

# **HILLS ROAD SIXTH FORM COLLEGE**



## **CORPORATON BYE-LAWS**

**Revised and Approved 29 March 2023**

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## INTERPRETATION OF TERMS USED

These interpretations shall apply to the Bye Laws, and to all appendices cited in the Bye Laws.

<b>Chair of the Corporation</b>	Except where otherwise stated, or where the interpretation would be unreasonable, references to the Chair of the Corporation shall include the Vice-Chair of the Corporation acting in place of the Chair when the latter is unavailable or for other good reason. It shall also include any member appointed as Acting Chair of the Corporation, and <i>mutatis mutandis</i> (see below) any member acting as her/his alternate as provided heretofore.
<b>Force Majeure</b>	Events beyond the reasonable control of a party, occurring other than as a product or result of the said party's negligence or malfeasance, which have a materially adverse effect on the said party's ability to perform its obligations.
<b>Meeting</b>	<p>Persons entitled to count towards the quorum, participate in discussion and take decisions, whether by voting or otherwise, either present in one venue or respectively observable or audible to each other by video-conferencing or telephone conferencing facilities in more than one venue such that each person can be identified, heard and addressed by all other persons at all times.</p> <p>Where persons are present in more than one venue, the meeting shall be deemed to have been held in any venue in which at least one person was present. Where all persons are present in separate venues, the meeting shall be described as having been held online.</p> <p>Business at meetings shall not be invalidated if, because persons are present in more than one venue, it is not possible to hold a poll, or for all members to participate in a poll.</p>
<b>Minutes</b>	Minutes shall refer to a document intended as the written record of a meeting and <i>prima facie</i> evidence of the proceedings to which it relates, but it shall not thereby be construed that there is a requirement to produce minutes.
<b>Mutatis Mutandis</b>	Literally "that which should have been changed having been changed" or, in other words, paying due regard to the different conditions attending different contexts. It connotes that details have been changed to reflect altered circumstances, but that all matters of substance and principle remain unchanged, and that the reader should note any circumstantial differences from the original and take them into consideration.
<b>Notice in Writing</b>	Notice in writing with reference to members of the Corporation may include notice by email to or from addresses which have been previously notified to the Clerk to the Corporation by the member or members as being appropriate for email correspondence, or which have been habitually used by them for such correspondence such that they can be deemed appropriate.

These email addresses may therefore be used by the Clerk to the Corporation for giving notice to members of the Corporation or for responding to notices received from members (whether or not received in the form of emails). Where email is used for the purpose of giving notice in writing this shall not exclude the additional use of printed copy or a shared online document facility in relation to the same notice.

**Staff Nominee Member** Has the meaning given to the term "staff member" in the Instrument of Government of Hills Road Sixth Form College.

**Student Nominee Member** Has the meaning given to the term "student member" in the Instrument of Government of Hills Road Sixth Form College.

Where applicable, all other interpretations of terms used shall conform to those expressed in the Instrument & Articles of Government for Hills Road Sixth Form College.

## **1. THE COMPOSITION AND STRUCTURE OF THE CORPORATION**

**1.1** The Corporation shall consist of members appointed in accordance with the Instrument of Government, Clause 2.

**1.2** The maximum term of office for members is four years, except that the Principal (if s/he chooses to be a member) holds office for the tenure of her/his principalship, parent members hold office for so long as their child remains a full-time student of the College, and special rules apply to the term of office of student nominee members (as set out in paragraph 3.1.8.1 below).

**1.3** A member retiring at the end of her/his term of office is eligible for, but not entitled to, reappointment, except that no member shall ordinarily serve for more than eight continuous years unless in the opinion of the Corporation its interests are best served by re-appointing the member for a further consecutive term.

A person who, having served eight continuous years as a member of the Corporation and having thereafter ceased to be a member of the Corporation for a period of at least two years, may be re-appointed to membership in accordance with the procedures attending members directly appointed by the Corporation.

**1.4** A member who ceases to be eligible to hold office as a member of the Corporation owing to circumstances set out in Appendix 1: *Persons Ineligible for Appointment to, Re-Appointment to, or Continuing Membership of the Corporation* shall immediately give notice in writing of the circumstances to the Clerk to the Corporation.

**1.5** The Chair of the Corporation shall appoint members to committees and appoint the chairs of committees (except for the Independent Chair of the Audit Committee, who shall be appointed for a period not exceeding four years by the Corporation, and who may be similarly re-appointed to further terms not exceeding four years).

### **1.6 Committees of the Corporation**

**1.6.1** The Audit Committee is established by regulation. The Chair of the Committee shall be a suitably qualified person who is not a member of the Corporation, but who shall have the unrestricted power to attend meetings of the Corporation (or any committee thereof, howsoever called) and speak on matters within the Audit Committee's remit, the specific remit given to the office of Chair of the Audit Committee, or any matter referred to the office holder by the Clerk to the Corporation.

**1.6.2** The Corporation may otherwise establish a committee (howsoever called) of the Corporation for any purpose or function permitted under the Articles of Government, and may delegate to it responsibilities other than those reserved to the Corporation, the Principal, the Clerk to the Corporation or the Audit Committee.

- 1.6.3** Committees may include persons who are not members of the Corporation as co-opted members but, apart from persons appointed to the Audit Committee, they may not count towards the quorum. Co-opted members appointed to committees other than the Audit Committee shall play no part in deciding those committees' decisions or recommendations to the Corporation on matters forming their business.

## **1.7 The Clerk to the Corporation**

- 1.7.1** The Corporation shall appoint a suitably qualified and experienced person to serve as Clerk to the Corporation (hereinafte "the Clerk"). In her/his absence the Corporation, or the Chair of the Corporation if so delegated, shall appoint a suitably qualified and experienced person, who shall not be a member of the Corporation, as Acting Clerk to the Corporation and, where reasonable, all references in these Bye Laws to the Clerk shall be deemed to include the Acting Clerk.

The Corporation may appoint a Deputy Clerk to the Corporation.

- 1.7.2** Where the Clerk is deemed interested in the proceedings of the Corporation or any committee thereof, and where the proceedings are of significant moment (e.g. concerning the capability, conduct or dismissal of the Clerk), the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk. In circumstances where the Clerk has, for whatever reason, been suspended from her/his duties, the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for the period of the suspension, and such firm shall exercise *all* the powers and responsibilities of the Clerk as set out in the Instrument of Government and these Bye Laws.
- 1.7.3** The Corporation shall be permitted to appoint a member of College staff with other responsibilities to the post of Clerk, in which case s/he shall in the post of Clerk be employed on a separate contract of employment.
- 1.7.4** The Clerk, whether or not appointed solely in that role, shall be entitled to receive notice of and attend any meeting of the Corporation, its committees or any other body set up by the Corporation for the conduct of business of any kind, except s/he shall not be entitled to be present when the terms of her/his own appointment or remuneration (whether in the office of Clerk or otherwise) are being discussed or where s/he has a conflicting interest (e.g. under circumstances set out in 3.2.13 below).
- 1.7.5** Where the terms of the Clerk's appointment or remuneration (whether in the office of Clerk or otherwise) are being discussed, the Clerk shall withdraw from the meeting and minutes of the proceedings shall be taken by another independent member of the Corporation present.
- 1.7.6** The Clerk shall be accountable to the Secretary of State (howsoever the office may be called) or her/his appointee for such matters as may from time to time be specified under regulation, but shall otherwise be accountable to the Corporation as a whole (though not to any individual member thereof), and in the exercise of that accountability shall liaise with the Chair of the Corporation. Notwithstanding that s/he may hold a contract of employment with the College as Clerk, the Clerk shall not be accountable to any officer of the College and, if also holding a College post under a separate contract of employment, shall not be accountable to any officer of the College in respect of exercising the powers duties and responsibilities of the office of Clerk.

- 1.7.7** The Clerk shall, on her/his own behalf in relation to the duties of the office and on behalf of members of the Corporation, have independent access to external legal or other professional advice relevant to the duties of the office and resources shall be made available for this purpose.
- 1.7.8** The Clerk's responsibilities are as set out in the Articles of Government, Clause 3, and her/his principal duties are the following:
- 1.7.8.1** The provision of independent legal and procedural advice, particularly relating to the regulatory framework of governance, attendant legislative requirements and governance best practice;
- 1.7.8.2** The management of all matters (in consultation as necessary with the Chair of the Corporation, appropriate chairs of committees, the Principal and appropriate members of the College staff) in relation to the organisation and conduct of the Corporation's business, including the summoning of meetings, the preparation of agendas and circulation of supporting papers.
- 1.7.8.3** The minuting of meetings, including those of the Remuneration Committee (except where her/his own remuneration is being considered).
- 1.7.8.4** The monitoring of the conduct and recording of Corporation business, and the giving of advice in this regard, to ensure that it is conducted and recorded in accordance with regulation and good practice, and is secure from valid legal challenge.
- 1.7.8.5** Acting as correspondent by authority of the Corporation, and receiving correspondence on its behalf including legal notices.
- 1.7.8.6** The oversight of arrangements for storing Corporation documents in a secure and retrievable manner for such periods as are prescribed in these Bye Laws from the date of their adoption.



## **2. THE CORPORATION'S POWERS**

### **2.1 Delegation of Powers**

**2.1.1** The Corporation shall delegate its powers in accordance with the provisions of the Articles of Government, Clause 4. In particular, no decision between meetings shall be taken in relation to the exercise of a Corporation duty (i.e. what it is *obliged* to do when meeting as the Corporation, and therefore cannot delegate), but only in relation to the exercise of a power (i.e. what it is *permitted* to do, and therefore can delegate). Hence any power delegated to a committee, the Principal or to the College management generally may be exercised by the party to which it has been delegated.

**2.1.2** Contracts shall be authorised and approved in accordance with the provisions of the Financial Regulations.

#### **2.1.3 Chair's Action**

**2.1.3.1** Any power which is delegable in terms of 2.1.1 above, but which has not been delegated (or which, if delegated, has not been exercised for whatever reason), may be exercised on behalf of the Corporation by the Chair of the Corporation and is hereinafter called Chair's Action. Examples of significant Chair's Action include actions taken in relation to the capability or discipline of staff appointed by the Corporation, financial impropriety, a threat to College solvency or the security of the Corporation's assets, the risk of serious reputational damage to the College or Corporation, and legal action (either by or against the Corporation). The foregoing list is not exhaustive. However, there shall be a presumption in favour of convening an extraordinary Corporation meeting for considering such business (if necessary, with less than seven clear days' notice) unless holding a meeting is not considered to be reasonably practicable or proportionate to the matter concerned.

**2.1.3.2** Chair's Action shall be reported in writing to the independent and other members of the Corporation not having an interest in, or not being otherwise validly excluded from, the business within forty-eight hours of it being taken. The report shall give sufficient detail of the action for members to form an understanding of the business such that they are able to determine whether or not to require the Clerk to the Corporation to convene an extraordinary Corporation meeting.

**2.1.3.3** Either at an extraordinary meeting of the Corporation, or at the next ordinary meeting, the action taken by the Chair of the Corporation under Chair's Action shall be formally reported and discussed. If a majority of members counting towards the quorum perceive a likelihood of a continuation of Chair's Action in relation to the business, they may determine the scope and limitations to be placed on such action and how and to whom it shall be reported, except that no restriction shall be placed having the effect of excluding any member other than an interested member, or a member otherwise validly excluded from considering the business, from receiving such reports.

**2.1.3.4** In addition to the provisions of paragraphs 2.1.3.1 to 2.1.3.3 above, the Chair of the Corporation shall, as provided in Article 4 of the Articles of Government, be permitted to make a reference to a committee considering whether or not there is a case for dismissal of a member of

staff appointed by the Corporation or the Clerk to the Corporation (or to hear an appeal in its regard).

**2.1.3.5** Decisions between meetings may, at the Chair of the Corporation's discretion, and on the advice of the Clerk to the Corporation, be determined by postal resolution (including email) where the matter is urgent and convening a meeting would be impracticable or disproportionate, and such decisions shall be decided by a simple majority of the members entitled to vote.

**2.1.3.6** No decisions on matters delegated to a committee may be taken by members of that committee between meetings, but shall *mutatis mutandis* be taken by the Committee Chair in accordance with the procedure set out in paragraphs 2.1.3.1 to 2.1.3.3 above, in which event the persons to whom s/he shall report are the members of the Committee not having an interest in, nor being validly excluded from, the business.

## **2.2 Exercise of Corporation Powers in Specific Contexts**

### **2.2.1 *Appointment of Members of Staff and the Clerk to the Corporation***

**2.2.1.1** The Corporation must appoint the Principal and the Clerk to the Corporation. It may also at its absolute discretion directly appoint other senior members of staff. The provisions set out in paragraphs 2.2.1.2. to 2.2.1.5 below shall be observed concerning such appointments.

**2.2.1.2** For appointment to the post of Principal, a panel of at least three independent Corporation members (hereinafter 'the Panel') shall be appointed by the independent members of the Corporation at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post. The Panel shall consist of the Chair of the Corporation, the Vice-Chair of the Corporation and at least one other independent member.

If the Vice-Chair of the Corporation is acting as Chair, the panel shall consist of the Vice-Chair and at least two other independent members of the Corporation.

If the Vice-Chair of the Corporation is unavailable, or conflicted, the panel shall consist of the Chair of the Corporation and at least two other independent members of the Corporation.

If both the Chair of the Corporation and Vice-Chair of the Corporation are unavailable, or conflicted, the independent members shall in a quorate meeting select at least three of their number to form the selection panel.

**2.2.1.3** For appointment to the post of Clerk to the Corporation, a panel of at least three independent Corporation members shall be appointed by the the independent members of the Corporation at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post. The Panel shall consist of the Chair of the Corporation, and two other independent members.

If the Chair of the Corporation is unavailable, or conflicted, the panel shall consist of the Vice-Chair of the Corporation and at least two other independent members of the Corporation.

If both the Chair of the Corporation and Vice-Chair of the Corporation are unavailable, or conflicted, the independent members shall in a quorate meeting select at least three of their number to form the selection panel.

- 2.2.1.4** For the direct appointment by the Corporation of any other member of staff, a panel of the Principal and at least two independent Corporation members (one of whom shall be the Chair or Vice-Chair of the Corporation) shall be appointed by the independent members of the Corporation at a quorate meeting, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post.

If the Chair of the Corporation is unavailable, or conflicted, the panel shall consist of the Vice-Chair of the Corporation and at least two other independent members of the Corporation.

If both the Chair of the Corporation and Vice-Chair of the Corporation are unavailable, or conflicted, the independent members shall in a quorate meeting select at least two of their number to form, along with the Principal, the selection panel.

- 2.2.1.5** The chairs of panels appointed under the procedures set out in 2.2.1.2 – 2.2.1.4 above shall, via the Clerk to the Corporation, provide periodic updates on their work to the members who appointed them.

**2.2.2     *Capability, Discipline, Grievance, Suspension and Dismissal of Members of Staff Directly Appointed by the Corporation and the Clerk to the Corporation***

The Corporation shall make rules concerning the capability, discipline, suspension and dismissal of members of staff directly appointed by the Corporation and the Clerk to the Corporation, and for dealing with grievances raised by such persons. Such rules shall make provision for all matters, including those attending appeals, arising hereunder to be considered and decided by a committee of independent members of the Corporation specially appointed for the purpose. Where an appeal is to be considered, this provision shall be construed as requiring the appointment of an appeal committee of independent members who have no previous involvement in the matter to be decided.

**2.2.3     *Scope of and Limitations on Appeals to the Corporation by Staff (other than Staff Appointed Directly by the Corporation), the Clerk to the Corporation, and Students***

- 2.2.3.1** The Corporation shall delegate to the Principal the approval of rules setting out appropriate grievance, suspension, capability, disciplinary and dismissal procedures applying to members of staff (other than those directly appointed by the Corporation, and the Clerk to the Corporation). Such persons shall not have the right of appeal to the Corporation in relation to any grievance suspension capability disciplinary or dismissal procedure other than to appeal a decision made (apart from an appeal decision), or a sanction imposed, by the Principal.

**2.2.3.2** Students of the College, or persons acting on their behalf (including but not limited to parents, legally-appointed guardians and carers), shall not ordinarily have the right of appeal to the Corporation in relation to any disciplinary grievance suspension or exclusion procedure, but such appeals shall be heard by senior College staff with no previous involvement in the matter to be decided and the hearings shall form the final stage of the relevant procedure. Nor shall actual or prospective students of the College, or persons acting on their behalf, ordinarily have the right of appeal to the Corporation in relation to a complaint concerning an alleged breach of duty towards the student or prospective student, including but not limited to admission teaching tutoring guidance and support, but such appeals shall be heard or otherwise dealt with by senior College staff with no previous involvement in the matter to be decided and the hearings or other processes shall form the final stage of the relevant procedure.

**2.2.3.3** The Principal shall inform the Corporation of any matter dealt with under paragraphs 2.2.3.1 or 2.2.3.2 above which, in the opinion of a reasonable person, is of sufficient seriousness as to have a potential and adverse impact on the solvency and/or reputation of the College.

#### **2.2.4     *Statements on Behalf of the Corporation***

**2.2.4.1** Statements, whether oral or in writing, concerning the Corporation shall only be made by, or on the express authority of, the Corporation or the Chair of the Corporation (acting under Chair's Action), except that the Clerk to the Corporation may issue statements concerning the statutory duties of the office and/or the legal validity of Corporation business transacted.

**2.2.4.2** The Corporation may otherwise authorise in advance another member to make a statement on a particular issue, in which event the scope and limitations of the authorisation shall be recorded in the minutes of the meeting and shall be observed by the member concerned.

**2.2.4.3** Nothing in this section shall be construed as preventing a member of the Corporation from responding to enquiries legitimately made by a duly-appointed auditor, a person appointed by the Secretary of State to conduct an inspection of, or enquiry concerning, the College and Corporation, an officer of the court or a police officer acting in the course of her/his duties.

#### **2.2.5     *The Seal***

**2.2.5.1** The affixing of the Seal shall be carried out by a competent College officer in the presence of two members of the Corporation other than staff or student nominee members. Wherever possible, the two members shall be the Chair of the Corporation and the Principal (if a member of the Corporation), or the Chair of the Corporation and one other eligible member (if the Principal is not a member of the Corporation).

**2.2.5.2** A register shall be kept recording the use of the Seal, indicating the date and the nature of the contract signed, and the register shall be signed at the time of applying the Seal by the members of the Corporation present at the sealing.

**2.2.5.3** A report shall be made to the Corporation of each instance of the Seal's use.

**2.2.5.4** The Seal and its register of use shall be stored in a secure, fireproof location on the College site.

### **3. MEMBERS OF THE CORPORATION**

#### **3.1 Appointment of Members**

- 3.1.1** When a vacancy arises the Nominations Committee shall determine the Corporation's requirements for skills knowledge and experience and seek candidates for appointment to fulfill those requirements.
- 3.1.2** Candidates for direct appointment by the Corporation shall be interviewed by the Nominations Committee in order that an opinion as to their suitability for appointment may be formed.
- 3.1.3** Persons seeking re-appointment to the Corporation may also be interviewed by the Nominations Committee in its absolute discretion in order that an opinion as to their suitability for re-appointment may be formed. In any event, persons seeking re-appointment to the Corporation shall be considered on the basis of the continuing relevance of their skills and, if relevant, on an equal basis with other candidates having the same or similar skills who have expressed an interest in becoming members of the Corporation.
- 3.1.4** The Nominations Committee may recommend to the Corporation that a candidate be appointed, or in its absolute discretion may decline to recommend a candidate for appointment in which event the person shall not then be considered for appointment by the Corporation.
- 3.1.5** Where a recommendation to appoint is made, reasons for the recommendation shall be included in the record of the Nominations Committee's proceedings.
- 3.1.6** The Corporation shall appoint a candidate to membership by the passing of a resolution stating the name of the appointee and the period of her/his appointment. An existing member shall be disqualified from voting on her/his own re-appointment to the Corporation.
- 3.1.7** ***Staff Nominee Members***
- 3.1.7.1** Members shall be appointed for a period of four years, subject to a test of eligibility, by the Corporation, following election for nomination by all members of the College staff in accordance with the procedure set out in Appendix 2: *Procedure for the Election of Staff Nominee Members of the Corporation*.
- 3.1.7.2** All members of the College staff other than the Principal are eligible to stand for election, and may vote in a poll. The Clerk to the Corporation, *even if holding another post within the College* (as provided under paragraph 1.7.3 above), shall not be eligible to stand for election nor vote in a poll.
- 3.1.7.3** No distinction shall be made between teaching and non-teaching staff, nor between full-time and part-time staff, in relation to the election of staff nominee members. "Staff" in this section is defined as persons (other than the exclusions set out in 3.1.7.2 above) holding a contract of employment with the College on any day during the proposed polling period and whose names have been entered on the register of electors used for the election.

- 3.1.7.4** The Clerk to the Corporation may vote as a proxy for staff members who do not have access to the College intranet (where a poll is conducted electronically) or for other good reason.
- 3.1.7.5** In the event of a casual vacancy arising for whatever reason, the member of staff elected will be appointed for a term of four years.
- 3.1.7.6** If no candidate offers her/himself for election, the Chair of the Corporation in her/his absolute discretion shall seek a volunteer for nomination from among the eligible College staff and the Corporation shall appoint that person as if they had been nominated by the staff.
- 3.1.8** ***Student Nominee Member***
- 3.1.8.1** The member shall be appointed by the Corporation from the date of the June meeting of the Corporation and shall hold office until the day preceding the June meeting of the Corporation in the following year or to fill the unelapsed portion of a period to the said date, subject to a test of eligibility, following nomination by the Student Council of Hills Road Sixth Form College (or any successor body, howsoever called) in accordance with any procedure adopted by the Council.
- If there is no June meeting in the year of appointment (or if the meeting is inquorate), the student shall be appointed from the date of the next quorate meeting of the Corporation until the day preceding the June meeting of the Corporation in the following year.
- If there is no June meeting of the Corporation in the following year (or if it is inquorate), the termination date of the appointment shall not be affected.
- 3.1.8.2** A student appointed in accordance with the provisions of paragraph 3.1.8.1 above shall cease to be a member of the Corporation on leaving, or being permanently excluded from, the College, and in these circumstances the Student Council shall be invited to nominate a successor for the remainder of her/his term of office.
- 3.1.8.3** If no student is nominated, the Clerk to the Corporation shall so far as is reasonably practicable circulate to all students by email to their College addresses a notice of the vacancy and advise the Student Council of any expressions of interest for the purposes of nomination.
- 3.1.9** ***Parent Member***
- 3.1.9.1** The member, who shall be a parent of a full-time College student or students aged under 19 on the date of appointment to office, shall be appointed by the Corporation from the date stated in the appointing resolution and shall hold office for so long as their child/children remain(s) (a) full-time student(s) at the College, subject to a test of eligibility.
- 3.1.9.2** The procedure for appointing the parent member shall be as for independent members.

### **3.1.10      *The Principal***

A Principal exercising her/his option to be a member of the Corporation shall be formally appointed to membership for the period of her/his tenure of the office, but shall have the option exercisable at any time of resigning such membership.

## **3.2            *Members' Interests***

**3.2.1**        No member shall take or hold any interest in any property held, or used for, the purpose of the College.

**3.2.2**        On appointment and on each 1 August thereafter, or at such other times as the Chair of the Corporation may require, members (other than student nominee members under the age of 18) and other persons noted in 3.2.16 below shall complete and sign a declaration of interests on their own behalf and that of any connected persons (as defined in English law), which shall disclose all relevant interests (financial and non-financial) and in particular shall state the nature and extent of any financial interest, actual or expected, 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.

The Chair of the Corporation may at any time require an individual member or members of the Corporation to complete and sign a declaration of interests in the terms set out in this paragraph without imposing a similar requirement on any other or all members.

**3.2.3**        For the purpose of this section, ***relevant interest*** means any interest which might reasonably be held to give rise to a potential conflict of interest with the person's role as a member of the Corporation or, if undeclared, give rise to the reasonable suspicion on the part of any person that the member may not be acting solely in the Corporation's best interests.

**3.2.4**        For the purpose of this section, ***financial interest*** is defined as any form of remuneration, enhancement of salary, share allotment, performance-related benefit or any other income or reward (whether in cash or in kind) received or to be received (either actually or potentially) which may profit an individual member or that individual member's spouse/partner, parent, child/stepchild, sibling, spouse's/partner's parent, sibling's partner or child, partner's child, child's or stepchild's spouse/partner, partner of a partner's child or the business partner (whether or not formally established as a partnership) of any of the foregoing, or any other person who might reasonably be regarded as a connected person.

**3.2.5**        For the purpose of this section, ***non-financial interest*** means any interest not specified in the definition in 3.2.4 above, including but not limited to any form of enhancement of status reputation or influence of a member of the Corporation or a connected person (as also described in 3.2.4 above) in any context other than that of the Corporation, the College or any subsidiary undertaking of the Corporation or College. For the avoidance of doubt, an interest the exercise of which might profit or otherwise be to the advantage of an organisation in which the member (or connected person thereof) has an interest but from which the member (or connected person thereof) does not derive a personal



financial advantage (as described in 3.2.4 above) shall be regarded as a *non-financial* interest.

- 3.2.6** Members shall be responsible for determining whether declarations on behalf of connected persons need to be made and shall be bound to consult the Clerk if in doubt, but neither the Clerk to the Corporation nor any other person shall be obliged to make enquiries in this regard.
- 3.2.7** Members shall make reasonable enquiries of connected persons to determine the nature and extent of any financial and/or non-financial interests to be declared, and neither the Clerk to the Corporation nor any other person shall be obliged to make enquiries in this regard.
- 3.2.8** Failure to complete a declaration of interests, including that of a connected person in circumstances where a declaration is required, shall result in the suspension of a person from membership of the Corporation and her/his removal from office (whatever her/his category of membership) if the omission is not promptly remedied following notice from the Clerk to the Corporation.
- 3.2.9** The submission by a member of a false or incomplete declaration of interests (including a false or incomplete declaration on behalf of a connected person as defined in 3.2.4 above) shall be grounds for her/his removal from membership of the Corporation (whatever her/his category of membership). If, as a result of lodging a false or incomplete declaration of interests, a member of the Corporation or a connected person has, or is reasonably thought to have, profited from such membership, the circumstances shall be reported immediately to the Secretary of State (howsoever the office may be called), or her/his nominee, by the Clerk to the Corporation, even if restitution has been made.

For the avoidance of doubt, "incomplete declaration of interests" is defined as failure to lodge a declaration (including that of a connected person in circumstances where a declaration is required) or failure to complete all of its prescribed sections, or to disclose the full extent of a relevant interest in relation to any of its sections.

- 3.2.10** A member who has declared a financial interest or a non-financial interest as described in the final sentence of 3.2.5 above shall withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to that interest.
- 3.2.11** A member who has declared a non-financial interest other than that described in the final sentence of 3.2.5 above shall, if required by a simple majority of the other members present and voting, withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to their interest, but in the absence of a direction to withdraw shall be entitled to be counted towards the quorum, speak in the discussion and participate in the decision.
- 3.2.12** The Chair of, or other person presiding at, any meeting (including committee meetings or other meetings, howsoever described), declaring a non-financial interest but not being required to withdraw, shall surrender the Chair or presiding role for transaction of the business to which the interest relates.

- 3.2.13** The Clerk to the Corporation declaring a financial or non-financial interest shall, if so directed by members present, withdraw from the meeting for the consideration of business to which her/his interest relates, and the members present shall appoint from among their number a person other than the Principal to take minutes. If the Clerk to the Corporation has an interest in business relating to her/his own office s/he shall be treated as set out in section 1.7 above, and the Corporation shall make all necessary arrangements attending such circumstances.
- 3.2.14** Members are not prevented from considering and participating in decisions concerning the insurance of members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- 3.2.15** Observers attending a meeting of the Corporation or any committee thereof who have been required to complete a declaration of interests, shall withdraw from consideration of any business to which such interests (financial or non-financial) relate.
- 3.2.16** In addition to members of the Corporation the following persons shall complete and sign a declaration of interests: co-opted committee members, the Principal (if not a member of the Corporation), senior members of staff who are generally in attendance at Corporation meetings, directors of subsidiary undertakings (if not themselves members of the Corporation), the Clerk to the Corporation (including a temporary Clerk), the Deputy Clerk to the Corporation (if appointed).
- 3.2.17** In addition to the requirement for periodic written declarations of interest, there shall be a standing agenda at each meeting (including committee meetings or other meetings, howsoever described, and whether or not the agenda is in written form) for declaring interests relevant to the business being transacted, and the incidence of any such declarations shall be set down in the record of the meeting. Failure to declare an interest in accordance with the provisions of this paragraph, or the provision of a false or incomplete declaration, shall be treated *mutatis mutandis* in accordance with the respective provisions of 3.2.8 and 3.2.9 above.
- 3.2.18** The *Code of Conduct for Members of the Corporation* also gives guidance on members' interests (see paragraph 9 – Conflicts of Interest), and a copy of the Code shall be made available to each member, though not to other persons, from whom a declaration of interests is required. The adoption by the Corporation of the *Code of Conduct for Members of the Corporation* shall bind each member, including future members, to observe its terms, and the signatures of individual members shall not be required to establish this fact.

Notwithstanding this provision, the Chair of the Corporation may in her/his absolute discretion require the signature of an individual member in relation to the adoption of the *Code of Conduct for Members of the Corporation* without imposing a similar requirement on any other or all members.

### **3.3 Removal, Termination and Resignation of Members**

#### **3.3.1 *Removal from Office***

**3.3.1.1** Subject to exclusions set out hereunder, a member may only be removed from office, as distinct from resigning the office or the office being terminated, by resolution of the Corporation, on which the person named therein shall be disqualified from voting.

**3.3.1.2** A member may only be removed from office on the grounds set out in the Instrument of Government, Clause 9. In this regard, the following specific provisions should be particularly noted:

**3.3.1.2.1** A member in any category shall be removed from office by resolution of the Corporation if, after notification by the Clerk to the Corporation of a failure to lodge a complete declaration of interests (including on behalf of a connected person), a signed and dated certificate of continuing eligibility or a signed and dated related party transactions declaration, the omission is not remedied within a reasonable period.

**3.3.1.2.2** A staff nominee member shall cease to hold office, and the office thereupon become vacant, if s/he ceases to be a member of the staff of the College (defined as having resigned, retired, or been given written notice of termination dismissal or transfer to another undertaking which has been put into effect), and her/his removal from office and its grounds shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation.

**3.3.1.2.3.** A student nominee member shall cease to hold office, and the office thereupon become vacant, if s/he ceases to be a student of the College, and her/his removal from office shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation.

**3.3.1.2.4** A parent member shall cease to hold office, and the office thereupon become vacant, if her/his child ceases to be a student of the College, and her/his removal from office shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation.

#### **3.3.2 *Termination of Office***

**3.3.2.1** Membership of the Corporation shall terminate on the date prescribed in the resolution appointing the person to membership.

**3.3.2.2** Membership of the Corporation shall otherwise be terminated without the passing of a resolution by the Corporation on the occurrence of any of the following events: death, criminal conviction resulting in a custodial sentence, detention under the provisions of the Mental Health Act (or any additional or successor legislation having the same effect) in a secure unit, incapacity as attested by a letter bearing the member's own signature or that of any person appointed by law to act on the member's behalf, and the member's resignation shall take effect as prescribed in section 3.3.3 below.

- 3.3.2.3** Other than in the instance of death or expiry of office, the Clerk to the Corporation shall give notice in writing on behalf of the Corporation to the member at her/his last notified address or, as appropriate, to the person appointed to manage her/his affairs, to record the termination of office.

**3.3.3      *Resignation from Office***

- 3.3.3.1** A member may resign her/his office at any time by giving notice in writing to the Clerk to the Corporation, and resignation shall become effective on receipt and acknowledgement of such notice by the Clerk.

- 3.3.3.2** A member may give notice in writing to the Clerk to the Corporation of an intention to resign her/his office on a specified future date, and the member's termination shall become effective on the said date. A member may only withdraw such notice if permitted by the Corporation (which shall be advised in the matter by the Nominations Committee), or by the Chair of the Corporation who shall be advised in the matter by the Nominations Committee or its Chair, where referring the matter to the Corporation is not reasonably practicable.

**3.4          *Payments to Members***

- 3.4.1** Members of the Corporation shall not be remunerated for their services as members.

- 3.4.2** Members shall be entitled to claim and receive reimbursement for travel, subsistence and other necessary out-of-pocket expenses in relation to their duties as members of the Corporation, though they will not ordinarily be entitled to claim expenses for attending meetings at, or otherwise visiting, the College. Expenses shall be claimed using the form applicable to members of College staff, which shall be signed by the member making the claim, countersigned by the Chair of the Corporation and conveyed to the Clerk to the Corporation, or a person nominated by her/him.

- 3.4.3** Travel and subsistence rates applicable to members of the College staff, a copy of which is to be made available to members of the Corporation on request, shall be used to determine the amounts payable.

**3.5          *Gifts and Hospitality Received by Members***

- 3.5.1** A member of the Corporation receiving a gift or hospitality valued at £25 or more shall report each instance to the Clerk to the Corporation within ten working days of its receipt.

- 3.5.2** A member of the Corporation receiving gifts or hospitality amounting in value to £100 or more in the course of a calendar year (calculated from any date) shall report the fact to the Clerk to the Corporation within ten working days of the expiry of the calendar year (calculated as above) even if no single instance has equalled or exceeded £25.

- 3.5.3.** A member shall *not* be required to report hospitality received from a third party in the course of representing the College or Corporation (e.g. at meetings or conferences of the Sixth Form Colleges' Association or similar).

**3.5.4**

Members are required to be vigilant in ensuring that they do not place themselves under obligations to any third party, whether an individual or an organisation, by accepting gifts or hospitality, or place the solvency or reputation of the Corporation or College at risk thereby.

## **4. THE ELECTION OF CORPORATION OFFICERS**

- 4.1** The offices of Chair and Vice-Chair of the Corporation shall be determined by election by all the members.
- 4.2** No person shall seek election to, or hold more than one of, the above offices simultaneously.
- 4.3** The Vice-Chair of the Corporation shall ordinarily deputise for the Chair of the Corporation in the latter's absence or conflict of interests.
- 4.4** The period of office shall be two years, normally from 1 August, or for the unelapsed period in the event of a casual vacancy.

### **4.5 Election of Chair of the Corporation**

- 4.5.1** At the beginning of each alternate Summer Term, or at such other times as may be required owing to a casual vacancy, the Clerk to the Corporation shall give notice of an election to the office of Chair of the Corporation, including a prescribed form on which nominations are to be made and notice of the closing date by which the signed form is to be received by the Clerk to the Corporation for nominations to be valid (i.e. the closing date for nominations).
- 4.5.2** All independent members of the Corporation holding office at the time of the election, and prospective office for the entire period of the appointment, are eligible for election to the office of Chair of the Corporation.
- 4.5.3** All members of the Corporation may, by completing signing and delivering the prescribed form to the Clerk to the Corporation on or before the closing date for nominations, propose an independent member of the Corporation satisfying the conditions set out in 4.5.2 above for election as Chair of the Corporation, having made enquiry and received assurances that the person is willing to be nominated, and independent members who are thereby proposed shall be eligible to stand for the said office.
- 4.5.4** Members may not propose themselves for election to the office.
- 4.5.5** If only one eligible candidate is validly nominated by the closing date for nominations, the Clerk to the Corporation shall conduct a poll over a period notified to all members of the Corporation in which they shall be eligible to vote in which the nominee shall be the sole candidate. The election shall be conducted using means determined by the Clerk to the Corporation.  
  
If the candidate obtains a simple majority of all members of the Corporation, *and* a simple majority of the independent members, s/he is elected.  
  
If the above thresholds are not attained, a further election shall be held.
- 4.5.6** If two eligible candidates are validly nominated by the closing date for nominations, the Clerk to the Corporation shall conduct a poll over a period notified to all members of the Corporation in which they shall be eligible to vote. The election shall be conducted using means determined by the Clerk to the Corporation.

The candidate obtaining a simple majority of all members of the Corporation, *and* a simple majority of the independent members, is elected.

If neither candidate attains both of the above thresholds, a further election shall be held.

**4.5.7**

If more than two eligible candidates are validly nominated by the closing date for nominations, the Clerk to the Corporation shall conduct a poll over a period notified to all members of the Corporation in which they shall be eligible to vote. The election shall be conducted using means determined by the Clerk to the Corporation.

The candidate obtaining a simple majority of all members of the Corporation, *and* a simple majority of the independent members, is elected.

If no candidate attains both of the above thresholds, a further poll will be held in which the two candidates with the largest number of votes will take part, the outcome of which will be decided by simple majority. Should either of the two remaining candidates withdraw from the election, the further poll shall be held in accordance with the provisions of paragraph 4.5.5 above.

If no candidate gains a majority in the further poll, its outcome shall be decided by the witnessed drawing of lots by the Clerk to the Corporation in any reasonable manner which s/he proposes.

If it is impossible to distinguish the two candidates with the largest number of votes owing to an equality of votes, the candidates proceeding to the further poll will be decided by the drawing of lots by the Clerk to the Corporation in any reasonable manner which s/he proposes.

**4.5.8**

In the event of a poll, the Clerk to the Corporation shall supply to each elector the names of the candidates, the dates of their appointments and prospective terminations as members, the offices (and periods thereof) they have held within the Corporation, and their attendance record for the current and preceding two years (or for their entire membership if less than two years).

**4.5.9**

Candidates shall be free to send written communications and materials to electors, but shall provide advance copies of such communications and materials (whether sent to a single elector or a plurality of electors) to the Clerk to the Corporation.

No election communication or material shall be defamatory, and the decision of the Clerk to the Corporation as to what constitutes defamation shall be binding and material deemed by her/him to be defamatory shall not be disseminated.

If an election communication or material deemed by the Clerk to the Corporation to be defamatory is nonetheless disseminated in breach of the Clerk's instruction, the candidate (and/or other person or persons acting on behalf of the candidate, whether or not appointed by the candidate) shall make such remedy as the Clerk to the Corporation may direct.

A person alleging defamation may take action in law against the person(s) deemed responsible for publishing the material. The Corporation shall not be liable for any material which may be published without the knowledge of the Clerk to the Corporation, or which is published or continues to be published in breach of a direction by the Clerk to the Corporation.

- 4.5.10** The count shall be conducted at the conclusion of the poll, and the Clerk to the Corporation shall publish the result to all members of the Corporation, and retain the electronic record of the poll until the end of the academic year in which it is conducted (manual records, if generated, shall be retained similarly).
- 4.6** The Vice-Chair of the Corporation shall *mutatis mutandis* be elected in accordance with the procedure set out under 4.5 above.
- 4.7** If a candidate has reason to complain about the conduct of the election, or that of the Clerk to the Corporation in relation to the election, s/he shall provide those reasons to the independent Chair of the Audit Committee within five working days of the publication of the result as a condition of them being investigated. The independent Chair of the Audit Committee shall conduct the investigation using such means as s/he shall decide, whilst having regard to the rights of the parties involved.
- 4.8** If no nominations are received for the office of Chair of the Corporation, they shall be sought and, if necessary, voted on by members present at the next meeting of the Corporation following the closing date for nominations. If no valid nominations are received at the meeting, the Clerk to the Corporation shall ask the Secretary of State to make an appointment.
- 4.9** If no nominations are received for the office of Vice-Chair of the Corporation, they shall be sought and, if necessary, voted on by members present at the next meeting of the Corporation following the closing date for nominations. If no valid nominations are received, the office(s) shall remain vacant pending a future election.



## **5. MEETINGS**

- 5.1** The Corporation shall meet at least twice during each term and at such other times as it may determine.
- 5.2 Procedure at Corporation Meetings**
- 5.2.1** A resolution once passed, whether or not formally proposed as a resolution, may not be rescinded nor varied unless its reconsideration appears as a separate agenda item for a subsequent meeting.
- 5.2.2** A member may request the inclusion of specified business on the agenda by informing the Clerk to the Corporation to this effect at least fifteen working days prior to the date of the meeting, and the Clerk shall bring the request to the attention of the Chair of the Corporation prior to the determination of the agenda.
- 5.2.3** Meetings shall be summoned by the Clerk to the Corporation who shall send written notice to members comprising an agenda showing the date time and venue of the meeting and the business to be transacted together with supporting papers at least seven clear days ahead of the date of the meeting. However, a meeting shall not be invalidated by the accidental failure to send or receive such notice, nor shall it be invalidated if despite the best efforts of, or on behalf of, the Clerk to the Corporation notice, or any attendant paper, is sent or received with less than the prescribed notice.
- 5.2.4** A special meeting may be called at any time by the Chair of the Corporation, or at the request in writing sent to the Clerk to the Corporation signed by any five members, or by the independent Chair of the Audit Committee (in the latter case specifying a matter falling within the Committee's remit), and may be called with less than seven clear days' notice, if the Chair of the Corporation so directs, on the ground that there are matters requiring urgent consideration. For the avoidance of doubt, the independent Chair of the Audit Committee shall have the unrestricted right to attend and speak at a Corporation meeting in relation to business which has been included on the agenda at her/his request.
- 5.2.5** All business shall be ordinary business except that which is declared to be reserved, the criteria and procedures for which are set out in Section 5.7 below.
- 5.2.6** The appointment, remuneration, conditions of service, promotion, capability, conduct, suspension, dismissal or retirement of the Principal, the Clerk to the Corporation or individual staff nominee members in their capacities as members of staff, or the appointment of her/his/their successor(s) shall always be taken as reserved business. The Principal and the Clerk to the Corporation shall withdraw from business relating to their own and each other's post, staff nominee members shall withdraw from business relating to their own post or any post equivalent or senior to their own, or that of the Clerk to the Corporation (or in respect of which they have, in the opinion of a majority of members present, a conflict of interests), and student nominee members from business relating to any member of staff or the Clerk to the Corporation.

**5.2.7** Staff nominee members are entitled to take part in discussion and decisions relating to the pay and conditions of all staff, or a class thereof, provided that they act in the interests of the Corporation, but shall withdraw if so determined by a majority of other members present and voting from consideration of matters concerned with continuing or prospective negotiations about terms and conditions of employment if they also act, or are reasonably thought to act, as staff representatives in such negotiations, whether as recognised trade union officers or otherwise.

**5.2.7.1** If so determined by a majority of other members present and voting, staff nominee members shall withdraw from a meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, capability, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to themselves or, at the determination of the Corporation, any post in which they have a conflict of interests, is being considered and shall in any event take no part in the consideration of the matter nor vote on any question in relation to it.

**5.2.8** A student nominee member under the age of 18 may be present at the discussion concerning, but shall neither speak nor vote on, proposals for expenditure of money by the Corporation or under which the Corporation would enter into any contract or incur any debt or liability, actual or contingent, howsoever arising.

**5.2.8.1** A student nominee member shall withdraw from a meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, capability, conduct, suspension, dismissal or retirement of any member of staff is being considered.

### **5.3 Procedure at Committee Meetings**

**5.3.1** Committees shall meet as frequently as they may resolve or the Corporation direct, except that the Audit Committee shall meet at least twice during the academic year, but not in the same term. Committees shall regulate the start times of their meetings in their absolute discretion.

**5.3.2** Committees shall appoint their Vice-Chairs from among the independent members appointed to the Committee.

**5.3.3** Procedure at committee meetings shall *mutatis mutandis* be as prescribed for Corporation meetings, except that the period of notice of meetings shall be four clear days.

### **5.4 Schedule of Meetings**

So far as is reasonably practicable, the Clerk to the Corporation shall publish a proposed schedule of Corporation meetings for the academic year for consideration and, if thought fit, approval at a Corporation meeting in the first two terms of the preceding year.

### **5.5 Quorum**

**5.5.1** The quorum for Corporation meetings shall be 40% of the total membership at any time (rounded up to the nearest whole number), consisting solely of members of the Corporation not declaring an interest in the business to be transacted. Members who have been given leave of absence from the Corporation shall not be counted when calculating the quorum. Also, members not counting towards the quorum for particular

business (i.e. owing to a conflict of interests, or because they are excluded as provided for in the Instrument of Government or these Bye Laws, or for other good and sufficient reason) shall not be counted when calculating the quorum. Quorums for committees shall be prescribed in their terms of reference.

**5.5.2** If the quorum for a meeting has not been obtained within thirty minutes of its scheduled commencement (unless all members present who would count towards the quorum agree to a longer period), the meeting shall not be held but shall be reconvened with reasonable notice on another date.

**5.5.3** If a meeting becomes inquorate, it shall end immediately, but business transacted before it became inquorate shall be deemed to have been validly transacted. If a meeting becomes inquorate owing to a member or members declaring an interest in the business to be transacted, that business shall not be transacted and shall be held over to a later quorate meeting, but subsequent business for which a quorum is obtained may be transacted.

**5.5.4** Members present at a meeting which is, or which becomes, inquorate may at their option discuss matters which do not require to be formally noted or decided upon, but no record shall be taken by the Clerk to the Corporation (or any person acting as Clerk) nor by any other person and the discussion shall not constitute valid business, and it shall not be permitted for notes of such discussions, whether or not in writing, to be considered and ratified as valid business at a subsequent quorate meeting but such business shall always be taken *ab initio*.

## **5.6 Voting**

**5.6.1** Votes shall be held when requested by any member of the Corporation present or at the direction of the Chair of the Corporation, and shall be decided by a simple majority of votes cast by members of the Corporation present and counting towards the quorum.

**5.6.2** If there is an equality of votes, the Chair of the Corporation shall have a casting vote, in addition to a deliberative vote, which may be cast at her/his absolute discretion.

**5.6.3** Business to be decided by a vote shall be put in the form of a resolution permitting a Yes or No response.

**5.6.4** Voting shall be by show of hands, but a poll shall be held if demanded by any member present or the Chair of the Corporation so directs, which shall be held immediately under arrangements prescribed by the Clerk to the Corporation. Votes, whether by show of hands or a poll, shall be counted by the Clerk to the Corporation or another person appointed by him for the purpose.

The Chair of the Corporation shall, where relevant, state how her/his casting vote has been used.

**5.6.5** In an online meeting, the business of the meeting shall be paused to allow circulation of a ballot paper by the Clerk to the Corporation and its immediate completion and return to the Clerk who shall count the votes cast.

In a meeting which some members attend virtually (known as a "hybrid" meeting), the business of the meeting shall be similarly paused to allow ballots to be cast and counted though, if this is impracticable, the vote shall not thereby be invalidated, but the votes of those present in person shall be sufficient to decide the matter, provided that they form more than half of the members eligible to vote.

**5.6.6** Votes shall not be cast by proxy.

**5.6.7** A member shall not vote in accordance with a mandate, whether or not formally expressed, given to her/him by any other body or person, but shall at all times vote in what the member perceives to be the best interests of the Corporation.

**5.6.8** Members dissenting from a majority decision shall at their request have their vote recorded in the minutes of the meeting, though this does not relieve them of a duty to support the Corporation's decision for so long as they remain members and, in relation to reserved business, maintaining any terms of confidentiality imposed concerning the vote whilst they continue to hold membership of the Corporation, or after they have relinquished it or been removed from membership.

**5.6.9** Apart from deciding recommendations made to the Corporation by the Nominations Committee concerning appointments or reappointments of members, there shall be no voting in committees. Where consensus cannot be obtained, the matter shall be referred to the Corporation for decision.

Where there is an equality of votes among members of the Nominations Committee, the matter shall be decided by the casting vote of the Committee Chair.

## **5.7 Reserved Business**

**5.7.1** There shall be a presumption in favour of business being openly conducted, but where it is deemed to be confidential such business shall be classified as reserved and persons excluded from considering and/or voting on it, or observing the consideration and the vote, shall not be entitled to receive inspect or copy the minutes relating to it.

**5.7.2** Business shall not be taken as reserved business without prior consultation with the Clerk to the Corporation who shall advise on its eligibility in this regard.

### **5.7.3 *Reserved business shall include:***

**5.7.3.1** Personal information relating to an individual (whether a member of staff, a candidate for appointment as a member of staff, a student, a student applicant, a member of the Corporation, a candidate for appointment to the Corporation, the Clerk to the Corporation, a candidate for appointment as the Clerk to the Corporation, or other) identified by name status or office held (or sought), except that information relating to the relevant interests of members of the Corporation shall *not* be confidential.

**5.7.3.2** Information provided in confidence by a third party who has not authorised its disclosure.

- 5.7.3.3** Financial or other information relating to contracts and attendant negotiations (including those relating to procurement decisions), whilst disclosure could expose the College to risks or loss.
- 5.7.3.4** Information relating to the negotiating position of the College (or of those conducting negotiations on its behalf) in matters relating to the terms and conditions of employment of staff, or its negotiating position in matters which are commercially sensitive.
- 5.7.3.5** Information relating to any matter which is or may be subject to legal process, whether or not entered as an action in court, including but not limited to advice received from, or instructions given to, the College's or Corporation's legal advisers or independent legal advice received by the Clerk to the Corporation and reported to the Corporation.
- 5.7.3.6** Suspension, capability, disciplinary and grievance proceedings (including appeals), the proceedings of any committee convened for these purposes, and the consideration by the Corporation of the reports of such proceedings.
- 5.7.3.7** Information planned for publication in advance of the date of publication.
- 5.7.3.8** *Exceptionally*, information which by reason of its nature the Corporation or its committees are satisfied in good faith and on reasonable grounds shall be dealt with on a confidential basis.
- 5.7.4** Minutes of reserved business which do not contain personal information (as defined in 5.7.3 above) shall be released for public inspection if and when the conditions requiring their restriction have lapsed by publication in the minutes of the Corporation meeting at which the decision to release them is taken. To give effect to this provision, the Corporation shall at its final meeting in each academic year consider for release into the public domain the minutes of reserved business, other than that excluded by this paragraph, transacted in the preceding twelve months and previously.

## **5.8 Minutes**

- 5.8.1** There is a presumption of openness in that minutes (where taken, and following formal approval at a meeting of the appropriate body), except those relating to reserved business (as set out in Section 5.7 above), are available for public inspection by placement on the College website at the end of the term in which they receive formal approval.
- 5.8.2** Minutes shall be *prima facie* evidence of the proceedings to which they relate.
- 5.8.3** At each ordinary meeting of the Corporation the minutes of the previous meeting, where taken, shall be included as an agenda item and, if agreed to be accurate, shall be signed as a true record by the Chair of the Corporation. Equivalent provisions shall apply to the minutes of committees, except that the signature of chairs shall not be required.
- 5.8.4** Draft minutes, where taken, shall record proceedings from which the Principal, the Clerk to the Corporation, staff and/or student nominee members or other members declaring an interest have withdrawn or, in accordance with the provisions of these Bye Laws, have been excluded, and such persons shall not be entitled to receive the minutes of such proceedings nor papers relating to them.

- 5.8.5** Draft minutes shall ordinarily be made available to the relevant Chair or alternate for approval within ten working days of the date of the meeting to which they relate, and the Chair (or alternate) shall either grant provisional approval or specify required amendments within five working days of receiving them.

It may be necessary to accelerate these time limits in the interest of reporting committee minutes to the Corporation.

- 5.8.6** After receiving approval by the chair of the meeting for their circulation, minutes shall be sent to all persons entitled to receive agendas and papers in connection with the proceedings.

## **5.9 Agendas and Papers**

- 5.9.1** Agendas for Corporation meetings shall be determined jointly by the Chair of the Corporation and the Clerk to the Corporation in consultation as necessary with the Principal (or by reference to the special provisions expressed in 5.2.2 above). Those for committee meetings shall be determined jointly by the Chair of the Committee and the Clerk to the Corporation in consultation as necessary with the member or members of College staff (if any) responsible for the related College activity or activities.

- 5.9.2** Papers shall be circulated with agendas to those entitled to receive them.

- 5.9.3** *Exceptionally*, papers may be tabled at meetings, but only with the prior consent of the relevant Chair (or alternate) and on the sole ground that the nature of the business in question requires urgent consideration and/or decision.

## **5.10 Observers**

- 5.10.1** Members of the College Strategy Team (including any person acting in those roles), are invited to attend meetings of the Corporation and appropriate committees and to receive papers (other than those relating to business from which they are to be excluded) considered at such meetings. They may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion and without a reason being given.

- 5.10.2** Other persons may be invited to attend meetings of the Corporation or its committees by the chair of the meeting, who may issue a standing invitation in this regard. Such persons may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion and without a reason being given.

- 5.10.3** Members of the public are not admitted to meetings of the Corporation or its committees (howsoever described), nor are members of the College staff and student body (unless they are members of the Corporation or have otherwise been specifically invited).

## **5.11 Electronic Retention of Documents**

- 5.11.1** Meeting agendas, papers and minutes, including minutes and papers of reserved business (hereinafter "documents"), shall be grouped by type of meeting and sub-grouped by specific meeting (referred to by the nature of the body convened and the date on which the meeting was held) for retention.
- 5.11.2** Documents shall be held *sine die* and, in the case of Corporation minutes, for a period of not less than fifty years, and of Committee minutes, not less than ten years.
- 5.11.3** An annual review of the electronic format of stored documents shall be conducted to ensure that they remain accessible by electronic means. Where as a result of this review documents are written to new media, the old media shall be physically destroyed.
- 5.11.4** An annual review of the electronic format of stored documents shall be conducted to ensure that they remain accessible by electronic means. Where as a result of this review documents are written to new media, the old media shall be physically destroyed.

## **6. PROFESSIONAL ADVICE**

- 6.1** The Corporation shall, as necessary, access suitably qualified professional advice in the exercise of its powers and duties.
- 6.2** The Corporation shall appoint a suitably qualified internal audit service to carry out such reviews as the Corporation, on advice from the Audit Committee, may direct.
- 6.3** The Corporation shall appoint a suitably qualified financial statements auditor.
- 6.4** The Corporation may appoint suitably qualified professional advisers in relation to any development of College land and buildings.
- 6.5** The Corporation shall appoint suitably qualified persons to act as legal advisers to the Corporation and the College. In this regard:
  - 6.5.1** The Chair of the Corporation shall be entitled to take legal advice on behalf of the Corporation.
  - 6.5.2** Subject to the provisions of 6.5.3 and 8.8 below, other members of the Corporation shall *not* ordinarily be permitted to take legal advice on behalf of the Corporation unless expressly authorised to do so in advance by the Corporation, or by the Chair of the Corporation acting under Chair's Action.
  - 6.5.3** Notwithstanding paragraph 6.5.2 above, other members of the Corporation shall have the right to take legal advice from the Corporation's appointed advisers or, subject to compliance with the procedure set out in paragraph 6.5.4 below, from another source on any matter(s) concerning the exercise of their powers and responsibilities as members of the Corporation. Such matters may include advice on their legal, accounting and regulatory duties, but shall exclude advice on their personal interests in relation to the Corporation or, where relevant, their own employed posts within the College.
  - 6.5.4** A member intending to seek advice under the provisions of paragraph 6.5.3 shall give prior written notice to the Clerk to the Corporation which notice shall contain a summary of the issues on which advice is sought and, if it is to be sought from a source other than the Corporation's legal advisers, the name(s) of the adviser(s) whom the member proposes to instruct together with a short explanation of the reason(s) why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate, a copy of which notice shall be delivered forthwith by the Clerk to the Chair of the Corporation.

The Chair of the Corporation is authorised to pay or contribute up to £1,000 from College funds towards the costs of independent professional advice obtained under the provisions of paragraph 6.5.3, provided that the total of all such payments and contributions in any college financial year does not exceed £4,000, and shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice of intention to seek advice and, in any event, within ten working days, after having consulted the Clerk to the Corporation in its regard. The Clerk to the Corporation shall notify the member in writing whether a contribution to the costs for the professional advice is payable by the Corporation and, if it is not, stating brief reasons for the decision



to withhold it. The submission of a receipted invoice from the professional adviser shall be required before any payment is made to the member concerned.

Any advice obtained under these provisions shall, on request of the Chair of the Corporation, be made available to all Corporation members concerned with the business to which it relates or, prospectively, to equivalent or similar business, except that where appropriate considerations apply it may be maintained on a confidential basis.

Any advice obtained by the Chair of the Corporation under the provisions of paragraph 6.5.1 shall be similarly made available except that where appropriate considerations apply it may be maintained on a confidential basis.

## **7. COMPLAINTS AGAINST THE CORPORATION AND THE CLERK TO THE CORPORATION**

### **7.1 Scope of Bye Laws Relating to Complaints**

**7.1.1** The Corporation shall only consider complaints which relate to the Corporation or its individual members in the context of the duties which the Corporation is required to carry out, the powers it may take, its procedures for the proper transaction of business, the competence or conduct of the Clerk to the Corporation, and the fitness of individual members of the Corporation to hold public office or their competence or conduct whilst in office.

**7.1.2** Except as may be provided in the College Complaints Policy and Procedure, the Corporation shall *not* consider complaints concerning the management of the College (other than the competence or conduct of the Principal, or person acting as Principal, or any member of staff directly appointed by the Corporation), its academic and other internal processes and procedures, and the competence or conduct of any member or members of staff or any student or students, but shall direct such complaints to the College under provisions set out in the College Complaints Policy and Procedure. If a complaint is received concerning the Clerk to the Corporation in the context of a College office which s/he also holds, it shall be dealt with under the provisions of the College Complaints Policy and Procedure, and not under those set out in 7.3 below.

### **7.2 Procedure: Complaints Against the Corporation, or Member(s) Thereof**

**7.2.1** Complaints shall be submitted in writing by means of a letter bearing the handwritten signature of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written submission within three months of being received shall not be investigated.

**7.2.2** The Clerk to the Corporation, unless s/he is the subject of the complaint, shall be informed of the source and substance of the complaint (whether submitted orally or in writing) and shall receive all written material in its regard (and such material shall not be copied or otherwise retained including in an electronic format, by the member or members originally receiving it, nor be made available to any other person or persons).

If the Clerk to the Corporation *is* the subject of the complaint, the Chair of the Corporation shall be informed and the foregoing restrictions shall apply.

**7.2.3** A member or members of the Corporation receiving a complaint shall not discuss it with the complainant. Neither shall they discuss it with the person(s) who is the subject of the complaint nor with each other, nor with any other person. *In particular*, if the member(s) of the Corporation receiving the complaint is/are themselves the subject of the complaint, s/he/they shall not discuss the complaint with the complainant, nor with each other, nor with any other person, but shall follow the procedure set out in 7.2.2 above.

- 7.2.4** If, in the judgement of the Clerk to the Corporation, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any member or members of the Corporation nor their connected persons), the Clerk shall inform the Chair of the Corporation and propose remedial action to the next meeting of the Corporation (or to the Chair of the Corporation under Chair's Action to the extent permitted under these Bye Laws) and shall advise the complainant of the remedial action proposed or taken.
- 7.2.5** If, in the judgement of the Clerk to the Corporation, the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), the Clerk shall inform the Chair of the Corporation (unless the latter is the subject of, or otherwise implicated in, the complaint), and may also raise the matter with the independent Chair of the Audit Committee. Where the Chair of the Corporation *is* the subject of, or otherwise implicated in, the complaint, the independent Chair of the Audit Committee and the Clerk shall jointly determine the course of action to be followed, determine whether or not legal advice shall be taken, and whether or not it shall be taken from the College's appointed legal advisers.
- 7.2.6** The Clerk to the Corporation shall raise the matter with the independent Chair of the Audit Committee if the subject of the complaint is the whole Corporation, a majority of the Corporation (whether or not expressed by a vote of the Corporation), the officers of the Corporation (or a majority of them), or the Chair of the Corporation, or in any instance where a criminal offence or an abuse of office (including a breach of fiduciary duty) is alleged, and the independent Chair of the Audit Committee and the Clerk shall jointly determine the course of action to be followed, determine whether or not legal advice shall be taken, and whether or not it shall be taken from the College's appointed legal advisers.
- 7.2.7** If, resulting from an investigation, whether or not conducted by the Clerk to the Corporation alone or in collaboration with others, it appears that there are matters and circumstances requiring further examination, the Clerk shall convene an extraordinary meeting of the Corporation (excluding the member or members who are the subject of or otherwise cited in the complaint) within seven calendar days, or as soon as practicable thereafter, to consider the complaint and authorise its further investigation by a panel of not less than three independent members of the Corporation (one of whom shall be appointed as Panel Chair), excluding the member or members who are the subject of or otherwise cited in the complaint. The Clerk shall advise the Panel and be present at its deliberations. If a quorum of members not having an interest in the business cannot be obtained, the Clerk shall inform the Secretary of State of the circumstances and act on her/his directions.
- 7.2.8** If the Panel is satisfied that on the balance of probabilities the complaint is *not* well-founded, the Clerk to the Corporation will report in those terms to the complainant and the Panel will take no further action. However, the members of the Corporation shall be informed of the facts established by the investigation, and the reasons for the Panel's decision. In these circumstances, only if the complainant provides

additional information giving rise to a reasonable presumption that there is something more to examine will the Panel make any further investigation of the complaint.

**7.2.9** If, in the judgement of the Panel, the complaint is well-founded but the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any member or members of the Corporation or their connected persons), the Chair of the Panel shall propose remedial action to the next meeting of the Corporation (or to the Chair of the Corporation under Chair's Action to the extent permitted under these Bye Laws, provided that the Chair is not the subject of, or otherwise implicated in, the complaint) and shall, via the Clerk, advise the complainant of the remedial action proposed or taken.

**7.2.10** If, in the judgement of the Panel, the complaint is well-founded and the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), the Panel shall take appropriate legal advice (including in their absolute discretion advice from a law firm other than that appointed as the College's legal advisers), and act in accordance with the advice received. In such circumstances, the Clerk to the Corporation may, having consulted the independent Chair of the Audit Committee, also take legal advice in the matter.

**7.2.11** Individual members of the Corporation will normally be informed about an allegation made against them unless to do so would be prejudicial to its investigation.

**7.2.12** Where a complaint, not excluded under the terms of 7.1 above, is originated by a member or members of the Corporation, and is concerned either with the Corporation as a whole or an individual member or members thereof, the procedure set out in 7.2.1 to 7.2.10 above shall *mutatis mutandis* be followed in dealing with it.

### **7.3 Procedure: Complaints Against the Clerk to the Corporation**

**7.3.1** The Chair of the Corporation, if not the addressee, shall be informed immediately in the event that a complaint, whether submitted orally or in writing, against the Clerk to the Corporation is received by a member or members of the Corporation who shall pass to the Chair the original of any written materials relating to the complaint (and shall make no copies thereof nor otherwise retain them including in electronic format, nor make them available to any other person). The member or members of the Corporation receiving the complaint shall not discuss it with the complainant, nor a member of the Corporation other than the Chair nor, where it has been received by a plurality of members, shall they discuss it with each other. Neither shall the member(s) discuss the complaint with the Clerk to the Corporation or any other person.

**7.3.2** Complaints shall be submitted in writing by means of a letter bearing the handwritten signature of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written submission within three months of being received shall not be investigated, and any records in its regard will be destroyed. A member or members of the Corporation receiving an oral complaint shall inform the complainant to this effect, requesting that the complaint be submitted confidentially in writing by means of a letter bearing the

handwritten signature of the complainant to the Chair of the Corporation (the envelope to be marked *Strictly Private and Confidential, to be opened by addressee only*) or, if the Chair is unavailable, the Vice-Chair of the Corporation, but shall not otherwise enter into any discussions with the complainant.

- 7.3.3** If the Clerk to the Corporation receives a complaint relating to her/his own fitness to hold office, or her/his conduct whilst in office (whether or not addressed to the Chair of the Corporation and opened on her/his behalf), s/he shall act in strict accordance with the provisions of paragraph 7.3.1, and in particular shall not enter into any correspondence (either oral or written) with the complainant, whether on behalf of the Corporation or otherwise.
- 7.3.4** If the Clerk to the Corporation also holds another College office under a separate contract of employment (other than as a senior member of staff appointed by the Corporation), a complaint concerning her/his capability or conduct in that office shall be dealt with under the College Complaints Procedure.
- 7.3.5** If, in the judgement of the Chair of the Corporation, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to the Clerk or her/his connected persons or any member or members of the Corporation or their connected persons), s/he shall propose remedial action to the next meeting of the Corporation (or take Chair's Action to the extent permitted under the Bye Laws) and shall advise the complainant of the remedial action proposed or taken.
- 7.3.6** If, in the judgement of the Chair of the Corporation, the matter complained of is *not* of a minor nature or the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), s/he shall convene a panel of three independent members of the Corporation, and appoint its Chair, to conduct an investigation to establish the facts. The Clerk shall not advise the Panel in its deliberations (though may be required to give evidence to it), but the Corporation shall, whether or not the Clerk has been suspended, appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for this purpose.
- 7.3.7** If, in the Panel's judgement, the complaint is well-founded but the matter complained of is of a minor nature, the Chair or alternate shall act in accordance with paragraph 7.3.5 above.
- 7.3.8** If, in the Panel's judgement, the complaint is well-founded and the matter complained of is *not* of a minor nature, the Chair of the Corporation shall convene an extraordinary meeting of the Corporation within seven calendar days, or as soon as practicable thereafter, to consider the actions or conduct which form the subject of the complaint, and appoint a panel consisting of not less than three independent members of the Corporation with no previous involvement in the matter under consideration in accordance with the provisions relating to the discipline or dismissal of the Clerk. In these circumstances the Clerk shall be suspended from office, and the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for the period of the suspension, and such firm shall exercise all the powers and responsibilities of the Clerk as set

out in the Instrument of Government and paragraph 1.7.2 of these Bye Laws. The Chair of the Corporation shall advise the complainant of the action being taken.

#### **7.4**

Records detailing the nature of complaints dealt with under the provisions of 7.2 and 7.3 above, the Corporation's response, any actions taken and the reasons for those actions will be kept on a confidential basis and retained in accordance with the General Data Protection Regulations which require release of certain data to individuals on their request, though in appropriate circumstances information may be withheld (for example to protect a witness).

## **8. CONFIDENTIAL REPORTING BY MEMBERS**

- 8.1** The Corporation shall approve a policy document setting out the rationale for, and scope of, confidential reporting by members of the Corporation, and shall review the policy at least quadrennially.
- 8.2** Matters being confidentially reported shall first be raised, either orally or in writing, with the Chair of the Corporation (or, if s/he is not appropriate for any reason, the Vice-Chair) or, if no office holder is appropriate, with the Clerk to the Corporation.
- 8.3** Although a member of the Corporation is not expected to prove beyond reasonable doubt the truth of an allegation, s/he will need to demonstrate that there are reasonable grounds for the concern. If reasonable grounds cannot be demonstrated, or if a member declines to furnish them, the Corporation will not be obliged to investigate the concern.
- 8.4** Where reasonable grounds are demonstrated and it is otherwise appropriate, the Chair of the Corporation (or alternate) shall decide how the concern is to be investigated, and may take independent legal advice in reaching her/his decision.
- 8.5** The Chair of the Corporation (or alternate) shall within ten working days give notice in writing to the member acknowledging receipt of the concern, stating how it will be dealt with, estimating how long it will take to provide a final response, stating whether any initial enquiries have been made, and whether further investigations will be undertaken and, if not, the reason(s) for not doing so.
- 8.6** Subject to legal constraints preventing it, the member will be informed of the outcome of any investigation.
- 8.7** The Chair of the Corporation (or alternate) shall, without endangering confidentiality, maintain a record of the concern(s) raised and the outcome(s), and will report as necessary to the Corporation.
- 8.8** A member may wish to obtain legal advice from a third party in relation to the concern and/or its confidential reporting. Such advice shall always be obtained on a confidential basis (which basis shall be communicated to, recognised and accepted by the third party in advance of the consultation). The Corporation shall only be liable for the costs thereby incurred if the consent *in advance* of the Clerk to the Corporation (or the Chair of the Corporation, if the Clerk is the subject of the concern) has been sought and obtained. The Clerk to the Corporation (or alternate) shall in these circumstances be entitled to make such enquiries on a strictly confidential basis as s/he may see fit in order to decide whether or not legal advice should be obtained, but her/his consent shall not be unreasonably withheld.
- 8.9** Concerns raised anonymously may be considered at the absolute discretion of the Chair of the Corporation (or alternate), who shall be bound to consult the Clerk to the Corporation (unless the Clerk is the subject of the concern) in the exercise of such discretion, and who will take into consideration the seriousness of the issues raised, the credibility of the concern and the likelihood of confirming the allegation from attributable sources.

**8.10** An investigation into allegations of potential malpractice shall not influence or be influenced by any decision relating to a member of the Corporation's continuation in office, present or future membership of any committee of the Corporation (howsoever described), or right to be considered fairly for reappointment at the termination of her/his period of office and, in particular, staff nominee members of the Corporation shall be afforded the same protection as that accorded to them under the Confidential Reporting ("Whistleblowing") Policy for College Staff, student nominee members of the Corporation shall not at any time be harassed victimised or otherwise placed at a disadvantage, nor shall a child of a parent member of the Corporation.

**8.11** If a member of the Corporation makes an allegation in good faith which is not confirmed by a subsequent investigation, no action will be taken against her/him, nor will s/he suffer any detriment as set out in 8.10 above.

If, however, an allegation is made frivolously, maliciously or for personal gain, the member may render her/himself liable to be removed from membership of the Corporation on the grounds that s/he is unfit to hold public office and, where personal gain has been intended, may render her/himself liable to be reported to the Secretary of State (or a nominee thereof).



## **9. COPIES OF THE BYE LAWS AND APPENDICES**

- 9.1** A copy of these Bye Laws and appendices shall on their approval be given in electronic format to each member of the Corporation.
- 9.2** A copy of these Bye Laws and appendices shall on their approval be supplied in electronic format to any other person requesting them. An electronic copy shall be displayed in the Governance section of the College website.
- 9.3** Whenever the Corporation approves a revision to these Bye Laws or appendices, a revised full set of Bye Laws and appendices shall be given in electronic format to each member of the Corporation in accordance with the provisions of paragraph 9.1 above, and displayed in the Governance section of the College website.

## **APPENDIX 1**

### **PERSONS INELIGIBLE FOR APPOINTMENT TO, RE-APPOINTMENT TO, OR CONTINUING MEMBERSHIP OF THE CORPORATION**

No person may be appointed to membership of the Corporation if s/he:

- has been adjudged bankrupt or sequestration of her/his estate has been awarded, and in either case s/he has not been discharged, or if s/he is the subject of a bankruptcy restrictions order, or an interim order, or in respect of whom a bankruptcy restrictions undertaking has effect;
- has made a composition or arrangement with or granted a trust deed for her/his creditors (including an individual voluntary arrangement (IVA) and has not been discharged in respect of it);
- has been removed from the office of charity trustee or trustee of a charity by an Order of the Charity Commission under Sections 76(1) and 79 of the Charities Act 2011, or by an Order made by the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which s/he was responsible or to which s/he was privy or which s/he by her/his conduct contributed to or facilitated;
- has been removed, under Section 34 (5) (e) of the Charities and Trustee Investment (Scotland) Act 2005 or the earlier relevant legislation as defined in Section 179 (6) of the Charities Act 2011, from being concerned in the management or control of any body;
- is subject to a disqualification order under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or to an order made under Section 429 (2) of the Insolvency Act 1986 (failure to pay under a County Court administration order);
- has an unspent conviction for an offence involving deception or dishonesty;
- has an unspent conviction for specified terrorism, money laundering or bribery offences;
- has an unspent conviction for contravening a Charity Commission Order or Direction;
- has an unspent conviction for misconduct in public office, perjury or perverting the course of justice;
- has an unspent conviction for attempting, aiding or abetting any of the above four categories of offence;
- has disobeyed a Charity Commission Order;
- has an unspent sanction for contempt of Court;
- is a designated person under specific anti-terrorist legislation;
- is on the sex offenders' register;
- has been convicted at any time and in any jurisdiction of an offence against a minor or a vulnerable adult.

## APPENDIX 2

### PROCEDURE FOR THE ELECTION OF STAFF NOMINEE MEMBERS OF THE CORPORATION

- 1** All staff (i.e. as defined, and subject to the exclusions noted, in Bye Law 3.1.7.2) shall be eligible to vote in a poll in accordance with the rules set out below, and shall be eligible to be candidates for appointment in accordance with the rules set out below without the requirement to furnish the names of proposers and/or seconders.
- 2** The closing date and time for the receipt of nominations of candidates for appointment shall be notified by the Clerk to the Corporation to all staff via the College email. The closing date and time shall not be varied for any reason other than a change in the dates of the poll, or *force majeure*. Neither the notice nor the election to which it relates shall be invalidated by the accidental failure to send notice to any individual member of staff entitled to receive it.
- 3** Eligible persons may nominate themselves or another eligible person as candidates for appointment, in writing in either case (which may include email), to the Clerk to the Corporation. If nominating another person as a candidate, that person's written and *signed* consent (i.e. *not* an email) must be lodged with the Clerk to the Corporation by the closing date and time for the nomination to be valid.
- 4** If the name of only one eligible person is received by the closing date and time, the Clerk to the Corporation shall declare that person to be the duly elected nominee by notifying all staff via the College email.
- 5** If the name of more than one eligible person is received by the closing date and time, a poll shall be held over a period notified by the Clerk to the Corporation to all staff via the College email.
- 6** The Clerk to the Corporation shall determine the electoral roll, in consultation with appropriate members of the College staff, and shall use her/his best efforts to ensure its accuracy and comprehensiveness. The poll shall not be invalidated by the accidental failure to include or exclude any person's name on or from the electoral roll.
- 7** Candidates shall be responsible for their own election communications, and shall be afforded reasonable use of College communication facilities, but not reprographic facilities, for the purpose, but shall observe the provisions of paragraph 8 below.
- 8** No election communication or material shall be defamatory, and the decision of the Clerk to the Corporation as to what constitutes defamation shall be binding and material brought to the notice of the Clerk to the Corporation and deemed by her/him to be defamatory shall not continue to be disseminated, and the candidate (and/or other person or persons acting on behalf of the candidate, whether or not appointed by the candidate) shall make such remedy as the Clerk to the Corporation may direct. A person alleging defamation may take action in law against the person(s) deemed responsible for disseminating the material. Neither the College nor the Corporation shall be liable for any material which may be disseminated without the knowledge of the Clerk to the Corporation, or which is disseminated or continues to be disseminated in breach of a direction by the Clerk to the Corporation.

- 9** The poll shall be conducted using electronic means, or manually, over a five working day period, and shall contain safeguards to prevent impersonation of voters and multiple voting.
- 10** College staff, including but not limited to staff responsible for the operation of the poll, shall not be permitted to inspect its progress and breach of this regulation shall be regarded as a serious disciplinary offence.
- 11** Staff absent on College business during the entire period of the poll, or where there is another good reason, shall be entitled to vote by proxy if they apply in writing to the Clerk to the Corporation not less than ten working days before the opening of the poll. The application shall be signed and dated (i.e. shall not be submitted by email) and shall state the reason for seeking the proxy. The Clerk to the Corporation shall inform the person whether or not a proxy has been granted and, where granted, shall enclose a ballot paper together with an envelope for its sealed return. Completed ballot papers shall be returned to the Clerk to the Corporation not later than 12.00 midday on the last day of the poll, be stored securely and cast by or under the direction of the Clerk to the Corporation in accordance with voters' wishes.
- 12** The count shall be conducted electronically at the close of the poll, or if the poll is conducted manually on the next working day following the close of the poll. Failure to conduct the count at the appointed time owing to *force majeure* shall not invalidate the election, unless the accuracy or security of the poll has been compromised.
- 13** The candidate obtaining the highest number of votes cast shall be declared elected (i.e. will be elected by simple majority).
- 14** If there is an equality of votes such that the winner cannot be determined the outcome shall be decided by the drawing of lots attested by two independent witnesses in any reasonable manner as is prescribed by the Clerk to the Corporation.
- 15** The Clerk to the Corporation shall publish the result of the poll by notifying it to all staff via the College email.
- 16** If any candidate or member of the College staff eligible to vote in the election has cause for complaint about the conduct of the election or the poll or the actions of the Clerk to the Corporation in relation thereto, the complaint shall be notified in writing to the Chair of the Corporation such that it is received by her/him not later than seven calendar days after the close of the poll. If a complaint is received within the specified period, the Chair of the Corporation, together with two members of the Audit Committee, shall meet within fourteen days of receiving the complaint to determine its validity and, if it is found to be valid, the appropriate remedy. The Clerk to the Corporation and the complainant shall be entitled to be present at such a meeting, except that either or both may be required to withdraw at any point without a reason being stated. The meeting shall be minuted by the Chair of the Corporation or another member of the Corporation present or, if a serious breach of faith incompetence or serious misconduct on the part of the Clerk to the Corporation is alleged, by the Corporation's legal advisers (or other legal firm having equivalent status and experience).

