

The Henley College Corporation

Standing Orders

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STANDING ORDERS OF THE HENLEY COLLEGE CORPORATION

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**STANDING ORDERS RELATING TO THE BUSINESS AND PROCEEDINGS OF THE CORPORATION
(to be read in conjunction with the Instrument and Articles of Government)**

References in the Standing Orders to an Instrument or Article refer to the Instrument and Articles of Government 2007, which came into effect on 1 January 2008 and the subsequent modification orders, the latest of which, came into effect in March 2016. In the event of any conflict between the Instrument and Articles and these Standing Orders, the provisions of the Instrument and Articles are to be followed.

A. THE CORPORATION

1. Meetings

- 1.1 Unless otherwise provided, the date, time and place of meetings shall be determined by the Chair.
- 1.2 A calendar of meetings for the Corporation and its committees, including the annual "Away Day", Self Assessment Report review meeting and any training meetings, shall be considered and approved by the Corporation, at its last meeting of the spring term.
- 1.3 The Corporation shall meet at least once in every term, on the basis that the College operates a 3 term year and shall hold such other meetings as may be necessary.
- 1.4 All meetings shall be summoned by the Director of Governance, who shall send to the Corporation members written notice of the meeting and a copy of the agenda and supporting papers at least seven clear days in advance of the meeting, save where urgency or late availability of papers make this impossible.
- 1.5 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. Where the Chair or, in his/her absence, the 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 proposed agenda are given within such period, being less than seven days, as he/she specifies.
- 1.6 "Meeting" includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this Instrument, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is.
- 1.7 Members of the Corporation attend in a personal capacity and shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 1.8 Subject to ratification, the Chair can deal with urgent matters on behalf of the Corporation. This authority is delegated, on the same basis, to Committee Chairs, but is further subject to Committee terms of reference.

2. Quorum

- 2.1 Meetings of the Corporation shall be quorate if 40% or more of its appointed members is present.
- 2.2 If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.
- 2.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair may at his/her discretion invite any other member of the corporation to act as a stand-in member of a committee provided they have received papers in sufficient time to prepare for that meeting. This would, however, exclude anyone from the Audit or Finance & Resources Committees voting at each other's meetings.

3. Order of business

- 3.1 Business shall be taken in the order it appears on the agenda for the meeting, except that the order may be varied by the decision of the members present at the meeting. The agenda for each meeting will be determined by the Chair after consideration with the Director of Governance and Principal.
- 3.2 Members of the Corporation wishing to include agenda items shall inform the Director of Governance in writing at least fourteen days prior to the meeting. Each committee may recommend to the Chair and Director of Governance, which items of business should be included in the Corporation agenda and whether:
- (i) that item is for information or approval
 - (ii) is a "key item" or more routine
 - (iii) a hard copy of the supporting document should be provided to members
 - (iv) members should be required to read the whole of the supporting document or extracts only.
- 3.3 The order of business for a normal meeting will be:

Part 1

Apologies for absence

Appointment of Chair (if necessary)

Declaration of Interests

Approval of Minutes

Matters arising

Principal's report

Students' report

Key items for approval, recommendation, information, or discussion

Reports from Committees (to include other items for approval, recommendation, information, or discussion)

Dates and times of meetings for the academic year – spring term

Any other business

Date and time of next meeting

Part 2

Confidential items

- 3.4 Papers tabled at meetings must have the approval of the Chair and relate to specific agenda items.
- 3.5 Matters of urgent business can be added to the agenda under Any Other Business with the agreement of the Chair and the Director of Governance.
- 3.6 Papers prepared for meetings of the Corporation and/or its committees must comply with the document standards approved from time to time by the Corporation unless there is a good reason to depart from those standards e.g. a requirement of a funding body. For all documents, whether provided in hard copy or not, the author of the paper or the member of the Senior Leadership Team presenting the paper shall produce an executive summary of the key issues to be determined or considered.

4. Minutes

- 4.1 At every normal meeting of the Corporation the minutes of the last meeting shall be taken in the order shown in 3.3, except in cases where the members present decide otherwise by agreement with the Chair. If the minutes are agreed to be accurate, they shall be signed as a true record.
- 4.2 If a member of Corporation is required to leave the meeting for a particular agenda item, then the minutes of that part of the meeting shall be made available in such a way that such member cannot see those particular minutes.
- 4.3 Where the next meeting of the Corporation is an extraordinary or special meeting, the next following

meeting shall be treated as a suitable meeting for the purposes of signing minutes.

5. Minutes of Committees

At every meeting of the Corporation, other than a special meeting, there shall be a verbal/written report from the Chairs of the Committees which have met since the previous Corporation meeting on key issues considered by those committees. If appropriate the minutes of committee meetings will be posted on the College's website (Governors' area) when approved by the committee chair and so will be available to all members.

6. Appointment of Chair and Vice-Chair(s)

6.1 Members of the Corporation shall appoint a Chair and Vice Chair(s) from among their number. If however there are no expressions of interest for the role of the Chair, selection and appointment can be made through an external recruitment process.

6.2 The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice Chair(s).

6.3 The Chair and Vice Chair(s) shall hold office for such period as the Corporation may determine. Currently this is a four year period, with a maximum of two terms of office.

6.4 If both the Chair and Vice Chair(s) are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.

6.5 The Chair and Vice Chair(s) may at any time by notice in writing to the Director of Governance resign their respective offices.

6.6 At the Corporation meeting preceding the expiry of the term of office of the Chair or the Vice Chair(s), or following the resignation of the Chair or Vice Chair(s), the members shall appoint a new Chair or Vice Chair(s), as the case may be, from among their number whose term of office as Chair or Vice Chair(s) will commence immediately on the expiry of the term of office of the previous Chair or Vice Chair(s).

6.7 Any Chair and Vice Chair(s) whose first term of office is to expire shall be eligible for reappointment.

7. Proceedings of Meetings and Voting

7.1 If a consensus is not reached, every question to be decided at a meeting of the Corporation shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

7.2 A member may only approve or vote on questions by being present at a meeting – but see provisions in paragraph section D below.

7.3 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.

7.4 Except as provided by Articles 3 and 12 (relating to grievances, suspension and disciplinary procedures) a member of the Corporation who is a member of the staff or a student of the institution shall withdraw:

7.4.1 from that part of any meeting of the Corporation at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;

7.4.2 from that part of any meeting of the Corporation at which the appointment of his successor is to be considered; and

7.4.3 if so required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his own are to be considered.

- 7.5 Subject to paragraph 7.4, a Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation.
- 7.6 Staff Governors and, when applicable, the Principal, are obliged to withdraw from any part of a meeting which is discussing:
- 7.6.1 their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (as distinct from staff matters relating to all members of staff or all members of staff in a particular class)
 - 7.6.2 the appointment of their successor
 - 7.6.3 at the 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.
- 7.7 A student member who is under the age of 18 shall not vote on any question concerning any proposal:
- 7.7.1 for the expenditure of money by the Corporation; or
 - 7.7.2 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).
- 7.8 A student member shall withdraw from any part of any meeting of the Corporation at which ~~his/her~~ a student's conduct, suspension or expulsion is to be considered including his or her own. A student member must also withdraw from any part of a meeting, if requested to do so by a majority of members present (other than student members), where there is consideration of staff matters relating to a member or prospective member of staff. Whether or not withdrawal is requested, a student member may not participate in the consideration or discussion of that matter and may not vote on any question with respect to it.
- 7.9 The Director of Governance shall be entitled to attend all meetings of the Corporation (including meetings of any committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the members of the Corporation shall appoint from their number a person to act as Director of Governance for the duration of such meeting or part of the meeting.

8. Approval on Appointment

- 8.1 Where at a meeting there is only one nomination for membership of the Corporation or for the position of Chair or Vice Chair a consensus should be reached on the appointment. If there is no clear consensus, a vote shall be taken and the appointment made if the nominee achieves 50% or more of the votes cast by members of the Corporation present.
- 8.2 Where there are two nominations for one membership position or for the position of Chair or Vice Chair a vote shall be taken and the nominee with the majority of the votes cast by members of the Corporation shall be appointed.
- 8.3 Where there are three or more nominations for any position as member, Chair or Vice Chair a vote shall be taken. If one nominee achieves 50% or more of the votes cast by members of the Corporation present, that nominee shall be appointed. If no nominee achieves a majority on the first vote, the nominee with the lowest number of votes shall be withdrawn from the election and a fresh vote taken. If necessary, this process will continue until there is a majority in favour of one nominee.

9. Disorderly Conduct

- 9.1 If any member, in the opinion of the Chair, disrupts a meeting by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move 'that the member named be not further heard' and the motion, if

seconded, shall be put and determined without discussion. The member shall not be further heard for the remainder of that meeting. It would be expected that a member subject to this ruling shall write a letter of apology to the Chair before the next meeting.

9.2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting. It would be expected that a member subject to removal from a meeting shall write a letter of apology to the Chair before the next meeting.

9.3 The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he/she considers appropriate.

10. Determination of Membership

10.1 The structure of the Corporation's membership has been determined in accordance with the Instrument of Government and is as follows:

Category	Number of Members
External/Independent	up to 12
Staff	at least 1 and up to 2
Student	at least 1 and up to 2
Parent	up to 2
Principal	1
Total	12 (min) – 19 (max)

10.2 Subject to 10.2.1, 10.2.2 and Appendix III Section 17 below, the Term of office of a Corporation member will be a maximum of four years and a member may serve a maximum of two consecutive terms. No-one who has served three consecutive terms as a Corporation member may be re-appointed to the Corporation within 2 years of his/her last term of office coming to an end.

10.2.1 Parent members will serve for a maximum of one term of two years. If they are willing to continue to serve for a longer period, they may be re-appointed as an Independent Member.

10.2.2 Student members will normally serve for a term of one year unless they are re-elected to the Student Union.

10.3 Independent members will be persons other than members of staff, students and the Principal who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions. Members will be chosen from those with business, community and other experience and the Corporation will endeavour to ensure that a balance of skills and interests is maintained.

10.4 A member may at any time resign his or her office by notice in writing to the Director of Governance.

10.5 The Corporation expects its members to attend at least 75% of scheduled meetings over the course of the academic year.

If at any time the Corporation is satisfied that any member:

10.5.1 has been absent from meetings of the Corporation or any of its Committees for a period longer than six consecutive months without the permission of the Corporation; or

10.5.2 is unable or unfit to discharge the functions of a member; or

10.5.3 becomes ineligible to serve as a Corporation member by reason of bankruptcy, criminal conviction or otherwise as provided in the Instrument and Articles of Government

the Corporation shall confirm in writing to the person concerned that his/her membership of the Corporation has been brought to an end on the date specified in the notice of termination and the office shall thereupon become vacant.

- 10.6 Any member who is a member by virtue of being a member of the staff (including the Principal) or a student of the College shall cease to be a member if he or she ceases to be a member of the staff or a member of the Student Union Executive of the College and thereupon the office shall become vacant.
- 10.7 A register of attendance and of membership is held by the Director of Governance.
- 10.8 A member will be required, on appointment, to complete a declaration of eligibility as defined in the Instrument Clause 7 and all members shall renew that declaration on an annual basis.
- 10.9 Procedures for the appointment of Corporation members are set out at Appendix III below.

11. Members not to be financially interested in the College

- 11.1 Except with the approval in writing of the Secretary of State, no member shall take or hold any interest in any property held or used for the purpose of the College, or receive any remuneration for his or her services as a member, provided that a member who is a member of the staff of the institution (including the Principal) may receive remuneration in that capacity.
- 11.2 A member who has a 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 shall disclose to the Corporation the nature and extent of his or her financial interest. A member will be required, on appointment, to complete a declaration of interests in accordance with the Instrument Clause 10 and to keep the Director of Governance advised of any changes that require to be made to such declaration throughout their period of office. A formal renewal of this declaration is to be made annually.

If such member is present at a meeting of the Corporation at which such supply, contract or other matter is to be considered, he/she shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in respect of any related resolution.

- 11.3 A register of members' interests, as defined above is open to inspection at the College Library or on request to the Director of Governance.
- 11.4 This Instrument Clause 10 shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to ensure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.
- 11.5 Where a member has declared an interest at a meeting, has left the meeting, and chosen to remain within easy reach, that member shall be recalled before any further business is begun.

12. Members' Expenses

- 12.1 Members, excluding the Principal, Staff and Student Members, will be entitled to seek re-imbursement of travel expenses for attending Corporation and Committee Meetings. Reimbursement of such expenses will be made subject to receipt of appropriate evidence if travel is by public transport, subject to the amount being claimed being at standard and not first class rates and if by private car at the rate then current for members of the staff of the College.
- 12.2 All members will be reimbursed for the cost of any external training courses attended together with any related expenditure for travel, calculated on the above basis, accommodation and subsistence, subject at all times to the prior agreement of the Chair or Vice Chair(s) of the Corporation as to the appropriateness of the training
- 12.3 Requests for re-imbursement of any other expenses will be considered by the Governance and Search Committee and if approved, will be agreed under its delegated authority.

13. Public Access to Meetings

13.1 An observer from the Educational Skills Funding Agency (ESFA) or other successor body to the Learning and Skills Council shall be entitled to attend meetings of the Corporation (including meetings of any committee of the Corporation), provided that no more than two such persons shall be so entitled under this paragraph.

14. Publication of Minutes and Papers

14.1 The general policy concerning publication of Minutes and Papers, as determined by the Corporation, is detailed in Appendix II hereto. In addition, and subject to paragraph 14.2, the Corporation shall ensure that a copy of:

14.1.1 the agenda for every meeting of the Corporation;

14.1.2 any report, document or other paper considered at any such meeting

shall, in each case as soon as possible, be made available on request to the Director of Governance.

14.2 There may be excluded from any item required to be made available in pursuance of paragraph 14.1, any material relating to:

14.2.1 a named person employed at or proposed to be employed at the College;

14.2.2 a named student at, or candidate for admission to, the College; and

14.2.3 any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

14.3 The minutes of Corporation meetings (without supporting papers) after 1 January 2008, save for confidential ("part 2") minutes shall be published on the College website as promptly as possible after agreement of the minutes by the Corporation Chair and shall remain on the website for a minimum period of 12 months.

15. Attendance at Meetings

Attendance of non-members at meetings of the Corporation and its committees, as determined by the Corporation, is as detailed in Appendix I hereto.

16. Corporation members with special roles

To assist in its duties, the Corporation shall appoint from amongst its number members who will take a particular interest in the following areas:
Safeguarding and Prevent; Risk Management; Careers and SEND

17. Corporation Seal

The application of the Corporation Seal will be authorised by the Chair of the Governing Body and Director of Governance or in the absence of either, the Vice Chair or an independent Governor.

18. Professional Advice

Governors have the right to seek advice from the College solicitors and accountants/auditors in relation to their governance responsibilities. The Director of Governance should be contacted in the first instance to indicate the nature of the advice. The Director of Governance has the right to seek legal advice on issues related to governance matters.

19. Liability and Indemnity Cover

The College will maintain liability and indemnity cover for Governors and committee members to a minimum level agreed from time to time.

B COMMITTEES OF THE CORPORATION

20. Establishment of Committees

In accordance with Article 4, the Corporation has the following committees:

Audit
Finance & Resources
Governance and Search
Remuneration
Quality and Standards

and will establish such other committees as may be required for any purpose or function, other than those assigned elsewhere in the Articles.

21. Membership and Terms of Appointment of Committees

- 21.1 The membership of these committees shall be as agreed by the Corporation and each committee's terms of reference shall specify the number of members of that committee.
- 21.2 No member may be appointed to a committee of the Corporation with a term of office that exceeds their agreed term with the Corporation.
- 21.3 If a member of the committee becomes 'ex officio' through election to the Chair of the Corporation then this will override any membership term previously agreed for the committee, and
- 21.4 Unless otherwise agreed by the Corporation the maximum period that any member may serve on a committee of the Corporation will be the lesser of the unexpired portion of their Corporation membership and eight years.

22. Attendance of Members at other Committee Meetings

- 22.1 All designated members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee.
- 22.2 Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee only at the express invitation of the Chair of the relevant committee.
- 22.3 Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the committee.
- 22.4 During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the committee.
- 22.5 Persons who are not members of the Corporation may attend Committee Meetings as determined by the Corporation and as detailed in Appendix I hereto.
- 22.6 Senior officers of the College, in addition to those specified in Appendix I, shall attend meetings of committees in accordance with their responsibilities and requirements, at the request of the Principal and as agreed by the Chair of the committee.

23. Election of Chair and Vice Chair

- 23.1 The Chair and Vice Chair of each committee of the Corporation shall be selected by the Governance & Search committee according to the skills required and advised to the Corporation. In exceptional circumstances, a Co-opted Member may be elected as Chair or Vice-Chair of a committee subject to approval by the Corporation.

23.2 Wherever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the next meeting of that committee. If the vacancy is anticipated, for example, due to the expiry of a term of office the committee shall if possible, elect its new chair at the meeting prior to the anticipated vacancy and the newly elected Chair shall take up that position immediately the vacancy occurs.

24. Meetings of Committees

24.1 The agenda for each meeting of a committee will be determined by the Chair of that committee after consideration with the Director of Governance and members of the Senior Leadership Team

24.2 The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time.

24.3 All meetings of the committees shall be serviced by the Director of Governance who shall, except in the case of special meetings, send a summons to each member of the committee at least seven days before the meetings.

24.4 The Corporation's provisions with regard to documents shall apply to committee meetings mutatis mutandis.

24.5 Committees may recommend to the Corporation Chair which items of business should be included in the Corporation agenda, whether such items should be regarded as "key items" or routine and which documents should be provided to the Corporation.

25. Quorum of Committees

25.1 The quorum of each committee shall be as determined by the Corporation and contained in the committee terms of reference.

25.2 If the number of members assembled for a meeting of a committee does not constitute a quorum the Chair shall determine in his/her discretion whether the meeting shall not be held or shall be held for information only. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, at the discretion of the Chair, the meeting shall be terminated immediately or shall be held for information only.

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

25.4 As an alternative to 22.3 above, the Chair of a committee may at his/her discretion invite any other member of the Corporation to attend a meeting instead of a permanent committee member in order to achieve a quorum, provide that the replacement member has received all the papers in time for them to adequately prepare for the meeting. Members of the Audit and Finance and Resources Committees may not act as temporary or permanent members of both committees.

26. Minutes of Committees

26.1 Minutes of meetings shall be prepared for approval by the Chair of any committee as promptly as possible following the meeting. Minutes are to be reviewed within 2 weeks after which time they will be taken as approved. They will be published as determined by the Corporation and as detailed in Appendix II hereto.

27. Co-opted Members of Committees

27.1 Committees, other than one considering the dismissal of a Senior Post Holder, may with the approval of the Corporation, co-opt member(s) who may not be member(s) of the Corporation for such period as the Corporation may determine.

27.2 A member of a committee who is not a member of the Corporation shall cease to be a member where he/she does not attend any meeting for six months unless that failure is for a reason previously approved by the committee.

C. AMENDMENTS TO THE INSTRUMENT AND ARTICLES OR STANDING ORDERS

28.1 Amendments to the Instrument and Articles of Government of The Henley College Corporation can be made by resolution at meetings of the Corporation with a vote of two thirds of members present being in favour of such resolution.

28.2 Amendments to the Standing Orders can be made at meetings of the Corporation with a vote of two thirds of members present being in favour of such amendment(s).

D. SPECIAL PROVISIONS FOR "REMOTE" MEETINGS/DECISIONS

29.1 Where a decision of the Corporation is required urgently but it is impractical to summon a meeting of the Corporation the Chair may direct that the issue may be decided by Corporation members "remotely", by exchange of e-mails or telephone calls.

29.2 A note of the issue to be decided, together with any supporting documents, shall be sent to members of the Corporation by post or e-mail by the Director of Governance, the Chair or (if it is more convenient) a member of the College's Senior Leadership Team. The note should state the date and time by which a response is sought.

29.3 Corporation members shall send a note of their decision or any questions or comments on the issue to the Director of Governance and/or the Chair and/or the relevant member of the Senior Leadership Team. The Director of Governance must be copied in on any such communications.

29.4 On the date by which the decision was sought, the Director of Governance shall count the number of responses received and make a note of the decision made, if any. The matter shall only be taken to have been decided by the Corporation if a majority of the members responding to the request have agreed and at least 40% of the full Corporation membership have responded.

29.5 The Director of Governance shall keep a record of the responses received and shall prepare a minute of the decision, including the date on which the request for a decision was made and the decision reached. The minute of the decision shall be brought before the next meeting of the Corporation for agreement.

29.6 Similar provisions shall apply to all committees mutatis mutandis (once the necessary changes have been made) where the committee chair considers there is a need to make urgent decisions without the need for a meeting,

APPENDIX I

POLICY REGARDING ATTENDANCE AT CORPORATION MEETINGS OF NON CORPORATION MEMBERS

The Corporation has determined that the following non Corporation members attend Corporation and Committee Meetings:

- 1. Corporation Meetings**
Vice Principal
Director of Finance/Finance & Resources Controller
Head of HR (title may change)
Assistant Principals – by invitation
- 2. Audit Committee**
Director of Finance/Finance & Resources Controller
Internal Audit service representatives
Financial Statements Auditor when the Annual Report and management letter is on the Agenda
Principal – by invitation
Health, Safety & Security Manager – by invitation
IT Manager – by invitation
- 3. Finance & Resources Committee**
Director of Finance/Finance & Resources Controller
Vice Principal
Head of HR (title may change)
Health, Safety & Security Manager – by invitation
- 4. Governance and Search Committee**
None
- 5. Remuneration Committee**
(The Principal attends this committee by invitation only)
Head of HR (title may change) – by invitation
- 6. Quality and Standards**
Vice Principal
Head of HR (title may change) - by invitation
Assistant Principals– by invitation

The Director of Governance attends all Corporation and committee meetings unless specifically excluded under the provisions of the Instrument and Articles.

Where student members are unable to attend a meeting, another member of the Student Union executive may be nominated to attend in their place, by automatic invitation of the Chair of the Committee, provided the Director of Governance has been notified of the change. The nominated representative will not be able to partake in any vote, nor will they count towards a quorum.

All other attendance to be by invitation of the Chair of the Corporation or Committees as appropriate.

The Meetings of the Corporation and its Committees will not be open to the general public, unless by invitation of the Chair of the Corporation. Minutes of meetings are to be published as set out in Appendix II below.

APPENDIX II

POLICY REGARDING THE PUBLICATION OF MINUTES OF CORPORATION MEETINGS

The Corporation has determined that once approved by the Chair of the relevant meeting Corporation and Committee Minutes will be published as follows:

1. Minutes, excluding confidential minutes, to be made available to:

All Corporation members including staff and students
All others in attendance at meetings
All recognised staff union(s) via Website
Any member of the public upon request to the Director of Governance

Corporation minutes (excluding confidential minutes), without supporting papers shall be posted on the College website and will remain there for at least 12 months in accordance with the Instrument and Articles of Government.

2. Confidential Minutes to be made available to the following Corporation members and College Officers unless they have been excluded from the meeting:

All Corporation members
Vice Principal
Director of Finance / Finance & Resources Controller
Head of HR (title may change)
Director of Governance
Minutes and supporting papers for confidential items will be made available to those listed via a separate Governors Confidential area within the website (Governors' area)

Minutes of Corporation Meetings will be published as soon as possible following approval by the Chair of the Meeting.

There shall be an annual review by the Director of Governance and Chair to determine whether any Corporation or committee minutes classified as confidential shall be made available for publication. In appropriate cases, the Chair or Director of Governance may refer these issues to the Governance and Search committee for determination. Factors to be considered in determining whether or not to waive confidentiality will include: whether an individual staff member or student could be identified; whether there are ongoing commercial reasons for maintaining confidentiality e.g. contract negotiations; whether there are or might be legal proceedings.

APPENDIX III

PROCEDURES FOR THE APPOINTMENT OF CORPORATION MEMBERS

In accordance with the Instrument and Articles of Government, the College's own Standing Orders and the Policy for Appointment, Re-appointment and Removal of Members of the Corporation Board, The Henley College should have the following categories and numbers of Corporation members:

External/Independent	up to 12
Staff	at least 1 and up to 2
Student	at least 1 and up to 2
Parent	up to 2
Principal	1
Total	12 (min) – 19 (max)

The procedure for appointment is determined by the category of membership. The Corporation determines its membership in the "external/independent" category but has limited powers in relation to the appointment of parent, staff or student members, provided the applicants are not ineligible. Normally, one of the external/independent members at any time will be the Headteacher of one of the College's partners schools. The Principal is an ex officio member of the Corporation, appointed by the Corporation.

The following are ineligible to serve as members of The Henley College Corporation:

- a) Anyone under 18, except as a student member;
- b) The Director of Governance;
- c) A member of staff, except as a staff member or the Principal;
- d) A person who is bankrupt;
- e) A person with certain criminal convictions.

Further details on the eligibility criteria are set out in the Instrument and Articles of Government.

In addition, the Corporation can decline to appoint applicants as external/independent, parent, staff or student members if it is satisfied the person has been removed from office as a member of any Corporation within the education sector in the previous ten years or the appointment would contravene the Corporation's rules on the number of consecutive terms of office a member may serve.

The Henley College Corporation is committed to equality and diversity and welcomes applicants, nominees and members who are able to contribute to the sound governance of the College. In appointing new members, the Corporation will seek to avoid any discrimination on grounds of race, sex, sexuality, religion or disability.

The Henley College Corporation requires its members, with the exception of student members, to have an enhanced Disclosure and Barring Service (DBS) check when appointed. If the outcome of that check causes the Director of Governance any concern, s/he shall raise the matter with the Corporation Chair and/or the Chair of the Governance and Search committee who will consider whether the member should be suspended from membership of the Corporation. Unless the member resigns, the next meeting of the Governance and Search Committee will review the Chair's decision and consider whether the member should be removed from the Corporation. The committee will advise the Corporation at its next meeting of its recommendations and the Corporation will decide, in a confidential section of the meeting, whether to terminate the membership of the individual concerned.

A. EXTERNAL/INDEPENDENT MEMBERS

1. On the instruction of the Governance and Search Committee, or as required to replenish the database of individuals interested in future Corporation membership, the Director of Governance may invite applications via advertisement in local press or by written invitation to suitable local businesses, local authorities and/or community groups. Current member(s) may also personally introduce potential candidates.

2. All applications for Corporation membership, however introduced, will be assessed impartially against criteria identified, and as amended from time to time, by the Governance and Search Committee. At the time that an appropriate vacancy occurs or where it is anticipated, the Director of Governance and the Chair of the Governance and Search Committee will carry out an initial assessment of any available applications.
3. If, as a result of the initial assessment, one or more applications suggest potentially suitable applicant(s) to fulfil the current requirements for Corporation membership, the Director of Governance will invite the applicant(s) for an informal discussion with the Chair of the Governance and Search Committee, Principal, Director of Governance and members of the committee who are available. The purpose of this meeting is for both the applicant to find out more about the College and what being a Corporation member involves, and for the Corporation to find out more about the applicant.
4. At the meeting, the applicant(s) will be advised of the Corporation's committee structure and the College management structure. They will be invited to discuss their relevant professional and personal experiences and their perception of how they would contribute to the sound governance of the College.
5. Assuming the applicant wishes to proceed, and the Chair, Principal and Director of Governance consider that the applicant is suitable for the Corporation membership vacancy, the applicant will be asked to complete an application form. The Director of Governance will then seek references.
6. The Governance and Search Committee will at its next meeting decide upon the advice to be given to the Corporation.
7. The report of the Governance and Search Committee will be included in the agenda of the next Corporation meeting where, if appropriate, its recommendation(s) will be considered. Applicants whose membership is being proposed by the Committee will be invited to attend this meeting in an observer capacity. S/he will withdraw from the meeting while the Corporation considers the application and will then be informed by the Corporation Chair if the application has been successful, in which case the applicant may re-join the meeting.
8. If Corporation approval is received, and references confirmed, then the Director of Governance will write to the applicant(s) requesting formal acceptance of Corporation membership and completion of the associated formalities.
9. Following written acceptance of the appointment, and satisfactory completion of the membership formalities, the new appointee(s) will be deemed a member of the Corporation and will undertake any required training.

B. OTHER CATEGORIES

The Principal:

10. The method of appointing the College Principal shall be a matter for the Chair of the Corporation to determine in consultation with the Vice-Chair(s) and other Corporation members. In so doing, the Chair shall have regard to the financial implications of employing professional assistance in the undertaking of such a task and any other expenses involved. The outgoing Principal shall have no part in the process, unless the Chair and Vice-Chair specifically invite his or her involvement. The Director of Governance shall be the point of contact for applicants.
11. The appointment of the Principal shall be confirmed by the Corporation and the Principal will become a member of the Corporation on taking up the appointment.

Staff members:

When the periods of office of staff Corporation members expire, the Director of Governance shall conduct elections for the purpose of filling such vacancy. At such times, the Director of Governance shall circulate information on the vacancy to all members of staff (both full-time and part-time), usually via the Staff

Newsletter, in either the academic staff or non-academic staff category, whichever applies, and invite nominations. All nominations made shall be in writing, be proposed and seconded and shall contain an indication from the person being nominated that he or she is willing for her or his name to go forward.

12. In the event of there being only one candidate, that person shall be deemed to have been elected unopposed. Otherwise, the Director of Governance shall arrange for an election to be held and will include instructions as to the method of voting with the ballot paper. The election will take place amongst staff in the relevant category (academic or non-academic) as appropriate.
13. Candidates shall be informed of the arrangements for the election and may, if they so choose have inserted on any ballot paper, a statement, not exceeding 100 words, in support of their candidature.
14. Appointments shall be confirmed by the Corporation.

Student members:

15. The student members of the Corporation will be the President and Vice President from time to time of the Student Union of the College. Unless the persons holding those positions, elected in accordance with the rules governing elections for the Student Union executive, are ineligible to be members of the Corporation they will be deemed to become members of the Corporation on taking office and the previous post holders will be deemed to have left the Corporation.

Parent members:

17. Parents will be contacted through the Welcome letter to ask for any expressions of interest and to self-nominate for the role of Parent Governor, at which time they will be informed as to how many vacancies exist.
18. If there are more candidates than there are vacancies available, then the process to be followed will be similar but not identical to the one for Independent governors. After an initial conversation with the Chair of Governing Board, potential applicants will be put forward to the Governance and Search committee for assessment as per clause 4. The Governance & Search committee will then make a recommendation for the successful applicants to be considered and approved by the Corporation.
19. If the membership of the Corporation allows for more than one parent governor, the Corporation may alternate selection each year to stagger the succession of parent members.

College Ombudsman:

20. The College Ombudsman provides a further forum for complainants against the College to ensure that the College has acted fairly in its investigation of any complaint. The procedures for handling any such complaint are set out in the College's Compliments and Complaints Procedure.
21. The Ombudsman will be appointed by the Corporation for a three year period and may be re-appointed at the end of each term. In selecting a candidate for this role, the same eligibility criteria must be used as for an external/independent member of the Corporation, excepting that the Ombudsman may have already served as a member of the Corporation but their maximum term of office has expired. Any recommendation for appointment will be made by the Governance and Search Committee, subject to approval by the Corporation.
22. The Ombudsman will communicate with the College through the Director of Governance.
23. The Ombudsman will also act as the College Whistleblower. The procedures for handling any such complaints are set out in the College's Whistleblowing Policy

General

24. The Director of Governance will provide all newly appointed members of the Corporation with induction information, approved by the Governance & Search Committee. New members will be invited to attend an induction training session or a one to one introductory session with the Director of Governance.

APPENDIX IV

CONFLICTS OF INTEREST POLICY

1. Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
2. Corporation Members are reminded that under the College's Instrument of Government [and its policy on Conflicts of Interest] and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
3. If an interest of any kind (including an interest of a spouse, partner or business associate of a Corporation Member or of a close relative of the Corporation Member or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then:
 - 3.1.1 the interest, financial or otherwise, should be reported to the Director of Governance;
 - 3.1.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered.
4. If the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
 - 4.1.1 not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - 4.1.2 withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.
5. For the purposes of Clause 3 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.
6. Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
7. Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy and the College's policy on receiving gifts or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Director of Governance.
8. The Director of Governance will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Director of Governance will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Director of Governance whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in Clauses 3 and 4.