

BARNET & SOUTHGATE COLLEGE BOARD OF GOVERNANCE

STANDING ORDERS

Made by the Board

July 2014

PART ONE

INTRODUCTION

General

1. These Standing Orders detail the framework within which the Board of Barnet & Southgate College operates. They do not displace or take precedence over the approved and adopted Instrument and Articles or any amendments made thereto.
2. Members of the Board, as holders of public office should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these are contained in the Board Code of Conduct (Annex E).
3. These Standing Orders may be varied at any time by resolution at a Board Meeting.

Governance Style

4. Philosophy. The Board operates to a Policy Governance Style and shall be proactive; emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Board and Management and take collective decisions based on present circumstances not necessarily influenced by historical events.
5. Practical. To achieve the philosophy the Board will:
 - a. Adopt a discipline to facilitate focussed excellence in corporate governance;
 - b. Direct control and inspire through written policies;
 - c. Focus mainly on intended and longer-term impacts not on administrative processes;
 - d. Initiate policy rather than react to staff initiatives;
 - e. Integrate individual expertise to form a cohesive corporate entity;
 - f. Regularly monitor performance by self-evaluation and determine remedial corporate and individual development as necessary.

Ann Zinkin
Board Chair

BARNET & SOUTHGATE COLLEGE BOARD OF GOVERNANCE (THE BOARD)

STANDING ORDERS

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BARNET & SOUTHGATE COLLEGE BOARD

STANDING ORDERS

PART 2: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

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

“Articles” and “Instrument of Government” - the Further Education Boards (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007;

“Board” – the Barnet & Southgate College Board of Governance acting by any means which they may lawfully adopt;

“Chair” - the Board Chair or the Chair of a committee or sub-committee as appropriate, and includes the Chair of the meeting for the time being;

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

“Committee” - a committee of the Board;

“College” – Barnet & Southgate College;

“College year” - 1 August to 31 July;

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

“Employee” - an employee of the College including those designated by the Board as senior postholders;

“in writing” or “written communication” – includes any form of electronic communication;

“Meeting” - a meeting of the Board, a committee or a sub-committee, unless described otherwise;

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

“Number of members” - in relation to the Board, the number of persons who may act at the time in question as members of the Board, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body;

“Officer” - any person employed by the College including those designated by the Board as senior postholders;

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

“Principal” - the person appointed by the Board to hold the post of Principal;

“Senior postholder” - any officer graded as a senior postholder by the Board;

“Standing Orders” – the Standing Orders, attachments and annexes approved by the Board;

“Sub-committee” - a sub-committee of a committee;

“the whole number of members” - in relation to the Board, the total number of persons who may become members of the Board;

“the Specified Number” – the number of members required to constitute an activating motion in the context of the standing order.

- (2) Unless the context otherwise requires, words importing one gender include the other gender; and words in the singular include the plural, and vice versa.
- (3) Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.
- (4) Standing Orders marked * shall apply only to meetings of the Board. Other Standing Orders shall apply to all meetings of Board, committees and sub-committees (unless an Order expressly states otherwise) and the word “Board” shall be adapted accordingly in the context.

STANDING ORDER 2: STANDING ORDERS

- *2. No arrangements shall be made whereby a committee or sub-committee or officer may exercise any power of the Board to vary, revoke, add or suspend these Standing Orders. (see also SO 37)

PART 3: BOARD REGISTER

STANDING ORDER 3: BOARD MEMBERSHIP

3. (1) A full Profile and Register of Membership of the Board is at Annex A to these Orders. The membership shall reflect, as far as possible, the community and take account of gender, ethnicity and skills.
- (2) Members' terms of office. Members' terms of office shall be up to 4 years from the date of appointment but this may be varied to ensure rolling continuity of experience. Members shall not serve more than 2 successive terms (8 continuous years) of office nor return to office until after an absence of 2 years. In exceptional circumstances, decided upon by the Search Committee, a member may be invited to serve an additional year or year(s) (subject to annual review), and in such instance the Search Committee shall consider and recommend to the Board accordingly.
- (3) Any member wishing to resign from the Board may do so at any time during his term of office by notifying the Clerk in writing. The Clerk shall read the letter of resignation at the next Board meeting after receipt.
- (4) Vacancies on the Board shall be filled as soon as practicable. The Board shall not:
 - a. appoint any person as a member;nor
 - b. co-opt any person as a co-opted member;unless it has first considered the advice of the Search Committee in relation thereto.
- (5) Members retiring at the end of their first term of office shall be eligible for re-appointment but shall be scrutinised with the same rigour that would be applied to their successor if they had not been re-appointed (but see also 3(2)). The Search Committee shall also consider the member's:
 - a. attendance record;
 - b. commitment to the College;
 - c. quality of contribution to the Board;
 - d. value in terms of expertise and interests;before advising the Board on the re-appointment. This is particularly of note when considering a reappointment beyond 2 successive terms. (see 3(2) above)
- (6) The Search Committee shall determine profiles and person-specifications for anticipated vacancies having due regard to maintenance of a balanced and impartial Board.
- (7) The Clerk shall write a letter of appointment for all persons appointed to the Board detailing at least, but not limited to, the date of his appointment and end of office.
- (8) Board Members shall at all times act in the best interests of the Board, Apparent failure by any member to act in the best interest of the Board shall in the first instance be reported to the Clerk. If necessary the Board Chair shall appoint a special committee to investigate the circumstances, the findings of that committee shall be considered by the Board and appropriate sanctions including removal from Board membership may be imposed.

STANDING ORDER 4: STANDING COMMITTEES

4. (1) The Board shall establish standing (statutory) committees, to be known as:
 - a. the Search Committee;
 - b. the Audit Committee;for the purpose and function respectively detailed in their Terms of Reference annexed to these Orders (Annex F & G).
- (2) The Board has the sole authority to, and may establish, further standing committees for any purpose or function and delegate powers to such committees. Such committees shall be limited and authorised in all respects by their respective Terms of Reference, approved by the Board and annexed to these Orders.
- (3) The Board has not established further standing committees as defined in (2) above but the Board shall establish a Special Committee which shall function under the arrangements detailed in Article 12 as and when required.
- (4) Committees shall not identify with individual organisational areas or monitor specific policies after corporate adoption;
 - a. in order to complete delegated duties each committee may seek information from members, committees or employees;
 - b. any member wishing to resign his office as a Committee member may do so at any time during his term of office by notifying the Clerk in writing.
- (5) Membership of committees shall be determined by the Board; membership shall be confirmed at the first Board meeting of each academic year. Members shall be eligible for re-election.
- (6) Delegation of powers is authorised at SO 28.

STANDING ORDER 5: CODE OF CONDUCT

5. The Board shall determine a Code of Conduct for observance by all members and annexed to these Orders.

STANDING ORDER 6: TRAINING POLICY FOR MEMBERS AND CLERK

6. (1) The Board shall determine a training policy for members and the Clerk including induction training for new members, which shall include:
 - a. appointment, **if felt appropriate**, of an experienced member as mentor to new members for the first year on appointment;
 - b. a formal period of induction training;
 - c. relevant training and development opportunities for all members and the Clerk.

STANDING ORDER 7: RESOLUTION OF CONFLICT

7. (1) Board Members shall act and behave in a professional and business-like manner. If a conflict exists between members the matter shall be referred for arbitration to the Vice-Chair and 2 other members nominated by the Chair. If the dispute involves the Chair and/or the Vice-Chair the Clerk shall invite 3 members to

form an arbitration working group. The Clerk to the Board shall act as clerk to any arbitration-working group. The Resolution Policy is attached at Annex B. Proceedings shall be completed in an expeditious and timely manner; in any event the Clerk shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress. Final resolution shall be recorded by the Clerk, signed by the Chair of the arbitration working group and copies sent to all concerned and retained for the record.

STANDING ORDER 8: COMPLAINTS PROCEDURE. (AGAINST BOARD, MEMBERS OR CLERK)

8. (1) Complaints received against the Board shall be passed, in the first instance, to the Clerk; complaints from any employee or member shall be referred immediately to the Clerk without discussion or discourse. The Clerk shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the Clerk shall be referred to the Chair and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of anybody established to investigate the complaint, shall be made available to all concerned and retained for the record. The College Complaints procedure is attached at Annex C.

STANDING ORDER 9: WHISTLE BLOWING (PUBLIC INTEREST DISCLOSURE PROCEDURE)

9. (1) Whistle blowing is disclosure of what is considered to be malpractice; any member who has concerns is urged, initially, to raise them within the Board and not to feel disloyal to colleagues or the Board in such action. The Board is committed to the highest possible standards of openness, honesty and accountability and Members are urged to voice any concerns. The College Whistleblowing Policy is attached at Annex D.

STANDING ORDER 10: LIABILITY AND INDEMNITY COVER FOR BOARD MEMBERS AND CLERK

10. Members (Including temporary or co-opted members) and the Clerk have insurance against liabilities arising out of their respective offices. Details are available from the Director of Finance and Corporate Operations.

STANDING ORDER 11: CLERK

11. Note: In accordance with *S.5 of the Instrument of Government and S.3, 4 and 14 (Not yet defined)* of the Articles of Government.
 - (1) The Board shall appoint a person, who is not a member, to serve as Clerk to the Board and to all established committees. The procedure for such appointments shall be determined in advance and approved by the Board. No arrangements shall be made in relation to such determined procedure whereby the statutory requirements for the appointment of the Clerk shall be limited.
 - (2) *Article 7* requires that the Clerk shall be entitled to attend all meetings of the Board, Committees and Sub-Committees. If a meeting is to be convened when the Clerk is unable to attend, that shall be recorded in the minutes of the meeting where that is agreed.
 - (3) In the event of temporary absence of the Clerk the Board shall appoint a person to serve as temporary Clerk; any reference whatsoever to the Clerk shall include a temporary Clerk.
 - (4) The Principal shall be ineligible to be appointed as Clerk or temporary Clerk.

- (5) If it is proposed to consider at any meeting the conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair (and not the Clerk) shall, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers. In regard to the remuneration of the Clerk then process for dealing with SPH remuneration shall apply.
- (6) The Clerk shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Clerk for the duration of such a meeting or part of a meeting.
- (7) The Clerk shall have a job description, approved by the Board, detailing all extant duties and responsibilities, which shall not take precedence over or limit the statutory requirements of Articles 3 & 4.
- (8) The Clerk shall have an annual appraisal of performance, which shall be completed by the Board Chair

STANDING ORDER 12: ADOPTION OF POLICIES AND CONSTITUTIONS

- *12 (1) The Board shall approve and adopt general policies and constitutions, which govern and determine certain functions within the College. These are contained in various and appropriate College regulations and published.

PART 4: MEETINGS OF THE BOARD

STANDING ORDER 13: ORDINARY MEETINGS OF THE BOARD

*13. (1) All ordinary meetings of the Board shall be held on such days and at such times at a specified campus of Barnet & Southgate College (or any other place) as the Board shall determine.

STANDING ORDER 14: SPECIAL MEETINGS OF THE BOARD

*14. Note: *In accordance with S.12(4) of the Instrument of Government.*

- (1) The Board Chair may at any time call a special meeting of the Board.
- (2) If the office of Chair is vacant, or if the Chair is unable to act for any reason, the Vice-Board Chair may at any time call a special meeting of the Board.
- (3) If the offices of Chair and Vice-Chair are both vacant, or if both the Chair and the Vice-Chair are unable to act for any reason, any 5 members of the Board may at any time call a special meeting upon giving written notice to the Clerk.
- (4) Where a special meeting has been called the Clerk shall make arrangements for the meeting to be held within 14 days of receipt of the written notice. At such meetings the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.
- (5) Where the Chair or Vice-Chair so directs, on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than 7 clear days, as he specifies.
- (6) Notwithstanding any of the above, any 5 members of the Board may at any time call a special meeting upon giving written notice to the Clerk. Where a meeting is called under this provision paragraphs (4) and (5) above shall apply together with all standing orders in force at that time.

STANDING ORDER 15: QUORUM OF MEETINGS OF THE BOARD

15. (1) Meetings of the Board shall be quorate if the number of members present (either in person or able to communicate simultaneously) is at least 40% of the total number of members in post.
- (2) If the number of members present for a meeting of the Board does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Board there ceases to be a quorum, the meeting shall be terminated at once.
- (4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- (5) If members of the Board attend any Committee or Sub-Committee meeting under the provisions of SO 17(2) then they shall be counted towards and form part of the quorum for that meeting.

STANDING ORDER 16: ATTENDANCE BY MEMBERS OF THE BOARD

16. (1) Every member attending a meeting of the Board shall be recorded by the Clerk.

- (2) A member will be considered as being 'Absent' unless they notify the Clerk that their 'Apologies' should be given to the Chair.
- (3) To assist the Clerk in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted on the day preceding the meeting at the latest, emergencies excepted.
- (4) Attendance by members of the Board. The Clerk will present apologies to the meeting and check that the apology is accepted. Acceptance does not imply that the absence is condoned and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Board shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Board over a 4 month period shall be liable to disqualification from the Board, in such case the Clerk shall refer the matter to the Search Committee which shall make a recommendation relating to the termination or continuance of the membership to the Board accordingly.
- (5) In the event of a decision being required under (4) above, the matter will be placed on the agenda for the next meeting of the Board; the facts will be presented by the Clerk.
- (6) The member concerned (at (5)) shall be entitled to attend the meeting but not to vote on the matter.

STANDING ORDER 17: ACCESS TO MEETINGS

17. (1) Members of staff or the general public may attend meetings of the Board.
- (2) Members of the Board may attend meetings of the committees by agreement with the Chair of the Committee and shall form part of any necessary quorum. (see also SO15).
- (3) The Board Chair may attend committee meetings. (see also (2) above)
- (4) The Clerk to the Board may attend all meetings.

STANDING ORDER 18: PUBLICATIONS OF MINUTES AND PAPERS

18. (1) Agendas, minutes and papers of completed meetings are published in advance of the next Board or committee meeting and are filed, for public scrutiny, in the College LRC and shall be posted on the College Website. Queries should be directed, in the first instance, to the Clerk.

STANDING ORDER 19: APPOINTMENT OF THE CHAIR AND VICE-BOARD CHAIR

- *19. (1) The Chair and Vice-Board Chair shall be elected at the last Board meeting before expiry of their term of office (normally the last meeting of the academic year). The period of office shall be 12 months. Where more than one candidate is proposed, for either office, the voting shall be by secret ballot (SO 23 refers). In the event of a tied vote the ballot shall be rerun. Should the vote continue to be tied then the issue shall be decided by lot under arrangements to be determined by the Clerk.

PART 5: PROCEDURE OF MEETINGS

STANDING ORDER 20: AGENDAS FOR MEETINGS

20. (1) The Clerk shall send written notice of a meeting of the Board, a copy of the agenda and papers (if practicable) at least 7 clear days in advance of the meeting. (But see (4)). Electronic transmission shall be acceptable.
- (2) The agenda shall be structured by the Clerk in consultation with the Chair, Principal and other appropriate parties. The agenda shall show the order of business and confidential items.
- (3) All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda. There shall be no "Any Other Business" on the agenda.
- (4) The Clerk shall endeavour to ensure that all written reports are circulated with the agenda. Exceptionally, papers may be tabled at a meeting with the agreement of the Board.
- (5) Any member may request an item be placed on the agenda provided that written notice of the item is received by the Clerk 14 clear days in advance of the meeting.
- (6) A matter may be placed on the agenda as a late item of urgent business. The Chair shall consider any request for urgent business raised at a meeting, after the Agenda Item relating to the minutes of the previous meeting.

STANDING ORDER 21: CONDUCT OF MEETINGS (GENERAL)

- 21 (1) *(Except as provided by s10 & 11 Articles)* staff members (including the Principal) must withdraw from any part of a meeting discussing:
 - a. their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (this relates to matters concerning solely that individual as distinct from all members);
 - b. the appointment of his successor;
 - c. the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff at the same level or senior to themselves (if other members so resolve);
 - d. student members shall withdraw from any part of the meeting where there is consideration of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff;
 - e. the Principal may attend and speak at any meeting even if not a member of the Board.
- (2) The Instrument defines specific rules regarding the normal frequency of meetings, the notice required to summon them, the circumstances in which special meetings may be called and the circulation of papers for meetings.
- (3) A resolution in writing agreed by such number of Members as required if it had been proposed at a meeting of the Board or of a Committee of the Board shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every member entitled to attend and vote on the matter seven clear days in advance of the date at which the

resolution shall lapse if not passed. The resolution may consist of several instruments in the like form each agreed by one or more Members.

- (4) Any member who has a financial interest in any matter under discussion by the Board must declare that interest. Declaration of interest may also be required under company law for members of those Colleges conducted as companies. See also SO 29&30.
- (5) The rules on financial interest are waived in the case of any consideration by the Board of the need for insurance against liabilities arising out of their office.
- (6) The Instrument also specifies that no member may take or hold any interest in any College property or receive any remuneration for his or her services, other than as a member of staff, without the written approval of the Secretary of State for Innovation, Universities and Skills.

STANDING ORDER 22: RECONSIDERATION OF RESOLUTIONS

22. (1) No resolution shall be rescinded or varied unless its reconsideration appears on the agenda for a meeting. A resolution, which in this context means any formal decision by the Board cannot therefore be overturned or varied as part of discussions of matters arising from the previous minutes.

STANDING ORDER 23: VOTING

23. (1) Except where a requisition is made under the next paragraph voting shall be by show of hands (but see SO 19).
- (2) If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded.
- (3) The specified number of members is one fifth of the members entitled to vote at the meeting.
- (4) The Instrument of Government establishes that every question to be decided at a meeting should be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Postal votes or proxy votes on behalf of absent members are not permitted; unavoidably absent members may with prior agreement from the Board Chair or Committee concerned participate in a meeting electronically providing that simultaneous visual and audio communication is possible. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Board in committing expenditure, making a contract or incurring debt or liability.
- (5) Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair would normally simply ask for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts).
- (7) An individual member request for vote on an issue must be agreed by the Board. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Board to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes.

STANDING ORDER 24: SCHEDULE OF MEETINGS

24. (1) The Clerk shall prepare an annual schedule of meetings that meets the needs of the Board and is based on the strategic planning cycle.
- (2) The schedule shall also accord with the requirements of the Board to publish and make returns to such government or other agencies as required.

STANDING ORDER 25: MINUTES

25. (1) The Clerk shall take and be responsible for the accurate recording of the minutes.
- (2) The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.
- (3) The minutes shall provide a brief resume of discussions, clearly show decisions made, nominate responsibilities and indicate relevant dates.
- (4) Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.
- (5) Members are not empowered to take a decision which is not minuted at a properly constituted meeting.

STANDING ORDER 26: CONFIDENTIALITY OF BOARD PAPERS

26. (1) All agendas, reports and other documents and all proceedings of the Board, committees or sub-committees and working parties shall become public following a meeting unless a decision is taken at a meeting to classify an item as being confidential. Copies of all papers not classified as confidential are available for public inspection from the College LRCs and the Clerk's office during normal working hours. (see SO 36)
- (2) The following reasons only shall be used in order to determine whether a matter is confidential:
 - a. personal information relating to an individual;
 - b. information provided in confidence by a third party who has not authorised its disclosure;
 - c. financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
 - d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
 - e. information relating to the financial position of the College where the Board is satisfied in good faith that disclosure might harm the College or its competitive position;
 - f. legal advice received from or instructions given to the College legal advisors;
 - g. information planned for publication in advance of that publication;
 - h. information not otherwise covered above, but considered to be commercially sensitive.

- i. information relating to the terms and condition, salaries or any such matter whatsoever concerning senior postholders' contracts of employment.
- (3) Any decision to classify a matter as confidential must be by means of a vote.
- (4) Each body of the Board shall undertake an annual review of the confidential minutes, at the first meeting of the academic year, and decide whether to release each confidential minute for the public record; in the event of declassification then the minute shall be published on the Barnet & Southgate College website.

PART 6: DELEGATED AUTHORITY

STANDING ORDER 27: EMERGENCY ACTION TAKEN BY THE CHAIR

27. (1) Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Board procedures, he may, following consultation with the Chair and Vice-Chair of the Committee within whose terms of reference the matter falls (if practicable) authorise such action. Chairs and Vice-Chairs of the Committee may authorise such action for issues that fall under their delegated terms of reference after consultation (if practicable) with the Board Chair.
- (2) Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Board.

STANDING ORDER 28: COMMITTEES AND SUB-COMMITTEES

28. The Board has delegated certain functions and powers to the permanently established committees; these are specified in each individual Committee Terms of Reference and shall remain extant until revoked or varied by the Board. The Board may delegate certain powers and functions to temporarily established committees or sub-committees or working parties; these shall be detailed in the establishing paper together with the period of validity. (See also SO4)

PART 7: DECLARATIONS OF INTERESTS

STANDING ORDER 29: INTERESTS OF MEMBERS IN CONTRACTS AND OTHER MATTERS

29. (1) A member who has made an annual general declaration of an interest shall nevertheless orally remind any meeting of that interest should a matter affecting be raised. Any such reminder shall be recorded in the minutes of the meeting. (S9 Code of Conduct refers)
- (2) A member who has declared an interest in a contract, grant, proposed contract or other matter, whether by giving a general notice or by making an oral declaration at a meeting, shall withdraw from the meeting while the matter is under consideration and voted upon.
- a. However, in the case of a conflict of duty or a conflict of loyalty (but not a conflict situation where a member may receive a direct or indirect benefit) the member, subject to a majority vote of the members not subject to such a conflicting interest, may be expressly invited to remain only to provide information by answering questions in relation to the matter at hand. Such dispensation shall be recorded in the minutes.
 - b. The member shall not be counted in the quorum for that part of the meeting.
 - c. The member shall not take part in the decision-making process, consideration of the matter at hand and discussions relating to it and shall withdraw from the meeting during the decision-making process, consideration of the matter at hand and discussions relating to it. The member shall not vote on the matter at hand. In the case of all other activities, the member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.
- (3) Any person, other than a member of the Board, enabled to speak at meetings shall make the same disclosures of interests, and shall withdraw from the room in which the meeting is being held on the same occasions, as they would have to do if they were a member.

STANDING ORDER 30: INTERESTS OF OFFICERS IN CONTRACTS AND OTHER MATTERS

30. (1) If it comes to the knowledge of any officer of the College that they have a disclosable pecuniary interest in any contract which has been, or is proposed to be, entered into by the College, or in some other matter which is to be considered by the Board and is not the contract of employment (if any) under which they serve the Board/College, they shall as soon as practicable give notice in writing to both the Principal and the Clerk.
- (2) For the purposes of this Standing Order, a disclosable pecuniary interest is an interest that, if the officer were a member of the Board, and if the contract or other matter were to be considered at a meeting of the Board at which they were present it would be declared.
- (3) The Clerk shall record particulars of any notice of a members pecuniary interest which shall, during the ordinary office hours of the College, be open for inspection by any member of the Board.
- (4) Where an officer submits a report to a meeting on a matter in which they have declared an interest, under (1) above, they shall state that such declaration has been made, and give brief details, in a separate paragraph at the commencement of the report.

- (5) Where any officer orally advises on a contract, grant, proposed contract or other matter and has declared a pecuniary interest in that matter, under paragraph (1), they shall remind the meeting orally of that interest.

PART 8: MISCELLANEOUS

STANDING ORDER 31: BOARD SEAL

31. (1) The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be authorised in advance by a resolution of the Board and authenticated by the signature of the Board Chair or in his absence, the Vice-Chair. The Principal or the Clerk shall witness the signature at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be provided for this purpose and initialled by the Board Chair, the Principal or the Clerk. Where the Board so directs, or where it is so required by statute, or in any other special circumstances at the discretion of the Board Chair, the Clerk shall also be present at the sealing of the specified documents, in which event the sealing shall also be attested by him. If an urgent need for sealing arises then the Chair or in his absence the Vice-Chair shall authorise (under "urgent action") the affixing. That action shall be ratified at the next Board meeting.
- (2) The corporate seal shall not be affixed to any documents unless the sealing has been authorised by a resolution of the Board.
- (3) The corporate seal of the Board shall be kept in the custody of the Clerk.

STANDING ORDER 32: INDEPENDENT PROFESSIONAL ADVICE

32. (1) Members and the Clerk may seek direct advice from the Board or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member or the clerk and not include personal interests in regard to the Board. If the Clerk seeks such advice he shall replace the Chair for himself in respect of all requirements of this order.
- (2) Any member seeking advice shall, first ask the Clerk whether such advice has been taken; if the need remains then he shall then give prior written notice to the Clerk. Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.
- (3) The Clerk shall copy the notice to the Chair and the Principal.
- (4) The Chair may authorise payment after consultation with the Principal within 10 working days of receipt of the notice.
- (5) The Clerk will inform the Member of the decision; if negative a short explanation shall be provided.
- (6) Such advice when received shall be made available to the Board.
- (7) Fees associated with this advice shall be limited in advance by the Board.

STANDING ORDER 33: EXPENSES

33. (1) Members may only claim expenses for travelling and subsistence at the rates determined under the College Financial Regulations.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.
- (3) Members are not permitted to claim allowances which remunerate them for their services as members.

- (4) All requests for expenses are to be submitted to the Director of Finance.

STANDING ORDER 34: SMOKING

34. The College Smoking Policy generally applies.

STANDING ORDER 35: STATEMENTS MADE ON BEHALF OF THE BOARD TO THE MEDIA

35. Statements to the media shall, emergencies excepted, be cleared in advance with the Chair and Principal.

STANDING ORDER 36: ACCESS TO COLLEGE INFORMATION

36. (1) Information regarding College activities is generally available to the public by request; documents listed below are available by contacting the Clerk, some will be posted on the College website. If practicable these will be free but the enquirer shall be informed that a charge may be made (para (3)). The following documents may be obtained by contacting the Clerk:
- a. agendas, papers and minutes of all meetings;
 - b. annual reports and financial statements;
 - c. inspection report;
 - d. college charter;
 - e. course provision;
 - f. register of interests;
 - g. Board terms of reference;
 - h. Board code of conduct;
 - i. instrument and articles of government.
- (2) Confidential information will be withheld and the reasons provided. (see SO 26)
- (3) The information should be available normally within 15 working days. If research and collation takes in excess of 3 hours working time then an appropriate charge will be levied.

PART 9: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 36: AMENDMENTS TO STANDING ORDERS

- *37. (1) These Standing Orders may only be amended by a vote taken at a meeting of the full Board. The specified number of votes required to enact any amendment shall be a vote in favour of 70% of all Board Members serving at the time of the vote.

PART 10: SCHEDULE OF ANNEXES

Identifier – Annex	Title	Authorised
A	Board Register	
B	Board Conflict Resolution Policy	
C	Board Complaints Policy	
D	College Whistleblowing Policy	
E	Code of Conduct for the Board	
F	Audit Committee Terms of Reference	
G	Search Committee Terms of Reference	

**BARNET & SOUTHGATE COLLEGE
BOARD MEMBERSHIP
(As at ????)**

1. The Board comprises 12 members as detailed below.

Category	Name	Committee(s)	Membership expiry
Principal	David Byrne		
General	Mervin Archer		2017
General	Fiona Bulmer		2017
General	Sheila Dawson	Audit	2017
General	Graham Duncan		2017
General	Oliver Gray	Audit	2017
General	Terry Noys	Audit	2017
General	Ann Zinkin		2017
General	Vacancy		
General	Vacancy		
Staff	Noel Murphy		2015
Student	Vacancy		