



## **Argyll College UHI Standing Orders of the Board of Governors**

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**1. Introduction**

Argyll College UHI Ltd is a Company limited by guarantee limited company SC172157 and is a charity registered in Scotland in terms of the Charities and Trustee Investment (Scotland) Act 2005 with registered number SC021197.

The Standing Orders are supplementary to the Articles of Association of the College and shall apply to all meetings of the Board of Governors ('the Board') and its committees, to ensure the orderly and effective conduct

In the event of a dispute as to the interpretation of any part of the Standing Orders the ruling of the Chair of the Board of Governors shall be sought. In the event of a challenge to the Chair's authority the Board shall refer the matter to statutory provisions.

**2. Meetings of the Board and Committees**

**2.1 Ordinary Meetings**

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. The Board and each Committee shall meet a minimum of four times in any twelve month period, except for Nominations Committee and HR and Remuneration Committee which shall meet at least annually, but as often as required to fulfil the terms of its remit.

**2.2** The Board Secretary shall, with the agreement of the Chair, produce an annual programme of meetings which shall be presented to the Board for approval.

**2.3 Extraordinary meetings**

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.

**2.4** 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 2 working days' notice.

**3 Quorum**

**3.1** The quorum for a meeting of the Board shall be *eight* members entitled to vote at such a meeting. A majority of those present should be non-executive members. A quorum shall not be deemed to be constituted unless there are at least *six* independent members present.

**3.2** The quorum for each sub-committee is defined within the terms of reference of that committee.

**3.3** 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.

3.4 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 choose one of the independent non-executive members who is entitled to vote to be Chair of that meeting.

#### **4. Voting Rights**

4.1 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.

4.2 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

4.3 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 Members outlining the decision required, together with relevant briefing information
- a quorum must have replied to the email
- the Board Secretary 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 noted at the next relevant meeting of the Board or Committee.

#### **5 Attendance at Board and Sub Committee Meetings**

5.1 The Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, the Code of Good Governance and these standing orders, and in order to ensure a record is kept of proceedings.

5.2 It shall be a matter for the Chair to determine whether College employees (with the exception of the staff Board Members) or other individuals should be invited to attend any Board or Committee meeting in an advisory capacity. Where invited to do so by the Chair, these employees or individuals may contribute to the discussion at the meeting, but may not vote or contribute to any decision being taken.

5.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Secretary to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Secretary to the Board 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 and student

Board members should be permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

## **6 Agenda**

- 6.1 The Board Secretary in consultation with the Chair and Principal or relevant Vice Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Secretary to the Board 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 Chair shall have the final say in whether or not any item is placed on the agenda.
- 6.2 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.
- 6.3 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)
- 6.4 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.
- 6.5 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.

## **7 Board and Committee Papers**

- 7.1 Board and Committee papers may be submitted (via the Secretary to the Board) by the Principal, a member of the Senior Management Team or the Secretary to the Board.
- 7.2 The Board Secretary shall ensure the circulation of papers to Board or Committee members at least 5 working days prior to the meeting. Where this timescale is not possible, the Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.
- 7.3 Board members shall treat all Board business (including but not limited to papers and discussions at meetings) as confidential and shall not discuss or reveal the contents of these

without the prior and express permission of the Chair. This excludes any information that has been made publicly available by the College.

## **8 Minutes of Board and Committee Meetings**

- 8.1 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.
- 8.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled "draft".
- 8.3 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".
- 8.4 The minutes shall be considered for approval by the full Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled "final version", which shall be signed by the Chair.
- 8.5 The Board Secretary shall be responsible for ensuring that a final version of the minutes is securely retained.
- 8.6 The Board Secretary shall be responsible for ensuring that the final version of the minutes is published on the College website.
- 8.7 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.
- 8.8 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.

## **9 Establishment of Committees**

- 9.1 The Board may establish Committees and a Committee may establish sub-Committees, as it considers appropriate, according to guidance provided by Scottish Government and taking into account Schedule 2 of the Further and Higher Education (Scotland) Act 1992.
- 9.2 The minimum number of committees will be:
  - Learning, Teaching and Engagement Committee;
  - Audit Committee;
  - Finance and General Purposes Committee;
  - Human Resources and Remuneration Committee;
  - Teaching, Learning and Engagement Committee;
  - Nominations Committee.

9.3 A Committee shall consist of at least three Board members nominated 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.

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

## **10. Appointment of Chair and Vice Chair**

10.1 The Board shall appoint two of its members, not being persons who are:

- students at the College;
- employees of the College;
- the Principal or Acting Principal of the College; or
- members (whether elected or appointed) or employees of a local authority, to be Chair and Vice Chair respectively.

10.2 The Vice Chair shall:

- act on behalf of the Chair if the Chair is absent for any reason
- lead the annual process to evaluate the performance of the Chair
- facilitate any annual development meetings with Board members as may be requested by the Chair

10.3 The period of appointment of the Chair and Vice Chair shall be four years from their date of appointment or as otherwise determined by the Board from time to time.

10.4 If both the Chair and Vice Chair are absent from any meeting of the Board, the Board Members present shall choose one of their number to act as Chair for the meeting.

10.5 At the first meeting following the expiry of their term of office, or following their resignation, the Board shall appoint a new Chair or Vice Chair, as the case may be, from amongst their number for a period of four years or as otherwise determined by the Board from time to time.

10.6 The Chair or Vice Chair retiring at the end of their respective terms of office, are eligible for re-election.

10.7 When the Chair or Vice Chair ceases to be a member of the Board, she or he shall cease to be the Chair or Vice Chair.

## **9 Suspension of Standing Orders**

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

9.2 The Board shall, at least once every three years, review the terms of the Standing Orders in order to determine whether any amendments and/ or additions should be made thereto.



## **Appendix 1**

### **Responsibilities of the Board Secretary & Summary Of Main Responsibilities**

- To be in attendance at Board meetings to advise the Board of Governors and its committees on the proper exercise of powers.
- To advise the Chair on action necessary to maintain compliance with Statutory Instruments, Standing Orders and the Scheme of Delegation.
- To take appropriate action if and when the Board of Governors, its Chair or one of its committees appear to be at risk of acting outside their powers or proposing actions which may be unlawful.
- In conjunction with the Committees of the Board, to arrange for review of compliance and governance issues, policies and procedures including the Standing Orders for the conduct of business of the Board and its Committees.
- In consultation with the Chair and the Principal, to plan the forward programme of meetings of the Board of Governors and its committees and to arrange for the timeous provision of all necessary papers and supporting documentation.
- To ensure compliance with the law and Board procedures regarding the recording, safe custody and public access to Board of Governors papers.
- To act as official college contact for the maintenance of the Register of Interests of Board Members, election of staff members to the Board of Governors and other statutory requirements with regard to Board membership.
- To advise the Board of Governors of new (or amendments to existing) legislation that might have an influence on the work of the Board or the effective operation of the College and to arrange for appropriate legal advice as required.
- The position of the Board Secretary should be kept under review to ensure independence is maintained. This review will be carried out annually by the Chair of the Board of Governors.

## **Appendix 2. Deselection Procedure for Board Members of Argyll College UHI**

1. It is accepted by the Board of Governors that Board members will from time to time be unable to continue in their role as a member of the Board. It should be noted that this policy does not apply to the Principal of the College for whom different arrangements apply and detailed in their contract of employment. The reasons for resignation may be private and personal and this will be respected by the Board.
2. Where a Board member, including the Chair of the Board, decides to resign, the member should write to the Secretary informing them of their decision. The Secretary will



confirm receipt of the resignation letter including the date from which the resignation is to be effective and will discuss the situation with the Chair in the first instance. Where it is the Chair of the Board resigning, the Secretary will discuss the matter with the Depute Chair. This will be reported to the next Board meeting and the Nomination Committee will begin the process of seeking nominations after that. The Nomination Committee may take action prior to next Board meeting depending on the calendar of meetings and the role that the Board member fulfils, for example Chair of a Committee.

3. A Board member, including the Chair of the Board, who resigns as a result of concerns about the running of the College or a proposed action, should inform the Secretary of this in the letter of resignation. The Secretary will endeavour to agree a statement detailing the reason for the resignation to be circulated to all Board members.
4. There are specific reasons for a Board member *being required* to resign from the Board. These reasons are:
  - A breach of confidentiality connected with information received in the performance of their duties as a Board member
  - Not registering and/ or declaring a relevant interest
  - Not attending Board or Committee meetings for a consecutive six month period and where permission for that absence has not been sought
  - Ceasing to be a student or member of staff and membership of the Board is by virtue of that status
  - Becoming full time member of staff or student where membership is that of a non executive
  - Being unable or unfit to carry out their duties as a member of the Board
5. There are also instances where a Board member becomes ineligible to continue on the Board. They include :
  - a criminal conviction in the United Kingdom, the Channel Islands, the Isle of Man or the Irish Republic of any offence and has had passed on them a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine.

- Having had their estate sequestrated, having made an arrangement with their creditors, having been adjusted bankrupt, been granted a trust deed for their creditors or a composition contract;
  - Being incapacitated by mental illness or
  - A conviction of an offence of dishonesty or an offence under the Charities Act
  - Board members are subject to an application to join the Disclosure Scotland Protecting vulnerable Groups (PVG) scheme. A person may not be appointed, or may be removed from office, where no application for disclosure is completed or where the result of a disclosure is incompatible with them joining or remaining on the Board.
- 8.. Where the Nomination Committee of the Board is satisfied, having made due enquiry and having given notice to the relevant Board member of the belief that he or she is required to resign as a result of one of the circumstances detailed in the above paragraphs and having permitted that board member to make representations to the Committee why that action should not be taken, the Chair of the Board will confirm, in writing, to that Board member that he or she has been deemed to have resigned on a particular date. At the next Board meeting, the Board will be informed that the member has resigned and may no longer attend Board or Committee meetings. After the Board meeting at which the resignation has been announced, the Nomination Committee will begin the process of seeking nominations in accordance with the Recruitment Procedures.

