

STANDING ORDERS
FOR REGULATING THE MEETINGS AND PROCEEDINGS OF
JOHN WHEATLEY COLLEGE BOARD OF MANAGEMENT

These Standing Orders apply to the Board and its Standing and Ad Hoc Committees. The Terms of Reference of Standing Committees and Ad Hoc Committees shall determine the specific remits and quorum of those bodies. The terms of the Standing Orders shall be agreed and periodically reviewed by the Board as described in paragraph 61.

First Meeting

- 1 The first meeting of the Board of Management shall be held on a date to be fixed by the Clerk to the Board.

Election of Chair and Vice-Chair

- 2 The election of the Chair and Vice-Chair shall be the first business at the first meeting of the Board held after the appointment of members, and at that meeting, until the Chair is elected, the Clerk to the Board, and failing him/her such member as may be selected by the meeting, shall preside.

Date of Meetings

- 3 After the first meeting, meetings of the Board shall be held on dates to be determined by the Chair in consultation with the Principal and intimated to the Clerk to the Board.

Special Meetings

- 4 The Clerk to the Board shall call a special meeting of the Board at any time on being required to do so on receiving a requisition in writing for that purpose specifying the business to be transacted at the meeting and signed by at least five members of the Board of Management. Such a meeting shall be held within fourteen clear days of the receipt of the requisition.

Notice of Meetings

- 5 All meetings shall be called by a summons to attend the meeting specifying the venue, the start time and the business to be transacted thereat and signed by the individual acting as the Secretary to the Board which shall be left at or sent by post at least three clear working days before the meeting of the Board to an address specified to every member of the Board or to such other address as any member may notify.

Quorum

- 6 The Quorum of members of the Board shall be not less than six full members of the Board (coopted shall not be counted in the quorum for Board and Standing and other Committee Meetings).

Quorum Not Present

- 7 If ten minutes after the time appointed for a meeting of the Board a quorum of members be not then present the meeting shall stand adjourned and the Clerk to the Board shall minute that owing to the want of the necessary quorum no business was done. No business shall be transacted at a meeting of the Board unless quorum of members is present.

Similarly a quorate meeting shall be adjourned if, by virtue of members absenting themselves during proceedings, the number attending falls below the previously stipulated quorum. No further business which commits College resources or changes existing policy shall be transacted if attendance at a meeting falls below the quorum. In such an event unfinished business shall be placed on the agenda of the next scheduled meeting of the Board of Management.

Business at Meetings

- 8 At a meeting of the Board no business other than that specified in the summons shall be considered except in the case of business either required by or under any enactment to be transacted at a meeting of the Board or as hereinafter provided. Business which has not been specified in the summons may be considered at the end of the meeting provided that in the opinion of the Chair the same is relevant, competent and urgent and two-thirds of the members present and voting agree that it should be taken up without further notice and provided also that written intimation of such business shall have been handed to the Chair prior to the commencement of the meeting and read to the meeting by the Clerk to the Board immediately after the minutes of the previous meeting are considered and approved.

Order of Business

- 9 The order of business at every meeting of the Board shall be as follows, viz:-
- a) The Chair of the Board of Management or, in his/her absence, the Vice-Chair, whom failing another member of the Board chosen by the members of the Board present shall take the chair;
 - b) The Sederunt shall be taken;
 - c) Apologies for non-attendance shall be noted;
 - d) The summons calling the meeting shall be read or held as read;
 - e) Formal declarations of interest in respect of the business to be discharged by the meeting shall be declared as prescribed in the Board's Code of Conduct;
 - f) Minutes of the previous meetings of the Board, of which prints or copies have been previously sent to each member of the Board shall be submitted, held as read, corrected if need be, and signed by the Chair.
 - g) Business remaining from the last meeting (if any);

- h) Approved minutes of Standing Committees and Ad Hoc Committees shall be submitted held as read, and so far as reported for information, be formally moved, and be held to be approved unless objections taken to any portion thereof when so submitted. The mover and seconder of a Minute may speak in support of the minute when the same is formally moved or may reserve their speeches until the objection, if any, to the said Minute or any portion thereof is reached. When objection is taken, it shall be noted by the Secretary to the Board for consideration by the Board after all the unopposed Minutes have been similarly submitted and disposed of and the business referred to in paragraphs (g) and (h) hereof has been dealt with. At the discretion of the Chair, questions may be put on the Minutes of Committees and Sub-Committees but a Minute shall not be regarded as opposed merely because of any question so put;
- i) Any correspondence, communications or other business specially brought forward by direction of the Chair;
- j) The Minutes or portions of the Minutes, if any, previously objected to as provided for in paragraph (h) above;
- k) Notices of motion in the order in which they have been received;
- l) The business of the meeting specified in the summons or agenda (including application by Deputation); and
- m) The date of the next meeting.

Powers to Vary Order of Business

- 10 The Board may at any meeting vary the order of business so as to give precedence to business of special urgency. Such a decision shall be simple majority of members in attendance.

Powers of Chair - Adjournment on Disorder

- 11 Deference shall at all times be paid to the authority of the Chair. When he/she speaks, the member, if any, who is addressing the meeting, shall defer. It shall be the duty of the Chair to preserve order and to secure that members obtain a fair hearing. He/she shall decide all matters of order, competency and relevancy and his/her ruling shall be final and shall not be open to discussion. He/she shall also decide between two or more members requesting to speak by calling on the member whom he/she first observed to rise in his/her place. He/she may and, if requested by any member he/she shall ask the mover of an amendment or a motion to state its terms. He/she shall be entitled in the event of disorder arising to adjourn the meeting to a time he/she may then or afterwards, fix and his/her leaving the Chair shall indicate the meeting is adjourned. In the event of the Chair leaving the chair in other circumstances, his/her place shall then be taken in terms of Standing Order 9(a).

Casting Vote

- 12 The Chair of the meeting shall have both a deliberative and a casting vote.

Rights of Coopted Members

- 13 Coopted members of the Board's Standing Committees shall have rights to speak at meetings and to question members of the College's Management Team within the provision of the Board's Standing Orders. They shall not have a right to cast votes, or to propose and second motions. Such coopted members shall also have rights to attend meetings of the Board and participate in such meetings as provided in this Standing Order.

Form of Notice of Motion

- 14 Every notice of motion shall be in writing signed by the member of the Board giving the notice and counter-signed by four other members. A notice of motion which has not have been received by the Clerk to the Board at least ten clear working days prior to the date of any meeting of the Board shall not be specified in, or transmitted with, the summons calling such meeting.

Failure to Move Motion after Notice has been Given

- 15 If a motion, notice of which is specified in the summons calling the meeting, be not moved by the member who has given the notice or by some other member on his/her behalf when it comes on in due course, it shall, unless postponed by leave of the Board, be considered as withdrawn and shall not be moved without further notice.

Motion Contradictory of Previous Resolution

- 16 A motion which is contradictory of a previous resolution of the Board shall not be competent within six months from the date of adoption of such resolution unless the notice thereof shall have been given and specified in the summons calling the meeting of the Board and the notice of motion is in writing signed by the member of the Board who proposed the motion and counter-signed by at least two thirds of the other members.

Motion or Amendment to be Moved and Seconded

- 17 Every motion or amendment shall be moved and seconded and shall when required by the Chair be reduced to writing by the Clerk to the Board and handed to the Chair and shall be read before it is put to the meeting. A member shall not move or second more than one amendment upon a motion provided that a member who has moved an amendment shall not be precluded if that amendment be subsequently withdrawn in terms of the next succeeding Standing Order from moving or seconding a fresh amendment.

Motion or Amendment not to be Withdrawn

- 18 A motion or amendment once in the possession of the Board shall not be altered or withdrawn without the consent of the mover and seconder thereof.

Member Allowed to Speak Only Once on a Motion

- 19 A member shall not address the Board more than once on any subject under discussion,

save on a point of order or, with the consent of the Chair, to make an explanation, but the mover of a motion shall have a right to reply.

Procedure on Point of Order

- 20 A member who is addressing the meeting when a question of order is raised shall resume his/her seat until the question of order has been decided by the Chair.

Right of Reply

- 21 The mover of a motion shall, in his/her reply, strictly confine himself/herself to answering previous speakers and shall not introduce any new matter.

Closure of Discussion

- 22 After the reply is concluded, the discussion shall be held to be closed after which no member shall be permitted to offer an opinion or to ask a question or otherwise interrupt the proceedings or to speak, except with regard to the manner of taking a vote, and the question under discussion shall thereupon be put by the Chair.

Time Limit of Speeches

- 23 The mover of a motion or amendment shall not speak for more than five minutes. Similarly any succeeding speaker shall not speak for more than five minutes. The mover of the original motion shall have the right to speak for five more minutes in reply. The foregoing limits of time may be exceeded with the consent of the majority of the members present and it shall be competent for the Chair to determine - without the necessity of taking a division - whether the consent of the members present has been obtained to the foregoing limits of time being exceeded.

Obstructive or Offensive Conduct

- 24 All members shall have a responsibility to conduct business in an orderly manner.
- 25 In the event of any member at any Board meeting disregarding the authority of the Chair or being guilty of obstructive or offensive or otherwise disorderly conduct, a motion may be thereupon moved and seconded to suspend such member for the remainder of the meeting. The motion shall be put to the meeting without discussion and, if supported by a majority of the members present, the motion shall be declared carried. Should the motion be carried, such member shall thereupon retire from the meeting.

"Questions Be Now Put"

- 26 At the close of any speech, any member who has not spoken on the question before the meeting may move "That the question be now put". If this be seconded, the Chair, if he/she is of the opinion that the subject has been sufficiently discussed, shall without any debate take a vote. No speeches shall be made on the motion. If it be carried, the mover of the original motion shall have the right to reply.

"Previous Question"

- 27 When a motion and two or more amendments to it are before the meeting and any one of the proposals in the opinion of the Chair implies negation, the vote shall be taken on the proposal involving negation so soon as the discussion is completed and before the vote, if any, on the remaining proposals as hereinafter provided.

Motion for Adjournment of Meeting

- 28 A motion for the adjournment of the meeting may be put at the conclusion of any speech and shall have precedence over all other motions. It must be moved and seconded without a speech and shall at once be put by the Chair in the form of "Adjourn" or "Not Adjourn".

Second Motion for Adjournment

- 29 A second motion for the adjournment of the meeting shall not be made within a period of half an hour unless it is moved by the Chair when it shall be dealt with as in the immediately preceding Standing Order.

Motion or Amendment Not Seconded

- 30 A motion or amendment not seconded or which may be withdrawn or departed from after being seconded shall not be inserted in the minutes.

Method of Voting on Motion and Amendment

- 31 (1) Only full members of the Board shall exercise a right to vote in the Board or its Standing or other Committees. Coopted members may exercise full rights to be heard at meetings in respect of all agenda items.
- (2) When a motion and one amendment only are before the meeting, a vote shall be taken between the motion and the amendment;
- (3) When a motion and two or more amendments, none of which implies negation, are before the meeting the vote shall be taken upon all the proposals, each member having one vote. If a proposal receives the support of a majority of the members taking part in the vote, it shall be declared to the decision of the meeting, but, in the event of none of the proposals receiving the support of such a majority that which has received the least support shall be dropped and the vote shall be taken de novo upon the remaining proposals and so on until one proposal has received the support of such a majority whereupon it shall be declared to the decision of the meeting;
- (4) In the event of the votes for two or more proposals being equal, the Chair shall decide which of them shall be dropped.

Voting - Roll-Call, Ballot, Show of Hands

- 32 A vote may be taken by calling the roll, by ballot or by a show of hands of full members of the Board. When it is proposed to take the vote by a show of hands, any member may object to the vote being so taken and if one third of the members present rise in

their places to signify their objection, the vote shall be taken by calling the role or by ballot, as may be decided by a majority of the members present and voting. All votes on procedure, however, shall be taken by a show of hands.

Dissent from Finding

- 33 Any member taking part in a vote may at the same meeting enter his/her dissent from the finding. A member who has not proposed a motion of amendment or cast vote on the matter under discussion shall not be entitled to enter his/her dissent from the finding.

Retirement from Meeting of Members with a Relevant Interest

- 34 *In respect of the declaration of both financial and non-financial interests at Board meetings members should refer to Section 4 in the College's Code of Conduct.*

- 35 (a) All Board members should be aware of their statutory duties to declare material interests in the College's Register of Interest. They should also be aware of the necessity to restate any such interest at the start of any meeting or if, during discussion, such a potential conflict of a *financial and non-financial nature* occurs. *Any such statement should describe the nature of the potential conflict of interest.* Members are required to up-date their submission for inclusion in College's Register of Interest and request by the Clerk of the Board (i.e. every six months). They are also obliged to advise the Clerk of material changes in this respect as and when they occur.
- (b) Any member of the Board who becomes aware before or during any meeting of the Board that he/she or any person connected with him/her has, directly or indirectly, any interest or duty relevant to the matter under discussion which is material and which conflicts or may conflict with the interests of the Board shall declare such interest and not take part in discussion of, or vote upon, that matter. Members may consider whether it might be appropriate to leave the meeting in such circumstances. Any action taken in respect of this clause shall be formally minuted in the record of the meeting.
- (c) Members who declare a *financial* interest (including a significant ownership of shares) in respect of any agenda item to be discussed at the Board, its Standing Committees or its Ad Hoc Committees should have this formally recorded in the minute of the meeting and immediately withdraw whilst that item is discussed. They should take no part in any discussion of such a matter. The Chair shall invite a member declaring such an interest to rejoin a meeting only on the conclusion of any discussion and decision related to such an item by other members. If a meeting becomes inquorate as a consequence of this provision the item shall be remitted to the next scheduled meeting of that body or, if the matter is judged as urgent by either the Principal or the Clerk to the Board, to a properly convened meeting of the Board's Executive Committee.
- (d) *Members who declare a non-financial interest must consider whether or not they can continue to take part in a discussion.*
- (e) For the purpose of paragraph (b) a person is connected with a Board member in the circumstances specified, in respect of directors of companies, in section 346 of the Companies Act 1985.
- (f) Paragraph (b) shall not apply to the Principal of the College, or a staff or Student member, in respect of any interest or duty which he/she has relevant to the

matter under discussion solely by reason of being Principal or an employee or student at the College, or a representative of such employees or students – *unless this relates to the remuneration or contracts of employment or of those of a spouse etc.*

- (g) A member of the Board who is the Principal of the College, or a staff or student member, shall not at any meeting of the Board or Committee thereof attend or take part in the discussion of any matter relating to:
- (1) in the case of the Principal, his/her terms of employment, his/her suspension, dismissal or any other disciplinary measures in relation to him/her, or the appointment of his/her successor;
 - (2) in the case of a staff member, his/her terms of employment, or those of a group of employees to which he/she belongs, his/her promotion, suspension, dismissal or any other disciplinary measures in relation to him/her;
 - (3) in the case of a student member -
 - (i) his/her academic performance or any disciplinary measures in relation to him/her; or
 - (ii) the terms of employment of any person employed at the College, that person's promotion, suspension, dismissal or any other disciplinary measures in relation to him/her.

unless invited to do so by virtue of a resolution of the majority of the other members of the Board or Committee, as the case may be, present at the meeting; and any such person who is so invited shall not vote upon any matter discussed.

Suspension of Standing Orders

- 35 Any of the Standing Orders, upon motion made at any time during a meeting, may be suspended so far as regards any business at such meeting provided that two-thirds of the voting members of the Board present and voting shall so decide.

Replacement of Chair and Vice Chair

- 36 Any motion to replace or remove the Chair or the Vice Chair of the Board of Management shall stand adjourned without discussion until a special meeting can be called to discuss such a proposal.
- 37 The sole business at this special meeting shall be the motion to remove the Chair or the Vice Chair. No other business may be transacted.
- 38 A meeting of this type shall be held within fourteen clear days from the proposal of the motion. It shall be chaired by the College Principal.
- 39 The Chair or Vice Chair may be removed from office or replaced if two thirds of the actual membership of the Board of Management (excluding the College Principal) supports a competent motion.
- 40 The College Principal shall have no right to vote in such a motion and in the case of a

motion to replace the Chair and the Chairperson shall have only a deliberative vote. In the case of a motion to replace the Vice Chair the Chairperson shall have both a deliberative and a casting vote.

- 41 In the event of the Chair being replaced the Vice Chair shall assume his/her responsibilities until such time as a scheduled meeting might elect a successor. This will normally take place at the next scheduled meeting of the Board of Management.

Replacement of a Chair of a Standing Committee of the Board of Management

- 42 A motion to replace the Chair of a Board of Management Standing Committee shall be considered at an appropriate scheduled business meeting of the Board.
- 43 Such motions shall be submitted in accordance with procedures outlined in paragraph 13 of the Standing Orders.
- 44 The Chair of a Standing Committee may be removed from his/her office if one half of the Members present and voting support a competent motion of this type. The College Principal shall have no vote in such a motion.

Application for Admission by Deputations

- 45 Any deputation may apply to be received by the Board provided an application for admission to the meeting setting forth the matters on which the deputation desires to be heard shall have been lodged with the Clerk to the Board at least ten clear working days prior to the date of the meeting. Such lodgements should be made to the office of the Secretary to the Board. Notice of any such applications shall be entered in the summons calling the meeting and such meeting may agree or decline at the meeting whether or not to receive the deputation. This shall be decided by a simple majority of those in attendance who are eligible to vote. No delegations will be received in respect of any matter being considered (or having been considered) within the College's Grievance or Public Interest Disclosure procedures or which in the opinion of the Clerk to the Board should more appropriately be addressed by those procedures. Similarly no delegation will be received which relate to a case being considered or having been considered within the College's disciplinary procedures. In addition no delegation shall be received which seeks to raise issues related to either individual employment matters or the academic progress of individual or groups of students. The College has already in place separate procedures for all such purposes.

Committee may receive Deputation

- 46 Should the Board be of the opinion that it would be more appropriate that a proposed deputation should be received by a Standing Committee or Sub-Committee thereof instead of by the Board they may direct accordingly.

Size of Deputation, etc

- 47 Except with leave of the meeting, the members of any deputation shall not exceed three and shall present their case within a period not exceeding five minutes.

Questions to Deputation

- 48 When a deputation is received it shall be competent for all members of the Board (and co-opted members of Standing Committees present at the meeting) to put to the deputation any questions pertinent to the subject on which they craved to be heard, but no member shall express an opinion upon or discuss the subject until the deputation has withdrawn.

Attendance of Officers

- 49 The Principal may invite members of his/her Senior Management Team or other individuals to the meeting of the Board of Management to provide specialist or other information to assist the deliberations of members. These Officers shall have no right of vote neither shall they be able to initiate debate or propose motions. They shall be able to speak at the invitations of the Chair or the Principal or in response to a direct question by a member.

Attendance by Student Representatives

- 50 The President of the College's Students' Association shall represent the student body on the Board as a full member of the Board.
- 51 He/She may be accompanied by another representative of the Association's Executive Committee (normally the Vice President). This individual may speak at the invitation of the Chair. He/She may not vote in respect of matters discussed at the Board. Similarly he/she may not deputise for the President of the Association as a member of the Board.

Length of Board of Management Meeting

- 52 The business of the Board of Management shall normally be discharged within one hour and thirty minutes of the time stipulated for the start of the meeting. An extension of this time limit shall require a suspension of Standing Orders (which conforms to the requirements of Standing Order 35).

Questions of Procedure to be determined by Chair

- 53 The Chair shall at his/her discretion determine all questions of procedure for which no express provision is made under these orders.

Variation and Revocation of Standing Orders

- 54 Any motion to vary or revoke these Standing Orders (which motion shall conform to the requirements of Standing Order No 14) shall stand adjourned without discussion to the next scheduled ordinary meeting of the Board. Such a motion will require a majority of two thirds of voting members present and voting to be upheld.

Definition of Chair and Chairperson

- 55 Throughout these Orders, if not inconsistent with the context, the following terms shall have the meaning hereinafter assigned to them: -

- 56 "Chair" and "Chairperson" shall mean the person presiding at a meeting of the Board for the time being.

Minutes of Meetings of the Board of Management

- 57 The recording of accurate and adequate Minutes of the proceedings of the Board of Management shall be the responsibility of the person who for the time being holds the post of Secretary to the Board. In his or her absence the College Principal shall nominate an appropriate replacement to record the minutes of the particular meeting so affected.
- 58 In the interests of transparency the papers relating to meetings of the Board of Management and its Standing Committees shall be placed in the College's Libraries and Information Centres for the information of interested parties. Normally these shall be available in the public domain no less than three working days prior to any scheduled meeting.
- 59 Details of the appraisal of senior staff shall not be placed in the public domain. Similarly details of the College's annual financial report shall be withheld until such time as its publication shall be authorised by the Auditor General for Scotland. The Board may, from time-to-time, agree to withhold papers, within the provisions of the Freedom of Information Act, on the grounds of commercial or other confidence or which relate to personnel issues of a confidential nature. Such decisions will be made on a case-by-case basis by a majority of voting members present. The decision to withhold papers shall be minuted. Such a decision may subsequently be challenged by reference to procedures associated with the Board's Public Interest Disclosure Policy or by reference to the Information Commissioner.

Compliance with Freedom of Information Act

- 60 It shall be the responsibility of the Secretary to the Board to post the agenda and minutes of the Board and its Standing Committees on the College's web-site to ensure compliance with the provisions of the Freedom of Information Act. Normally the agenda of meetings, will be published on the web-site a minimum of three (3) working days prior to the scheduled meeting. They shall remain there for a further five (5) days. The Minutes of Meetings will normally be placed on the web-site within five (5) working days of their confirmation (draft minutes shall not be published). They shall remain there for a period as detailed in the College's Publication schedule.
- 61 The agenda, minutes and papers of all Board, Standing Committees and Ad Hoc Committees shall be lodged in the College's Library and Information Centres for the possible scrutiny of students, staff and members of the public.
- 62 Board members should indicate after each meeting of the Board, its Standing Committees or its Ad Hoc Committees whether they wish the College to dispose of their papers.
- 63 If a member is unable to attend the meeting they should intimate to the College, using proforma produced for this purpose, whether or not they have retained or destroyed their agenda and associated papers for that meeting.

- 64 Should members wish to retain agenda and papers or specific papers related to meetings of the Board, its Standing Committees or Ad Hoc Committees they should indicate this to the College.
- 65 In all cases where papers are retained members are obliged to advise the College if they are subsequently destroyed and to make any retained papers available to the College in the event of a request for information made within the Board's Publication Scheme. Members should also advise the College of any annotations they make to Board papers they may retain or of the existence of notes taken at meetings. Such documents may also be required by the College in the event of a request for information under the terms of the Freedom of Information Legislation. Members should provide these if requested.

Review of Standing Orders

- 66 It shall be the responsibility of the Clerk to the Board to propose any changes which might be required to the Standing Orders as a consequence of:
- i) changes in primary or secondary legislation;
 - ii) guidance issued by the College's Funding Bodies (primarily the Scottish Further Education Funding Council);
 - iii) recommendations made by either the College's Internal or External Auditors; and
 - iv) the precedent of emerging case law.

Normally such changes will be made at the earliest practicable scheduled meeting of the Board of Management.

- 67 These amended Standing Orders shall apply from 1 August 2008. The Clerk to the Board will also routinely review the Standing Orders for any amendment that might be required on a bi-annual basis for that date. This cycle of regular review will commence on 1 August 2010.

