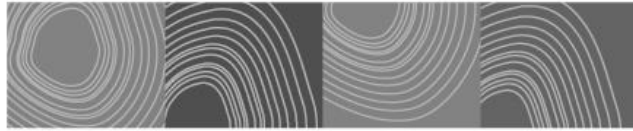


CALDERDALE COLLEGE



INSPIRING LEARNERS TO SUCCEED IN LIFE & IN WORK

STANDING ORDERS

20 October 2017

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1. INTRODUCTION

- 1.1 The purpose of these Standing Orders is to assist the effective operation of the Corporation and its committees.
- 1.2 The Standing Orders will be reviewed at least annually by the Clerk (usually prior to the end of each academic year), with recommended changes being submitted to the Corporation after consideration by the Search & Governance Committee.
- 1.3 These Standing Orders should be used in conjunction with the Corporation's Instrument & Articles of Government and the Association of Colleges' English Code of Good Governance (referred to as "The Code" throughout this document)..

2 MEMBERSHIP & APPOINTMENTS

2.1 Appointment Process

The Board will establish the rules for the appointment and re-appointment of Governors.

As part of the recruitment process, the Board seeks to be balanced in terms of its skill profile and to reflect diversity, both of which enable it to fulfil its responsibilities to its stakeholders.

2.2 Terms of Office

A member of the Board shall be appointed for a period which shall not exceed 4 years. A member will normally be eligible for consideration for re-appointment for a maximum of two terms of office (ie a total of 8 years) unless there are extenuating circumstances for the term of office to be extended beyond the maximum of 8 years.

2.3 Student and Staff Governors

- 2.3.1 The positions of two Student Governors shall be offered to the College's course representatives group for nomination in the first instance. If more than two candidates are nominated, an election process will be undertaken.
- 2.3.2 Student Governors shall be appointed for a one year term of office, which may be renewable if the individual remains at College and is nominated and elected for a second term.
- 2.3.3 The Board will ~~include~~ appoint a Staff Governor (Academic) and a Staff Governor (Business Support). The identification of each Staff Governor to be considered for appointment by the Board will be by nomination and, if necessary, ballot.
- 2.3.4 The term of office for each Staff Governor will be four years.

2.4 Co-Opted Members

- 2.4.1 Co-opted Members can be appointed for their particular expertise which can assist the achievement of the committee's terms of reference.

- 2.4.2 The appointment of a Co-opted Members can also be as a preparation for full Governorship.
- 2.4.3 Co-opted Members bring independence and distance from College affairs and so can play a useful counter-balancing role on a Committee where many Governors have considerable length of experience.
- 2.4.4 A Co-opted Member will usually be appointed for a one year term of office (to conclude on 31 July in the first instance. Any decisions to reappoint will be based on the individual's contribution, skills, attendance and development and will be made by the Board on the recommendation of the Search & Governance Committee.
- 2.4.5 As a Co-opted Member cannot, as of right, attend Board meetings, it is preferable that they do not act as chair of a committee. This point is explicitly made in the Audit Code of Practice but also applies to all committees and task & finish groups.
- 2.4.6 All individuals in this category will be expected to accept and conform to the Governors' Code of Conduct, including providing an entry to the Governors' Register of Interests, as a condition of appointment.
- 2.4.7 Any Co-opted Member will be required to undertake DBS checking procedures.
- 2.4.8 Appointment Procedure
- i) The appointing authority for Co-opted Member will be the Board, on recommendation from the Search & Governance Committee.
 - ii) The Search & Governance Committee will interview the candidate or candidates for the position of Co-opted Member and make a clear resolution.
 - iii) A letter of appointment will be sent by the Clerk following approval of the appointment by the Board.
 - iv) Removal of a Co-opted Member will be the responsibility of the Board and may be for reasons of unsatisfactory attendance and/or inappropriate behaviour (as guided by the Governor Code of Conduct).
- 2.4.9 Co-opted Members will receive an induction programme and be invited to participate in the Governor Development Programme.

2.5 Chair and Vice Chair

- 2.5.1 Usually at the last scheduled meeting in each College year, the Board will elect from among its membership a Chair and a Vice Chair (or two Vice Chairs if the Board wishes to appoint two Vice Chairs). The period of office will be from 1st August until 31st July (one year). However, the Board can vary the term of office for either role, if required.
- 2.5.2 The Chair will conduct all meetings of the Corporation except where, in his or her absence, the Chair's role will be taken by the Vice Chair.

2.5.3 If both the Chair and Vice Chair(s) are absent from a meeting or have resigned, the Corporation will elect from the governors present a Chair for that meeting. The Principal, the staff and student governors are ineligible to be appointed as Chair or Vice-Chair.

2.5.4 If both the Chair and the Vice Chair(s) resign, the Corporation will hold a special meeting within 10 working days to elect their successors.

3 MEETINGS

3.1 Calendar of Meetings

3.1.1 The Board will meet at least once in every term of the academic year. Meetings will be scheduled to enable the Board to fulfil its statutory obligations and planning cycles.

3.1.2 A schedule of meetings for the Board, its committees and governor development days will be submitted for approval prior to the end of each academic year.

3.2 Timings

Board and committee meetings will normally start at 4.45pm on a Thursday. However, each committee has the authority to vary the timing to suit the needs of its membership.

3.3 Quorum

3.3.1 In accordance with the Instrument of Government, the quorum for all Board meetings is 40% (rounded up to the nearest whole number) of eligible governors present. For example, for a total membership of 15, the quorum will be 6 governors.

3.3.2 The quorum for committees of the Corporation will be approved by the Board as part of the terms of reference for individual committees.

3.3.3 The quorum for a Task and Finish Group will be determined by the Board when it is established. The quorum will usually be three Members.

3.4 Convening Meetings

All meetings of the Board, Committees and Task and Finish Groups will be convened by the Clerk to the Corporation, in line with the requirements of the Instrument of Government.

3.5 Notice Of Meetings

3.5.1 Written notice of meetings and the agenda of meetings of the Corporation, Committees and Task and Finish Groups will be sent to Governors (and Co-opted Members, where appropriate) at their registered addresses so that they may be received seven clear days before the meeting.

3.5.2 Governors may elect to receive their agenda and papers in electronic format only.

3.5.3 Non-receipt of notice of a meeting will not invalidate the meeting. The Chair of the meeting will consider any practical implications arising from such circumstances.

3.6 Attendance

- 3.6.1 A record will be kept by the Clerk of all persons attending a meeting of the Corporation or any of its Committees and Task and Finish Groups.
- 3.6.2 The Clerk will include in the minutes a reference to governors who join the meeting after the start or who leave it prior to the end of business.
- 3.6.3 All governors are expected to achieve the agreed attendance target of 80% across all Board and Committee meetings. Regular reports on attendance at Board and committee meetings by individual governors will be made to the Search & Governance Committee, with appropriate action taken to address any issues.
- 3.6.4 By prior arrangement and with the approval of the relevant Chair, governors who are unable to attend the meeting in person may, by exception, participate in the meeting via telephone or video-conferencing.

3.7 Discussion and Debate

- 3.7.1 The Chair will ensure that all governors enjoy equality of opportunity to express their views.
- 3.7.2 The Corporation will receive, but not necessarily debate, decisions which it has delegated to a committee or to an individual. Decisions will be recorded in the minutes.

3.8 Access To Meetings Of The Board

- 3.8.1 Those people entitled to attend a meeting of the Board or its committees are Governors, the Principal and the Clerk.
- 3.8.2 The Board or its committees will decide who, other than a Governor, the Principal and the Clerk, will be admitted to a meeting.
- 3.8.3 A standing invitation is open to the College senior staff to attend meetings of the Board and its Committees and Task and Finish Groups (as appropriate).
- 3.8.4 Members of staff will be invited to attend Board meetings as observers, subject to prior arrangements being made with the Clerk.

3.9 Declaration of Interests

- 3.9.1 The Clerk to the Corporation will maintain a register of the interests of its Governors and senior management, which will be reviewed on an annual basis.
- 3.9.2 Governors will draw attention, as appropriate, to their declared financial or personal interests in advance of and also during meetings. Each meeting agenda will provide governors with an opportunity to declare any relevant interests.
- 3.9.3 A Governor may be required by the Board or a committee to withdraw from a meeting, if he or she would appear to those members present:

- To stand to gain financially from a matter under consideration;
- To have a personal interest in a matter under consideration; or
- Is a relative of a student or an employee being discussed.

4 AGENDA, MINUTES & PAPERS

4.1 Agendas

- 4.1.1 The Clerk will prepare the agendas for all meetings in consultation with the relevant Chair (Corporation/Committee/Task & Finish Group) and the Principal or member of the Senior Management Team.
- 4.1.2 Items may be placed on the agenda by an individual Governor writing to the Clerk giving at least ten working days' notice.

4.2 Circulation of Papers

- 4.2.1 In accordance with the Articles of Government, agendas and supporting papers (including approved draft committee minutes and the Principal's report) will be sent to Governors (and Co-opted Members and senior postholders, where appropriate) at least 7 days in advance of the meeting.
- 4.2.2 Papers will be circulated both electronically and by 'hard' copy and Governors may opt to receive their papers by electronic means only.

4.3 Items of Urgent Business

- 4.3.1 At each meeting, immediately after the previous minutes have been approved, Governors or members of the Senior Management Team should inform the meeting of any item they wish to raise under "Any Other Business" as a matter which is urgent and necessary.
- 4.3.2 The Board or committee will decide whether any item so identified as 'any other business' may be raised under Any Other Business, whether it should be deferred to a subsequent meeting or whether it should not be heard at all.
- 4.3.3 Lengthy items for discussion, other than those of an urgent nature, should not be taken under Any Other Business.

4.4 Minutes

- 4.4.1 Copies of the draft minutes of all Board and committee meetings will be checked for accuracy by the relevant Chair and determined as 'approved draft' minutes.
- 4.4.2 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more of the Governors present.
- 4.4.3 The approved draft minutes of a meeting will be considered for approval at the next meeting.

- 4.4.4 After being approved, the draft minutes of any meetings will be signed and dated by the Chair.
- 4.4.5 The approved draft minutes (non-confidential items only) will be available for public inspection at reasonable times by arrangement with the Clerk and on the College's website.
- 4.4.6 Action will be taken on the basis of the decisions recorded within the approved draft minutes. Such action need not await the approval of minutes at the next meeting. An action list will be provided to the next Board or committee meetings to indicate progress against each item.

5 DECISION-MAKING

- 5.1 Governors recognise that all decisions must be made by a meeting of the Corporation unless a committee or task & finish group has been delegated to deal with a specific issue.
- 5.2 Decisions by the Corporation will be made after a full discussion and by a simple majority by a show of hands, unless more than one Governor requests a secret ballot.
- 5.3 A decision of the Corporation is binding upon all Governors.
- 5.4 If there is a tied vote at the end of a discussion, the Chair may use a casting vote (second vote) to determine the issue.
- 5.5 Decisions of the Corporation may only be amended or rescinded at a subsequent meeting of the Corporation when the proposal to amend or rescind appears as a separate, specific agenda item.

6 DELEGATION OF AUTHORITY

- 6.1 The Chair, or in his or her absence the Vice Chair, has authority to take urgent and necessary action between meetings, providing that a meeting could not be called in sufficient time to deal with the matter.
- 6.2 If any urgent action is taken by the Chair (or Vice Chair) between meetings will be reported as soon as practicable and, in any event, to the next Board meeting.
- 6.3 No action may be taken by an individual Governor unless authority to do so has been delegated formally by resolution of the Board.
- 6.4 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Board will, where appropriate:
- Set up Task and Finish Groups to provide information and/or make recommendations to the Board
 - Delegate tasks to committees with the power to make decisions on behalf of the Board
 - Delegate tasks to individual Governors and to the Principal
- 6.5 The approved scheme of delegation is attached at Appendix 4.

7 COMMITTEES

- 7.1 When establishing Committees the Board will:
- Determine the membership and the method of appointing the Chair of each committee, including the period of service for such appointments;
 - Establish and approve the terms of reference
 - Determine when working parties and committees should meet (annual schedule)
 - Review the need for, and the membership of, committees at least annually.
- 7.2 The terms of reference will be reviewed at least annually by the Clerk, who will submit recommendations for amendment to committees and, if accepted, to the full Board for approval.
- 7.3 A Committee will provide a ~~written~~ report of its decisions and action to the next meeting of the full Board either verbally by exception or in the form of approved draft minutes.
- 7.4 Minutes of Committee meetings shall normally be prepared, for approval by the relevant Chair, within ten working days following the meeting.
- 7.5 The signed minutes (subject to any exclusion on the grounds of 'confidentiality') shall be made available during normal office hours to any person wishing to inspect them and on the College's website.
- 7.6 A role description for the Chair of a committee is appended at Annex 1.

7.7 Task & Finish Groups

- 7.7.1 Task & Finish Groups may be set up in the same way as committees.
- 7.7.2 If the Board establishes Task & Finish Groups to make recommendations or provide information they will be discontinued when their work has been completed.
- 7.7.3 A Task & Finish Group will present either written recommendations or progress reports to the next meeting of the Board.

8 PUBLIC STATEMENTS

The Chair of the Board (or in case of the Chair's absence, the Vice Chair) has standing authority to make public statements on behalf of the Board.

9 CORRESPONDENCE

The Clerk will act as the key correspondent of the Corporation, referring any relevant matters to the Chair and/or the Principal, as appropriate.

10 COMPLAINTS

The College has established procedures for dealing with general complaints. Individuals who wish to raise a complaint against the Board, individual governors, the Principal or the Clerk should use the approved Complaints Policy

11 GOVERNOR INDUCTION & DEVELOPMENT

- 11.1 All new Governors are expected to participate in and complete the Governor Induction programme. Feedback from the Governor Induction programme is reported to the Search & Governance Committee.
- 11.2 A Governor Development Programme will be determined by the Board on an annual basis. Governors are expected to attend as much of the Governor Development Programme as possible. A summary of Governor attendance, including scheduled governor development activities, is reported to the Search & Governance Committee on a regular basis.

12 EVALUATION OF PERFORMANCE

- 12.1 The Board has established a process for the evaluation of the performance of individual governors, committees and itself.
- 12.2 Governors and Co-opted Members complete a questionnaire on performance, which then forms the basis of individual discussions with the Chair and the Clerk.
- 12.3 Similarly, committees are required to assess their own performance and report this and the rationale to the July Board meeting.
- 12.4 The process takes place towards the end of each academic year and a summary of the outcomes is reported to the September meeting of the Search & Governance Committee, together with an action plan for addressing any points raised.

13 CODE OF CONDUCT

- 13.1 It is a condition of membership of the Board that each Governor signs and agrees to abide by the Governors' Code of Conduct.
- 13.2 All Governors are expected to comply with a DBS checking procedure as part of the College's safeguarding of young people and vulnerable adults procedures.
- 13.3 The role description for Governors is shown at Appendix 1.

ROLE OF THE GOVERNOR

Annex 1

(A) MAIN RESPONSIBILITIES OF THE CORPORATION

Under Article 3(1) of the College's Articles of Government the Board is responsible for:

- i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ii. publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- iii. approving the quality strategy of the institution;
- iv. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- v. approving annual estimates of income and expenditure;
- vi. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- vii. setting a framework for the pay and conditions of service of all other staff.

(B) RESPONSIBILITIES OF INDIVIDUAL GOVERNORS

The Board believes that the role of the Governor embraces attendance at and participation in meetings of the Board and Committees (as defined), together with attendance at College events designed to provide assurance and understanding of College performance and focused governor development activities. As the role embraces all these aspects, an individual record is kept to enable individual and Board performance to be reviewed.

Specifically,

- i. To attend meetings of the Board, Committees and occasional events arranged by the College.
- ii. To be a member of at least one Committee of the Board and to attend the necessary meetings.
- iii. To participate actively and constructively in meetings of the Board and the appropriate Committees and, in doing so, to contribute to the Board's oversight of the College's activities and performance of College senior management
- iv. To take an active interest in vocational education and training and the learner experience at the College

- v. To abide by the Code of Conduct for Governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests.
- vi. To contribute to the strength of the Board by bringing an independent perspective and experience to its oversight of the College (but to stop short of giving professional advice).
- vii. To act as an ambassador for the College and to seek to foster good relations between the College and local communities and to promote the best interests of the College
- viii. To always to act in the best interests of the College, to accept collective responsibility and not to speak or vote as if mandated by other persons or bodies.

Examples of expected attendance and participation with estimated annual time commitments are as follows:

Activity	Detail	Time estimate
Meetings	<ul style="list-style-type: none"> • Meetings of the Board • Meetings of committees of the Board • Termly governor development days, including curriculum visits and training 	2.5hrs plus 2hrs prep x 6 meetings = 27hrs 2hrs plus 1 hr prep x 4 meetings = 12hrs x 2 committees Assume 6hrs x 3 development days = 18hrs Training = 10 hours
Assurance Visits	<ul style="list-style-type: none"> • Learner success events • Learner performance events 	3 hrs x 3 = 9hrs 3 hrs x 3 = 9hrs
Development Events	<ul style="list-style-type: none"> • Preceding Board Meetings • Defined sessions as advertised 	Assume 10 hrs per year
TOTAL		107 hrs per year

ROLE OF CHAIRS OF COMMITTEES

1. BACKGROUND

- 1.1 It should be noted that there is no prescribed role for a Chair of a Committee in the Instrument and Articles of Government.
- 1.2 Defining the role of the Chair of a Committee can assist governor development and provide Members of a Committee with a framework for decision-making when the appointment of the Chair of the Committee is determined.

2. ROLE OF CHAIR OF A COMMITTEE

The role of the Chair of a committee will include:-

- 2.1 Appreciation of the role and purpose of the Committee (gained from the terms of reference for the committee as approved by the Board)
- 2.2 Appreciation of how the Committee contributes to the effectiveness of the Board (connection to the responsibilities of the Board and the strategic direction of the College)
- 2.3 Preparation for meetings of the Committee by:
 - consideration of the agenda (derived from the Committee workplan and previous requests by the Committee)
 - consideration of the reports
 - raising questions for clarity with report writers and/or the Clerk in advance of the meeting
 - briefing with the lead member of senior staff for the Committee in advance of the meeting
 - develop a clear sense of priority/emphasis for the meeting
- 2.4 Chairing of meetings so that (a) all Members are able to contribute (b) the agenda is covered in an efficient manner and is appropriately focused (c) there is clarity about decisions taken by the Committee in relation to each agenda item (d) there is clarity, at the end of the meeting, about the impact of the Committee meeting on students and learning.
- 2.5 Post – meeting actions include:
 - approval of draft minutes of the meeting (as prepared by the Clerk to the Corporation) within 10 working days
 - presentation of a report to the next Board meeting (especially any recommendations from the Committee for Board approval), either verbally, by exception, or through the draft Committee minutes
 - contact with the Clerk to the Corporation on any actions needed to be taken resulting from the approved minutes.
- 2.6 Participation in any training relevant to the Committee's terms of reference or to effective chairing

ROLE OF THE CHAIR OF THE BOARD

1 ROLE DESCRIPTION

This role description has been designed to:

- a) Enable the Board to define the role of the Chair of the Board
- b) Enable Governors and College senior staff to appreciate and understand the role of the Chair of the Board
- c) Show how the role of the Chair relates to the Principal and the Clerk
- d) Form a basis for appraisal of the performance of the Chair of the Board

2 LEADERSHIP

The Chair will

- 2.1 Lead the Board as a team, ensuring that its business is carried out efficiently and that Governors exercise collective responsibility.
- 2.2 Ensure that the Board sets the vision, strategic direction, objectives and performance indicators for the College, and work collaboratively with the Principal to achieve this.
- 2.3 Ensure that the Board assesses the College's performance against its strategic objectives and performance indicators.
- 2.4 Ensure that Governors recognise the distinction between governance and management so that the Board focuses on strategy, performance and accountability.
- 2.5 Develop a constructive working relationship with
 - The Principal
 - The Clerk to the Corporation
 - Senior staff

based on regular communication and a shared commitment to ensuring the Board's effectiveness.

3 ACCOUNTABILITIES

The Chair will

- 3.1 Lead the Board in exercising collective responsibility for the integrity and financial probity of the College and the proper conduct of its business.
- 3.2 Seek to maintain the reputation of the College and demonstrate a personal commitment to its vision and values and to meeting the interests of stakeholders.
- 3.3 To act as an ambassador for Calderdale College.

- 3.4 Advised by the Clerk, ensure the Board acts in accordance with the Instrument and Articles of Government and other regulatory requirements
- 3.5 Act in accordance with protocols for the use of authority/delegation established by the Board, seeking advice from the Clerk as necessary.

4 STANDARDS AND CONDUCT

The Chair will

- 4.1 Act fairly and impartially in the interests of the College.
- 4.2 Work with the Clerk to ensure that the Board conducts itself transparently and in accordance with the principles of public life (selflessness, integrity, objectivity, accountability, openness, honesty, leadership) and promote these values by example.
- 4.3 Work with the Clerk to ensure any Governor conflict of interest is identified and managed appropriately

5 MANAGING BOARD BUSINESS

The Chair will

- 5.1 Work with the Principal and Clerk to ensure that the Board receives the information required to conduct its business, enable rigorous scrutiny of strategic management, monitor strategic risk and make clear decisions.
- 5.2 Work with the Principal and Clerk to ensure that the Board's business is conducted efficiently and with integrity required by those responsible for the use of public funds.
- 5.3 Work with the Principal and Clerk to ensure the Board has effective arrangements for monitoring the College's performance and its quality improvement.
- 5.4 Enable Governors to work effectively as a team and provide constructive challenge, seeking the views of all Governors and building consensus.
- 5.5 If and when necessary, ensure that the process of recruiting and selecting a new Principal and senior postholders is led effectively.
- 5.6 Be responsible for implementing the senior staff disciplinary procedure if necessary.
- 5.7 Act with delegated authority to facilitate any urgent items between meetings and report to the Board any such actions taken at the next available meeting,

6 REVIEW OF THE BOARD'S PERFORMANCE

The Chair will

- 6.1 Work with the Clerk to ensure that the Board reviews its own performance and governing processes.
- 6.2 Work with the Clerk to ensure that there is a process for supporting and developing Governors, and a procedure for reviewing their individual performance.
- 6.3 Participate in the review of his/her performance as Chair (including all those elements of the English Colleges' Code of Good Governance specifically relating to the Chair).
- 6.4 Be responsible for reviewing the performance of
 - The Principal
 - The Clerk
 - Senior staff

7 TIME COMMITMENT

To expect to contribute a minimum of 200 hours per year to the role of Chair of the Corporation.

SCHEME OF DELEGATION

Item	Evidence	Chair of the Corporation (Signature)	Countersignature
1. Principal's Employment <ul style="list-style-type: none"> • Holiday form • Expenses • Formal communication • Appraisal/performance management documentation • College credit card – use by Principal 	Completed holiday form Completed form Drafted by the Clerk to the Corporation As advised Completed form	✓ ✓ ✓ ✓ ✓	None None None All listed appraisers None
2. Clerk's Employment <ul style="list-style-type: none"> • Holiday form • Expenses • Formal communication • Appraisal documentation 	Completed holiday form (if agreed) Completed form Draft by Head of HR / Principal As advised	✓ ✓ ✓ ✓	None Principal None All Appraisers
3. Approved Financial Statements (audited)	Corporation resolution authorising signature	✓	Principal
4. Approval of draft Corporation minutes	Personal judgement re draft minutes Corporation resolution and approval	✓ ✓	None None
5. Goods and services exempt from formal quotation and tender goods procedure (See : Chair's Action)	Financial Regulations	✓	None
6. Chair's Action i.e. urgent and necessary business which cannot wait for the next most appropriate governor meeting	<ul style="list-style-type: none"> • Advised by Principal and Clerk to the Corporation • Advised by legal or other expert 	✓ ✓	None, but could involve Vice Chair of the Corporation
7. Corporation Seal	Completed documentation, advised by Clerk to the Corporation	✓	Signature of the Chair of the Corporation (or Vice Chair) and the signature of any other member
8. Whenever authorised to sign on behalf of the Corporation	Resolution		As defined in the resolution