



**STANDING ORDERS RELATING TO BUSINESS AND  
PROCEEDINGS OF THE CORPORATION (TO BE READ  
IN CONJUNCTION WITH THE INSTRUMENT AND  
ARTICLES OF GOVERNMENT AND THE CODE OF  
CONDUCT FOR CORPORATION MEMBERS  
APPROVED BY THE CORPORATION)**

**SEPTEMBER 2021**

# MACCLESFIELD COLLEGE CORPORATION

## 1 MEMBERSHIP OF THE CORPORATION

### 1.1 Appointment

1.1.1 Acceptance of appointment as a member of the Corporation shall be construed as acceptance of the Code of Conduct for Corporation members approved by the Corporation.

1.1.2 The Code shall apply to every committee, working party or other subsidiary body of the Corporation to which members may be appointed.

### 1.2 Standards in Public Life

The Corporation acknowledges and supports the seven principles of public life as identified by the Committee of Standards in Public Life (the Nolan Committee). Members shall be expected at all times to observe these principles as follows:

**Selflessness:** holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

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

**Objectivity:** in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

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

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

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

**Leadership:** holders of public office should promote and support these principles by leadership and example.

## **2 THE CORPORATION**

### **2.1 Meetings**

- 2.1.1 Unless otherwise provided, the date, time and place of meetings shall be determined by the Chair, or in his/her absence, the Vice-Chair.
- 2.1.2 A calendar of scheduled meetings for the Corporation and its committees for the following academic year shall be established and submitted to the Corporation for approval by 31 July each year.
- 2.1.3 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 2.1.4 Meetings shall be summoned by the Director of Governance, who shall send to the members written notice of the meeting and a copy of the agenda thereof at least seven clear days in advance of the meeting. However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Director of Governance, the Chairman (and not the Director of Governance) shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- 2.1.5 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his/her absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days, as he/she specifies.
- 2.1.6 Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 2.1.7 Members of the Corporation are entitled to request that items be included on the agenda for meetings. Such requests should be made in writing to the Director of Governance at least two weeks prior to the meeting.
- 2.1.8 any reference to “in writing” or “written” includes hard or electronic copy documents and e-mail but no other methods of electronic messaging;

### **2.2 Quorum**

- 2.2.1 Meetings of the Corporation shall be quorate if 40% or more members are present.
- 2.2.2 If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.
- 2.2.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient.

### **2.3 Order of Business**

- 2.3.1 Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by the decision of a majority of the members present at the meeting.

### **2.4 Minutes**

- 2.4.1 At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be signed as a true record.
- 2.4.2 Separate minutes shall be taken of those parts of meetings from which a staff or student member has withdrawn. A staff or student member who has withdrawn from a meeting in accordance with clause 14(5), (8) or (9) of the Instrument of Government shall not be entitled to see the minutes of that part of the meeting. Separate minutes shall also be taken of those parts of meetings from which the Director of Governance has withdrawn, in accordance with clause 14(10) of the Instrument of Government.
- 2.4.3 Where the next meeting of the Corporation is a special meeting, the next following meeting shall be treated as a suitable meeting for the purposes of signing minutes.

### **2.5 Appointment of Chair and Vice-Chair**

- 2.5.1 The members of the Corporation shall appoint a Chair and a Vice-Chair from among their number.
- 2.5.2 The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice-Chair.
- 2.5.3 The Chair and Vice-Chair shall hold office for a period of 2 years.
- 2.5.4 In the event of the Chair being absent or incapacitated, the Chair or the Corporation may nominate the Vice-Chair or any other member of the Corporation to carry out any specified

actions, duties or functions which have been delegated to the Chair by the Corporation. Any such nomination by the Chair should be recorded in writing and noted at the next meeting of the Corporation. The Chair or the Corporation may withdraw at any time any such nomination made by the Chair. The Corporation may withdraw at any time any such nomination made by the Corporation.

- 2.5.5 If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.
- 2.5.6 The Chair and Vice-Chair may at any time by notice in writing to the Director of Governance resign their respective offices.
- 2.5.7 At the meeting prior to the expiry of the term of office of the Chair or the Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number, to serve once the office of Chair or Vice-Chair becomes vacant. At the first meeting following the resignation of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number.
- 2.5.8 Chairs and Vice-Chairs retiring at the end of their respective terms of office shall be eligible for reappointment.

## **2.6 Minutes of Committees**

At every meeting of the Corporation other than a special meeting there shall be reported the minutes of all committees which have met since the previous Corporation meeting. In the case of confidential minutes (Part II items) these shall be referred to Part II of the full Corporation meeting.

## **2.7 Voting**

- 2.7.1 Questions to be decided at a meeting of the Corporation shall be determined where necessary by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote. Normally the Chair will ask members for their 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 on a matter of particular significance.
- 2.7.2 In the event that an individual member of the Corporation requests a vote on a particular issue that is on the agenda then this must be agreed.
- 2.7.3 A member may not vote by proxy or by way of a postal vote.

- 2.7.4 It is for the Corporation to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by a secret ballot, a dissenting member shall have the right to have his/her disagreement recorded in the minutes.
- 2.7.5 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 2.7.6 Except as provided by article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution shall withdraw:
- 2.7.6.1 from that part of any meeting of the Corporation at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;
- 2.7.6.2 from that part of any meeting of the Corporation at which the appointment of his/her successor is to be considered; and
- 2.7.6.3 if so required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own are to be considered.
- 2.7.7 Subject to paragraph 2.7.6, a Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation.
- 2.7.8 Except as provided by rules made under article 18 of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation at which his/her conduct, suspension or expulsion is to be considered.
- 2.7.8.1 in any case where the Corporation is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff of the institution, a student member shall:

- a take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
- b where required to do so by a majority of the members present at the meeting, withdraw from the meeting.

2.7.8.2 in accordance with clause 14(7) of the Instrument of Government, a student member who is under the age of 18, shall not vote on any question concerning any proposal:

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

## **2.8 Voting on Appointment**

Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Corporation and there is not an overall majority in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a majority in favour of one person.

## **2.9 Disorderly Conduct**

2.9.1 If any member in the opinion of the Chair appointed for the meeting misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move 'that the member named be not further heard' and the motion, if seconded, shall be put and determined without discussion.

2.9.2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared.

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

## **2.10 Determination of Membership**

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

2.10.2 If a member has been absent for three consecutive meetings of the Corporation, or of any particular committee, the Director of Governance shall write to that Member drawing his/her attention to that matter.

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

2.10.3.1 has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or

2.10.3.2 is unable or unfit to discharge the functions of a member

2.10.3.3 It is in the best interests of the Corporation

the Corporation may by notice in writing to that member remove him/her from office and thereupon the office shall become vacant.

2.10.4 Any member who is a member by virtue of being a member of the staff (including the Principal) shall cease to be a member if he/she ceases to be a member of the staff of the institution and thereupon the office shall become vacant.

2.10.5 Any member who is a member by virtue of being a student member (ie the elected President or Vice-President of the Student Union) shall cease to be a member upon termination of office as President or Vice-President of the Student Union, as the case may be.

## **2.11 Declaration of Personal Interests**

2.11.1 Except with the approval in writing to the Charity Commission no member shall take or hold any interest in any property held or used for the purpose of the institution, or receive any remuneration for his/her services as a member; provided that a member who is a member of the staff of the institution (including the Principal) may receive remuneration in that capacity.

2.11.2 Members' interests shall cover financial and other aspects. The financial aspects are described below. Other interests which should be declared by members include: -

a the relevant and known interests with whom the member is closely connected eg spouse or partner or other family members, and

b the non-financial personal interest of members such as membership of other public bodies and institutions or membership of a closed organisation.



A member who has financial interest in:

- 2.11.2.1 the supply of work or goods to or for the purposes of the institution;
- 2.11.2.2 any contract or proposed contract concerning the institution; or
- 2.11.2.3 any other matter relating to the institution.

and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and 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 he/she is not entitled to vote.

The declaration of an interest is the responsibility of the individual member. All declarations of interest are to be recorded in the minutes of the meeting at which their declaration is made.

2.11.3 Members of the Corporation may consider and vote upon proposals for the Corporation to insure the members of the Corporation, together with the Clerk, against liabilities incurred by them arising out of their office. The Corporation may obtain such insurance and authorise the payment of premiums accordingly.

2.11.4 Where a member has declared an interest at a meeting, left the meeting, and has chosen to remain within easy reach, that member shall be recalled before any further business is begun.

## **2.12 Public Access to Meetings**

2.12.1 Subject to clause 14(6) of the Instrument of Government, any person who is not:

2.12.1.1 A member of the Corporation or

2.12.1.2 the Director of Governance or his/her representative

who wishes to attend a meeting of the Corporation, shall request permission from the Clerk, in writing, fourteen days in advance of the meeting. The Corporation shall exercise the right of refusal, but all reasonable requests shall be given serious consideration.

## **2.13 Publication of Minutes and Papers**

2.13.1 Subject to paragraph 2.13.2, the Corporation shall ensure that a copy of:

- 2.13.1.1 the agenda for every meeting of the Corporation;
- 2.13.1.2 the signed minutes of every such meeting; and
- 2.13.1.3 any report, document or other paper considered at any such meeting,

shall, in each case as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them. Access to agenda, minutes, reports etc., may be gained upon request through the Clerk to the Corporation.

2.13.2 There may be excluded from any item required to be made available in pursuance of paragraph 2.13.1 any material relating to:

- 2.13.2.1 a named person employed at or proposed to be employed at the institution;
- 2.13.2.2 a named student at, or candidate for admission to, the institution; and
- 2.13.2.3 any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

## **2.14 Corporation Seal**

The application of the Seal of the Corporation shall be authenticated by the signature of the Principal and the Chair, or in his/her absence the Vice-Chair of the Corporation. The Corporation reserves the right to authorise some other member to act for this purpose, when necessary, in compliance with clause 21 of the Instrument of Government.

## **3 COMMITTEES OF THE CORPORATION**

### **3.1 Appointment of Committees**

3.1.1 The Corporation has established the following committees:

- 3.1.1.1 Audit
- 3.1.1.2 Remuneration
- 3.1.1.3 Search and Governance

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

### **3.2 Membership of Committees**

In accordance with the resolution of the Corporation at its meeting held on 6 October 1992, membership of the above committees shall be no less than 4 in number.

### **3.3 Attendance of members at Committee Meetings**

3.3.1 All designated members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee.

3.3.2 Any member of the Corporation, except where staff or student members should withdraw in accordance with clause 14 of the Instrument of Government, may attend any meeting of a committee with the consent of the Chair of the committee, but may speak only at the express invitation of the Chair of that committee.

3.3.3 No person who is not:

3.3.3.1 a member of the Corporation or a co-opted member of the committee

3.3.3.2 the Director of Governance

shall be allowed to attend any meeting of a committee except by the invitation of the Chair of the committee.

### **3.4 Election of Chairs of Committees**

3.4.1 The Chair of each committee of the Corporation shall be nominated by the Corporation.

3.4.2 The Chair of the Audit Committee shall be appointed from the Audit Committee membership, excluding any co-opted members.

3.4.3 The Chair of the Remuneration Committee shall be appointed from the Remuneration Committee membership.

3.4.4 The Chair of the Search and Governance Committee shall be the Chair of the Corporation or in his/her absence, the Chair or the Corporation may nominate the Vice-Chair or any other member of the committee.

### **3.5 Chair's Action**

3.5.1 The Chair of the Corporation or in his/her absence the Vice Chair in consultation with the Principal, is authorised to act on the Corporation's behalf between meetings on such matters as are deemed urgent. Action of this nature will only be taken in exceptional circumstances if, in the opinion of the Chair and Principal, a delay would significantly disadvantage the College. All such actions are to be reported to the next ordinary meeting

of the Corporation or a committee of the Corporation and recorded in the minutes.

- 3.5.2 The Chair of the Corporation or in his/her absence the Vice-Chair, is authorised to sign routine documents as requested by the Principal on behalf of the Corporation.

### **3.6 Meetings of Committees**

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

- 3.6.2 All meetings of the committees shall be serviced by the Clerk or his/her representative who shall, except in case of urgency, send the notice of meeting to each member of the committee at least seven days before each meeting.

### **3.7 Quora of Committees**

- 3.7.1 The following quora shall apply to meetings of committees of the Corporation: -

Audit  
3 committee members

Remuneration  
3 committee members

Search and Governance  
3 committee members

- 3.7.2 If the number of members assembled for a meeting of the committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.

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

### **3.8 Minutes of Committees**

- 3.8.1 Subject to the exclusion of any material of a similar nature to that referred to in paragraph 2.13.2:

3.8.1.1 Minutes of meetings shall normally be prepared of any committee within ten working days following the meeting.

3.8.1.2 The signed Part I minutes shall as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them.

Approved by Corporation

29 March 2011

Corporation minute 16/11 refers

Updated August 2011 following dissolution of LZ6 Governance Committee (Corporation minute 16/11 referred)

Updated March 2014, to reflect the amended structure of the Committees of the Corporation (Corporation minute 12/14 referred)

Updated September 2016, to reflect the amended structure of the Committees of the Corporation

Updated September 2017, to reflect the Chair of the Corporation to be appointed every two years

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