

Standing Orders of The Lanarkshire Board

Preamble

In accordance with paragraph 11 of Schedule 2 of the Further and Higher Education (Scotland) Act 1992, a Board may regulate their own proceedings and those of any Committee appointed by them.

The purpose of these standing orders is to ensure the orderly and effective conduct of the meetings of the Lanarkshire Board.

1 Meetings of the Lanarkshire Board and Committees

- 1.1 The Lanarkshire 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. Normally the Board and its Committees shall meet at least four times per year (except for the Nominations and Search Committee, the Remuneration Committee and the Chairs' Group which shall meet as required).
- 1.2 The Board Secretary shall, with the agreement of the Chair, produce an annual programme of meetings which shall be presented to the Board no later than March of the preceding academic year.
- 1.3 Extraordinary meetings may be called on the instructions of the Chair or by agreement by a majority of members.

2 Quorum and Voting Rights

- 2.1 The quorum for a meeting of the Board shall be no less than 50% of the members entitled to vote at such a meeting. The quorum for the committees is set out in the Terms of Reference for each committee.
- 2.2 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 shall have the power to either adjourn the meeting to a new date and time, or to proceed with the agenda, ensuring that any substantive discussion or decisions taken are endorsed by members at the next meeting of the Committee or the full Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair shall assume that role. Where the Vice Chair is not present, members shall choose a non-executive Board member with voting rights to be Chair of that meeting.
- 2.5 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.
- 2.6 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.

2.7 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board is required, decisions can be taken by written procedure. That is, decisions can be taken without calling a physical meeting of the board. 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
- at least 50% of the members entitled to vote on the decision must have replied
- 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.

3 Attendance at Board and Sub Committee Meetings

- 3.1 The Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation and these standing orders, and in order to ensure a record is kept of proceedings.
- 3.2 It shall be a matter for the Chair to determine whether College employees 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 final decision being taken.
- 3.3 The Board may decide to meet privately with only non-executive 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.

4 Disclosure of Interests

- 4.1 Where any member becomes aware of a potential conflict of interest that may arise during a particular meeting, they must declare this and, where appropriate, withdraw from the meeting during this item's consideration and will have no entitlement to vote on the matter. Guidance on Declaration of Interests is given in the Code of Conduct for Members of the Board.

5 Agenda

- 5.1 The Board Secretary in consultation with the Chair and Principal or relevant Vice Principal of both colleges 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. The Chair shall have the final say in whether or not any item is placed on the agenda.
- 5.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for decision, discussion, noting or for information purposes.

- 5.3 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
 - Date of the next meeting(s)
- 5.4 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.
- 5.5 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.

6 Board and Committee Papers

- 6.1 Board and Committee papers may be submitted by the Principal or by any other employee, with the approval of the Principal.
- 6.2 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.
- 6.3 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. Members are also reminded of the requirements of confidentiality as detailed in the Code of Conduct.

7 Minutes of Board and Sub Committee Meetings

- 7.1 In addition to the business on the agenda, the minutes shall include a record of those members present and employees or individuals in attendance for all or part of the meeting, and actions arising from business discussed.
- 7.2 Draft minutes shall be prepared for the Chair's approval normally within 7 working days of the meeting and shall be labelled "draft".
- 7.3 Once agreed by the Chair, minutes shall be circulated to members normally within 14 working days of the meeting and shall be labelled "unapproved circulated".
- 7.4 The minutes shall be approved by the full Board or Committee at its next meeting and the Chair shall, thereafter, sign minutes which shall be labelled "final version".
- 7.5 The Board Secretary shall be responsible for ensuring that a signed copy of the minute is securely retained.
- 7.6 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 Establishment of Committees

8.1 The Board may establish Committees:

- (a) to assist and advise the Board on matters relating to any of its functions or on such matters as the Board may from time to time determine, or
- (b) to perform such functions of the Board as may be delegated by it from time to time.

8.2 A Committee shall consist of a Chair and such number of other members as the Board may determine.

8.3 The Board may co-opt non Board members to any committees established, but these co-opted members shall have no entitlement to vote.

8.4 Prior to the establishment of any Committee, the Board shall approve its remit and membership. Members of the committee may consider and review its own remit, but any changes shall require the approval of the Board.

9 Suspension of Standing Orders

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