

STANDING ORDERS

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EASTON and OTLEY COLLEGE CORPORATION

STANDING ORDERS

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The Standing Orders, defined below, are complimentary to and should be read in conjunction with Statutory Instruments 2012 No. 1749, the Easton and Otley College Government Regulations 2012 and the Instrument and Articles of Government (effective 31 July 2012 revised 21 September 2016). They include both statutory rules laid down in the Instrument and Articles of Government and the rules and bye-laws agreed by the Corporation since incorporation.

Easton and Otley College Corporation has exempt charitable status and shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

1. **MEMBERSHIP**

The Corporation shall consist of up to 20 Governors as follows:

- 15 Independent Governors
- 2 Staff Governors
- 2 Student Governors
- 1 Principal

Any person who is under the age of 18 years shall be ineligible for appointment except as a Student Governor. A person who is a member of staff shall be ineligible for appointment except as a Staff Governor or in his/her capacity as Principal.

Elections for nomination as Staff Members of the Corporation shall be conducted by the Clerk in accordance with procedures agreed by the Search Committee. Staff Governors can be a member of the academic or non-academic staff and elected by all staff. One nominee whose main base is the Easton campus should be nominated by all staff at Easton campus and the second whose main base is the Otley campus should be nominated by all staff at the Otley campus. In the event of their being more than one nomination from either site then an election process will take place.

At the start of the academic year following the expiry of the appointment of Student Members – or at such other time as may be determined by the Clerk in consultation with the Chair of the Corporation and the Principal - the Clerk shall prepare a notice to all students to invite nominations to serve. The notice will be distributed by the Clerk to all students by email.

Student Governors will be nominated by the student body of each campus. A nominee who is a student at Easton campus should be nominated by students at Easton campus and the second based at the Otley campus should be nominated by all students at the Otley campus. In the event of their being more than one nomination from either site then an election process will take place.

2. **TERMS OF OFFICE**

- (a) With the exception of the Principal (an ex-officio Governor of the Corporation) and the two Student Governors, Governors of the Corporation shall be appointed for a term of office of 4 years ending immediately before the fourth annual meeting after appointment.
- (b) A member appointed to succeed another before the expiry of a Term of Office shall be deemed to be appointed to serve for the remainder of that original term.

- (c) Student Governors shall be nominated by the student body and appointed by the Corporation for a term of office of one year (to be defined as an academic year ending 31 July) or until the date the Governor ceases to be a student of the College if earlier than the end of the summer term in that year, noting that, for the avoidance of doubt:
 - (i) continuation as a Governor after the date of cessation at the end of the summer term is permitted up to 31 July provided that the student has remained registered until the end of that term, or as the Corporation may otherwise decide;
 - (ii) a student ceasing to be registered before the end of the summer term shall at the same time cease to be eligible to remain as a Governor beyond the end date of registration;
 - (iii) for so long as remaining a student of the College a Student Governor shall be eligible for re-nomination by the student body and re-appointment by the Corporation on an annual basis up to a maximum of three consecutive years of service.
- (d) Other Governors shall only be appointed following consideration by the Corporation of the advice received from the Search and Governance Committee.
- (e) Governors are eligible for re-appointment for a second term of office. After a second term of office Governors must stand down for a minimum period of one year except where one of the following four exceptions applies:
 - (i) the Principal is an ex-officio Governor of the Corporation without limit whilst he or she continues in post unless he or she chooses not to be a Governor;
 - (ii) where a Governor is appointed Chair or Vice-Chair, he or she is eligible to serve a subsequent term of office;
 - (iii) in the case of a representative of the Local Authority, where a Governor is appointed by virtue of the office he or she holds, he or she is eligible for re-appointment for as long as he or she holds that office;
 - (iv) where the Search and Governance Committee recommends that an exceptional circumstance exists, then the eligibility of the Governor concerned for re-appointment and whether re-appointment should be subject to any conditions must be determined by a secret ballot of the Corporation.

In all other cases, Governors are eligible for re-appointment for a second term of office only which shall not exceed four years.

- (f) A Governor may at any time resign from the Corporation by giving notice in writing to the Clerk. In the event of a Governor failing to

complete his/her term of office, the Governor appointed in his/her place shall first complete that term of office before becoming eligible to serve the first of two full four-year terms of office.

- (g) The Chairs and membership of Corporation Committees shall be determined annually by the Corporation.

3. APPOINTMENT OF CHAIR AND VICE CHAIR

- (a) Unless otherwise decided by the Corporation the Chair shall hold office from 1st September in the year of appointment to 31st August the following year
- (b) The Vice-Chair, if appointed, shall also hold office from 1st September in the year of appointment to 31st August the following year
- (c) These provisions are subject to the right of the Corporation to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.
- (d) The procedure set out in Appendix 1 will be used for the appointment of the Chair and Vice-Chair.
- (e) At the expiry of their term of office, the Chair or Vice-Chair shall be eligible for reappointment
- (f) The role & responsibilities of the Chair are set out at Point 8, below.
- (g) Whilst any governor is free at the appropriate time to nominate another governor for appointment as Chair or Vice-Chair, the Search & Governance Committee will seek to identify governors who might be appointed to these positions in the future. This is with the intention of avoiding a situation in which the Chair and the Vice-chair either reach the end of their terms of office or decide to stand down and there is no governor available to take their place
- (h) The position of Vice-Chair may be used in the context of succession planning with the intention that the Vice-Chair succeeds the Chair.

4. DETERMINATION OF MEMBERSHIP

The Corporation requires Members to attend every full meeting of the Corporation, and every meeting of a committee of the Corporation of which she/he is a member, or else have given prior notice of apologies to the Clerk to the Corporation.

If at any time the Corporation is satisfied that:

- (a) any Governor has been absent from all meetings of the Corporation and of any Committees of which he/she is a member

for a period of six months, without the permission of the Corporation, or

- (b) any member not making at least 50% of the total number of attendances expected of her/him in any 12 month period may by resolution of the Corporation be required to resign membership
- (c) any Governor is unable or unfit to discharge the functions of a Governor
- (c) the Corporation may, by notice in writing to that Governor, remove him/her from office and thereupon the office shall become vacant.

5. DUTIES AND RESPONSIBILITIES OF THE CORPORATION

A Under the Articles of Government the Corporation is responsible for the following:

- (a) the determination and periodic review of the educational character and mission of the College and the oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- (a) approving the quality strategy of the institution;
- (b) the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- (c) approving annual estimates of income and expenditure;
- (d) the appointment, grading, suspension, dismissal, and determination of the pay and conditions of service of the holders of senior posts, and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;
- (e) setting a framework for the pay and conditions of service of all other staff.

B The Corporation may establish a Committee for any purpose or function other than those assigned to the Principal and may delegate powers to such a Committee. Powers may also be delegated to the Chair of the Corporation or the Principal but such delegation shall be limited to circumstances in which the best interests of the Corporation will not be met by awaiting a decision of the full Corporation. Any action taken under delegated powers

shall be reported to the next meeting of the Corporation. The Committees established in accordance with this standing order are listed in standing order 6 below.

The Corporation shall not delegate the following functions:

- (a) the determination of the educational character and mission of the College;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff);
- (f) the modification or revocation of these Articles.

C The Corporation may not delegate:

- (a) the consideration of the case for dismissal, and
- (b) the power to determine an appeal in connection with the dismissal

of the Principal, the Clerk or the holder of a senior post, other than to a committee of Governors.

The Corporation shall make rules specifying the way in which a committee having functions under the above paragraph shall be established and conducted.

D The Principal may delegate functions to the holder of any other senior post other than:

- (a) the management of budget and resources; and
- (b) any functions that have been delegated to the Principal by the Corporation.

E Committees

The Corporation must establish an Audit Committee and a Search Committee.

The Corporation shall set up a Selection Panel comprising 5 Governors for the appointment of a Principal, and 4 Governors (including the Principal) for the appointment of other senior postholders.

The Corporation shall set up a Special Committee comprising 3 Governors to act in the dismissal of the Principal, the Clerk or a senior postholder. The Committee shall be established by the Chair, when required, in accordance with the requirements of the Instrument and Articles of Government.

- F** Governors are expected to adopt the Code of Conduct and in so doing accept their responsibility to:
- (a) support the aims and objectives of the College and promote the interests of the College and its students in the wider community;
 - (b) work co-operatively with other Governors in the best interests of the College;
 - (c) acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation prevails, it should be supported;
 - (d) base his/her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views;
 - (e) acknowledge that as an individual Governor, he/she has no legal authority outside the meetings of the Corporation and its Committees;
 - (f) understand that an individual Governor does not have the right, other than through the Chair and with the Corporation's agreement, to make statements or express opinions on behalf of the Governors;
 - (g) resist any temptation or outside pressure to use the position of Governor to benefit him/herself or other individuals or agencies;
 - (h) declare openly and immediately any personal conflict of interest arising from a matter before the Governors, or from any other aspect of membership;
 - (i) respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential;
 - (j) take or seek opportunities to enhance his /her effectiveness as a Governor through participation in training and

development programmes, and by increasing his/her own knowledge of the College;

- (k) give priority, as far as possible, to attendance at meetings of the Corporation and its Committees;
- (l) have regard to his/her broader responsibilities as a Governor of a public institution including the need to promote public accountability for the actions and performance of the Corporation.

G Governors adopt the seven principles of Public Life:

Selflessness

Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.

Honesty

Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

6. DUTIES AND RESPONSIBILITIES OF THE PRINCIPAL

Under the Articles of Government the Principal is responsible, subject to the responsibilities of the Corporation, for the following:

- (a) making proposals to the Corporation about the educational character and mission of the College and for implementing the decisions of the Corporation;
- (b) the determination of the College's academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the College and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than the holders of senior posts or the Clerk, where the Clerk is also a member of staff;
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

7. DUTIES AND RESPONSIBILITIES OF THE CLERK

The Clerk shall be responsible for the following functions:

- (a) advising the Corporation with regard to the operation of its powers;
- (b) advising the Corporation with regard to procedural matters;
- (c) advising the Corporation with regard to the conduct of its business; and
- (d) advising the Corporation with regard to matters of governance practice.

8. DUTIES AND RESPONSIBILITIES OF CHAIR OF THE CORPORATION

8.1 With the support of the Clerk, to ensure:

- (a) That appropriate issues are brought to the Corporation
- (b) That the business at Corporation meetings is conducted efficiently and effectively

- (c) That issues before the Corporation are debated fully and that all governors have the opportunity to contribute
 - (d) That discussions and decisions are properly summarised and recorded
- 8.2 To exercise a second or casting vote where there is an equality of votes on any issue at a Corporation meeting.
 - 8.3 To exercise any specific authority delegated by the Corporation together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Corporation but which cannot wait for the next meeting. Such action to be reported to the Corporation at the next available meeting and ratified by that meeting.
 - 8.4 To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Corporation in the governance of the College.
 - 8.5 To provide leadership for the Corporation
 - 8.6 Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved
 - 8.7 To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
 - 8.8 To instigate disciplinary action against holders of senior posts should the need arise.
 - 8.9 To oversee and arrange appraisal of the work of the Clerk to the Corporation
 - 8.10 To represent the College and the Corporation on appropriate occasions and in particular to handle relations with the media on behalf of the Corporation
 - 8.11 To ensure that arrangements exist for the induction and development of Corporation members
 - 8.12 Be able to commit approximately 24 hours per month to the business of the Corporation

9. COMMITTEES OF THE CORPORATION

The following Committees have been established with the number of Governors shown in Terms of Reference. These are reviewed annually and approved by the Corporation:

- (a) Audit Committee

(b) Search Committee

The Audit Committees may, in accordance with its Terms of Reference, recommend to the Corporation the co-option of additional Committee members. Such co-opted members shall have the right to vote but will not become Governors by virtue of their co-option to a Committee. The committee structure will be reviewed at the time of the annual determination of membership.

10. COLLEGE COMPANIES

The College has established the following companies:

- (i) EOC Enterprises Limited;
- (ii) Otley College Enterprises Limited (dormant from July 2014).
- (iii) EOC SPV Ltd

Rules for the appointment of Directors are as follows:

- (a) Directors of College Companies shall only be Governors except in the case of EOC SPV Ltd
- (b) Governors serving on the Finance and Resources Committee shall form the Board of Directors of College Companies; in addition the Director of Estates shall be a Director of EOC SPV Ltd only
- (c) The Governor serving as Chair of the Finance and Resources Committee shall serve as Chair of the Boards of College Companies;
- (d) Termination of membership of the Corporation shall entail termination of Directorship of College Companies.

These rules do not affect the creation of any further companies by the College.

A Joint Venture LLP has been established of which EOC is the majority shareholder.

11. VOTING RIGHTS

Every question to be decided at a meeting of the Corporation or its Committees shall be determined by a majority of the votes of the Governors present. Where there is an equal division of votes of the Governors present the Chair of the meeting shall have a second or casting vote. A Governor may not vote by proxy or by postal vote other by written resolution as defined in clause 13(e).

Dissenting Governors have the right to have their dissent recorded in the minutes. Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. No resolution of

the Governors can 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.

A Student Governor 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 Governors would enter into any contract, or would incur any debt or liability.

12. QUORUMS

- (a) For a meeting of the Corporation to be quorate 40% of the number of members in post.
- (b) The quorum for a meeting of a Committee of the Corporation shall be as determined from time to time by the Corporation and recorded in its Terms of Reference.
- (c) If a meeting cannot be held for lack of a quorum, or is terminated when a quorum ceases to exist, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned.

13. MEMBERSHIP OF COMMITTEES

- (a) Every vacancy on a Committee of the Corporation shall be notified to the Corporation by the Clerk at the next meeting to be held after the vacancy occurs with a view to the Corporation making such appointment as they think fit at that or any subsequent meeting.
- (b) A Committee member may resign membership with immediate effect by notice, in writing, to the Clerk of the Corporation.

14. ATTENDANCE AT MEETINGS

- (a) All Governors shall be entitled to attend all meetings of the Corporation. All designated members of a Committee determined by the Corporation shall be entitled to attend all meetings of that Committee. At the request of the Chair of the Corporation, and in consultation with the Chair of the Committee, a governor is able to attend any committee as a *designated* member provided that the independence of the Audit Committee is not compromised by such a designation.
- (b) Subject to the prior approval of the Chair or in his/her absence the Vice Chair having been obtained, a member of the Corporation or of a committee of the Corporation may participate in a meeting of the Corporation or a committee of the Corporation by means of such conference, telephone or other similar communications equipment as permits all persons participating in the meeting to hear each other and a member of the Governing Body participating

in such a meeting by such means shall be deemed to be present at the meeting and be counted in the quorum.

- (c) Except in respect of the provisions made relating to appeals and representations about staff discipline and dismissal, a Staff Governor and the Principal, shall withdraw from that part of any meeting of the Corporation or Committee at which staff matters relating solely to that member of staff are to be considered, including his/her reappointment or the appointment of his/her successor. If so required by a resolution of the other Governors present, Staff Governors shall withdraw from that part of any meeting at which staff matters relating to any member of staff holding a post senior to his/her own are to be considered.

Except in respect of provisions made relating to appeals and representations by students in disciplinary cases, the Student Governor shall withdraw from that part of any meeting of the Corporation or Committee at which his/her conduct, suspension or expulsion is to be considered. If so required by a resolution of the other Governors present, the Student Governor shall withdraw from that part of any meeting at which staff matters relating to a member or prospective member of staff are to be discussed.

The Clerk shall withdraw from that part of any meeting of the Corporation or any Committee of the Corporation at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as Clerk are to be considered.

- (d) Any person other than the Clerk who is not a Governor or a member of a given Committee of the Corporation may only attend a meeting of the Corporation or of that Committee at the invitation of the relevant Chair. Such persons shall only be provided with an agenda for the meeting and granted permission to speak at the discretion of the Chair.
- (e) The Vice Principal Curriculum and Vice-Principal Finance and Resources shall be invited to attend meetings of the Corporation and other senior members of staff shall be invited as required by the agenda for the meeting. Senior members of staff of the College shall attend meetings of Corporation Committees in accordance with the requirements of the Terms of Reference of those Committees.

15. NOTICE OF MEETINGS

- (a) The Corporation shall meet at least twice per term and additionally as required. Committees shall meet as determined by their Terms of Reference.
- (b) A schedule of proposed meetings of the Corporation and its Committees shall be agreed annually by the Corporation. This

shall not prevent any additional meetings of the Corporation or its Committees being subsequently agreed or summoned by a separate notice from the Clerk. A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five Governors. This meeting may be called within a period of less than seven days if the Chair (or in his/her absence the Vice Char) determines that there are matters demanding urgent consideration.

- (c) The want of service of a notice on any Governor shall not affect the validity of the meeting.
- (d) The Clerk shall prepare and send an agenda and associated papers for each meeting to the Governors of the Corporation or Committee, as appropriate, at least 7 days before the meeting where practicable. Papers may also be sent out following circulation of the agenda or tabled at the meeting provided that they are identified on the agenda. No paper shall be tabled at the meeting if it is not identified on the agenda unless the Chair of the Corporation or Committee decides that it should be considered as a matter of urgency. Any Governor may request that an item is included on the agenda. Such items should be brought to the attention of the Chair and Principal prior to the finalisation of the agenda.
- (e) A resolution which is in writing shall be a valid resolution if passed as set out in the Instrument of Government

16. INTERESTS OF GOVERNORS

- (a) A register of direct and indirect Interests of Governors shall be maintained by the Clerk to the Corporation in the form decided by the Corporation.
- (b) Any Governor having an interest in any matter under discussion shall disclose that interest, shall not take part in any discussion nor form part of the quorum and shall not vote on any such matter. Such disclosure shall be recorded in the minutes of the meeting.

17. MINUTES AND PAPERS

- (a) The minutes of meetings shall normally be prepared for approval by the meeting Chair within 21 days following the meeting.
- (b) The unconfirmed minutes of meetings shall normally be circulated to Governors of the Corporation or relevant Committee following approval by the meeting Chair.
- (c) Approved and signed non-confidential Corporation meeting minutes shall be made available during normal working hours at the College to any person wishing to inspect them, and shall be

placed on the College website. Corporation agendas shall similarly be made available following their despatch to Governors. Corporation agenda papers, including the approved and signed non-confidential minutes of Committee meetings, shall similarly be made available at the conclusion of the meeting concerned.

- (d) The minutes of non-confidential committee meetings, if they have been approved by the Chair of the meeting, are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.
- (e) Despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (f) The Corporation and its Committees shall have the power to determine that specific minutes and associated papers shall remain confidential for a specified period. Minutes relating to items of business for which Student and/or Staff Governors were required to withdraw under the provisions of 12(b) above, if subsequently deemed to be confidential, shall not be made available to the Governors so required to withdraw.

18. GOVERNORS' EXPENSES

Subject to the authorisation of the Principal and the Clerk, fees and expenses relating to meetings, conferences and training events appropriate to a Governor's responsibilities to the Corporation shall be reimbursed on request. Rates of reimbursement shall be those agreed for members of the College staff.

19. ADMISSION OF THE PUBLIC AND PRESS

Meetings of the Corporation and its Committees will not be open to attendance by members of the public or press. Any person wishing to attend a meeting of the Corporation may submit a request to the Clerk, which shall be considered by the Governors present at the time of the meeting.

20. APPLICATION OF THE COLLEGE SEAL

Instrument 20 of the Easton & Otley Instruments of Government state that:

The application of the seal of the Corporation shall be authenticated by:

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose;

- (b) the signature of any other Member not including Staff or Student Governors.

21. MODIFICATION OR REVOCATION OF STANDING ORDERS

These Standing Orders shall not be amended, added to or rescinded unless:

- (a) notice shall first be given to Governors in the Corporation Agenda;
- (b) such notice shall state the terms of any proposed variation or revocation of these standing orders, and
- (c) the changes are approved by a majority of Governors attending the meeting at which they are considered;
- (d) consultation has taken place with any other persons who in the Corporation's view, are likely to be affected by the proposed changes.

The standing orders will be reviewed every two years but may be amended in the intervening period as necessary.

22. CHANGE OF NAME OF THE CORPORATION

- (a) The Corporation may change its name with the approval of the Secretary of State.

23. DISSOLUTION OF THE CORPORATION

- (a) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (b) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.

PROCEDURE FOR THE ELECTION OF THE CHAIR & VICE-CHAIR OF THE CORPORATION

1. Annual appointment

1.1 The Chair and Vice-Chair shall be elected, annually, at the last meeting of the Corporation in each academic year, usually July.

1.2 Neither the Principal nor any staff or student governor shall be eligible to be appointed as Chair or Vice-Chair.

1.3 Six/Eight weeks prior to election in July, an assessment of the Chair's performance will take place. This assessment is not designed to eliminate a sitting Chair from seeking re-appointment but rather to ensure the on-going development and training needs of the postholder thus creating a training programme for the Chair which can be accessed by subsequent postholders. Responses to be compiled into a report by the Clerk and distributed to all governors prior to the nomination process.

1.4 Four weeks prior to the July Corporation meeting the Clerk will seek nominations from governors. Nominations must include a member proposer and a member seconder, and should also confirm the nominee's willingness to accept the office if selected. Nominations, which should be forwarded to the Clerk, must be received no later than one calendar week prior to the Corporation meeting.

1.5 In the event of an unexpected vacancy for the office of Chair the Clerk will seek nominations. Again, nominees must be proposed and seconded by members and should also confirm the nominee's willingness to accept the office if selected.

1.6 The Clerk will table the nominees.

1.7 In the event of one nominee the method of election shall be by a show of hands. All members will be entitled to vote. A member will be entitled to vote for him or herself.

1.8 In the event of more than one nominee being proposed the method of election shall be by secret ballot. All members shall be entitled to vote. The Clerk will provide each member with a ballot paper. Each member will be asked to indicate his or her choice by casting a single vote. A member will be entitled to vote for him or herself.

1.9 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee. In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 1.7 and 1.8 will be repeated until the matter is resolved.

1.10 The Clerk will be responsible for the organisation and proper conduct of the election process.

1.11 The Chair or Vice-chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

1.12 At the expiry of their terms of office the Chair or Vice-chair shall be eligible for reappointment subject, unless agreed as an exceptional circumstance, to a maximum of four consecutive terms of office.

2. Non-routine appointments

2.1 In the event of the role of Chair becoming vacant during the academic year, at the first meeting following the chair's resignation or removal from office, the Vice-Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above.

2.2 However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Corporation to act as Chair for the appointment of the new Chair only. (This is to avoid the Vice-Chair being able to vote for him/herself in the event of a tied vote).

2.3 If the Chair and Vice-chair are absent from any meeting of the Corporation, the governors 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.