

# LOUGHBOROUGH COLLEGE CORPORATION - STANDING ORDERS

## 1. Preliminary

### (1) Purpose and relationship to other documents

The purpose of these Standing Orders is:

- (a) To set out rules for observance by the Corporation and its members in discharging their responsibilities under the Instrument & Articles of Government and other relevant regulatory documents
- (b) To set out Terms of Reference for the Corporation and its Committees; and
- (c) To complement the following regulatory documents:
  - Further and Higher Education Act 1992
  - Higher Education and Research Act 2017
  - Any subsequent Education Acts
  - Any relevant laws, regulations, orders or directions made by the Secretary of State
  - The provisions of the Instrument and Articles of Government and
  - Other documents which have been adopted by the Corporation to regulate Corporate Governance
  - The Financial Memorandum
  - The Audit Code of Practice
  - The AoC Code of Good Governance

### (2) Interpretation and Distribution

The appendices to these Standing Orders shall be regarded as being an integral part of these Standing Orders. These Standing Orders shall be reviewed and approved periodically by the Governing Body. A copy shall be circulated to all Corporation Members following that meeting and to other interested parties; an electronic version will also be accessible from the College Website.

## 2. Governing Body Membership

### (1) Unless otherwise determined by the Corporation, the Corporation shall consist of a maximum of **twenty-three** members, of whom:

- (a) Sixteen shall be Independent Members;
- (b) One shall be the Chief Executive;

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- (c) Three shall be Student Members;
  - (d) Three shall be Staff Members.
- (2) Membership numbers shall be reviewed regularly on the advice of the Standing Committee (acting as a Search committee).
- (3) Where the Corporation determines a lower number of Members, this shall be with a minimum of seventeen members, including the Chief Executive, two Student Members and two Staff Members, and shall ensure so far as possible that two-thirds of the full membership shall be Independent Members.
- (4) A Member may be re-appointed for a second term of not more than four years. The Standing Committee will consider a re-appointment of a Member, including undertaking a review of their membership, contribution and attendance record before making a recommendation to the Corporation on whether or not to re-appoint. In exceptional circumstances, a Member may be re-appointed for a further period of two years.
- (5) Where possible, student membership of the Board will be achieved through election or through consultation with a relevant student forum or representative body, with a view to achieving representation across different categories of student.

### 3. Governing Body Officers

- (1) The Members shall appoint a Chair to serve for a period of three years with the possibility of re-election for subsequent terms.
- (2) One or more Vice Chair will be appointed for a period of two years with the possibility of re-election for subsequent terms. S/he will not automatically become Chair Elect or Chair; although a Vice Chair will be expected to take the position of Chair in the Chair's absence.
- (3) At the last meeting before the expiry of the term of office of the Chair, Members will be invited to give approval for the Chair Elect to be appointed as Chair. If the Chair resigns or is removed before the end of the appointed term, then Members will be invited to approve the early appointment of the Chair Elect to Chair.

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- (4) At the last meeting before the expiry of the term of office of a Vice Chair, or at the first meeting following the resignation or removal from office of a Vice Chair, the Members shall appoint a new Vice Chair, as the case may be.
- (5) The officer posts shall be filled only from among Independent Members and existing office holders shall be eligible for re-election.

### Election Process

- (6) Neither the Chief Executive, Staff or Student Members shall be eligible to be appointed as Chair or Vice Chair or to act as Chair in their absence, but may nominate or second another eligible Member and may vote at any election.
- (7) A candidate must be nominated and seconded by current Members. Self-nomination is permissible.
- (8) Where there is more than one candidate, the appointment shall be made following one or more secret ballots until a single candidate has obtained a majority of the votes cast.
- (9) No Member may act as Chair for that part of the meeting where that Member is a candidate for election. If neither the Chair or Vice-Chair is able to act as Chair during the election process, the Governance Professional shall act as Chair but only for the purposes of conducting the election. The Governance Professional does not have a vote.
- (10) The Chair and Vice Chair shall be free to choose the mode of address they wish to be used; e.g. Chairman, Chairwoman, Chairperson, Chair.

### **4. Self Assessment**

- (1) The Corporation shall consider on an annual basis:
  - (a) The training and development of its members;
  - (b) An assessment of its own performance as perceived by individual Corporation Members;
  - (c) Attendance levels of Corporation Members at meetings of the Governing Body and its Committees; and

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- (d) Its own range of skills and experience, in order to identify and rectify any deficiencies.
  - (2) In considering these matters, the Corporation will take into account the advice of the Standing Committee and of the Governance Professional.
- 5. Communicating with the Public or Outside Bodies**
- (1) Corporation Members shall at all times observe the principles of collective responsibility.
  - (2) Official communications on behalf of the Corporation with any outside person or body shall be undertaken only through the Chair of the Corporation, in consultation with the Chief Executive. In conveying information on decisions or policies of Loughborough College, the Chair of the Corporation shall be deemed to be acting on behalf of the Corporation.
- 6. Delegated Authority**
- (1) The Terms of Reference for the Corporation are set out in Appendix A.
  - (2) Chair's Action
    - (a) The Chair or Vice Chair (in Chair's absence), in accordance with authority delegated to her/him shall take all appropriate actions on behalf of the Corporation during the periods between meetings as are urgently required to ensure that Loughborough College's interests are safeguarded.
    - (b) The Chair or Vice Chair shall ensure that the Chief Executive and the Governance Professional are consulted with regard to any actions proposed, and in the event of any formal decisions being taken, these shall be reported to the Corporation and approved by the next meeting of the Corporation (or of the relevant Committee, for Committee Chair's Action). In the event that the decisions taken are not approved, the Corporation shall decide what further action to take.
    - (c) The Chair of a Committee shall have similar authority in respect of matters falling within the remit of their Committee, provided that the matter to be

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actioned does not require the Committee's or Board's financial approval. The Committee Chair shall ensure consultation in a like manner with the Chief Executive and Governance Professional, and any formal decisions shall be reported to the next meeting of the Committee for approval. In the event that the decisions are not approved, the Committee shall decide what action to take.

### (3) The Chief Executive

- (a) The Chief Executive of the College has personal functions derived directly from the Articles of Government ("the direct functions"), in addition to any functions delegated by the Corporation. The decisions required for the purpose of carrying out those direct functions are a matter for the Chief Executive, and s/he may choose to delegate to a member of the Executive any of those direct functions, except the management of the College budget and resources. The Chief Executive may not further delegate any functions that have been delegated to the him/her by the Corporation.
- (b) From time to time the Chief Executive may choose to consult the Corporation, Committee, or any Chair or Vice Chair to obtain their view of a particular issue arising within her/his direct functions; regardless of the outcome of that consultation, responsibility for any necessary decision will remain with the Chief Executive.
- (c) Where the Chief Executive has been granted additional functions by delegation from the Corporation or a Committee, the Chief Executive may, nonetheless, choose to refer a particular issue arising within those additional functions back to the Corporation or Committee; in those circumstances, responsibility for any necessary action will rest with the Corporation or Committee as the case may be.
- (d) The role of the Chair and Vice Chair, Chief Executive and Governance Professional are detailed in Appendix J at the back of this document.

### (4) Committees

The Corporation will appoint the following committees:

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Approved by: Corporation Board  
Accessible to: All

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- (a) Required by Articles:
  - Audit and Risk Committee.
- (b) Required by these Standing Orders:
  - Standing Committee
  - Remuneration Committee
  - Special Committee (as and when required).
- (c) The Corporation may establish other Committees as the need arises, with a composition, terms of reference and delegation of powers (if any) as it sees fit, other than those powers identified in Clause 3(1) of the Articles.
- (d) Committees to which the Corporation has delegated authority shall act strictly in accordance with the terms of that delegation.
- (e) A Committee which has been granted delegated powers may nonetheless, choose to refer a particular issue back to the Corporation.
- (f) In establishing Committees, the Corporation shall:
  - define the authority delegated to the Committee;
  - set out the activities of the Committee normally required to discharge the delegated authority;
  - determine the membership of the Committee;
  - appoint the Chair of the Committee; and
  - define the terms of office of the Chair and the Committee Members; appointments will be for one academic year, unless specified otherwise.
- (g) Each Committee, shall through its Chair, report to the Corporation, the minutes and activities it has undertaken in exercising its delegated authority and identify any items that have been recommended for the approval of the Corporation.
- (h) The Committee structure, delegated authority and terms of reference of the Committee(s) shall be reviewed by the Corporation annually. The Terms of Reference of each Committee are set out in Appendices B and C.

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- (i) The Chief Executive shall be ex-officio member of all Committees excluding the Audit & Risk Committee, the Remuneration Committee and any Special Committee.
- (j) The Chair shall not serve on the Audit and Risk Committee.
- (k) Members who serve on the Audit and Risk Committee shall not serve on any Committees with spending powers.
- (l) The Staff or Student Corporation Members shall not serve on the Remuneration Committee, Audit & Risk Committee or Standing Committee.
- (m) Persons who are not Corporation Members may be appointed to serve on Committees as associate members, subject to any limits in the terms of reference for that Committee. The term of office of an associate member shall normally be one year, but this may be extended by the Governing Body.
- (n) An associate member may not vote on any expenditure decision. Such a person may be appointed or act as Chair of the Committee, but if so appointed:
  - shall not have a second or casting vote;
  - is not authorised to take Committee Chair's action;
  - shall not be a member of the Standing Committee.
- (o) Where an associate member is appointed as Chair, the Committee will agree who from among the Committee membership will present the minutes of that Committee to the Corporation Board.

### (5) Task and Finish Groups

- (a) The Corporation may set up one or more Task and Finish Groups, to examine the detail, advise and make recommendations to the Corporation on matters of organisational significance. Such groups will include a majority of serving Corporation Members but may, at the discretion of the Corporation, include outside advisors or Corporation Advisors drawn from the Register of Expertise.

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- (b) A Task and Finish Group will be given a clear brief and a completion date (which can be extended by the Corporation at its discretion).
- (c) If the Terms of Reference for the Group include the power to commit resources, they will include a maximum financial limit without referral to the Corporation.

### (6) Register of Expertise

- (a) The Corporation on the advice of the Standing Committee (Search function), may appoint Corporation Advisors – these people will not be Members of the Corporation but will be recognised as Special Advisors and their details will be kept on a Register of Expertise and will be consulted when necessary or appointed to a Committee.
- (b) Such persons shall not normally serve as Committee Chairs, but shall count towards the quorum of the Committee.

### (7) Special Committee

- (a) A Special Committee shall comprise of no fewer than three members of the Corporation, other than the Chair and Vice Chair of the Corporation, the Chief Executive and Staff and Student Members. The quorum shall be three members.
- (b) In accordance with any rules determined by the Corporation for the conduct of the Committee examining the case for the dismissal of a Senior Post Holder; the hearing of any written or oral representations and the preparation of a written report for consideration by the Corporation.
- (c) A Special Committee has the power to dismiss.

## 7. College Companies

The Corporation is able to establish companies and trusts for specific purposes. The Corporation appoints the Directors of the companies.

### (1) Any profits made by the companies are gifted to the College.

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- (2) The Corporation shall appoint at least two directors to each wholly owned company, at least one should be a member of the Corporation.

### 8. Corporation Away Days

The Corporation will normally hold Corporation Away Days twice per academic year with the purpose of reviewing and, if necessary, updating the Strategic Plan and reviewing the performance of the Corporation against its key functions and vision, and any other business the Corporation sees fit.

### 9. Discipline, Grievances and Appeals

The Loughborough College Disciplinary, Grievance and Appeals Policies call for the Corporation to adjudicate in certain instances of employee grievances, disciplinary appeals and appeals against dismissal.

- (1) The Corporation will adjudicate these matters only when all Loughborough College Grievance and Appeals Policies have been properly exhausted.
- (2) Any Corporation Member who has been involved at any stage of a particular Grievance, Disciplinary case or Appeal against dismissal, is automatically disqualified from any further involvement in the Corporation's adjudication of the matter in question.
- (3) Corporation Members adjudicating a Grievance or Appeal are entitled to be supported by a reasonable level of expertise.
- (4) Policies for Senior Post Holders may make different provisions relating to Discipline, Grievances and Appeals. These policies should be referred to in considering the involvement of Corporation Members in such matters.

### 10. Conduct of Meetings

#### Frequency and Attendance

- (1) The Corporation shall hold regular Ordinary Meetings, no fewer than one per term. Ordinary meetings shall be called by the Governance Professional.

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- (2) The programme of Ordinary Meetings of the Corporation and Committees for any academic year shall be determined by the Corporation by the final meeting of the previous academic year, notwithstanding that the Board (or for Committee meetings, the Committee) may vary the dates of meetings if circumstances so require.
- (3) Corporation Members are expected to attend all meetings of the Corporation and of those Committees of which they are members. In the event that a Corporation Member is unable to attend a meeting, s/he must notify the Governance Professional as soon as possible in order to enable the Governance Professional to record apologies for absence and to assess whether the meeting will be quorate.
- (4) The Governance Professional shall maintain a register of attendance for Corporation Members and shall report on attendance levels at least annually to the Corporation.
- (5) The Governance Professional shall attend all proceedings of the Corporation.
- (6) In the absence of the Governance Professional, for whatever reason, or in the event of there being no Governance Professional in post at any given time, the Corporation shall agree appropriate temporary clerking arrangements. Neither the Chief Executive, Staff or Student Corporation Member shall act as temporary Governance Professional.
- (7) At any meeting of the Corporation, the Chair if present shall preside. In the absence of the Chair, a Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Chair Elect (if appointed/present), shall preside. In the absence of the Chair, Vice Chair, Chair Elect, the Governance Professional will invite the Corporation to nominate one of its number, who shall be an Independent Member, to preside.

### Notice, Agenda and Papers

- (8) The contents of agenda for meetings shall be determined by the Chair in consultation with the Chief Executive and the Governance Professional, subject to paragraphs (9)-(19) below.

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- (9) Each Agenda (except that for a Special Meeting) shall include the approval and signature of the minutes from the previous meeting, together with consideration of matters arising from those minutes.
- (10) The meeting will start with a call for declaration of interests, in accordance with the provisions of the Instrument & Articles of Government.
- (11) The business of an Ordinary Meeting shall be clearly set out in an Agenda.
- (12) Members shall notify the Chair before the start of each meeting of any matters which they wish to raise but which are not specified on the agenda; the decision of the Chair on whether or not to permit that matter to be discussed will be final.
- (13) The Annual Schedule of Business for the Corporation or its Committees shall be taken into account when determining the agenda of the Corporation and its Committees.
- (14) Items “For Information” shall be deemed to be as read, but opportunity will be available for queries to be raised.
- (15) The Governance Professional, shall at least five days before the meeting, send to all Corporation Members the agenda for the meeting together with supporting papers.
- (16) Items for Agendas of Corporation Meetings (and supporting papers if appropriate), shall be given to the Governance Professional in sufficient time to enable the Governance Professional to issue (whether written or by electronic means), the Agendas and Papers.
- (17) The format of Corporation Reports should be agreed by the Corporation.
- (18) Verbal reports are not permissible without prior agreement with the Chair.
- (19) In the event that an item of urgent business arises after distribution of an agenda, then that item shall be notified to the Governance Professional before the meeting starts, and the Governance Professional shall (subject to the approval of the Chair), include that item under an appropriate item in the Agenda.

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### Participation in meeting

- (20) Meetings are normally held around the table, but in special circumstances, with agreement by the Chair, some or all Members can participate in a meeting by telephone conference or video conferencing. Usual meetings protocol still applies.
- (21) The Corporation does not permit participation in meetings by email. However, where no other alternative is practicable and the matter is urgent, the provision relating to Chair's Action above will apply. The Chair (or relevant Committee Chair) may wish to consult with other Members by email before taking such action, but is not bound to do so.

### **11. Special Meetings**

- (1) Special Meetings may be summoned at any time by the Chair, or as a consequence of a notice in writing to the Governance Professional, signed by any five members (a "Special Meeting Notice"); in the event of there being special circumstances which require a Special Meeting.
- (2) Any Special Meeting Notice must include:
  - (a) an explanation of the reasons for the meeting
  - (b) the nature of the business to be transacted and
  - (c) copies of any relevant papers upon which the notice is based and to which reference will be made at the meeting.
- (3) The normal minimum period of notice for a Special Meeting shall be seven calendar days, unless otherwise agreed by the Chair.
- (4) Where at any time before the Special Meeting is held, one or more of the members who signed the Special Meeting Notice, gives further notice to the Governance Professional that they now withdraw their support, with the result that fewer than five signatories now remain, the Special Meeting Notice shall thereupon fail and the meeting shall not be held.
- (5) No item of business may be carried out at a Special Meeting, other than:
  - (a) apologies for absence
  - (b) declarations of interest

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- (c) the business described in the Special Meeting Notice.

### 12. Quoracy and Decision Making

- (1) The calculation of 40% for a quorate meeting of the Corporation is based on actual membership numbers at the time of the meeting. Members present by video-conference or by telephone are to be counted in the quorum, except as provided for in clause 14 of the Instrument of Government. The quoracy rules for Committees shall be set out in each Committee's Terms of Reference.
- (2) If the number of members assembled for a meeting of the Corporation does not constitute a quorum within 30 minutes of the advertised starting time, the meeting shall not be held.

If during the course of the meeting of the Corporation, the number of members present ceases to constitute a quorum, the meeting shall be halted for a period of up to fifteen minutes, after which the Chair or Governance Professional shall adjourn the meeting forthwith. Informal discussion can, however, continue but will not be minuted and any matters raised will have to be considered anew at a quorate meeting, (if accepted by the Chair). The Chair may:

- (a) call a Special Meeting called specifically for the consideration of the deferred business;
  - (b) if s/he sees fit, exercise any power previously delegated to him/her to authorise urgent action to protect the interests of the College or the Corporation;
  - (c) defer consideration of the outstanding matters on the agenda to the next ordinary meeting.
- (3) For the avoidance of doubt, those who have left a meeting temporarily as a result, for example, of having declared an interest, may not form part of the quorum in such circumstances.
- (4) In the event that a meeting becomes inquorate solely as a result of temporary withdrawal, then the Chair shall defer the Agenda Item which gave rise to the withdrawal(s), but then may resume the meeting to proceed with the remainder of the business of the meeting.

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- (5) In instances where a vote is necessary, this shall normally be undertaken by a show of hands, the Chair having discretion to order a vote by secret ballot, if circumstances so require.
- (6) In the case of equality of votes, the Chair shall have a second or casting vote. This does not apply where a non-Corporation member is appointed as Chair of a Committee.
- (7) The decision of the Chair of the meeting on questions of order and his/her interpretation of these Standing Orders and the Instrument and Articles shall be final. The Chair shall be advised by the Governance Professional.

### **13. Written Resolutions**

- (1) The Corporation or a Committee may pass a written resolution in accordance with the requirements in Clause 16 of the Instrument of Government and with this Standing Order.
- (2) The proposed resolution must be clearly and unambiguously expressed and must be capable of approval, refusal or abstention.
- (3) The proposed resolution and any associated report must first have been circulated in writing (which may include electronically) by the Governance Professional to all members of the Corporation or Committee who would be entitled to vote on the matter if it had been proposed at a meeting ("eligible members"), including any associate members of a Committee. If not an eligible member, the Chief Executive must also have been provided with a copy of the item.
- (4) The Governance Professional will include with the proposed resolution and any associate report a deadline by which votes are to be submitted, which shall be not less than 48 hours and not more than 14 days from the time of circulation.
- (5) The approval, refusal or abstention of a member on the proposed resolution must be indicated in writing (which may include electronically), must be unqualified and unambiguous, and must be received by the Governance Professional before the specified voting deadline. Votes not complying with one or more of these requirements will be ruled invalid.

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- (6) In the event that a majority of eligible members has voted for the proposal, or a majority has voted against the proposal, before the specified voting deadline, the Governance Professional will declare the result of the vote, notwithstanding that the deadline has not yet passed.
- (7) Before the expiry of the voting deadline, the Governance Professional may in his/her discretion give notice to extend the deadline by up to 48 hours, where it appears likely that an extended deadline may result in sufficient eligible members voting to ensure a conclusive vote.
- (8) In the event that the specified voting deadline (including any extended deadline) has passed with either a majority of eligible members voting for the proposal or a majority voting against the proposal, the Governance Professional will declare that the resolution has not been passed.
- (9) Following the conclusion of the voting, the Governance Professional will advise in writing all those to whom the proposed resolution was circulated of the outcome of the proposal.

### **14. Attendance by Non-Members**

- (1) No person other than Corporation Members and the Governance Professional may attend meetings of the Corporation as of right. Others shall attend by invitation from the Chair in consultation with the Chief Executive, or where their presence is required for the conduct of the business, or where the Chair has specifically given permission for the said person to attend. Such persons will have no voting rights.
- (2) At its sole discretion, the Corporation may decide to allow non-members to attend meetings for other purposes agreed in advance, but may determine to exclude one or more non-members from attending a meeting if it is of the view that such attendance might adversely affect its deliberations.
- (3) The same principle shall apply to Committees, except that a non-Corporation member appointed to a Committee as an associate member can attend meetings of that Committee without further permission.

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### 15. Declarations of Interest and Disqualification

- (1) Members should refer to the Declaration of Interests Policy.
- (2) Any Corporation Member or other person who is present at a meeting when a matter in which s/he has a financial or other interest which might influence or appear to influence her or his independent judgement is being discussed, shall declare such interest forthwith. The Chair of the meeting shall then decide whether that Corporation Member or other person should withdraw from the meeting and take no part in the discussion of that matter. A person who has an interest in a matter under consideration shall not vote on any question with respect to it.
- (3) The Governance Professional shall compile a register of Corporation Members' and non-Corporation Member Committee Members' interests, which shall be kept in a secure place on Loughborough College premises. The Register shall be made available for inspection.
- (4) The Governance Professional shall verify annually whether the details contained in each declaration still apply. In turn, Corporation Members will be asked to re-affirm that nothing in their personal circumstances has rendered them ineligible for office in accordance with the provisions of the Instrument or the general law.
- (5) If a Corporation Member or non-Corporation member of a Committee is a member of an organisation, or participates in activities, which, in the opinion of the Corporation, bring Loughborough College into disrepute, then the suitability of that person to continue as a Corporation Member or non-Corporation member of a committee shall be reviewed by the Corporation. Any such review shall be treated as "Confidential Business".

### 16. Confidentiality of Certain Business

- (1) Confidential Business shall normally form a separate and distinct part of any agenda.
- (2) Confidential Business should be minuted separately from other business.



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- (3) Confidential Business should not be publicly disclosed unless it has been:
- (a) subsequently discussed in non-confidential session;
  - (b) the subject of an official statement released by the Chair of the Corporation in consultation with the Chief Executive;
  - (c) deemed to be no longer confidential in accordance with clause 17(4) of the Instrument of Government.

### 17. Minutes of Meetings

Minutes of every meeting of the Corporation or Committee shall, in normal circumstances, be drafted by or on behalf of the Governance Professional and sent to the Chair and Chief Executive for approval within 10 working days of the meeting. Minutes, once approved by the Chair (and marked as draft minutes), shall be circulated by the Governance Professional electronically to all Corporation Members and they will be deemed “for approval” prior to the next Ordinary meeting when they will be formally approved. This circulation to all Corporation Members may be by adding the draft minutes to the agenda papers for the meeting at which the minutes are due for approval.

### 18. Protection Policies

(1) DBS Checks

The Corporation has determined that Corporation Members are required to complete an enhanced DBS check, as a condition of appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair, in consultation with the Chief Executive and Governance Professional shall conduct a risk assessment to determine the suitability of the person in question to continue as a Corporation Member or non-Corporation member of a Committee.

(2) Safeguarding

The Corporation is committed to protecting the safety of young people and vulnerable adults. Corporation Members are required to comply with the safeguarding procedures set out in the Safeguarding Policy.

(3) Whistle Blowing

The Corporation shall approve and keep under review a Whistle Blowing Policy which enables employees to draw attention to malpractice, whilst at the same

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time, protecting such employees against victimisation. The Whistle Blowing Policy shall normally be accessible via the College website.

### **19. The Governance Professional**

- (1) The Corporation shall appoint a person to serve as Governance Professional.
- (2) That person shall be accountable to the Corporation and not to the Chair nor to the Chief Executive. Any issues regarding the performance of the Governance Professional may initially be discussed between the Chair and the Governance Professional.
- (3) The Governance Professional shall have direct, unfettered access to the Chair, Vice Chair and all other Corporation Members, including the Chief Executive.

### **20. The Corporation Seal**

- (1) The Corporation Seal shall be kept in a secure place in the custody of the Governance Professional.
- (2) The application of the Corporation Seal shall be witnessed either by any two members of the Corporation, which may include the Chief Executive but not a staff or student member; or by the Governance Professional, where authorised generally or specially by the Corporation to act for that purpose.
- (3) No person below the age of 18 or who has a financial interest in the matter to which the Seal is to be applied can witness the application of the Seal.
- (4) Instances of the application of the Seal shall be entered in a register kept by the Governance Professional.
- (5) The Governance Professional shall report all instances of the application of the Seal at an Ordinary Meeting of the Corporation, at least annually.

### **21. Standing Financial Regulations**

- (1) The Corporation shall adopt standing financial regulations that satisfy the requirements of the Financial Memorandum and Audit Code of Practice.

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- (2) The Corporation and the staff of the College shall act in compliance with the Financial Regulations.

### **22. Membership of the Corporation – Availability of Information to the Public**

- (1) A list of the names of the Members of the Corporation will be available for inspection on request to the Governance Professional.
- (2) In addition:
- (a) any person wishing to send information to Members of the Corporation may do so by providing the Governance Professional with sufficient copies of any such documentation.
  - (b) normally no charge will be made for postage for forwarding a document to Members, although the Governance Professional will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and in-direct costs as a condition of forwarding documentation.
- (3) Addresses, telephone numbers and email addresses of Members of the Corporation will not be made available to third parties without prior consent of Members.

### **23. Suspension, Revocation and Modification of Standing Orders**

- (1) These Standing Orders may not be suspended.
- (2) These Standing Orders may be rescinded or amended by resolution of the Corporation itself, provided that such revocation or amendment:
- (a) appears as a specific item on an agenda for a meeting of the Corporation, supported by a written report of the Governance Professional; and
  - (b) is consistent with the Instrument and Articles of Government.

Version	Date	Revision	Approved by
3.0	July 2025	Full revision on merger. Changes to membership numbers and categories, addition of written resolution, changes to sealing, updating terminology.	Corporation Board