



YMCA WALES COMMUNITY COLLEGE

STANDING ORDERS FOR THE CONDUCT OF GOVERNING BODY AND COMMITTEE MEETINGS

1. MEMBERSHIP OF THE GOVERNING BODY

The Governing Body shall consist of a minimum of seven and a maximum of eighteen governors, which shall include:

- three governors appointed by the National Council of YMCAs of Wales;
- not more than two governors as may be appointed by the National Assembly;
- not more than two staff governors;
- the Head of College who shall serve as an ex-officio governor;
- at least one and not more than five governors co-opted by the Governing Body for their professional, industrial or commercial knowledge and experience. At least one of the co-opted governors shall have experience in the educational sector;
- not more than three governors to be appointed by the Governing Body on their basis of community education.

One member of the Governing Body will be elected as Chairman and another member will be elected as Vice Chairman.

2. TERMS OF OFFICE

- 2.1 The Chairperson and Vice Chairperson shall hold and vacate offices in accordance with the terms of their appointment that shall not exceed four years. The Chairperson and Vice Chairperson retiring at the end of their first term of office shall be eligible for reappointment for a second term of four years only.
- 2.2 Governors shall hold and vacate offices in accordance with the terms of their appointment that shall not exceed four years. Governors retiring at the end of their first term of office shall be eligible for reappointment for a second term only.

3. APPOINTMENT OF CLERK TO THE GOVERNING BODY

- 3.1 The Governing Body shall appoint a person to serve as Clerk to the Governing Body.

- 3.2 The Clerk shall be entitled to attend all meetings of the Governing Body (including meetings of any Committees of the Governing Body) but withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the Governing Body shall appoint from their number a person to act as Clerk to the Governing Body for the duration of such meeting or part of a meeting.

4. QUORUM

- 4.1 The quorum for a Governing Body meeting is at least forty per cent of the membership numbers or a minimum of six governors whichever is the higher.
- 4.2 If a quorum is not present at a meeting of the Governing Body or if there is not representation from the national Council, the Chairman shall declare that there is not a quorum present and the meeting shall stand adjourned.
- 4.3 The consideration of any business not transacted shall be adjourned to a date and time to be fixed by the Chairman or to the next meeting of the Governing Body.

5. FREQUENCY OF GOVERNING BODY MEETINGS

- 5.1 The Governing Body shall meet at least once in every term.
- 5.2 The Governing Body will hold an Annual General Meeting in every academic year.
- 5.3 A register of attendance shall be maintained by the Clerk to the Governing Body for all Governing Body and Governing Body Committee meetings and a note of attendance shall be included in the minutes to those meetings.

6. ORDER OF BUSINESS

- 6.1 The normal order of business at Governing Body meetings shall be as follows:
- introductory remarks (at the Chairman's discretion)
 - apologies for absence
 - declarations of interest
 - to approve as a correct record the minutes of the last meeting of the Governing Body
 - matters arising

- reports on performance against DCELLS targets
- reports on financial performance to include cash flow profile, projected
- minutes of Governing Body Committee meetings
- papers for discussion
- papers for information
- any other business
- date of next meeting.

6.2 Any matter not specified in the agenda of the meeting may be dealt with if, in the opinion of the Chairman, it is of an urgent nature, at such stage of the meeting as the Chairman considers appropriate.

6.3 If the Chairman is unable to attend a Council meeting, then the Vice Chairman will chair the meeting.

7. AGENDA AND PAPERS

7.1 The Clerk to the Governing Body shall liaise with the Head of College and Chairman over the agenda for forthcoming Governing Body meetings.

7.2 The agenda and supporting papers will be despatched to Members no later than fourteen days before the meeting.

7.3 Any additional papers may only be despatched or tabled with the consent of the Chairman or Head of College.

8. DECISIONS AT GOVERNING BODY MEETINGS

8.1 All decisions at Governing Body and Governing Body Committee meetings are to be reached on the basis of agreement by consensus. In the absence of consensus, and where it is proposed and seconded by two Members, the Clerk to the Governing Body may be requested to count and record a vote by a show of hands.

8.2 The Governing Body acts on the basis of collective responsibility. Governing Body and Governing Body Committee Members are encouraged to express any differing views within the Governing Body's internal decision making process, but once a decision is reached that decision is binding on all Members.

8.3 If it is necessary for the Chairman to make an urgent decision between Governing Body meetings he/she will report on that decision and any subsequent action taken at the next Governing Body meeting and seek ratification of that decision.

- 8.4 All decisions at Governing Body and Governing Body Committee meetings will take into account sustainable development principles wherever possible.

9. MINUTES

- 9.1 Minutes of every meeting of the Governing Body shall be submitted to the next meeting of the Governing Body. All minutes of Governing Body Committees shall be submitted to the next Governing Body as soon as possible after they have been approved by the Chairman of the Committee concerned, and shall be marked 'unconfirmed' if not yet approved by the Committee.
- 9.2 The Chairman shall seek confirmation that the minutes of the last meeting be approved as a correct record of that meeting.
- 9.3 No discussion shall take place upon the minutes except upon their accuracy (matters arising are dealt with as a separate agenda item). If no question is raised upon their accuracy, or if a question is raised here as soon as it has been disposed of, the Chairman shall sign the minutes. All signed minutes shall be retained in a secure location by the Clerk to the Governing Body.
- 9.4 Confidential items will be marked as such and any papers regarding such items will be stored appropriately..

10. FINANCIAL AND OTHER INTERESTS OF MEMBERS

- 10.1 The Clerk to the Governing Body shall maintain a Register of Members' Interests.
- 10.2 Upon taking up appointment to the Governing Body or Governing Body Committees Members shall declare their interests by completion of a Declaration of Interests form setting out all the necessary particulars, and shall sign and return the form to the Clerk of the Governing Body.
- 10.3 Members shall be under a continuing duty to ensure that the Register of Members' Interests correctly reflects the particulars notified by them by inspecting the Register from time to time. In the event of any change occurring, a Member shall immediately notify the Clerk to the Governing Body of the change by completing and sign a new Declaration of Interest form.
- 10.4 At the beginning of each academic year, Members shall be asked to complete and sign a new Declaration of Interests form.

10.5 If a Member declares an interest in a matter to be considered at a meeting of the Governing Body the disclosure shall be recorded in the minutes of the meeting.

10.6 Members with a direct interest in any item to be considered at a meeting of the Governing Body shall withdraw from the meeting during discussion of that item.

11. GOVERNING BODY COMMITTEES

11.1 The Governing Body shall be served by the following standing Committees:

Audit Committee

Curriculum and Quality and Standards Committee

11.2 The Governing Body may establish such other Committees as it sees fit, and shall determine the membership and the Terms of Reference of its Committees.

11.3 There shall be Terms of Reference for all Governing Body Committees which shall state the quorum for Committee meetings and the terms of office of Committee members.

11.4 The Chairs of Governing Body Committees shall be appointed by the Governing Body and normally shall be members of the Governing Body. However, the Governing Body may appoint persons from outside the Governing Body to Chair its Committees where particular expertise or experience is deemed to be required.

11.5 The Governing Body shall keep the structure of its Committees under review, and also the scope of each Committee's activities.

11.6 The Governing Body may at any time:

- dissolve a Committee (with the exception of those Committees required by the Memorandum and Articles of Association);
- alter its membership or amend its Terms of Reference or Standing Orders;

or

- withdraw any powers delegated.

11.7 At certain times persons who are not members of Governing Body Committees may be invited to attend committee meetings to provide information to committee members.

12. DISCLOSURE OF GOVERNING BODY PROCEEDINGS

- 12.1 In accordance with the Governing Body's Publication Scheme, all agendas, papers and minutes of Governing Body meetings, and the minutes of Governing Body Committees, shall be made available to the public via the College's website subject to exemptions set out in the Freedom of Information Act 2000.
- 12.2 The Governing Body may restrict access to all or parts of agendas, papers and minutes of Governing Body meetings, and the minutes of Governing Body Committees if by reason of its nature it is of a confidential nature.

13. REIMBURSEMENT OF GOVERNORS' EXPENSES

- 13.1 Governors may apply for reimbursement of expenses incurred whilst on approved College business. The rates and terms that apply will follow the College's Travel Policy. Governors are reminded of the requirement to consider the impact of their choice of travel arrangements in line with sustainable development principles.

14. VARIATION AND INTERPRETATION OF STANDING ORDERS

- 14.1 Proposals for variations to Standing Orders may only be considered by the Governing Body following the submission of a paper duly notified to the Governing Body.
- 14.2 Any variation or revocation to Standing Orders shall have immediate effect unless otherwise determined by the Governing Body.
- 14.3 The ruling of the Chairman as to the construction or application of any of these Standing Orders, or as to any proceedings of the Governing, shall not be challenged at any meeting of the Governing Body.