

WEST COLLEGE SCOTLAND

STANDING ORDERS

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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

- 1.1 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.
- 1.2 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.
- 1.3 The Standing Orders were approved by the Board at its meeting on 7 October 2024 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.
- 1.4 The Standing Orders apply to all meetings whether held remotely or in person.

2. 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.
- 2.2 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.

3 Conduct

- 3.1 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, which Members will be asked to review and agree annually.

- 3.2 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 The Governance Professional shall produce an annual schedule of meetings which shall be presented to the Board for approval.
- 4.3 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 Governance Professional at least five working days before the meeting of the Board.
- 4.4 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 the papers may be expected.
- 4.5 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 entitled to vote at such a meeting. At least one-half of those attending must be non-executive Board members to complete a quorum.
- 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 Governance Professional 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 Governance Professional 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 The Governance Professional in consultation with the Chair and the Principal shall prepare the draft agenda. The Governance Professional shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 7.2 All matters for consideration by the Board or Committee shall be clearly identified on the agenda as to whether it is for approval, decision, discussion, noting or for information.
- 7.3 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 and prior approval 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. Minutes shall also include a record of those member present and any individuals in attendance for all or part of the meeting.

- 8.2 Draft minutes shall be prepared for the Chair's agreement within 10 working days of the meeting. Once agreed by the Chair, draft minutes shall be circulated to members for information.
- 8.3 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 and shall thereafter be labelled 'approved'.
- 8.4 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. The minutes shall thereafter be confirmed by the Chair of the Committee and labelled as 'approved'.
- 8.5 Copies of the approved minutes and any supporting reports or other statements considered will be retained by the Governance Professional and made available on the College website as appropriate.
- 8.6 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether they are labelled as 'draft' or 'approved'.

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 of the meeting. Any member not present may at the next meeting have their dissent recorded.

10 Attendance at Meetings

- 10.1 The Chair, in consultation with the Principal and Chief Executive or Vice Principal as appropriate, may invite members of the Senior Leadership Team or other individuals (in addition to any staff or trade union member) to the meeting of the Board, or any of its committees to provide specialist or other information to assist the deliberations of the Board Members. Where invited to do so, these employees or individuals may contribute to the discussion, but may not vote.
- 10.2 The Board may decide to meet privately without the Principal or any Senior Leadership 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.

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.

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.
- 11.2 Board 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 Governance Professional.
- 11.3 Board Members should adhere to the Declaration & Management of Interest Policy and Procedure which are available on the Board Teams Library.

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 Governance Professional shall call additional meetings of a Committee or Sub-Committee at any time on being required to do so either by:
 - i. the Committee or Sub-Committee concerned,
 - ii. the Chair of the Committee or Sub-Committee concerned,
 - iii. 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 A Committee shall consist of at least three Board members appointed by the Board. One of the non-executive Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.
- 13.3 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 invitation to attend specifying the business to be transacted thereat, which shall normally be issued by the Governance Professional at least five working days before the meeting to which it relates.

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

14 Appointment of Senior Independent Member

14.1 A Senior Independent Member shall be appointed by the Board from amongst its members.

14.2 The Senior Independent Member shall undertake the role as detailed within the Guide for Board Members in the College Sector and as per the West College Scotland Role Profile.

15. Suspension of Standing Orders

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