

BORDERS COLLEGE

STANDING ORDERS

For the Regulation of Proceedings and Business

of the Regional Board and its Committees

Under Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 "Schedule 2", a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Regional Board ("the Board") and of Committees of the Board ("Committees"). They 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.

The Standing Orders were adopted by the Board on 6 December 2018 and come into effect on 6 December 2018. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

Standing Orders marked * are laid down by legislation and cannot be departed from in Standing Orders adopted by the Regional Board.

Part I

Members

1. The detailed composition is contained in Paragraph 3.2 of the College Sector Board Appointments: 2014 Ministerial Guidance.

The Board shall consist of not less than 15 or more than 18 persons. The Board shall comprise:

- the Chair appointed to that role by the Scottish Government;
- the person for the time being who is the Principal or Acting Principal of the College;
- a person being elected by the teaching staff from among their own number;
- a person being elected by the support staff, from among their own number;
- two persons being appointed by being nominated by the Students Association of the College from among students of the College;
- up to 12 other persons who have experience in industrial, commercial or employment matters, or the practice of a profession, or who have interests relevant to the activity of the College. (These members will be known as "other members".)

Chair and Vice Chair

- 2.* The Chair of the Regional Board is appointed by Scottish Ministers for a period not exceeding four years, as they may determine.
- 3.* The Regional Board shall appoint one of their Members, not being a person who is:
 - (a) a student of the College
 - (b) an employee of the Board
 - (c) the Principal for the time being of the College or

- (d) a member (whether elected or appointed) or an employee of a local authority to be the Vice Chair.
4. The Chair is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Chair is responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, particularly strategic issues. The Chair must promote a culture of openness and debate by encouraging the effective contribution of all Board Members and fostering constructive relations among Board Members.
 5. The Chair shall also be responsible for the general conduct of the meeting and shall, among other things,
 - (a) preserve order and ensure that every Board Member has a fair hearing
 - (b) decide on all matters of order, competency and relevance
 - (c) determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.
 6. The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.
 7. In the absence of the Chair, the Vice-Chair shall undertake all duties as set out in paragraphs 4, 5 and 6 above and any other powers delegated by the Board to the Chair.

In the event of the long term absence of the Chair or that the position is unfilled, the Vice Chair shall with the agreement of Ministers, serve as the Chair until such time as a Chair is appointed by the relevant Minister.

Powers

8. In the absence of the Chair, the Vice Chair shall preside at any meetings, and in the absence of the Chair and 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.

Conflicts of Interest

- 9.* Subject to Standing Order 12 below, where, whether before or during any meeting of the Regional Board or any Committee of theirs, any Member of the Board or of such Committee becomes aware that s/he or any person connected with her/him has a material interest in or relating to any matter to be or being considered by the Board, or as the case may be, the Committee, s/he shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

* Section 346(2) of the Companies Act 1985 as amended by the Companies act 2006 (meaning of "connected person") shall apply for the purpose of determining whether the person is connected with a Member of the Board or, as the case may be, a member of any Committee of theirs as it applies for the purpose of determining whether a person is connected with a director of a Company; and for such purpose references in that section to a director of a Company shall be construed as if they were references to a Member of the Board or, as the case may be, a member of such Committee.

- 10.* Notwithstanding Standing Order 9, where in relation to any Member of the Board or of a Committee mentioned in Standing Order 11 any matter referred to in Standing

Order 11 is to be considered by any meeting of the Board of any Committee of theirs s/he shall, unless invited to remain by resolution of the other Members of the Board present, withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.

- 11.* The Members of the Board mentioned in Standing order 10 in relation to particular matters are:
- (a) the Principal of the College in relation to their terms and conditions of employment, their suspension or dismissal or any other disciplinary measures relating to her/him and the appointment of their successor;
 - (b) a member of the staff of the College in relation to their terms and conditions of employment, the terms and conditions of employment of any group of employees of the College to which s/he belongs, their promotion, suspension or dismissal or any other disciplinary measure relating to them; and
 - (c) a student of the College in relation to their academic performance, any disciplinary measures relating to themselves or the terms and conditions, appointment, promotion, suspension or dismissal of or any other disciplinary measures relating to any employee of the College.
- 12.* Subject to Standing Order 11, nothing in this Standing Order shall require the Principal or a member of staff or student to declare an interest or withdraw from consideration of any matter where their interest exists only by reason of their being the Principal or, as the case may be, a member of staff or student.
13. As a guide and for the purposes of Standing Order 9, a person is connected with a Member of the Board if, but only if, s/he (not being a member of it) is:
- (a) that member's spouse, civil partner, child or step-child; or
 - (b) except where the context otherwise requires, a body corporate with which the member is associated; or
 - (c) a person acting in his/her capacity as trustee of any trust the beneficiaries of which include
 - (i) the member, his/her spouse or civil partner or any children or step-children of his; or
 - (ii) a body corporate with which he/she 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/her spouse or civil partner, or any children or step-children of his, or any such body corporate; or
 - (iii) a person acting in their capacity as partner of that member or of any person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member; or
 - (iv) a Scottish firm in which:
 - (i) that member is a partner,
 - (ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) above, is connected with that member, or a partner is a Scottish firm in which that member is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c) above, is connected with that member.

Substitutes

14. In the event of both Students' Association representatives being absent from the College 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. No other Member of the Board (whether elected or appointed) may nominate a substitute to attend in his/her absence.

Senior Independent Member (SIM)

15. A Senior Independent Member is to be appointed by the Board as a whole to provide advice and guidance to the Board Chair, as required and on its members' behalf, in order to support good standards of corporate governance and the maintenance of collective responsibility. Situations in which that advice and guidance may be required include
- a) Leading the annual appraisal of the Board Chair, alone or in conjunction with the Vice Chair, including ensuring
 - i. All board members have an opportunity to express their views on the Chair's performance over the last year and areas for development over the coming 12 months
 - ii. The Chair is given the opportunity to understand and discuss the collective views with the SIM
 - iii. An annual development plan is agreed with the Chair and the SIM ensures the board is informed of its content
 - iv. If required, the SIM facilitates the provision of information from the appraisal process to the Chair's appointing body (Scottish Government or the Regional Strategic Body)
 - b) Intervening with the Chair, on behalf of the Board, if board members, the board secretary or senior staff are concerned that the Chair's actions are undermining good standards of corporate governance and the maintenance of collective responsibility, including if the Chair
 - i. Is unable to fulfil the responsibilities set out in the letter of appointment
 - ii. Fails to make pertinent information available to the Board as a whole
 - iii. Undermines the collective responsibility of the Board as a whole
 - iv. Acts in a manner which brings the Board into disrepute, including failing to address personal conflicts of interest
 - v. Is unable to work with the Principal to ensure that the staff of the organisation provide the Board with the service required, including adequate sources of information and assurance and delivery of performance
 - c) Acting as a sounding board for the Chair in pursuit of good standards of corporate governance and collective responsibility.

Should a SIM ever have serious concerns about the propriety, regularity or governance of the College, and these cannot be resolved satisfactorily with the Chair, they should inform the Scottish Funding Council.

Co-options

16. The Board and any Committee of the Board reserves the right to invite any person to attend a Board or Committee meeting for any particular agenda item for which that person's advice and guidance is deemed desirable.
- 17.* In the event of an individual being invited to attend Board or Committee meetings such persons are not entitled to participate in decision making.

Part II

Meetings

Ordinary Meetings

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

Extraordinary Meetings

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

Notice of Meetings

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

Notice of Proposals

21. Board Members wishing to place items on the agenda should advise the Board Secretary 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; or (b) is notified for this purpose to the Board Secretary 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.

Agenda

22. The agenda of ordinary meetings of the Board shall always include the following agenda items; 'Declaration of Conflicts of Interest' followed by 'Update of Register of Interests'.

Voting

23. Decision making shall normally be done by consensus. However any member may ask for the answers to be ratified by a formal vote and this request must be met.
24. The voting shall be by a show of hands, unless the Regional Board decide that the voting shall be by a division in which case the names for and against the motion or amendment shall be taken down in writing and entered in the minutes.
25. Where there is a motion and no countermotion (which means a proposition which is the direct negative of the motion) no vote is required and will be deemed to be carried.

26. Where there is a motion and a counter motion a vote shall be taken for each.
27. Where a motion 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 motion or the motion amended. All members have a single vote. In the event of an equality of votes the Chair will have a second or casting vote except where the matter relates to the appointment of a Member of the Board to any particular office or committee, in which case the decision will be by lot.
28. The validity of any proceedings of the Board or of any committee appointed by them shall not be affected by any defect in the appointment of any Member of the Board or any member of such committee or by a vacancy amongst the members of the Board.

Recession of a Decision

29. 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:
 - (a) it is moved by the Chair; or
 - (b) in addition to being signed by the mover, it is signed by at least one third of the Members of the Board.

Electronic Decision Making

30. In exceptional circumstances electronic decision making is permissible. Approval to use electronic means to obtain a decision must be given by the Chair or Vice-Chair on a case by case basis. An electronic decision will only be deemed to have been approved where a minimum of 51% of the overall respondents agree to the proposal. All responses to the proposal must be returned to the Board Secretary. The overall results of the responses from Members must be circulated to the other Board Members by the Board Secretary and the decision reported back to the Board at its next meeting.

Written procedure/Quorum

31. Written Procedure

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 or, if appropriate, Committee members outlining the decision required, together with relevant briefing information.
- A quorum, as defined in Standing Order 32, must have replied to the email.
- The Board Secretary shall ensure that a deadline for response is clearly

specified (the time allocated for response would be determined by the urgency of the matter in question) and Board or Committee members shall endeavour to respond within that timeframe.

- Any decisions taken in this way shall be reported to the next relevant meeting of the Board or Committee.

32. A quorum shall not be less than one third of the members, 50% of whom must be other members of the Board appointed under Clause 3 of Schedule 2 of the 1992 Act. For the purposes of the constitution of a quorum the Chair shall be considered to be an other member of the Board. If 15 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 Board Secretary shall minute that owing to the want of the necessary quorum no business was done.
33. 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.

Attendance at Meetings

34. Unless there are compelling reasons Members are expected to attend all Meetings. Should the need arise, however, Members may attend Meetings by telephone or video link or the like. Members attending a Meeting by telephone or video link or the like shall be considered to be present at the Meeting.
35. If any Member has been absent, without the permission of the Board, from all meetings of the Board or any committee to which they have been appointed for a period of three meetings or 6 months, the Board shall, by giving notice in writing to that person, remove him/her from office.

Part III

Minutes and Papers

36. 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.

37. Circulation of Papers

Agenda, papers and minutes will be circulated to all Board Members by the Board Secretary a minimum of 5 days prior to the date of the meeting 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 11, Schedule 2 of The 1992 Act.

38 Confidentiality

* Any information which is received or obtained by any person in connection with their functions as a Member of the Board or a member of a Committee established by the Board on the basis that such information shall be treated as confidential,

shall be treated by that person as confidential to the Board or, as the case may be, the Committee.

All confidential Minutes and Papers of the Board and its Committees will be reviewed every 2 years by the Chair and Board Secretary to confirm whether or not they need to remain confidential or can be put in the public domain. The Board will be advised of the outcome of the review.

Part IV

General

Delegation

39. * The Regional Board may delegate the performance of any of its functions to the Chair, to any Committee appointed by it or to any member of staff.

Committees of the Board

40. * The Regional Board may establish Committees for any purpose and any such Committee may appoint Sub-Committees.
41. * Such Committees may include persons who are not Members of the Board but invited by the Board to sit on a committee. Such persons shall not be entitled to vote at meetings of a Committee.
42. * The Principal of the College shall be entitled to attend and speak at any meeting of a Committee of the Board; but s/he shall be entitled to vote at such meeting only if s/he is a member of such Committee. Any reference to a Committee of the Board shall include reference to any Sub-Committee appointed by such Committee.

Any Board Member can attend any committee as an observer and should notify that Committee Chair as a courtesy of their intention. The Chair of the Board can attend any committee meeting with the exception of the Audit committee unless invited to do so.

Chairs and Membership of Committees will be reviewed on an annual basis and changes approved by the Board.

Board Members will receive appropriate expenses for their attendance at Board and Committee meetings.

Alterations of Standing Orders

43. Standing Orders may only be suspended where not fewer than two thirds of members present agree to such a motion.

Approval and Review of Standing Orders

Approved by the
Regional Board: December 2018

Review Date: December 2021