

BEDFORD COLLEGE

[Ref: SO.8/11/08]

Corporation Standing Orders

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Appendices *[available from the Clerk]*

- A Corporation Code of Conduct
- B Procedure for Complaints against the Corporation
- C Terms of Reference of Committees and Working Groups

The following abbreviations have been used in the preparation of Standing Orders:

- IoG *Instruments of Government under the Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007*
- AoG *Articles of Government under the Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007*
- SO *Standing Order(s)*
- LSO *Local Standing Order - governance rules and procedures determined by the Corporation but not in conflict with the Instrument and Articles of Government.*
- LSC *Learning and Skills Council*

BEDFORD COLLEGE

Corporation Standing Orders

Section A: Responsibilities

No.	Standing Order	Authority
A1	<p>The Corporation shall be responsible:</p> <ul style="list-style-type: none"> • for the determination and periodic review of the educational character and mission of the college and for oversight of its activities; • for approving the quality strategy of the college • for the effective and efficient use of resources, the solvency of the college and the Corporation and for safeguarding their assets <ul style="list-style-type: none"> • the Corporation is responsible for the proper stewardship of college funds and must take into account any relevant guidance on accountability or propriety issued by the LSC, the National Audit Office or Parliament • the Corporation must require the Chief Executive to take personal responsibility, which cannot be delegated, to assure the Board that there is compliance with the terms of the financial memorandum • for approving annual estimates of income and expenditure; • for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation (including the Clerk as a member of staff if he/she has a dual role); and • for setting a framework for the pay and conditions of service of all other staff. 	<p>AoG 3(1)</p> <p><i>LSC Financial Memorandum, section 12</i></p> <p><i>LSC Financial Memorandum, section 13</i></p>
A2	<p>Further, the Corporation shall</p> <ul style="list-style-type: none"> • keep proper accounts and proper records in relation to the accounts; and • prepare in respect of each financial year of the Corporation a statement of accounts, audited by financial statements auditors appointed by the Corporation • set the policy by which the tuition and other fees payable to the Corporation are determined • appoint auditors and conduct audit work in accordance with any requirements of the LSC • examine and evaluate its systems of financial control, and not appoint persons as both internal and financial statements 	<p>AoG 22(1) <i>LSC Financial Memorandum, section 31</i></p> <p>AoG 22(1)b AoG 22(3)</p> <p>AoG 19</p> <p>AoG 22(5)</p> <p>AoG 22(4)</p>

	auditors.	
A3	Corporation members shall agree to abide by the Code of Conduct for Board members (<i>Appendix A</i>).	<i>Nolan Committee report on Standards in Public Life</i>
A4	Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound to speak or vote by mandates given to him/her by any other body or person.	<i>IoG 12(6)</i>
A5	There is an approved procedure in the event that a complaint is made against the Corporation, a member of the Corporation or the Clerk to the Corporation by an individual, business or organisation (<i>Appendix B</i>)	<i>LSO (minute C42/04)</i>
A6	The Clerk shall be responsible for advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business and matters of governance practice. The Clerk is responsible for intervening when he/she considers that the Corporation is acting inappropriately or beyond its powers.	<i>AoG 3(3)</i> <i>LSC Financial Memorandum, section 16</i>

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Corporation Standing Orders

Section B: Membership

No.	Standing Order	Authority
B1	The Corporation shall make a determination with respect to their membership number, which shall be not less than twelve but not more than twenty; this number would not include any member(s) appointed by the LSC.	<i>IoG 3(2)</i>
B2	The Corporation determined to have a Board of nineteen members.	<i>LSO (minute C57/08)</i>
B3	The number of members in each variable category is subject to limits set out in the Instrument of Government. The Corporation determined to have the following membership: External fourteen Chief Executive one Staff two Student two	<i>IoG 2(1)</i> <i>LSO (minutes C10/08)</i>

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Corporation Standing Orders

Section C: Appointments

No.	Standing Order	Authority
C1	When a vacancy arises, the Corporation shall take all necessary steps to appoint a new member to fill the vacancy as soon as practicable, and if at all possible within the approved performance standard of six months	<p><i>loG 5(4)</i> <i>LSO</i> <i>(minute C63/07)</i></p>
C2	<p>Procedures for the selection of new Corporation members have been approved by the Board and meet the requirements of AoG 5(3). <i>[See Section H1]</i></p> <p>The composition of the Search Committee has been agreed by the Board.</p>	<p><i>LSO</i> <i>(minute SC07/08</i> <i>/C62/01)</i></p> <p><i>LSO</i> <i>(minute C64/06)</i></p>
C3	<p>The Corporation is the appointing authority in relation to the appointment of any member of the Corporation other than an LSC member.</p> <p>The appointing authority may decline to appoint a person as if, in the previous 10 years, he/she has been removed from office as a member of a further education corporation, or if the appointment contravenes a local standing order of the Corporation with regard to number of terms of office.</p>	<p><i>loG 5(1)</i></p> <p><i>loG 5 (3)(a)(b)</i></p>
C4	<p>Terms of office and tenure of Board members have been determined by the Corporation, as authorized under Article of Government 23:</p> <ul style="list-style-type: none"> • The first term of office of an independent Board member should be for a period of four years. • Before reappointment of a Corporation member is proposed, the Search Committee shall carry out an evaluation of the contribution made by that member, in accordance with guidelines approved by the Corporate Governance Committee. • After the initial term, further appointments could be of any duration up to four years by mutual agreement between the individual member and the Corporation Chairman; the appointment must be endorsed by the Corporation in the usual way. 	<p><i>LSO</i> <i>loG 9</i></p> <p><i>LSO</i> <i>(minute C64/06)</i></p>

	<ul style="list-style-type: none"> In agreeing additional terms of office, steps should be taken by the Chairman, in consultation with the Clerk, to avoid expiry of the terms of office of several Board members at the same time. 	
C5	<p>The two staff Corporation members will be elected by the college staff in accordance with approved election procedures.</p> <p>The two staff Corporation members will be elected for a period of two years, unless the Board decides otherwise under special circumstances</p>	<p><i>IoG 2(e), 4(b)</i></p> <p><i>LSO</i></p>
C6	<ul style="list-style-type: none"> The appointment of Chair and Vice Chair shall be for such a period as the Corporation determines, but not exceeding two years Members shall appoint a new Chair or Vice Chair at the last meeting before the expiry of the term of office. The members shall appoint a Chair and a Vice-Chair from among their numbers; the Chief Executive, staff and student members are not eligible to stand but may participate in the process of appointment. If more than one member expresses interest in an appointment: <ul style="list-style-type: none"> The Clerk will seek nominations from Board members at least four weeks prior to the appointment date. Nominations must be seconded and the nominee must agree to the nomination. A secret ballot will be arranged by the Clerk. If both the Chair and Vice-Chair are absent from any meetings of the Corporation, the members present shall choose one of their number to act as Chairman. The Chair or Vice-Chair is eligible for reappointment at the end of his/her term of office, subject to any rule made by the Corporation concerning the number of terms of office which a person may serve The Chair or Vice-Chair may resign his/her office at any time by giving notice in writing to the Clerk; in this case a new appointment shall be made at the meeting following the resignation. If the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge his/her functions, the Corporation may remove him/her from office by notice in writing; in this case, a new appointment shall be made at the meeting following the removal from office. 	<p><i>IoG 6(4)</i> <i>LSO</i></p> <p><i>IoG 6(8)(9)</i></p> <p><i>IoG 6(2)</i></p> <p><i>LSC recommendation</i></p> <p><i>IoG 6(3)</i></p> <p><i>IoG 6(10)(11)</i></p> <p><i>IoG 6(5)(8)(9)</i></p> <p><i>IoG (7)(8)(9)</i></p>
C7	<p>A member of the Corporation must be eligible to be a member under the terms of the Instrument of Government.</p> <p>A member may at any time resign his office by notice in writing to the Clerk to the Corporation.</p>	<p><i>IoG 8</i></p> <p><i>IoG 10(1)</i></p>

C8	<p>If at any time the Corporation are satisfied that any member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation or is unable or unfit to discharge the functions of a member, the Corporation may by notice in writing to that member remove him/her from office, resulting in a vacancy on the Board.</p>	<p><i>IoG 10(2)</i></p>
C9	<p>A member of staff including the Chief Executive, shall cease to be a Corporation member if he/she ceases to be a member of staff of the college, resulting in a vacancy on the Board.</p> <p>A student shall cease to be a Corporation member if he/she is expelled from the college, or at the end of the academic year in which he/she ceased to be a student or at such other time as the Corporation may determine.</p>	<p><i>IoG 10(3)</i></p> <p><i>IoG 10(4)</i></p>
C10	<p>The Chief Executive, Director of Finance, Director of Organisation Development, Director of Teaching and Learning and the Clerk to the Corporation are designated Senior Postholders.</p>	<p><i>LSO</i></p>
C11	<p>Appointment of a senior postholder:</p> <ul style="list-style-type: none"> • The Corporation shall advertise the vacancy nationally. • The Corporation shall decide whether to employ external recruitment specialists or to use the services of the college Human Resources Department • The Corporation shall appoint a selection panel consisting of at least three members of the Corporation and the Chief Executive. • In the case of the appointment of a Chief Executive, the Corporation shall appoint a selection panel consisting of at least five members of the Corporation including the Chair and/or the Vice-Chair of the Corporation. • The selection panel will have responsibility for short-listing the applicants. • The selection panel shall determine the arrangements for selecting applicants for interview, interview those applicants, and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants interviewed by them. • If the Corporation approve the selection panel's recommendation, that person shall be appointed. • If the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation do not approve their recommendation, the Corporation may require the panel to repeat the interview process with or without first re-advertising the vacancy. 	<p><i>AoG 12(1)(a)</i></p> <p><i>LSO</i></p> <p><i>AoG 12(1)(b)(ii)</i></p> <p><i>AoG 12(1)(b)(i)</i></p> <p><i>LSO</i></p> <p><i>AoG 12(2)</i></p> <p><i>AoG 12(3)</i></p> <p><i>AoG 12(4)</i></p>

C12	<p>The Corporation shall appoint a person to serve as Clerk to the Corporation.</p> <p>The Corporation shall also have responsibility for the appointment of the Clerk when he/she is appointed as a member of staff with a dual role.</p>	<p><i>IoG 7(1)</i></p> <p><i>AoG 13(b)</i></p>
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BEDFORD COLLEGE

Corporation Standing Orders

Section D: Declaration of Personal Interest

No.	Standing Order	Authority
D1	<p>The Clerk to the Corporation shall maintain a register of the interests of members of the Corporation which are disclosed to the Corporation and the register shall be made available during normal office working hours at the institution to any person wishing to inspect it.</p> <p>The Clerk will annually provide each member with a copy of his/her declared interests for update, although members must advise the Clerk of any amendments as they arise during the year.</p>	<p><i>IoG 11(6)</i></p> <p>LSO</p>
D2	<p>Where a Corporation member has a financial interest in the supply of work or goods to or for the purposes of the college, in any contract or proposed contract concerning the college, in any other matter relating to the college, or who has any other interest of a description specified by the Corporation, it is the responsibility of that member to disclose to the Corporation the nature and extent of his/her interest.</p> <p>If he/she is present at a meeting of the Corporation or of any of its committees at which such supply, contract or other matter is to be considered, he/she shall</p> <ul style="list-style-type: none"> • not take part in the consideration or vote on any question with respect to it • not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote • withdraw, where required to do so by a majority of the members of the Corporation or committee present at the meeting. <p><i>[Reference Section E12 for additional information on withdrawal from meetings.]</i></p>	<p><i>IoG 11(3)(2a)</i></p> <p><i>IoG 11(2)(b)</i></p> <p><i>IoG 11 (2)(b)</i></p> <p><i>IoG (11)(2)(c)</i></p>
D3	<p>The Clerk should alert the Chairman and the member involved if a potential conflict of interest is likely to arise.</p>	<p>LSO</p>
D4	<p>A declaration of interest by a Corporation member must always be recorded in the minutes.</p>	<p>LSO</p>

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Corporation Standing Orders

Section E: Meetings

No.	Standing Order	Authority
E1	The Corporation shall meet at least once in every term with other meetings as necessary.	<i>IoG 12(1)</i>
E2	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 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 calendar days.	<i>IoG 12(4)</i> <i>IoG 12(5)</i>
E3	A schedule of meetings for the Corporation and its committees for the following calendar year shall be submitted by the Clerk to the November Board meeting for approval.	<i>LSO</i>
E4	Corporation meetings will be called by the Clerk to the Corporation who shall at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda. If a meeting is to discuss matters relating to the Clerk, the meeting will be called by the Chair.	<i>IoG 12(2)</i> <i>IoG 12(3).</i>
E5	Items for agendas of Corporation meetings shall be given to the Clerk at least three weeks before the meeting and the papers should follow two weeks before the meeting in sufficient time to enable the Clerk to send out agendas and papers to members at least seven calendar days prior to the meeting.	<i>LSO</i> <i>IoG 12(2)</i>
E6	Any member may request an item be included on the agenda of a meeting. Such a request should be submitted, in the first instance, to the Clerk who will clear the item through the Chair prior to finalisation of the agenda.	<i>LSO</i>
E7	The Corporation may authorise the Chair or Vice-Chair to act on its behalf between meetings by formally delegating authority in advance for specific functions when it is deemed to be in the interests of the college. The Board then has to accept corporate responsibility for any action taken. If urgent business calling for the approval of the Corporation arises before a scheduled meeting, the normal course of action should be the convening of a special meeting of the Corporation to consider the matter.	<i>Eversheds Guidance, 4th edition</i>

E8	No resolution made by the Board may be rescinded or varied unless its reconsideration appears as a specific item on the agenda of a subsequent meeting. Such items cannot be changed under matters arising.	<i>IoG 14(4)</i>
E9	<p>A policy on Public Access to Corporation meetings has been determined by the Board, as required under Instrument of Government 16. This statement of policy must be published on the college's website:</p> <ul style="list-style-type: none"> • Meetings of the Corporation and its committees are not open to the public. However, access to information about the work of the Corporation is made available by the Clerk and is generally accessible unless there are sound reasons for maintaining confidentiality. • Application by any non-member to gain access, exceptionally, to a Corporation meeting as an observer must be made to the Clerk to the Corporation in writing not less than five working days prior to the meeting. • A decision on such a request will be made by the Chair (or the Vice-Chair), the Chief Executive and the Clerk in the light of the overall circumstances and after consultation with Corporation members where practicable. • The decision will be notified to the applicant in writing by the Clerk. • A non-member (such as senior postholders, other staff, professional advisers) may attend meetings of the Corporation and its committees by invitation of the Chair of the Corporation or the Chair of the relevant committee. 	<i>LSO (minute C62/06) AoG 8(a)</i>
E10	<p>The Corporation has the power to pay to a member such travelling, subsistence or other allowances as the Corporation may determine, other than allowances which remunerate members for their services as members (except by approval of the Secretary of State).</p> <p>The Corporation has determined that members of the Corporation may claim legitimate expenses associated with Corporation work and that mileage and subsistence rates are to be the same as accorded to members of staff.</p>	<i>IoG 18</i> <i>LSO (minute C64/01)</i>
E11	<p>Urgent business: The Board has determined that an item for Any Other Business be included on its agenda, except on the agenda of Special Corporation meetings.</p>	<i>LSO</i>
E12	<p>Withdrawal from meetings:</p> <p><i>[Withdrawal from meetings relating to conflict of interest – see Section D2]</i></p>	<i>IoG 11</i>

E12	<p>Withdrawal of Staff Members:</p> <ul style="list-style-type: none"> • Where a matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member may take part, vote and be counted in the quorum, as long as he/she acts in the best interests of the Corporation as a whole. • If the matter under consideration is under negotiation with staff, and the staff member is representing any of the staff concerned, then the staff member must withdraw. • Staff Corporation members including the Chief Executive are obliged to withdraw from any part of a Corporation or committee meeting at which staff matters relating solely to that member of the staff, to his/her reappointment or to appointment of his/her successor are to be considered. • Staff Corporation members must withdraw, if required to do so by resolution of other members present, from a Corporation or committee meeting at which staff matters relating to any member of staff holding a post senior to themselves are being considered. 	<p><i>IoG 11(5)(b)</i></p> <p><i>IoG 11(5)(c)</i></p> <p><i>IoG 14(5)(a)(b)</i></p> <p><i>IoG 14(5)(d)</i></p>
	<p>Withdrawal of Student Members:</p> <ul style="list-style-type: none"> • A Student Corporation member shall withdraw from that part of any meeting of the Corporation or any of its committees at which his/her conduct, suspension or expulsion is to be considered. • A Student Corporation member must take no part in the consideration or discussion, not vote and also withdraw from any part of a meeting, if requested to do so by a majority of members other than student members, where there is consideration of staff matters relating to a member or prospective member of the staff of the college. Whether or not withdrawal is requested, a student member may not participate in the discussion or vote. 	<p><i>IoG 14(8)</i></p> <p><i>IoG 14(9)</i></p>
	<p>Withdrawal of the Clerk to the Corporation:</p> <ul style="list-style-type: none"> • The Clerk to the Corporation must withdraw from that part of any Corporation or committee meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as clerk are being considered. In such a case, the meeting shall appoint from their number a person to act as Clerk for that part of the meeting. 	<p><i>IoG 10-12</i></p>

E13	<p>Attendance at Corporation meetings:</p> <ul style="list-style-type: none"> If at any time the Corporation are informed by the Clerk that any member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, or if the member is unable or unfit to discharge the functions of a member, the Corporation may by notice in writing to that member remove him/her from office. 	<i>IoG 10(2)</i>
	<ul style="list-style-type: none"> The Chair of the Corporation has the authority to grant permission to a member of the Board to be absent for longer than six consecutive months, but only in exceptional circumstances. The Chairman's decision must be reported to the following meeting of the Board. 	<i>LSO</i>
	<ul style="list-style-type: none"> The Clerk shall report annually to the Board attendance figures at Board and Committee meetings. 	<i>LSO</i>

BEDFORD COLLEGE

Corporation Standing Orders

Section F: Quoracy and Voting Procedures

No.	Standing Order	Authority
F1	Meetings of the Corporation are quorate if the number of members present is at least 40% of the determined membership, including LSC members if appropriate.	<i>IoG 13(1)</i>
F2	A quorum must be maintained for the full duration of any meeting if it is to complete its business. If a meeting fails to maintain a quorum due to the departure of members, the Clerk shall advise the Chairman that a quorum no longer exists and the meeting must be ended. The Chairman may then decide to call a Special Meeting to undertake the remaining business as soon as he can conveniently do so.	<i>IoG 13(2)</i> <i>IoG 13(4)</i>
F3	The quorum of each committee will be set by the Corporation, to be specified in the committee terms of reference.	<i>LSO</i>
F4	Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes cast by members present and entitled to vote on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.	<i>IoG 14(1)</i> <i>IoG 14(2)</i>
F5	A member may not vote by proxy or by way of a postal vote.	<i>IoG 14(3)</i>
F6	The withdrawal of the right to vote of a member with a declared personal interest is covered in Standing Order D2.	
F7	If there is no clear majority of members in favour of a resolution, the Clerk is advised to record the number of votes for and against the resolution. Dissenting members have the right to have their disagreement recorded in the minutes.	<i>LSC Recommendation</i>
F8	Members have the right to decide whether a secret ballot should be held or whether names of those voting for and against should be taken.	<i>LSC Recommendation</i>
F9	Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.	<i>IoG 12(6)</i>

F10	A student Corporation member who is under the age of 18 shall not vote on any question concerning any proposal for the expenditure of money by the Corporation, or under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability.	<i>IoG 14(7)</i>
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Corporation Standing Orders

Section G: Corporation Minutes and Papers

No.	Standing Order	Authority
G1	A copy of the Instruments and Articles of Government shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who requests a copy.	<i>IoG 19/AoG 24</i>
G2	<p>The Corporation shall ensure that a copy of the following shall be made available during normal office hours, to anyone wishing to inspect them:</p> <ul style="list-style-type: none"> • the agenda for each meeting of the Corporation; • the draft minutes, if they have been approved by the Chairman; • the signed minutes; • any report, document, or other paper considered at the meeting, including committee minutes • a copy of the Instrument & Articles of Government 	<p><i>IoG 17(1)</i></p> <p><i>IoG 19/AoG 24</i></p>
G3	A copy of the draft or approved minutes of every meeting of the Corporation will be placed on the college's website for a minimum period of 12 months.	<i>IoG 17(3)</i>
G4	Minutes and papers made available to the general public will also be held in the college Library for a period of two years. Thereafter minutes and papers will be archived by the Clerk for a period of at least ten years except where statutory requirements deem they must be held for a longer period.	<p><i>LSO</i></p> <p><i>Data Protection Guidelines for Archiving College Records</i></p>
G5	<p>All minutes and papers determined by the Corporation to be confidential, will not be made available for public inspection. This includes material relating to</p> <ul style="list-style-type: none"> • a named person employed at or proposed to be employed at the college • a named student at, or candidate for admission to, the college • the Clerk to the Corporation, or • any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis, in accordance with the approved policy on openness and confidentiality. 	<p><i>IoG 17(2)</i></p> <p><i>LSO</i></p>

	The Clerk, on behalf of the Corporation and in consultation with the Chair, will regularly review all 'reserved' material and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it is considered that the public interest in disclosure outweighs that reason.	<i>IoG 17(4)</i>
G6	At every meeting of the Corporation, other than special meetings called under IoG 12(4), the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, those minutes shall be signed as a true record.	<i>IoG 15(1-3)</i>
G7	Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or staff or student members have withdrawn. In such a case, those who have withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting or any related papers.	<i>IoG 15(4)</i>
G8	Minutes of meetings will be drafted and forwarded to the Chairman of the Corporation not more than two weeks following a meeting. The Chairman will return the draft minutes, amended as appropriate, to the Clerk no later than two weeks following receipt. The unconfirmed minutes will be circulated to all Board members immediately following approval by the Chairman.	<i>LSO</i>

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Corporation Standing Orders

Section H: Committees and Working Groups

No.	Standing Order	Authority
H1	<p>The Corporation shall establish the following committees required under the Articles of Government:</p> <ul style="list-style-type: none"> • Audit Committee • Search Committee <p>The following information must be published on the college's website and be made available for inspection by any person during normal office hours:</p> <ul style="list-style-type: none"> • terms of reference of the committee • rules specifying the way the committee is conducted • the committee's advice to the Corporation, if not deemed confidential <ul style="list-style-type: none"> • Special Committee to consider dismissal of a senior postholder, if required <p>The Corporation has made rules specifying the way in which this committee will be established and conducted.</p>	<p><i>AoG 6(1)</i> <i>LSC Financial Memorandum, section 34</i></p> <p><i>AoG 5(1)</i></p> <p><i>AoG 5(3)</i></p> <p><i>AoG 10(1)</i></p> <p><i>AoG 10(2)</i></p>
H2	<p>The Corporation may establish a committee of the Corporation for any purpose or function, and may delegate powers to such a committee.</p> <p>The Corporation has established the following committees in addition to those required under H1 above:</p> <ul style="list-style-type: none"> • Quality, Standards and Achievement Committee • Finance, Estates and Strategy Committee • Remuneration Committee • Human Resources Committee • Corporate Governance Committee. <p>Further, the Corporation may from time to time determine to establish ad hoc working groups to advise on specialist areas.</p>	<p><i>AoG 4(1)</i></p> <p><i>LSO</i></p> <p><i>LSO</i></p>

H3	<p>Delegated authority must be formally recorded, either as part of approved terms of reference, or, for specific delegation, in the minutes of the Corporation.</p> <p>The Corporation may not delegate authority to its committees in respect of:</p> <ul style="list-style-type: none"> • the determination of the educational character and mission of the institution; • the modification or revocation of the Articles of Government • the approval of the annual estimates of income and expenditure; • the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets; • the appointment of the Chief Executive, senior postholders, or the Clerk to the Corporation • the case for dismissal and the power to determine an appeal in connection with the dismissal of a senior postholder <p>In addition, the Corporation may not delegate powers it does not possess, such as those specifically assigned by the Articles of Government to the Chief Executive or Clerk.</p>	<p style="text-align: center;">AoG 9</p> <p style="text-align: center;">AoG 10(1)</p> <p style="text-align: center;">AoG 4(1)</p>
H4	<p>The Corporation should ensure that committees make an effective contribution to the governance of the college and the management of its business. Committees should reduce and not duplicate the business of the full Corporation or other committees.</p> <p>The timing of committee meetings should be such as to ensure that they assist the flow of college business.</p>	<p style="text-align: center;">LSO</p>
H5	<p>The Corporation determines the numbers and terms of office of members on each committee, and the chairmanship, membership and quoracy of committees.</p> <p>The Corporation approves the terms of reference of Board committees and, if appropriate, of Board working groups.</p> <p>Terms of reference of Board committees are attached as <i>Appendix C</i>.</p>	<p style="text-align: center;">AoG 4(2) (<i>minute C61/07</i>)</p> <p style="text-align: center;">LSO</p>
H7	<p>Any Committee (other than a Special Committee referred to under H1 above) may include persons who are not members of the Corporation.</p>	<p style="text-align: center;">AoG 7</p>
H8	<p>The policy on Public Access to Corporation meetings determined by the Board and detailed under Standing Order E9 applies to attendance at committee meetings.</p> <p>All Corporation members are entitled to attend committee meetings as observers but should only participate in discussion if invited by the committee Chair to do so.</p>	<p style="text-align: center;">AoG 8(a) (<i>minute C62/06</i>)</p> <p style="text-align: center;">LSO</p>

H9	Minutes of committee meetings will be drafted and forwarded to the Chairman of the committee not more than ten days following a meeting. The unconfirmed minutes will be circulated to all members of the committee immediately following approval by the Chairman of the committee.	<i>LSO</i>
H10	The minutes of committee meetings, other than those determined to be confidential (ref. SO G5), will be made available as specified in Standing Orders G2-G4.	<i>IoG 17 AoG 8(b)</i>