Member shall be for a period of one year.

9.5 Co-opted members shall be appointed for a year, with the opportunity for re-appointment thereafter.

9.6 The Principal shall be a Member of Corporation for the period of their tenure as Principal unless they choose not to be a Member.

9.7 Staff and Student Members shall be eligible for re-appointment on condition they are still employed as members of staff or enrolled as students at the College.

9.8 Members retiring at the end of their term of office shall be eligible for re-appointment for a further term, subject to a maximum period of service of 8 years.

9.9 Members may only be considered for re-appointment beyond two terms if:

i. they have demonstrated excellent commitment to the Corporation in terms of attendance and contribution at meetings; and

ii. they have special skills that would be otherwise difficult to find; and

iii. their level of governance experience is required to balance the relative inexperience of a number of new Members; or

iv. they chair a Committee, and the appointment of a successor would be difficult.

9.10 Where a Member is re-appointed beyond two terms, the re-appointment should be for a year at a time, until the matters described at point 9.9 above are no longer relevant as determined by the Corporation, following a recommendation by the People Strategy & Governance Committee.

10. Members' Re-appointment

10.1 When a Member, other than the Principal or a Staff or Student Member, is due to retire at the end of their term of office, (subject to the maximum period of service under point 9.8 and special consideration under point 9.9), they shall be eligible for re-appointment in accordance with Instrument 8 of the IAG.

10.2 The Clerk will ascertain from the Member whether they wish to be re-appointed. Where the Member expresses a wish to be re-appointed, the People Strategy & Governance Committee will consider the following matters:

i. the attendance of the Member at meetings of the Corporation and its Committees;

ii. the current number of vacancies;

iii. the difficulty in recruiting a replacement;

iv. the level of experience of the Corporation;

v. the value of contribution the Member has made during her/his term of office;

vi. the particular expertise of the Member;

before making a recommendation to the Corporation, to re-appoint or not.

10.3 The Corporation has set a target for attendance of 80%. The People Strategy & Governance Committee will consider the attendance of each candidate for re-appointment over their period of office when deciding whether to recommend re-appointment. Attendance which is less than 80% will not be an automatic bar to re-appointment and the People Strategy & Governance Committee should consider the candidate's personal circumstances and any other matters to be considered. Where attendance is below 80%, the People Strategy & Governance Committee Chair will be asked to raise the issue with the Member before a recommendation is made for re-appointment.

10.4 If the People Strategy & Governance Committee recommends that a Member should be re-appointed, the recommendation will be placed on the agenda of the next meeting of the Corporation in the name of the People Strategy & Governance Committee Chair, who will speak on the recommendation.

11. Leave of Absence

11.1 A Member may apply to the People Strategy & Governance Committee Chair for leave of absence for a period not exceeding 12 months. This application should be made in writing giving the reasons for the application. A meeting may be held between the Member and the People Strategy & Governance Committee Chair to discuss the application.

11.2 Where the application is granted the Member will be written to accordingly, setting out the terms of the authorised absence.

11.3 Where the application is refused, the Member will be informed in writing of that decision with the reasons for refusal. An opportunity to meet with the People Strategy & Governance Committee Chair to discuss the Member's continued membership of the Corporation will be offered.

11.4 Any Member aggrieved by the decision may appeal to the Corporation Chair who will review the application and make a decision; this decision will be final.

11.5 Where the application is granted the Member may, shortly before their return, meet with the People Strategy & Governance Committee Chair and Clerk to:

i. receive an update on matter which have occurred during their leave of absence,

ii. discuss any support they may require on their return;

iii. identify any training and development needs they may have.

11.6 Where a Member is unable to attend more than two consecutive Corporation or committee meetings due to illness, they should inform the Clerk who will report the matter to the People Strategy & Governance Committee. The Committee will decide whether the absence should be discounted from the total number of meetings to be attributed to the Member for the determination of attendance over the academic year.

11.7 Permission for absence must be clear and definite and in line with the above procedure; the acceptance of apologies for absence at meetings should not be considered as the giving of permission for absence.

12. Members' Removal

12.1 In accordance with the Instrument 9.2, where a Member (including a co-opted member) is unable or unfit to discharge the functions of a Member or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing remove them from office and thereupon the office shall become vacant.

12.2 The following procedures will be followed to enable the Corporation to act in those circumstances.

12.3 **Non Attendance Procedure**

12.3.1 If a Member has been absent from meetings of the Corporation for a period longer than four consecutive months without the permission of the Corporation, the Clerk or People Strategy & Governance Committee Chair will contact the Member by telephone, email or letter to express formal concern at the absence. (Sample Text A - Appendix 1).

12.3.2 If the absence continues, a formal letter will be sent from the People Strategy & Governance Committee Chair to request specific reasons for the poor attendance and to explain that effect of poor attendance on the conduct of business at meetings in relation to quoracy and lack of relevant expertise at the meetings. (Sample Text B - Appendix 1).

12.3.3 The Member may put forward a valid reason for absence which is acceptable to the People Strategy & Governance Committee Chair and an extended absence may be agreed in accordance with section 11.

12.3.4 If no acceptable reason is given and the Member is continually absent from Corporation meetings the People Strategy & Governance Committee Chair may decide to recommend to the Corporation that the Member should be removed for poor attendance. (Sample Text C - Appendix 1).

12.4 **Unable or Unfit to Discharge Duties Procedure**

12.4.1 **Notification of Concerns**

Where there is a question as to whether a Member (including a co-opted member) is unable or unfit to discharge their functions, the Corporation Chair will meet with the Member to outline those concerns and the actions to be taken. The Member may be accompanied by another Member as support, but not by a member of the People Strategy & Governance Committee

or a legal or professional adviser. The Clerk will be in attendance at this meeting to take notes and offer any relevant advice. A letter of confirmation of the matters discussed at the meeting will subsequently be sent in writing. (Sample Text D - Appendix 1).

12.4.2 **Suspension**

Consideration by the Corporation Chair will be given as to whether the Member should be suspended from the College premises whilst the procedure takes place. Where suspension is necessary, the Corporation Chair will write to the Member to inform them of the terms of the suspension and the reasons for it.

12.4.3 **Investigation**

An investigation will be carried out by at least one member of the Audit Committee who is not the Audit Committee Chair. The results of the investigation will be reported to the Corporation Chair. If the investigation shows that the concerns are unfounded and there is no case to answer, the Member will be informed accordingly and where appropriate, re-instated. If the result of the investigation shows that the concerns may be sustained, then a hearing must be convened.

12.4.4 **Hearing**

A mutually convenient hearing date will be set, giving the Member sufficient notice of the action proposed and inviting representations either in writing or at the meeting. Any documentation in support of the concerns, (including the results of the investigation) will be sent to the Member prior to the hearing. (Sample Text E - Appendix 1).

Three members of the People Strategy & Governance Committee (including where possible the Chair), will make up the Hearing Panel, accompanied by the Clerk.

The Member may be accompanied by another Member as support, but not by a member of the People Strategy & Governance Committee or a legal or professional adviser. If the Member chooses not to be accompanied, a member of the College Human Resource team should attend as an independent observer.

If the Member fails to attend without good reason, the meeting will go ahead in their absence. The meeting can be adjourned for good reason at the request of the Member, but only by up to a further 5 days.

The hearing will consider the following resolution:

> "That the Corporation is satisfied that the Member is unfit/unable to discharge the functions of a Corporation Member, and that the Chair of the Corporation be authorised to give notice to that effect in writing to the Member to remove him/her from office in accordance with Instrument 9.2, this decision to take effect from *time* on *date of meeting*."

The Member has the right to reply, either by written or personal representation.

The Member and supporting colleague will withdraw, allowing the Hearing Panel to consider the concerns and determine the action to be taken. The Hearing Panel shall take all representations into account and shall take such action as it considers appropriate.

The Member will be invited back into the hearing to be informed of the Panel's decision as to whether or not to propose to the Corporation a resolution to remove. Written confirmation of the decision will be sent to both parties within three working days of the meeting. (Sample Text F & G - Appendix 1).

Where the Corporation is asked to consider a resolution to remove the Member concerned, the Member will be advised of their right to appeal against the decision. An appeal should be made in writing to the Clerk to the Corporation within 10 working days.

Any recommendation to remove the Member from office will be suspended until after the appeal is heard and the final decision determined.

12.4.5 **Appeal**

An appeal will be heard by a panel from the Corporation, not including the People Strategy & Governance Committee members who were part of the Hearing Panel and any member who investigated the matter. The Appeal Panel will re-consider the decision of the Hearing Panel and will listen to representations from the Member.

12.4.6 **Corporation Decision**

The proposal of a resolution to remove a Member will be made to the Corporation by the People Strategy & Governance Committee Chair at the next Corporation meeting or a specially convened meeting.

The Corporation will take such action as it considers appropriate and will communicate their decision to the Member within one working day. The resolution will be determined by a simple majority vote.

If the resolution is passed, the Clerk will give notice in writing within one working day to the Member:

i. informing the Member of the resolution, its date, and the fact it was passed;

ii. removing the Member from office in accordance with Instrument 9.2.

12.5 Removal with Immediate Effect

12.5.1 The Chair of the Corporation, or in the Chair's absence a Vice-chair, may remove a Member with immediate effect, without any need for prior notice and without referral to a Hearing Panel where the circumstances are such that the Chair of the Corporation, or in the Chair's absence a Vice-chair, is entitled to do so by reason of the serious or gross misconduct of the Member.

12.5.2 To avoid ambiguity, the following is a non-exhaustive list of offences of gross misconduct, gross incompetence or gross negligence which are normally regarded as grounds for summary removal:

i. theft, or unauthorised possession of any property or facilities belonging to the Corporation, or to any member of staff or any student;
ii. serious, deliberate or negligent damage to Corporation property;
iii. deliberate falsification of Corporation records;
iv. bribery or corruption;
v. refusal to comply with Corporation rules;
vi. gross negligence or incompetence;
vii. serious incapability as a result of being intoxicated by reason of alcohol or drugs;
viii. violent, dangerous or intimidatory conduct;
ix. violation of the Corporation's rules and procedures concerning health and safety at work;
x. violation of the Corporation's financial rules;
xi. any act of discrimination, victimisation or harassment against another member, a member of staff, a student or a third party relating to any of the protected characteristics provided for by Equality Act 2010;
xii. a criminal offence, which may adversely affect the Corporation's reputation, the Member's suitability to carry out the Corporation's responsibilities or his or her acceptability to other members, or to staff or students;
xiii. a serious breach of confidentiality (subject to the provisions of the Public Interest Disclosure Act 1998);
xiv. unauthorised use or access of computer or other IT systems;
xv. misuse of email or of the internet (including downloading or transmission of material, which is defamatory, offensive, obscene, malicious, sexist, racist or protected copyright material).

12.5.3 The decision to remove a Member shall be reported to the next Corporation meeting.

13. Members' Resignation

13.1 On resigning, a Member will inform the Chair in advance in writing (this may be by electronic means), stating the reasons for the resignation and will provide a copy of this resignation to the Clerk.

13.2 On resignation, a Member may be asked to participate in an exit interview conducted by the People Strategy & Governance Committee Chair.

13.3 Where the resigning Member has strong objections to meeting with the People Strategy & Governance Committee Chair, they may choose to meet with another Corporation Member or the Clerk.

13.4 It is expected that a face to face meeting will be arranged at a mutually convenient time and place, within a month of the resignation. If it is not possible to hold a face to face meeting within the timescale, then a Teams meeting may be held.

14. Corporation Chair and Vice-chair(s) - Appointment and Term of Office

14.1 The period of office of the Chair and Vice-chair shall commence on 1st August following appointment and conclude on 31st July of the following year.

14.2 The appointment of the Chair and Vice-chair shall be by election prior to the last meeting prior to 31st July and shall be by a process of nomination and where necessary, election.

14.3 Nomination forms for the Chair and Vice-chair positions will be sent out by email. The forms should be returned to the Clerk by the date given at the bottom of the form. Members should seek the consent of their nominee before returning the nomination form.

14.4 A list of nominees will be sent out prior to the final Corporation meeting of the year..

14.5 Members wishing to second any of the nominees listed, should inform the Clerk by email before a specified time and date.

14.6 At the Corporation meeting, the first item of business will be the election of the Chair and Vice-chair. The Clerk will deal with the proceedings for this agenda item and will disclose the names of those Members who have been nominated and seconded. If there is more than one nominee per an office, an election by secret ballot will be held at the meeting. Where there is only one nomination that Member shall be appointed.

14.7 If no nominations have been received, nominations will be sought at the meeting.

14.8 Where either the Chair and / or a Vice-chair resign from their positions before the end of their term of office, the Clerk shall undertake the above procedure before the next appropriate Corporation meeting.

14.9 Where the Chair and both Vice-chairs have resigned, the Corporation will elect from its number a chair to conduct the meeting until the position of Chair has been filled.

14.10 Where the Chair and both the Vice-chairs are absent from a Corporation meeting, the Corporation will elect from its number a chair to conduct the meeting.

15. Corporation Chair and Vice-chair(s) - Removal

15.1 A Member may be removed from the position of Chair or Vice-chair using the procedures outlined in section 11.

15.2 Where it is proposed to remove the Chair or a Vice-chair, the People Strategy & Governance Committee Chair will propose the resolution to remove and the Clerk will be authorised by the Corporation to give notice to the Chair or the Vice-chair of that resolution. Once notice is given, the office becomes vacant immediately though the person remains a Member of the Corporation unless he or she is to be removed as a Member of the Corporation as well. If this is the case, the resolution will make this clear.

16. Register of Members' Interests and Declarations of Interest

16.1 The Corporation's register of interests must comply with the College Financial Handbook and capture relevant business and financial interests of governors and senior employees, including:

i. ownership, directorships, partnerships and employments with businesses, including with subsidiaries and joint ventures of the College;

ii. trusteeships and governorships at other educational institutions and charities; and

iii. the name and nature of the business, the nature of the interest, and the date the interest began.

16.2 At the start of each academic year, the Clerk shall request each Member, senior employees, substantial budget holders and through them, any close family members, to make a declaration of any business or other interest which might lead to an appointment of interest or loyalty on their part during the transaction of Corporation or College business. The Clerk shall also make such a declaration.

16.3 On appointment, new Members will be requested to make a declaration of any business or other interest which might lead to a conflict of interest or loyalty on their part during the transaction of Corporation business.

16.4 The Clerk shall maintain a register of interest of Members derived from these declarations and publish the register on the College website.

16.5 The agenda for each meeting will include an item asking for any declarations of interest to be made. This matter will be dealt with as the second item on the agenda at Routine and Standing Items, following the notification of apologies. Members will be invited to make a declaration of any new business or other interest which might lead to a conflict of interest or loyalty on their part during the transaction of Corporation business, which has arisen since the last declaration.

16.6 If a Member has an interest on a specific agenda item, they should declare that interest at the start of the meeting and should (where necessary), withdraw from the meeting while the item, on which they have declared an interest, is discussed.

16.7 If, during discussion of an item, it becomes apparent to a Member that they have an interest in that matter, they should make a declaration and withdraw from the meeting for the remainder of the discussion on that item.

16.8 If any Member feels that another Member has an undeclared interest in any matter relating to the institution, they should report the matter to the Clerk, who will, in the first instance, raise the matter with the Member who may have an undeclared interest. It will, however, not be part of the Clerk's role to conduct a forensic investigation into the matter but merely to give the Member the chance to either deny the report or to declare the interest.

16.9 If the Member raising the matter is not satisfied with the outcome, they should present evidence of the allegation to the Clerk and the Chair or, if the allegation is about the Chair, to the Clerk and a Vice-chair.

16.10 In line with the requirements of the College Financial Handbook, the Corporation manages a register of interests which capture relevant business and financial interests of Members and senior employees and significant budget holders, which include:

i. ownership, directorships, partnerships and employments with businesses, including with subsidiaries and joint ventures of the college

ii. trusteeships and governorships at other educational institutions and charities

iii. for each interest: the name and nature of the business, the nature of the interest and the date the interest began

16.11 The register is reviewed at least annually, kept up-to-date and identifies:

i. relevant interests arising from close family relationships between the Members;

ii. relevant interests arising from close family relationships between Members and employees.

16.12 Close family relationships' mean a close member of the family, or member of the same household, who may be expected to influence, or be influenced by, the person. This includes, but is not limited to a child, parent, spouse or civil partner.

17. Third Party Relationships

17.1 Colleges must be even-handed in their relationships with related parties and must ensure that :

i. Members comply with their duties as charity trustees to avoid, or appropriately manage, any conflicts of interest, so that they act only in the best interests of the college, rather than in their personal or private interest'

ii. they do not accept benefits from third parties and declare any interest in proposed transactions or arrangements'

iii. all Members and senior employees complete the register of interests, in accordance with sections 2.47 to 2.50 of this handbook'

iv. no Member, employee or related individual or organisation, uses their connection to the College for personal gain, including payment under terms that are preferential to those that would be offered to an individual or organisation with no connection to the College;

v. no Member, or party related to a Member, will receive payment for goods or services provided to the college except as provided for by section 185 of the Charities Act 2011.

17.2 There will be no payments or other personal benefits to Members, or anyone closely related to them, by the College, other than reasonable out-of-pocket expenses, unless approved in advance by the Charity Commission, and any such payments comply with any relevant agreement with the Secretary of State. The College will need to consider these obligations where payments are made to other business entities that employ or are owned by the Member (or someone closely connected with them), or in which the Member (or someone closely connected with them) holds a controlling interest.

17.3 The Corporation must comply with the Charity Commission's guidance for trustee expenses and payments (CC11). It should also be aware of the Charity Commission's guide to managing conflicts of interest (Conflicts of Interest: A Guide For Charity Trustees) and managing conflicts of interest in a charity.

17.4 The Corporation must ensure requirements for managing related party transactions are applied across any college group, including any subsidiaries. The Corporation Chair and the Accounting officer must ensure their capacity to control and influence does not conflict with these requirements. They must manage personal relationships with related parties to avoid both real and perceived conflicts of interest, promoting integrity and openness in accordance with The Seven Principles of Public Life.

17.5 Colleges must recognise that some relationships with related parties may attract greater public scrutiny, such as:

i. transactions with individuals in a position of control and influence, including the board chair and accounting officer;

ii. payments to organisations with a profit motive, as opposed to those in the public or voluntary sectors.

17.6 The College must keep sufficient records and make sufficient disclosures in its annual report and accounts, to show that transactions with these parties, and all other related parties, have been conducted in accordance with the high standards of accountability and transparency required within the public sector.

18. Disclosure and Barring Service Checks

18.1 The Disclosure and Barring Service (DBS) enables an employer to request a check be carried out on a person to confirm their suitability for certain types of work, particularly work involving contact children (under 18) or vulnerable adults.

18.2 The College is committed to safeguarding and promoting the welfare of children and vulnerable adults and expects all staff and volunteers to share this commitment; consequently all Members will undertake a DBS check on appointment.

18.3 The Human Resource (HR) Team will process all applications by Members to the DBS for a criminal records check.

18.4 All applications for DBS checks submitted by Members will be processed at the College's expense.

18.5 The Clerk will request to see all certificates returned by the DBS to Members.

18.6 On receipt of a Member's DBS certificate, the Clerk will report any disclosure of a criminal record to the Corporation Chair as soon as possible. Where the Chair is the Member who has a criminal record, the Clerk will inform a Vice-chair. In this case all references to the Chair will be taken as references to the Vice-chairs.

18.7 The Chair and Clerk will

i. ensure that the person concerned has the opportunity to discuss the disclosure;

ii. apply the Safeguarding of Children and Vulnerable Adults Policy;

iii. consider other relevant Government safeguarding guidance;

iv. apply the terms of Instrument 7 (which defines the criminal convictions which make a person ineligible for membership of the Corporation) and Charity Commission guidance;

v. preserve confidentiality as far as possible;

vi. apply relevant data protection guidelines.

18.8 The Chair will, as soon as possible, ask the Member concerned to resign forthwith from the Corporation if:

i. the check shows that the Member was convicted of an offence concerning children, young people or vulnerable adults;

ii. the check shows that the Member was convicted of any relevant offence.

18.9 If the Member declines to resign, Standing Order 12 - the Removal of Members will be invoked, or the Chair may decide to use his delegated power to remove a Member with immediate effect by reason of serious or gross misconduct.

18.10 If a Member refuses to undertake a DBS check, the Chair will also ask for their resignation and if they decline to resign, Standing Order 12 will be invoked.

18.11 Where at all possible, new Members will be requested to undertake a DBS check before appointment. Where this is not possible, appointment will be conditional on the receipt of confirmation of suitability.

19. Conduct of Meetings

19.1 **Schedule of Meetings**

19.1.1 The Corporation shall meet at least once each term and shall hold other meetings as may be necessary.

19.1.2 The Clerk shall present a schedule of dates for meetings of the Corporation and its Committees in the following academic year designed to align with the relevant requirements of the Corporation's business, at the last Corporation meeting of the year.

19.1.3 The Clerk will devise a governance business planner each year in conjunction with Committee Chairs and the Executive Team by which the Corporation's business will be scheduled.

19.2 **Calling of 'Special' Meetings**

19.2.1 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days

before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

19.2.2 A 'special meeting' of the Corporation, may be called at any time by the Chair or at the request in writing of any five members.

19.2.3 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 and a copy of the proposed agenda may be given within less than seven calendar days.

19.2.4 The sending of notice of meetings and copies of agendas shall be by electronic means.

19.3 **Attendance**

19.3.1 Members shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees and Task and Finish Groups of which they are members.

19.3.2 If Members are unable to attend a meeting, they should notify the Clerk, giving as much notice as possible of their absence and offering an explanation for their absence. This will enable apologies to be recorded and the Clerk to judge if the meeting will be quorate and take the appropriate action where it is not.

19.3.3 If the Clerk judges that a meeting will be inquorate, they will immediately inform the Chair.

19.3.4 The Clerk will maintain a register of attendance at meetings for future reference by Members and other interested parties.

19.3.5 The Clerk will offer and record the Member's apology.

19.3.6 It should be noted that Instrument 9.2.b enables the Corporation to remove a Member from office if they have been absent from all relevant meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.

19.3.7 A Member shall be present at a meeting if they attend either in person or by way of Teams meeting.

19.4 **Quorum**

19.4.1 The quorum for a Corporation meeting is at least 40% of the total number of Members, who have been appointed at the time of a meeting.

19.4.2 If the number of Members assembled for a meeting of the Corporation does not constitute a quorum, then the meeting shall not be held. If during the course of a meeting a number of Members withdraw so the number present ceases to constitute a quorum, the meeting shall be terminated forthwith.

19.4.3 If, for lack of quorum a meeting cannot be held or cannot continue, the Chair shall, if s/he thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

19.4.4 The quora for committees will be determined by the Corporation and recorded within each committee's constitution and terms of reference.

19.5 **Withdrawal from Meetings**

19.5.1 The Clerk shall note in the minutes the name of a Member and the time of their withdrawal from and where appropriate the re-joining of a meeting.

19.5.2 A Staff Member, including the Principal, shall withdraw from that part of any meeting of the Corporation, or any of its committees at which:

i. 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;

ii. that Member's re-appointment or the appointment of that Member's successor is to be considered;

iii. 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).

19.5.3 A Staff Member, shall withdraw from that part of any meeting of the Corporation, or any of its committees at which:

i. 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; and

ii. from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns proposals about staffing which are at an early stage of discussion and not receive papers.

19.5.4 A Principal, who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph 18.5.2.

19.5.5 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:

i. for the expenditure of money by the Corporation; or

ii. 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.

19.5.6 Except as provided by rules 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.

19.5.7 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, or where a proposal concerning staffing which are at an early stage of discussion, a Student Member shall:

i. take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

ii. 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 and not receive any papers.

19.5.8 The Clerk shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which:

i. the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and

ii. 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 paragraphs 18.5.2 and 18.5.3

19.5.9 If the Clerk withdraws from a meeting, or part of a meeting, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

19.5.10 It is the responsibility of the Principal and Clerk to ensure that members of College staff withdraw from meetings as and when the need arises. If, however, one or more Members believe that members of the staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting. The Corporation or the Committee will then decide on the matter.

19.6 **Voting at Meetings**

19.6.1 Subject to the remaining provisions of this section, every question to be decided at a meeting of the Corporation shall be decided by consensus. A matter for decision that cannot be settled by consensus shall be decided by a majority of the votes cast by Members present and entitled to vote on the question.

19.6.2 Where an equal number of votes are cast for and against a proposition, the Chair of the meeting shall have a second or casting vote.

19.6.3 A Member may not vote by way of proxy or postal vote.

19.6.4 A Member who has declared an interest in a matter under discussion at a meeting of the Corporation or Committee may not vote on that matter, nor count towards the quorum and shall withdraw from that part of the meeting.

19.6.5 A Student Member may not vote on any proposition:

i. concerning his/her own conduct, suspension or expulsion; or

ii. concerning the appointment, remuneration, conditions of service, promotion, conduct, suspension or dismissal of a member of staff or potential member of staff.

19.6.6 A Student Member who has not yet reached the age of eighteen, may vote on any proposition:

i. concerning the expenditure of money by the Corporation; or

ii. under which the Corporation would enter into a contract or incur a debt or liability whether immediate, contingent or otherwise.

19.7 **Voting by Written Resolution**

19.7.1 Subject to paragraph 18.6.2, where Members are required to decide a question and in the Chair's opinion (or in the absence of the Chair, a Vice-Chair's opinion) it is not expedient to convene a 'special meeting' due to time constraints or the difficulties in convening a meeting which would be quorate or sufficiently attended, Members may decide the matter by way of a written resolution. The matter shall be decided by a majority of votes cast by Members entitled to vote on the question. The written resolution will be circulated and voted on by electronic means. A report as to the outcome of the circulation of a written resolution will be reported at the next Corporation meeting.

19.7.2 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.

19.7.3 Need to add that the same provision for ability to vote at meetings for staff and student members also apply to voting by electronic resolution.

19.8 **Chair's Action**

19.8.1 Where a decision on a question is required on an urgent matter and delay would seriously prejudice the College and it is impracticable to convene a special meeting or to secure a decision of the Corporation by other means, the Chair (or in the Chair's absence, a Vice-Chair) may decide the question.

19.8.2 Where such a decision is taken by the Chair (or a Vice-Chair) the decision will be reported to the next Corporation meeting.

19.9 **Public Access to Meetings**

19.9.1 Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation unless specifically excluded by provision within these Standing Orders.

19.9.2 The Corporation and its Committees will determine, from time to time, whether it will permit or require attendance of non-members of the Corporation or a Committee at meetings. While the majority of business conducted by the Corporation is not confidential, the Corporation has determined that it is not appropriate as a matter of course for members of the public or the

press to be in attendance at meetings as observers. Members of the public who wish to attend all or part of a Corporation meeting should provide a written request to the Clerk for consideration by the Corporation.

19.9.3 No person other than a member of the Committee and/or the Clerk shall be entitled to attend meetings of a Committee except at the invitation of the Committee.

19.9.4 College senior staff may asked to attend to present or contribute to relevant agenda items at meetings by relevant Chairs.

20. Agenda, Papers and Minutes

20.1 **Agenda**

20.1.1 The business of a formal meeting will be clearly set out in an agenda. The agenda will be drafted in line with annual business planner with input from the Chair and Principal, taking account of advice from the Clerk, as matters arise and of the right of the Members and the Clerk to put forward matters for consideration.

20.1.2 **Urgent Business:** whilst the use of 'Any Other Business' is discouraged, agendas for meetings may include 'Urgent business raised by permission of the Chair and sought in advance of the meeting'. The item will normally appear in the agenda before scheduled business. Members are asked to attempt to give prior notice to the Clerk or the Chair of their intention to raise an item of urgent business, the subject matter and the reason for the urgency. The Chair will determine if a request for urgent business is one that meets the following criteria:

i. it is the proper business of the Corporation to consider having regard to the Sanding Orders and committee terms of reference; and

ii. it requires urgent attention.

20.1.3 **Consent Agenda:** matters in this section will be taken as a single agenda item with each proposal being agreed without introduction or discussion. Any Member wishing to discuss any matter or to dissent from any proposal listed should in the first instance clarify any points with the author of the accompanying paper. If the Member still wishes clarification or discussion in the Corporation meeting, they should inform the Chair and Clerk in advance; the matter will then be moved into the main body of the agenda.

20.2 **Papers**

20.2.1 Papers will generally be produced for all agenda items.

20.2.2 Supporting papers will usually be provided to Members by electronic means seven days in advance of a meeting.

20.3 **Minutes**

20.3.1 The Clerk shall take and keep minutes of every meeting of the Corporation and of its Committees.

20.3.2 Draft minutes will be sent by the Clerk to the Principal and relevant Chair for sign-off, generally within 14 working days following the meeting. The Chair of the meeting will indicate any required amendments, or will agree the draft, normally within one week of receiving the draft minutes.

20.3.3 The minutes of the last meeting shall be taken as an agenda item at every meeting (subject to paragraph 19.3.4) and Members will be asked to approve those minutes.

20.3.4 There is no requirement that the minutes of the last meeting be taken as an agenda item at a special meeting. Where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

20.3.5 A schedule of actions arising from previous meetings shall be discussed at each meeting. Where an action has been carried out this shall be noted, otherwise the action shall be carried forward to the next meeting.

20.3.6 Each Corporation meeting shall note the minutes of meetings of Committees which have taken place since the last meeting of the Corporation

20.3.7 Separate minutes shall be taken of those parts of meetings from which Staff and / or Student Members have withdrawn. The Members who have withdrawn shall not be entitled to see these separate minutes.

20.3.8 It is important that there is clarity in recording meeting business. As the Corporation's statutory responsibilities are significant, minutes of meetings will succinctly report the discussion that has taken place and clearly record the course of action approved.

20.3.9 Individual comments by Members may be recorded but shall not be directly attributed to that Member by name.

20.3.10 Decisions of the Corporation will be recorded in full with 'approval' being noted. A proposer and seconder of the decision will also be noted.

20.3.11 Discussions that lead to a common (but informal) understanding of the way to view an issue or the direction in which to proceed will be signalled by the use of the word 'agreed'. Other terms may also be appropriate from time to time, such as 'noted', 'received' or 'resolved'.

20.3.12 Minutes of Task and Finish Group meetings, may be less formal and more concise and will be described as 'meeting notes' rather than minutes.

20.4 **Publication of Agenda, Papers and Minutes**

20.4.1 The Corporation shall ensure that a copy of:

i. the agenda for every meeting;

ii. the approved minutes of every such meeting; and

iii. any report, document or other paper considered at any such meeting,

shall be made available during normal College office hours to any person wishing to inspect them.

20.4.2 There shall be excluded from any item made available for inspection, any material relating to matters set out in paragraph 19.5.

20.4.3 The Clerk shall ensure that copies of approved Corporation meeting minutes (excluding any confidential items) shall be placed on the College website at the end of each academic year and shall remain on its website for a minimum period of 12 months.

20.5 **Confidential Matters**

20.5.1 The following matters shall be excluded from any item made available for inspection:

i. Any material relating to:

- a named person employed at or proposed to be employed at the institution;
- a named student at, or candidate for admission to, the institution;
- the Clerk.

ii. Any material which includes:

- personal information relating to a named individual or individuals;
- information provided in confidence by a third party who has not authorised disclosure;
- information where ongoing negotiations may be prejudiced;
- information where financial budgeting may be prejudiced;
- information regarding the College's financial position, where disclosure may harm it or its competitive position;

- information where a proposal concerning staffing matters are at an early stage of discussion;
- legal advice received from, or instructions given to, the College legal advisers;
- information planned for publication in advance of that publication;
- information not otherwise covered above but considered to be commercially sensitive.

20.5.2 Recommendations as to confidentiality will be proposed by the author of the paper. It will be for the Corporation / Committee to take a final decision as to confidentiality at the meeting.

20.5.3 Papers that are regarded as confidential will clearly state the reason for the determination of confidentiality**.**

20.5.4 Marking an item as confidential does not preclude later consideration of confidentiality, should an information access request be made. The Chair, or Vice-chair in the Chair's absence, will decide if the information request is to be met, taking advice from the Clerk, the Principal, and Committee Chair if appropriate. In taking that decision, they will give due consideration to legislation on information sharing. Advice from external sources may be sought, including legal advice.

20.6 **Retention of Corporation Agenda, Papers and Minutes**

The retention schedule can be found at: Records retention management - Jisc

21. Committees

21.1 The Corporation may constitute committees to assist it in its work. The number and type of Committees and their membership, constitution, terms of reference and meeting frequency, shall be determined by the Corporation at its last meeting of the academic year.

21.2 All Committee meetings shall be clerked by the Clerk. In the absence of the Clerk, the Committee shall appoint from its number, a person to act as clerk for the duration of the meeting.

21.3 Minutes of all Committee meetings shall be noted by Members at the next Corporation meeting following the Committee meeting.

21.4 A special meeting of a Committee may be called at any time by the Committee Chair, where there are matters requiring urgent consideration or at the request in writing of 40% of Members of the Committee.

21.5 If a Committee Chair is absent from any Committee meeting, the Deputy-Chair shall take the chair. If the Deputy-Chair is absent, Members present shall choose one of their number to act as chair for that meeting, provided that Member is not the Principal or a Staff or Student Member.

22. Task and Finish Groups

22.1 The Corporation may establish working groups to be known as Task and Finish Groups for specific purposes and for limited periods.

22.2 In general, Task and Finish Groups will work with the Executive for the following purposes:

i. to assist in the development of specific proposals and recommendations;

ii. to oversee and scrutinise particular activities or projects.

22.3 **Operation**:

Each Task and Finish Group will:

i. deal with a specific, time-limited task;

ii. have terms of reference, a chair, a convenor and membership (including a member of the Executive in support) which will be approved by the Corporation, where possible, prior to the Group's first meeting and which may be varied by the Corporation;

iii. make a report to each Corporation meeting on its activities;

iv. keep notes of its meetings.

22.4 **Membership**:

The Corporation will consider the appropriate skill set required to carry out the terms of reference of the Group and appointment the most suitable Members.

22.5 **Powers:**

Task and Finish Group are not empowered to make decisions and may only make recommendations to the Corporation.

22.6 **Dissolution:**

Although the Group will have been given a specified life span the Corporation may terminate a task a Task and Finish Group at any time.

23. Application of the Seal

23.1 The Clerk will keep the Corporation Seal and will maintain a list of all occasions when the Seal is used. A report to the Corporation will also be made whenever the Seal is used.

24. Allowances Paid to Corporation Members

24.1 The Corporation has determined that reimbursing expenditure incurred by Members in the performance of their duties is essential to ensure equality of opportunity for all Members and therefore is an appropriate use of funds. Members may not receive remuneration for undertaking their duties, however the Corporation recognises that Members give their time voluntarily and are entitled to claim the actual costs they incur.

24.2 Members should refer to the College Travel and Subsistence Policy for details as to what may be claimed for and the relevant procedures for making claims.

24.3 Members must make any claim within the time period set out or their claims will not be approved.

25. Complaints against the Corporation or Individual Members

25.1 The procedure for consideration of complaints against the Corporation or individual Members is as follows.

25.1.1 **Scope**

This procedure applies to complaints against the Corporation alleging either that it has failed:

i. to discharge a statutory duty set out in IAG (or has failed to discharge such responsibilities in a satisfactory manner), or

ii. to observe the requirements of the relevant sections of the Further and Higher Education Act 1992 (as amended by the Learning and Skills Act 2000), or any other instruction from Department for Education (DfE).

This procedure also applies to complaints against an individual Member relating to his/her eligibility, to any breach of the Corporation Guiding Principles, or to misconduct which, if committed by an employee of the College, would warrant disciplinary investigation.

25.1.2 **Limitation of Time and Interest**

Complaints will not normally be considered unless they are made within six months of the alleged misconduct becoming known to the complainant or becoming knowledge in the public domain.

25.1.3 **Malicious Complaints**

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation or an individual Member shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

25.1.4 **Procedure for Filing a Complaint**

Complaints should be made in writing to the Clerk outlining brief details of the complaint, and the person(s) causing the complaint, together with a contact address or telephone number.

25.1.5 **Initial Investigation and Report**

i. The Clerk will ask the Chair to nominate a person to investigate the complaint; this may be the Principal, a Member or the Clerk, or other professional legal or audit adviser to the College where specialist knowledge is required.

ii. The investigator will report back to the Chair as soon as practicable:

- that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion; or
- that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation may be asked to consider whether to pursue legal action); or
- that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair shall write to the complainant explaining this).

25.1.6 **Formal Investigation and Hearing**

i. If warranted by the investigator's report, the Chair shall order a formal investigation.

ii. If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the external Members, assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of his/her case, and to submit documentary evidence or call witness evidence.

iii. The Corporation as respondent (represented by the Chair, or some Member nominated by the Chair or by a College professional adviser), will make a statement of explanation, justification or rebuttal and may present documentary evidence, or call witness evidence.

iv. The Member presiding over the investigation ("the President") may ask questions of any party; and may ask for additional documentary evidence or call for other witnesses.

v. The President will deliver his/her opinion to the Chair, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be either that:

- the complaint is wholly or in part made out, and suggesting action in redress; or
- that the complaint is not made out at all in any part, or insufficiently; in this latter case, s/he may suggest conciliatory action in redress.

vi. The Corporation shall then determine what action to take.

vii. The Clerk shall inform the complainant of the President's opinion (in full) and of the decision of the Corporation.

viii. If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be presided over by the Chair sitting with two other Members; in the event of misconduct being

evidenced, the Corporation shall normally be asked to terminate the office of the Member(s).

26. Resolving Difficulties

26.1 Where the Clerk believes that the Corporation, a Committee or Task and Finish Group is likely to act beyond its powers, the Clerk should raise the issue immediately.

26.2 The Clerk's advice should be discussed immediately. If the Corporation, Committee or Task and Finish Group is still minded to act and the Clerk continues with advice that such action would be beyond its powers, further discussion should be deferred until the next meeting of the Corporation, Committee or Task and Finish Group, or to a special meeting.

26.3 Where the Clerk believes that the Corporation, Committee or Task and Finish Group or an individual has acted beyond its/their powers, the Clerk should raise the matter with the Corporation Chair as soon as possible. Where the Chair is involved in the decision which the Clerk believes is beyond the power of the Corporation, Committee or Task and Finish Group, or they have acted beyond their powers, the Clerk should raise the issue with the Audit Committee Chair in the first instance, or the People Strategy & Governance Committee Chair.

26.4 If the advice of the Clerk is not accepted, the Clerk will seek guidance, at their discretion but at the College's expense, from an appropriate source or body. This may be one or more of the following, or some other body not listed:

i. the College's legal advisers;

ii. the College's internal or external auditors;

iii. the Association of Colleges;

iv. the Department for Education.

26.5 Advice given by any external source will be reported by the Clerk to the next ordinary or special meeting of the Corporation, Committee or Task and Finish Group or, in the case of an individual, to the Audit Committee or People Strategy & Governance Committee Chair.

26.6 If the external advice received shows that the Clerk's advice is correct and that the Corporation, Committee or Task and Finish Group or individual Member would or have exceed its / their powers and if, after considering this external advice, the Corporation, Committee or Task and Finish Group or individual Member is still minded to take the proposed action or to change the course of action already taken, then the Clerk should report the circumstances in writing to the Department for Education, with a copy to the Chair, Vice-chair and Principal.

26.7 The Clerk should immediately report to the Chair any attempt by management or a Member to influence them in the execution of their duty in a way which appears inappropriate. If the allegedly inappropriate influence is exerted by the Chair, the Clerk shall report the matter to the Audit Committee or People Strategy & Governance Committee Chair.

27. Senior Post-holders

27.1 **Designation**

The Corporation shall determine the designation of senior post-holders.

27.2 **Appointment**

The procedure is outlined in Appendix 2.

27.3 **Grievance Procedure**

The procedure is outlined in Appendix 3.

27.4 **Disciplinary and Dismissal Procedure**

The procedure is outlined in Appendix 4.

27.5 **Performance and Capability Procedure**

The procedure is outlined in Appendix 5.

28. Review of, and Amendment to the Standing Orders

28.1 The Clerk is required to keep under continuous review the provisions of these Standing Orders and will ensure that the Standing Orders are reviewed every three years with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.

28.2 Individual Members of the Corporation may wish to suggest to the Clerk, improvements or amendments to the Standing Orders. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.

28.3 Any amendments to the Standing Orders will require the approval of the Corporation, unless those amendments are provided for by statute or regulation, in which case such changes will be made and notified to the Corporation without delay.

28.4 The adoption of this document by the Corporation may amend previously approved policy or procedure and will therefore be deemed to take precedence and inform subsequent decisions. The amendments will not work retrospectively and affect previous decisions.

29. Suspension of Standing Orders

29.1 Any part of these Standing Orders or appendices thereto may be suspended by the Corporation for good and just cause, by a majority vote of two-thirds of the determined number of the Corporation.

29.2 The reason for, and duration of the suspension is to be stated and recorded in the minutes of the meeting at which that decision was taken.

Appendix 1

Sample Text for Letters Relating to the Removal of Members Procedure

A. Sample Text to a Member Regarding Attendance

It has been noted that you have not been present at Corporation or Committee meetings recently (*give time scales*) and I have not received any communication from you. I do hope that you are well and that it is not ill health that is preventing you from fulfilling the responsibilities of Corporation membership. Your attendance and contribution at these meetings is most valued. If it is not possible for you to be at the meeting, could you please let the Clerk know in advance to ensure that the if Committee is not going to be quorate, others can be informed and the meeting postponed.

If you have any concerns regarding the Corporation meetings and your attendance, please do not hesitate to speak to either the Chair or the Clerk, both of whom will do their best to assist you.

B. Sample Text that Attendance Levels are Unacceptable

The Clerk to the Corporation has brought to my attention that you have not attended any of the Corporation meetings in the past (*how many*) months and (*number of*) Committee meetings this academic year. According to the Instrument and Articles of Government, non-attendance for such a period brings into question your continued membership of the Corporation. Your attendance and contribution at these meetings is most valued and it would be appreciated if you could attend if you possibly can.

Obviously as Chair I have a degree of discretion and because of that, I am writing to you to determine whether or not you wish to remain on the Corporation or whether any other of your personal commitments are preventing you from giving the position its proper attention.

If after consideration you feel that the duties are too onerous in the circumstances, please feel free to discuss the matter further with the Clerk.

C. Sample Text to Remove a Member for Poor Attendance

Following consideration of your attendance level, the Corporation has determined that your continued absence makes it impossible for you to discharge the functions of a Member of the Corporation, and therefore I am writing to give notice that you have been removed from office in accordance with Clause 10(2) of the Statutory Instrument of Government, with effect from (*time*) on (*date*).

I am sorry that your membership has ended in this way; your contribution to the business of the Corporation has been valued and your expertise is considered to be extremely useful during your collaboration with the College over the past few years.

If you would like to appeal against the decision to terminate your membership, please write to the Clerk to the Corporation within 10 working days stating reasons. On receipt of your letter, a meeting will be convened to hear your appeal, according to the College's appeals procedure. I would like to take this opportunity of thanking you for your association and contribution to the work of the Corporation during your time as a Member.

D. Sample Text Relating to an Investigation

This is to confirm the matters raised at our meeting on (*date of meeting*), which took place in (room) when (*name*) was present as to support you.

You face the possibility of being removed as a Member of the Corporation on account of (*brief description of the matters of concern*). This/these matters will now be investigated further. It is anticipated that the investigation will be completed within (timescale). If there is some good reason for it not to be complete within that timescale, I will write to you again with an explanation.

At the end of the investigation the outcome could be that there is no case to answer and, in those circumstances, I will inform you in writing at the earliest opportunity. Otherwise you will be informed of the

need for you to attend a hearing at which you will have the opportunity to respond. You will be given 10 days' notice of this, which you can choose to reduce if you so wish.

Please treat this matter as confidential, it is not appropriate that it should be discussed at anything other than a formal meeting called for that specific purpose

It is requested that you do not attend Corporation meetings or conduct other Governance business whilst this process is ongoing. This is not meant to infer that there has been any judgement made (*explanation given here of circumstances of request not to attend meetings etc.*).

E. Sample Text Confirming a Hearing Date

Further to our meeting on (*date*) I am now writing to inform you that a hearing is to be held. This is scheduled to take place at (*time*) on (*date*) in (*room*). You should report to (*room*) where you should wait until invited into the hearing.

If this date is not convenient for you then you should contact (*name*) immediately to arrange an alternative. Please note that the time delay is to give you an opportunity to prepare; the hearing can be held sooner by mutual agreement.

If you fail to attend without good reason the meeting will go ahead in your absence. If you seek to delay the meeting you can do so but only by up to a further 5 working days.

The hearing is being called to consider (*specific nature of the concern*). The meeting will be chaired by (*name*). Copies of all documents that will be considered at the hearing are enclosed. Any documents that you intend to refer to should be forwarded immediately, addressed to me.

You have a right to be accompanied. This should ideally be by a Member, but not a member of the Search and Governance Committee or a legal or professional adviser, unless the Corporation agrees otherwise having received such a request in advance or if the Corporation intends to be legally represented itself. Members of the College HR team are available on request to support and accompany you.

If you choose not to be accompanied, then a member of the College HR team will be asked to attend the hearing as an independent observer. I would therefore appreciate it if you would confirm that you will make your own arrangements to be accompanied and the name of the person accompanying you.

Please remember that this matter is confidential; it is not appropriate that it should be discussed at anything other than a formal meeting called for that specific purpose.

F. Sample Text 'No Case to Answer'

I am writing to inform you of the outcome of the investigation/hearing.

It has been determined that there is no case for you to answer. This is because (*brief explanation*). This means that the matter is now formally closed.

I would like to thank you for your assistance during this process. I realise that this has been a difficult time for you and would like to assure you that your contribution and expertise as a Member is very much appreciated. I would like to thank you for our co-operation and forbearance during this investigation and look forward to your continued involvement. Please do not hesitate to contact me if you would like further clarification on any of the points made.

G. Sample Text to Remove a Member who is Unfit or Unable to Discharge the Duties of a Member

A hearing has been held to consider a number of concerns raised regarding your fitness or ability to discharge the functions of a Member consideration was given to (*outline the concerns, e.g. health or conduct*).

At the hearing to consider these issues, the Corporation were satisfied that you are unfit/unable to discharge the functions of a Member of the Corporation, and that notice be given that you have been removed from office in accordance with Clause 10(2) of the Instrument of Government, this decision to take effect from (*time*) on (*date of meeting*).

I am sorry that your membership has ended in this way; your contribution to the business of the Corporation has been valued and your expertise was considered to be extremely useful during your collaboration with the College over the past few years. I would like to take this opportunity of thanking you for your association and contribution to the work of the Corporation during your time as a Member.

Appendix 2

Procedure for the Appointment of Senior Post-holders

1. Approval

1.1 The decision to appoint a senior post-holder will be made by the full Corporation, following advice from the Principal. The discussion shall be supported by a job description and person specification and organisational overview justifying the new/replacement post.

1.2 At the earliest opportunity following the decision to appoint a senior post-holder, the Corporation will appoint at least five Members, including the Principal to form a Selection Panel. If possible, the Selection Panel should have a balance of protected characteristics.

2. Advertisement

2.1 Other than in exceptional circumstances, all posts will be advertised nationally.

2.2 The Principal will advise the Executive Director People & Commercial (EDPC) on the content of the advertisement and the media to be used following approval by the Corporation.

2.3 The Principal following approval from the Corporation will advise the EDPC on the period in which completed application forms should be returned. Late applications, curriculum vitæ or letters of application not accompanied by a properly completed application form, will not be considered.

3. Short Listing

3.1 Short listing is an integral part of the selection process and will be undertaken by the Selection Panel. The Panel will receive copies of all applications received, together with the job description, person specification and a short listing pro-forma.

3.2 The person specification will be the tool used in the short listing process: candidates failing to meet the criteria will not be considered further. Candidates who do meet the criteria will be invited to attend for interview unless there are too many for practical purposes. In this case the criteria in the person specification may be tightened.

4. Invitation and References

4.1 A selection procedure will be agreed by the Selection Panel, who will have access to advice from the EDPC. Candidates will be given access to such information as will allow them to have a reasonable understanding of the nature of the process.

4.2 Candidates will be invited to attend the selection procedure with at least ten days' notice. It is the College's policy to pursue references prior to interview, to inform the selection procedure, and so the EDPC will attempt to obtain in that time at least one of the references requested. If the candidate has indicated that they should be contacted before any approach is made to referees, then the approach will be made by a person nominated by the Executive Director People and Culture.

4.3 Candidates will be requested to confirm that they will attend the selection; if they have not done so by the day before interview then the HR Team will try to contact the candidate to confirm or otherwise.

4.4 In appropriate circumstances accommodation will be offered to interview candidates who otherwise might be disadvantaged by undertaking a substantial or arduous journey.

5. Selection Process

5.1 The College does not operate a single selection method which it applies universally across all posts. Given the very significant investment in senior post-holder appointments, the process will be more extensive than that used for other appointments.

5.2 In addition to the Selection Panel interview there will be other relevant selection activities. In arranging these activities care will be taken to establish objective criteria against which candidates will be judged, reflecting the needs of the person specification.

5.3 Generally, a series of panel interviews will be employed, each with a specific focus; these panels will feed reports back to the Selection Panel. Following such feedback some candidates may be released from the selection procedure before final interview stage. Candidates will have been advised of this procedure at the commencement of the selection process.

6. Final Interview

6.1 The Selection Panel will conduct the final interview.

6.2 The actual interview will take place in a protected environment, free from personal or telephone interruption, and it will be long enough to provide both Panel and candidate with sufficient information to make a judgement. Areas covered during the interview will again reflect the job description / person specification and all candidates will be treated similarly. Gender, ethnicity, disability or age or other protected characteristic will not play any part in the selection procedure.

7. Decision

7.1 Other than in exceptional circumstances, a decision will be reached on the day of the interview. The result will be communicated promptly to all candidates, successful or otherwise.

7.2 Where a candidate requests feedback on their performance during the selection procedure this will be provided.

Appendix 3

Grievance Procedure for Senior Post-holders (AoC 2018)

1. Scope and Purpose

1.1 This procedure applies to the Principal and senior post-holders. References to section numbers are to the numbered sections of this document.

1.2 The Clerk has been determined by the Corporation to be treated as a senior post-holder. In such circumstances where the Clerk is bringing any grievance proceedings under this procedure, the Corporation shall appoint an appropriate person to fulfil the tasks of the Clerk to the Corporation under these sections.

1.3 The procedure will be applied in accordance with the Articles of Government and in accordance with the Advisory, Conciliation and Arbitration Services (ACAS) latest Code of Practice, 'Disciplinary and Grievance Procedures'.

1.4 The purpose of this procedure is to:

i. enable senior post-holders who consider that they have a grievance or complaint arising from their employment to have it dealt with at the appropriate level as expediently as possible;

ii. to promote fairness and consistency in the process by which grievances or complaints arising from a senior post-holder's employment is considered.

1.5 This procedure will not apply to any grievances concerning complaints or disputes which are covered by separate procedures or arrangements of the Corporation.

2 General Principles

2.1 A senior post-holder has the right to be accompanied at formal grievance meetings by a representative of a trade union or fellow worker of their choice, subject to a reasonable request being made.

2.2 The Corporation will ensure that its Members are familiar with the provisions in this procedure.

2.3 Every effort will be made to resolve the grievance at the informal stage.

2.4 In the interest of ensuring that grievances are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance. If it is not practicable to adhere to these time limits, they may be amended, ideally by mutual agreement. Due regard will be given to the personal circumstances of all parties involved in the procedure.

3 Stage 1 - Informal Procedure

3.1 If a senior post-holder has a grievance relating to his/her employment, the matter should be raised initially with the Principal. The grievance should be raised orally in the first instance. In the event that the grievance relates to the Principal, or is raised by the Principal, the grievance should be raised with the Clerk to the Corporation, who will inform the Chair of the Corporation and arrange for a member of the Corporation to consider the grievance.

3.2 The person considering the grievance will take appropriate steps to resolve the grievance as quickly as possible on an informal basis. He/she shall enquire into the grievance and will discuss it with the senior post-holder. A written record of the discussion and the outcome will be provided within ten working days after the complaint is received. It is anticipated that most grievances will be resolved at this stage.

3.3 If the matter is very serious (as determined by the person dealing with the grievance) or in other circumstances where the senior post-holder does not wish to raise the matter informally, the person dealing with the grievance, (i.e. the Principal or the Corporation Member),may proceed straight to the formal stage of the procedure.

4 Stage 2 - Formal Procedure

4.1 If the senior post-holder feels that the matter has not been resolved through informal discussion, or in the event that paragraph 3.3 applies, the grievance should be put in writing.

4.2 The grievance should provide full details of the complaint and should be addressed to the Clerk to be considered at this stage by a Member who did not hear the grievance at the informal stage. The Clerk will inform the Chair and the Principal that a complaint has been received.

4.3 The Clerk on behalf of the Corporation will, as soon as possible, (ideally within ten working days, but no longer than fifteen, on receipt of the written grievance), arrange a grievance meeting.

4.4 The senior post-holder may be accompanied at the meeting by a trade union representative or work colleague. The Clerk will in writing remind the senior post-holder of the right to be accompanied prior to a grievance meeting. Before the meeting, the senior post-holder should inform the Clerk as to who he/she has chosen to be a companion.

4.5 If the grievance involves another employee, the Member may require the attendance of that employee or any other employees who may be able to provide relevant information. If the senior post-holder wishes to call relevant witnesses to the meeting, he or she should advise the Clerk of this in advance of the meeting. The senior post-holder will be informed prior to the meeting if the Corporation intends to call relevant witnesses.

4.6 At the meeting the senior post-holder or his/her companion will be given the opportunity to explain the nature of the grievance, submit verbal and/or written evidence and call appropriate witnesses.

4.7 The Member hearing the grievance will consider all of the matters raised at the meeting and undertake all reasonable investigations into the grievance.

4.8 The Member's decision will be communicated in writing by the Clerk to the senior post-holder as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten days of the meeting. The letter to the senior post-holder will outline, where appropriate, what action the Corporation intends to take to resolve the grievance and will also inform him or her of the right to appeal. Where the decision is to not uphold the grievance, the Corporation member will explain the reasons for this in the letter. Any other parties involved in the grievance will also be appropriately informed of the outcome.

4.9 If it is not possible for a decision to be reached within ten working days, the Clerk will write to the senior post-holder with an explanation for the delay and when the written decision can be expected.

5 Stage 3 - Appeal

5.1 If the grievance is not resolved to the satisfaction of the senior post-holder at Stage 2, he or she may appeal. Any such appeal must be submitted in writing, setting out the full grounds for the appeal, and sent to the Clerk within ten working days of receipt of the decision reached at Stage 2.

5.2 The Corporation will, as soon as possible (and in any event, within ten working days of receipt of the written appeal), appoint a committee of the Corporation (the Appeal Committee). The Appeal Committee will not include any member of the Corporation who has been involved with the grievance process in question so far, nor any staff or student member. The Appeal Committee will invite the senior post-holder to an appeal meeting.

5.3 The senior post-holder will be entitled to be accompanied at the appeal meeting by a trade union representative or work colleague.

5.4 The Appeal Committee will consider the appeal and may be supplied with all of the documentation submitted in relation to the earlier stages of the procedure. If the grievance involves another employee, the Appeal Committee may require the attendance of that employee at the appeal meeting, or any other employees who may be able to provide relevant information.

5.5 The appeal decision will be provided in writing by the Clerk within ten working days of the appeal meeting. Any other parties involved in the grievance will also be appropriately informed of the appeal decision. If it is not possible for a decision to be reached within this period, the Clerk will write to the

senior post-holder on behalf of the Appeal Committee with an explanation for the delay and when the written decision can be expected.

5.6 The Appeal Committee's decision shall be final.

Annex 1

Notes Relating to the Grievance Procedure

1.1 **Section 3 - The Right to be Accompanied**

i. Employees have the statutory right to be accompanied by a fellow worker or trade union representative, where they are invited by the employer to attend a grievance meeting and when they make a reasonable request to be so accompanied.

ii. The trade union representative can be an officer employed by a trade union, or a lay trade union officer, so long as (in the latter case) they have been reasonably certified in writing by their union as having experience of, or as having received training in, acting as an employee's companion at grievance meetings.

iii. An employee may ask an official from any trade union to accompany them at a grievance meeting, regardless of whether or not he or she is a member, or the union is recognised by the College.

iv. A fellow worker or trade union representative who is to accompany the employee at the grievance meeting should be permitted to take a reasonable amount of paid time off to fulfil this. This should cover the grievance meeting and it is also good practice to allow time for the companion to familiarise themselves with the case and confer with the employee before and after the meeting.

v. To exercise the statutory right to be accompanied, an employee must make a reasonable request. What is reasonable will depend on the circumstances of each individual case. However, it would not normally be reasonable for an employee to insist on being accompanied by a companion whose presence would prejudice the meeting nor would it be reasonable for an employee to ask to be accompanied by a companion from a remote geographical location if someone suitable and willing was available on site.

vi. The companion should be allowed to address the meeting to put and sum up the employee's case, respond on behalf of the employee to any views expressed at the meeting and confer with the employee during the meeting. The companion does not, however, have the right to answer questions on the employee's behalf, address the meeting if the employee does not wish it or prevent the employer from explaining their case.

1.2 **Section 5 - Appeal**

i. Ideally the Appeal Committee will include the Chair and/or Vice-Chair of the Corporation, as long as they have not been involved so far in the grievance in question. The intention is that the Appeal Committee includes people who are senior to person who heard the original grievance.

Appendix 4

Disciplinary and Dismissal Procedure for Senior Post-holders (AoC 2018)

1. Scope and Purpose

1.1 This procedure applies to all senior post-holders, including the Principal and the holders of such other posts as the Corporation shall from time to time determine to be senior posts, including the Clerk.

1.2 Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder.

1.3 Where the Clerk is suspended or dismissed under article 12, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

1.4 The purpose of the procedure is to:

i. to help and encourage senior post holders to achieve and maintain acceptable standards of conduct and work performance; and

ii. to ensure consistent and fair treatment, whether in relation to disciplinary action taken in response to allegations of unacceptable conduct or performance, or in any other circumstances such as redundancy where it may be appropriate to dismiss a senior post- holder.

1.5 This procedure does not form part of senior post-holders' contracts of employment, and accordingly may be amended at any time by the Corporation in its absolute discretion, after consultation with senior post-holders.

1.6 Definitions

i. 'Chair / Vice-Chair,' mean respectively the Chair and Vice-Chair of the Corporation.

ii. 'Days,' unless otherwise stated all references to "days" refer to calendar days.

iii. 'Investigating Officer,' the person (whether a senior post holder, member of the Corporation or a third party), appointed by the Special Committee where dismissal may be appropriate, or otherwise appointed by the Chair or Vice-Chair, to investigate a complaint or other matter that requires investigation.

iv. 'Special Committee,' as defined in Section 5 below.

2. General Principles

2.1 **Investigations**

Other than in exceptional circumstances, no disciplinary action will be taken against a senior post-holder until the circumstances of the matter complained of or any other matter that requires consideration have been investigated. If appropriate, the senior post-holder may be suspended in accordance with section 7 below, whilst the investigation is carried out. Where dismissal may be appropriate for reasons other than unacceptable conduct or performance, for example redundancy, dismissal will not occur until the relevant circumstances have been investigated.

2.2 **Disciplinary Hearings**

If it is necessary to hold a disciplinary hearing relating to the matter complained of, the senior post-holder will normally be advised of the nature of the complaint against him/her at least 10 days before such hearing. The hearing will be conducted by the Chair or Vice-Chair at stages 1 and 2 and by the Special Committee at stage 3. Full details of the procedure to be followed are at Section 3 below.

At any disciplinary hearing, the senior post-holder will be given an opportunity to state his or her case and will have the right to be accompanied by a work colleague or union representative of his or her choice.

If the senior post-holder fails, without good reason, to attend a disciplinary hearing which he or she has been instructed to attend, or if the circumstances are such that it would be unreasonable to further delay the hearing, the hearing will take place, and a decision will be made, in his or her absence. If

the senior post-holder's chosen companion is not able to attend the first date set for a disciplinary hearing, the senior post-holder shall be entitled to have the hearing rearranged for a date falling within 7 days of the first hearing date on which date the hearing will proceed whether or not the senior post-holder's chosen companion is available.

2.3 **Penalty/Dismissal**

In cases related to conduct or performance, no formal disciplinary penalty will be imposed without a disciplinary hearing and an appropriate investigation other than in exceptional circumstances. Other than in cases of serious or gross misconduct, gross negligence or gross incompetence, when the penalty may be dismissal without notice or payment in lieu of notice, no senior-post holder will be dismissed for a first offence. In cases not related to conduct or performance, dismissal will not take place without a meeting with the senior-post holder to discuss the circumstances.

2.4 **Stages of the Procedure**

In cases related to conduct or performance, normally the procedure will be followed in the order of the stages set out below in section 3. However, offences of a serious nature may be brought into the procedure at any stage if an earlier stage would not be severe enough or appropriate to deal with it. For example, there may be occasions when misconduct is considered not to be so serious as to justify dismissal, but serious enough to warrant only one written warning which will be both the first and final written warning. In cases where dismissal may be appropriate, but the matter is not related to conduct or performance but for another reason such as redundancy, the procedure will normally commence at stage 3, or as otherwise amended as deemed appropriate by the Chair of the Special Committee under 5.2 below.

The Chair, Vice-Chair, Special Committee or Corporation as the case may be, shall keep the senior-post holder informed of any delays, and the reasons for any delays, in taking any step required by this procedure. Any time limits set by this procedure may be varied by agreement between the senior post holder and (as appropriate) the Corporation, the Chair, the Vice-Chair or the Special Committee.

2.5 **Human Resources**

The Chair, Vice-Chair, Special Committee or Corporation as the case may be, shall be entitled at any stage of this procedure to seek advice from the College's Human Resources (HR) Team and accordingly shall also be entitled to invite any member of the HR Team to attend in an advisory capacity any meeting or hearing convened under this procedure.

3. The Procedure

3.1 Minor lapses from acceptable standards of conduct or work performance will usually be dealt with by the Chair of the Corporation or, in the absence of the Chair, the Vice-Chair, giving informal oral warnings or reprimands, which will not be recorded on the file relating to the senior-post holder.

3.2 If the matter is more serious, or minor lapses are repeated, the following formal procedure will be used.

3.3 **Stage 1 - Written Warning**

i. A written warning will be given to the senior post-holder by the Chair, or in the absence of the Chair, the Vice-chair of the Corporation, if it is concluded after a hearing that the senior post-holder has committed an offence of misconduct or the standard of his or her work performance is inadequate.

ii. The written warning will give details of the complaint against the senior post-holder, the improvement required and the time limit within which such improvement must be achieved. In the case of misconduct, the warning will state that, if the senior post-holder commits any further offence of misconduct during the period specified in the warning, action under Stage 2 will be considered. In the case of unsatisfactory work performance, the warning will advise the senior-post holder as to what steps he or she should take to improve and will state that, unless such improvement is achieved within the period specified in the warning or should his or her work performance be unsatisfactory (whether or not in the same respect as gave rise to the warning)

during that period, action under Stage 2 will be considered. The written warning will also advise the senior post holder of the right of appeal in accordance with section 6 below.

iii. A copy of the written warning will be placed on the Corporation's personal file relating to the senior-post holder. The warning will be kept on the employee's file but will be spent and disregarded for disciplinary purposes, after 12 months, subject to the senior post-holder's conduct and work performance having been satisfactory throughout that period.

3.4 **Stage 2 - Final Written Warning**

i. A final written warning will normally be given to the senior post-holder by the Chair or, in the absence of the Chair, the Vice-chair, after a hearing if:

- the senior post holder fails to comply with a first written warning given under stage 1; or
- despite having been given, under stage 1, a first written warning as the result of either misconduct or unsatisfactory work performance, the senior post holder commits a further offence of misconduct of any description or his or her work performance continues to be unsatisfactory (whether or not in the same respect as gave rise to the warning); or
- the senior post holder's misconduct or unsatisfactory work performance, although not considered to be serious enough to justify dismissal, is sufficiently serious to warrant only one written warning (in effect both the first and a final written warning) so that stage 1 is omitted.

ii. The final written warning will give details of the complaint, the improvement required and the time limit within which such improvement must be achieved. In the case of misconduct, the warning will state that, if the senior post-holder commits any further offence of misconduct during the time limit specified in the warning, his or her employment will be terminated. In the case of unsatisfactory work performance, the warning will advise the senior post-holder as to what steps he or she should take to improve and state that, if such improvement is not achieved in the period specified in the warning or should his or her work performance be unsatisfactory (whether or not in the same respect as gave rise to the warning) during that period, his or her employment will be terminated. The final written warning will also advise the senior post-holder of the right of appeal in accordance with section 6 below.

iii. A copy of the final written warning will be placed on the Corporation's personal file relating to the senior post-holder. The warning will be kept on the employee's file but will be spent and disregarded for disciplinary purposes, after 2 years, subject to the senior post-holder's conduct and work performance having been satisfactory throughout that period.

3.5 **Stage 3 - Dismissal**

i. Further misconduct by the senior post-holder or failure by him or her to reach the required standard of work performance within the time limit stipulated in the final written warning given under stage 2 will lead to dismissal, as may acts of gross misconduct or other acts capable of justifying summary dismissal under section 4 below. Dismissal may also be appropriate in other circumstances such as redundancy, and for the purposes of this procedure dismissal shall include the expiry and non-renewal of a fixed-term contract.

ii. If it is considered by the Chair or, in the absence of the Chair, the Vice-chair, or by a majority of the members of the Corporation that it may be appropriate to dismiss the senior post- holder, the matter shall be referred to the Special Committee, in accordance with the procedure set out in section 5 below. Only the Chair, or in the Chair's absence, the Vice-chair, or the Corporation, may refer the matter to the Special Committee.

3.6 **Summary Dismissal**

i. A senior post-holder who is accused of gross misconduct, gross negligence or gross incompetence may be suspended from work, in accordance with the provisions of section 7 below, whilst the alleged offence is investigated.

ii. The Chair, or in the Chair's absence the Vice-chair, may dismiss the holder of a senior post-holder with immediate effect, after a disciplinary hearing, without any need for prior notice and without referral to a Special Committee, where the circumstances are such that the Chair, or

in the Chair's absence the Vice-chair considers that he or she, is entitled to do so by reason of the serious or gross misconduct, (which shall include serious or gross incompetence or negligence) of the senior post-holder. Such dismissal will be without notice or payment in lieu of notice.

iii. Where a senior post-holder has been dismissed pursuant to section 4.2, the Chair or Vice-chair, as appropriate, shall provide the senior post-holder with a written statement of the alleged misconduct which has led to the dismissal and the reasons why the Chair or Vice-chair, as appropriate, considers that the senior post-holder was guilty of such misconduct. In doing so, the Chair or Vice-chair shall notify the senior post-holder of the right to appeal to the Corporation against the dismissal, any appeal to be conducted in accordance with the procedure set out in section 6 below.

iv. The following are examples of circumstances which are normally regarded as grounds for summary dismissal:

- theft or unauthorised possession of any property or facilities belonging to the Corporation or to any employee or student;
- serious damage deliberately sustained to Corporation property;
- deliberate falsification of Corporation registers, reports, accounts, expense claims or self-certification forms;
- bribery or corruption;
- refusal to carry out duties or reasonable instructions or to comply with Corporation rules;
- serious negligence/incompetence which causes or threatens to cause unacceptable loss, damage or injury;
- serious incapability as a result of being intoxicated by reason of alcohol or illegal drugs;
- violent, dangerous or intimidating conduct;
- violation of the Corporation's rules and procedures concerning health and safety at work;
- serious breach or violation of the College's Financial Regulations or other College policy;
- sexual, racial or other harassment of another employee or a student;
- accessing inappropriate websites using the College's internet facilities or downloading obscene or other offensive material;
- any action that causes the College's reputation to be brought into disrepute;
- a criminal offence, which may, (whether it is committed during or outside the employee's hours of work for the Corporation) adversely affect the Corporation's reputation, the senior post-holder's suitability for the type of work he or she is employed by the Corporation to perform or his or her acceptability to other employees or to students.

The above examples are not exhaustive or exclusive and offences of a similar nature will be dealt with under this procedure as grounds for summary dismissal.

4. Special Committee - Constitution

4.1 A meeting of the Special Committee shall be convened as soon as reasonably practicable after receipt of the referral under stage 3 of the formal procedure.

4.2 The Special Committee shall consist of not more than 5, but not less than 3, Members of the Corporation. The Chair, Vice-Chair, Principal, Staff and Student Members shall not be eligible for membership of the Special Committee, but subject to the provisions of the Instrument of Government relating to requirements for withdrawal from Corporation meetings, the Chair, Vice-Chair, and Principal shall be entitled to consider any appeal conducted in accordance with section 6 below.

4.3 The Special Committee shall normally hold its first meeting within 7 days of being convened. The Special Committee shall appoint a Chair of the Committee and he or she shall thereafter be responsible for ensuring compliance with this procedure at the meetings of the Committee, or with any amendments to this procedure as the Chair deems may be appropriate in circumstances such as redundancy.

4.4 No disciplinary action shall be taken against a senior post-holder, nor shall he or she be dismissed, until the Special Committee has concluded its investigations and reached a decision; however, the senior post-holder may be suspended in accordance with section 7 below.

5. Purpose of and Procedure at Special Committee Meetings

5.1 The purpose of the first meeting of the Special Committee shall be to:

i. conduct an initial examination of the facts;

ii. consider whether there appear to be grounds for dismissal;

iii. appoint an Investigating Officer if appropriate;

iv. determine the next steps in the procedure.

5.2 The senior post-holder, shall be entitled to receive from that Committee within 28 days of (or as soon as reasonably practicable following) its first meeting, (having regard to section 5.4 below) a written statement of the alleged conduct, characteristics or other circumstances which led to him or her being considered for dismissal. He/she shall be afforded a reasonable opportunity, and in any event a minimum of 10 days, to respond to the written statement in the form of written representations that he/she would wish the Committee to take into account in reaching its decision.

5.2 The Special Committee shall, where appropriate, require from the Investigating Officer a full written statement concerning the facts of the case, together with a copy of any witness evidence and relevant documents. The Investigating Officer may, if he or she deems it appropriate to do so, meet with and prepare witness evidence for, the senior post-holder. A meeting of the Investigating Officer and the senior post-holder shall not be a disciplinary hearing or a meeting to consider dismissal either for the purposes of this procedure or for any other purpose.

5.3 The Special Committee shall at the same time as sending the statement referred to in Section 5.2 above send to the senior post-holder the statement of, and any evidence or documents supplied by, the Investigating Officer and in doing so shall invite the senior post holder to attend a Stage 3 Meeting with the Committee at which the case for dismissal of the senior post-holder shall be considered.

5.4 The statement and evidence described in section 5.2 and 5.3 above shall be made available to the senior post-holder concerned, at least 10 days before the meeting. Any written statement or other documentation that the senior post-holder wishes the Committee to consider shall be supplied to the Committee at least 5 days before the meeting to which the senior post-holder has been invited.

5.5 The senior post-holder shall also be informed by the Special Committee of his or her right, prior to the meeting referred to at section 5.3 above, to:

i. bring witnesses to that meeting;

ii. to make representations at the meeting including oral representations;

iii. be accompanied by a work colleague or union representative of his or her choice.

The senior post-holder shall also be informed, prior to the Special Committee meeting, of the membership of the Special Committee, the date, time and venue for the meeting, and as far as reasonably practicable the names of anyone who will be attending the meeting for the purpose of giving evidence.

5.6 The Special Committee shall ensure that the person presenting the case for dismissal (usually the Investigating Officer or otherwise the Principal or the Chair or the Vice-Chair) receives at the same time as the senior post-holder the materials referred to in section 5.5 above and is informed of his or her right to bring witnesses to the meeting of the Special Committee and to make representations at the meeting including oral representations.

5.7 Other than in exceptional circumstances at the Special Committee's discretion, no witness shall be entitled to address the meeting, nor shall witness evidence be taken into account, unless a statement for that witness has been provided beforehand in accordance with section 5.3 and 5.4 above.

5.8 At the meeting, the Special Committee shall first ensure that the nature of the meeting, the Committee's role and the procedure to be followed are understood by all persons attending the meeting. Both parties will have the opportunity to be heard, refer to the evidence in support of their cases and to question each other's statements and evidence, including any oral evidence given by witnesses called. The Special Committee shall govern the meeting and the process to be followed

as it sees fit. Annexe 1 sets out a suggested procedure for the conduct of a Special Committee meeting, though the Committee is not bound to follow it.

5.9 If at any time during the proceedings the members of the Special Committee are of the opinion that more evidence should be provided to it, the hearing may be adjourned for a period of up to 7 days, or to a date as soon as practicable thereafter, to enable further evidence to be submitted. When all the evidence has been heard, the parties shall have the opportunity to summarise their respective cases and must then withdraw from the meeting.

5.10 The Special Committee shall have full discretion to admit or exclude evidence as it thinks fit, without following the legal rules as to admissibility of evidence, and to vary, as may be necessary, the procedure to be followed at the meeting.

5.11 After taking any representations into account, the Special Committee shall take such action as it considers appropriate, which may include dismissal, and shall communicate its decision to the senior post-holder concerned, in writing and without unreasonable delay, normally within 14 days of the conclusion of the meeting with the senior post-holder. In notifying its decision to the senior post-holder, the Committee shall inform him or her of the right to appeal against it.

5.12 Except in the event of a dismissal under section 4 above, dismissal shall be with notice or payment in lieu of notice at the Special Committee's discretion, and in all cases the Special Committee shall make clear to the senior post-holder the date on which his or her employment shall terminate.

5.13 The senior post-holder shall have the right to appeal to the Corporation against the decision of the Special Committee and must do so in writing within 14 days of receipt of that decision, addressing the appeal to the Clerk to the Corporation.

6. Appeals

6.1 A senior post-holder who wishes to appeal against a written warning or a final written warning that has been issued by the Chair or Vice-Chair under Stages 1 or 2 of the procedure should submit written grounds of appeal to the Clerk to the Corporation within 7 days of the date of receiving the decision which forms the subject of the appeal. The appeal will be heard by a Committee of the Corporation consisting of no less than three Members, excluding any Member whose prior involvement in the matter could reasonably be said to affect their ability to hear an appeal.

6.2 When an appeal is made against a decision of the Special Committee, the senior post- holder must be invited to a meeting of an Appeals Committee of the Corporation consisting of no less than three Members, excluding any Member whose prior involvement in the matter could reasonably be said to affect their ability to hear an appeal, at which he or she may make representations, including oral representations.

6.3 The senior post-holder may be accompanied by a work colleague or union representative of his or her choice. The Appeals Committee meeting will be convened as soon as reasonably practicable following receipt of the notice of appeal. The Appeals Committee shall ensure that any documentation or evidence that had not been presented to the Special Committee shall be made available to the senior post-holder at least 7 days before the appeal hearing. The Appeals Committee shall decide in its discretion whether to admit any additional evidence as part of its deliberations.

6.4 No Member of the Special Committee shall attend the meeting under 6.3 above in a voting capacity, although the Corporation shall be entitled to request and receive from the Special Committee written responses to the grounds of appeal and to request any Member of the Special Committee to attend the meeting under 6.3 above for the purpose of answering questions and commenting upon the appeal.

6.5 The Appeals Committee shall govern the appeal meeting and the process to be followed as it sees fit. Annexe 3 sets out a suggested format for appeal hearings, though the Appeals Committee shall not be bound to follow it. The Appeals Committee shall consider the decision of, and any representations from, the Special Committee and any representations of the senior post-holder and take such action as it considers appropriate and communicate its decision in writing to the senior post-holder and to the Special Committee.

6.6 Where a senior post-holder has been summarily dismissed, he or she shall have the right to appeal in writing to the Corporation within 14 days of receiving a written statement under section 6.5 above. Letters of appeal must be submitted to the Clerk.

6.7 The Corporation shall, as soon as reasonably practicable after receipt of notification of such an appeal, invite the senior post-holder to attend a meeting of the Appeals Committee, at which he or she may make representations, including oral representations and may be accompanied by a work colleague or union representative of his or her choice. The Appeals Committee shall ensure that any documentation or evidence not previously made available to the senior post-holder shall be sent to him or her at least 5 days before the appeal hearing.

6.8 The Chair or Vice-chair, as appropriate, shall not attend the meeting of the Appeals Committee under section 6.7 in a voting capacity, although the appeals committee shall be entitled to request and receive from the Chair or Vice-chair, as appropriate, written responses to the grounds of appeal and to request the Chair or Vice-chair to attend the meeting under section 6.7 for the purposes of answering questions and commenting upon the appeal.

6.9 The Appeals Committee shall govern the appeal meeting and the process to be followed as it sees fit. Annexe 3 sets out a suggested format for appeal hearings, though the Appeals Committee shall not be bound to follow it. The Appeals Committee shall determine the appeal against summary dismissal, having taken representations into account and shall notify the senior post holder and the Chair or Vice-chair, as appropriate, of its decision in writing without unreasonable delay.

6.10 Appeals by senior post-holders employed under fixed term contracts which, upon expiry, have not been renewed will be heard in accordance with the procedure as in paragraph 6.2 above.

6.11 All appeals will take place as soon as reasonably practicable after the notice to appeal has been received by the Clerk to the Corporation, but subject to no less than 7 days' notice being given to the senior post holder concerned.

6.12 At any appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. The decision of the Appeals Committee of the Corporation will be final.

7. Suspension Pending Disciplinary Hearing

7.1 The Chair, or in the Chair's absence, the Vice-chair may suspend a senior post-holder from duty, with pay, where there is an allegation of serious or gross misconduct and shall report such suspension in writing to the Corporation and the - Department for Education within 2 working days or as soon after this as is practicable.

7.2 The Chair or Vice-chair must provide the senior post-holder with written notification of the suspension, setting out the grounds on which the decision to suspend has been taken and inviting the senior post-holder to a meeting with the Chair or Vice-chair to discuss the issues.

7.3 During the period of suspension, the senior post-holder must not enter any of the College premises nor contact College staff or students without the express prior permission of the Chair or Vice-chair.

7.4 The meeting of the senior post-holder and the Chair or Vice-chair shall be confined to a discussion of the circumstances leading to, and the grounds for, suspension and as far as reasonably practicable shall not include discussion of those matters which would fall to be considered at a meeting under sections 3 or 5 above. The senior post-holder shall be entitled to be accompanied to the meeting with the Chair or Vice-chair by a colleague or union representative.

7.5 A senior post-holder who is suspended may appeal in writing to the Corporation against the suspension. Notice of such appeal shall be given in writing by the senior post-holder to the Clerk and the appeal shall be heard as soon as reasonably practicable by a committee of the Corporation consisting of no less than three Members, excluding any Member whose prior involvement in the matter could reasonably be said to affect their ability to hear an appeal.

7.6 A suspension against which an appeal by a senior post-holder is made shall continue to operate pending the determination of the appeal.

7.7 At the hearing of an appeal against suspension, the senior post-holder may be accompanied by a work colleague or union representative of his or her choice. The Appeals Committee shall govern the meeting and the process to be followed as it sees fit, ensuring that the senior post holder is given the opportunity to make oral representations. Annexe 4 sets out a suggested framework for the appeal, though the Corporation shall not be bound to follow it.

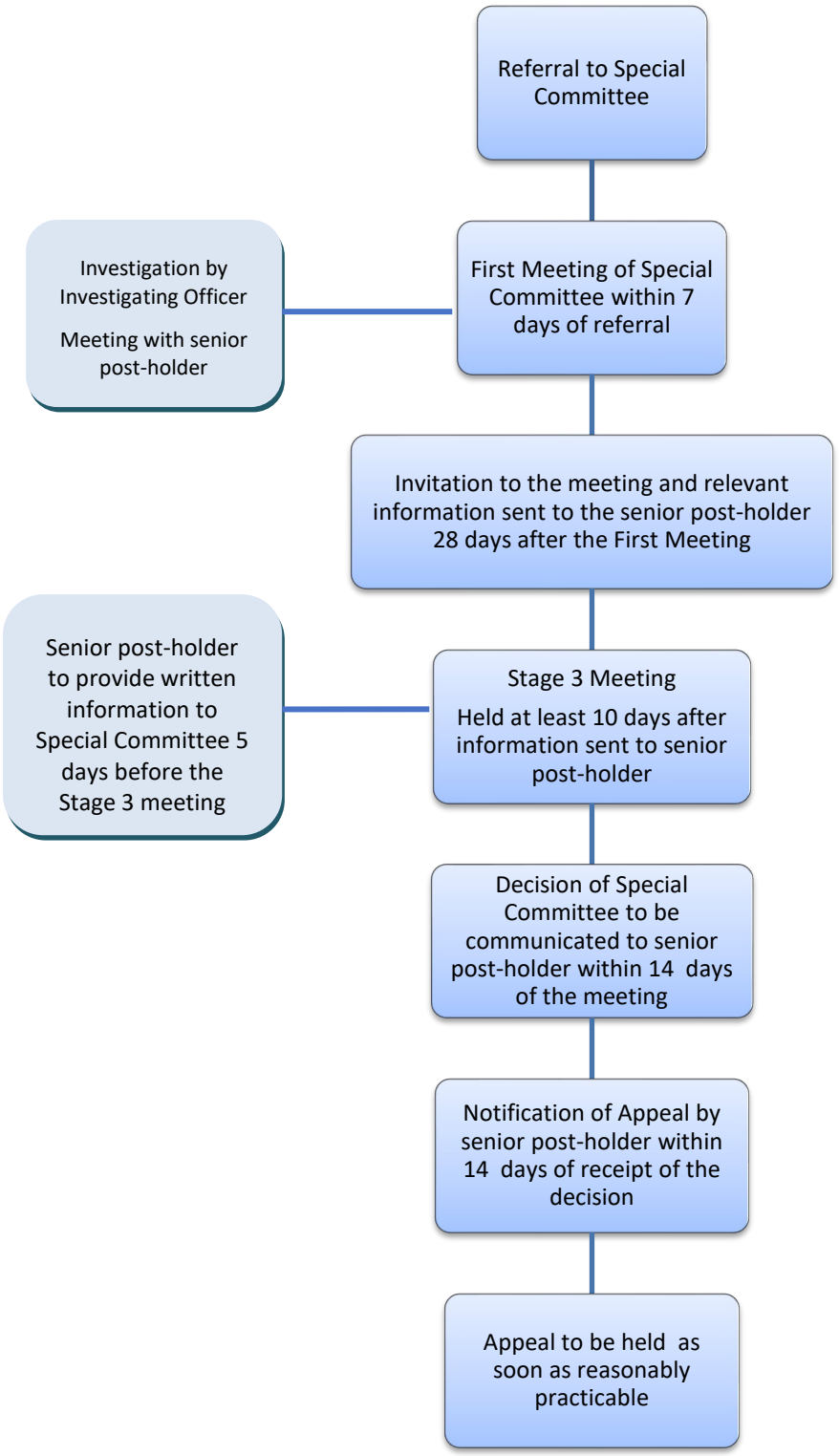
7.8 The appeal shall as far as reasonably practicable be confined to consideration of the circumstances leading to, and the grounds for, suspension and shall not include discussion of those matters which would fall to be considered at a meeting under sections 3 or 5 above. The Appeals Committee shall ensure that any evidence or documentation to be considered at the appeal hearing is made available to the senior post-holder at least 5 days before the hearing takes place. The senior post-holder shall submit to the Appeals Committee within the same timescale any evidence or documentation that he or she wishes the Appeals Committee to take into account in reaching its decision.

7.9 Following the hearing of an appeal against suspension, the Appeals Committee may either confirm the suspension or lift the suspension. The decision of the Appeals Committee, and the reasons for the same, shall be confirmed by the Clerk in writing to the senior post-holder and to the Chair or Vice-chair, as appropriate within 5 days of the hearing of the appeal. The Appeals Committee's decision shall be final and there shall be no further right of appeal against suspension.

7.10 Suspension shall at all times be regarded as a neutral measure and in no way determinative of the outcome of any disciplinary or Special Committee hearing, regardless of whether the senior post-holder appeals against suspension and regardless of the outcome of any appeal.

Annex 1

Flow Chart for Senior Post-holder Disciplinary Procedure



Annex 2

Senior Post-holder Disciplinary Procedure - Suggested Procedure for Special Committee Hearing - Section 5

1.1 Introductions by the Chair, introducing those present and explaining the purpose of hearing, the Committee's role and its possible outcomes.

1.2 Presentation of Investigating Officer's report.

1.3 Questions from the Committee.

1.4 Questions from the senior post-holder.

1.5 Investigating Officer to call any witnesses with questions from the Committee and the senior post-holder following the witness presentations.

1.6 Response from senior post-holder.

1.7 Questions from the Committee.

1.8 Questions from the Investigating Officer.

1.9 Senior post-holder to call any witnesses with questions from the Committee and the Investigating Officer following the witness presentations.

1.10 Summing up by Investigating Officer.

1.11 Summing up by the senior-post holder.

1.12 Committee adjourns to reach decision.

Note:

If at any time during the proceedings the members of the Special Committee are of the opinion that more evidence should be provided to it, the hearing may be adjourned for a period of up to 7 days, or to a date as soon as practicable thereafter, to enable further evidence to be submitted.

When all the evidence has been heard, the parties shall have the opportunity to summarise their respective cases and must then withdraw from the meeting.

Annexe 3

Senior Post-holder Disciplinary Procedure - Section 2: Summary of Companion's Role

1.1 In accordance with section 10 of the Employment Relations Act 1999, the person chosen by the employee to accompany him/her to a meeting convened pursuant to this procedure shall:

i. be permitted to:

- put the employee's case to the meeting;
- sum up the employee's case at the meeting;
- respond on the employee's behalf to any view expressed at the meeting;
- confer with the employee during the meeting;

ii. not be permitted to:

- answer questions on the employee's behalf;
- address the meeting if the employee indicates at the meeting that he does not wish the companion to do so;

iii. not do anything to prevent explanation of the case (for disciplinary action or dismissal as the case may be) or to prevent any other person contributing to the meeting.

Annexe 4

Senior Post-holder Disciplinary Procedure - Suggested Procedure for Appeals against Dismissal - Section 6

1.1 Introduction by the Chair, introducing those present and explaining the purpose of the hearing and the possible outcomes.

1.2 Presentation by the senior post-holder of the grounds for appeal, including new evidence where permitted by the Corporation.

1.3 Questions from the dismissing officer(s) (the Chair, Vice-chair or Member(s) of the Special Committee);

1.4 Questions from the Appeals Committee.

1.5 Response to the grounds of appeal from the dismissing officer(s), including new evidence where permitted by the Corporation;

1.6 Questions from the senior post-holder.

1.7 Questions from the Appeals Committee.

1.8 Summing up by the dismissing officer(s).

1.9 Summing up by the senior post-holder.

1.10 Appeals Committee reaches its decision, in the absence of the senior-post holder (and his/her companion) and the dismissing officer(s).

Annexe 5

Senior Post-holder Disciplinary Procedure - Suggested Procedure for Appeals against Suspension - Section 7

1.1 Introduction by the Chair, including explanation of the purpose of the hearing and the possible outcomes.

1.2 Presentation by the senior post-holder of the grounds on which suspension should be lifted.

1.3 Questions from the Appeals Committee.

1.4 Presentation of the grounds for maintaining suspension, from the Chair or Vice-chair.

1.5 Questions from the Appeals Committee.

1.6 Summing up by the Chair or Vice-chair.

1.7 Summing up by the senior post-holder.

1.8 Appeals Committee reaches its decision, in the absence of the senior post-holder (and his/her companion) and the Chair or Vice-chair.

Annexe 6

Senior Post-holder Disciplinary Procedure - Disciplinary Grid

Disciplinary Action	Executive Team Member	Principal	Clerk to the Corporation
Informal Advice	Principal	Chair of the Corporation	Chair of the Corporation
Oral Warning	Principal	Chair of the Corporation	Chair of the Corporation
	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel
Written Warning	Principal	Chair of the Corporation	Chair of the Corporation
	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel
Final Written Warning	Principal	Chair of the Corporation	Chair of the Corporation
	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel	Appeal to Corporation Disciplinary Panel
Decision to Dismiss	Corporation Disciplinary Panel	Corporation Disciplinary Panel	Corporation Disciplinary Panel
Appeal against Dismissal	Corporation Appeal Panel	Corporation Appeal Panel	Corporation Appeal Panel
Suspension	Principal	Chair of the Corporation	Chair of the Corporation
Appeal against Suspension	Corporation Disciplinary Panel	Corporation Disciplinary Panel	Corporation Disciplinary Panel

Appendix 5

Capability Procedure For Senior-Postholders (AoC - 2021)

1. Scope and Purpose

1.1 This procedure applies to the Principal and all senior post-holders as defined in the Corporation's Articles of Government.

1.2 References to section numbers are to the numbered sections of this document.

1.3 Where the Clerk to the Corporation is also a member of staff at the College, the Clerk should be treated as a senior post-holder and will be subject to this procedure. In such circumstances, the Corporation will appoint an appropriate person to fulfil the tasks of the Clerk to the Corporation under these sections.

1.4 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with the performance management of post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form any part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

1.5 The purpose of the Capability Procedure for Senior Post-Holders is to ensure that underperformance is dealt with promptly and appropriately and to encourage senior post-holders to improve their performance to an acceptable level.

1.6 This Capability Procedure for Senior Post-Holders sets out the policy and procedure we operate, on an informal and formal basis, to address poor performance (by which we mean lack of skill and aptitude in undertaking a job role); and genuine persistent, intermittent short-term absence.

1.7 The Corporation will comply with relevant data protection laws and our data protection policies when handling information about your health.

2. General Principles

2.1 Every effort will usually be made to avoid the use of formal capability procedures where alternatives are appropriate. Where the matter is not resolved informally or is of a serious nature, the formal procedure will be used.

2.2 The Corporation will ensure that its Members are familiar with the provisions in this procedure.

3 Procedure

3.1 Where a Senior Postholder fails to perform to a satisfactory level, or where their attendance levels are unsatisfactory due to persistent, intermittent, short-term absence, the purpose of this Capability Procedure is to encourage and help them to improve their performance and/or attendance to a level acceptable to the Corporation.

3.2 The action taken in each case will be that which is considered appropriate taking into account the particular circumstances. The procedure will usually involve:

3.2.1 a full discussion of the situation with the Senior Postholder at a meeting, including identification of any problems or difficulties being experienced by the Senior Postholder and an exploration of possible causes of those problems or difficulties;

3.2.2 the provision of help and assistance where appropriate and practicable to improve the situation;

3.2.3 a full discussion of the possible consequences of there being insufficient improvement in the Senior Postholders performance levels and/or your attendance levels;

3.2.4 the provision of a reasonable amount of time to achieve the improvements required; and

3.2.5 a review of the Senior Postholder's progress.

3.3 At each stage of the procedure, where appropriate, consideration will take place as to whether the unsatisfactory performance and/or absence is related to a disability and, if so, whether there are any reasonable adjustments that could be made to assist the Senior Postholder.

3.4 Where possible, instances of unsatisfactory performance and/or attendance will be dealt with informally. Therefore, minor lapses from acceptable standards of performance may result in an informal, oral warning or reprimands. However, where the failure to perform is more serious, attendance is a serious cause for concern, or informal steps are not enough to bring the Senior Postholder's performance and/or attendance to a satisfactory level, formal action will be taken as described below.

3.5 All proceedings, whether formal or informal, should as far as is practicable remain confidential.

3.6 More formal action may result in three levels of action. Other than in extremely rare cases, the Senior Postholder will not normally be dismissed for a first instance of poor performance or unacceptable absence. However, we reserve the right to take action at any level, or to skip levels, depending on the circumstances of the case.

4. Level 1: Improvement Notice

4.1 An improvement notice will be initially raised. In cases of poor performance, this will include a performance improvement plan (PIP) which the Corporation will seek to agree with the Senior Postholder. The notice will usually give the following information:

4.1.1 an explanation of the reasons for the improvement notice, the improvements in performance and/or attendance that are required and the timescale for making them (referred to as the review period);

4.1.2 any support which will be provide to assist the Senior Postholder;

4.1.3 an explanation of the consequences of any repetition of the poor performance or failure to improve the performance to the required level as set out in the PIP or, in the case of an attendance improvement notice, an explanation of the consequences of failing to improve attendance; and

4.1.4 advice as to the Senior Postholder's right to appeal against the decision to issue the improvement notice.

4.2 During the review period, the Senior Postholder's performance and/or attendance will be monitored and at the end of the review period, they will be informed of the next step. If the Senior Postholder has met the requirements set out in the PIP or the attendance improvement notice, no further action will be taken. If these requirements have not been met, further action may be taken and/or where appropriate, the review period may be extended.

4.3 An improvement notice will normally remain in force for six months and a copy of the improvement notice will be kept on the Senior Postholder's personnel record. It will normally be disregarded for capability purposes after a period of six months, or any other period specified in the improvement notice, subject to satisfactory performance/attendance during that time, but will form a permanent part of your personnel record.

5. Level 2: Final Written Warning

5.1 If the Senior Postholder fails to meet the requirements set out in the improvement notice, or where the poor performance or absence is sufficiently serious to warrant it, a final written warning may be issued, which, in the case of poor performance will include a PIP. It will give the information set out at paragraph 4.1 but will also state that any repetition of the poor performance or failure to improve performance to the required level as set out in the PIP, or failure to improve attendance levels, will render the Senior Postholder liable to dismissal.

5.2 During the review period, the Senior Postholder's performance and/or attendance will be monitored and at the end of the review period, they will be informed of the next steps. If the requirements as set out in the PIP or attendance improvement notice have been met, no further action will be taken. If the requirements have not been met, further action may be taken and/or where appropriate, the review period may be extended.

5.3 The final written warning will normally remain in force for 12 months and a copy of the final written warning will be kept on the Senior Postholder's personnel record. The final written warning will normally be disregarded for capability purposes after 12 months, subject to satisfactory performance/attendance during that time.

6. Level 3: Dismissal Or Other Sanction

6.1 If the Senior Postholder fails to meet the requirements of the PIP or fails to improve their attendance as set out in the final written warning, dismissal will normally result. There may also be very exceptional circumstances where the failure to perform or absence is sufficiently serious to warrant dismissal without previous warnings.

6.2 The Senior Postholder will be provided with written confirmation of the dismissal as soon as reasonably practicable afterwards. This will set out details of the reason for their dismissal, the date on which their employment terminates or will terminate, the appropriate period of notice or pay in lieu of notice (if any) and information on how to appeal against the dismissal.

6.3 If a sanction other than dismissal is to be imposed (e.g. demotion or a change in your duties), the Senior Postholder will, as soon as is reasonably practicable, be provided with written confirmation of the action to be taken, how the action is to be implemented, the reason for it, the date on which it will come into force (if appropriate) and information about the right to appeal.

7. Capability Meetings

7.1 Any capability meeting under this procedure will be convened by sending the Senior Postholder a letter which will set out the date, time and place of the meeting, the nature of the issues to be discussed at the meeting in sufficient detail to enable the Senior Postholder to prepare and respond appropriately and will advise the Senior Postholder of the possible consequences and of their right to be accompanied at the meeting by a companion. Where appropriate, copies of relevant documents, for example your absence record, any medical report and any relevant policies, will be enclosed.

7.2 The Senior Postholder is entitled to be accompanied at any formal capability meeting (including any appeal hearing) by a fellow work colleague of their choice, or a trade union representative who meets the statutory requirements. Note: it is the Senior Postholder's responsibility to secure the attendance of any fellow work colleague. The Senior Postholder may not be accompanied by any other person, such as a relative, without prior permission, or by a legal representative.

7.3 The Senior Postholder's companion is entitled to address the meeting to put and sum up the Senior Postholder's case, respond on their behalf to any views expressed at the hearing and confer with the Senior Postholder during the hearing. The companion does not have the right to answer questions on the Senior Postholder's behalf or prevent the case being explained. Any work colleague who has been requested to accompany the Senior Postholder will be given a reasonable amount of paid time off to prepare for and attend the meeting.

7.4 The Senior Postholder should make every effort to attend any capability meeting (including any appeal hearing). If either the Senior Postholder or their companion cannot attend on the proposed date for the meeting, the Senior Postholder may suggest a reasonable alternative date, which must be within five working days of the date first proposed. This five-day time limit may be extended by mutual agreement. If the Senior Postholder fails to attend any re-arranged meeting without good cause, a decision on the evidence available at the re- arranged meeting, may be made in the Senior Postholder's absence.

7.5 The Senior Postholder will be given reasonable notice of the capability meeting. No decision will be made as to whether any capability action is to be taken or the nature of any capability action to be taken before the meeting takes place.

7.6 Where possible, the meeting will usually be heard and chaired as follows:

7.6.1 where action short of dismissal is being considered: the meeting will be chaired by a panel consisting of at least two Members (excluding the Staff or Student Members); or

7.6.2 where dismissal is a possible outcome: the meeting will be comprised of a special committee consisting of three Members (excluding the Staff or Student Members).

7.7 A member of the HR department will usually be present at the meeting to take notes.

7.8 At the meeting, the panel will explain the purpose of the meeting, the issue to be discussed and go through the relevant documents. The panel will ensure that the Senior Postholder fully understands the issues. The Senior Postholder will have an opportunity to ask questions and comment on the issues and on the documents. The Senior Postholder will be permitted to ask questions and present evidence.

r7.9 The proceedings, any statements and all documents and records will be kept confidential.

7.10 The panel will have discretion to adjourn any capability meeting (including any appeal hearing) as appropriate on request or if it is deemed necessary.

7.11 At the end of the capability meeting, the panel will normally adjourn before making a decision. Following the adjournment, the panel may issue an oral decision. If the panel is unable to reach an immediate decision following the meeting, they are entitled to deliberate before reaching a decision and notify the Senior Postholder once they reach agreement. In any event, written notification of the outcome of the meeting will usually be sent to the Senior Postholder within five working days of the meeting, or as soon as reasonably practicable, together with an explanation of any capability action to be taken and notification of the Senior Postholder's right to appeal.

8. **Appeal**

8.1 If a Senior Postholder feels that action taken against them is wrong or unjust they should appeal against the decision by informing the Clerk of the Corporation, in writing, within five working days of receiving notification of the capability decision, specifying the ground(s) for your appeal. If they wish to produce additional evidence to support their case, then this must be provided to the Chair in advance of the appeal hearing.

8.2 If the Clerk to the Corporation wishes to appeal, they should inform the Principal as set out in 8.1 above.

8.3 Wherever possible, the appeal will be heard by an Appeal Committee. In so far as is reasonably practicable, the Committee will not include any member of the Corporation who has been involved in the capability procedure so far. The Committee shall not include the Principal, Staff or Student Members of the Corporation.

8.4 All appeals will be dealt with as promptly as possible. The Senior Postholder will be invited to attend an appeal hearing. They will have the right to be accompanied to the appeal hearing by a representative as outlined in the procedure set out above.

8.5 The Appeal Committee will confirm to the Senior Postholder in writing the outcome of the appeal hearing, usually within five working days of the appeal hearing, or as soon as is reasonably practicable.

8.6 The Appeal Committee's decision will be final. There is no further right of appeal.