

## **NORTHERN REGIONAL COLLEGE**

### **STANDING ORDERS GOVERNING BODY**

#### **1. Introduction**

In accordance with the Articles of Government, the Governing Body has the power to make rules and Standing Orders concerning such matters with regard to the governance and conduct of the College as it thinks fit. Standing Orders shall always be subject to any overriding provisions of:

- a) the Further Education (NI) Order 1997;
- b) the Financial Memorandum; and
- c) Articles and Instrument of Government agreed with the Department for Employment and Learning.

#### **2. Meetings**

The Secretary shall call meetings of the Governing Body. The notice of meeting, the agenda and all available supporting papers shall be dispatched at least seven days before meetings. The non-receipt of notice of any meeting or the agenda or any supporting papers thereof shall not invalidate the proceedings of any such meeting.

Members wishing to place items on the agenda must submit them to the Secretary with supporting statement, not fewer than fourteen days before the meeting. In order to expedite the process, the Secretary should take responsibility for preparing the first draft of the agenda for meetings of the Governing Body and Committees. This is normally derived from the annual cycle of business, the minutes of the last meeting and the schedule of outstanding matters kept by the Secretary. The Secretary should issue the draft agenda to the Chairperson and the Principal. The final agenda is then agreed between the Chairperson and Principal and should include agenda items requested by members. The Chairperson shall report to the Governing Body if any item submitted by a member has been excluded and the Governing Body may decide to include that item on the agenda.

The Chairperson, with the agreement of the Governing Body, may table business of which notice has not been given on the agenda but which he or she considers to be business of urgency, which it was not practicable to include on the agenda.

Papers should not normally be tabled at meetings. It is recognised, however, that there may be a need to table papers at a meeting to move an urgent matter forward, to bring information to the attention of Governors or for reasons of confidentiality.

#### **3. Special Meetings**

A Special Meeting of the Governing Body may be called at any time by the Chairperson, Chairperson of the Audit Committee or at the request in writing of any five members. In addition, the internal or external auditors may call a Special Meeting, where they wish to discuss the circumstances related to their removal or resignation. Where the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.

#### **4. Frequency of Meetings**

The Governing Body shall meet not less than six times a year and shall hold such other meetings as may be necessary. Meetings of Committees of the Governing Body shall be conducted in accordance with the provisions set out in Part IV of the Articles of Government.

#### **5. Adjournment of Meetings**

Any meeting may be adjourned to such time as the Governing Body or the Chairperson may decide. If a meeting is adjourned to a specific date the adjourned meeting shall be deemed a continuation of the original meeting. If the meeting is adjourned sine die, any business left unfinished shall be postponed until the next ordinary meeting.

#### **6. Order of Business**

The Chairperson, in consultation with the Secretary, shall determine the order of business. Unless otherwise decided the business of the meeting shall follow the order set out in the agenda subject to members giving precedence at any meeting to matters of special importance or urgency.

The first substantial business shall normally be consideration of the minutes of the last meeting, which if approved as correct, shall be signed by the Chairperson.

#### **7. Minutes**

Minutes shall be kept of meetings of the Governing Body and its Committees. Minutes and any papers tabled at meetings of the Governing Body should be made available to all members of the Governing Body, subject to confidentiality restrictions.

The minutes of a meeting constitute a formal record of proceedings and should demonstrate to others that the governance of the College is being conducted properly. Minutes are a public record and a means of informing the College community, the general public, auditors and DEL. Minutes should be a succinct record of business conducted, recording decisions reached and should contain sufficient detail to stand alone as a summary of business without the need to refer to supporting documents and papers.

Minutes should demonstrate that a decision made by the Governing Body has taken into account relevant factors and also that it was not influenced by irrelevant considerations. There are no circumstances when a Governing Body can take a decision without recording it.

At every meeting, the minutes of the previous meeting shall be taken as an agenda item, unless members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record by the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson or other member acting as chairperson.

The Secretary must make arrangements for the publication of signed minutes of the Governing Body and its Committees on the College web site.

The minutes shall include a record of all withdrawals and re-entries as required under Part V of and Schedule 4 to the Instrument of Government. Separate minutes shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body present agree.

The Secretary must prepare draft minutes within five working days of the date of the meeting.

Draft minutes should be forwarded to the Chairperson and Principal in order to clarify meaning and check for accuracy.

The revised draft of the minutes should then be forwarded as soon as possible to the Committee Members.

Governing Body and Committee minutes should be tabled at the next available meeting for approval. Amendments may be accepted at the meeting. The minutes shall then be signed and dated by the Chairperson.

Although minutes can be amended, decisions taken at previous meetings cannot be changed without the decision being an agenda item at a subsequent meeting.

In the case of the Secretary not being available or where matters under discussion relate to the Secretary the Chairperson will appoint a temporary Secretary to take a minute.

The minutes of a meeting of the Governing Body shall be drawn up and entered in a permanent record kept for that purpose, and shall be submitted as a correct record at the next meeting of the Governing Body.

## **8. Rules of Debate and Proposals**

Members shall speak to the meeting only through and with the consent of the Chairperson.

Members shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.

A formal proposal put to the meeting shall require a proposer and seconder.

An amendment to a proposal (which shall not be direct negative) will require a proposer and seconder. Only one amendment may be moved and discussed at a time and no further amendments will be moved until the amendment under discussion has been disposed of. If an amendment is lost, other amendments may be moved on the original motion. If an amendment is carried, the proposal, as amended, shall take the place of the original proposal and shall become the substantive proposal upon which any further amendment may be moved.

Where the Governing Body or one of its Committees has sat since the last meeting and time has not allowed the circulation of minutes, any urgent business requiring a decision by the Governing Body may be raised. Every proposal shall be relevant to some matter in relation to which the Governing Body has powers or duties or which directly affects the provision of services for which the Governing Body is responsible.

The ruling of the Chairperson on any point of order raised shall be final and shall not be open to discussion

## **9. Validity of Proceedings**

The validity of any proceedings of the Governing Body shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.

## **10. Record of Dissent**

In accordance with the College's Financial Memorandum and in pursuance of his/her duty as Accounting Officer, the Principal has particular responsibility to see that appropriate advice is given to the Governing Body on all matters of financial propriety and regularity. Where a decision is contrary to the Principal's advice he or she shall be entitled to have his or her name recorded as dissenting from the decision.

Any member shall be entitled to have his or her name recorded as dissenting from a decision of the Governing Body.

## **11. Openness and Access to Information**

The Chairperson shall deal with any question as to whether a person, who is not a member of the Governing Body or the Secretary, may attend a meeting in the first instance, subject to ratification at the meeting of the Governing Body before such person joins the meeting. In any case members of the Executive Management Team, may normally attend meetings.

The Governing Body shall ensure that, for every meeting, a copy of the agenda, the approved minutes and any final report, document or other paper considered at the meeting shall, in each case as soon as possible, be made available during normal office hours to any person wishing to inspect them. A copy of the agenda and signed minutes shall also be placed on the College website.

Excluded from any items being made available, under the terms of the previous paragraph, is material, which makes reference to:

- a) an employee or former employee of the College or an applicant for employment at the College;
- b) a named student of the College or candidate for admission to the College;
- c) any information, the disclosure of which is prohibited by Instrument of Government or by any enactment or rule of law; or
- d) any matter, which it appears to the Governing Body should be treated as confidential, either permanently or for a specified period.

## **12. Chairperson**

The Chairperson shall preside over all meetings at which he or she is present. In the absence of the Chairperson, or during a vacancy in the office, the Vice-Chairperson of the Governing Body shall preside over the meetings of the Governing Body. In the absence of both the Chairperson and the Vice-Chairperson from any meeting of the Governing Body, the members shall elect one of their numbers, not being a staff or student member of the Governing Body, to preside over that meeting.

## **13. Vice-Chairperson**

The Governing Body shall elect a Vice-Chairperson from eligible members at the beginning of each four-year term of office, or following a resignation. Expressions of interest will be sought from eligible members and selection will be by means of a secret ballot of eligible members, if necessary.

## **14. Voting**

In the absence of unanimity on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the chairperson of the meeting shall have a second or casting vote. The outcome of a vote shall be recorded in the minutes.

On the requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any such question shall be recorded so as to show whether each member present gave his/her vote for or against that question or abstained from voting.

A member may not vote by proxy.

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.

Any voting at meetings of the Governing Body shall normally be by a show of hands.

## **15. Conflict of Interests**

Where a member has any conflict of interest, direct or indirect, in any matter under consideration by the Governing Body or its Committees, the member must declare that interest and not take any part in discussion of that matter or vote but shall withdraw from the meeting. Such withdrawal and nature of interest shall be recorded in the minutes.

The Agenda of each meeting will contain reference to potential conflicts of interest.

## **16. Hospitality and Gifts Policy**

Members must only accept offers of hospitality if there is a genuine need to represent the College. Offers to attend purely social or sporting functions should be accepted only where the College might be expected to be represented.

Governors must not accept significant personal gifts from contractors, members of the public and outside suppliers, although it is permissible to keep items of token value such as pens and diaries. A hospitality/gift register will be kept by the Secretary. This should record all hospitality and gifts over the value of £25.

## **17. Family Relationships**

A relevant family relationship shall be deemed to exist between a member and a person if:

a) they are husband and wife; or

b) that person is the parent, grandparent, grandson or granddaughter, son or daughter, brother or sister, uncle or aunt, nephew or niece of the member or of the husband or wife or partner of the member.

If a member is present at a meeting at which a matter concerning a relation is being considered, he or she shall withdraw from the meeting whilst the matter is being considered. Such a withdrawal and reason thereof shall be recorded in the minutes.

## **18. Deputations**

Deputations from any group of persons, or any individual, shall only be admitted if the Secretary has received seven days' notice of the intended deputation and its purpose and with the consent of the Chairperson. The privilege of such a deputation extends only to the presentation of a statement and the making of not more than two short addresses except in reply to questions from Governing Body members. The addressees together shall be no more than ten minutes duration. The Governing Body shall not further consider the matter until the deputation has withdrawn.

## **19. Absence from Meetings**

When a member has been absent from three consecutive meetings of the Governing Body or its Committees, without the Governing Body's permission, the Governing Body may exercise its powers to seek to have the member removed from office.

## **20. Duties of Members in Relation to Staff Members in Attendance at Meetings.**

A member of the Governing Body shall not have any right to reprimand any member of staff in connection with the performance of an officer's duties but shall in the first instance report such comments in writing to the Principal. In the case of the Secretary to the Governing Body this should be reported in writing to the Chairperson.

## **21. Unable or Unfit to Discharge the Functions of Membership of the Governing Body**

The Governing Body may exercise its powers to seek to have a member removed from office, when he or she is unable or is unfit, in the view of the Governing Body, to discharge the functions of membership.

The Governing Body shall, having given notice in writing to the member of its intention to do so, make application to the Department to have the member removed from office. In the event of an application being made, the Department shall notify the person concerned that such an application has been received and shall afford that member an opportunity to respond before a decision is reached.

## **22. Whistleblowing**

If a person expressing a grievance or making a complaint under the College's Whistleblowing procedures considers, with good cause, that these procedures have not been properly applied and/or that Management has failed to address the issues raised reasonably and fairly, the complainant may raise an appeal with the Secretary. If it is established that the College procedures have been fully exhausted, the Chairperson shall instigate an appeals' process.

The Governing Body remains committed to affording a full and fair hearing to anyone, who considers that that have a fair and reasonable case, and who has properly pursued, co-operated with, and exhausted College procedures.

## **23. Role of the Chairperson when Representing the Governing Body**

The Chairperson's role is to provide effective strategic leadership to the Governing Body and for ensuring it discharges successfully its overall responsibility for the activities of the College. It is recognised that it is necessary in practice for the Governing Body to delegate some of its work to the Chairperson. This includes representing the position and view of the Governing Body outside the College. The Chairperson will from time to time be involved in discussions and meetings with a number of outside bodies, including; Colleges NI Board; Accounting Officer Review Meetings with the Permanent Secretary; DEL bilateral discussions; Meetings with the DEL Minister and senior representatives.

The Chairperson has the authority to represent the views of the Governing Body in all such external engagements. He/she has a responsibility, however, to ensure that the views expressed are those shared by the Governing Body.

By virtue of position, both the Principal and the Chairperson are members of the Board of Colleges NI. As such, both must have the delegated authority of the Governing Body to represent it at the Board of Colleges NI. Where decisions are made at the Colleges NI Board and the Chairperson and the Principal are not in a position to represent the views of the Governing Body such matters should be referred back to the Governing Body for consideration.

The Chairperson should inform Governors of all events/meetings where he /she is representing the Governing Body at the first available opportunity. Individual Governors will not represent the Governing Body without the express authority of the Governing Body. Where this is the case, matters should be reported to the Governing Body at the first available opportunity.

## **24. Relationship between the Principal and the Governing Body**

The structures through which a College is managed are set out in the Instrument and Articles of Government. In broad terms, the Governing Body has responsibility for the oversight of the College's activities, while the Principal is responsible for the management of all aspects of the College.

The main point of contact with the College will be through the Principal and a successful relationship is crucial to the ability of the Governing Body to monitor progress against the College Development Plan, as well as the discharge of duties such as ensuring that the College acts as a responsible employer and that public money is used with due care and responsibility.

A critical element in the effectiveness of the College is a constructive working relationship between the Chairperson and the Principal. It is incumbent upon the Chairperson and the Principal to reach an understanding of their respective roles, guided by the aim of securing the well-being of the College and to develop a sound, professional and pragmatic working relationship.

In managing the College, the Principal must have the necessary executive authority, founded, especially when major or contentious issues are concerned, on the support of the Chairperson and more widely of the Governing Body. Such support can only be secured if the Principal has made proper arrangements for consulting the Chairperson and keeping him or her informed.

To facilitate effective communication between the Chairperson and Principal arrangements should be made to ensure that contact between both parties can be facilitated at short notice. This may be organised through the Secretary or directed through email or by phone.

The Chairperson and Principal shall normally meet on a monthly basis. Such meetings will be used to;

- a) Provide updates on College activities, performance and developments;
- b) Provide updates on Director and Director/DEL group meetings;
- c) Plan for meetings, including the Colleges NI Board;
- d) Agree the agenda for Governing Body meetings;
- e) Discuss other matters relevant to the management, governance and operation of the College; and
- f) Review the annual schedule of meetings of the Governing Body and Committees.

A report of any important agreed action points taken at these meetings should be sent to all Governing Body members.

Similarly, the Chairperson and the Principal should engage with the Committee Chairs to provide updates on activities falling within the remit of each Committee and to agree the agendas in advance of Committee meetings.

It is recognised that situations may arise where the Principal and Chairperson fail to reach agreement on matters. Both parties should make every effort to resolve such matters.

Where differences arising between the Chairperson and the Principal cannot be resolved informally, they may be referred to the Chairperson of the Audit Committee.

In such a situation, the Chairperson of the Audit Committee should meet both the Principal and Chairperson of the Governing Body to determine the basis of the disagreement. The Chairperson of the Audit Committee may wish to seek the advice of the College's Internal Auditor or legal advisor, if necessary.

If the disagreement between the Chairperson of the Governing Body and the Principal cannot be resolved to the satisfaction of both parties then the Chairperson of the Audit Committee must inform the Governing Body as soon as possible after the matter is reviewed.

The Chairperson of the Audit Committee has the delegated authority to convene an emergency meeting of the Governing Body to discuss such matters. Details of the disagreement must be recorded in the minutes of the meeting.

The Governing Body should agree steps to resolve the disagreement and may decide to pursue the matter through the Department for Employment and Learning but would only do so as a last resort.

#### **25. Alterations to Standing Orders**

The Standing Orders shall be reviewed annually by the Finance and General Purposes Committee, which will forward recommendations for adjustments to the Governing Body.

Standing Orders shall be altered only by resolution of the Governing Body.

#### **26. Life Span of Standing Orders**

Standing Orders of the Governing Body shall have the same life span as the Governing Body.

Revised by Finance & General Purposes Committee 24 February 2014

Approved by Governing Body 12 March 2014