STANDING ORDERS FOR THE CONDUCT OF BUSINESS OF THE CORPORATION AND ITS SUB-COMMITTEES
October 2025

1 Introduction

1.1 This document is to be read in conjunction with the Instrument and Articles of Government, the latest version of which came into effect May 2025. In the event of any contradiction or conflict between this document and the Instrument and Articles, the Instrument and Articles shall prevail.

1.2 It is the responsibility of the Clerk to the Corporation to interpret the Instrument and Articles of Government and the Standing Orders and to advise the Corporation if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the regulations.

1.3 In addition to the documents referred to above, the Clerk will have regard to custom and practice as far as it relates to the work of the Corporation.

2 Corporation Membership

2.1 Membership of the Corporation is set at 20 members:

Category of Member	Number
External	14-15
Staff	2 – 3
Principal	1
Student	2
Total membership	20

2.2 In addition to the Members of the Corporation, the Corporation allows for the co-option of individuals onto certain of its sub-committees, referred to as co-opted committee members. Such individuals are not co-opted members of the Corporation and therefore do not have voting rights at sub- committee meetings. However, co-opted committee members have a valuable contribution to make to the work of the sub-committees and the Corporation. When an appropriate vacancy arises on the Corporation co-opted committee members may be invited to apply.

2.3 The number of co-opted committee members is not fixed and the Corporation, through the Governance and People Committee, review the number and skill base of the co-opted committee members.

2.4 The Corporation reserves the right to increase the maximum number of Governors on a short-term basis in order to facilitate handover in the anticipation of a known forthcoming vacancy.

3 Appointment of Corporation and Co-opted Committee Members

3.1 The procedure for the appointment of Corporation and committee members, including student and staff governors is contained in the 'Procedure for the Appointment of Corporation Members' agreed by the Corporation.

4 Eligibility to serve on the Corporation and its Committees

4.1 In order to be eligible to serve on the Corporation Members must meet the criteria as laid down in the Instrument of Government Section 7 paragraphs (1) to (11). The eligibility criteria relate to:

- Minimum age restrictions for Corporation members
- Restrictions on the categories of Corporation membership to which staff and students can be appointed
- Ineligibility of the Clerk to the Corporation to be a Corporation Member
- Disqualification of a member if s/he is adjudged bankrupt or makes a composition with her/his creditors
- Disqualification in specified circumstances for individuals who have been convicted of an offence.

4.2 Individuals will be required to sign a declaration of their eligibility to serve as a Corporation or Committee member when first appointed, and each year thereafter.

4.3 Should circumstances cause a Corporation or Committee member to cease to be eligible to serve, they should send their resignation to the Clerk immediately in writing.

5 Terms of Office of the Corporation

Corporation Members

5.1 With the exception of the Principal, Staff and Student Member(s), Corporation members initially serve for a period of one year; their term is extended by a further three years on recommendation of the Governance and People Committee. Members may be reappointed for one further term of four years at the invitation of the Corporation. In exceptional circumstances, a Member may serve a longer term of eight years if this is deemed by the Corporation to be in the interests of the College. This includes, but is not limited to, the appointment of a Member to a new and more senior role, for example as Chair, which may take the term of office to more than a total of eight years (see 5.6).

5.2 The Principal, if he or she chooses to become a Corporation member, serves for the duration of their employment as Principal of the College.

5.3 The Student Member(s) serve for 12-15 months until their successor is appointed, or until they cease to be a student at the College if this is sooner. The same student may be nominated and appointed for a second term of office on recommendation of the Governance and People Committee.

5.4 Staff Members serve for a period of four years. Members may be reappointed for one further term of four years at the invitation of the Corporation.

5.5 A member may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

Chair and Vice Chair of the Corporation

5.6 The Chair of the Corporation serves as Chair for a period of four years, with the option of one renewal, subject to agreement of the Corporation. In exceptional circumstances, the Chair may serve a longer term if deemed by the Corporation to be in the interests of the College. If either the Chair or the Corporation do not take up the option of a renewal, a year's notice by either party will normally be given.

5.7 When a new Corporation Chair is to be appointed, the Vice Chair will normally chair that part of the meeting relating to the appointment and invite nominations for the post of Chair. If the Vice Chair is a candidate for the position of Chair, the Clerk will act as Chair and invite the nominations.

5.8 The Vice Chair of the Corporation serves for a period of four years, or until the end of their term of office whichever is the sooner, with the option of one renewal, subject to agreement of the Corporation. In exceptional circumstances, the Vice Chair may serve a longer term if deemed by the Corporation to be in the interests of the College.

5.9 The positions of Chair and Vice Chair would normally be filled by someone who has previously served as a Corporation Member. In exceptional circumstances, the Chair may be appointed directly to the post without prior experience, with the agreement of the Corporation.

5.10 The Principal, staff and student governors are ineligible for appointment as Chair or Vice Chair, but do participate in the appointment process.

5.11 Corporation may elect to have two Vice Chairs at their discretion.

5.12 Nominations or self-nominations will be sought for the position of Chair and Vice Chair approximately six months before a known vacancy to enable a smooth handover. If there is more than one nomination an online election will be held. The Clerk will act as the returning officer and all votes will be kept confidential. The outcome of the election will be endorsed at the subsequent Corporation meeting.

Committee Chairs and Members

5.13 The Corporation will appoint a Chair for each sub-committee who will be appointed or re-appointed by Corporation on the recommendation of the Governance and People Committee on an annual basis. A member who wishes to resign from the position of Chair of a committee may do so by writing to the Clerk to the Corporation. In the absence of the appointed committee Chair, Corporation members of a committee will elect one of the External Corporation members present to act as Chair for the meeting.

5.14 Membership of Corporation committees is reviewed annually by the Corporation.

6 Attendance at Meetings of the Corporation and its Committees

6.1 Members have been appointed to serve on the Corporation in the expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.

6.2 Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum.

6.3 The Clerk will maintain a register of attendance at meetings for future reference by members and other interested parties, and will be reported annually to the Governance and People Committee. Attendance of Members at Corporation and Audit and Risk Committee meetings will be included in the College's Financial Statements.

6.4 The Instrument of Government allows the Corporation to consider removing a member from office if he/she has been absent from meetings of the Corporation and relevant Committees for a period longer than six consecutive months without the permission of the Corporation. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to an individual from their duties as a member of the Corporation.

6.5 In addition to Corporation members and the Clerk, College Senior Postholders will normally attend full Corporation meetings and relevant Committee meetings.

6.6 Other College staff members invited by the Corporation and others invited by the Corporation may attend Corporation and Committee meetings.

6.7 It is the College's stated policy to conduct its business with openness and in order to achieve this, the Corporation and its Committees make their proceedings publicly available. The terms of reference of all Corporation Committees and the Minutes of all Corporation and Committee meetings are available to the public on the College website. Certain papers and Minutes remain confidential due to the nature of the business under consideration.

7 Quorum

7.1 Meetings of the Corporation require 40% of those in post to be present or able to communicate simultaneously with those members present by electronic medium, to constitute a Quorum (Instrument of Government paragraphs 13 (1) (2) (3)).

7.2 If fewer than 40% of members attend, the meeting shall not be held. If during the course of a meeting of the Corporation the number of members present falls below 40% of members in post, the meeting will be terminated immediately.

7.3 If for lack of a Quorum the meeting cannot be held, or cannot continue, the Chair shall, if he/she thinks fit determine that a special meeting be held at the earliest convenient date/time.

7.4 The quorum required for each of the sub-committees is detailed in the terms of reference for the sub-committees.

7.5 The Clerk to the Corporation is responsible for checking the quorum of meetings and advising the Corporation accordingly.

8 Proceedings of Corporation and Committee Meetings

8.1 Every matter to be decided at a meeting of the Corporation or one of the Committees shall be determined by a majority of the votes of the members present and eligible to vote. It is often the case, however, that the members present and eligible are clearly unanimous and thus it is not necessary to conduct a vote.

8.2 Where there is an equal division of votes the Chair shall have a second or casting vote.

8.3 A member may not vote by proxy or by postal vote, subject to the provisions of Clause 8.5.

8.4 The normal way of voting will be by a show of hands. Should an individual member of the Corporation or any of its committees request a vote on a particular issue, this must be agreed. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.

8.5 A resolution in writing agreed by such number of Members as required if it had been proposed at a meeting of the Corporation or of a Committee of the Corporation 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.

8.6 No resolution (decision) of the Corporation or its committees 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.

8.7 Staff governors and, where applicable, the Principal are obliged to withdraw from any part of a meeting of the Corporation or its committees which is discussing:

- their own individual remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement
- the appointment of their successor
- if so required by a resolution of the other governors present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

8.8 The Student Governor must withdraw from a meeting discussing his or her own conduct, suspension or expulsion.

When the Corporation, or one of its Committees, is discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any individual member of staff (or prospective staff), the student governor shall:

- take no part in the consideration or discussion of the matter and not vote on the matter, and
- if required to do so by a majority of governors (other than the student governor) present at the meeting, withdraw from that part of the meeting.

8.9 There may be occasions in meetings when a Corporation or committee member should declare an interest, which may be financial or otherwise. A member who has:

- any financial interest in the supply of work or goods to or for the purposes of the College,
- any contract or proposed contract concerning the College, or
- any other matter relating to the College

must declare his or her interest, not take part in the discussion, not form part of the Quorum and not vote.

8.10 Members should also declare an interest in, and abstain from, any part at meetings where their spouse/partner or any close family member has a financial or other interest in the matter to be discussed. The full circumstances in which members of the Corporation and its committees should declare an interest is shown in the Register of Interests declaration form, which members complete on appointment, and annually thereafter.

8.11 All declared disclosures of interest will be minuted by the Clerk to the Corporation.

9 Circulation of Agenda and Minutes

9.1 The Clerk to the Corporation shall circulate agenda and papers for meetings of the Corporation and its sub-committees at least seven calendar days in advance of the meeting.

9.2 Individual Corporation members may ask the Clerk for an item to be included on a Corporation or committee agenda, although it is not normal practice to invite governors to put items forward. Such a request must be made in writing at least three weeks before the meeting is due to be held. The Clerk will inform the Chair and Principal of any items proposed by members before the agenda is finalised.

9.3 Following each meeting the Clerk to the Corporation shall agree draft minutes with the Chair of the Corporation (for Corporation meetings) and with the Chair of each committee (for committee meetings). Corporation minutes shall be circulated to all Corporation and committee members no later than 15 working days after the meeting. Committee minutes shall be circulated to members of the Committee no later than 15 working days after the meeting. Minutes of Committee meetings are circulated to all Corporation members with the agenda and papers for the next Corporation meeting.

9.4 With the exception of excluded items (see paragraph 10 below) the following items will be made available on the College website:

- the confirmed minutes of meetings of the Corporation and its Committees.

In addition, and with the exception of excluded items (see paragraph 10 below) the following items will be available on request from the Clerk to the Corporation of Cambridge Regional College within seven days of request:

- the draft minutes of meetings of the Corporation and its Committees once they have been approved by the Chair of the meeting in question
- any reports, documents and other papers considered at a meeting of the Corporation or its Committees.

9.5 Copies of confirmed minutes of every meeting of the Corporation and its Committees (excluding confidential minutes) will be placed on the College website and will remain on the website for a minimum period of 12 months. Minutes of Corporation and its committees are agreed at the following Corporation or Committee meeting.

All minutes of Corporation meetings and its committees will be retained indefinitely. All other papers will be retained for seven years.

10 Confidentiality

10.1 Members have the right to decide that particular proceedings in a meeting remain confidential. The criteria for confidentiality are:

- a matter concerning a named person employed at or proposed to be employed at the College, which may require the withdrawal of Student or Staff members
- a matter concerning a named student at, or candidate for admission to, the College, which require the withdrawal of Student members
- information provided in confidence by a third party who has not authorized its disclosure;
- reports and minutes of the Remuneration Committee;
- financial or other commercially sensitive information relating to procurement decisions, contracts or land disposals/acquisitions;
- information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
- information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
- legal advice received from or instructions given to the College legal advisors;
- information planned for publication in advance of that publication; and/or
- information not otherwise covered above, but, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

10.2 When matters discussed are confidential, separate confidential minutes shall be taken. Every member present or subsequently receiving the confidential minutes shall be bound by any decision on confidentiality. Any breach of confidentiality which comes to the notice of the Clerk should be reported to the Corporation.

10.3 Confidential minutes and papers will be held in a confidential file in a secure place. Their sensitivity will be reviewed by the Governance and People Committee, annually in the Autumn Term and recommendations made to Corporation for approval. They will determine whether confidentiality is maintained or not and ensure that information is released into the public domain when the criteria for confidentiality are no longer met.

10.4 The address of the office of the Clerk to the Corporation is as follows:

The Clerk to the Corporation
Cambridge Regional College
Room B123a

Kings Hedges Road
Cambridge CB4 2QT

11 Division of Responsibilities between the Corporation and the Principal

11.1 The Articles of Government specify the roles and responsibilities of the Corporation and the Principal.

The Corporation

11.2 Provision is made in the Articles of Government for the delegation of functions by the Corporation to the Committees, the Chair of the Corporation or the Principal with exception of the following six responsibilities of the Corporation which cannot be delegated:

- the determination of the educational character and mission of the College;
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the College and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Principal or other holder of a senior post;
- the appointment or dismissal of the Clerk to the Corporation, and;
- the modifying or revoking of the Articles of Government

The Principal

11.3 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the College, and shall be responsible:

- for making proposals to the Corporation about the educational character and mission of the College, and for implementing the decisions of the Corporation;
- for the organisation, direction and management of the College and leadership of the staff;
- for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service, of staff other than the holders of senior posts;
- for the determination of the institution's academic activities, and for the determination of its other activities;
- for preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and for the management of budget and resources, within the estimates approved by the Corporation; and
- for the maintenance of student discipline and, within the rules and procedures provided for within the Articles of Government, for the suspension or expulsion of students on disciplinary grounds and for the implementing decisions to expel students for academic reasons.

12 Action taken by the Chair of the Corporation

12.1 Between meetings of the Corporation the Chair may only exercise on behalf of the Corporation such functions as have been specifically delegated to him/her by the Corporation. He/she should report back on actions taken to the Corporation.

12.2 Any other decision which the Chair feels he or she needs to take quickly, without being able to obtain the prior authority of the Corporation, must be ratified at a subsequent meeting of the Corporation. Such decisions must not be contrary to the Articles of Government or other regulations. The Chair should aim to avoid this situation arising.

12.3 Requests for action by the Chair will only be made through the Clerk to the Corporation. Requests should normally be made in writing or email although if an issue requires immediate attention it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.

12.4 Should the Chair be unavailable to take action on behalf of the Corporation as described in Paragraphs 12.1, 12.2 and 12.3 the Vice Chair may take action in the Chair's place.

13 Statements made on behalf of the Corporation

13.1 Unless otherwise agreed by the Corporation, statements on behalf of the Corporation will only be made by the Chair, the Principal or the Clerk.

13.2 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.

14 Governors' Code of Conduct

14.1 The Instrument of Government includes the following statement (as paragraph 12 (5)):
Every member of the Corporation shall act in the best interests of the college and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

14.2 In order to undertake these responsibilities, Governors agree to the following:

- complete a register of interests form declaring any interest, financial or other, which might influence their judgment. The register is open to public inspection in the Clerk's office and a summary is put on the College website.
- abide by the Seven Principles of Public Life (the Nolan principles)
- pay due consideration to the six main duties of a trustee under charity law

14.3 All Governors also agreed to adhere to a Governors' Code of conduct as follows:

- Support the aims and objectives of the College and promote the interests of the College and its students in the wider community.
- Work co-operatively with other Governors in the best interests of the College.
- Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the governing body prevails, it must be supported.
- Base his or her view about matters before the governing body on an honest assessment of the available facts, unbiased by partisan or representative views.

- Acknowledge that as an individual Governor, he or she has no legal authority outside the meetings of the Corporation and its Committees.

- Understand that an individual Governor does not have the right, other than through the Chair and with Corporation agreement, to make statements or express opinions on behalf of the Governors.

- Resist any temptation or outside pressure to use the position of Governor to benefit himself or herself or other individuals or agencies.

- Declare openly and immediately any personal conflict of interest, including any potential conflict of interest, arising from a matter before the Governors or from any other aspect of governorship.

- Respect the confidentiality of those items of business that the governing body decides from time to time must remain confidential.

- Take or seek opportunities to enhance his or her effectiveness as a Governor through participation in training and development programmes and by increasing his or her own knowledge of the College.

- Give priority, as far as is practicable, to attendance at meetings of the Corporation and its Committees.

- Have regard to his or her broader responsibilities as a Governor of a public institution, including the need to promote public accountability for the actions and performance of the Corporation.

15 Application of the Seal of the Corporation

15.1 The application of the Seal of the Corporation shall be authenticated by the signature of the Chair (or in his/her absence the Vice Chair, or in his/her absence another member of the Corporation excluding the Principal, staff governors and student governors) together with that of any other member of the Corporation, when the document to be sealed requires the approval of the Corporation.

15.2 When the document to be sealed does not require the approval of the Corporation then the second signatory may be a Senior Postholder of the College (as so designated by the Corporation) in keeping with the College's Financial Regulations.

16 Expenses payable to Members of the Corporation and its sub-committees

16.1 Travel and subsistence expenses incurred in the performance of governor duties will be reimbursed in accordance with college policy.

17 Amendments to the Standing Orders

17.1 It is the responsibility of the Clerk to keep the provisions of this document under constant review and suggest improvements/amendments to the Corporation for their consideration.

17.2 Any amendments to this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.