

# Standing Orders



<b>Document Control Information</b>	
<b>Reviewed by the Board of Management:</b>	<b>March 2026</b>
<b>Date of Next Review:</b>	<b>March 2028</b>
<b>Approved by the Board of Management:</b>	<b>March 2026</b>

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# **Standing Orders for Regulating the Meetings and Proceedings of Glasgow Kelvin College Board of Management and its Committees**

## **Application**

1. 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 established by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). These Standing Orders apply to all meetings of the Board and its Committees. The terms of reference of Standing Committees and of any Ad Hoc Committees which may be established by the Board shall determine the specific remits and quorum of those committees, together with the appointment of non-executive Board Members as Chair and Vice Chair of each Committee.

The Standing Orders were approved by the Board on 20 March 2024 and replace all other Standing Orders previously adopted by the Board. The terms of the Standing Orders will be periodically reviewed by the Board as described in paragraphs 41-42.

## **First Meeting**

2. The first meeting of the Board of Management shall be held on a date to be fixed by the Secretary to the Board.

## **Appointment of Chair and Vice-Chair**

3. The Chair is appointed by Scottish Ministers. The Board shall appoint a non-executive Board member as Vice-Chair.

## **Schedule of Meetings**

### **Ordinary Meetings**

4. Ordinary meetings of the Board shall be held at least four times per academic year, according to a schedule which the Board shall determine including the time and place of such meetings.

### **Special Meetings**

5. The Secretary to the Board shall call a special meeting of the Board at any time on receiving a request in writing for that purpose, specifying the business to be transacted at the meeting, which at least five non-executive members of the Board of Management have agreed to. Such a meeting shall normally be held within 10 working days of the receipt of the request.

### **Notice of Meetings**

6. The Secretariat shall issue members with notices of meetings of the Board (electronically, unless a Board member specifically asks otherwise) at least five working days before the day of the meeting, specifying the time and place of the meeting and the business to be transacted.

## **Quorum**

7. The Quorum of members of the Board shall be not less than one half of the total number of appointed members with at least 50% of those present being non-executive members.

### **Quorum Not Present**

8. 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 Secretary to the Board shall minute that owing to the necessary quorum not being achieved, the Board was not able to do business.
9. Where there is not a quorum present at a meeting of the Board or a Board Committee the members may determine that the scheduled business be considered informally, and recommendations noted. Such recommendations would not be effective until ratified or amended at a subsequent quorate meeting of the Board or committee.
10. 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**

#### **Notice of Proposals**

11. Board members wishing to place items on the agenda should advise the Secretary to the Board at least 10 working days before the meeting at which it is to be considered.

#### **Minutes and Circulation of Papers**

12. The recording of accurate and adequate Minutes of the proceedings of the Board of Management shall be the responsibility of the Secretary to the Board. In their absence the College Principal and Chief Executive shall nominate an appropriate replacement to record the minutes of that particular meeting.
13. The Secretariat will produce draft minutes within ten working days after a meeting of the Board, and submit them to the Chair for comment, and will thereafter circulate the Chair-approved minutes promptly to Members via the Board portal. The minutes shall be submitted to the meeting of the Board for approval as a correct record.
14. The Secretariat will ensure that the members of the Board receive the Agenda, papers and minutes for the purpose of the meeting in sufficient time for the reading and digesting of the contents. Normally this will be at least five working days in advance of the meeting.

#### **Other Business**

15. At a meeting of the Board no business other than that specified in the notice of the meeting shall be considered.

#### **Order of Business**

16. The order of business at every meeting of the Board shall be as follows:
  - a. The Chair of the Board of Management or, in her/his absence, the Vice- Chair, whom failing another non-executive member of the Board chosen by the members of the Board present shall take the chair;
  - b. The Secretary will record those members present;
  - c. The Secretary will record apologies for non-attendance;
  - d. Formal declarations of interest in respect of the business to be discharged by the meeting shall be declared as set out in the Board's Code of Conduct;

- e. The minutes of the previous meeting of the Board shall be submitted for approval as a correct record;
- f. Matters arising from the minutes of the previous meeting
- g. Business remaining from the last meeting (if any);
- h. Any correspondence or communications brought forward by direction of the Chair;
- i. Reports and matters of business for the Board's decision or for approval or for noting or for information and Notices of motion (if any) in the order in which they have been received;
- j. Minutes of Standing Committees and any Ad Hoc Committees, held as read, and provided for information. At the discretion of the Chair, the Chairs of such Committees may be asked to comment on the minutes and to respond to members' questions;
- k. The date of the next meeting.

#### **Variation of the Order of Business**

- 17. Items which are 'For Approval and Endorsement will take precedence over items 'For Discussion and Noting' or 'For Information'. The latter will not be discussed unless a member indicates at the start of the meeting that s/he wishes an item to be discussed.
- 18. The Board may, at any meeting, vary the order of business so as to give precedence to business of special urgency.

#### **Powers of Chair**

- 19. It is the role of the Chair to see that the Board's business is conducted in an orderly fashion and to ensure that members obtain a fair hearing. Members wishing to speak should do so through the Chair. Deference shall at all times be paid to the authority of the Chair.
- 20. The Chair is also responsible for leading the meeting to reach decisions.
- 21. The Board will normally make decisions on the basis of agreement by consensus, but where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Secretary may be asked to count and record a vote.

#### **Casting Vote**

- 22. The Chair shall have a deliberative and casting vote, and shall, subject to the Standing Orders, decide all questions of order.

#### **Collective Responsibility**

- 23. Members should be encouraged to express any differing views within the Board's decision-making process. In the event that a member has a reservation regarding a particular decision, they may ask for their dissent to be formally recorded in the minute. Once a decision has been reached, all members should support it.

#### **Dissent from Decision**

- 24. No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.

## **Changing a Decision**

25. 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, in the view of the Chair, there has been a material change in circumstances.

## **Voting**

### **Order of Voting**

26. Where a vote is to be conducted as set out in Paragraph 21 above, voting will take place on the amendment against the proposal. All members have a single vote, with the exception of the Chair, as set out above at paragraph 22.

### **Voting - Show of Hands, Ballot, Roll-Call**

27. A vote may be taken by a show of hands, by ballot or by calling the roll (in which case the vote of each member is recorded) of members of the Board. When it is proposed to take the vote by a show of hands, any member may object and if one third of the members present signify their objection, the vote shall be taken by ballot or by calling the roll, as may be decided by a majority of the members present and voting.

### **Participation by Co-opted Members of Standing Committees**

28. Co-opted members of the Board's Standing Committees shall have rights to speak at meetings. They shall not have a right to cast votes, or to propose and second motions. Such co-opted members shall also have rights to attend meetings of the Board and participate in such meetings as provided in this Standing Order.

### **Observers**

29. Observers may only speak at the discretion of the Chair. Observers have no rights to vote, propose or second motions, or to propose items for discussion.

### **Conflicts of Interest**

30. Members should refer to the Code of Conduct of Glasgow Kelvin College with regard to the registering and declaration of interests including stating publicly, for transparency reasons, relevant connections under "Declarations of Interests" on the agenda.
31. All Board members should be aware of their statutory duties to declare material interests in the College's Register of Interests. They should also be aware of the necessity to restate any such interests at the start of any meeting or if, during discussion, a potential conflict of a financial or non-financial nature occurs. Any such statement should describe the nature of the potential conflict of interest. Members are required to update their submission for inclusion in the College's Register of Interests on request by the Secretary to the Board (i.e. every six months). They are also obliged to advise the Secretary of material changes in this respect as and when they occur.
32. Any member of the Board who becomes aware before or during any meeting of the Board that s/he or any person connected with them 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. A member who declares an interest should leave the meeting to enable the remaining members to consider if her/his absence is necessary and/or appropriate; other members should agree how the conflict should be managed. This may include allowing the conflicted member to speak on the

matter but not participate in the decision-making process. Any action taken in respect of this clause shall be formally minuted in the record of the meeting.

33. All Board members will be asked to declare any connection or link they may have to any matter being considered; this could be a family relationship or a social or professional contact.

#### **Principal and Chief Executive**

34. The Board recognises that there is a constant conflict of interest between the Principal and Chief Executive as a member of the Board ex officio and their role as Principal and Chief Executive.
35. This conflict of interest is managed by the Chair and the Chairs of Standing Committees accepting its existence in the operation of the Board and its Committees. The Principal and Chief Executive is not expected to declare this general conflict of interest at each meeting as it is acknowledged and managed by the Board.

#### **Attendance of Officers**

36. The Principal and Chief Executive may invite members of the Senior Leadership Team or other individuals to the meeting of the Board of Management to provide specialist or other information to assist the deliberations of members.

#### **Length of Board of Management Meeting**

37. The business of the Board of Management shall normally be discharged within 3 hours of the time stipulated for the start of the meeting. An extension of this time limit shall normally require a suspension of this Standing Order (no 37).

#### **Questions of Procedure to be Determined by Chair**

38. The Chair shall at their discretion determine all questions of procedure for which no express provision is made under these Standing Orders.

#### **Suspension of Standing Orders**

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

#### **Compliance with Freedom of Information Act**

40. It shall be the responsibility of the Secretary to the Board to ensure that the Board and Committee papers are published according to the Publication Scheme adopted by the College and in accordance with the Freedom of Information Act.

#### **Review of Standing Orders**

41. It shall be the responsibility of the Secretary to the Board to propose any changes which might be required to the Standing Orders as a consequence of:
  - a. changes in primary or secondary legislation;
  - b. guidance issued by the College's funding body (primarily the Scottish Funding Council);
  - c. recommendations made by either the College's Internal or External Auditors; and
  - d. the precedent of emerging case law.
42. The Secretary to the Board will routinely review the Standing Orders for any amendment that might be required every two years.