

DN COLLEGES GROUP

CORPORATION STANDING ORDERS

These Standing Orders relate to the business and proceedings of the Corporation and should be read in conjunction with the Instrument and Articles of Government, the Modification Order issued following the Education Act 2011 and the Foundation Code of Governance.

1. **Introduction**

The Corporation carries major responsibility for the conduct of DN Colleges Group, including responsibility for its use of public funds. There is an increased emphasis on the need for public bodies to conduct themselves with probity and openness, the work of the Nolan Committee has led to greater scrutiny and of how such bodies take decisions and make themselves accountable.

The legitimacy of the Corporation's actions depends upon compliance with powers and procedures that are established in the Instrument and Articles of Government. The Instrument particularly refers to the Members of the Corporation acting in the best interests of the College. Nothing in these Standing Orders is meant to override the provisions of the Instrument and Articles of Government, which always are to be regarded as the prime source of guidance.

2. **Membership**

- 2.1 The number of members of the Corporation, shall not be less than twelve or more than twenty-two.
- 2.2 The Corporation may decide to appoint a member for periods of less than but never more than four years. Members should not serve more than two consecutive terms of office i.e. a maximum period of eight consecutive years. Where there are wholly exceptional circumstances, reappointment shall be by exception and consideration shall be given to the balance of experience of remaining members; the skills required by the Corporation; and the availability of other candidates, before deciding upon reappointment. It shall be the responsibility of the Search and Governance Committee to identify such exceptions.
- 2.3 The Chair of the Corporation Board shall be appointed for a four-year term of office. The term of office shall be approved by Board members' formal voting process.
- 2.4 The Vice Chair of the Corporation Board shall be appointed for a four-year term of office.

The Chair and Vice Chair of Committees shall be appointed for a two-year term of office. Committee Chairs and Vice Chairs are eligible for re-appointment as Chairs and Vice Chairs of Committee by the respective committee

3. Quorum

- 3.1 The Quorum of the Corporation and Committees is 40% of the determined membership, rounded up to the nearest whole number. On 20 October 2021, the Corporation determined that the membership is 22, with the quorum to be calculated on the total number of members in post at the time of the meeting, or of those members eligible to attend a meeting. The memberships for Committee meetings are reviewed by the Search Committee.
- 3.2 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting ceases to be quorate the Clerk shall immediately inform the Chair.
- 3.3 A meeting that is not quorate shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

4. Meetings

- 4.1 A calendar of meetings for the Corporation and its committees shall be established for the whole of the academic year by the 1 August each year but may be subject to change. Whilst it is accepted that it may be necessary to rearrange meetings on occasions, this will be avoided where possible and reasonable notice given if a change was necessary.
- 4.2 The Corporation shall meet at least 4 times per year plus a meeting to discuss strategic planning and shall hold such other meetings as may be necessary.
- 4.3 All Corporation meetings are open to members of the public on application to the Clerk to the Corporation (see paragraph 5).
- 4.4 All meetings shall normally be summoned by the Clerk to the Corporation, who shall (where possible) at least seven calendar days before the date of the meeting send to members written notice of the meeting and a copy of the proposed agenda.
- 4.5 If it is proposed to consider at any meeting the remuneration, condition of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall, at least seven calendar days before the date of the meeting (where possible), send to the members a copy of the agenda item concerned together with any relevant papers.

- 4.6 A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in their absence the Vice-Chair(s), so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as they specify.
- 4.7 Decision making by alternative means:
- (a) Where it is not possible or practicable to convene a special meeting, decision making can be conducted by written resolution.
 - (b) Where attendance in person is not possible by a member, attendance can be by video conferencing or telephone conferencing.
- These means will only be utilised in wholly exceptional circumstances to provide increased flexibility to deal with urgent and unexpected items of business.
- 4.8 Any individual Governor may request that an item be included on the agenda of the Corporation or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Chief Executive Officer of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 4.9 At every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.
- 4.10 Staff Governors and, where applicable, the Clerk, Chief Executive Officer, and Principal(s) shall withdraw from any part of a meeting which is dealing in any way with their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement, or their reappointment or the appointment of their successor, as distinct from staff matters relating to all members of staff or all members of staff in a particular group. At the discretion of the Corporation Members present, Staff and Student Governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves. Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or staff or student members have withdrawn. The Clerk to the Corporation, staff or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.
- 4.11 Draft minutes will be produced by the Clerk. Draft minutes are confidential to those Members and officers present until such time as they are formally approved.
- 4.12 Any dispute regarding the accuracy of the minutes will be settled by resolution at the next meeting of the relevant body under the agenda item 'Minutes'.

- 4.13 Business shall be taken in the order it appears on the agenda, except that the order may be varied by agreement with the Chair of the meeting.
- 4.14 The duration of the meeting shall not normally exceed 2 hours. If the meeting reaches 2 hours without completing the business of the agenda, members will be asked:
- Whether to agree a short extension;
 - To consider deferring business to the next scheduled meeting or other appropriate body;
 - To agree a Special Meeting;
 - Whether an adjournment is possible.
- 4.15 Members are expected to participate fully in the work of the Corporation and the life of the College as far as is possible. Occasions may arise where a member is unable to attend a meeting or event. Members are asked to give the Clerk as much notice as possible of non-attendance to enable the apology to be registered, and, in exceptional cases where a meeting will not be quorate, to consult with the Chair.
- 4.16 The Clerk will maintain a register of attendance at meetings for future reference.
- It is expected that Members will strive to meet the target average attendance of 80%.
- 4.17 Where a member has been absent from meetings for a period longer than six consecutive months without the permission of the Corporation, the Corporation may consider the removal of such a member in accordance with the Instrument of Government, clause 9.2.

5. **Access to meetings**

- 5.1 Only members of the Corporation and the Clerk are entitled to attend all meetings of the Corporation.
- 5.2 A member of the Corporation or the Clerk may be asked to withdraw from a meeting in certain circumstances. (*Instrument of Government, clause 13*).
- 5.3 Responsibility for determining who may attend meetings rests with the Corporation. (*Instrument of Government, clause 15*).
- 5.4 The Chief Executive Officer and Clerk will consider which members of staff are required to attend meetings of the Corporation so that members have access to relevant information and advice on matters being discussed. Members may request that certain staff attend all meetings.
- 5.5 A person wishing to attend a meeting of the Corporation as an observer should first approach the Clerk, who will arrange with the Chair for the issue to

be observed to be the first item of business on the agenda. Until a decision is reached by the Corporation the person will remain outside of the committee room. Unless specifically invited to do so, members of the public or press do not have speaking rights at any time during the meeting and if they cause any form of disruption the Chair has the authority to suspend the meeting. When the meeting is reconvened, the Corporation will consider the withdrawal of the offending person's invitation to attend. The decision of the Corporation in such matters is final.

- 5.6 Where the Corporation declares that a meeting is a public meeting, then this will be an open meeting to which all members of the public are invited.

6. Publication of minutes and papers

- 6.1 Minutes of the Corporation Board and its committees are published following approval by the relevant Chair according to the Freedom of Information Act Publication Scheme published in January 2004 (updated October 2015) and are accessible via the DN Colleges Group website.
- 6.2 All material excluded from inspection because of its confidential nature will be reviewed annually and if the Corporation Board is satisfied that the reason for confidentiality no longer applies, or if public interest disclosure outweighs the reason for confidentiality, the material will be made available for inspection as per Instrument 16.
- 6.3 Copies of agendas and papers will be held by the Clerk to the Corporation and will be made available in accordance with the Instrument 16.

7. Proceedings of meetings

- 7.1 Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and voting on the question.
- 7.2 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 7.3 A member may not vote by proxy or by way of a postal vote.
- 7.4 Not all decisions need to be taken by a formal vote. The Chair normally asks at the conclusion of a discussion for agreement to the proposal in question. There would only be a call for a formal vote if there was a clear expression of dissent or if the matter under discussion was of particular significance. The normal way of voting will be by hand. However, if a majority of members so wish the vote may be conducted by secret ballot.
- 7.5 No resolution or decision may be rescinded or varied at a subsequent meeting unless the consideration of the resolution or decision or variation is a specific item on the agenda for that meeting.

- 7.6 The withdrawal of members from meetings for particular items is dealt with in the Instrument of Government, clause 13(6).
- 7.7 Members who may have a personal interest are required to declare such prior to the discussion or voting of an issue.
- 7.8 A Member in strong disagreement with a resolution made may request the Clerk to record in the minutes that they voted against the decision. However, it is expected that, according to the Code of Conduct, Paragraph 10.1 Members appreciate that a majority decision at a quorate meeting is taken by the Members collectively and each individual Member has a duty to stand by it. A Member who feels unable to support a decision taken by the Corporation should follow the procedure set out in the Code of Conduct at paragraph 10.2.

8 Agendas for meetings

- 8.1 Agendas for meetings will be compiled by the Clerk after consultation with the Chair and Chief Executive Officer.
- 8.2 A member wishing to include an item in the agenda should inform the Clerk of the subject matter and forward any relevant paper.
- 8.3. In exceptional circumstances and provided the item has been included in the agenda, papers may be tabled at the meeting. However, this does not allow members the opportunity to read a paper and gather information or facts for discussion. Members may therefore request that the item be deferred until the next meeting.
- 8.4 Specific items will be discussed at certain meetings and Members will be notified at the beginning of each academic year by the publication of the Calendar of Meetings and Cycles of Business. This will detail business to be discussed, i.e. the December meeting of the Corporation will normally discuss and approve the final accounts, and the budget for the following academic year will be considered for approval in the Summer term.

9 Any other business

- 9.1 Agendas for meetings of the Corporation will usually include "any other item of business".
- 9.2 The item will normally appear as the penultimate item on the agenda although the Chair will ask during an early stage of the meeting if any Member or the Clerk proposes to put forward an item of business. Such items will normally be restricted to urgent matters or matters of great or immediate importance.
- 9.3 The Chair will need to be assured that the item is one which meets the following criteria:
- It is proper business of the Corporation to consider having regard to the Articles of Government and terms of reference.

- It needs urgent attention.

9.4 Where possible, members are asked to inform the Clerk prior to a meeting that they intend to raise an item of business. The Clerk will inform the Chair as soon as convenient of the Member's request and the nature of the business.

10 Corporation Powers and Responsibilities

10.1 The powers and responsibilities of the Corporation, the Chief Executive Officer and the Clerk, and the provisions of the Financial Memorandum are summarised within the Code of Conduct.

10.2 Provision is made within the Articles of Government, clause 4.1., for the delegation of functions to Committees, Chair of the Corporation and the Chief Executive.

10.3 The Articles of Government prohibit the Corporation from delegating the following:

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment of the Chief Executive Officer, Principals or holder of a senior post;
- (e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as a member of staff);
- (f) the modifying or revoking of the Articles of Government;
- (g) the consideration of the case for dismissal, of the Chief Executive Officer, Principals, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation; and
- (h) the power to determine an appeal in connection with the dismissal of the Chief Executive Officer, Principals, the Clerk or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

According to the Articles of Government, clause 10, the Corporation may not delegate to the Chief Executive Officer the power to determine an appeal in respect of the dismissal of a senior member of staff other than to a Committee of the Corporation.

The Corporation may not delegate (a) the consideration of the case for dismissal, and (b) the power to determine an appeal in connection with the

dismissal, of the Accounting Officer, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

It is important to note that although the Corporation may delegate its responsibilities to a Committee, the Chair or Chief Executive Officer, this does not absolve the Corporation of that responsibility. All such decisions made by the Committee/Chair/CEO as applicable, must be reported to the Corporation Board.

10.4 As the employer, the Corporation carries the ultimate responsibility for health and safety and could be held liable for offences under the Health and Safety at Work Act 1974. Among the duties placed on employers, and therefore on the Corporation, is the preparation of a written statement of policy on health and safety including details of the organisation and arrangements for implementing that policy in the workplace. Any revision to such a written statement must be brought to the attention of the employees. There is a duty to consult employees on health and safety and provision for the appointment by recognised trade unions of safety representatives. The Corporation must therefore satisfy itself that:

- a) both DN Colleges Group campuses have a health and safety policy
- b) management responsibility for health and safety issues is clearly designated
- c) those with such designated responsibility within the Group are aware of and have access to relevant regulations and advice and training.

10.5 Corporation members should aim to ensure that they have a balanced membership that represents the different protected characteristics (as defined by the Equality Act 2010). Members of the Corporation are responsible for ensuring that:

- They are aware of the Group's statutory responsibilities in relation to equality, both as an employer and as a provider of education and services.
- The Group is meeting the public sector equality duty.
- The Group's strategic plan includes a commitment to equality.
- Equality training features as part of the Group's strategic plan.
- They receive and respond to equality monitoring information.
- The Group is meeting its objectives in relation to equality.

[Extract from AoC Joint Agreement on Guidance on Equality in Employment in Further Education Colleges May 2012]

11 Senior Staff Appointments

11.1 The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and senior post holders currently defined as the Chief Executive Officer, Chief Finance officer, Chief People Officer, Chief Information Officer, Deputy Chief Executive / Principal, and Clerk to the Corporation.

11.2 When a senior post or the post of Clerk falls vacant, the Corporation shall determine the arrangements for the advertisement, selection and appointment of a successor.

12 **Legal Advice**

12.1 Corporation Members have the right to take advice from the Corporation's advisers. If it is considered necessary for a matter to be referred to independent advisers, then the Clerk, after consultation and approval by the Chair and Chief Executive Officer, will make the appropriate enquiries.

13 **Chair's action**

13.1 There are occasions when issues arise which should be placed before the Corporation but require a decision before the next meeting and it is not appropriate to convene a special meeting. In such circumstances the Corporation has agreed that the Chair may take action on behalf of the Corporation provided that the course of action is not contrary to the Instrument and Articles of Government or other regulations. Chair's Action should only be taken if delaying a decision would disadvantage the Group.

13.2 Requests for action by the Chair should be made through the Clerk. Requests should normally be made in writing, although in certain circumstances a telephone call will be accepted, followed by a letter confirming the conversation.

13.3 The decision of the Chair, which must be in writing, will be reported to the next meeting of the Corporation by the Clerk. If the Clerk has not been directly involved in an action, then the Chair must ensure that he or she is given a full account of the action.

13.4 The Chair may seek the views of the Chair of the relevant Corporation committee associated with the issue.

13.5 There are currently no specific functions delegated to the Chair of the Corporation.

14 **Special meetings**

14.1 Occasions may occur whereby it is necessary to call a special meeting to discuss urgent business that will not wait until the next scheduled meeting. Such a meeting can be called by the Chair, or at the request in writing of five members.

14.2 Where the Chair, or, in their absence, the Vice-Chair(s) so direct on the grounds that there are urgent matters to discuss, it shall be sufficient if the written notice convening the meeting is less than seven days.

14.3 The business to be discussed will be clearly stated on the agenda and the meeting will only deal with the particular business for which the meeting has been called. The agenda will only consist of Apologies for Absence and the item in question. The meeting will not approve minutes of previous meetings, nor should the Chair allow other items to be raised. Normal rules apply as to quorum, minute taking, Chair of meeting etc.

15 **Corporation seal**

15.1 The Clerk will be responsible for the security of the Corporate seal.

15.2 The application of the seal shall be authenticated by:

- (a) the signature either of the Chair or of some other member authorised generally or specifically by the Corporation to act for that purpose; and
- (b) the signature of any other member.

15.3 The use of the seal will be reported to the Corporation by the Clerk.

16 **Minutes of meetings**

16.1 Minutes of meetings of the Corporation will be of a comprehensive nature, giving a full and accurate account of the proceedings.

16.2 Members will be listed on the attendance sheet to enable a calculation to be made as to whether the meeting is quorate. The Clerk will advise the Chair if the meeting is not quorate prior to the start of a meeting, or whilst the meeting is in progress if any Member has to withdraw.

16.3 All decisions and actions will be recorded in the minutes. Under no circumstances should Members take a decision which is not minuted at a properly constituted meeting.

17 **Allowances to members**

17.1 Travel costs incurred by members whilst attending a meeting, an event as a member or participating in approved training programmes will be reimbursed by the Corporation.

17.2 Where an event or a training programme requires the payment of a fee this will either be paid by the Corporation or reimbursed to the Member.

17.3 Car mileage is paid at the relevant rate as published and agreed by the Corporation.

17.4 Travel by public transport will be at the public transport rate or standard class rail fare if travel is by train.

17.5 Attendance allowance will **not** be available to members of the Corporation.

17.6 To claim reimbursement of approved costs incurred, Members should contact the Clerk to obtain the necessary claim form.

18 Committees of the Corporation

18.1 The Corporation currently has the following committees:

- Audit and Risk
- Finance and Resources
- Curriculum, Quality & Performance
- HE Performance and Quality
- Search and Governance
- People and Transformation
- Senior Postholder Staffing and Remuneration Committee

18.2 To avoid a Committee meeting being cancelled due to quoracy issues, Committees may call upon other Corporation Board members at short notice to attend the meeting.

18.3 The Chair and Vice Chair of the committees will be nominated by the Committee.

19 Register of Interests

19.1 The Corporation will maintain a register of interests.

19.2 All members of the Corporation must complete the necessary document for entry into the register.

19.3 The following members of staff will be required to complete the register:

- Chief Executive Officer
- Chief Finance Officer
- Principal/Deputy CEO
- Other Senior Post Holders (as designated by the Corporation); and
- staff in posts considered by the Corporation to contain responsibility for significant budget decisions;
- Directors of the Subsidiary Company Boards.

19.4 The Clerk will be custodian of the register and responsible for ensuring that it is updated on an annual basis. The declaration of interest is normally the responsibility of the individual Governor. However, if the Clerk, on the basis of information in the Register of Interests, has reason to believe a Governor has a financial or personal interest that should be declared, he or she should draw this to the attention of the Chair and the Member concerned (preferably before the meeting).

19.5 The register will be available for inspection, in accordance with the Access to College Information document adopted by the Corporation.

20 Code of Conduct

20.1 The Corporation has adopted a Code of Conduct for its members.

20.2 This Code applies to every committee, working party or other subsidiary body of Corporation to which Members may be appointed.

20.3 Acceptance of appointment as a Member of the Corporation will be construed as acceptance of this Code.

20.4 The Code is intended as a guide and not intended to be a definitive or authoritative statement of the law. Members are recommended to familiarise themselves with those source documents listed in the Code of Conduct, page 12.

21 AoC Code of Good Governance for English Colleges

21.1 This document establishes an initial statement of core values and expectations that provide the context for the way in which College Governance is conducted.

21.2 It contains the 10 principal governance responsibilities that support the values and are vital to successful implementation.

21.3 It is intended to establish a basis for a flexible governance framework that allows individual governing bodies scope, within the limits set by their Instruments and Articles of Government, to decide for themselves how best to discharge their duties in the interests of their Colleges, and respond to the needs of their learners, the communities they serve and other stakeholders.

21.4 It should promote the development of effective governance where leadership of the governing body is given by the Chair, supported by the Chief Executive Officer, and by the Clerk. All governors should engage in rigorous discussion and constructive challenge on a consistent basis and adopt an open and frank approach to all aspects of the governing body's business.

21.5 DN Colleges Group adopted the Code on 1 November 2017.

22 Training policy for members of the Corporation

22.1 All Members benefit from training to increase their effectiveness and understanding of their responsibilities and to participate fully in Corporate meetings and DN Colleges Group activities.

22.1 An induction programme is available for new Members to assist with familiarity of the College and its senior staff, the structure and procedures of the

Corporation and its committees and for the new Member to be informed about further education and their responsibilities as a Governor.

- 22.2 Training programmes will be available for Members to attend and may take the form of seminars, conferences, workshops or other such training or awareness-raising programmes. Training may be provided by the Group or an external organisation.
- 22.3 Details will be made available to Members who, if they wish to attend, should contact the Clerk. The Clerk, after receiving the Chair's approval will make the necessary booking and travel arrangements.

23 Statements made on behalf of the Corporation

- 23.1 There will be occasions whereby statements are required to be made on behalf of the Corporation. Such statements should reflect the opinion or mood of the Corporation.
- 23.2 Unless otherwise agreed statements on behalf of the Corporation will be made by:
- The Chair, or in their absence the Vice Chair(s);
 - The Chief Executive Officer, or
 - The Clerk
- 23.3 The Clerk will normally respond to correspondence from staff, including union officials, usually following consultation with the Chair

24 Liability and Indemnity for Members and the Clerk

- 24.1 Insurance is arranged by the Group to protect Members in the event of them making an error or committing an omission in good faith which causes a financial loss to a third party who then seeks compensation.
- 24.2 In order to reduce risk of a claim as result of negligence, Governing bodies should ensure they act with prudence and seek professional advice where appropriate. Members should be fully aware of the Code of Conduct and use their influence to ensure high standards of conduct, personal integrity and independence of judgement, putting the interest of the DN Colleges Group ahead of their own interests or those of any other group with which they are involved.
- 24.3 In order that the Corporation is seen to be acting in good faith, Members should ensure that when in an official capacity for the Group, they comply with a duty of care towards the Group by diligently attending meetings and reviewing documentation, thereby making decisions based on reliable information and proper procedures.

24.4 Members of the Corporation have to avoid actual or perceived conflicts of interests in the exercise of all their functions as members of the Corporation.

24.5 The seven principles of public life, as detailed in the First Report of the Committee of Standards in Public Life should be upheld.

- **Selflessness** - holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
- **Integrity** - holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity** - in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** - holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** - holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** - holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - holders of public office should promote and support these principles by leadership and example.

25 Whistleblowing

25.1 The Public Interest Disclosure Act 1998 became law on 1 January 1999.

25.2 A Whistleblowing procedure, designed to protect 'whistle-blowers' from detriment and unfair dismissal, in line with the Public Interest Disclosure Act 1998, was approved by the Corporation in December 1998, reviewed annually with approval of changes by the Audit & Risk Committee. Any incidence of Whistleblowing brought to the attention of the Clerk will be included in an annual report to the Corporation Board.

25.3 The Act protects workers who disclose information in the correct manner from dismissal or penalisation by their employer. The definition of 'worker' is broader than 'employee' and applies to individuals who:

- are employed under a contract of employment
- are employed under any other contract under which they perform personally, any work or services for another party
- work or worked for a person in circumstances which:
 - they are/were introduced or supplied to do that work by a third person, i.e. agency workers
 - was are or were provided with work experience provided pursuant to a training course or programme or with training for employment otherwise than
 - (a) under a contract of employment; or
 - (b) by an educational establishment on a course run by that establishment, i.e. students.

25.4 Students are afforded the opportunity to raise their concerns via the students' complaints procedure.

25.5 To qualify for protection for disclosure the worker must:

- have reasonable grounds for believing that the information disclosed indicates the existence of one of the following problems
 - damage to the environment
 - that a criminal offence has been committed, is being committed or is likely to be committed
 - that a person has failed, is failing or is likely to fail to honour any legal obligation to which s/he is subject
 - that a miscarriage of justice has occurred, is occurring or is likely to occur
 - that the health and safety of any individual has been, is being or is likely to be damaged. It must indicate greater danger than is associated with the normal use of the process / product, or a danger that is not usually associated with it
 - that deliberate concealment of any of the above has occurred, is occurring, or is likely to occur.

- 25.6 A Whistleblowing procedure is intended to encourage staff to inform management if they are concerned about serious malpractice, fraud or corruption, etc. in order that management can investigate. It is not meant to be another mechanism to raise private grievances. Issues related to personal harassment or matters related to personal employment situation should be raised via the Dignity at Work Policy (at North Lindsey); the Staff Anti-Harassment and Anti-Bullying Policy (at Doncaster) or the appropriate Grievance Policy/Procedure.
- 25.7 Corporation Members set the tone for the DN Colleges Group and commit themselves to tackle fraud, corruption and malpractice. The Board itself is regulated by the adoption of the English Colleges' Code of Good Governance, the Code of Conduct and the Register of Interests.
- 25.8 Members play a crucial role in creating the type of culture which encourages employees to raise their concerns without fear.

26 Clerk to the Corporation

- 26.1 The Clerk will be appointed by the Corporation and is responsible to the Chair.
- 26.2 The Clerk will have a job description approved by the Corporation.
- 26.3 The Clerk will be responsible for advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business and to matters of governance good practice and for the clerking arrangements of the Corporation and its committees and working parties.
- 26.4 Other core responsibilities of the Clerk, as detailed in the Instrument of Government are to receive written notice of the Chair/Vice chair(s)'s resignation; to receive notice of Member disqualification from office; to receive written notice of a Member's resignation; the maintenance of a Register of Members' Interests and the calling of meetings and sending out of agendas.
- 26.5 Any disciplinary matter relevant to the Clerk will be dealt with by the Corporation.
- 26.6 Appraisal of the Clerk will be the responsibility of the Chair.

27 Self-Assessment

- 27.1 The Corporation will monitor and evaluate its own performance using Self-Assessment techniques. Records of such assessment will be held by the Clerk and will be used to identify training needs.

28 Amendments to the Standing Orders

- 28.1 Any amendment to these Standing Orders will require the approval of the Corporation, unless they are covered directly or indirectly by statute changes which require to be acted upon without delay. Any such statute changes will be brought to the attention of the Corporation by the Clerk.
- 28.2 Members may wish to suggest amendments to the standing orders. Such amendments will be brought to the Corporation's attention as an agenda item at the next meeting.
- 28.3 The Clerk will be required to keep these standing orders under review and bring to the attention of the Corporation suggested amendments to meet changed circumstances.

**Approved by members the DN Colleges Group Corporation on 19 October
2022**