



Kendal College
creating bright futures

Kendal College Corporation Standing Orders

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Contents



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Kendal College Corporation	1
Standing Orders.....	1
Contents	2
1. Responsibilities of the Governing Body	3
2. Corporation Membership	3
3. Committee Structure	4
a) Board Committees	4
b) Task & Finish/Working Groups	4
4. Appointment of Governors	4
a) Vacancies	5
b) Induction.....	5
c) Probationary Review	5
d) Governor Resignation	5
e) Appointment of Co-opted Members	5
f) Appointment of Staff Members.....	5
a) Appointment of Student Governors	6
6. Corporation Chair and Vice Chair	6
a) Appointment of Corporation Chair & Vice Chair	6
b) Action Taken by the Chair.....	6
7. Clerking Arrangements	6
8. Attendance	6
9. Expenses	7
10. Access to Meetings	7
11. Meetings of the Corporation and Committees	7
12. Agenda and Papers for Meetings	8
13. Conduct of Debate	8
14. Voting	8
15. Reconsideration of Resolutions and Written Resolutions	9
16. Minutes of Meetings	9
17. Confidentiality	9
18. Declaration of Interests	9

19.	<i>Corporation Seal</i>	10
20.	<i>Complaints</i>	10
21.	<i>Senior Staff Appointments, Suspension and Dismissal</i>	10
22.	<i>Performance Targets and Review</i>	11
a)	Individual Member Review	11
b)	Appraisal of the Chair	11
c)	Committee Review	11
d)	Annual Self-Assessment.....	11
e)	Appraisal of the Principal.....	11
g)	Appraisal of the Clerk	11
h)	Board training	12
23.	<i>Amendment to Standing Orders</i>	12

Introduction

Governance at Kendal College Corporation is covered in the statutory Instrument and Articles of Government under The Further Education Corporations order 2007, which came into force on 1st January 2008 with amendments approved by the Board under the modification order 2012.

A number of other key documents will also support the governance of the College and the conduct of the Corporation:

- Financial Memorandum
- Post 16 Audit Code of Practice for Further Education Colleges
- Code of Good Governance for English Colleges and Remuneration Code amendment

The Corporation's standing orders outline how the Corporation wishes to operate within the statutory framework and every member of the Corporation and its Committees shall be bound by these orders and shall be expected to adhere to the 7 principles of public life as set out in the Code of Conduct, namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

1. Responsibilities of the Governing Body

The Board's responsibilities are to:

- Determine the educational character and mission of the College and ensure that there are effective means of monitoring whether the College management is fulfilling the mission
- Ensure the solvency of the College and the safeguarding of its assets
- Approve the annual budget of income and expenditure and the final audited annual accounts
- Oversee the appointment, grading, suspension, dismissal and the determination of pay and conditions of senior post holders
- Set a framework for the pay and conditions of service of all other staff

2. Corporation Membership

The composition of the Corporation shall be determined by governors, upon the advice of the Search & Governance Committee and is currently:

Category	Instrument & Articles	Current
Staff	2	2
Student	minimum 2	3
Principal	1	1
Independent members	up to 20	11

The Board may recommend appointment of members that take it over the total figure where candidates with skills to support the Board apply for membership and to support succession planning of the Board. Additional co-opted governors may be appointed to bring additional skills to committee and working groups.

3. Committee Structure

a) Board Committees

The Corporation can determine its own structure of committees that must include statutory committees. At the current time, the structure of committees is as follows:

- Search & Governance, including Remuneration
- Audit & Risk
- Finance and Resources
- Quality & Standards

Committees work to terms of reference that are drawn up to meet statutory requirements from the Instrument & Articles as well as inclusion of delegated responsibilities agreed by the Board. Terms of reference and committee membership are reviewed annually as well as a consideration of how the terms of reference have been met. Reports from each committee meeting are included in the next meeting of the Corporation and delivered by the Committee Chair. Each committee also completes an annual report that is presented to Board.

Board members are appointed to committees following determination of the Committee structure and size of membership. The Chair of the Corporation shall have delegated authority to approve a recommendation by a Committee to appoint new members between Board meetings to ensure a balance of skills and interests and to ensure quoracy. New Corporation members are encouraged to join a committee on appointment.

Committee Chairs and Vice Chairs are appointed from within each committee and their appointment or reappointment confirmed by the Board. Committees will meet as a minimum once per term.

b) Task & Finish/Working Groups

In addition to formal committees, the Corporation may also set up Task & Finish/Working groups for specific projects. Working groups act in an advisory capacity to the Board and may include external members and College staff to ensure the right level of expertise is in place. Working groups do not have any delegated powers but will work to terms of reference and their meetings will be minuted for reporting purposes. Chairs of working groups are appointed from within the membership. Working groups have a limited lifespan, determined by the group and the needs of the Corporation. The Board currently operates a Quality and Curriculum Working Group.

4. Appointment of Governors

The Corporation has established a Search & Governance Committee with agreed terms of reference for the process of selecting and making recommendations for the appointment of governors. The Corporation shall not appoint or re-appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of this Committee. Eligible members shall be appointed or re-appointed for a term not exceeding four years. All appointments and re-appointments shall be considered in the context of a skills audit of the current membership. Re-appointments that would

result in a member serving for a consecutive period of more than 8 years will generally be made only in circumstances where the nominee brings essential skills not otherwise available. There will be an annual review of members who are serving more than 2 terms of office.

a) Vacancies

The process of attracting new members to fill vacancies on the Board will be through advertisement including on the College website and social media platforms, use of governor search agencies or through direct approach to local community groups, employers or individuals whose skills would complement the Board. Applications are made in the first instance to the Director of Governance and Compliance who would invite the applicant in for an informal meeting and tour of the College. Where appropriate, an applicant may be invited to attend a board meeting. A panel of members of the Search & Governance Committee will meet with each applicant to undertake an interview. Consideration is always given to the inclusive membership of the Board and, whilst business skills such as finance are essential to the Board, additional skills that complement diversity will also be sought.

b) Induction

New governors will be required to attend an induction session with the Director of Governance and Compliance and will be invited to attend other training such as that available through the Association of Colleges. The induction will include specific reference to the Nolan Principles of Public Services and their responsibilities as a governor. A range of key documents to support the development of governors are available via the governance portal. Induction training through modules provided by the Education & Training Foundation are recommended for new governors. New governors will be invited to have a governor mentor appointed to work with them in the first few weeks of joining the board.

c) Probationary Review

New governors will also be subject to a probationary review through a meeting with the Chair or Vice Chair within 6 months of appointment or linked to the annual appraisal cycle, having been asked to complete a review document that checks their understanding of the role and that they have received sufficient training to support them in the role. The review will also be completed by the Chair or Vice Chair and Director of Governance and Compliance to provide a basis for discussion over understanding of the role and commitment to the responsibilities.

d) Governor Resignation

When a governor wishes to resign from the Corporation, he or she should notify the Director of Governance and Compliance or Corporation Chair in writing. The resignation will then be acknowledged and reported to the next meeting of the Corporation.

e) Appointment of Co-opted Members

The Search & Governance Committee may invite external persons to serve on any Corporation Committee where additional skills to support that committee are required. Any such appointment shall be approved by the Corporation. They will be known as Co-opted members and will be required to meet the expectations of full Board members on the Committee they serve. Their attendance will count towards quoracy of a meeting and they have full voting rights.

f) Appointment of Staff Members

The Corporation has determined that there will be two staff members. Staff members are appointed for an initial one-year term, extended to a full four year term on completion of a satisfactory review with the Chair as part of the annual review process and shall be eligible to apply for re-election for a second term after which time they will be asked to step down. Any staff

holding a contract of employment with the College will be eligible to be nominated and an election of all staff will be held with the outcome being the member of staff with the most votes.

a) Appointment of Student Governors

Student governors will be appointed for a period of one year in the first instance but can be appointed on an annual basis for a further two years subject to remaining an enrolled student at the College. The Corporation has determined that there will be a minimum of 2 student governors. Opportunities to apply to be a student governor will be promoted around the college by Student Services. Application packs will be sent out to interested students and applications will be welcomed from all students. A shortlist will be drawn up following a meeting with the Corporation Chair. Selection will take into account the type of course attended or campus and shortlisted candidates will meet with a group of governors from the Search & Governance Committee. Where possible, recommended appointees may be subject to a student vote either through Student Council or through an election with the whole of the student body. Student governors will meet with the Director of Governance for an induction session prior to attendance at their first meeting to review the role and the papers as well as being allocated a mentor to support them at meetings.

6. Corporation Chair and Vice Chair

a) Appointment of Corporation Chair & Vice Chair

The Chair and Vice Chair are elected annually from the membership of the Corporation. Staff and student governors, although ineligible to be elected to either post, may take part in the nomination and election. If the Chair should resign or otherwise cease to hold office during the year, then the Vice Chair shall act as Chair until the next meeting when an election shall be held. If the Vice Chair should resign or otherwise cease to hold office during the year, an election for a replacement shall be held at the next meeting.

b) Action Taken by the Chair

It may be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Corporation between meetings. The Chair may take action on matters which he/she judges to be too urgent to await a meeting of the Corporation. The Chair's action should only be taken if delaying a decision would disadvantage the College. A full report of any such actions shall be made to the next meeting. The Chair may also instigate a written resolution to be put to governors where an urgent decision or confirmation of a decision is required (see below).

7. Clerking Arrangements

All meetings of the Corporation and its committees will be clerked by a person appointed by the Corporation, currently the Director of Governance and Compliance. In the absence of the clerk, the Corporation shall appoint a person to serve as temporary clerk. The same will apply to any working groups set up by the Corporation.

8. Attendance

Governors are expected to take all reasonable steps to attend the scheduled meetings. The Director of Governance and Compliance shall keep a record of attendance which shall be reported annually to the Corporation and reviewed termly by Search & Governance Committee. The target for individual member's attendance is 75% leading to an overall Board target of 80%.

Apologies for absence should be submitted to the Director of Governance and Compliance prior to any meeting. Any governor who has not attended meetings for more than six consecutive months without the express permission of the Corporation may be removed by decision of the Corporation.

Similarly, if at any time the Corporation is satisfied that a member is unfit or unable to discharge the functions of a member the Corporation may, by notice in writing to that member, remove the member from office.

In exceptional cases, members who cannot attend in person will be able to support a meeting virtually via MSTEams which will count towards attendance. Where a serving member has a change of circumstances that prevents good levels of attendance, then a period of absence may be agreed through Search & Governance Committee.

9. Expenses

Governors may be reimbursed for travel expenses incurred in attending meetings of the Corporation and its committees or when travelling on authorised business on behalf of the Corporation. Details of how to claim are available in the College Travel & Subsistence policy which is approved by the Corporation.

10. Access to Meetings

Any access to meetings by non-members as observers is at the discretion of the Chair of the meeting. Observers will be provided with access to meeting papers but will not take part in discussions although may be invited to comment where appropriate. They will not be counted in any instance where a vote is held.

In certain circumstances, the Chair may invite other Board members to attend committee meetings (Search & Governance, Audit & Risk, Finance & Resources) and to allow such members to participate in discussions and vote in which case they will contribute to the quoracy of the meeting.

The Chair of the Corporation and Chairs of committees may authorise members of the College staff, its professional advisers, or other persons to attend meetings. Such persons may be asked to withdraw from a meeting when the Chair of the meeting considers this to be appropriate, such as for confidential items. Observers will not be permitted to attend meetings that address remuneration. Attendance is usually required from the two Vice Principals and the Director of Finance and Corporate Resources who will present papers and take part in discussions but will not be included if there is a vote.

11. Meetings of the Corporation and Committees

The Corporation of Kendal College will meet a minimum of six times per academic year and also hold strategic planning and training events. Dates for all meetings for the following academic year will be presented in March of each year at the latest and Members shall agree annually in advance the dates for meetings of the Corporation and its committees. The terms of reference and membership for each Committee shall be reviewed annually by each Committee and recorded in the Scheme of Delegation and on the college website.

A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Director of Governance of any five members.

The quorum for a meeting of the Corporation shall be 40% of the membership.

12. Agenda and Papers for Meetings

The Director of Governance and Compliance is responsible for compiling, in conjunction with the Chair of the meeting and the Principal, the agenda for each meeting, and for gathering supportive papers. Agendas will be structured to indicate the nature of business and the requested response from members.

Members wishing to include items on an agenda for a meeting should provide details and supporting papers to the Director of Governance and Compliance at least ten working days prior to the date of the meeting. The Director of Governance shall circulate agendas and papers for meetings at least seven days prior to the date of the meeting. Papers will give an indication on their front sheet as to their status under the Freedom of Information Act and specific links to the college strategic plan, risk register or other key documents, and will provide an executive summary of the content and relevant appendices. Papers are accessed via MSTeams to which all Corporation and Senior Leadership Team members have access. Notification of meetings and other key documents are sent through Outlook.

The Chair's discretion will be allowed for papers to be circulated at a meeting. Meetings of the Corporation and its committees will be scheduled to give proper consideration to the key issues requiring action by the Corporation.

"Any other business" is included as a fixed agenda item but business to be included should be brought to the attention of the Chair prior to the start of the meeting.

It is recognised that the Board needs to be kept informed of key issues that might affect the reputation and status of the College and at times information will need to be provided to members via the Chair and Vice Chair outside the meeting schedule. Examples might include a situation likely to be reported in the local press, death or conviction of a student or staff member, a data protection or Health & Safety breach. Sharing such information will be at the discretion of the Chair or Vice Chair.

13. Conduct of Debate

All meetings will be conducted in an orderly manner and in line with expectations outlined in the Code of Conduct. Whilst meetings are formal, discussion is encouraged but comments should be made through the Chair to facilitate equity in participation. Personal opinions should not be voiced where the opinion is in conflict with the duty of each governor to the Corporation or put themselves in a position where conflict could arise. Under fiduciary duty, and where there is a risk that debate is not in the Corporation's interest, the Chair may ask a governor to withdraw from the meeting. Protocols for conducting virtual meetings are explained to governors at the outset and should not preclude open debate.

14. Voting

Not all decisions may be taken by formal vote. At the conclusion of a discussion the Chair shall normally ask the meeting for its agreement to the proposal in question. There would only be a vote if there were a clear expression of dissent. An individual member of the meeting may request a vote on a particular issue. If a formal vote is taken then the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held.

All members, whether governors or co-opted external members, are eligible to vote at meetings of the Corporation and its committees unless they have declared an interest. The Chair shall have a second or casting vote in the event of a tie.

Proxy votes, or votes by way of a postal vote, for absent members are not permitted.

15.Reconsideration of Resolutions and Written Resolutions

No resolution of the Corporation or its Committees may be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda for that meeting. In other words, the subject matter must appear as a substantive item on the agenda and also that there is a proposal to vary or rescind a previous decision.

Where a written resolution (ie a resolution passed in writing rather than approved at a meeting) is required between board or committee meetings, it is adequate that each governor emails back to the Clerk their acceptance (or otherwise) of the resolution and that it is then confirmed at the next appropriate meeting.

16.Minutes of Meetings

Minutes of the meetings of the Corporation and its Committees shall be prepared by the Director of Governance and agreed with the Chair prior to circulation. Minutes shall be distributed to all members eligible to attend that meeting within 14 days of the date of the meeting.

Copies of the minutes will be available on the College website once approved by the Chair for committees or after Board approval at the following Board meeting. Minutes and papers will be made available to any member of the public upon request to the Director of Governance, with the exception of confidential minutes and papers.

17.Confidentiality

The Corporation shall determine when an item is confidential. Criteria for defining such an item may include:

- Matters concerning individual staff, students, governors and prospective governors
- Sensitive commercial or business information which would be disadvantageous to the College if released
- Negotiations with trade unions
- Legal advice on sensitive or confidential matters

The Corporation, through its Search & Governance Committee, shall keep under review any item deemed confidential and will release information if there is no longer a reason to keep it confidential.

18.Declaration of Interests

Governors, Co-opted members of Committees and members of the Senior Leadership Team must declare any financial or personal interest, including the nature and extent of such an interest, in the supply of work or goods to or for the purposes of the College as well as any contract or proposed contract concerning the College. This includes the interests of spouse or partner and close relatives.

The Clerk will maintain a register of members' and their close relatives' interests that will be updated annually. The register will also confirm continued eligibility for membership as well as the requirements under Office for Students to be designated as a "fit & proper person". At each meeting of the Corporation and its Committees there shall be a standard agenda item to provide an opportunity for those present to declare any interest that may arise.

Having declared a financial or other interest, the member concerned may not discuss the item further, may not vote on it and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Where required to do so by a majority of the members of the Corporation or committee, the member shall withdraw from the meeting.

Where the matter under consideration relates to the pay and conditions of all staff, a staff member need not disclose a financial interest, may take part in the consideration of the matter, vote and count towards the quorum provided that in so doing the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any person or body.

A staff member shall withdraw from a meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in these negotiations.

19. Corporation Seal

The Seal of the Corporation will be kept locked at college for use as required by the financial regulations. A record of the use of the seal shall be maintained by the Director of Governance and Compliance and reported to the next meeting of the Corporation.

20. Complaints

A complaint against the Corporation or an individual member of the Corporation or Director of Governance and Compliance shall be addressed to the Chair of the Corporation who shall deal with the matter in accordance with the College's Complaints Procedure. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body.

21. Senior Staff Appointments, Suspension and Dismissal

The Corporation is responsible for the recruitment and terms and conditions for the Principal, designated senior post-holders including the Director of Finance & Resources and Director of Governance and Compliance. All senior posts are advertised nationally.

When such a post falls vacant, the Corporation shall appoint a selection panel of at least three of its members. The panel shall determine the arrangements for selecting applicants for interview, undertake the interviews and make a recommendation on appointment to the Corporation. To support inclusion, someone from an external stakeholder group will be invited to support the panel to provide an external perspective to the process.

Senior post holders may only be dismissed by the Corporation, following consideration by a special committee of the Corporation. This committee shall consist of at least three members of the Corporation. However, the Chair, Vice-chair, Principal and the staff and student members shall not be eligible for membership of this committee. The process for the suspension and dismissal of senior staff is determined by the Articles of Government.

22. Performance Targets and Review

Governors will agree annually the performance targets for the Board. Performance against these targets will be a focus of the annual self-assessment.

a) Individual Member Review

Each governor will meet or have a discussion with the Chair (or Vice Chair) of the Corporation at the end of each academic year so that their individual performance can be reviewed. A proforma will be provided by the Director of Governance that is pre-populated with data on attendance, training attended and committee membership. The process is also used to review declarations of interest, the role of link governors, effectiveness of training and gaps and to capture any outstanding information. New governors will undertake a probationary review with the Chair within six months of appointment.

b) Appraisal of the Chair

The Chair's appraisal is through a board evaluation survey of members on the performance of the Chair during the year in question. A report from the outcomes of the survey will form the basis of a discussion between the Chair and the Vice Chair in the first instance. Where it is felt the Chair would benefit from external review of performance, the Search & Governance Committee could recommend the engagement of another chair or a National Leader of Governance to support the process.

c) Committee Review

Each Committee reviews its own performance against its terms of reference in the Summer team meeting. The terms of reference are also reviewed in light of findings and actions put in place to ensure all expectations of the Committee have been fulfilled and can be evidenced. Each committee will also produce an annual report to the Corporation to provide assurance on the activities of the committee during the year.

d) Annual Self-Assessment

In line with the College's timetable for annual self-assessment, the Board completes its own self-assessment of governance, utilising the information from the two processes above.

e) Appraisal of the Principal

The Chair and Vice Chair of the Corporation conduct an annual appraisal with the Principal. Outcomes from the appraisal are considered at the annual meeting of the Remuneration Committee. A 360° survey carried out with senior managers in the college, may also be used to support the performance of the Principal.

f) Appraisal of Senior Postholders

Performance review of other designated senior postholders, will be conducted jointly by the Chair of Corporation and Principal as operational line manager. The college's HR system, (College IP) will be used to record performance against targets and new targets set. Outcomes from the review will be reported to the annual meeting of the Remuneration Committee.

g) Appraisal of the Clerk

The Chair of the Corporation conducts the annual appraisal of the Clerk. Outcomes from the appraisal are considered at the annual meeting of the Remuneration Committee

h) Board training

A report to the Search & Governance Committee following the full round of appraisals will support the development of the Annual Governor Development programme of identified training needs.

23. Amendment to Standing Orders

The standing orders will be subject to annual review but may be amended by agreement of the Corporation at any time, as necessary.