

Board

**Standing Orders
of the Board**

July 2009

Function of the Board

The Board is comprised of seventeen non-executive and one executive director (the CEO) who are ultimate responsibility for the management and administration of Scotland's Colleges. There is no legal distinction between executive and non-executive directors and therefore non-executive directors have the same legal duties, responsibilities and potential liabilities as the CEO. However, non-executive directors are expected to act **impartially and independently** at all times. They must be independent of the management of the company and of **any of its interested parties** by:

- a) focussing on board matters and not straying into 'executive' direction so providing an independent view of the company that is removed from the day to day running
- b) acting freely from any business or other relationships which could materially interfere with the exercise of independent judgement

Board members must act in the best interests of Scotland's Colleges at all times and not for any collateral purpose for example, for the benefit of a college they may be linked to.

Standing Orders

1 Chair

- 1.1 The Chair shall be responsible for the general conduct of the meetings and shall, among other things,
 - a) preserve order and ensure that every member of the Board has a fair hearing,
 - b) decide on all matters of order, competency and relevancy,
 - c) determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.
- 1.2 The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.
- 1.3 In the case of an equality of votes the Chairperson shall not have the casting vote.

2 Conduct

2.1 At meetings of the Board

- a) the Chair, or in his or her absence, the Vice-Chair, shall take the Chair, in the absence of the Chair and Vice-Chair, the members present shall appoint one of their number to be Chair for the meeting
- b) every member of the Board shall address the Chair
- c) the Chair shall be heard without interruption
- d) if any member of the Board 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; the motion shall be put

without discussion and, if carried, such member shall then immediately leave the meeting, and

- e) the Chair shall be entitled, in the event of any disorder arising, to adjourn the meeting to a time he or she may then or afterwards fix.

3 Meetings of the Board

The Board shall normally meet four times per year.

4 Notice of Board meetings

Notification to members of the time and place of the meeting, and the business proposed to be transacted at the meeting shall be given by being left at, or sent by post, to the address provided by the member of the Board or by electronic communications to an email address provided by the member of the Board at least three working days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

5 Adjournment of Meeting

- 5.1 With the agreement of the meeting, the Board may adjourn any meeting to such time as the Chair may then or afterwards fix.
- 5.2 When an adjourned meeting is resumed, proceedings shall commence at the point at which they were broken off at the adjournment.

6 Quorum

- 6.1 The quorum for the transaction of the business of the Board may be fixed by the Board Members and unless so fixed at any other number shall be one third of all Board Members, or if at the time the total number of Board Members is not a multiple of three, the quorum shall be determined by dividing the number of Board Members by three and rounding up to the nearest whole number.
- 6.2 If a quorum is not present, the Chair shall adjourn the meeting for fifteen minutes and, after this time, if a quorum is still not present, the Chair shall have the power to decide to close the meeting or to take such items on the agenda that may require discussion on an advisory basis only, subject to a vote taken by the next quorate meeting by the Board.
- 6.3 Subject to Standing Order 6.1, the proceedings of the Board shall not be invalidated by reason of any vacancy among the members, or any defect in the appointment of any member.

7 Order of Business

- 7.1 The order of business will be determined at the start of the meeting but generally will follow the format contained in the agenda accompanying the notice calling the meeting.
- 7.2 An exceptional item of business not appearing on the agenda for the meeting may be considered at the end of the meeting provided that the Chair of the meeting is of the opinion that it is relevant, competent and urgent.

8 Conflicts of Interest

- 8.1** members should be familiar with the content of and comply with the terms of the Code of Conduct for the members of the Board of SFEU and complete a Register of Interests form. Any change in a member's circumstances should be notified to the Secretary to the Board and entered into the Register of Interests within one month of the change.
- 8.2** Subject to sub-paragraph 8.5 below, where, whether before or during any meeting of the Board or any Board Committee, any member of the Board or of such Board Committee becomes aware that he or she or any person connected with him or her 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 Board Committee, he or she shall declare such interest and withdraw from the meeting during such consideration and shall not vote on any question relating to the matter.
- 8.3** Notwithstanding sub-paragraph 8.2 above, where in relation to any member of the Board or of a Board Committee mentioned in sub-paragraph 8.4 below any matter referred to in that sub-paragraph is to be considered by any meeting of the Board or any Board Committee, he or she 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.
- 8.4** The member of the Board mentioned in sub-paragraph 8.3 above is the Chief Executive in relation to his or her terms and conditions of employment, his or her suspension or dismissal or any other disciplinary measure relating to him or her and the appointment of his or her successor;
- 8.5** Subject to sub-paragraph 8.4 above, nothing in this paragraph shall require the Chief Executive to declare an interest or withdraw from consideration of any matter where his or her interest exists only by reason of his or her being the Chief Executive.
- 8.6** Section 252(2) of the Companies Act 2006 (meaning of "connected person") shall apply for the purpose of determining whether a person is connected with a member of the Board or, as the case may be, a member of any Board Committee as it applies for the purpose of determining whether a person is connected with 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, member of such Board Committee.

9 Disclosure of Information

All Board and Committee agendas and minutes will be published on the Scotland's Colleges website.

The Board may, from time-to-time, agree to withhold papers, within the provisions of FOIA, 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 and the papers noted as "non-disclosure".

Any requests under the Freedom of Information Act (FOIA) to individual board members should be passed to the company secretary for processing.

10 Approval of Minutes

At each Board meeting the minutes of the previous meeting shall be submitted for approval. After the minutes have been approved as a correct record of the meeting to which they relate, subject to or without amendment, they shall be signed by the Chair.

11 Voting

11.1 Voting shall be by a show of hands or by voice, unless one third of the members present and entitled to vote at the meeting signify their objection. The Board will then require to decide whether the vote should be taken by ballot or by calling the roll or by noting the dissensions in the minutes.

11.2 Any member of the Board or a Committee thereof who disagrees with a decision upon which the Board or Committee has voted may require that his or her dissent be recorded in the minute of the relevant meeting.

12 Committees

12.1 The Board shall appoint such Committees as it considers necessary.

12.2 The Standing Orders of the Board shall also be Standing Orders of Board Committees.

13 Suspension of Standing Orders

Any one or more of these Standing Orders may be suspended, except where such suspension might lead to an action contrary to law, so long as at least two thirds of the board members agree to do so.