



SOUTHPORT EDUCATION GROUP STANDING ORDERS AND BYE-LAWS

Conduct of Business

Abstract

The Corporation is constituted in accordance with the Instrument and Articles of Government 2018 (amended 2023). The Corporation has the power under Article 23 to make rules and bye-laws relating to the government and conduct of the College and these rules and bye-laws are subject to, and sit beneath, the provisions of the Instrument and Articles of Government (2024))

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STANDING ORDERS FOR THE CONDUCT OF MEETINGS

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1 INTRODUCTION AND GENERAL DUTIES

These Corporation Procedures/Standing Orders supplement the provisions of the Further and Higher Education Act 1992 ('the Act') and the College's own Instrument and Articles of Government ('the Instrument and Articles'). In the event of any conflict between these Orders and either/or the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

The Corporation will review these Standing Orders/Corporation Procedures at least annually.

Every Member of the Corporation and its committees shall be bound by these Standing Orders/Corporation Procedures, and shall be expected to adhere to the following seven principles of public life as recommended by the Nolan Committee's report 'Standards in Public Life':

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership

Standing Order 1: Meetings

1.1 “Meeting” includes a meeting at which the governors attending are present in more than one room. The Corporation may approve alternative arrangements for governors to participate or vote at meetings of the Corporation including, but not limited to, by telephone or video conference (2.1.f).

1.2 Where meetings are held by alternative means, including video or conference call, the standing orders and code of conduct still apply, although, members should have due consideration for the protocol for such meetings (Appendix A)

1.3 The Board shall meet at least once in every term and shall hold such other meetings as may be necessary (8.1). The calendar of meetings will be approved by the Board at the last academic meeting of each year covering the next academic year.

1.4 Special meetings

1.4.1 Special meetings can be convened by the Chair of Governors (or Vice-Chair in the absence of the Chair) or by written request to the Director of Governance and Compliance from any five Governors if circumstances are such that they are deemed necessary Clause 12 (4) of the Articles of Government.

1.4.2 Written notice and an agenda stating clearly the business to be discussed are required. This may be sent with less than the normal notice period at the direction of the Chair (or Vice-Chair) if the matter is particularly urgent Clause 12 (5) of the Articles of Government.

1.4.4 Special meetings of Governors may only deal with the particular business for which the meeting has been called and will not normally approve the minutes of any previous meeting nor should other items be raised as any other business. Otherwise, normal rules (concerning such matters as quorum, chairmanship in the absence of the Chair of Governors, taking minutes etc) apply.

1.5 Agendas

1.5.1 All scheduled meetings shall be called by the Director of Governance and Compliance to the Governors, at least seven calendar days before the date of the meeting, send to the members of the Board written notice of the meeting and a copy of the proposed agenda, with the exception of a ‘special meetings’ (12.4) where notice may be less than seven days.

1.5.2 The agendas for meetings of the Board or its Committees shall be drawn up by the Director of Governance and Compliance for clearance with the person who will chair the meeting after discussion with the Principal, Deputy Principal or Director of Finance and shall be distributed by the Director of Governance and Compliance and where possible this will be at least seven calendar days in advance of the meeting. ([see appendix 7](#) for more details)

1.5.3 When the agenda is agreed by the Chair of the Committee, the location will be agreed. This may be at any of the College campuses, online, or, in exceptional circumstances, at another suitable location within the locality of the college campuses.

1.5.4 Any individual Governor may request that an item be included on an agenda. Where possible, the request should be made no later than eight days before the meeting to enable distribution seven days prior to the meeting.

1.5.5 Requests for an item or items to be placed on the agenda should detail the reason(s) for the item(s) including any proposal(s) and any supporting papers. The person to Chair the meeting, on the advice of the Director of Governance and Compliance to the Board, reserves the right to deny the request if the matter is not proper business for the Board. In such instances, the Director of Governance and Compliance will advise the relevant Governor or staff member of this decision as soon as possible.

1.5.6 Agendas will detail:

- ◆ Location and time
- ◆ Outline of matters to be discussed
- ◆ Details of supporting papers
- ◆ Indicate which matters require a decision and which are for information

1.6 Papers

1.6.1 There is an expectation that supporting papers will be distributed seven calendar days ahead of the meeting. If this is not possible, and where supporting papers are to follow, this will be marked on the agenda (though late papers will be avoided if at all possible) ([See appendix 7](#) for papers protocol).

1.6.2 Papers may only be tabled at meetings if this has been agreed with the person chairing the meeting prior to the commencement of the meeting.

1.7 Conduct and Attendance

1.7.1 The person chairing the meeting shall decide how the meeting shall be conducted and shall be responsible for ensuring that the meeting is conducted in an orderly manner. All discussion should normally be directed through the person chairing the meeting.

1.7.2 Attendance through alternate means including but limited to teleconference or videoconferencing shall be deemed to constitute presence in person at such meeting and, shall be entitled to vote and be counted in a quorum accordingly (13.1) provided that members can hear one another. It is the responsibility of the meeting Chair to ensure that attendees can both hear and be heard at the start of the meeting.

1.7.3 Every member shall act in the best interests of the Board and must not allow any sectional interest to take precedence. In particular, governors are not appointed as 'representatives' or 'delegates' of any outside body and may not be lawfully bound by mandates given to them by others.

1.7.4 It is expected that all Governors/Committee members will attend all properly convened meetings of the Board/relevant Committee unless they are unable to do so.

1.7.5 Governors are entitled to attend meetings of Committees of which they are not members. They will be shown in the Minutes as being in attendance. As with any committee member, they may be excluded from all or part of a meeting if the Chair considers that their presence amounts to a conflict of interest or breach of confidentiality or an obstruction to the proper conduct of the committee's business.

1.7.6 A Governor unable to attend a meeting of the Board or a Committee must, as soon as reasonably possible, detail their apologies to the Director of Governance and Compliance to the Corporation, to be minuted at the relevant meeting. Any member missing a meeting without giving an apology to the Director of Governance and Compliance shall be recorded as absent. Where a member is recorded as absent and subsequent apologies are provided, retrospective apologies can be accepted.

1.7.7 The Director of Governance and Compliance shall maintain records of Governor attendance. Absence for a period of longer than six consecutive months or 3 consecutive meetings (whichever is longer) without permission of the Corporation (10.2.b) will be notified to the Chair of Governors. The Chair shall then be required to be satisfied that the Governor in question wishes to continue as a Governor and is able to give assurances that attendance at meetings will be resumed. If that Governor is to continue to be a Governor, it shall be agreed with the Director of Governance and Compliance the steps to be taken to ensure that the appropriate assurances are received or that the relevant person leaves the Board.

1.7.8 In exceptional circumstances, the Chair of Governors may ask the Board to consider whether the attendance record of a Governor is such that he/she needs to be removed from office in accordance with (10.2.b).

Standing Order 2: Access to Meetings of the Board and Committees

2.1 In accordance with Article 8 (a) The Corporation is required to have a written statement on the access to meetings of its Committees.

2.2 Access to meetings of the Board and Committees by persons who are not members of the Board or attending in the capacity as Clerk (Director of Governance and Compliance) is generally only by invitation of the Chair of Governors or Chair of the relevant Committee and will be arranged via the Director of Governance and Compliance.

2.3 There is a standing invitation for the member of the Senior Leadership Team linked to each Committee, and for the Deputy Principal and Director of Finance to the Corporation Meetings. It is expected that the SLT will also be in attendance at meetings of the Corporation.

2.4 The external and internal auditors are entitled to attend those parts of the Corporation meetings at which their reports are to be discussed and may be invited to attend other parts of meetings. The external auditors can attend all meetings of the Audit Committee unless the meeting is to appoint or discuss terms of contract for the external auditors. The external auditors are entitled to attend any general meeting of the Board, and to be heard on any matter concerning them.

2.5 Where deemed appropriate by the Chair of Governors or Chair of the relevant Committee, any party or parties attending a meeting by invitation may be required by the Chair of Governors to withdraw from the meeting.

Standing Order 3: Order of Business

3.1 The agenda shall be prepared by the Director of Governance and Compliance in consultation with the Chair and the Order of Business at ordinary meetings of the Board shall be:

- a) to choose a person to preside if the Chair and Vice-Chairs are absent;
- b) apologies for absence
- c) declaration of interest;
- d) to approve as a correct record and sign the minutes of the last meeting of the Board;
- e) to deal with any matters arising;
- f) to dispose of business (if any) remaining from the previous meeting;
- g) to consider reports from Committees established by the Board;
- h) to consider reports from the Principal or any other officers with a right to report to the Board;
- i) motions submitted by governors and printed on the agenda;
- j) any urgent business which cannot wait for the next ordinary meeting of the Corporation.
- l) to receive items for information and report.
- m) to note the date of the next meeting.

3.2 Other than business under (a), (b), (c) and (d) above, the order of business may be changed:
(a) by direction of the Chair; or
(b) by a resolution passed on a motion (which needs not be in writing), duly moved and seconded, and shall be put without discussion.

3.3 Matters may only be included as AOB with the agreement of the person chairing the meeting. AOB should be restricted to urgent matters which have arisen after the agenda and papers have been circulated. The meeting Chair reserves the right to reject a request to cover AOB where no prior notice is given.

Standing Order 4: Declaration of Interests

4.1 Governors may not hold any financial interest in the College (11). Governors, senior postholders and senior managers are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family or friends. The Corporation therefore requires governors and senior managers to disclose any financial or other interests which could be considered likely to affect the independence of their judgment.

4.2 Upon appointment, all Governors and Senior Managers of the College are required to complete a Register of Interests form and to return it to the Director of Governance and Compliance. Any changes thereafter must be notified to the Director of Governance and Compliance in writing. This register of interests will be updated annually by the Director of Governance and Compliance and submitted to the Dir. Of Finance.

4.3 Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Director of Governance and Compliance. If an interest is declared, that Governor shall not take part in the discussion of, or decisions relating to, that item and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote. (11.2) The Chair of the meeting, advised by the Director of Governance and Compliance, shall, if deemed appropriate, ask the relevant Governor to withdraw from the meeting until the decision is taken.

4.4 Governors are reminded that under Clause 11.1 of the College's Instrument of Government they must disclose to the Corporation any financial interest which they have or may have in:-

- (a) the supply of work or goods to or for the purposes of the College;
- (b) any contract or proposed contract concerning the College;
- (c) any other matter relating to the College;

Standing Order 5: Payments to Governors and Gifts and Hospitality

5.1 Under charity law trustees should not profit from the office they hold unless this is authorised by their governing document [Instrument & Articles] and with the written authorisation of the Charity Commissioner. There are circumstances under which a Governor can be remunerated, with relevant guidance and permissions sought, however, without passing a resolution to amend the instrument and articles and the updating of this standing order, the Corporation of Southport Education Group will not pay Governors for their services in respect of their membership of the Corporation.

5.2 Governors are allowed to claim the same allowances and out of pocket expenses as are paid to members of staff for attendance at any external conference or event on behalf of the Corporation. No payments will be made for loss of earnings. Expenses claims should be submitted to the Director of Governance and Compliance.

5.3 Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Governor. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Director of Governance and Compliance.

Standing Order 6: Voting

6.1 The quorum for a meeting of the Board is at least 40% of the membership of the Board (13) Articles of Government.

6.2 Clause 14 (1) of the Articles of Government establishes that every question to be decided at a meeting should be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair of the meeting having a second or casting vote in the event of a tie. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability Clause (10.7).

6.3 The Chair may simply ask the meeting for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there is a clear expression of dissent or if it is a matter of particular significance.

6.4 Should an individual member of the Board request a vote on a particular issue, this must be agreed. If a formal vote is taken, the number voting for and against will be recorded in the minutes.

6.5 Where deemed appropriate, the Board may resolve that a secret ballot should be held and/or that the names of those voting for or against a proposal will be recorded. A dissenting Governor shall have the right to have his or her disagreement recorded in the minutes. At the request of a Governor or Governors, the Director of Governance and Compliance shall record their names as dissenting from a matter before the Board.

Standing Order 7: Written Resolutions

7.1 Any decision that could be made by a meeting of the Board or any committee thereof shall be capable of being validly made if a resolution in writing is signed to that effect by all persons eligible to be at the relevant meeting.

7.2 Written resolutions should only be used when:

- a) there is a need for urgency and the delay until the next scheduled meeting would have an adverse impact on the Corporation, or
- b) where decision at a meeting of the Corporation or Committee is deferred due to impending additional information, whereby the decision can be minuted as deferred to be concluded by written resolution.

7.3 The Corporation and its committees may also adopt resolutions in writing without any meeting taking place.

7.4 The resolution may consist of several elements, each to be proposed by one or more members of the Corporation or on behalf of the relevant committee.

7.5 A resolution in writing, in hard copy or by electronic means, approved by the majority of the members of the Corporation who would have been entitled to vote upon it had it been proposed at a meeting of the Corporation, shall be effective provided that-

- a) a copy of the proposed resolution has been sent to all the members of the Corporation or the relevant committee entitled to attend and vote on the matter; and
- b) a simple majority of Members have signified agreement to the resolution within 14 days of circulation; and
- c) it is contained in a document authenticated by the Director of Governance and Compliance which has been received at the address specified by the College for the receipt of document.

7.6 The “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days. The ‘address’ can be postal or digital including email or online communication platform.

7.7 The adoption of the written resolutions shall be noted at the next meeting of the Corporation or the relevant committee. Where objections, dissent or comments are made alongside a vote, the Director of Governance and Compliance shall update the Committee/Corporation accordingly.

Standing Order 8: Reconsideration of Resolutions

8.1 Clause 14 (4) of the Articles of Government requires that no resolution (i.e. formal decision), of the Corporation be rescinded or varied at a subsequent meeting of the Board unless its reconsideration appears on the agenda for that meeting. A resolution cannot be overturned or varied as part of discussions of matters arising from previous minutes. The subject must appear as a substantive item on the agenda, and it must be stated that there is a proposal to vary or rescind a previous decision.

8.2 Such proposals shall only be made if there is a change of circumstances and/or material facts, and these changes must be detailed in supporting documentation for each proposal.

Standing Order 9: Minutes

9.1: Approval of Draft Minutes

9.1.1 Minutes drafted by the Director of Governance and Compliance will be cleared with the person chairing the meeting and with any other Governor or senior member of staff requested by the Chair. This will usually include the SLT link for the Committee, to confirm the technical accuracy. Once cleared, they will be circulated to all members of the Board or relevant committee, whether or not present at the meeting (full details in [appendix 7](#)).

9.1.2 Any change proposed to the draft minutes at the meeting at which their accuracy is being considered is subject to agreement by the majority of Governors present at that meeting. Governors who were not present at the meeting for which the draft minutes are being considered are precluded from participating in such decisions.

9.1.3 Changes agreed to the draft minutes will be recorded in the minutes of the meeting at which they are agreed, with the minuted approval considered a suitable alternative to the signing of minutes. The final approved version will be uploaded to the College website, subject to redactions as agreed by the Committee/Corporation.

9.1.4 Revised minutes will not be circulated unless, in the Director of Governance and Compliance's judgement, substantial changes have been made.

9.2: Publication of Minutes and Papers

9.2.1 Agendas for full Corporation meetings will be available for public inspection as soon as they have been forwarded to members.

9.2.3 Draft full meeting minutes, once approved by the chair of the meeting, will be available for public inspection at the College office during normal College hours. Finalised minutes will be posted on the College website and will remain there for a period of no less than 12 months.

9.2.4 Any reports, documents or other papers considered at a meeting of the Corporation will be available for public inspection at the College office as soon as minutes are approved, unless deemed confidential (15.4). These will also be held for 12 months unless they are subject to a longer retention period.

9.2.5 Agendas, minutes, reports, documents and other papers in respect of the Corporation and its committees will be publicly available only to the extent that they are agreed by the Corporation.

Standing Order 10: Confidentiality Criteria

10.1 As far as possible Governors' business shall be open to scrutiny, though sometimes there will be financial, property and/or personnel issues which will remain confidential.

10.2 Matters discussed by the Corporation will be deemed confidential if the Corporation resolves that they are to be treated as such, and the matter falls into one of the following categories:

- a) matters relating to an individual member of staff or the Board, or a student;
- b) matters relating to a commercial transaction, which if known would disadvantage the college financially;
- c) matters relating to a negotiating position with a trade union or legal advice which, if known, would disadvantage the college;
- d) other matters, of an exceptional nature, which the Corporation resolves should be kept confidential in the best interests of the College and/or the General Public.

10.3 Unless agreed otherwise by the Board in a specific case, the confidentiality restrictions on each piece of confidential business shall be removed after 10 years but, additionally, the Chair of the Corporation and the Director of Governance and Compliance are authorised to bring before the Corporation annually those items which in their view ought no longer to continue to be given confidential status.

Standing Order 11: Corporation Chair and Vice-Chair and Committee Chair Roles and Responsibilities

11.1 Role of the Chair

11.1.1 The Corporation authorises the Chair, and in his/her absence the Vice Chair, to act on its behalf between meetings where appropriate. Urgent decisions of significance will be reported to Members immediately; other matters will be reported to the Corporation at its next meeting.

11.1.2 This authorisation excludes matters that the Corporation may not delegate under the terms of the Instrument and Articles of Government.

11.1.3 Except where the Director of Governance and Compliance is directly involved, he/she will be present to record any decisions taken under 11.1.1 above.

11.2 Appointment of the Chair and Vice Chair of the Corporation

11.2.1 The Corporation shall elect a Chair and Vice-Chair from among the Board appointed Governors as per Articles of Government Clause (6.1) with the Principal, student governor and staff governors unable to hold this position (6.2).

11.2.2 At the last meeting before the end of term of office of the Chair, or at the first meeting following the expiry of the term of office of the Chair or the Vice-Chair, the Governors shall appoint a new Chair or Vice-Chair, from among Corporation appointed Governors (independent members).

11.2.3 The item for the appointment within the meeting should be conducted by the Director of Governance and Compliance to the Board who shall invite nominations which will require proposing and seconding.

11.2.4 If necessary, the Director of Governance and Compliance will arrange for a secret ballot to be held.

11.2.5 Governors who are not Corporation appointed (Independent) Governors cannot stand for election to these roles. (6.2), however, may still participate in the appointment process.

11.2.6 The person(s) appointed shall be those carrying a simple majority of the votes on a show of hands. In the event of a tie, the person carrying a simple majority of Board appointed (independent) Governor votes shall be appointed. If there is still a tie, the person with the longest service as a Governor shall be appointed. If there is still a tie, the appointee shall be determined by drawing lots.

11.2.7 The Chair and Vice-Chair shall hold office for a period of two years or such period as the Corporation decides. Articles of Government (6 (4)). The term of office of the Chair will be determined following the election in accordance with any other standing

order or bye-law relating to the term of office of a member.

11.2.8 The Vice Chair will be appointed following a similar procedure.

11.2.9 If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the Governors present shall choose another Governor to act as Chair for that meeting (Articles of Government Clause 6 (3)).

11.2.10 While a member, including those with additional responsibilities, can give notice in writing to the Director of Governance and Compliance at any time and with immediate effect, it is expected a Chair will give one term's notice of their intention to step down in the role. The notice will be in writing to the Director of Governance and Compliance. The Chair and Vice-Chair may at any time by notice in writing, to the Director of Governance and Compliance to the Corporation, resign their respective offices. Articles of Government (6.5).

11.2.11 Chairs and Vice-Chairs retiring at the end of their respective terms of office shall be eligible for re-appointment, subject to any restrictions on length of service. (Articles of Government (6.10)).

11.3 Responsibilities of the Chair of the Corporation:

Specific responsibilities of the Chair include but are not limited to:

- chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, these Corporation Procedures/Standing Orders and recognised best practice
- call special meetings of the Corporation if there is good cause having regard to the provisions of the Instrument and Articles of Government
- determine the agenda for Corporation meetings in consultation with the Principal and the Director of Governance and Compliance having regard to Corporation decisions and suggestions from individual Members
- make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct
- collaborate with the Vice Chair, the Principal and the Director of Governance and Compliance in the formulation of the programme for Corporation planning sessions
- consider and approve applications from Members wishing to attend training events which have been referred to the Chair by the Director of Governance and Compliance
- undertake the annual appraisal of the Principal with the Vice Chair of the Corporation
- undertake the annual appraisal of the Director of Governance and Compliance with the Vice Chair, taking into account any issues raised by Chairs of committees
- exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Director of Governance and Compliance
- attend College events, as and when appropriate and convenient, to present prizes/awards to students if available to do so

- represent the Corporation at local, regional and national events, if available to do so and to report to the Corporation as appropriate
- regularly meet the Principal and/or the Director of Governance and Compliance with the Vice Chair to review issues impacting on the Corporation and the College.

11.4 The Role Description for the Chair of the Corporation

11.4.1 To work with the Senior Leadership Team and the Corporation to create and maintain a safe and inclusive working environment.

11.4.2 With the support of the Director of Governance and Compliance, to ensure:

- a. That the Board maintains strategic oversight of the College
- b. That appropriate issues are brought to the Corporation
- c. That the business at Corporation meetings is conducted efficiently and effectively
- d. That issues before the Corporation are debated fully and that all governors have the opportunity to contribute
- e. That discussions and decisions are properly summarised and recorded.

11.4.3 To exercise a second or casting vote where there is an equality of votes on any issue at a Corporation meeting.

11.4.4 To exercise any specific authority delegated by the Corporation together with a general delegated authority to act, after consultation with the Principal and the Director of Governance and Compliance, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.

11.4.5 To develop an effective working relationship with the Principal and the Director of Governance and Compliance based on a full understanding of the role of the Board in the governance of the College.

11.4.6 To provide leadership for the Corporation and to assist the Corporation and the Senior Leadership Team in determining the strategic direction of the College.

11.4.7 Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.

11.4.8 To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.

11.4.9 To instigate disciplinary action against holders of senior posts should the need arise.

11.4.10 To oversee and arrange appraisal of the work of the Director of Governance and Compliance to the Corporation.

11.4.11 To act as ambassador on behalf of the College and the Corporation and be notified and consulted on items relating to relations with the media on behalf of the Corporation.

11.5 Vice Chair Responsibilities

Duties and responsibilities of the vice chair of the corporation include:

- undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the role description outlined above
- collaborate with the Chair of the Corporation, the Principal and the Director of Governance and Compliance in the formulation of the programme for the Corporation planning sessions
- represent the Corporation at local, regional and national events if available to do so and to report to the Corporation as appropriate
- undertake the annual appraisal of the Principal with the Chair of the Corporation
- undertake the annual appraisal of the Director of Governance and Compliance with the Chair of the Corporation
- regularly meet the Principal and/or the Director of Governance and Compliance as appropriate with the Chair of the Corporation to review issues impacting on the Corporation and the College.

11.6 Chair's Action

11.6.1 'Chair's action' may be specifically authorised by the Corporation in its Instrument and Articles and/or standing orders) and including such provisions may be useful to the Corporation.

11.6.2 Any such powers should generally only be used with extreme caution and where it is not possible to convene a special Corporation meeting.

11.6.3 In allowing provision of Chair's Action, Southport Education Group commits to adhering to the principles of good governance through initiating the following constraints to protect the Corporation (and the Chair):

- the matter must genuinely be shown to be urgent
- it is not possible to convene a special meeting of the Corporation in time
- the Chair will liaise with the Director of Governance and Compliance and/or the CEO before exercising the power
- attempts will be made to take soundings from governors to ascertain if there are any strong objections
- any action taken will be reported to the Corporation as soon as possible after it is taken for Chair's action.
- Any Chair's Action with prior approval will be provided 'for information', any decision that has been taken without prior approval from the Corporation will need to be ratified

11.7 Committee Chair Role and Responsibilities

11.7.1 Appointment

The Committee Chair shall normally be elected at the last Corporation meeting of the relevant calendar year and the appointment shall be made for a period of two years. They will be elected following the recommendation of the Governance Committee and approved by the Corporation, in accordance with all statutory procedures, including the Instrument and Articles of Government and the Standing Orders.

11.7.2 Accountability

The Committee Chair is accountable to the Corporation Board.

11.7.3 Overview

The primary role of the Committee Chair is to lead the relevant Committee effectively, ensuring it efficiently discharges its remit and responsibilities as outlined in its Terms of Reference. For some committees, additional documentation (for example, the Post 16 Audit Code of Practice and the College Accounts Direction) makes comment on both the efficient and effective conduct of its business and/or impose additional conditions. The Director of Governance and Compliance can advise.

11.7.4 Role Summary

11.7.4.1 Ensure meetings are called and held in accordance with the college's terms of reference for committees.

11.7.4.2 In consultation with the SLT Lead, Director of Governance and Compliance and/or other board or committee members, establish and confirm an agenda for each meeting.

11.7.4.3 Chair the committee meetings

11.7.4.4 Provide leadership & ensure committee members are aware of their obligations and that the committee complies with its responsibilities

11.7.4.5 Ensure there is sufficient time during the meeting to fully discuss agenda items

11.7.4.6 Ensure that discussion on agenda items is relevant, productive and professional

11.7.4.7 Having a casting vote in the event of a tie within a Committee based decision

11.7.4.8 Ensure minutes are complete and accurate, retained, and actions are followed up at the next meeting

11.7.4.9 Ensure a clear flow of two-way information between the committee and the Board

11.7.4.1.10. Provide a summary to the Corporation of Committee discussions, drawing attention to relevant concerns, assurances and successes

11.7.4.11 To liaise, as appropriate, with the Chair of Governors on the performance and development of the committee and any items of business arising

11.7.4.12 To take an active role in the annual self-assessment of the committee's performance

11.7.4.13. To assist with the development of the committee as a team and to contribute to the development of the committee and its members through active participation in meetings of the Governance Committee

11.7.4.14. To commit to undertake personal development in the role and lead committee members in the same.

11.7.5 Time Commitment

The time commitment may amount to up to one day per term, in addition to other duties as Governor.

11.7.4.6 Notice Period

While a member, including those with additional responsibilities, can give notice in writing to the Director of Governance and Compliance at any time and with immediate effect, it is expected a Chair will give one term's notice of their intention to step down in the role. The notice will be in writing to the Director of Governance and Compliance.

Standing Order 12: Staff Governors

12 1 Staff Governor Appointment

12.1.1 Clause 5 of the Instrument, states that “The Corporation shall make regulations setting out the procedures for obtaining nominations for staff or student governors including, where appropriate, the procedures for any elections to obtain such nominations.”

12.1.2 The determination indicates that all members of staff with a permanent contract are eligible to be nominated or elected as a staff governor, without specification for academic or non-academic staff. Those eligible to vote for the candidate for nomination or election is stated as “All Staff”.

12.1.3 The term of office shall be determined on appointment and will be no less than two years and will not exceed four years.

Process (see [appendix 2](#) for example details to candidates):

1. The Director of Governance and Compliance will notify staff of the vacancy for a staff governor on using a range of means, including through email, MS Teams Notification and staff meetings.
2. The Director of Governance and Compliance will be available to explain the role of a governor to potential nominees
3. Nominations will be invited using a simple form provided for the purpose by the Director of Governance and Compliance to the Governors.
4. A deadline will be set by the Director of Governance and Compliance for return of nomination forms within a manageable and reasonable time frame.
5. The support of a proposer and seconder from amongst the appropriate electorate will be confirmed on the form by name and signature. A proposer may only propose one nominee and a seconder may only second one nominee.
6. In the case of only one nomination being received by the Director of Governance and Compliance by the deadline set for return of forms, the Director of Governance and Compliance will check the eligibility of the nominee; his / her proposer and seconder and declare him / her duly elected for appointment by the Corporation.
7. Where two or more nominations are received by the Director of Governance and Compliance by the deadline set for return of forms, the Director of Governance and Compliance will declare an election; inform each candidate and invite each of them to prepare a short statement (max 250 words) setting out his / her manifesto. A specific deadline no further away than one College week within College term time will be set by the Director of Governance and Compliance for return of the manifesto statement. A candidate who does not meet the deadline will not qualify to stand for election and will be deemed to have withdrawn.
8. A supervised paper or online ballot, including (but not limited to) the use of Survey Monkey, MS Forms or Microsoft Quick Poll will be run by the Director of Governance and Compliance.
9. All staff with a College contract (not agency or subcontracted) are entitled to one vote and the manifesto of each candidate, together with details of how and when to cast the

vote will be circulated by staff email, and notified on relevant notice Boards, including MS Teams messages. Reasonable opportunity will be given for votes to be cast and staff on Maternity / Paternity Leave will be eligible to vote by a process put in place to enable this.

10. Spoiled, illegible ballot papers or duplicate votes will not be counted.
11. At the close of polling, votes cast by the deadline will be counted by the Director of Governance and Compliance in the presence of a witness (a witness will not be required for online votes). The Director of Governance and Compliance will check the eligibility of the winner and inform him / her and the other candidates of the result before declaring the outcome of the election by email and staff meetings/notice boards.
12. Appointment will be made by the Corporation at the next meeting of the full Corporation to a term of office as recommended by the Governance Committee from the date of that meeting.

12.2 Limitations of Staff Governors

(11.5) A Governor who is also a Member of staff shall withdraw:

- a. from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- b. from that part of any meeting of the Corporation, or any of its committees, at which that governor's reappointment or the appointment of that governor's successor is to be considered;
- c. from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- d. if so required by a resolution of the other governors present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that governor's post are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

12.1.5 (14.5) Where the 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 governor—

- a. need not disclose a financial interest; and
- b. may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body; but
- c. shall withdraw from the meeting if the matter is under negotiation with staff and the staff governor is representing any of the staff concerned in those negotiations.

Standing Order 13: Student Governors

13.1 The Corporation determined a constitution comprising up to two student governors.

13.2 Where possible, the two student members should represent different parts of the business, with consideration for representation from Southport Campus, KGV, apprenticeships, and adult learning, however, one should always represent an element of 16-18 provision.

13.3 Clause 5 of the Instrument states that “The Corporation shall make regulations setting out the procedures for obtaining nominations for staff or student governors including, where appropriate, the procedures for any elections to obtain such nominations.” When a vacancy arises, the Governance Committee shall decide if all students or a targeted business area can apply.

13.4 The term shall be decided upon appointment by recommendation of the Governance Committee. A student shall be appointed for a term of no more than four years, with their term ending the term after their contract with the college ends.

13.5 Where only one student is appointed, they are encouraged to consider the views and opinions and of other areas of the student population that are not represented, however, are reminded they are not a representative of those areas, but there to bring student voice, and their own opinions and experiences to the Board.

13.6 Student governors are to be encouraged to attend focus groups and student representative meetings, to be able to feed back to the Board the thoughts and opinions raised within those meetings. The facilitation of this will be arranged and coordinated by a member of SLT with the support of the Director of Governance and Compliance in providing suitable formats for the feedback.

13.7 In all elections the Director of Governance and Compliance to the Governors (“the Director of Governance and Compliance”) shall act as the returning officer.

13.2 Student Governor Appointment ([for details of application pack see appendix 3](#)):

13.2.1 The student governors will ordinarily be elected in the autumn term, however, elections can take place at any time following a vacancy by way of resignation, or if the recruitment process in Autumn failed to make the required number of appointments.

13.2.2 Where possible, student governors will be introduced to the Corporation at the December meeting immediately following their election. Their appointment term of office will commence from that meeting.

13.3 Process:

- The Governance Committee will be alerted of the forthcoming vacancy and approve the nomination process, suggested term and target student population
- Following this, the Director of Governance and Compliance will liaise with the VP Curriculum and Support to discuss the forthcoming vacancy and advertisement strategy. Sufficient notification will be given to students, ideally allowing them to

reflect over the half term break and approach the current Student Governors with any questions

- The Director of Governance and Compliance will circulate the information to the student population including contact details for the Director of Governance and Compliance and consider attending a relevant council or rep meeting to give detailed insight into the role, answer any questions and introduce the application process
- Interested parties are invited to advise the Director of Governance and Compliance of their intention to stand for election and submit a written application.
- If after the closing date, more than one application is received, candidates will create a presentation of no less than two minutes and no longer than 5 minutes or short written manifesto to be circulated with the digital voting slips.
- The manifestos (written or recorded) will be circulated with a voting slip or a suitable electronic alternative including (but not limited to) Survey Monkey or Microsoft Quick Poll/Forms
- Votes will be counted and verified by the returning officer (the Director of Governance and Compliance to the Corporation)
- In the event of an equal number of votes for more than one candidate, the candidate with the highest college attendance will be elected
- The nominated student will attend the next meeting of the Corporation and their appointment will be confirmed to serve for the term as recommended by the Governance Committee
- Students will be invited to submit a report during the Spring Term on their experience as a student at Southport Education Group
- Where the process cannot be completed within the timeframe specified, the appointment will be made as soon as possible thereafter following the above process
- Where the student has less than one year remaining at the College, their appointment will cease at the end of their Course or upon termination of their contract with the College

13.4 Limitations on Student Governors

(5.7) A student governor who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal—

- (a) for the expenditure of money by the Corporation; or
- (b) under which the Corporation, or any governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(10.7) A student governor shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(10.8) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student governor shall—

- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (b) where required to do so by a majority of the governors, other than student governors, or committee present at the meeting, withdraw from the meeting.

Standing Order 14: General Appointments to the Corporation

15.1 The determination is set out in Instrument clause 3, and the requirements are outlined in clause 5

15.2 The Governance Committee will meet at least once per term to review the composition of the Corporation and to submit its advice to the Corporation regarding the appointment of Members in accordance with the Instrument and Articles of Government and recruitment policy ([appendix 5](#)).

15.3 Vacancies will be advertised through social media, the website and dedicated governor recruitment services.

15.4 Application can be by the completion of an application form as provided by the Director of Governance and Compliance or through the submission of a CV.

15.4 Where a number of applications are received, a shortlisting process will be followed, using the criteria as determined by the Governance Committee based on the current composition and skillset of the Corporation.

15.5 The Governance Committee will convene an interview panel, consisting of no less than two and no more than four members of the Corporation.

15.6 The panel will have the delegated authority to select the most suitable candidates following the interview to present to the Committee for recommendation to the Corporation for approval. This will allow the panel to give tentative acceptance or rejections to the candidates to prevent unnecessary delays for the candidates.

15.7 The panel is not obliged to take any interviewees forward for recommendation if they are not deemed to have the necessary skills and experience. If, however, they have relevant skills and experience, but just not the skills needed to fill the present vacancy, the panel can offer a place on the reserve list to the interviewee. This would not need a further interview should a relevant vacancy arise.

15.8 New Members will be appointed at that or the next meeting of the Corporation; terms of office of new Members shall be determined at that meeting in consultation with the new Member but should not exceed four years.

15.9 Before approaching potential Independent Members, where their skills and experience are known to be appropriate to fill the current vacancy, approval in principle for appointment may be obtained from the Corporation. Following this, an informal approach will be made and, if appropriate, the potential Member will be invited to a College briefing with at least two but not more than four members of the Corporation.

15.10 At the end of a members term of office, they are eligible for reappointment following the completion of a re-appointment form ([appendix 6](#)) and Board approval.

15.11 Re-appointment can only be considered for a maximum of 2 four-year terms or 3 three year terms and this is subject to Corporation approval. The only exception to these limits can be considered if:

- a) the member hold positions of responsibility with no clear successor currently available

b) has significant skills and experience not duplicated elsewhere within the Corporation or easily replaced

c) The Corporation is undergoing a significant transition period or undertaking a project that the members involvement is critical to

Reappointment in these circumstances should be clearly justified and documented with the term only extended as long as is necessary. This will be subject to a maximum additional term of two years, with a further one-year extension in extenuating circumstances and must be with active succession plans in place.

16: STANDING ORDERS FOR COMMITTEES

The Corporation has the provision within its Instruments and Articles of Government to appoint Associate Committee Members. These members are not full members of the Corporation, and as such, the Standing Orders as relevant to the Committees are outlined below. Whilst these are relevant to all members, particular consideration should be made to them by associate members.

These will be issued to all associate committee members on appointment and following any updates by the Corporation.

16.1 Election of Committee Chairs and Vice Chairs

16.1.1 The Chair of a committee shall be appointed by, and may also be removed by, the Corporation and shall hold office for two years or such lesser period as the Corporation may determine; however, the term of office given cannot end after their term of office as a governor. On the expiration of the term of office, subject to bye-laws relating to the maximum term of office for a member, they shall be eligible for re-appointment.

16.1.2 The Vice Chair of a committee shall be appointed by, and may also be removed by, the committee concerned and shall hold office for up to one year or such lesser period as the committee may determine; however, the term of office given cannot end after their term of office as a governor. On the expiration of the term of office of Vice Chairs of committees, they shall be eligible for re-appointment. Associate members (sometimes known as co-opted committee members) can be appointed as committee vice chair in exceptional circumstances.

16.1.3 In the event of the resignation of the appointed chair, the Vice Chair shall hold office as chair until the next meeting of the Corporation; associate members can be appointed as a committee vice chair, and stand in as Chair only in exceptional circumstances.

16.1.4 If both the Chair and Vice Chair of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as chair for that meeting, but that Member cannot be a Staff or Student Member or the Principal.

16.1.5 The Chair and Vice Chair of a committee may resign their respective positions at any time by giving notice to the Director of Governance and Compliance.

16.2 Decisions And Voting

- 3.1 Resolutions at meetings of a committee shall be passed on the basis of a majority decision [taken by those who attend and vote at a quorate meeting and includes associate members].
- 3.2 All members of a committee will comply with the doctrine of collective responsibility and stand by a final decision even if it was not taken unanimously.
- 3.3 In the case of an equality of votes, the Chair of the meeting shall have a second and casting vote.

3.4 Members of a committee may not vote by proxy or by post.

3.5 The quorum requirements for a committee shall be set out in its terms of reference. A meeting must be quorate throughout. If a quorum is not present within 30 minutes from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned until an agreed appropriate time and place. If a quorum is also not present within 30 minutes from the time appointed for that adjourned meeting or if during such adjourned meeting the quorum ceases to be present, the meeting shall be dissolved.

16.3 Convening Meetings Of A Committee

16.3.1 Committees shall comply with any stipulated number of meetings as set out in their terms of reference.

16.3.2 All scheduled committee meetings shall be summoned by the Director of Governance and Compliance by at least seven days' notice, sent to every member of the committee together with a copy of the proposed agenda.

16.3.2 Such notice shall also state the time, date and place of the proposed meeting, and will outline if a meeting is onsite, or online. Where it is not possible for notice of seven days due to schedule changes, as much notice as considered reasonable by the committee Chair will be given

16.3.3 It shall be permissible for the Chair of a committee to convene an emergency meeting of that committee by giving less than seven days prior notice if in the reasonable opinion of the Chair there are matters that demand urgent consideration. These meetings shall only cover the matters they were called to address.

16.3.3 Where the Committee Chair has designated the meeting as 'onsite', requests for virtual attendance for any member unable to be present onsite must be made via the Director of Governance and Compliance as soon as possible. The Committee Chair reserves the right to reject any requests for online attendance.

16.4 Terms Of Reference

16.4.1 All committees and their members shall comply in all respects with and observe their terms of reference. If a committee is doubtful over the precise scope of its authority or remit it should raise the issue with the Director of Governance and Compliance in the first instance.

16.4..2 The terms of reference for each committee shall be reviewed by the relevant committee once in each academic year and any suggested amendments will be recommend to the Corporation for approval.

16.5 Publication Of Agendas And Minutes

- 16.5.1 Subject to Article 8(b) each committee shall ensure that a copy of
- a. the agenda for every meeting of the committee;
 - b. the approved minutes of every such meeting,
 - c. the approved minutes of every such meeting;
- and
- d. any report, document or other paper considered at any such meeting

Shall in each case as soon as reasonably practicable be made available at the College for inspection by the public.

16.5.2 There may be excluded from any item required to be made available pursuant to paragraph 15.4 of the instrument, any material relating to:

- a. a named person employed at or proposed to be employed at the College;
- b. a named student at, or candidate for admission to, the College; and
- c. any matter which, by reason of its nature, the committee is satisfied should be dealt with on a confidential basis.

16.5.3 At every one of its meetings a committee shall consider whether any of the items discussed should be held as confidential and not be made available or should be subject to a more restricted circulation.

16.5.4 At every committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be minuted as approved. There no requirement for an inked signature.

16.6 Non Attendance At Committee Meetings And Lapsing Of Membership

16.6.1 If at any time the members of a committee are satisfied that any member of that committee

- (a) has been absent from three consecutive meetings of the committee without the permission of the committee; or
- (b) is unable or unfit to discharge the functions of a member of the committee

the committee may, after giving prior notice to the member, inform the Corporation, which has the right to remove that person from membership of that committee.

16.7 Declarations Of Public Interest

16.7.1 Without prejudice to the obligations of members of the Corporation under the Instrument And Articles, a committee member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or

proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the committee of which s/he is a member shall:

- (a) disclose to the Corporation the nature and extent of her/his interest; and
- (b) if s/he is present at a committee meeting at which supply, contract or other matter is to be considered, 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 relation to a resolution on which s/he is not entitled to vote.

- 8.2 The Director of Governance and Compliance shall maintain a register of interests of all committee members, which are disclosed, and such a register shall be made available for inspection by the public.
- 8.3 Members of committees should not allow any conflict of interest to arise that might interfere, or be perceived to interfere, with the exercise of their independent judgment.
- 8.4 Members of committees should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgment, objectivity or integrity.

Appendix 1 – Meeting Protocol for Video Conferences



Microsoft Teams Meeting Protocol

1. Meeting security and data protection

- 1.1. Members, guests and attendees are asked to ensure that they are in a quiet location with minimal background noise for accessing the meeting.
- 1.2. For data protection, they should be positioned where other people cannot see or hear the content of the meeting. If they are in a public location, at work or in the home where audio can be overheard, headphones should be used.

2. Meeting access

- 2.1. The lobby will be enabled for all attendees, including Governors and Staff. This will ensure that members attendance can be logged by the Director of Governance and Compliance on entry and staff can be admitted at the correct time and minuted by the Director of Governance and Compliance.
- 2.2. Meeting attendance reports will be generated by MS Teams that detail the time of entry and exit, however, cannot be relied upon for those using external email addresses, therefore members leaving before the meeting finishes are asked to put a note in the chat which will record a time of exit and notify the Director of Governance and Compliance to ensure quoracy is maintained.

3. In Meeting Etiquette

- 3.1. The 'chat/conversation' facility will be enabled, however, members are asked not to comment on meeting content within the chat as some members may not be able to see this during the meeting depending on their device, the I&A state:

'provided that by the use of video-conferencing or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other;'

Therefore, 'chat' cannot be considered effective in contributing to meetings if all members cannot view it simultaneously, and it cannot be minuted as it is not evident that the comment was available to all members at the time of the comment or after which verbal contribution the comment was made.

- 3.2. If a member knows that they may not be able to contribute verbally due to their location or a weak wifi signal making verbal contributions broken and difficult to hear, they can utilise the chat facility provided they notify the Director of Governance and Compliance and/or the meeting Chair. The Director of Governance and Compliance or chair will then monitor the chat facility and verbalise the members comments for them. Where possible, the intention to do this should be declared ahead of the meeting.

- 3.3. If a meeting or training utilises break out rooms, members must be aware that anything typed in the 'conversation' within that break out room will be visible by the other rooms
- 3.4. The raised hand facility should be used to make a comment or ask a question. Hands should be lowered once a question is asked. Meeting Chairs are encouraged to open the 'participant list' during the meeting as this will highlight members with raised hands in the order in which they are raised to allow them to facilitate the discussion.

Appendix 2 - Staff Governor Application Pack



APPOINTMENT OF STAFF BOARD MEMBER 2022

BRIEFING SHEET

Southport Education Group seeks nominations from members of staff to serve on the Board of Governors.

The core function of the governing board is to:

- Ensure clarity of vision, ethos and strategic direction;
- Hold the principal to account for the educational performance of the College and its pupils, and the performance management of staff; and
- Oversee the financial performance of the College and making sure money is well spent.

The Board of governors, or Corporation as it is also known, is therefore vital in ensuring that our local education provision is both exceptional and meeting the needs of the community that it serves. Without volunteers to provide strategic oversight and challenge, ensuring that public funds are being utilised effectively, we would not be able to safeguard quality education for our local young people, who are the pillars of our future economy.

The Staff Governor plays an important role and brings a much needed perspective to the Corporation and we hope you will find it a helpful and rewarding experience.

The Board consists of up to 22 members, which includes two members of staff as well as the Principal, two students and up to 17 members with the appropriate skills and knowledge as determined by the Board.

The constitution of the Corporation has recently been updated from three staff and three students to two of each. The term of our previous Staff Governor, Suzanne Knowles, is coming to an end at the end of February and we are therefore seeking to appoint one new staff member (we have recently appointed Tom Rowe to the other staff governor post).

Suzanne has made valuable contributions over their term of office and can choose to stand again; however, other members of staff are invited to consider putting themselves forward for nomination. If more than one nomination is received, there will be a vote, with all staff eligible to vote.

The Role of the Staff Governor

As an employee, the staff governor has a unique insight into the activities of the College and the aim of the role is to achieve a keen expression of engagement with the college governance agenda from the perspective of a member of staff as a staff governor. Staff governors bring the following key insights and attributes:

- Knowledge of the college and its operational setting can be a major asset for the Corporation and the pursuit of its strategic direction.
- An understanding of the college ethos and culture as well as a close, professional knowledge of its strengths and weaknesses.
- Staff have a voice on the governing body so that they can contribute, in partnership with other governors, to the strategic development of the college.
- The staff governor serves as a useful link between the staff and the Corporation.

How can the staff governor be a useful member of the Corporation?

Staff governors are representatives of the staff but do not have a mandate to put forward a particular point of view. **Your role is to present a perspective as a member of staff at the college.** You will not be required to seek the view of colleagues, but are free to act in accordance with your own conscience and in the interests of the students as you see them. It is crucial to remember that, as a governor, your first responsibility is to the college and the Corporation.

The staff governor also brings specialist knowledge and skills to the governing body, which can help in several ways. This includes:

- Contributing to discussions by:
 - explaining the likely effect of any proposal on students' learning or wellbeing;
 - drawing attention to the likely effect of a proposal on the staff.
- Developing mutual understanding by:
 - reporting back and explaining the reasons for the Corporation's decision to colleagues and improving the understanding by staff of the role of the governing body;
 - contributing up to date, regular and robust information to broaden governors' understanding of the curriculum and student performance.
 - helping to ensure that governors are informed about special achievements by individual members of staff and students and encouraging fellow governors to acknowledge these.
- Focusing on important issues by:
 - bringing staff opinions to the attention of the governing body;
 - helping to keep the learner at the heart of discussions by the governing body.

Staff Governors are full members of the Board and are bound by the same requirements as other Board Members. **Your appointment will be for a two year period** and on appointment you will be required to complete a declaration of interests form, confirm that you are eligible to serve in line with charity legislation and bound by the Code of Conduct for Corporation members.

The Southport College Corporation meets 5 times each year, usually commencing at 5pm with training, followed by the meeting at 5.30pm, ending no later than 8 pm. Since the onset of the pandemic, some meetings have been conducted by videoconference, however, our aim is to hold as many meetings as possible to face to face to encourage debate and build a stronger bond between our members.

It is expected that meetings of the full Corporation will now be predominantly onsite, however on occasion, attendance may be permitted by Videoconference by requesting permission from the Chair.

The training ahead of Corporation meetings provide the opportunity to update Board members on current issues and developments in the sector and this takes place at 5pm ahead of the meeting. In addition, there are separate strategy days and opportunities to participate in College activities and events.

It is sincerely hoped that this will be a mutually beneficial proposition, with the applicant gaining insight, experience and knowledge that will enable them to further progress their career.

You will receive induction information following appointment along with other opportunities for further training and development through the AOC, Sixth Form Colleges Association and the annual Staff Governor Conference organised by UCU/UNISON.

To apply, please complete the nomination form below, including a 'seconder' (a member of staff that is supportive of your application). If you are interested in finding out more, please contact the Director of Governance and Compliance, Lisa, FarnhillL@southport.ac.uk.

Kind regards,

Lisa Farnhill

Director of Governance and Compliance



SOUTHPORT EDUCATION GROUP - APPOINTMENT OF STAFF BOARD MEMBER 2022

INFORMATION AND TIMETABLE

The following rules apply:

- The staff governors' role is not that of a "representative" and must not be constrained by mandates given by others. For more information please see the attached briefing sheet.
- All candidates must complete a nomination form (a copy of which is attached).
- Nominations can only be made by members of staff, any member of staff can be nominated, provided that the role will not conflict with any other role they have in College
- Nominees must be currently on the college payroll and have a permanent contract of employment with Southport Education Group, but can be full or part-time.
- You can nominate yourself, or a colleague, however, you should make sure that they are willing to stand if you are nominating a colleague
- When self-nominating – leave the proposer section blank
- **All nominations need a 'second' (a member of staff supporting the application)**
- Nominations must be submitted on the attached Nomination Form
- Scan and emailed to the Director of Governance and Compliance:
FarnhillL@southport.ac.uk with the subject line 'NOMINATION - STAFF GOVERNOR'.
- When self-nominating, you must copy in the second' when submitting your application by email
- When proposing a colleague should stand, you must copy in the nominee and the second' when submitting the application by email
- Applications close on Thursday 24th February at 12 midday
- If a nomination is unopposed, the result will be published on Friday, 25th February 2022.
- If there are a number of nominations, and a vote is required, the personal statement from each applicant will be circulated to all staff to support them in making their vote
- the statements and full instructions for an electronic vote will be issued on Friday, 25th February 2022. The Vote will close on 5th March at 12 midday with the successful candidate informed on Monday 7th March

Lisa Farnhill, Director of Governance and Compliance

FarnhillL@southport.ac.uk

SOUTHPORT EDUCATION GROUP STAFF GOVERNOR NOMINATION FORM 2022

1. Nominee (who is applying for the post)

Name (Block Letters):

Home Address:

..... Postcode

Email Telephone

Post Held and Department

Nominee's signature Date

2. Proposer (Person recommending someone else stands for the Post) (n/a if you are self-nominating yourself as the Nominee)

Name (Block Letters)

Post Held Department

Proposer's Signature Date

3. Seconder (a member of staff supporting the nomination - needed for all applications)

Name (Block Letters)

Post Held Department

Seconder's Signature Date

NOMINEES, PROPOSERS AND SECONDEES must be currently on the college payroll and have a contract of employment with Southport College, but can be full or part-time (but not on a supply or temporary contract).

Either scan and email, or if you don't have access to a scanner, ensure you complete all sections and send this from your email address, copying in the proposer, nominee and seconder.

Please use the subject 'Nomination – Staff Governor'

Email to Lisa Farnhill (FarnhillL@southport.ac.uk) by Midday on Thursday 24th February 2022.

Appendix 3 - Student Governor Application Pack

The Student Governor:

- Is a full member of the Board and should participate and contribute along with everyone else.
- Must put aside personal agendas and put forward the “view of a student” acting in the best interests of the College at all times. ***The student governor is not a student representative.***
- Commits to a target attendance of 75% of scheduled meetings.
- Provides feedback where possible, through the Student Council or Student Rep system, on non-confidential items discussed by the Board.
- Abides by all Governance policies and rules relating to confidentiality, data protection and other relevant legislation.
- Commits to reading papers in advance of meetings and seeking clarification where required from the Director of Governance and Compliance to the Corporation.
- Has access to all information through the MS Teams “Governors Virtual Office”
- Makes and maintains a declaration of personal and financial interests.

Personal Attributes:

- A passion to maintain standards and make the College a better place.
- A willingness to act as part of a team
- A Commitment to attend meetings and engage with fellow students through the class rep system and Student Council.
- Ability to speak up and put forward ideas and your own views in an appropriate manner
- Ability to listen and consider the views of others.

Note: Students are appointed as governors for a term as specified at appointment, but cease to be eligible once they complete their course of study and are no longer enrolled as a student of Southport College.

STUDENT VOTING

- Student governors are self-nominated when a vacancy arises. The Governance Committee will decide ahead of the vacancy which students will be targeted to apply (e.g. student reps, all students, only those from a campus or study level)
- When more than one eligible candidate comes forward, this will be opened to a vote, arranged and overseen by the Director of Governance and Compliance to the Corporation
- The personal statement from within the application is published to support other students with choosing their preferred candidate
- The order the candidates will appear in the voting form will be the order applications were originally received
- The vote will be done by MS Forms, allowing only one vote per college email address
- All enrolled students with a student email address are eligible to vote
- The information is cascaded by email, Unity (the student MS site) and promoted to and by staff
- Students can vote for themselves
- The vote will open for no less than 5 college days
- The votes will be checked and verified by the Director of Governance and Compliance to the Corporation with the result announced within two working days

Appendix 4 – Member recruitment and Reappointment Policy



SOUTHPORT EDUCATION GROUP

POLICY ON THE SELECTION & REAPPOINTMENT OF GOVERNORS

(Excluding the Principal,
Parent, Student and Staff)

1. VACANCIES

1.1 Vacancies may arise from:

- the death of a governor
- the resignation of a governor
- the removal of a governor from office by the Board
- the expiry of the term of office of an existing governor

1.2 In all cases except the expiry of the term of office of an existing governor, the process for filling vacancies shall be that set out in paragraph 3 of this policy.

2. EXPIRY OF THE TERM OF OFFICE OF AN EXISTING GOVERNOR

2.1 At the commencement of the last year of a governor's term of office, Director of Governance and Compliance will make contact with the governor to see if they are willing for their name to be considered by the Governance Committee to serve another term of office.

2.2 Governors seeking re-appointment will be required to complete a '*Governors Re-Appointment Self-Assessment' Questionnaire*' (Appendix I).

2.3 The Governance Committee will review completed questionnaires and will make any re-appointment recommendations to the Board.

2.4 In circumstances where the governor is willing to be re-appointed, the Governance Committee will consider whether to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

- whether the skills of the governor are still required;
- whether the departure of the governor would afford the opportunity to improve the skill mix of the Board;
- the governor's contribution and commitment to the Board's work; and
- the gender/equality makeup of the Board.

2.5 When the governor under consideration is a member of the Governance Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

- 2.6 Where the Board accepts a recommendation from the Committee to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.
- 2.7 Where the Governance Committee decides that the governor should not be appointed for a further term, a vacancy shall exist and shall be dealt with under paragraph 3 of this policy. Such a decision will be reported to the next meeting of the Board.
- 2.8 Where the Governance Committee recommends they are not reappointed, and this is accepted and agreed by the Corporation, that member shall have no right of appeal against such a decision nor the right to be heard by the Committee or the Board on this issue.

3. FILLING OF VACANCIES

- 3.1 When a vacancy arises, for whatever reason, the Governance Committee will give consideration to the skills mix required of the vacancy/vacancies to ensure that the Board has appropriate skills and expertise amongst its membership to enable the Corporation to discharge its responsibilities.
- 3.2 Consideration will also be given to the diversity of the current membership with the aim of working towards a Board membership that best reflects the community that the College serves.
- 3.3 Vacancies may be advertised either through the placing of an advert in local/national newspapers and periodicals, using governor recruitment sites and agencies or by advertising the vacancy on the College's website. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to Director of Governance and Compliance.
- 3.4 The Director of Governance and Compliance will be responsible for assessing applicants against the person specification and required skills mix, recommending the taking forward to interview.
- 3.5 Interviewing shall be undertaken by a panel determined by the Governance Committee. The appointment panel must be a minimum of three including:
- the Principal or the Corporation Chair, or Vice Chair (at least one but all can be appointed to the panel)
 - and one other governor
- 3.6 The Dir. Governance and Compliance is not a Panel member, but must be in attendance to support with compliance and recording the outcome
- 3.7 The Board shall only appoint a governor on the recommendation of the Governance Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of no more than 4 years.

Appendix 6 – Member Reappointment Questionnaire



Southport Education Group Governor Re-Appointment Self-Assessment Questionnaire

This self-assessment questionnaire is designed for use by Governors who are being considered for re-appointment to the Corporation. The questionnaire should be returned to Director of Governance and Compliance who will submit it to the Governance Committee. The completed questionnaire will form the basis of the Governance Committee’s evaluation of the performance of the member before making a recommendation on re-appointment to the Corporation. The Governance Committee may make a decision on the basis of the completed questionnaire, or may in addition call a member for interview in case of the need for more information or clarification on any point. Only Director of Governance and Compliance, members of the Governance Committee and auditors may see the completed questionnaires.

Please continue on a separate sheet if necessary.

Name of member being considered for re-appointment:

Date of Evaluation by the Governance Committee:

SECTION 1: TO BE COMPLETED BY THE MEMBER BEING CONSIDERED FOR RE- APPOINTMENT

		Yes	To Some Extent	No
A	Are you able to contribute as much as you would like to meetings? <i>Comments</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B	Do you normally attend training events? <i>Comments: Please list any training events attended, either in-house or external training events</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C	Do you become involved in College activities (other than training events) e.g. Governor Link visits/Award ceremonies? <i>Comments: please list any college activities (other than training events) which you attended</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D	Do you undertake any additional roles apart from your membership of the Corporation E.g. Chairing committees, membership of working groups etc If yes, please state which <i>Comments:</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
E	Do you consider that your skills and experience remain relevant to the needs of the Corporation (of particular relevance for members with service in excess of 8 years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Comments:

Signature of member seeking re-appointment:

.....

Date:.....

SECTION 2: FOR COMPLETION BY THE DIRECTOR OF GOVERNANCE AND COMPLIANCE / GOVERNANCE COMMITTEE

- a** The members attendance and mitigating circumstances for none attendance should be considered. Expectation is for at least 80% over an academic year, at meetings (this section to be completed by Director of Governance and Compliance based on published attendance figures)

Year of Review:

Average attendance Board (%):

Average attendance Committees (%):

- b** The category of membership for which the Governor is being considered remains appropriate

Current Category:

Proposed Category:

Comments:

- c** (Where applicable) A nomination has been received/ renewed from a suitable nominating body

Nominating body

Comments:

Date received:

- d** Recommendation :

Re-appoint for a period of _____ years

From _____ (date)

Do not re-appoint

Call for interview

Other (please specify)



Southport Education Group: Arrangements for Governance Papers

2024-25

Author: Michelle Brabner (Principal) and

Lisa Farnhill (Dir. Governance and Compliance)



ARRANGEMENTS FOR THE PREPARATION AND DESPATCH OF PAPERS AND MINUTES TO THE GOVERNING BOARD

The following notes and documents are attached in relation to the arrangements for the preparation and despatch of papers and minutes to the Governing Board.

To facilitate the effective governance of the college the following guidelines aim to achieve efficient reporting procedures.

2 Timetable of meetings

A timetable of governor meetings for the academic year will be produced annually and published in June of the preceding year when the schedule of meetings has been agreed. Should dates change throughout the year the governors and SLT will be informed and the timetable updated accordingly.

The timetable includes the following:

- The date for agreement of the agenda
- The date for papers to be provided to the Dir. Governance and Compliance
- The date for the despatch of papers to the appropriate governors and SLT
- The key SLT contact
- The date by which the minutes and action summary will be circulated

Appendix 1 provides the proposed schedule for 2024/245

3 Reports and Cover Sheet

Reports will be produced by SLT members in accordance to the cycle of business and any specific requests as agreed with the chair of a committee or the chair of governors.

Reports will be informative whilst remaining concise, and when possible, use existing material e.g. screenshots of data reports.

The cover sheet can be found in appendix 2 and is available in the SLT shared folder. This is to be completed by the report author, including aligning the report to the relevant strategic objective. The executive summary is to include 5-10 key bullet points. These may be the details of key strengths, key areas for improvement, management analysis of the data, including actions taken as a result.

It is important to also include any consultation and stakeholder input, and ideas considered, but not taken forward and rationale.

Paper authors should use the executive summary to guide governors through the data, provide critical analysis and provoke questions, support and challenge. Remember, effective governance is about input from governors, not just informing them. Tell them why they are receiving the information, and tell them what you want them to do with it, do you want advice, a decision, steer or is it simply to note?

The risks will be identified using an inserted screen shot of the college risk register and specific financial implications should be noted.

The Southport Education Group logo will be at the top of the coversheet indicating the legal

entity for which the governance is occurring. Where known, the Item number should be included at the top left. The college brands / logos are included along the bottom. The pages of the reports themselves do not require a logo on them.

Papers should be submitted to the Executive PA by the deadline. SLT members can ask for the support of other members of the SLT or the Principal in reviewing the governor papers prior to providing documents to the Dir. Governance and Compliance (via the Executive PA). Any internal review must be done by the deadline specified in appendix 1. Asking for review is not a reason for papers being delayed.

4 Process for the production of agendas, papers and minutes

Appendix 3 is a flowchart showing the process to support the flow of papers for the meetings.

The Dir. Governance and Compliance will review papers prior to despatch with a view to a final technical check regarding recommendations. **There is a statutory requirement as per our Instruments and Articles of Government, our Governance Code and the DfE Competency Framework for papers to be with governors 7 days prior to a meeting,** therefore it is essential that these deadlines are met.

Should any author of a governor paper require admin support, this can be sought via the Executive PA.

Appendix 4 is a flowchart showing the process for the production and checking of the minutes after each meeting, including the action summaries.

Minutes of meetings will initially be shared with the Chair of the meeting and the SLT link. The SLT link will check the minutes for factual accuracy and technical points. Should there be any concern regarding the content of the minutes, this should be discussed by the Chair of the meeting and the SLT link, keeping the Dir. Governance and Compliance informed. The final decision lies with the Chair of the meeting.

5 Late submission of reports and late additions to agendas

Every attempt should be made to ensure papers are with the Dir. Governance and Compliance ahead of the deadline outlined in appendix 1, however, it is recognised, that on occasion, data availability may result in late submission.

Where a paper author anticipates submission will be delayed, the Dir. Governance and Compliance must be informed at the earliest opportunity and the paper author will need to submit a late paper request (see appendix 5). This request must be sent to the meeting Chair, Principal and Dir. Governance and Compliance to obtain permission for late submission, outlining the circumstances for late submission.

Where an item is to be added to an agenda after approval by the meeting Chair, the same process must be followed, including rationale for inclusion into the agenda.

The Chair reserves the right to reject a late paper or late request for items being added to the agenda.

6 The use of pre-meetings

Governors and SLT links may find it useful to discuss the agenda and required papers in a 'pre-meeting' to support outstanding governance. Should a Chair of a committee wish to have a brief discussion to identify key points for discussion in a committee this can be discussed with the SLT link. It is important that such meetings do not influence open discussion in committees and corporation meetings. The Chair may ask the Vice Chair and/or Dir. Governance and Compliance to be present at this meeting.

Appendix 1: Proposed meeting schedule for 2023/24

Meeting	Date of meeting	Time	Date agenda agreed by Chair and SLT contact	Date for papers to be provided to Exec PA (2pm)	Date papers to be provided to Dir. Governance and Compliance (12 midday)	Despatch date of papers by Dir. Governance and Compliance	SLT link	Date for minutes and action summary to be circulated
Autumn term:								
Audit	19 September	3.30pm	22 August	5 September	10 September	12 September	PB/PS	30 September
Standards	25 September	2.30pm	28 August	11 September	16 September	18 September	Mbu	4 October
Governance	25 September	5.00pm	28 August	11 September	16 September	18 September	LF	4 October
Resources	1 October	5.00pm	3 September	18 September	20 September	24 September	PB/PS	11 October
Corporation	15 October	4pm (Strategy)	17 September	1 October	3 October	8 October	MBr	25 October
Resources	20 November	5pm	23 October	5 November	8 November	13 November	PB/PS	2 December
Standards	26 November	3.00pm	29 October	11 November	14 November	19 November	MBu	6 December
Remuneration	3 December	5.30pm	5 November	n/a	21 November	26 November	MBr/LF	13 December
Audit	3 December	3.30pm	5 November	18 November	21 November	26 November	PS/PB	13 December
Corporation	17 December	5.00pm	19 November	2 December	5 December	10 December	MBr	9 January
Spring term:								
Resources	28 January	5.00pm	31 December	13 January	16 January	21 January	PS/PB	7 February
Governance	11 February	5.00pm	14 January	27 January	30 January	4 February	MBr/LF	21 February
Audit	6 March	3.30pm	6 February	19 February	24 February	27 February	PS/PB	14 March
Standards	11 March	2.30pm	11 February	25 February	27 February	4 March	MBu	21 March
Remuneration	11 March	5.00pm	11 February	n/a	27 February	4 March	MBr/LF	21 March
Resources	18 March	5.00pm	18 February	4 March	6 March	11 March	PS/PB	28 March
Corporation	1 April	5.00pm	4 March	18 March	20 March	25 March	MBr	11 April
Summer term:								
Audit	6 May	3.30pm	8 April	22 April	24 April	29 April		
Strategy half day	15 th May	9am	17 April	1 May	6 May	8 May		
Resources	11 June	5.00pm	14 May	27 May	30 May	4 June		
Governance	17 June	5.00pm	20 May	2 June	5 June	10 June		
Standards	17 June	2.30pm	20 May	2 June	5 June	10 June		
Corporation	2 July	5.00pm	4 June	17 June	20 June	25 June		

*note – where agendas are due to be drafted and it is a period of leave, every attempt should be made to do this ahead of time, however, it is accepted that data availability may prevent this.

7 [Appendix 2:](#)



**Southport
Education
Group**

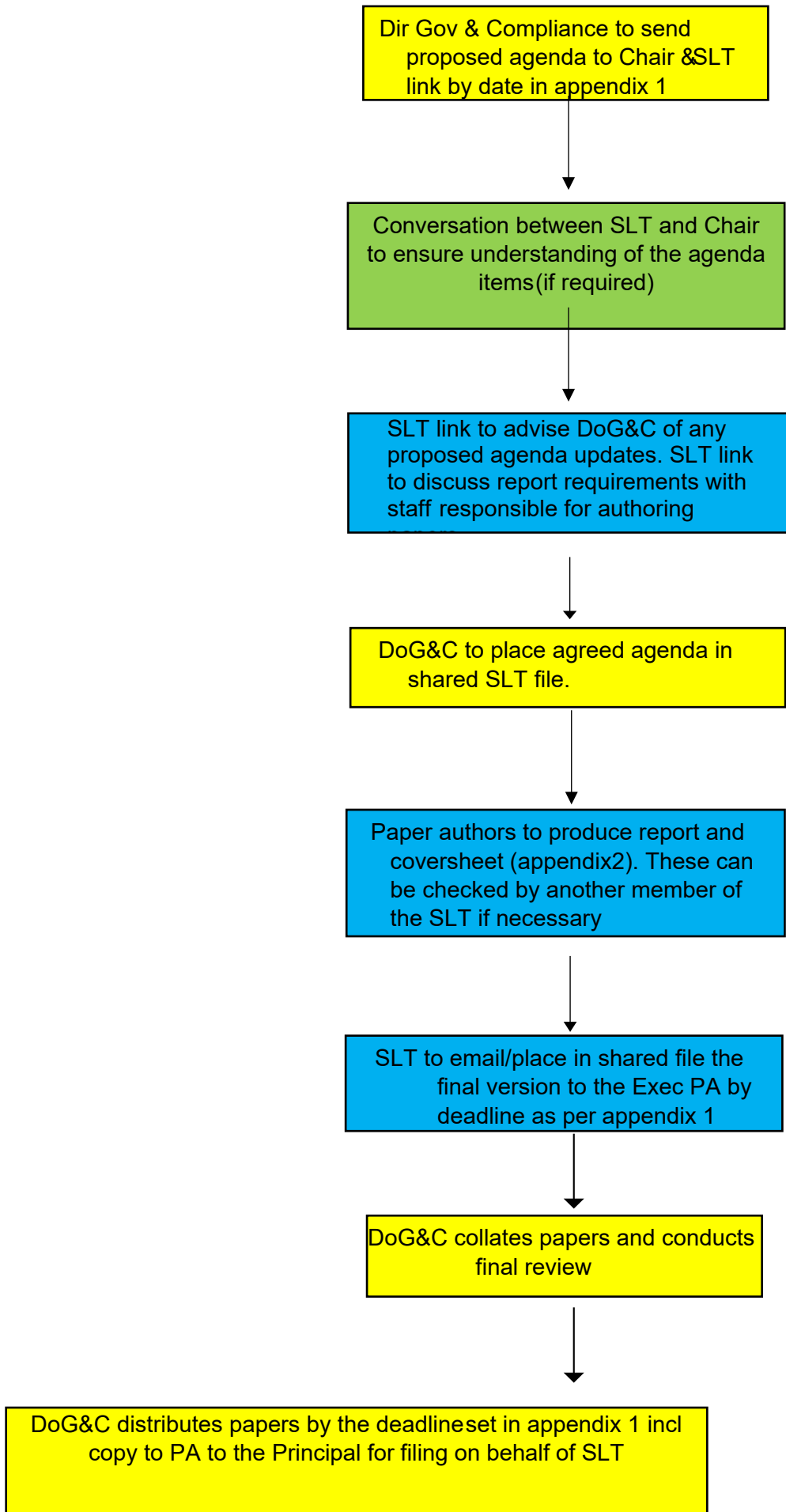
Item number:

XXX COMMITTEE/CORPORATION

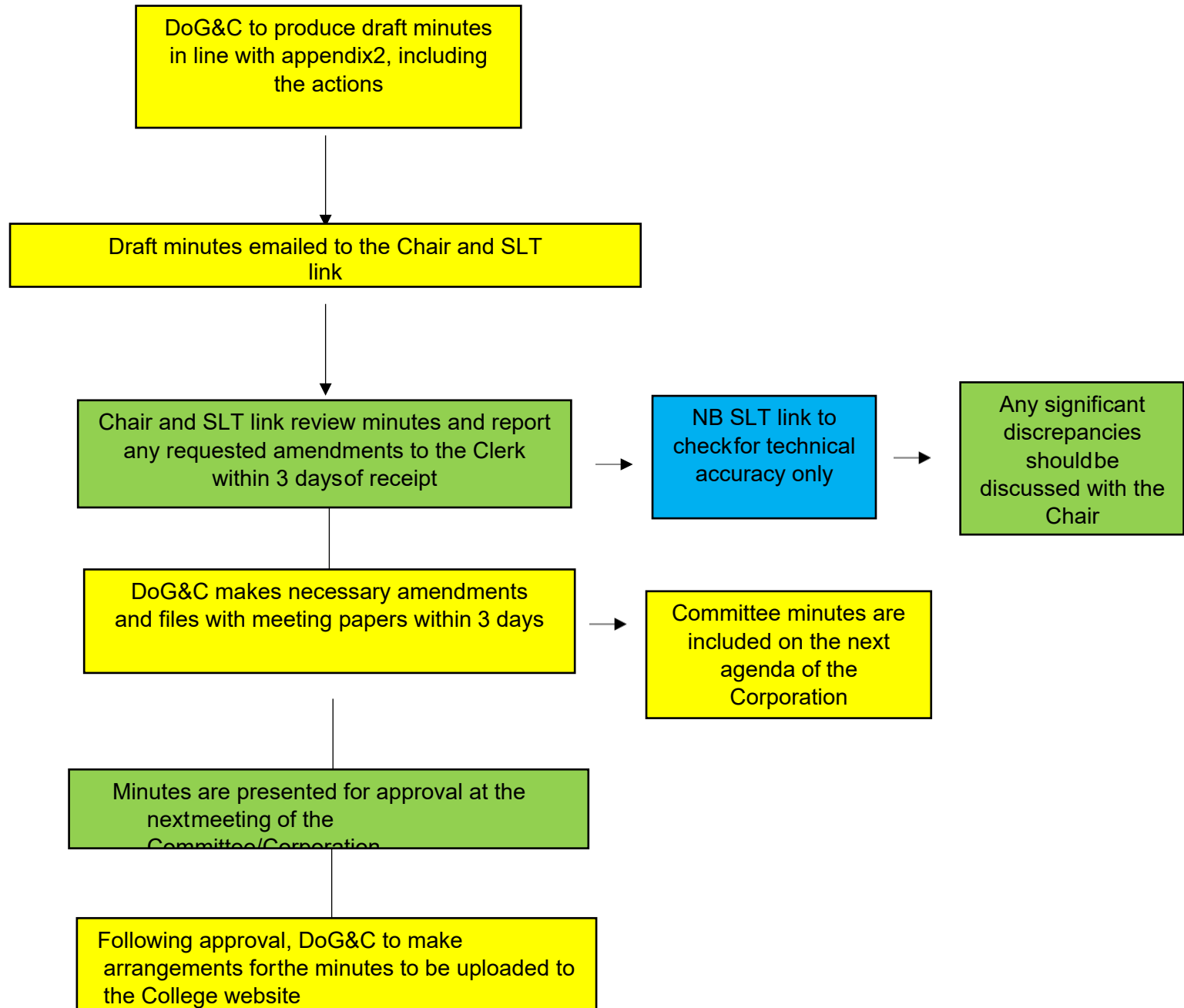
Paper Title:	
Date of Meeting:	
SLT Lead:	
Paper Author:	
<p><u>INTENT</u></p> <p>Strategic Intention/ Plan Target (if applicable)::</p>	
<p><u>IMPLEMENTATION</u></p> <p>Executive Summary (May include key strengths and AFIs):</p>	

Risks:	
Financial Implications:	
Action Required by the Committee:	
<u>IMPACT</u> Committee Comments:	
Follow up actions:	
<u>IMPACT</u> Corporation Comments:	





Appendix 4: The production of minutes and action summaries



72.1 Appendix 5

72.2 Southport Education Group Late Submission Request

Paper Author:	
Meeting Type (Corporation/ Committee incl. name of Cttee):	
Item Name and Agenda Number:	
Meeting Date:	
Original Paper Deadline:	
Date Submission Expected:	
Reason For Late Submission:	

To be completed by the Clerk:

Date Request Received by DoG&C:	
Date Approved by Principal:	
Date Approved by Chair:	
Reason approval granted (e.g. statutory requirement, essential information or other):	
Date Paper Received:	

