



SOUTH GLOUCESTERSHIRE AND
STROUD COLLEGE

FURTHER EDUCATION
CORPORATION

STANDING ORDERS FOR THE
CORPORATION AND ITS
COMMITTEES

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SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE CORPORATION

STANDING ORDERS FOR THE CORPORATION AND ITS COMMITTEES

1 INTRODUCTION

- 1.1 These Standing Orders provide the framework within which South Gloucestershire and Stroud College Corporation operates and supplement the provisions of relevant legislation and the Instrument and Articles of Government of the College. In the event of any conflict between these Standing Orders and either or both of the legislation and the Instrument and Articles, the legislation and the Instrument and Articles shall prevail.

Every member of the Corporation and its committees shall be bound by these Standing Orders and shall be expected to adhere to the seven principles of public life laid down by the Nolan Committee. These are:

- a) **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.
- b) **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.
- c) **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.
- d) **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.
- e) **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.

- f) **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.
 - g) **Leadership**
Holders of public office should promote and support these principles by leadership and example.
- 1.2 Other documents which are relevant to the conduct of Corporation business include:
- 1.2.1 Each funding body Financial Memorandum with the College.
 - 1.2.2 The Code of Conduct for Governors.
 - 1.2.3 The Audit Code of Practice.
 - 1.2.4 The College's Financial Regulations and Procedures.
 - 1.2.5 The College's Whistleblowing Procedure.
 - 1.2.6 The Register of Interests of Corporation Members.

2 MEMBERSHIP AND APPOINTMENT OF OFFICERS AND COMMITTEES

2.1 Composition and Determination of the Corporation

2.1.1 The composition of the Corporation is determined by the framework laid down in the Instrument of Government. The current composition of the Corporation was determined by the Corporation on 5 January 2012. There are 17 members of the Corporation as follows:

- 12 External Members (who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government)
- 2 Staff Members
- 2 Student Members
- 1 Principal of the College

The Corporation may at any time vary its determination as long as it conforms to the requirements of the Instrument of Government.

2.1.2 A register of members, maintained by the Clerk to the Corporation, will record the name, address, category, date of first appointment and any subsequent reappointment and term of office of each member.

2.1.3 The Articles of Government permit the Corporation to appoint external members to committees other than the Special Committee dealing with Senior Postholders' disciplinary matters. The terms of reference of the Corporation's committees prescribe whether external members may be appointed to those committees.

2.2 **Term of Office**

2.2.1 Appointments as External Members shall be for an initial period of one year. Before the expiry of one year, newly-appointed members will be considered for reappointment to complete a total of 4 years. The Principal's term of office as a member shall be coterminous with his/her employment as Principal. The Staff Members' term of office will be no more than four years. The Student Members' term of office shall be in accordance with the South Gloucestershire and Stroud College Student Union Constitution.

2.2.2 An External member may be reappointed normally on only two occasions. The Corporation may reappoint a governor on a third or subsequent occasion if there are special reasons.

2.2.3 Members are asked to reconfirm their eligibility in writing annually. It is the member's responsibility to report to the Clerk to the Corporation any circumstances resulting in disqualification and the office will then be vacant.

2.2.4 An externally Co-opted Committee member's term of office will be no more than four years. Externally Co-opted Committee members are eligible to be considered for reappointment if they so wish. Such reappointment will be considered by the Search Committee who will make recommendations to the Corporation.

2.2.5 Appointment as an externally Co-opted member shall be counted as additional service to any Corporation appointment.

2.3 **Appointment of Members**

2.3.1 The appointing authority for all members is the Corporation. The Corporation will not appoint a member, other than the Principal and the Staff or Student Members, without first considering the recommendation of the Search Committee.

2.3.2 The Corporation member role description and person specification is included in the procedure for the appointment, reappointment, induction and training of Corporation members.

2.3.3 Elections for Staff Members shall be conducted by the Clerk to the Corporation.

2.3.4 Elections for Student Members shall be conducted by the Student Union.

2.4 **Appointment of Chair and Vice-Chair**

2.4.1 The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves, provided that the member chosen shall not be the Principal or Staff or Student members. The Clerk to the Corporation will invite nominations for the Chair and Vice-Chair in advance of the expiry of their terms of office and will confirm that nominated candidates agree to stand. If there is more than one candidate for either appointment the matter will be discussed by the Corporation and, if necessary, Corporation members will vote in a secret ballot, from which nominees are excluded. Voting will continue until a majority is achieved.

2.4.2 Members shall appoint a Chair and Vice-Chair at the last meeting before the end of the term of office of the Chair and Vice-Chair, or at the first meeting following the Chair or Vice-Chair's resignation or removal from office.

2.4.3 The initial term of office of the Chair and Vice-Chair of the Corporation immediately after incorporation shall be until 31 July 2012 and will be subject to review. At the end of their respective terms of office the Chair and Vice-Chair shall be eligible for reappointment by the Corporation.

2.4.4 In the absence of the Corporation Chair, the Vice-Chair shall act as Chair for that Corporation meeting. If both the Chair and Vice-Chair are absent from any Corporation meeting, the members present shall choose someone from among themselves to act as Chair for that meeting, provided that the member chosen shall not be the Principal or Staff or Student Member.

2.4.5 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

2.4.6 If the Corporation is satisfied that either the Chair or Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice-Chair from office and the office shall then be vacant.

2.4.7 In the event of the resignation or removal from office of the Chair or Vice-Chair the Clerk to the Corporation will invite nominations for the vacancy as soon as possible and will confirm that nominated candidates agree to stand. If there is more than one candidate for the appointment the matter will be discussed by the Corporation and, if necessary, Corporation members will vote in a secret ballot, from which nominees are excluded. Voting will continue until a majority is achieved. The Corporation member so selected by single nomination or election will normally be appointed formally at the meeting following the resignation or removal from office of the Chair or Vice-Chair.

2.4.8 The Chair and Vice-Chair role descriptions are included in the procedure for the appointment, reappointment, induction and training of Corporation Members.

2.5 **Clerk to the Corporation**

2.5.1 The Corporation is required to appoint a Clerk who may not be the Principal or a member of the Corporation. The Corporation will determine the nature of the appointment and the appointment process upon the occurrence of a vacancy.

2.5.2 The Clerk is entitled to attend all meetings of the Corporation and any of its committees, except where required to withdraw under the Instrument of Government or the Corporation.

2.5.3 The Clerk is responsible for the administrative support for the work of the Corporation, for advising on proper procedure and for intervening when the Clerk considers that the Corporation is acting inappropriately or beyond its powers.

2.5.4 On occasions where the Clerk to the Corporation is required to withdraw from a meeting the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

2.5.5 In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Principal and, if possible, the Clerk to the Corporation, for someone other than a member of the Corporation to take the minutes or carry out the role on a temporary basis.

2.6 **Termination of Membership**

2.6.1 Corporation members and externally Co-opted Committee members may resign from their appointment at any time by giving notice in writing to the Clerk to the Corporation. Such resignations will be recorded at the next Corporation meeting.

2.6.2 If at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions of a member, or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may, by notice in writing to that member, remove the member from office and the office will then be vacant.

2.6.3 A Staff Member or Principal will cease to hold office upon ceasing to be a member of staff and the office will then be vacant.

2.6.4 A Student Member shall no longer hold office upon ceasing to be a registered student of the College.

2.7 Committees

- 2.7.1 The Corporation shall appoint an Audit Committee, a Search Committee, a Special Committee (appointed as required to deal with Senior Postholder disciplinary matters) and such other committees or sub-groups as it deems appropriate and shall determine written terms of reference for each committee or sub-group. The Corporation may delegate any of its powers to such committees or sub-groups with the exception of those specified at Articles (9) and (10) of the Articles of Government.
- 2.7.2 The Corporation shall determine the membership of the committees of the Corporation, having regard to the provisions of the Articles of Government.
- 2.7.3 All committees and their members shall comply with their terms of reference. If a committee is doubtful over the precise scope of its authority or its remit it should consult with the Clerk to the Corporation in the first instance.
- 2.7.4 The Corporation's rules specifying the way in which the Search Committee is to be conducted are contained within the Search Committee terms of reference and the procedure for the appointment, reappointment, induction and training of Corporation Members. The Search Committee's advice to the Corporation is recorded in the Search Committee minutes. The Search Committee terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, will be published on the College website and will be made available for inspection at the institution by any person during normal office hours by prior arrangement with the Clerk to the Corporation.
- 2.7.5 All committee terms of reference will be available on the College website.

3 MEETINGS

3.1 Frequency of Meetings

- 3.1.1 The frequency of Corporation meetings shall be determined by the Corporation but shall be at least termly.
- 3.1.2 Corporation committees shall meet in accordance with the number of meetings specified in their terms of reference and at other times if required by the Corporation.
- 3.1.3 The membership of each committee and sub-group shall be reviewed and reappointed on an annual basis.

3.2 **Notice**

- 3.2.1 Meetings shall be convened by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.

3.3 **Special Meeting**

- 3.3.1 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair, or in the Chair's absence, the Vice-Chair decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

3.4 **Quorum**

- 3.4.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the determined membership (see 2.1.1), rounded up to the nearest whole number.
- 3.4.2 The quorum for each committee or sub-group shall be determined by the Corporation and included in the terms of reference for the committee or sub-group.
- 3.4.3 The rules for 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 becomes inquorate the Clerk shall immediately inform the Chair.
- 3.4.4 An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to decide whether to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

3.5 **Agenda**

- 3.5.1 The agenda for each meeting of the Corporation, or for one of its committees or sub-groups, shall be prepared by the Clerk and approved by its Chair.
- 3.5.2 Any member may request that an item be placed on the agenda provided that written notice of the item is received by the Clerk at least ten days before the meeting. The Clerk shall notify the Chair of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to inclusion of any item on the agenda.

3.6 **Declarations of Interest**

- 3.6.1 Notwithstanding that all members will have completed an annual declaration of interests, there will be a standing item on each Corporation agenda inviting Corporation Members to make any fresh declarations. The Code of Conduct for Corporation Members contains guidance on the declaration of interests. A member who has declared an interest in an item shall refrain both from taking part in the debate and from voting on that item. The Chair may also ask the member to withdraw from the meeting during discussion of that item.
- 3.6.2 The Clerk to the Corporation will maintain the Register of Interests of the members which have been disclosed and the register will be made available during normal office hours at the College to any person wishing to inspect it.

3.7 **Confidential Items**

- 3.7.1 The following will be regarded as confidential items and thus will not be available for inspection or publication on the College website, and any members of the public attending under the terms of Standing Order 3.14.1 will be required to withdraw for such items:
- 3.7.1.1 Personal information about current or prospective staff, students or members of the Corporation or the Clerk to the Corporation.
 - 3.7.1.2 Sensitive commercial or business information which would be disadvantageous to the College to release.
 - 3.7.1.3 Information relating to negotiation on employment relations matters.
 - 3.7.1.4 Legal advice on sensitive or confidential matters.
 - 3.7.1.5 Any other information which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 3.7.2 Decision on confidentiality will initially be made by the Chair or Chair of the Committee on the advice of the Clerk but may be questioned by the members entitled to attend any meeting. The final decision may then be taken at the meeting.
- 3.7.3 Documents and minutes on confidential items shall be retained by the Clerk to the Corporation and shall not be available for public access.

3.7.4 The Chair of the Corporation and the Chairs of each committee or sub-group shall undertake an annual review of all documents and minutes identified as confidential and shall decide whether to release such documents for public access.

3.8 **Conduct of Meetings**

3.8.1 Every question to be decided at a meeting of the Corporation or its committees or sub-groups shall be determined by a majority of the votes of the members present and voting on the question.

3.8.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote will be taken only if there were a clear expression of dissent or at the Chair's request.

3.8.3 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

3.8.4 A member may not vote by proxy or postal vote.

3.8.5 A Student Member who is under the age of 18 may not vote on any question involving the Corporation in committing expenditure, entering into a contract or incurring debt or liability.

3.8.6 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

3.8.7 All members will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

3.8.8 The Chair or Vice-Chair, in the Chair's absence, may vary the order of business so as to give precedence to any report or issue.

3.9 **Reconsideration of Resolutions**

3.9.1 No Resolution (i.e. formal decision) of members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

3.10 **Withdrawal From Meetings**

3.10.1 Rules on circumstances requiring the withdrawal from meetings of the Principal, Clerk, Staff and Student Members are set out in Clause 14 of the Instrument of Government. See also para 3.6.1 of these Standing Orders. Members of the public will be required to withdraw where the item under discussion is determined as confidential (see Standing Order 3.7.1)

3.11 **Attendance at Meetings**

- 3.11.1 Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation. Members are expected to attend in each academic year at least 80% of the total number of Corporation meetings and meetings of those committees or sub-groups of which they are members.
- 3.11.2 A member who is unable to attend a meeting shall advise the Clerk to the Corporation as soon as possible before the meeting. The purpose of this is to enable the Clerk to:
- give apologies at the meeting and record these in the minutes;
 - ascertain whether or not the meeting will be quorate.
- 3.11.3 The Clerk shall keep a record of members' attendance at meetings which shall be reported annually to the Corporation.
- 3.11.4 Any member who has not attended meetings for more than six consecutive months without the permission of the Corporation, or who has not attended at least 80% of the total number of Corporation meetings and meetings of committees and sub-groups of which s/he is a member may be removed from office by decision of the Corporation.
- 3.11.5 Vacancies occurring on any committee during any year shall be addressed by the Corporation.

3.12 **Minutes**

- 3.12.1 The Clerk to the Corporation shall be responsible for the accurate recording of minutes of all agenda items and for the distribution of minutes to all members.
- 3.12.2 Separate minutes shall be taken of those parts of meetings from which Staff Members, the Principal, Student Members or the Clerk have withdrawn and such persons shall not be entitled to see the minutes of that part of the meeting.
- 3.12.3 Validation of the minutes of the last meeting will be an item on the agenda of every ordinary meeting. The minutes of the last meeting need not be taken as an agenda item at a Special Meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a Special Meeting. Approved Corporation and committee minutes will be signed by the Chair of the meeting at which they were approved as a true record. Any necessary amendments of the copy will be made prior to signature by the Chair.

3.12.4 Signed copies of all minutes of the Corporation and of its committees and sub-groups shall be retained in secure storage by the Clerk to the Corporation.

3.13 **Access to Agendas and Minutes**

3.13.1 With the exception of confidential items the following documents may be inspected during normal office hours Monday-Friday on application to and by prior arrangement with the Clerk to the Corporation:

- Corporation and committee papers (which include agendas, papers and minutes)
- Draft Corporation and committee minutes which have been approved by the Chair of the meeting.
- Signed minutes of every Corporation and committee meeting.

3.13.2 With the exception of confidential items the draft minutes (following Corporation approval) of every meeting of the Corporation and its committees will be placed on the College website, and will remain on there for at least 12 months.

3.13.3 Agendas, minutes and papers of the Remuneration Committee and the Special Committee will be held as permanent confidential items and will neither be subject to review nor put into the public domain.

3.14 **Access to Meetings**

3.14.1 Meetings of the Corporation and its committees and sub-groups shall be open to the public (except for confidential items).

3.14.2 The Chair of the Corporation and committee Chairs may invite members of staff or other persons to attend meetings of the Corporation and its committees as necessary, but they will not have voting rights.

3.14.3 The Access to Corporation Information policy will be available on the College website together with a calendar of meetings.

4 **MISCELLANEOUS**

4.1 **Arrangements for Senior Postholders**

4.1.1 Article 3 (1) (e) of the Instrument and Articles of Government sets out the responsibilities of the Corporation in relation to Senior Postholders and the Clerk. The Principal has general responsibility for appointment of all members of staff other than for senior postholders.

4.1.2 When a senior postholder post falls vacant the Corporation will need to comply with Article 12 of the Instrument and Articles of Government.

4.1.3 The Corporation will ensure that there are appropriate procedures in place for the management of disciplinary and grievance matters for senior postholders.

4.2 **Arrangements for Dealing with Urgent Matters**

4.2.1 Subject to the provisions of the Instrument and Articles of Government, the Corporation authorises the Chair (of if s/he is not available, the Vice-Chair) to act on behalf of the Corporation:

4.2.1.1 In routine matters falling within the scope of existing Corporation resolutions or policies;

4.2.1.2 In urgent matters where the delay in calling a meeting would be detrimental to the efficient discharge of Corporation business; in such cases the Chair will ensure that the Clerk to the Corporation is informed of the action taken so that a written record may be maintained and the matter will be brought to the attention of the next meeting of the Corporation or, if appropriate, a specially convened extraordinary meeting of the Corporation so that the action taken may be ratified.

4.3 **Corporation Seal**

4.3.1 The application of the Corporation Seal shall be authenticated by the signature of either the Chair or Vice-Chair of the Corporation, or any other Corporation member specifically authorised, together with that of any other Corporation member.

4.3.2 A record of each application of the Seal shall be kept by the Clerk to the Corporation and reported to the next meeting of the Corporation.

4.3.3 The Clerk to the Corporation shall ensure that the Seal is kept in a safe location.

4.4 **Complaints**

4.4.1 A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation. A copy of the complaints procedure is at Annex 1 to these Standing Orders.

4.5 **Corporation Acting Inappropriately or Beyond its Powers**

4.5.1 The Clerk to the Corporation will have the right to seek independent legal or other advice when s/he has a concern that the Corporation may be acting

inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chair and Vice-Chair of the Corporation and the Principal and the reasons for the Clerk's concerns must be notified to all members together with the solution reached.

4.5.2 If no solution can be reached and the Clerk's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given for the Clerk to seek advice from the Corporation's legal advisors and funding bodies and to inform all members that this has been done.

4.5.3 All members must be notified of the advice received from the Corporation's legal advisors and the funding bodies and what action, if any, the funding bodies will be taking.

4.6 **Governor Liability**

4.6.1 The College shall maintain appropriate insurance to indemnify members against any personal or collective liability arising from their membership of the Corporation.

4.7 **Independent Advice**

4.7.1 The Clerk shall obtain independent legal or financial advice if considered necessary at any time by a majority of members.

4.8 **Expenses**

4.8.1 Members are not entitled to payments to attend meetings or for loss of earnings. They are though entitled to claim for expenses incurred. These include travel to and from Corporation and Committee meetings, other travelling and subsistence, in accordance with the College's expenses policy; fees for agreed attendance at conferences or other training events; and other incidental expenses, such as telephone calls, postage and photocopying. Claims should be submitted through the Clerk to the Corporation.

4.9 **Amendments to Standing Orders**

4.9.1 The Clerk, on behalf of the Corporation, will ensure that the provisions of this document are reviewed annually with the intention of suggesting to the Corporation improvements/amendments to meet changing circumstances.

4.9.2 All amendments will require the approval of the Corporation, unless they are covered directly or indirectly by statute.

SOUTH GLOUCESTERSHIRE AND STROUD COLLEGE
FURTHER EDUCATION CORPORATION

STANDING ORDERS

COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a member of the Corporation should preferably be made in writing and addressed to:

The Clerk to the Corporation
South Gloucestershire and Stroud College
Stratford Road
Stroud
GL5 4AH
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy sought.
4. The Clerk to the Corporation will:
 - Acknowledge receipt of the complaint without delay.
 - Investigate the complaint or, if the complaint is against the Chair of the Corporation, arrange for another member to investigate the complaint.
 - Endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim response within that time.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State and/or the funding bodies).
6. The Clerk to the Corporation will keep the Chair informed of the situation (unless the complaint is against the Chair) and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Corporation Members within ten working days of the Clerk's response so that members are aware of the situation.

7. When carrying out an investigation into a complaint against the Corporation or an individual member the Clerk (or the appointed member in the case of a complaint against the Chair) will have the authority to refer issues to the Corporation's auditors or other appropriate advisers.
8. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair should be addressed to:

The Chair of the Corporation
 South Gloucestershire and Stroud College
 Stratford Road
 Stroud
 GL5 4AH

The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Corporation and individual members.

Originator:	Clerk to the Corporation
Date of latest review:	January 2012
Date of last approval:	January 2012
Approved by:	Corporation
Review interval:	Annually
Next review due by:	January 2013