



The ADA College Corporation

Standing Orders Original

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**Standing Orders of
The Ada College Corporation**

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1. INTRODUCTION

- 1.1 These internal procedures are designed to support the effective and proper operation of the Board and its business (known as 'Standing Orders' or 'bye laws').
- 1.2 They have been developed to supplement and enhance the provisions of the College's Instrument and Articles of Government (I&A) and provide definitions and extensions where called for by the I&A. In the event of any apparent conflict with the latter, the I&A should be understood to have the higher authority. In line with best practice, these Standing Orders should be reviewed annually, and any changes approved by the Board.
- 1.3 The aim is not to repeat sections contained within the I&A and therefore the two documents may need to be read together. Taken together, the two documents form the cornerstone of the College's governance framework.

2. BOARD MEMBERSHIP

- 2.1 The Board has determined that at the present time the Board will be comprised of 15 Members, to include the Chief Executive Officer (CEO), Staff Member and Student Member.

- 2.2 The usual length of Terms of Office will be:

- External members – 4 years
- Staff Member – 4 years
- Student Member – 1 year

- 2.3 Membership appointments may be renewed, subject to:

- Continuing to qualify under eligibility requirements
- Meeting renewals criteria overseen by the Board Membership Committee (*for External Members*) or election (*for Staff and Student Members*)
- Maximum limits on total service, which are defined as 8 years total (i.e. 1 term is 4 years therefore 2 x 2 terms for External Members), except where subsequently undertaking a new and more senior role, for example as Chair.
- Maximum limits may be extended by up to 2 years where there is an urgent need to retain specialist skills, or if the person holds a key role such as the Chair.

- 2.3 Members may resign earlier by giving written notice to the Clerk. A Member's appointment may also be terminated by a majority decision of other Board Members, where the latter are satisfied of the Member's incapacity, inability (including poor attendance record) or unfitness to discharge the functions of a Board Member.

- 2.4 Members should complete an annual 'Declaration of Eligibility' and also a 'Declaration of Interests' form. The latter will be held in a Register of Interests held by the Clerk and available for public inspection.

- 2.5 The role of a Board Member is unpaid but reimbursement of appropriate travel or out-of-pocket expenditure in connection with attending meetings or events may be made in line with the College's Expenses Policy.

- 2.6 To assist in its duties, the Board shall appoint from amongst its number, members who will take a particular interest in the following areas: safeguarding and Prevent.

3. APPOINTMENT OF THE BOARD CHAIR AND CO-VICE CHAIR(S)

- 3.1 The Chair and Vice Chair(s) will be appointed by Members from amongst their number for such a period as the Board determines, usually 2 years. The appointment may cease earlier if their membership term of office expires sooner.

- 3.2 At the appropriate time, the Clerk will organise a nominations process, which may include self-nominations, and any voting procedure that may be necessary (e.g. if multiple candidates). If a vote is taken within a meeting and a Member is to be unavoidably absent from that meeting, they may submit a vote in absentia to the Clerk.
- 3.3 The Chief Executive Officer (CEO), Dean, Staff Member and Student Member are not eligible for these roles.
- 3.4 If it proves impossible to identify a suitable or willing candidate from amongst the existing membership, then direct external recruitment may be invoked. In these circumstances the Board Membership Committee will oversee the external search activity.

4. DECISION MAKING

- 4.1 All decisions and other authority rests in the collective whole of the Board: no Board Member has any power in an individual capacity.
- 4.2 Decisions shall normally be taken at formal meetings and by general assent in response to the resolution or proposals summarised by the Chair. Should a formal vote be necessary, this will be by show of hands. In extreme cases, a secret ballot may be called for. Where there is an equal division of votes, the Chair has a second or casting vote.
- 4.3 The I&A do allow for decisions to be taken by written resolution, see Clause 5.1.2. However this method should only be used in limited circumstances where an outcome is straightforward, as it does not provide for proper prior debate.
- 4.4 Members must act in the best interests of the College and not be bound by mandates given to them by other bodies or persons. All Members must comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

5. URGENT BUSINESS

- 5.1 In exceptional circumstances there may be a need for an urgent Board decision which cannot wait until the next scheduled meeting. In these cases, the normal course of action should be:
 - 5.1.1 to call an additional 'Special' meeting, or
 - 5.1.2 deal with the matter by written resolution (perhaps only if a quorate meeting is not possible, given the limitations of this method as stated above in 4.3) however when doing so, the following is to be adhered to:
 - 5.1.2.1 Where a decision of the Board is required urgently but it is impractical to summon a meeting of the Board the Chair may direct that the issue may be decided by Board members "remotely", by exchange of e-mails or telephone calls. A note of the issue to be decided, together with any supporting documents, shall be sent to members of the Board by post or e-mail by the Clerk, the Chair or (if it is more convenient) a member of the College's Executive Leadership Team. The note should state the date and time by which a response is sought.
 - 5.1.2.2 Board members shall send a note of their decision or any questions or comments on the issue to the Clerk and/or the Chair and/or the relevant member of the Executive Leadership Team. The Clerk must be copied in on any such communications. On the date by which the decision was sought, the Clerk shall count the number of responses received and make a note of the decision made, if any. The matter shall only be taken to have been decided by the Board if a majority of the members responding to the request have agreed and at least 40% of the full Board membership have responded.
 - 5.1.2.3 The Clerk shall keep a record of the responses received and shall prepare a minute of the decision,

including the date on which the request for a decision was made and the decision reached. The minute of the decision shall be brought before the next meeting of the Board for agreement. Similar provisions shall apply to all committees where the committee chair considers there is a need to make urgent decisions without the need for a meeting.

- 5.2 Where neither of the above is possible, or if the matter is too trivial to warrant either action, then the Chair may give authorisation but after consulting with other Board Members as far as possible beforehand. In all such instances, the decision ('Chair's action') should be reported to colleagues as soon as possible and in any event to the next formal meeting of the Board, together with reasons for that action.

6. MEETINGS, PAPERS AND MINUTES

Papers and Reports

- 6.1 The Clerk will issue agendas and papers for all meetings 7 calendar days prior, in line with best practice. An exception to this may be in the case of 'special' meetings, which may be called at shorter notice.
- 6.2 Any unavoidably late papers (e.g. awaiting new information) may be forwarded separately but tabled papers will not be permitted, except with the express permission of the Chair of the meeting.

Meetings and Access to Meetings

- 6.3 "Meeting" includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to the Instrument, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting is.
- 6.4 Meetings of the Board and Committees will be held in private. Any access to meetings by non-Members (other than the Clerk), as observers or management advisers, will be at the discretion of the Board or Committee Chair and not for any confidential items identified as for discussion by Members only.

Minutes and Availability

- 6.4 The Clerk (or designated substitute) will prepare written minutes of every meeting, which will be presented for approval at the following regular meeting.
- 6.5 Copies of Board minutes, once approved, will be published on the College website. These, along with approved Committee minutes and meeting papers, will be publicly available on request, except for certain items, or parts of items, which may be designated as 'confidential' and therefore exempt from the public domain.

Confidential Items

- 6.6 A written report or minutes of discussions, will generally be regarded as confidential if they contain:
- personal information relating to an individual;
 - information provided in confidence by a third party who has not authorised its disclosure;
 - financial or other information relating to procurement decisions, including during the course of negotiations, information relating to the College's negotiating position;
 - information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the CEO and Board;
 - legal advice received from, or instructions given to the College's legal advisors;
 - information planned for publication ahead of the publication date;

- deemed as exempt for publication under the Freedom of Information Act; or
- matters not otherwise covered above but considered to be commercially sensitive.

6.7 By their nature, minutes and papers relating to the Remuneration and Board Membership Committees will be deemed confidential.

6.8 All items classed as confidential will be subject to periodic review and items no longer considered to fall into that category will be released into the public domain.

6.9 Minutes of meetings shall be prepared for approval by the Chair of any committee as promptly as possible following the meeting. Minutes are to be reviewed within 2 weeks after which time they will be taken as approved. They will be published as determined by the Corporation and as detailed in Appendix II hereto.

7. BOARD APPOINTED POSITIONS

7.1 The I&A specify that the Board is directly responsible for the posts of Chief Executive Officer and Clerk, including 'appointment, grading, suspension, dismissal and determination of the pay and conditions of service'.

7.2 The same provisions apply to the 'Senior Post Holders' and for the purposes of the I&A the Board agreed that at the present time this applies to the roles of Dean, Principal and Director of Finance & Data.

7.3 To discharge these duties in an effective way, the Board has delegated the authority to the Remuneration committee to determine the pay and conditions of employment matters for the CEO, Clerk and Senior post Holders. For other activities, including appointments, the Board will set up a Panel of Members to consider the matters on their behalf, and make recommendations back.

8. AMENDMENTS TO THE INSTRUMENT AND ARTICLES OR STANDING ORDERS

8.1 Amendments to the Instrument and Articles of Government of Ada College Board can be made by resolution at meetings of the Board with a vote of two thirds of members present being in favour of such resolution.

8.2 Amendments to the Standing Orders can be made at meetings of the Board with a vote of two thirds of members present being in favour of such amendment(s).

9. COMMITTEES OF THE CORPORATION

9.1 The Board has established a number of Standing Committees to support its work. At the current time these are:

- Audit Committee
- Board Membership Committee (*embracing functions of a Search Committee*)
- Education Committee
- Finance & Resources Committee
- Remuneration Committee

These Committees may be added to on occasions by 'task and finish' groups, to deal with specific topics.

9.2 Each Standing Committee operates under a set of Terms of Reference (TORs) approved by the Board. Both the list of Committees and their TORs are reviewed annually as part of a regular review of the constituent parts of the overall governance framework.

9.3 Committee Members are appointed by the Board and, again, the list is reviewed annually. Appointments are usually from within the cohort of Board Members, however, occasionally the Board may wish to co-opt an external person on to a Committee, for example to provide specialist skills, for such a period of office as is decided. No member may be appointed to a committee of the Corporation with a term of office that exceeds their agreed term with the Corporation.

If a member of the committee becomes 'ex officio' through election to the Chair of the Corporation then this will override any membership term previously agreed for the committee, and unless otherwise agreed by the Corporation the maximum period that any member may serve on a committee of the Corporation will be the lesser of the unexpired portion of their Corporation membership and six years.

- 9.4 The Chair of each Committee is appointed by the Board. This would normally be from amongst the full Board Members on that Committee (certainly for any 'required' Committee), as a co-opted person would not have direct access to Board Meetings to provide appropriate linkages.
- 9.5 The quorum of each committee shall be as determined by the Board and contained in the committee terms of reference. If the number of members assembled for a meeting of a committee does not constitute a quorum the Chair shall determine in his/her discretion whether the meeting shall not be held or shall be held for information only. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, at the discretion of the Chair, the meeting shall be terminated immediately or shall be held for information only.
- 9.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient. As an alternative, the Chair of a committee may at his/her discretion invite any other member of the Board to attend a meeting instead of a permanent committee member in order to achieve a quorum, provided that the replacement member has received all the papers in time for them to adequately prepare for the meeting.
- 9.10 Minutes of non-restricted Committee meetings are circulated to all Board Members as part of the next available set of Board meeting papers. In addition, there will normally be a standing item on each Board agenda for the Committees to feedback on their activities and take forward any key matters for the Board's attention.
- 9.11 Committees other than the one considering the dismissal of a Senior Post Holder, may with the approval of the Board co-opt member(s) who may not be member(s) of the Board for such period as the Board may determine. A member of a committee who is not a member of the Board shall cease to be a member where he/she does not attend any meeting for six months unless that failure is for a reason previously approved by the committee.

10. COLLEGE SEAL

- 10.1. As the Clerk works remotely, the College Seal is kept in the possession of the CEO. A record is kept of the use of the College Seal, to protect against unauthorised use. A report is provided to the Finance & Resources Committee on an annual basis listing the purposes for which the seal has been used.
- 10.2 It can be authenticated by 2 signatures, being:

- Chair of the Board, Vice Chair(s) or CEO together with
- That of any other Board Member

11. PROFESSIONAL ADVICE

Governors have the right to request the provision of advice from the Corporation's advisers or if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities. Such matters include advice on their legal, accounting and regulatory duties, but exclude advice to individual Corporation members concerning their own respective personal interests in relation to the Corporation. Any advice obtained under this procedure will, on request, be made available to all Corporation members. The Clerk should be contacted in the first instance to indicate the nature of the advice. The Clerk has the right to seek legal advice on issues related to governance matters.

12. LIABILITY AND INDEMNITY COVER

The College will maintain liability and indemnity cover for Governors and committee members to a

minimum level agreed which will be reviewed from time to time.

APPENDIX I

POLICY REGARDING ATTENDANCE AT BOARD MEETINGS OF NON-BOARD MEMBERS

The Board has determined that the following non-Board members attend Board and Committee Meetings:

1. Board Meetings

Director of Finance & Data
Director of Operations– by invitation
Director of External Relations – by invitation
Principal – by invitation
Director of Degree Apprenticeships – by invitation
Designated Safeguarding Lead – by invitation

2. Audit Committee

Director of Finance & Data
Internal Audit service representatives
Financial Statements Auditor when the Annual Report and management letter is on the Agenda
CEO – by invitation

3. Board Membership Committee

None

4. Finance & Resources Committee

Director of Finance & Data
Director of Operations– by invitation
Director of People (title may change) – by invitation

5. Remuneration Committee

CEO - by invitation
Director of Finance & Data - by invitation

5. Education

Principal
Dean
Director of Degree Apprenticeships
Designated Safeguarding Lead

The Clerk attends all Board and committee meetings unless specifically excluded under the provisions of the Instrument and Articles.

Where a student member is unable to attend a meeting, another member of the Student Union executive may be nominated to attend in their place, by automatic invitation of the Chair of the Committee, provided the Clerk has been notified of the change. The nominated representative will not be able to partake in any vote, nor will they count towards a quorum.

All other attendance to be by invitation of the Chair of the Board or Committees as appropriate.

The Meetings of the Board and its Committees will not be open to the general public, unless by invitation of the Chair of the Board. Minutes of meetings are to be published as set out in Appendix II below.

APPENDIX II

POLICY REGARDING THE PUBLICATION OF MINUTES OF BOARD MEETINGS

The Board has determined that once approved by the Chair of the relevant meeting Board and Committee Minutes will be published as follows:

1. Minutes, excluding confidential minutes, to be made available to:

All Board members including staff and student
All others in attendance at meetings
All staff via Website
Anyone else upon request to the Clerk

Board minutes (excluding confidential minutes), without supporting papers shall be posted on the College website and will remain there for at least 12 months in accordance with the Instrument and Articles of Government.

2. Confidential Minutes to be made available to the following Board members and College Officers unless they have been excluded from the meeting:

All Board members
CEO
Director of Finance & Data
Clerk

Minutes of Board Meetings will be published as soon as possible following approval by the Chair of the Meeting.

There shall be an annual review by the Clerk and Chair to determine whether any Board or committee minutes classified as confidential shall be made available for publication. In appropriate cases, the Chair or Clerk may refer these issues to the Board Membership committee for determination. Factors to be considered in determining whether or not to waive confidentiality will include whether an individual staff member or student could be identified; whether there are ongoing commercial reasons for maintaining confidentiality e.g. contract negotiations; whether there are or might be legal proceedings.

APPENDIX III

PROCEDURES FOR THE APPOINTMENT OF BOARD MEMBERS

In accordance with the Instrument and Articles of Government, the College's own Standing Orders and the Policy for Appointment, Re-appointment and Removal of Members of the Board, Ada College should have the following categories and numbers of Board members:

External	up to 15
Staff	1
Student	1
CEO	1
Total	18

The procedure for appointment is determined by the category of membership. The Board determines its membership in the "external" category but has limited powers in relation to the appointment of, staff or student members, provided the applicants are not ineligible. The CEO is an ex officio member of the Board, appointed by the Board.

The following are ineligible to serve as members of Ada College Board:

- a) Anyone under 18, except as a student member;
- b) The Clerk;
- c) A member of staff, except as a staff member or the Principal;
- d) A person who is bankrupt;
- e) A person with certain criminal convictions.

Further details on the eligibility criteria are set out in the Instrument and Articles of Government.

In addition, the Board can decline to appoint applicants as external, staff or student members if it is satisfied the person has been removed from office as a member of any Board within the education sector in the previous ten years or the appointment would contravene the Board's rules on the number of consecutive terms of office a member may serve.

Ada College Board is committed to equality and diversity and welcomes applicants, nominees and members who are able to contribute to the sound governance of the College. In appointing new members, the Board will seek to avoid any discrimination on grounds of race, sex, sexuality, religion or disability.

Ada College Board requires its members, with the exception of the student member, to have an enhanced Disclosure and Barring Service (DBS) check when appointed. If the outcome of that check causes the Clerk any concern, s/he shall raise the matter with the Board Chair and/or the Chair of the Board Membership committee who will consider whether the member should be suspended from membership of the Board. Unless the member resigns, the next meeting of the Board Membership Committee will review the Chair's decision and consider whether the member should be removed from the Board. The committee will advise the Board at its next meeting of its recommendations and the Board will decide, in a confidential section of the meeting, whether to terminate the membership of the individual concerned.

A. EXTERNAL MEMBERS

1. On the instruction of the Board Membership Committee, or as required to replenish the database of individuals interested in future Board membership, the Clerk may invite applications via advertisement in local press or by written invitation to suitable local businesses, local authorities and/or community groups. Current member(s) may also personally introduce potential candidates.
2. All applications for Board membership, however introduced, will be assessed impartially against criteria identified, and as amended from time to time, by the Board Membership Committee. At the time that an

appropriate vacancy occurs or where it is anticipated, the Clerk and the Chair of the Board Membership Committee will carry out an initial assessment of any available applications.

3. If, as a result of the initial assessment, one or more applications suggest potentially suitable applicant(s) to fulfil the current requirements for Board membership, the Clerk will invite the applicant(s) for an informal discussion with the Chair of the Board, Chair of the Board Membership Committee, CEO, Clerk and members of the committee who are available. The purpose of this meeting is for both the applicant to find out more about the College and what being a Board member involves, and for the Board to find out more about the applicant.
4. At the meeting, the applicant(s) will be advised of the Board's committee structure and the College management structure. They will be invited to discuss their relevant professional and personal experiences and their perception of how they would contribute to the sound governance of the College.
5. Assuming the applicant wishes to proceed, and the Chair, CEO and Clerk consider that the applicant is suitable for the Board membership vacancy, the applicant will be asked to complete an application form. The Clerk will then seek references.
6. The Board Membership Committee will at its next meeting decide upon the advice to be given to the Board.
7. The report of the Board Membership Committee will be included in the agenda of the next Board meeting where, if appropriate, its recommendation(s) will be considered. Applicants whose membership is being proposed by the Committee will be invited to attend this meeting in an observer capacity. S/he will withdraw from the meeting while the Board considers the application and will then be informed by the Board Chair if the application has been successful, in which case the applicant may re-join the meeting.
8. If Board approval is received, and references confirmed, then the Clerk will write to the applicant(s) requesting formal acceptance of Board membership and completion of the associated formalities.
9. Following written acceptance of the appointment, and satisfactory completion of the membership formalities, the new appointee(s) will be deemed a member of the Board and will undertake any required training.

B. OTHER CATEGORIES

Chief Executive Officer (CEO):

10. The method of appointing the College CEO shall be a matter for the Chair of the Board to determine in consultation with the Vice-Chair(s) and other Board members. In so doing, the Chair shall have regard to the financial implications of employing professional assistance in the undertaking of such a task and any other expenses involved. The outgoing CEO shall have no part in the process unless the Chair and Vice-Chair specifically invite his or her involvement. The Clerk shall be the point of contact for applicants.
11. The appointment of the CEO shall be confirmed by the Board and the CEO will become a member of the Board on taking up the appointment.

Staff Member:

12. When the period of office of the staff Board member expires, the Clerk shall conduct elections for the purpose of filling such vacancy. At such times, the Clerk shall circulate information on the vacancy to all members of staff (both full-time and part-time) and invite nominations. All nominations made shall be in writing, be proposed and shall contain an indication from the person being nominated that he or she is willing for her or his name to go forward.
13. In the event of there being only one candidate, that person shall be deemed to have been elected unopposed. Otherwise, the Clerk shall arrange for an election to be held and will include instructions as to the method of

voting with the ballot paper. The election will take place amongst staff in the relevant category (academic or non-academic) as appropriate.

14. Candidates shall be informed of the arrangements for the election and may, if they so choose, have inserted on any ballot paper, a statement, not exceeding 100 words, in support of their candidature.

Student Member:

16. The student member of the Board will be alternate between a student member of the sixth form elected from amongst his/her peers and an apprentice. Unless the person is ineligible to be a member of the Board, he/she will be deemed to become a member of the Board on taking office and the previous post holder will be deemed to have left the Board.

General

17. The Clerk will provide all newly appointed members of the Board with induction information, approved by the Board Membership Committee. New members will be invited to attend an induction training session or a one-to-one introductory session with the Clerk.

APPENDIX IV

CONFLICTS OF INTEREST CODE

1. Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
2. Corporation Members are reminded that under the College's Instrument of Government and the policy on Conflicts of Interest and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
3. If an interest of any kind (including an interest of a spouse, partner or business associate of a Corporation Member or of a close relative of the Corporation Member or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then:
 - 3.1.1 the interest, financial or otherwise, should be reported to the Clerk;
 - 3.1.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered.
4. If the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
 - 4.1.1 not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - 4.1.2 withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.
5. For the purposes of Clause 3 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and stepfather/mother/brother/sister/child.
6. Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
7. Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy and the College's policy on receiving gifts or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
8. The Clerk will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in Clauses 3 and 4 of this Code.

