



Gateshead College

Standing Orders

Monitor Changes

Version Level	Details of Changes	Date of Change Approval
01	<p>Changes made from the 4 July 2013 version:</p> <p>The Standing Orders were updated to mirror changes in the I&A and the committee structure, as well as to reflect the change in terminology from the 'executive team' to 'senior post holders' and incorporate gender neutral terminology.]</p>	02 October 2022]
02	<p>Amends relating to:</p> <ul style="list-style-type: none"> • Maximum length of office - eight consecutive years in office unless there are exceptional circumstances. • Removal of reference to the Sabbatical President of the Students Union as not applicable. • Removal of gendered terms. • Option to appoint Student Governors for the length of their studies. • Removal of outdated terms. • Inclusion of option to co-opt Committee members in the interest of quoracy - if the number of Committee members falls below the quorum, the remaining Committee members may temporarily co-opt an additional Committee member(s) in order to meet the quorum. • Removal of Complaints Procedure appendix as this is being refreshed as a whole college complaints procedure and will be made available external to this document.] 	13 December 2022]

GATESHEAD COLLEGE

STANDING ORDERS OF THE CORPORATION

1. **INTRODUCTION**

- 1.1 Nothing in this document is meant to override the provisions of the Instrument and Articles of Government in force from time to time which at all times are to be regarded as the primary sources of guidance.
- 1.2 Where there is any inconsistency between this document and the terms of reference for any committee, the terms of reference shall prevail.
- 1.3 These Standing Orders were last amended on 13 December 2022 in accordance with article 23 of the Articles of Government.
- 1.4 It is the responsibility of the Clerk to interpret the following documents and to advise the Corporation (or if appropriate the Chair) if it appears that the Corporation (or an individual Corporation member) is in breach of the regulations contained within:
 - ◆ Instrument and Articles of Government;
 - ◆ these Standing Orders for the conduct of meetings and related issues;
 - ◆ Code of Conduct for Corporation members; and
 - ◆ any other document relating to the governance of the Corporation.
- 1.5 In all matters, one of the Vice Chairs (as agreed between themselves) has the authority to act for the Chair should the Chair be unavailable through absence or incapacity. If the Vice Chairs cannot agree who shall have such authority in any given situation, authority shall be determined by the Corporation.

2. **MEMBERSHIP**

2.1 **Composition of the Corporation**

The composition of the Corporation will be determined by the Corporation, having regard to the Instrument of Government and the advice of Governance Committee. The Corporation have determined the membership of the Corporation at 18 and the composition as:

Members appointed under the
terms of clause 3(1)(a) of the
Instrument & Articles of Government 12

Staff Members	2
Student Members	2
Principal	1

Corporation members previously appointed under the ‘Business’, ‘Local Authority’, ‘Community’ and ‘Co-opted’ categories will serve until their current term of appointment ends when any new or re-appointment will be made under the terms of clause 3(1)(a) ‘necessary skills’ criterion.

2.2 **Appointment and Term of Corporation Members**

Clause 5 of the Instrument of Government shall apply.

The Corporation has adopted the principle that all Corporation members will be required to undertake a Disclosure and Barring Service (“DBS”) check. Confirmation of appointment as a Corporation member will therefore be subject to DBS clearance.

The Corporation has agreed that no member shall be appointed to serve in office for more than eight consecutive years in office unless there are exceptional circumstances and it is in the interests of the Corporation to extend the appointment beyond that. In such cases, that re-appointment shall be subject to annual review.

At the end of each year following their appointment (or as near as possible thereto) and at the end of each term of office for each Corporation member, the Chair, one of the Vice Chairs and the Principal shall review the performance and the contribution to the Corporation of the Corporation member and the outcome of that review shall be taken into consideration when the Corporation decides whether to reappoint the Corporation member (if the Corporation member is willing to be reappointed). Where the Chair reaches the end of their term, their performance and contribution to the Corporation shall be reviewed by the Vice Chairs (as agreed between themselves, or by the Corporation if they cannot agree) and the Principal and the outcome of that review shall be taken into consideration when the Corporation decides whether to reappoint the Chair (if the Chair is willing to be reappointed).

2.2.1 **Staff members**

For as long as there are two staff members, those staff members are to be nominated and elected in accordance with clause 3(4) of the Instrument of Government.

Staff members shall normally be appointed for a period of two years and shall cease to be Corporation members if their employment ceases. Retiring staff members shall be eligible to be re-elected to the Corporation at the end of their term provided they are still employed by the Corporation.

2.2.2 Student members

- ◆ One student member is to be nominated and elected by and from the 16-18 learners.
- ◆ One student member is to be nominated and elected by and from the 19+ Adult/HE learners.

Appointment of Student Governors:

Student members shall normally be appointed for the period in which they are due to study at the College, however will in any event cease when a student member leaves the College, subject to clause 3(2) of the Instrument of Government. The Board may wish to appoint Student Governors for an initial 1-year term, with the option to extend this term to the duration of their studies without needing them to be re-elected by their peers.

A retiring student member shall be eligible to be re-elected as long as they meet the age criteria and continues to be a student at the College, or meets the criteria in clause 3(2) of the Instrument of Government.

2.2.3 Corporation members appointed under clause 3(1)(a)

The Corporation will seek to have membership with a wide range of relevant skills and expertise and to have an appropriate balance in terms of gender, age and ethnicity.

The term of office for Corporation members who are appointed or re-appointed under the terms of clause 3(1)(a) ('necessary skills' criterion) shall be for a fixed term not exceeding four years, determined by the Corporation on the advice of the Governance Committee.

2.3 Eligibility

The appointment or continued membership of a Corporation member shall be subject to the restrictions imposed by clauses 8 and 10 of the Instrument of Government and to DBS clearance.

2.4 Attendance

Clause 10(2)(b) of the Instrument of Government shall apply.

Corporation members have been appointed to serve on the Corporation in the expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated, of course, that all Corporation members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.

The Corporation has set a target of 70% attendance both for individual Corporation members and overall. The Clerk shall keep a record of attendance.

If any Corporation member has failed to attend for three consecutive meetings of the Corporation, this shall be brought to the attention of the Chair who shall discuss the non-attendance with the Corporation member concerned. The reasons for the non-attendance will be reported to the Corporation.

Attendance at meetings shall include attendance via electronic means.

2.5 **Expenses**

Corporation members may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of other duties. These expenses are claimed under procedures issued by the Finance Department from time to time and approved by the Corporation. Guidance notes and claim forms are available from the Clerk. A summary of expenses paid will be reported annually to the Corporation.

Otherwise, Corporation members may only receive payment if authorised by Clause 18 of the Instrument of Government.

3. **CHAIR AND VICE CHAIR**

Clause 6 of the Instrument of Government shall apply.

3.1 **Appointment of the Chair and Vice Chairs**

In order for the Corporation members to consider the appointment of the Chair or one or more of the Vice Chairs, the relevant appointments must be included as an item on the agenda of the relevant Corporation meeting.

Another Corporation member nominated by the Corporation, who is not a candidate for the post(s) in question, shall normally take the chair when the issue of appointments is being considered.

The Principal, staff members and student members are not eligible for appointment as Chair or Vice Chair, but may take part in appointment decisions.

Each nomination for the post of Chair and each nomination for a post of Vice Chair must be supported by a proposer and seconder, neither of whom shall be a nominee for the relevant post. Each appointment shall be by a resolution of the Corporation made through normal voting procedures.

When appointing the Chair and/or one or more Vice Chairs, the Corporation shall specify their terms of office.

Appointment as Chair or Vice Chair shall automatically expire on termination of membership of the Corporation for whatever reason.

3.2 **Removal of Chair or Vice Chair**

In order for the Corporation Members to consider the removal of the Chair or one or more of the Vice Chairs, the relevant removal(s) must be included as a specific item on the agenda of the relevant Corporation meeting. Any

such proposal shall be by a resolution of the Corporation made through normal voting procedures.

4. **CONDUCT OF MEETINGS OF THE CORPORATION**

Clauses 12 to 16 of the Instrument of Government shall apply.

4.1 **Quorum**

The rules on the 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 Corporation 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.

An inquorate meeting shall be terminated by the Chair, however it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

To avoid difficulties arising from inquorate meetings, Corporation members are expected to notify the Clerk well in advance of a meeting if they are unable to be present.

In relation to Committee meetings, if the number of Committee members falls below the quorum, the remaining Committee members may temporarily co-opt an additional Committee member(s) in order to meet the quorum, provided that the Clerk is notified immediately. The Clerk shall ensure that the Governance Committee either confirms the temporary appointment or recommends such other Corporation member as it sees fit to fill the vacancy and that the recommendation is put to the Corporation members at the next Corporation meeting.

4.2 **Calling of Meetings**

Where a special meeting of the Corporation is called at the request in writing of any five Corporation members, such a request must be made to the Clerk.

A calendar of meetings of the Corporation and of all committees is agreed by the Corporation and published at the commencement of each academic year.

4.3 **Agendas**

The agenda for meetings of the Corporation shall be forwarded as a paper copy or by electronic means.

Agendas shall clearly indicate the items to be discussed at the meeting and the reports shall clearly indicate the purpose and, where appropriate the financial implications of the recommendations. All papers to be considered by the Corporation shall normally be forwarded to Corporation members with the agenda, and in any event, no later than 48 hours before the

meeting is to take place, unless there are exceptional circumstances or reasons of confidentiality make it necessary to circulate papers later than that time.

No papers shall be tabled for consideration at the meeting itself which have not been circulated in advance otherwise than with the consent of the Chair and subject to such papers being circulated to Corporation members who are not in attendance.

Any Corporation member may request that an item be included on the agenda of a Corporation meeting; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair and the Principal of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to the inclusion or otherwise of any item on the agenda.

4.4 **Order of Business**

Business shall be dealt with in the order in which it is set out in the agenda, unless the meeting decides otherwise.

Any matters which Corporation members may wish to raise under the 'Other Business' item on the agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.

4.5 **Declaration of Personal /Other Interest**

The expectations of the Corporation with regard to the declaration of interests by Corporation members are set out in the Gateshead College Code of Conduct for Corporation Members which is available from the Clerk.

4.6 **Debate**

All Corporation members are entitled to speak on any item on the agenda, subject to restrictions imposed by a declaration of interest or withdrawal or exclusion identified in the Instrument of Government.

All parties will recognise that Corporation members must take a personal view on each matter received by the Corporation and to contribute to debates accordingly.

Once a matter has been considered by the Corporation each and every Corporation member is expected to be bound by the collective decision of the Corporation whatever the personal view of a Corporation member on the issue.

Corporation members may decide to limit individual contributions to the debate to a specified time span, in which case such restriction shall apply equally to all Corporation members save the Chair of the meeting.

Subject to the above, debate will be subject to overall control of the Chair of the meeting, whose decision shall be final.

4.7 **Voting**

It is often the case that all Corporation members present are clearly unanimous in their view on the matter under consideration and in these circumstances it may not be necessary for a decision 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. There would only be a call for a vote either if there was a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).

Should a Corporation member request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes.

The normal way of voting is by a show of hands. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded.

Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Corporation member shall have the right to have their disagreement recorded in the minutes, at their request.

4.8 **Disorderly Conduct**

If, at any meeting of the Corporation, any Corporation member, in the opinion of the Chair, misconducts themselves by persistently disregarding the Chair's ruling or by behaving irregularly, improperly or offensively or by wilfully obstructing the business of the Corporation, the Chair shall notify the meeting accordingly. Following notification by the Chair, the Chair or any Corporation member may move that the Corporation member named be not further heard or that the Corporation member named leave the meeting. The motion, if seconded, shall be put and determined without discussion.

4.9 **Reconsideration of Resolutions**

A Resolution cannot be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

4.10 **Designation of Open and Closed Items**

Clause 17 of the Instrument of Government shall apply.

In the spirit of openness and transparency the majority of papers presented to the Corporation will, wherever possible, be designated 'open' and be made publicly available.

There may be occasions when some papers, or parts of papers, contain information which, by reason of its nature, the Corporation decides should be dealt with on a confidential basis (see below). It is the responsibility of the Clerk to advise the Board whether an item is properly dealt with as either open or closed, save that the Board may always request that a particular matter be treated as confidential. In appropriate circumstances, papers or parts of papers will be published as 'closed – in confidence' and circulation will be limited to Corporation members, the Clerk and the senior post-holders (as appropriate).

A separate closed minute shall be taken in respect of any discussion of such papers and the circulation of closed minutes shall be restricted in the same way as the papers to which they refer.

It shall be the responsibility of the Clerk to arrange for the distribution and safekeeping of any items discussed in closed session.

The Corporation shall determine at the end of discussion on an item whether any report considered and/or the minute of discussion (or part thereof) is confidential.

Criteria for defining an item as confidential (and guidelines for the duration of confidentiality) include:

a) where it contains business sensitive information pertaining to the Corporation or a third party, where to disclose such information could be adverse to the interests of the Corporation or any third party (which is generally confidential until otherwise in the public domain or, in relation to Corporation business information, following a period of two years from the date of its creation);

b) where it contains personal data belonging to any person and that person has not given consent to disclose the information and the Corporation has no other lawful basis to disclose the information (this information remains confidential unless and until the Corporation has a lawful basis to share the same);

c) where it could cause damage or harm to the Corporation or any other person by reason of its disclosure (such shall remain confidential until the potential for damage or harm has been eliminated or substantially mitigated);

d) where the Corporation is unable to disclose the information because of a legal or regulatory requirement (this obligation shall subsist for as long as the Corporation is bound by that requirement);

e) where the information relates to negotiations or legal proceedings between the College and any other person, including trade unions (which is generally confidential until otherwise in the public domain); and/or

f) where the Board otherwise determine, by exception, that information ought to be treated as confidential.

Information which is already in the public domain shall not be considered confidential.

Where practicable, the Corporation shall specify a point in the future when the information shall be reviewed and consideration to it being released into the public domain. Wherever possible the Clerk will annotate the document to indicate that the closure is 'until such time as.....' thereby providing an indication of the expected time of publication of the information. This will depend on the reason for confidentiality and how long that reason may exist. This shall be determined on a case by case basis but on the basis that, as soon as possible after the reason for confidentiality no longer applies, the information will be made publicly available (see above guidelines).

Once a matter is in the public domain (other than through an unauthorised breach), then it shall no longer be deemed confidential and the minutes relating to that matter shall, if previously marked confidential, be published.

Where it is not possible to make such a specification, the Corporation shall comply with clause 17(4) of the Instrument of Government.

The Clerk will keep a record of those papers and minutes deemed to be confidential and will produce an annual report for the Board with a recommendation as to whether to release any confidential information into the public domain.

Corporation members shall not disclose or share confidential information with any person not entitled to receive such information.

4.11 **Public Access to Agendas and Minutes**

Copies of the approved minutes of the Corporation are to be made available on the Governance pages of the College website, save to the extent that the minutes contain confidential information (see below).

Copies of the agenda, published minutes and open papers of each meeting of the Corporation are to be made available during normal business hours upon request from the Corporation's administrative support service. Agendas shall be available for inspection as soon as the Corporation members have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

In all cases, the Clerk shall be responsible for advising the Board on whether information is confidential information.

4.12 **Suspension of Standing Orders**

Save in relation to any standing order prescribed by the Instrument and Articles of Government, standing orders may be suspended as regards any business at a meeting. Any motion to suspend standing orders shall specify the standing order or standing orders to be suspended.

5. **ACCESS TO CORPORATION MEETINGS**

Clause 16 of the Instrument of Government shall apply.

Corporation members and the Clerk are entitled to attend all meetings of the Corporation subject to clauses 14(5) to 14(10) of the Instrument of Government.

Where the Chair of the Audit Committee is not a Corporation member the Chair of the Audit Committee may be permitted to attend all meetings of the Corporation as an observer at the discretion of the Chair of Governors. It is anticipated that members of staff may be invited to attend part or all of a meeting to assist the Corporation in the consideration of the issues before it.

Any member of the public may request to attend any meeting of the Corporation as an observer, any such attendance to be at the discretion of the Chair, providing that their conduct does not interfere with the operation of the meeting. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes. Other than at the specific invitation of the Corporation, speaking rights shall be confined to Corporation members, the Clerk, senior post-holders and properly co-opted members. Only Corporation members shall have the right to vote.

The Chair shall have the power to ask any observer to withdraw at any point in the meeting.

6. **ACTION BY THE CHAIR**

It may be necessary from time to time for the Chair (or in the Chair's absence either of the Vice Chairs, as agreed between themselves or by the Corporation if agreement cannot be reached), to act on behalf of the Corporation between meetings, provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and / or any other relevant regulations.. The circumstances under which the Chair or a Vice Chair may act will include:

- ◆ matters already considered by the Corporation where a resolution has been passed that the Chair should act on a specific issue on behalf of the Corporation before the next meeting;
- ◆ routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents;
- ◆ responding to approaches by external organisations; and
- ◆ agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

Action taken by the Chair or a Vice Chair between meetings will be reported to the next meeting of the Corporation.

7. **COMMITTEES OF THE CORPORATION**

7.1 The Corporation has a number of Committees including:

- ◆ People and Remuneration;
- ◆ Audit;

- ◆ Curriculum and Quality Standards;
- ◆ Finance and General Purposes; and
- ◆ Governance.

The relevant Terms of Reference for each established Committee shall apply to that Committee and the way it conducts itself.

The Corporation has in place arrangements for a range of panels, committees and appeals committees required as part of the College's Disciplinary Procedures and Grievance Procedures for senior post-holders which were approved by the Corporation in April 2017.

Reference is made in Paragraph 10 of these Standing Orders to the arrangements for a Special Committee of the Corporation.

The Corporation also has in place arrangements for an Appeals Committee to hear appeals against dismissal by staff other than senior post-holders and for an Appeals Committee to hear appeals against redundancy.

7.2 **Public access to agendas and minutes**

Copies of the agenda, minutes and papers of each Committee meeting are to be made available during normal business hours at the Baltic Campus. The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential. Agendas shall be available for inspection as soon as the Committee Members have received them, and before the Committee meeting. Minutes shall be available in draft form after approval by the Chair of the Committee. Non-confidential papers considered at a meeting shall be made available after the meeting.

7.3 **Chairs of Committees**

Except where the terms of reference of a Committee specify who shall be Chair of that Committee or who shall have the right to appoint the Chair of that Committee, the appointment of Chairs of Committees shall be made by the Corporation upon the advice of the Governance Committee.

Any proposal to remove the Chair of a Committee from office must be the subject of a specific agenda item at a meeting of the Corporation and shall be voted on by the corporation under the normal voting procedure.

7.4 **External Committee members**

Subject to article 10(1) of the Articles of Government, from time to time the Corporation may wish to include external committee members in the membership of a Committee for a defined period for a specific purpose. On such occasions, the Corporation will seek the advice of the Governance Committee.

8. **PROPRIETY OF CORPORATION ACTION**

Should the Principal in their role as Accounting Officer, or the Clerk, consider that the Corporation or its Committees are acting inappropriately or beyond their powers then:

- ◆ the Principal or the Clerk will advise the meeting of their view of the matter, and this view shall be provided in writing for so long as this is a requirement of the Education & Skills Funding Agency Financial Memorandum or any other document from time to time;
- ◆ the meeting will attempt to resolve the possible difficulty through discussion;
- ◆ if a resolution satisfactory to all parties cannot be obtained, the meeting shall defer any decisions on the issue to allow the Principal or the Clerk to seek advice from an appropriate external source (e.g. College Auditors, AoC, College legal advisers, ESFA, DfE). Where the difficulty has arisen in a Committee meeting, the matter will be referred to the next meeting of the Corporation;
- ◆ the response and advice of the external body will be reported to the next meeting of the Corporation, when a decision on the matter will be taken. An urgent meeting may be called by the Chair for this purpose, where appropriate;
- ◆ if, upon consideration of the issue and the advice given, the Principal or the Clerk, remains of the opinion that the Corporation is acting inappropriately or beyond its powers, then the Principal or the Clerk is authorised to inform the ESFA in writing, with a copy to the Chair and Principal or Clerk as appropriate; and
- ◆ in accordance with the principles set out in the College's Public Interest Disclosure Procedure any action taken in good faith by the Principal or the Clerk will not be grounds for disciplinary action.

9. **APPOINTMENT OF SENIOR POST-HOLDERS**

The Senior Post Holders include:

- ◆ the Principal
- ◆ the Deputy Principal: Finance and Resources
- ◆ the Deputy Principal: Curriculum and Quality
- ◆ the Director of Governance & Compliance

and/or such other posts as the Corporation shall from time to time decide.

10. **SPECIAL COMMITTEE**

Senior post-holders may be dismissed following consideration of the case for dismissal by a Special Committee of the Corporation.

The Special Committee shall consist of at least 3 Corporation members. The Chair, the Vice-Chairs, the Principal and the staff and student members shall not be eligible for membership of the Special Committee. The Corporation has agreed rules specifying procedures for the conduct of the Special Committee, as set out in the Disciplinary Procedures for senior post-holders, approved by the Corporation in April 2017, a copy of which is available from the Clerk.

11. **FREEDOM OF SPEECH**

The Corporation upholds the principle of the freedom of speech and affirms its commitment to the same.

The Corporation shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured for the College's students and employees and for visiting speakers. In particular, as far as reasonably practicable, use of the College's premises shall not be denied to any individual or body of persons on grounds connected with the beliefs or views of that individual or any member of that body, or with the policy and objectives of that body. When upholding that principle, the Corporation shall also ensure it has due regard to its other legal obligations.

The Corporation shall issue a code of practice, in line with the Education (No 2) Act 1986 setting out the procedures to be followed in organising meetings and other activities to be held on College premises (or which are supported, endorsed, funded or organised by the College at external venues) and the conduct accordingly required, and may also issue further statements as deemed necessary or appropriate to information or guidance on this topic.

12. **APPLICATION OF THE SEAL**

Any use of the Seal will be reported to the next meeting of the Corporation.

13. **AMENDMENTS TO THE STANDING ORDERS**

The Clerk will keep the provisions of this document under review and will suggest to Governance Committee improvements/amendments to meet changing circumstances.

Corporation members may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next meeting of Governance Committee so that a recommendation can be made to the Corporation.

Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute, in which case such changes will be enacted without further delay and reported to the next meeting of the Corporation.

14. **COMPLAINTS**

A complaint against the Corporation or a Corporation member shall be addressed to the Clerk who shall deal with the matter in accordance with the complaints procedure. 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 shall be forwarded to the Chair.