

STANDING ORDERS AND PROCEDURAL WORKINGS OF THE COLLEGE GOVERNANCE BOARD OF HENSHAWS COLLEGE, HARROGATE

Introduction

Whilst most Governing Boards conduct business in a relatively informal way, we believe there is much benefit in having a framework to formalise the business of the Governing Board.

Standing Orders & Procedural Workings provide such a framework and can avoid disputes arising by procedures and conventions having been agreed previously by the Governing Board. Standing Orders & Procedural Workings cannot replace regulations or statutory guidance but are additional and supplementary to them.

STANDING ORDERS:

Henshaws College is an operational activity of the Charity and is not a separate legal entity. The Directors of the Trustee Board are the legal Governors of Henshaws College and delegate the detailed monitoring of College and its governance to the 'Education & Governance Committee'. At a meeting of the 'Education & Governance Committee' held on 17.09.19, Governors proposed the 'Education & Committee' be renamed to become the 'College Governance Committee'. Governors proposed the 'College Governance Committee' be renamed to become the 'College Governance Board' at the College Governance Committee meeting held on 9th December 2021.

The College Governance Board (CGB) oversee and monitor operations that relate to regulations, policies, practices and procedures at Henshaws College. It advises the Trustee Board (TB) on the effectiveness of such operations with regard to the academic, care and therapy activities carried out by the College. This includes, but is not limited to, student enrolments, student success rates and progression; the curriculum and its delivery; student perception and other stakeholder surveys; self-assessment reports and quality improvement plans; developments in Further Education; staff management and employer engagement. The College Governance Board shall provide effective challenge and support to the College Management.

In addition, the College Governance Board has authority, delegated by the Trustee Board, to monitor the business and financial aspects of the College operation. However, this responsibility is confined to monitoring performance against budget, recommending a budget to the Society Business & Finance Committee, and preparing business cases for developments. General oversight of business and financial aspects of the College operation is the responsibility of the CGB Finance and Business Development Sub-Committee.

Henshaws College is inspected and audited by external organisations (e.g. ESFA, Ofsted, CQC, Local Authorities, National Autistic Society and Awarding Bodies), and the inspection reports and associated action plans are made available to the College Governance Board for review and approval.

College Governance Board Membership

The College Governance Board membership shall comprise:

- Directors of the Trustee Board
- Independent Non-Executive Members
- A maximum of three Staff Members, representing education, therapy and care or clinical staff
- Co-opted Members
- The Director of Education & Care will attend all meetings
- The CEO and Finance Director may attend all meetings

The Trustee Board shall appoint College Governance Board members selected from the Trustee Board. There will be at least two permanent Trustee members of CGB, with a third attending meetings where possible from the remaining Trustee Board (unless a third full time member is appointed), this will allow all Trustees the opportunity to be informed and allow for quorum if one of the permanent members are unavailable.

Independent College Governance Board members shall be recommended by the College Governance Board and appointed by Trustee Board and shall be individuals independent of management and free of any relationship that, in the opinion of the Trustee Board would interfere with the exercise of independent judgement as College Governance Board members. They will be appointed according to their skills and experience, with reference to the College Governance Board Skills Matrix (Audit). Co-opted members, (Attendees) who can attend meetings but will not have voting rights, will usually be selected because of their specialist knowledge or experience.

Staff members shall be appointed by whatever process the College Governance Board decides is a fair and equitable method of selection.

The Trustee Board shall be given information about any proposed College Governance Board member and has the right to veto the appointment if it deems they are unsuitable.

The Trustee Board will decide the size of the membership of the College Governance Board and keep this under review.

College Governance Board members must follow the College Governance Board Code of Conduct.

All College Governance Board members shall comply with the provisions on conflicts of interest set out in the Henshaws Articles of Association.

Regular attendance at College Governance Board meetings is essential and members are encouraged to take opportunities to visit the College from time to time outside of meetings to gain a good understanding of the College's services.

College Governance Board members agree to undertake such training as is deemed necessary in the discharge their duties.

Other members of the Society Senior Management Team may attend College Governance Board meetings by invitation and on occasion present reports.

Other members of the College Staff Team may be requested to attend College Governance Board meetings and on occasion present reports.

The College Governance Board will conduct an annual Governor Skills Audit / self-assessment of its effectiveness.

Term of Office

The normal term of office for College Governance Board members shall be three years. The Term of Office for Collage Governance Board members shall commence at the first meeting of the Collage Governance Board following their election (Staff members) or interview (all other members). This Standing Order does not apply to the Director of Education & Care and Society - wide Directors.

After a College Governance Board member has served two consecutive terms in office, he or she shall be eligible for re-election only after a year has elapsed since he or she retired as a College Governance Board member, unless the College Governance Board consider it would be in the best interests of the College for a member to be eligible for re-election on his or her retirement for such number of further terms as the College Governance Board shall resolve. This Standing Order does not apply to the Director Education & Care and Society - wide Directors.

A Board Director's term of office as a College Governance Board member will automatically terminate if he or she ceases to be a Director.

Appointment of Chair & Term of Office

The Chair of the College Governance Board shall be appointed by the Trustees at a meeting of the Trustee Board and shall serve a term of office of one year. The term of office shall begin at the conclusion of that item of business on the agenda at the meeting of the Trustee Board and shall end at the meeting following the first anniversary of their election. In the event of the Chair being unable or ceasing to occupy their post part way through their respective term of office, for any reason, then another Trustee shall preside at meetings of the College Governance Board until the Trustee Board is able to appoint another College Governance Board Chair.

In the event of the Trustee Board failing to appoint a Chair to the College Governance Board, then a Trustee shall preside as Chair for each meeting of the College Governance Board thereafter until the Trustee Board are able to appoint.

Appointment of Vice Chair & Term of Office

The Vice Chair of the College Governance Board shall be appointed by the members of the College Governance Board at their first meeting in the Autumn term. The Vice Chair shall serve a term of office of one year. The role of the Vice Chair shall be to deputise for the Chair during a period of absence or as required. Currently it is not formulated that the Vice Chair needs to be a Trustee.

Annual Calendar and Meetings

At the last meeting of the Summer term or the first meeting of the Autumn term, the College Governance Board shall approve a calendar of College Governance Board meetings and of planned business for the ensuing year and the Clerk shall, within fourteen days of the meeting, provide a copy of the calendar to all College Governance Board Members and the Clerk to the Trustee Board.

The College Governance Board shall determine the frequency of meetings required but shall meet at least once each term.

Notice of Meetings and Agenda

Every member of the College Governance Board shall receive the following at least seven clear days in advance of a meeting:

- Written notice of the meeting.
- A copy of the agenda for the meeting.
- An electronic copy of any reports or papers to be considered at the meeting.

This Standing Order shall not apply where the Chair of the College Governance Board so determines on the grounds that there are matters demanding urgent consideration. In which case the written notice of the meeting shall state that fact, and the agenda, reports and other papers to be considered at the meeting are received within such shorter period, as the Chair shall direct.

Notice of College Governance Board business (all agendas and papers) shall be sent by email. Governors shall be required to use a College specific email address (henshaws.org.uk) in all College Governance Board communications in order to comply with and maintain all aspects of confidentiality and GDPR.

Agenda Items

With the agreement of the Chair of the College Governance Board any member of the College Governance Board shall be entitled to include, on the agenda for any College Governance Board meeting, an item, or items, on any particular issue provided that written notice thereof is given, as appropriate, to the Chair of the College Governance Board and to the Clerk, at least fourteen days prior to the meeting taking place.

Quorum

- The quorum for a meeting of the College Governance Board shall consist of four members, to include at least two members of the Trustee Board.
- Attendees shall not be included in the calculation for quorum purposes.

Voting

- Decisions of the College Governance Board will require approval by a simple majority vote and College Governance Board members agree to abide by decisions approved in this manner.
- Every proposition shall be seconded prior to the vote being taken.
- Every proposition shall be determined by a show of hands or, at the discretion of the Chair of the meeting, by general consensus.

- Members at the meeting and present in the room at the time of the proposition being put by the Chair shall be entitled to vote. In addition, proxy voting shall be allowed for members who propose to join the meeting by way of conference call, Skype, or similar connection, or provide of their voting intention in writing on a proposition, to the Clerk, in advance of the meeting.
- In the event of a tied vote the Chair shall have a second or casting vote.
- After a proposition is put from the Chair, but before the vote is taken, any two members by show of hands may require that the voting be recorded in the minutes of the meeting to show whether each member present gave his / her vote for or against the proposition or abstained from voting. It is recommended that this would be a confidential minute.
- After a proposition is put from the Chair, but before the vote is taken, any two members by show of hands may require that the voting shall be by secret ballot.
- In the event of requisitions for both a secret ballot and a recorded vote then the requisition for the secret ballot shall take precedence and no action shall be taken on the requisition for a recorded vote.
- If required voting may take place via email on a secure Henshaws email account. The email containing information to consider & vote against will be via the Chair or Clerk's account.

Confidential Matters

Prior to the consideration of or discussion on any matter on any agenda for a meeting of the College Governance Board, consideration shall be given as to whether the matter includes confidential information and the College Governance Board shall determine whether any person (in attendance), not being a member of the College Governance Board, should be excluded from the meeting during the consideration of the matter. In the event of any matter being deemed to be confidential then the minutes of the discussion and decision shall form a confidential minute, separate from the general record of minutes of the meeting.

This Standing Order is additional to the requirement for members to withdraw from a meeting and take no part in the consideration or voting on any item in which they have a declarable interest.

Minutes of Meetings

The draft minutes of all College Governance Board meetings shall be approved by the Chair of the meeting within seven working days of the meeting having taken place. Thereafter, the approved College Governance Board minutes shall be circulated to all members of the College Governance Board within fourteen working days of the meeting having taken place and together with the agenda and papers for the next meeting of the College Governance Board.

Record of Attendance

Every member attending a meeting of the College Governance Board shall sign his / her name in the attendance book or sheet provided for that purpose. The Clerk will record any attendees that join virtually during a blended meeting or all attending when a meeting is held virtually.

Apologies for non-attendance at meetings of the College Governance Board

All apologies together with the reason(s) for non-attendance at a meeting of the College Governance Board shall be submitted to the Clerk or to the Chair not later than the commencement of the meeting. The absence shall be recorded in the minutes of the meeting.

Records of the College Governance Board

The Clerk to the College Governance Board shall be responsible for maintaining and keeping up to date the records of the College Governance Board, which for the purpose of these Standing Orders shall comprise the following:

- The minutes of the meetings of the College Governance Board.
- The record of attendance.
- The register of Business Interests.
- The record of Gifts & Hospitality.
- Any such other records as may be determined from time to time by formal resolution of the College Governance Board.

The records of the College Governance Board meetings shall be kept in a secure place provided at the College and shall, with the exception of confidential minutes, be available for inspection by members of the College Governance Board. Confidential items and confidential minutes shall only be made available at the discretion of the Chair.

Register of Business Interests

Every College Governance Board member shall complete the Register of Business Interests within one month of their election / appointment to the College Governance Board. Entries in the register shall be updated as and when necessary and in any event annually. In the event of any College Governance Board member having no registerable business interests then a NIL return shall be recorded for that individual.

Declarations of Interest

If any member of the College Governance Board has any interest, whether pecuniary or otherwise, in any item on the agenda for any meeting at which they are present, they shall declare such interest prior to the consideration of that item and shall immediately leave the room and take no part in the consideration of or voting on that item.

Urgent action by the Chair of the College Governance Board

Where it is not reasonably practical to hold a meeting of the College Governance Board or where the relevant seven day notice of the meeting cannot be given and there will be a delay that would be seriously harmful to the College or to any pupil or member of staff if the matter is not dealt with, then the Chair (or in his absence the Chair presiding) shall have authority to take such action as is deemed appropriate in the circumstances to deal with the matter. Such action must be reported to the next available meeting of the College Governance Board.

Variation and Revocation of these Standing Orders & Procedural Workings

Any motion to add to, vary or revoke these Standing Orders & Procedural Workings unless appearing in full on the agenda for the meeting shall when proposed and seconded stand adjourned without discussion to the next ordinary meeting of the College Governance Board. Any decision to add to, vary or revoke these Standing Orders & Procedural Workings shall take effect when specified in the resolution or immediately in default of a time and date being specified. Any decision to vary or revoke these Standing Orders & Procedural workings, must be ratified by the Trustee Board before they can take effect.

Interpretation of these Standing Orders & Procedural Workings

The ruling of the Chair as to the construction or application of any of these Standing Orders & Procedural Workings, or as to any proceedings of the College Governance Board, shall be final and shall not be challenged at any meeting of the College Governance Board.

Associate Members, Attendees

Any reference in these Standing Orders & Procedural Workings to a member shall, where the context so admits, include Associate / Committee Members and Attendees.

At a meeting of the Governance Committee of the Henshaws Trustee Board, held on: 9th April 2019 the principles and procedures embodied within this Code of Practice were formally adopted.

Most recent update approved at the meeting of the Henshaws Trustee Board, held on:
26th September 2022