

THIS IS APPENDIX 3 REFERRED TO IN THE FOREGOING ARTICLES OF GOVERNANCE**STANDING ORDERS****REGULATING THE MEETINGS AND PROCEEDINGS OF THE BOARD**

The Standing Orders 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.

PART I**Meetings****1 Ordinary Meetings**

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

2 Extraordinary Meetings

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

3 Notice of Meetings

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

4 Notice of Proposals

4.1 Board members wishing to place items on the agenda for an ordinary meeting of the Board should advise the Secretary to the Board 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; (b) is notified for this purpose to the Secretary to the Board 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.

4.2 Board members wishing to place items on the agenda for an extraordinary meeting of the Board should advise the Secretary at least two days in advance of the meeting. No other items may be discussed at an extraordinary meeting of the Board unless (a) it arises from a matter already on the agenda or (b) it is approved for discussion by a majority of the members present at the meeting.

5 **Agenda**

The agenda of ordinary meetings of the Board shall commence with “Apologies for the Absence” followed by “Determination of Other Business” under which the Board shall determine whether to include under “Other Business” such items as are notified for this purpose to the Secretary to the Board at least 24 hours before a meeting. “Items for Approval” will be appropriately recorded and take precedence over other items.

In addition, “Items for Information” will form a separate item and will not normally be discussed by the Board unless a member requests discussion under the item “Determination of Other Business”. Each Board agenda, and that of its Committees, will include an item “Declaration of Potential Conflict(s) of Interest” and an item for Equalities Impact.

6 **Order of Voting**

Where a proposal 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 proposal or the proposal amended. All members have a single vote.

7 **Dissent from Decision**

No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed.

8 **Recession of a Decision**

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:

- 8.1 There has been a material change in circumstances; and
- 8.2 it is moved by the Chair; or
- 8.3 in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

9 **Deputations**

9.1 **Application for admission by deputations**

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 Secretary to the Board at least eight clear days prior to the date of the meeting. Notice of any such applications shall be entered in the notice calling the meeting and such meeting may agree or decline to receive deputation.

9.2 **Committee may receive deputation**

Should the Board be of the opinion that a proposed deputation should be received by any of its committees instead of by the Board, they may direct accordingly.

9.3 **Size of deputation**

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 fifteen minutes.

9.4 **Questions to deputation**

When a deputation is received, it shall be competent for members of the Board 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.

10 **Quorum**

A quorum shall not be less than one half of the members. If 15 minutes after the time appointed for a meeting of the Board a quorum of members is not present, the meeting shall stand adjourned and the Secretary 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 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.

Part II

Minutes and Papers

11 **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.

12 **Circulation of Papers**

Agenda, papers and minutes will be circulated to all Board members for the purpose of the meeting by the Secretary to the Board in sufficient time for the reading and digesting of the contents 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 5 of the Articles of Governance.

Part III

Members

13 Chair and Vice Chair

13.1 Election

- (i) The Chair is appointed by the Regional Board.
- (ii) The Vice Chair shall be appointed at the first meeting of the Board and thereafter at the meeting following demission of office by the previous Vice Chair.
- (iii) The Chairs of Committees will be appointed as determined by the Board.

13.2 Powers

- (i) The Chair shall have a deliberative and casting vote, and shall, subject to the Standing Orders, decide all questions of order.
- (ii) In the absence of the Chair, the Vice Chair shall preside at any meetings, and in the absence of the 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.

14 Code of Conduct

Members of the Board must at all times abide by and have regard to the requirements of the Code of Conduct.

15 Conflict of Interest

15.1 Principal

The Board recognises that there is a constant conflict of interest between the Principal as a member of the Board and his/her role as Principal. This conflict of interest is managed by the Chair and Chairs of Committees accepting the existence of this conflict of interest in the operation of the Board and its Committees. The Principal is not expected to declare this general conflict of interest at each meeting as it is acknowledged and managed by the Board. The Principal will however be expected to declare any other conflict of interest, such as shareholdings, which are not immediately evident to the Board or its Committees.

15.2 General

Other than for the matters specified in Standing Order 15.1 above, a member of the Board shall declare an interest, withdraw from the meeting and not vote on any issue in respect of which that member, or any person connected with him/her, has a material interest in or relating to that issue, or where the issue relates to him/her, where that member becomes aware of such interest before or

during any meeting of the Board. In determining whether a conflict of interest arises, members will have regard to the requirements of the Code of Conduct.

15.3 **Connected person**

For the purposes of Standing Order 15.2, a person is connected with a member of the Board if, but only if, he (not being himself a member of it) is:

- (i) that member's spouse, civil partner, child or step-child, relative or cohabitee; or
- (ii) except where the context otherwise requires, a body corporate with which the member is associated; or
- (iii) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - (a) the member, his spouse or civil partner, any children or step' children or relative or cohabitee of his, or
 - (b) a body corporate with which he 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 spouse or civil partner, any children or step-children or relative or cohabitee of his, or any such body corporate; or
- (iv) a person acting in his capacity as partner of that member or of any person who, by virtue of paragraph (i), (ii) or (iii) above, is connected with that member; or
- (v) a partnership or limited liability partnership in which:
 - (a) that member is a partner; or
 - (b) a partner is a person who, by virtue of paragraph (i), (ii) or (iii) above, is connected with that member;

16 **Substitutes**

In the event of a representative from the Students' Association being absent from the College for a period of more than 28 days 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. Otherwise members of the Board (whether elected or appointed) may not nominate a substitute to attend in his absence.

17 **Co-options**

The Board reserves the right to invite any person to attend a Board meeting for any particular agenda item for which that person's advice and guidance is deemed desirable. For the avoidance of doubt, any person co-opted under this Rule shall not be entitled to vote at any Board meeting.

Part IV

General**18 Committees of the Board**

18.1 Any Committees set up by the Board shall have the powers delegated to them, but shall otherwise conduct their business under the same Standing Orders.

18.2 Chairs of Committees will be elected as set out in Standing Order 13.1 (iii).

18.3 Whilst the Board has delegated power to its Committees, the Committees remain under the authority of the Board. Accordingly minutes of Committees recording decisions reached and recommendations made will be issued to all Board members at the earliest opportunity.

19 Alterations of Standing Orders

Standing Orders may only be amended or suspended where not less than two thirds of Board members present agree to such a motion presented at a properly constituted Board meeting.