



Standing Orders of South Bank Colleges

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Introduction

Under Article 13.1.2, the Board has powers in the administration of SBC to make Standing Orders, rules and regulations consistent with its articles.

These Standing Orders provide the framework within which SBC operates and supplement the provisions of relevant legislation affecting further education and SBC Articles of Association. In the event of any conflict between these Standing Orders and the legislation and the Articles of Association, the legislation and Articles of Association shall prevail.

1. Role of the Board of Trustees

1.1 General Duties and Responsibilities:

The Trustees are the charity trustees and company directors of SBC and have control of the charity and its property and funds. The Articles of Association of the charity set out the main duties and responsibilities of the Board of Trustees which are:

- to ensure the effective and efficient use of resources
- the solvency of the charity
- the safeguarding of its assets

1.2 Specific Duties and Responsibilities:

The Board as a whole is collectively responsible for promoting the success of SBC, its leadership and overseeing of its affairs.

1. To develop the local strategic vision and academic strategy of SBC.
2. The financial solvency of SBC and the safeguarding of its assets.
3. To listen to the Learner voice.
4. To monitor and scrutinise the performance of the Colleges and ensure that standards are maintained or raised.
5. To approve annual estimates of income and expenditure.
6. To approve SBC strategic plans, setting the overall objectives and reviewing their implementation.

7. To approve SBC policies for quality assurance and ensure that sound arrangements are in place for assurance of the quality and standards of the work of the Colleges.
8. To ensure that legislative and regulatory requirements are fulfilled, such as those for disability, safeguarding, and health and safety.

1.3 Conduct

1. To promote SBC's vision and mission.
2. To act in accordance with the accepted standards of behaviour in public life and SBC's values.
3. To exercise the Board's responsibilities in the interests of SBC as a whole, rather than as a representative of any constituency and to accept collective responsibility for decisions made by the Board.
4. To act fairly and impartially at all times in the interests of SBC as a whole, using independent judgement and maintaining confidentiality as appropriate.
5. To conduct its business in accordance with the AoC Code of Good Governance and act in accordance with the accepted standards of behaviour in public life and SBC's values.

Section 1 - Approved by the Board on 30 November 2018.

2. Chair and Vice Chair of the Board

1. There shall be a Chair and Vice-Chair of the Board. The Chair shall be responsible for the leadership of the Board and its effectiveness. Role descriptions for the Chair and Vice-Chair shall be approved by the Board.
2. The Chair and Vice-Chair are appointed by the Member (LSBU) and the Board from among the Trustees (excluding the LSBU Vice Chancellor and the Student and Staff Trustees). The Chair shall not be an employee of the Member.
3. The Chair and Vice-Chair will usually serve until their term of office on the Board expires or until they resign the position.

3. Composition of Board and methods of appointment

1. Under article 9.3 the Board shall be composed of no fewer than five and no more than ten Trustees, the membership of the Board shall consist of 10 members, as follows:
 - a. the Vice Chancellor of LSBU;
 - b. 4 LSBU trustees;

- c. 3 Independent trustees;
 - d. 1 student trustee; and
 - e. 1 staff trustee.
2. Under article 9.5, the Board will ensure that the number of LSBU trustees and the vice-chancellor shall at no time exceed the number of independent, staff and student trustees.
 3. Every Trustee shall sign a written consent to become a Trustee.

LSBU Trustees

4. LSBU Trustees are defined in Article 9.3.2 as “individuals who are not employees of LSBU”.
5. LSBU Trustees shall be appointed by the SBC Board, having considered a recommendation from the LSBU Group Nomination Committee. LSBU may nominate appropriate candidates to the Group Nomination Committee for consideration.
6. Under Article 9.8, LSBU Trustees shall be appointed for an initial term of four years and shall be eligible for re-appointment by the Board for one further term of four years on recommendation from the LSBU Group Nomination Committee, based on effective performance.
7. Under Article 9.9, a LSBU Trustee may not normally be appointed for more than two terms of office in total unless on recommendation of the LSBU Group Nomination Committee that it would be in the best interests of SBC that the Trustee is appointed for a third term.

Independent Trustees

8. Independent Trustees are defined in Article 9.3.3 as “individuals who are neither LSBU governors nor staff and are not staff or students of SBC or any of the institutions operated by SBC”.
9. The Independent Trustees shall be appointed by the SBC Board, having considered a recommendation from the LSBU Group Nomination Committee.
10. Under Article 9.8, Independent Trustees shall be appointed for an initial term of four years and shall be eligible for re-appointment by the Board for one further term of four years on recommendation from the LSBU Group Nomination Committee, based on effective performance.
11. Under Article 9.9, an Independent Trustee may not normally be appointed for more than two terms of office in total unless on recommendation of the LSBU Group

Nomination Committee that it would be in the best interests of SBC that the Trustee is appointed for a third term.

Student Trustee

12. A Student Trustee is defined in Article 9.3.4 as “a student of SBC or any institution operated by it”.

13. The President of the Student Union shall be the Student Trustee and will serve as a trustee throughout their period of office.

Staff Trustee

14. A Staff Trustee is defined in Article 9.3.5 as “an employee of SBC or any institution operated by it”.

15. The Staff Trustee shall be appointed by the selection process approved by the Board in December 2018.

16. The Staff Trustee shall serve for a period of four years or until they cease to be an employee of SBC whichever is the soonest. If eligible, Staff Trustees may serve for a second term of four years, subject to satisfactory performance and being reappointed.

LSBU Vice-Chancellor

17. Under article 9.10 the LSBU Vice-Chancellor, shall serve as a Trustee for so long as he or she remains Vice-Chancellor of LSBU.

Termination of Appointment

18. Under Article 9.13, the rules on the circumstances in which a Trustee’s term of office automatically terminates is in accordance with ss.168-169 Companies Act 2006.

4. Proceedings of Meetings and Decision Making

1. This Standing Order complements Article 12 (‘Proceedings of the Board’). Subject to the provisions of the Articles, the Board may amend this Standing Order as it shall from time to time think fit.

Meetings of the Board and its Committees

2. Subject to Article 12.1, the Board shall decide how many meetings of the Board and each committee shall be held each year.
3. Any Trustee may call a meeting of the Board by giving notice of the meeting to the Trustees or by authorising the Clerk to give such notice provided that the provisions of these Articles (12.1) in relation to the calling of meetings of the Board shall be complied with.
4. A meeting of the Board may be held either in person or by suitable electronic means agreed by the Trustees in which all Trustees participating in the meeting may communicate with all the other participants.
5. The quorum necessary at a meeting of the Board shall be three (of which at least one shall be a Trustee who is not a full-time employee or Trustee of the Member). No business shall be transacted at any meeting unless a quorum is present at the time when the meeting commences.

Decision Making in Meetings

6. Decisions of the Board shall usually be taken by consensus at quorate meetings. Where consensus cannot be reached the Chair may cause a vote to be taken.
7. Where the Chair requires a vote to be taken, a decision of the Trustees shall be by a simple majority of the votes cast at a meeting.
8. Every Trustee has one vote on each issue except for the Chair of the meeting, who in the event of an equality of votes has a second or casting vote (unless the Chair of the meeting is in accordance with the Articles not to be counted as participating in the decision-making process for quorum or voting purposes).

Decision Making outside Meetings

9. During the course of SBC's business, matters may arise between scheduled Board meetings that require urgent Board or Committee approval or discussion and cannot be postponed until the next convened Board or Committee meeting. Where decisions that would ordinarily be taken at Board or Committee meetings have to be made on an urgent basis the following procedure will be followed:
 - a. The Company Secretary will determine if a proposal is urgent and requires Board or Committee approval.
 - b. The Company Secretary will brief the relevant Chair on the proposal and reasons for the urgency.
 - c. The Company Secretary will consult with the relevant Chair on whether to arrange a quorate telephone or video conference call or to make the decision

by email or other electronic means. The Secretary will circulate the board paper or business case necessary to allow trustees to make an informed decision. Trustees will be asked to indicate their approval to the Secretary by a particular date.

- d. Trustees should express any concerns or questions they might have about the proposal to the other Board or Committee members, the executive sponsor and Secretary. The Secretary will advise trustees of the method by which this will be done electronically.
- e. The proposal will be deemed to be approved when a majority of positive responses, including the Chair, has been received. The Secretary will communicate the Board or Committee decision to the executive who will then be authorised to proceed.
- f. A resolution of the decision will be reported at the next Board or Committee meeting and following approval signed by the Chair of the Board or Committee.
- g. In the absence of the Secretary, an appropriate member of the governance team will operate this procedure which is in accordance with Article 12.7.

Minutes

10. The Clerk will minute all proceedings of the Board and its Committees. When approved at the next meeting and signed by the Chair of that meeting, the minutes are conclusive evidence of the decisions of that meeting.

Declaration of Interest

11. Article 17 specifies certain circumstances in which a trustee must:
 - declare his/her financial interest (nature and extent),
 - not take part in the discussion and not vote.
12. The declarations of interest cover the same information, in respect of the interests of those with whom a trustee is connected (e.g. spouse/partner, children, close relatives), and also the non-financial interests of trustees (e.g. trusteeships and membership of professional bodies).
13. The declaration of an interest by a trustee during the course of a meeting will be recorded in the minutes.
14. A register of trustees' interests will be maintained, annually reviewed and published on the SBC website. Trustees will inform the Clerk of any changes as these occur.

Conflicts of Interest

15. At the Chair's discretion, any trustee who is a member of staff or a student shall withdraw from that part of any meeting of the Board or Committee where a named member of staff or student, or prospective member of staff or student is to be considered. The Executive Principal shall withdraw from any meeting where her/his position is under discussion.

5. Committees

1. Under Article 10 the Board may establish any committee to delegate aspects of its business to committees. Delegated business is set out in the *Matters Reserved to the Board* (Standing Order 6).
2. The Board shall establish such committees as it believes are required for the effective governance of SBC.
3. Terms of reference for each committee shall be approved by the Board and reviewed bi-annually by each committee or prior to this if there are any changes to legislation or regulatory requirements with proposed amendments subject to approval by the Board.
4. The Chair of each committee shall be appointed by the Chair of the Board.
5. Appointment of members to committees shall be decided by the Chair of the Board, in consultation with the Chair of the committee.
6. The Board has complied with ESFA requirement that all FE Colleges should establish an Audit Committee. The remit and membership of the audit committee is subject to the ESFA Audit Code of Practice.
7. The Board follows best practice under the Code of Good Governance for English Colleges guidelines by having established a Quality & Improvement Committee and Remuneration Committee.

6. Schedule of Matters Reserved to the SBC Board of Trustees

The Schedule of Matters Reserved to the Board are based on the Articles, Governance Agreement, Funding Agreement, Financial Regulations and legislation and regulatory requirements.

This Schedule of Matters Reserved to the Board sets out those aspects of SBC business whose approval is reserved to the Board of Trustees. Often the Board delegates certain approvals to one or more of its committees: where this is the case

it is listed in the third column. Where the Board is restricted by the Articles, ESFA terms and conditions of funding, legislation or the Financial Regulations (FR) from delegating decisions to a committee it is indicated by **.

| 1. | Mission and strategy | Reference | Decision-maker |
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| 1.1 | ** Determination of the educational character, vision, strategic direction and oversight of SBC activities | DfE guidelines AoC Code1 | Board no delegation |
| 1.2 | Review of performance of SBC in the light of its strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken by SBC Executive. | AoC Code1 | Board |
| 1.3 | Materially change the nature of SBC's activities | Art 3.1, GA 9.4.8 | Board LSBU consent required |
| 2. | Academic Strategy | | |
| 2.1 | Approve: <ul style="list-style-type: none"> • **the Curriculum Plan for the academic year. • **the proposals for adding, expanding, deleting, or modifying programs and courses offered by SBC. | DfE guidelines AoC Code 4 | Board Quality & Improvement Committee reviews and recommends |
| 2.2 | Ensuring an effective framework to manage the quality of learning and teaching and to raise academic standards. | DfE guidelines, AoC Code 4 | Board Quality & Improvement Committee reviews and recommends |

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| 2.3 | Approve policies for quality assurance and ensure that sound arrangements are in place for assurance of the quality and standards. | DfE and ESFA Funding Agreement, AoC Code 4 | Board Quality & Improvement Committee reviews and recommends |
| 3. | Financial reporting and controls | | |
| 3.1 | **Approval of SBC annual report and accounts. | CA 2006 s.414(1), ESFA Post -16 Audit Code of Practice | Board no delegation Audit Committee reviews and recommends. |
| 3.2 | ** Approval of the annual estimates of income and expenditure and capital expenditure budgets and any material changes to them. | Art 9.1 ESFA Post-16 Audit Code of Practice, GA 9.4.1 | Board no delegation LSBU consent required for a deficit budget |
| 3.3 | **Overall financial management and control of SBC | Art 9.1, FR 4.5 | Board no delegation |
| 3.4 | **Ensuring the solvency of SBC and the safeguarding of its assets | Art 9.1, AoC Code 6 | Board no delegation |
| 3.5 | Receiving assurance that funds provided by the funding body are used in accordance with the terms and conditions of the ESFA Funding Agreement. | ESFA Funding Agreement, AoC Code 6 | Board Audit Committee reviews |
| 3.6 | **Approval of student fee policy | ESFA Funding Agreement, FR 9.2 | Board no delegation |
| 3.7 | Ensuring the adequacy and effectiveness of: <ul style="list-style-type: none"> • assurance arrangements; • framework of governance and; | ESFA Post-16 Audit Code of Practice, AoC Code 6, FR 4.2 | Board Audit Committee monitors and give its opinion to Board via audit committee annual report |

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| | <ul style="list-style-type: none"> risk management and control processes | | |
| 3.8 | Approval of investment and treasury policies. | | Board Consult Group CFO |
| 3.9 | **Appointment of bankers, opening of accounts, authorisation of signatories and levels of authority. | FR 16 | Board no delegation LSBU consent required if different from LSBU |
| 3.10 | **Approval of capital finance. | GA | Board no delegation LSBU consent required |
| 3.11 | **Approval of borrowing raised on the security of SBC. | GA | Board no delegation LSBU consent required |
| 3.12 | **Approval of lease finance arrangements. | GA | Board no delegation LSBU consent required |
| 3.13 | **Approval of borrowings (by loan facility or overdraft) | GA | Board no delegation LSBU consent required |
| 3.14 | **Approval and amendment of the financial regulations | FR3 | Board no delegation Audit Committee reviews |
| 4. | Transactions and Contracts | | |
| 4.1 | **Authorisation of contracts and orders - enter into any contract or otherwise incur any liability in excess of £250,000. | FR app A sec 3, GA 9.4.4 | Board no delegation LSBU consent required |
| 4.2 | **Authorisation of contract and orders - enter into any arrangement, contract or transaction outside the | FR app A sec 3, GA 9.4.5 refer to asset deed | Board no delegation LSBU consent required |

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| | normal course of its business | | |
| 5. | Internal Controls | | |
| 5.1 | <p>Ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> receiving reports on, and reviewing the effectiveness of, SBC's risk and control processes to support its strategy and objectives; undertaking an annual assessment of these processes; approving an appropriate statement for inclusion in the annual report. | AoC Code 6 | Board Audit Committee reviews |
| 5.2 | Authorisation of single debt write offs above £10k and annual debt write offs above £50k. To receive a report on any debt written off below this threshold and approved by SBC CFO. | FR10.5 | Board Delegated to Audit Committee |
| 6. | Auditors | | |
| 6.1 | **Appointment, reappointment or removal of the internal or external auditor, following the recommendation of the audit committee. | CA 2006 s.485 The Post-16 Audit Code of Practice. | Board no delegation Audit Committee makes Recommendation LSBU consent required if auditors are different from LSBU auditors |
| 7. | Estates | | |
| 7.1 | **Approval of estates strategy/ major | DfE and Governance | Board no delegation |

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| | developments (more than £250K) | Agreement, FR17.17 Refer to asset deed | LSBU consent required |
| 7.2 | **Disposal of land and buildings | DfE, GA 9.4.7, FR17.1 Refer to asset deed | Board no delegation LSBU consent required |
| 7.3 | **Dispose of any assets outside the ordinary course of business. | DfE, GA 9.4.7, FR 17 Refer to asset deed | Board no delegation LSBU consent required |
| 8. | Human Resources | | |
| 8.1 | Reorganisation of the workforce. | | Board – overarching structure CLG – operational delivery |
| 8.2 | Staff annual pay awards | | Board outside budget Executive Principal in budget |
| 9. | Governance | | |
| 9.1 | **Responsibility for the overall governance of SBC | Art. 9.1 | Chair of the Board no delegation |
| 9.2 | The variation or revocation of SBC's articles of association. | Art. 29 | LSBU as member Board makes recommendation |
| 9.3 | **The variation or revocation of SBC Standing orders | Art 13.1.2 | Board no delegation |
| 9.4 | **The variation or revocation of the governance agreement with LSBU, Deeds and contracts with DfE | DFE, GA 16 | Board no delegation LSBU consent required |
| 9.5 | ** Ensure a review of the Board's own performance, of its committees and individual trustees is carried out. | AoC Code 10 | Board, led by relevant Chair |
| 9.6 | ** Approval and review the primary responsibilities of the Board. | DfE guidelines, AoC Code 2 | Board no delegation |
| 9.7 | ** Authorising interests of trustees. | Art CA 2006 s.181(2)(b) | Board no delegation |

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| 10. | Delegation of Authority | | |
| 10.1 | ** The division of responsibilities between the Board and the SBC Executive. | AoC Code 10 | Board no delegation |
| 10.2 | ** Establishment and closure of Board committees. | Art 10 | Board no delegation |
| 10.3 | **Approval of terms of reference of board committees. | AoC Code 10 | Board no delegation |
| 10.4 | ** This schedule of matters reserved for board decisions. | | Board no delegation |
| 11. | Board Membership | | |
| 11.1 | **Changes to the structure, size and composition of the board. | Art. 9.3 sets limit | Board no delegation |
| 11.2 | Ensuring adequate succession planning for the board. | AoC Code 10 | LSBU group Nomination Committee |
| 11.3 | Procedures for appointment of trustees to the board. | | LSBU group Nomination Committee |
| 11.4 | Appointment of the Chair of the board | Art. 9.16 | Board and LSBU |
| 11.5 | Membership and the Chair of committees. | | Chair of the Board |
| 11.6 | Re-appointment of trustees at the end of their term of office. | Art. 9.8 | Board LSBU group Nomination Committee reviews |
| 11.7 | **Removal of a trustee at any time. | Art. 9.11 | Board no delegation LSBU consent required for LSBU trustees |

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| 12. | Subsidiary Companies | | |
| 12.1 | **Establishing subsidiary companies and appointments of directors | Art. 4.1.5, GA 9.4.12 | Board no delegation LSBU consent required |
| 13. | Senior Post Holders | | |
| 13.1 | The appointment, suspension and dismissal of Executive Principal | Art.15.1, GA 9.4.10 | Board Delegated to Accounting Officer |
| 13.2 | Determining total individual remuneration package for the Executive Principal. | AoC Code 10 | LSBU Remuneration Committee Accounting Officer recommends following recommendation from SBC Remuneration Committee |
| 14. | Policies | | |
| 14.1 | Approval of high-level corporate policies. | DfE and legislation | Board Quality & Improvement Committee reviews prior to approval |
| 15. | Litigation | | |
| 15.1 | Prosecution, defence or settlement of litigation involving above £20k or being otherwise material to the interests of SBC. | GA 9.4.6 | Board LSBU consent required |
| 16. | Insurance | | |
| 16.1 | Receiving assurance from the Executive that the insurance programme is adequate from year to year. | | Audit Committee |
| 17. | Pensions | | |
| 17.1 | Major changes to SBC's pension schemes or changes of trustees or changes in the fund | | Board LSBU consent required |

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| | management arrangements. | | |
| 18. | Communication | | |
| 18.1 | Approval of press releases on any matters decided by the board. | | The Chair of the Board |

Note: If there is any conflict between this schedule of matters reserved and SBC’s Articles of Association, then the Articles shall prevail.

*** Matter not to be delegated to a committee of the Board. The relevant committee may make a recommendation to the Board. The Board as a whole takes the final decision.*

7. The Executive Principal

7.1 The broad duties of the Executive Principal are set out in Article 15.

7.2 Under Article 15.1, the Accounting Officer shall have delegated authority from the Board to appoint, appraise, suspend and dismiss the Executive Principal.

Documents relevant to the conduct of SBC business include:

- Articles of Association
- Governance Agreement between SBC and LSBU
- The Financial Agreement in place between the College and government funding agencies.
- The Post-16 Audit Code of Practice.
- The Code of Good Governance for English Colleges
- SBC Financial Regulations.