

Standing Orders

1.0 PURPOSE OF PAPER

For decision

- 1.1 To ask Members to approve the amended Standing Orders.

2.0 EXECUTIVE SUMMARY

- 2.1 The current Standing Orders of the Board have been in place for a number of years and were due a refresh. The College Development Network (CDN), as part of their work in and around governance, have developed exemplar versions of key documents with Standing Orders being one of them.
- 2.2 The exemplar document is not enormously different from our current Standing Orders but has the benefit of being more succinct and is written more in plain English.
- 2.3 It is proposed that a small number of items from the existing Standing Orders are retained in the new ones and these are highlighted in red.
- 2.4 Below are the proposed Standing Orders, the current Standing Orders and the Model Standing Orders from CDN.

3.0 RECOMMENDATION(S)/ACTION(S) REQUIRED

- 3.1 I recommend that the Regional Board: -
- 3.1.1 Approve the amended and revised Standing Orders.

4.0 BACKGROUND

- 4.1 N/A

5.0 IMPLICATIONS AND CONSIDERATIONS

5.1 Financial Implications

5.2 Learner Implications

5.3 Staff Implications

5.4 Equality and Diversity Implications/Equality Impact Assessment

5.5 Sustainability/Environmental Implications

6.0 RISK COMMENTARY

- 6.1 The Board should have clear, concise and up to date governance documentation to aid in the smooth running of the Board.

7.0 CONCLUSION

- 7.1 NA.

Ray McCowan, Board Chair and Ingrid Earp, Board Secretary

Previous Board or College Committee Approvals: None

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PROPOSED STANDING ORDERS

Standing Orders of the Board of Management of Borders College

Preamble

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on [Date] and come into effect on [Date]. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

The Board shall consist of not less than 15 or more than 20 persons. The Board shall comprise:

- the Chair appointed by the Scottish Government;
- the Principal or Acting Principal of the College;
- a teaching staff Member;
- a support staff Member;
- a teaching union Member;
- a support staff union Member;
- two Members appointed by being nominated by the Students Association of the College from among students of the College;
- up to 12 other Members who have experience in industrial, commercial or employment matters, or the practice of a profession, or who have interests relevant to the activity of the College.

1. Meetings of the Board and Committees

- 1.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.
- 1.2 The Governance Professional shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4 Board and Committee meetings shall be called giving no less than five working days’ notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days’ notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days’ notice.

2. Quorum and Voting Rights

- 2.1 The quorum for a meeting of the Board shall be no less than one half of the members entitled to vote at such a meeting.
- 2.2 The quorum for a Committee meeting shall be three Members of the minimum number of six, of which two should be independent Members.

- 2.3 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.4 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 2.5 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 2.6 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.7 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
- The Governance Professional shall email all Board members outlining the decision required, together with relevant briefing information.
 - A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.
 - The Governance Professional shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.
 - Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.8 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.9 No-one shall be entitled to tender his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.10 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
- it is moved by the Chair
 - in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.
- 2.11 The ruling of the Chair on all matters within their jurisdiction as Chair is final.

3. Attendance at Board and Sub Committee Meetings

- 3.1 The Governance Professional shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff and trade union Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.
- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Governance Professional is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff, trade union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.
- 3.4 Unless there are compelling reasons Members are expected to attend all Meetings. Should the need arise, however, Members may attend Meetings by MS Teams or the like. Members attending a Meeting in such a way shall be considered to be present at the Meeting.
- 3.5 If any Member has been absent, without the permission of the Board, from all meetings of the Board or any committee to which they have been appointed for a period of three meetings or six months, the Board shall, by giving notice in writing to that person, remove them from office.

4. Substitutes

- 4.1 In the event of both Students' Association representatives being absent from the College and being unable to attend an Ordinary Meeting of the Board, an alternative nominated by the Student's Association is empowered to attend in their place, usually another office bearer. No other Member of the Board (whether elected or appointed) may nominate a substitute to attend in their absence.

5. Agenda

- 5.1 The Governance Professional in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 5.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.

5.3 The order of business shall be:

- Apologies for absence
- Declarations of any Potential Conflicts of Interest in relation to any agenda items
- Approval of the minutes of the previous meeting
- Matters arising
- All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
- Date of the next meeting(s).

5.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.

5.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

6. Board and Committee Papers

6.1 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Governance Professional.

6.2 The Governance Professional shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

7. Minutes of Board and Committee Meetings

7.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

7.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.

7.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.

7.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled 'final version'.

7.5 The Governance Professional shall be responsible for ensuring that a final version of the minutes is securely retained.

7.6 The Governance Professional shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.

7.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.

7.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.

7.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, unapproved circulated or final version.

8. Establishment of Committees and Sub-Committees

8.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.

8.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.

8.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

9. Appointment of Vice Chair

9.1 A Vice Chair shall be appointed by the Board from amongst its members. **This shall not be:**

- (a) a student of the College
- (b) an employee of the Board
- (c) the Principal of the College or
- (d) a member (whether elected or appointed) or an employee of a local authority to be the Vice Chair.

9.2 In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

10. Appointment of Senior Independent Member

10.1 A Senior Independent Member shall be appointed by the Board from amongst its members. **This shall not be:**

- (a) a student of the College
- (b) an employee of the Board
- (c) the Principal of the College or
- (d) a member (whether elected or appointed) or an employee of a local authority to be the Vice Chair.

10.2 The Senior Independent Member shall undertake the role as detailed within The Guide for Board Members in the College Sector.

11. Suspension of Standing Orders

11.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

Approved by the Board XX Month 20XX

CURRENT STANDING ORDERS

BORDERS COLLEGE

STANDING ORDERS

For the Regulation of Proceedings and Business

of the Regional Board and its Committees

Under Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Regional Board (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on 6 December 2018 and come into effect on 6 December 2018. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

Standing Orders marked * are laid down by legislation and cannot be departed from in Standing Orders adopted by the Regional Board.

Part I

Members

1. The detailed composition is contained in Paragraph 3.2 of the College Sector Board Appointments: 2014 Ministerial Guidance.

The Board shall consist of not less than 15 or more than 18 persons. The Board shall comprise:

- the Chair appointed to that role by the Scottish Government;
- the person for the time being who is the Principal or Acting Principal of the College;
- a person being elected by the teaching staff from among their own number;
- a person being elected by the support staff, from among their own number;
- two persons being appointed by being nominated by the Students Association of the College from among students of the College;
- up to 12 other persons who have experience in industrial, commercial or employment matters, or the practice of a profession, or who have interests relevant to the activity of the College. (These members will be known as “other members”.)

Chair and Vice Chair

- 2.* The Chair of the Regional Board is appointed by Scottish Ministers for a period not exceeding four years, as they may determine.
- 3.* The Regional Board shall appoint one of their Members, not being a person who is:
 - (e) a student of the College
 - (f) an employee of the Board

- (g) the Principal for the time being of the College or
- (h) a member (whether elected or appointed) or an employee of a local authority to be the Vice Chair.

4. The Chair is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Chair is responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The Chair must promote a culture of openness and debate by encouraging the effective contribution of all Board Members and fostering constructive relations among Board Members.
5. The Chair shall also be responsible for the general conduct of the meeting and shall, among other things,
 - (a) preserve order and ensure that every Board Member has a fair hearing
 - (b) decide on all matters of order, competency and relevance
 - (c) determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.
6. The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.
7. In the absence of the Chair, the Vice-Chair shall undertake all duties as set out in paragraphs 4, 5 and 6 above and any other powers delegated by the Board to the Chair.

In the event of the long term absence of the Chair or that the position is unfilled, the Vice Chair shall with the agreement of Ministers, serve as the Chair until such time as a Chair is appointed by the relevant Minister.

Powers

8. In the absence of the Chair, the Vice Chair shall preside at any meetings, and in the absence of the Chair and Vice Chair, the Board shall appoint one of their members to preside over any meetings. The Vice Chair or a member appointed to preside over a meeting shall have the same powers as the Chair would have had.

Conflicts of Interest

- 9.* Subject to Standing Order 12 below, where, whether before or during any meeting of the Regional Board or any Committee of theirs, any Member of the Board or of such Committee becomes aware that s/he or any person connected with her/him has a material interest in or relating to any matter to be or being considered by the Board, or as the case may be, the Committee, s/he shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

* Section 346(2) of the Companies Act 1985 as amended by the Companies act 2006 (meaning of "connected person") shall apply for the purpose of determining whether the person is connected with a Member of the Board or, as the case may be, a member of any Committee of theirs as it applies for the purpose of determining whether a person is connected with a director of a Company; and for such purpose references in that section to a director of a Company shall be construed as if they were references to a Member of the Board or, as the case may be, a member of such Committee.

- 10.* Notwithstanding Standing Order 9, where in relation to any Member of the Board or of a Committee mentioned in Standing Order 11 any matter referred to in Standing Order 11 is to be considered by any meeting of the Board or any Committee of theirs s/he shall, unless invited to remain by resolution of the other Members of the Board present, withdraw from

the meeting during such consideration and shall not vote on any question relating to the matter.

- 11.* The Members of the Board mentioned in Standing order 10 in relation to particular matters are:
- (a) the Principal of the College in relation to their terms and conditions of employment, their suspension or dismissal or any other disciplinary measures relating to her/him and the appointment of their successor;
 - (b) a member of the staff of the College in relation to their terms and conditions of employment, the terms and conditions of employment of any group of employees of the College to which s/he belongs, their promotion, suspension or dismissal or any other disciplinary measure relating to them; and
 - (c) a student of the College in relation to their academic performance, any disciplinary measures relating to themselves or the terms and conditions, appointment, promotion, suspension or dismissal of or any other disciplinary measures relating to any employee of the College.
- 12.* Subject to Standing Order 11, nothing in this Standing Order shall require the Principal or a member of staff or student to declare an interest or withdraw from consideration of any matter where their interest exists only by reason of their being the Principal or, as the case may be, a member of staff or student.
13. As a guide and for the purposes of Standing Order 9, a person is connected with a Member of the Board if, but only if, s/he (not being a member of it) is:
- (a) that member's spouse, civil partner, child or step-child; or
 - (b) except where the context otherwise requires, a body corporate with which the member is associated; or
 - (c) a person acting in his/her capacity as trustee of any trust the beneficiaries of which include
 - (i) the member, his/her spouse or civil partner or any children or step-children of his; or
 - (ii) a body corporate with which he/she is associated, or of a trust whose terms confer a power on the trustees that may be exercised for the benefit of the member, his/her spouse or civil partner, or any children or step-children of his, or any such body corporate; or
 - (iii) a person acting in their capacity as partner of that member or of any person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member; or
 - (iv) a Scottish firm in which:
 - (i) that member is a partner,
 - (ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member, or a partner is a Scottish firm in which that member is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c) above, is connected with that member.

Substitutes

14. In the event of both Students' Association representatives being absent from the College and being unable to attend an Ordinary Meeting of the Board, an alternative nominated for such purpose by the Student's Association is empowered to attend in his/her place. No other Member of the Board (whether elected or appointed) may nominate a substitute to attend in his/her absence.

Senior Independent Member (SIM)

15. A Senior Independent Member is to be appointed by the Board as a whole to provide advice and guidance to the Board Chair, as required and on its members' behalf, in order to support good standards of corporate governance and the maintenance of collective responsibility. Situations in which that advice and guidance may be required include
- a) Leading the annual appraisal of the Board Chair, alone or in conjunction with the Vice Chair, including ensuring
 - i. All board members have an opportunity to express their views on the Chair's performance over the last year and areas for development over the coming 12 months
 - ii. The Chair is given the opportunity to understand and discuss the collective views with the SIM
 - iii. An annual development plan is agreed with the Chair and the SIM ensures the board is informed of its content
 - iv. If required, the SIM facilitates the provision of information from the appraisal process to the Chair's appointing body (Scottish Government or the Regional Strategic Body)
 - b) Intervening with the Chair, on behalf of the Board, if board members, the board secretary or senior staff are concerned that the Chair's actions are undermining good standards of corporate governance and the maintenance of collective responsibility, including if the Chair
 - i. Is unable to fulfil the responsibilities set out in the letter of appointment
 - ii. Fails to make pertinent information available to the Board as a whole
 - iii. Undermines the collective responsibility of the Board as a whole
 - iv. Acts in a manner which brings the Board into disrepute, including failing to address personal conflicts of interest
 - v. Is unable to work with the Principal to ensure that the staff of the organisation provide the Board with the service required, including adequate sources of information and assurance and delivery of performance
 - c) Acting as a sounding board for the Chair in pursuit of good standards of corporate governance and collective responsibility.

Should a SIM ever have serious concerns about the propriety, regularity or governance of the College, and these cannot be resolved satisfactorily with the Chair, they should inform the Scottish Funding Council.

Co-options

16. The Board and any Committee of the Board reserves the right to invite any person to attend a Board or Committee meeting for any particular agenda item for which that person's advice and guidance is deemed desirable.
- 17.* In the event of an individual being invited to attend Board or Committee meetings such persons are not entitled to participate in decision making.

Part II

Meetings

Ordinary Meetings

18. Ordinary meetings of the Board shall be held at least four times per calendar year, at such day and such time as the Board shall determine.

Extraordinary Meetings

19. Extraordinary meetings may be called on the instructions of the Chair or on a requisition signed by not less than five members.

Notice of Meetings

20. Whilst the Board will meet as required, dates for the ordinary meetings per academic year will be set in advance and advised to Board Members. The Board Secretary shall issue members with notices of meetings of the Board at least five days before the day of the meeting, specifying the time, place, day and hour of the meeting and the business to be considered.

Notice of Proposals

21. Board Members wishing to place items on the agenda should advise the Board Secretary at least 10 days before the meeting at which it is to be considered. No other items may be discussed at a meeting of the Board unless (a) it arises from a matter already on the agenda; or (b) is notified for this purpose to the Board Secretary at least 24 hours before a meeting and approved for discussion by a majority of the members present at the meeting; or (c) approved for discussion by a two thirds of the members present at the meeting.

Agenda

22. The agenda of ordinary meetings of the Board shall always include the following agenda items; 'Declaration of Conflicts of Interest' followed by 'Update of Register of Interests'.

Voting

23. Decision making shall normally be done by consensus. However any member may ask for the answers to be ratified by a formal vote and this request must be met.
24. The voting shall be by a show of hands, unless the Regional Board decide that the voting shall be by a division in which case the names for and against the motion or amendment shall be taken down in writing and entered in the minutes.
25. Where there is a motion and no countermotion (which means a proposition which is the direct negative of the motion) no vote is required and will be deemed to be carried.
26. Where there is a motion and a countermotion a vote shall be taken for each.
27. Where a motion is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the motion or the motion amended. All members have a single vote. In the event of an equality of votes the Chair will have a second or casting vote except where the matter relates to the appointment of a Member of the Board to any particular office or committee, in which case the decision will be by lot.

28. The validity of any proceedings of the Board or of any committee appointed by them shall not be affected by any defect in the appointment of any Member of the Board or any member of such committee or by a vacancy amongst the members of the Board.

Recession of a Decision

29. No proposal, nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding 6 months unless:
- (a) it is moved by the Chair; or
 - (b) in addition to being signed by the mover, it is signed by at least one third of the Members of the Board.

Electronic Decision Making

30. In exceptional circumstances electronic decision making is permissible. Approval to use electronic means to obtain a decision must be given by the Chair or Vice-Chair on a case by case basis. An electronic decision will only be deemed to have been approved where a minimum of 51% of the overall respondents agree to the proposal. All responses to the proposal must be returned to the Board Secretary. The overall results of the responses from Members must be circulated to the other Board Members by the Board Secretary and the decision reported back to the Board at its next meeting.

Written procedure/Quorum

31. Written Procedure

In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be

taken, with the prior agreement of the Chair, by written procedure. That is,

decisions can be taken without calling a physical meeting of the Board or

Committee. In such circumstances for a decision to be deemed to be taken:

- The Board Secretary shall email all Board or, if appropriate, Committee members outlining the decision required, together with relevant briefing information.
- A quorum, as defined in Standing Order 32, must have replied to the email.
- The Board Secretary shall ensure that a deadline for response is clearly specified (the time allocated for response would be determined by the urgency of the matter in question) and Board or Committee members shall endeavour to respond within that timeframe.
- Any decisions taken in this way shall be reported to the next relevant meeting of the Board or Committee.

32. A quorum shall not be less than one third of the members, 50% of whom must be other members of the Board appointed under Clause 3 of Schedule 2 of the 1992 Act. For the purposes of the constitution of a quorum the Chair shall be considered to be an other member of the Board. If 15 minutes after the time appointed for a meeting of the Board a quorum of members is not then present, the meeting shall stand adjourned and the Board Secretary shall minute that owing to the want of the necessary quorum no business was done.

33. No business shall be transacted at a meeting of the Board unless a quorum of members is present, but members present may discuss the business of the Board and those discussions and any conclusions in respect of them will be brought forward to the next meeting of the Board.

Attendance at Meetings

34. Unless there are compelling reasons Members are expected to attend all Meetings.
- Should the need arise, however, Members may attend Meetings by telephone or video link or the like. Members attending a Meeting by telephone or video link or the like shall be considered to be present at the Meeting.
35. If any Member has been absent, without the permission of the Board, from all meetings of the Board or any committee to which they have been appointed for a period of three meetings or 6 months, the Board shall, by giving notice in writing to that person, remove him/her from office.

Part III

Minutes and Papers

36. Minutes

The minutes of the previous meeting of the Board shall be sent to Members of the Board along with the notice calling the next meeting and shall be submitted for approval as a correct record.

37. Circulation of Papers

Agenda, papers and minutes will be circulated to all Board Members by the Board Secretary a minimum of 5 days prior to the date of the meeting and circulated to all relevant members of staff as soon as possible after the meeting and shall be made available for inspection as specified in Clause 11, Schedule 2 of The 1992 Act.

38 Confidentiality

* Any information which is received or obtained by any person in connection with their functions as a Member of the Board or a member of a Committee established by the Board on the basis that such information shall be treated as confidential, shall be treated by that person as confidential to the Board or, as the case may be, the Committee.

All confidential Minutes and Papers of the Board and its Committees will be reviewed every 2 years by the Chair and Board Secretary to confirm whether or not they need to remain confidential or can be put in the public domain. The Board will be advised of the outcome of the review.

Part IV

General

Delegation

39. * The Regional Board may delegate the performance of any of its functions to the Chair, to any Committee appointed by it or to any member of staff.

Committees of the Board

40. * The Regional Board may establish Committees for any purpose and any such Committee may appoint Sub-Committees.
41. * Such Committees may include persons who are not Members of the Board but invited by the Board to sit on a committee. Such persons shall not be entitled to vote at meetings of a Committee.
42. * The Principal of the College shall be entitled to attend and speak at any meeting of a Committee of the Board; but s/he shall be entitled to vote at such meeting only if s/he is a member of such Committee. Any reference to a Committee of the Board shall include reference to any Sub-Committee appointed by such Committee.

Any Board Member can attend any committee as an observer and should notify that Committee Chair as a courtesy of their intention. The Chair of the Board can attend any committee meeting with the exception of the Audit committee unless invited to do so.

Chairs and Membership of Committees will be reviewed on an annual basis and changes approved by the Board.

Board Members will receive appropriate expenses for their attendance at Board and Committee meetings.

Alterations of Standing Orders

43. Standing Orders may only be suspended where not fewer than two thirds of members present agree to such a motion.

MODEL STANDING ORDERS

Standing Orders of the Board of Management of College

Preamble

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on [Date] and come into effect on [Date]. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1 Meetings of the Board and Committees

- 1.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.
- 1.2 The Governance Professional shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4 Board and Committee meetings shall be called giving no less than five working days’ notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days’ notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days’ notice.

2 Quorum and Voting Rights

- 2.1 The quorum for a meeting of the Board or Committee shall be no less than one half of the members entitled to vote at such a meeting.
- 2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.
- 2.4 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 2.5 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

- 2.6 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
- The Governance Professional shall email all Board members outlining the decision required, together with relevant briefing information.
 - A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.
 - The Governance Professional shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.
 - Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.7 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8 No-one shall be entitled to tender his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.9 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
- it is moved by the Chair
 - in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

3 Attendance at Board and Sub Committee Meetings

- 3.1 The Governance Professional shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff and trade union Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.

- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Governance Professional shall be present at the meeting unless requested by the Chair to leave. Where the Governance Professional is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff, trade union and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4 Agenda

- 4.1 The Governance Professional in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Governance Professional no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 4.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.
- 4.3 The order of business shall be:
- Apologies for absence
 - Declarations of any Potential Conflicts of Interest in relation to any agenda items
 - Approval of the minutes of the previous meeting
 - Matters arising
 - All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
 - Date of the next meeting(s).
- 4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.
- 4.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

5 Board and Committee Papers

- 5.1 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Governance Professional.
- 5.2 The Governance Professional shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Governance Professional shall advise members of this and advise of the reason for the delay and when papers might be expected.

6 Minutes of Board and Committee Meetings

- 6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

- 6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.
- 6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.
- 6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled 'final version'.
- 6.5 The Governance Professional shall be responsible for ensuring that a final version of the minutes is securely retained.
- 6.6 The Governance Professional shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.
- 6.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.
- 6.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.
- 6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, unapproved circulated or final version.

7 Establishment of Committees and Sub-Committees

- 7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.
- 7.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.
- 7.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

8 Appointment of Vice Chair

- 8.1 A Vice Chair shall be appointed by the Board from amongst its members.
- 8.2 In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

9 Appointment of Senior Independent Member

- 9.1 A Senior Independent Member shall be appointed by the Board from amongst its members.
- 9.2 The Senior Independent Member shall undertake the role as detailed within The Guide for Board Members in the College Sector.

10 Suspension of Standing Orders

- 10.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

Approved by the Board XX Month 20XX

Good Governance Steering Group
June 2016 (Updated April 2022)