

WEST COLLEGE SCOTLAND

STANDING ORDERS

Version Control

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Standing Orders for Regulating the Meetings and Proceedings of West College Scotland’s Board of Management and its Committees

1. Application

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 states that a Board may regulate its own proceedings and those of any Committees established 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 its Committees. These Standing Orders apply to all meetings of the Board of Management and its Committees. The Terms of Reference of Standing Committees and any *ad hoc* Committees that may be established from time to time shall determine the specific remits and quorum of these bodies.

The Standing Orders were approved by the Board at its meeting on 22 March 2021 and replace all other Standing Orders previously adopted by the Board. The Standing Orders will be periodically reviewed by the Board and at least every 3 years.

The Standing Orders apply to all meetings whether held remotely or in person.

1. Authority of Chair

2.1 The Chair will be responsible for leading the meeting and for the general conduct of the meetings and will

* preserve order and ensure that the members obtain a fair hearing;
* decide on all matters of order, competency or relevance;
* determine all questions of procedure.

The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.

* 1. At the meetings of the Board of Management the Chair, or in his/her absence the Vice Chair, will take the Chair. In the absence of the Chair and the Vice Chair, the Chair will nominate another Board member to Chair the meeting or, failing such action, the members present will appoint one of their number to be Chair for the meeting. This will normally be a non-executive member of the Board.

2.3 Members shall address the Chair and the Chair will be heard without interruption.

2.4 The Board will normally make decisions on the basis of agreement by consensus. However, in certain circumstances a vote may be conducted – see Section 9.

1. **Conduct** 
   1. All meetings will be conducted in accordance with legislation, terms and conditions of grant, the Board’s Scheme of Delegation and these Standing Orders. All Board and Committee members are bound by the College’s Code of Conduct.
   2. If any member disregards the authority of the Chair, or is guilty of obstructive or offensive conduct, a motion may be moved and seconded to suspend the member for the remainder of the meeting, and the member will then immediately leave the meeting.

**4 Schedule of Meetings**

4.1 Ordinary meetings of the Board shall be held at least four times per calendar year, according to a schedule which the Board shall determine.

4.2 All meetings shall be called by a notice to attend the meeting specifying the business to be transacted thereat which shall be issued by the Secretary at least five working days before the meeting of the Board.

4.3 Extraordinary meetings of the Board 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. The meeting shall be held as soon as practicable.

**5 Quorum**

5.1 A quorum will be no less than 50% of Board members.

5.2 If, fifteen 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 Chair shall close the meeting.

5.3 Notwithstanding 5.2 above, where there is not a quorum present at a meeting of the Board or a Board Committee the members present may determine that the scheduled business be considered informally, and recommendations noted. Such recommendations would not be effective until ratified or amended at a subsequent meeting of the Board or Committee.

5.4 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:

- the Board Secretary shall email all Board or Committee members outlining the decision required, together with relevant briefing information;

- a quorum, as defined in 5.1, must have replied to the email;

- the Board Secretary shall ensure that the deadline for response is clearly specified and Board, or Committee, members shall endeavour to respond within that timeframe;

- any decisions taken in this way shall be homologated at the next quorate meeting of the Board or Committee.

5.5 A quorate meeting shall be adjourned if, by virtue of members absenting themselves during proceedings, the number falls below the previously stipulated quorum. In such event unfinished business shall be placed on the agenda for the next scheduled meeting of the Board or Committee; or the remaining members present may determine that scheduled business is dealt with in accordance with 5.3 or 5.4 above.

6 Adjournment of Meeting

6.1 The Board of Management may adjourn any meeting to such a time as the Chair may then, or afterwards decide.

6.2 When an adjourned meeting is resumed, proceedings will commence at the point which they concluded at adjournment.

7 Business of Meetings

7.1 At a meeting of the Board no business other than that specified in the notice shall normally be considered. An item of business not appearing on the agenda for the meeting may be considered as “any other competent business” at the discretion of the Chair.

7.2 The order of business will be determined at the start of the meeting, but generally will follow the format contained in the agenda issued with the papers.

7.3 The Chair, by agreement with the Board, may at any meeting vary the order of business so as to give precedence to business of special urgency.

**8 Approval of Minutes**

8.1 The Board of Management and each of its Committees will ensure that proper minutes of its proceedings are kept; the minutes will contain all resolutions and proceedings and will be conclusive evidence of the matters to be decided.

8.2 At each Board and Committee meeting the minutes of the previous meeting will be submitted for approval as a correct record of the meeting to which they relate.

8.3 Copies of the approved minutes and any supporting reports or other statements considered will be available on the College website as appropriate.

**9 Voting at Meetings**

9.1 Subject to any provision of the legislation or the Articles of Governance or Scheme of Delegation, a motion passed by the majority shall be declared to be the decision of the meeting and shall bind the Board.

9.2 At the discretion of the Chair, a vote may be taken by a show of hands. In the event of a tie the Chair shall have both a deliberative and a casting vote.

9.3 A member may have his/her dissent from a decision recorded in the minutes at the meeting.

**10 Attendance of Officers**

The Chair, in consultation with the Principal and Chief Executive or Vice Principal as appropriate, may invite members of the Senior Management Team or other individuals to the meeting of the Board, or any of its Committees, to provide specialist or other information to assist the deliberations of the members.

**11 Conflict of Interest**

11.1 The principles set out in Section 5 of the College’s Code of Conduct shall apply in relation to conflicts of interest. Where, whether before or during any meeting of the Board or any Board Committee, any member of the Board or any Committee becomes aware that he or she or any person connected with him or her has an interest in or relating to any matter to be or being considered by the Board or a Committee he or she shall declare such interest and, unless the Chair of the Board or the Committee declares otherwise, withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

11.2Board and Committee members are themselves responsible for declaring that they have an interest in any matter under consideration whether or not such interest has been declared in the register of interests maintained by the Secretary.

**12. Confidentiality of Information**

12.1 Any information obtained by any person as a member of the Board or a member of a Board Committee, other than information which the Board or the Committee has agreed should be made public, shall be treated as confidential to the Board or Committee. This provision also applies to any other person, including College staff, attending Board or Committee meetings or dealing with matters delegated to them by the Board or Committee.

**13 Meetings of Committees and Sub-Committees of the Board**

13.1 A Committee or Sub-Committee shall hold such meetings as the Board may from time to time prescribe but the Secretary shall call additional meetings of a Committee or Sub-Committee at any time on being required to do so either by:

1. the Committee or Sub-Committee concerned,

ii. the Chair of the Committee or Sub-Committee concerned,

1. or on receiving a requisition in writing for that purpose specifying the business proposed to be transacted at the meeting and signed by a majority of members entitled to vote at the Committee or Sub-Committee concerned.

13.2 The Board shall determine the quorum for each of its Committees and the Committees shall determine the quorum for each of its Sub-Committees.

13.3 All meetings of a Committee or Sub-Committee shall be called by an invitation to attend the meeting specifying the business to be transacted thereat, which shall normally be issued by the Secretary at least five working days before the meeting to which it relates.

**14 Suspension of Standing Orders**

14.1 The Standing Orders may be suspended when the Chair and two-thirds of the members present entitled to vote agree to such a motion.