

Board of Management

Date of Meeting	Thursday 14 December 2023
Paper No.	BoM3-E
Agenda Item	3.4
Subject of Paper	Amendments to the Standing Orders and Committee Terms of Reference
FOISA Status	Disclosable
Primary Contact	Drew McGowan, College Secretary
Date of production	6 December 2023
Action	For Approval

1. Recommendations

- 1.1. To approve amendments to the Standing Orders.
- 1.2. To approve an amendment to the Terms of Reference of the Learning, Teaching & Student Experience Committee.

2. Purpose

- 2.1. To seek the Board of Management's approval for amendments to the Standing Orders and the Terms of Reference of the Learning, Teaching & Student Experience Committee.

3. Consultation

- 3.1. The amendments to the Standing Orders are in line with the report tabled by G. Mitchell and discussed at the Board in June 2023 and the Board Development Plan approved in October 2023.
- 3.2. D. MacKeen, as part of his Board induction, has agreed to become a member of the Learning, Teaching & Student Experience Committee.

4. Key Insights

- 4.1. The Standing Orders regulate the proceedings of the Board. As outlined in section 1.12 of the Scheme of Delegation, the Board reserves the authority to make, amend or revoke the Standing Orders.
- 4.2. The Board are recommended to approve an amendment to the order of business outlined in section 4.3 of the Standing Orders. This confirms the established practice of the Board and its committees, and the inclusion of a review of the meeting is in line with G. Mitchell's recommendations and the approved Board Development Plan.
- 4.3. The Board is also recommended to approve an amendment to the Standing Orders which inserts a new section on complaints and resolutions. This is also in line with G. Mitchell's recommendations and the approved Board Development Plan.
- 4.4. Terms of Reference outline a committee's purpose, remit, membership, meetings, quoracy and annual review. The Board reserves the authority to approve changes to the Terms of Reference of its committees under section 7.3 of the Standing Orders and section 1.11 of the Scheme of Delegation.
- 4.5. The Board are recommended to approve the amended Terms of Reference for the Learning, Teaching & Student Experience Committee. This will add D. MacKeen, the teaching staff member of the Board, to the membership of the Committee.

5. Impact and Implications

- 5.1. Reviewing the content and structure of the Board's governance documents and committees is an opportunity to make necessary changes and ensure governance arrangements are continuously reviewed and improved.

Appendix 1: Board of Management Standing Orders

Appendix 2: Learning, Teaching & Student Experience Committee Terms of Reference

Standing Orders

Board of Management

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 Board of Management ("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 31 August 2016 and came into effect on 1 September 2016. The Board approved a revision on 14 June 2023. These Standing Orders replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

1. Meetings of the Board and Committees

- 1.1. The 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 (including by videoconference) as the Board determines annually in a calendar of Board and Committee meetings, including a schedule of required approvals.
- 1.2. The Board Secretary (or College Secretary performing this function) shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3. Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4. Board and Committee meetings shall be called giving no less than five working days' notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days' notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than 2 working days' notice. There shall be a minimum of four Board meetings, and a minimum of three meetings of each Committee, per academic year.

2. Quorum and Voting Rights

- 2.1. The quorum for a meeting of the Board or Committee shall be no less than one-half of the members entitled to vote at such a meeting. At least one-half of those attending must be non-executive Board members to complete a quorum.
- 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 must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3. If the Chair of the Board or Committee (i.e. Committee Convener) is not present at any meeting, the Vice Chair or Vice Convener (where this office exists) shall assume that role. Where a Vice Chair is not available, members shall elect from amongst the non-executive members present a Board member who is entitled to vote as the Chair of that meeting. In the case of the Convener's Committee, if the Convener is not present, a substitute Convener may be appointed from among the members present for the duration of the meeting.
- 2.4. 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.

- 2.5. Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6. 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 or videoconference 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 Members outlining the decision required, together with relevant briefing information
 - a quorum, as defined in 2.1 of these Standing Orders, must have replied to the email
 - 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 homologated at the next relevant meeting of the Board or Committee.
- 2.7. Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8. 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.
- 2.9. 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 six months unless:
 - it is moved by the Chair
 - in addition to being formally approved by the mover, it is approved by at least one-third of the total members of the Board.

3. Attendance at Board and 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, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.
- 3.2. It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote or contribute to any decision being taken.
- 3.3. The Board may decide to meet privately without the Principal or any Senior Management Team 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. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

4. Agenda

- 4.1. The Board Secretary in consultation with the Chair 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 (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Secretary shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 4.2. All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.
- 4.3. 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 with those items of business requiring approval or a decision taking precedence over items of business for noting
 - Any other notified business
 - Review of meeting
 - Disclosability of papers
 - Date of the next meeting(s)
- 4.4. 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.
- 4.5. 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.

5. Board and Committee Papers

- 5.1. Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Secretary to the Board.
- 5.2. 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. Minutes of Board and Committee Meetings

- 6.1. In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.
- 6.2. Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled "draft".
- 6.3. Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled "draft circulated".

- 6.4. The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled “approved”.
- 6.5. The Board Secretary shall be responsible for ensuring that a final “approved” version of the minutes is securely retained.
- 6.6. The Board Secretary shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.
- 6.7. 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.
- 6.8. Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft usually within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as “approved”.
- 6.9. All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, draft circulated or approved.

7. Establishment of Committees and Sub-Committees

- 7.1. As provided for in Schedule 2, the Board may establish Committees and a Committee may establish sub-committees. References in these Standing Orders include sub-committees.
- 7.2. A Committee shall consist of at least three Board members appointed by the Board. One of the non-executive Members shall be elected as Chair of the Committee (“Convener”). The Board may also wish to elect a Vice Chair (“Vice Convener”) of each Committee.
- 7.3. Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

8. Appointment of Vice Chair

- 8.1. A Vice Chair shall be appointed by the Board from amongst its members.
- 8.2. In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

9. Appointment of Senior Independent Member

- 9.1. A Senior Independent Member shall be appointed by the Board from amongst its members.
- 9.2. The Senior Independent Member shall undertake the role as detailed within The Guide for Board Members in the College Sector.

10. Concerns and Resolution

- 10.1. Any member who wishes to raise a concern about the procedures or business of the Board, or the discussion during a meeting may do so openly. A concern can be raised, and a resolution proposed, under the 'any other notified business' item in accordance with section 4.1 of the Standing Orders. Where a concern occurs within the meeting, a member may raise this under the 'review of meeting' item at the end of the meeting.
- 10.2. Members may also raise any concern they have with the Chair, Vice Chair, Senior Independent Member and/or Board Secretary, as appropriate, and discuss how this concern may be resolved. At this stage, it is recommended that points of concern and a preferred outcome of the member

be established before the matter is progressed. The member may request for their concerns to be treated confidentially or sensitively.

10.3. Concerns that relate to the Code of Conduct may, in accordance with section 6 of Annex A in the Code, be resolved informally at a local level. Where this is not possible, and there has been an alleged breach of the Code, the member may of course submit a complaint to the Ethical Standards Commissioner.

10.11. Suspension of Standing Orders

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

Approved by the Board of Management: 31 August 2016

Amended by the Board of Management: ~~14 June 2023~~ 14 December 2023

Terms of Reference

Learning, Teaching & Student Experience Committee of the Board of Management

1. Purpose

- 1.1. The Learning, Teaching & Student Experience Committee, referred to hereafter as “the Committee”, will have oversight of the curriculum, learning, teaching and student experience across the College. The Committee will provide assurance to the Board of Management that the College continues to be an inspirational place of learning that enables individuals to excel and realise their full potential.

2. Remit

- 2.1. Provide reports, advice and recommendations to the Board of Management on the Student Academic Experience Strategy and policies on matters relating to the curriculum, teaching, learning, support for learning, the student experience and graduate success.
- 2.2. Undertake high-level reviews of:
 - Key aspects of academic performance, including student retention, progression, attainment and achievement.
 - Internal academic reporting mechanisms.
 - Performance on admissions, access, inclusion, induction and support.
 - Arrangements for articulation and partnership.
- 2.3. Reflect on trends in education, and encourage and monitor innovation and curriculum development to ensure that the College is successfully serving the needs of learners and other internal and external stakeholders, and is preparing effectively to meet future needs.
- 2.4. Maintain an overview of academic quality assurance and improvement standards and outcomes by reviewing reports from the Academic Board and other relevant sources, both internal and external, including feedback and evaluation from student and stakeholder surveys.
- 2.5. Monitor matters concerning student discipline, the academic appeals process and the volume and themes of student complaints, their handling and outcomes.
- 2.6. Receive and consider regular reports from the Students' Association and address any issues raised as appropriate.
- 2.7. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee's remit and recommend any changes to the Board of Management for final approval.
- 2.8. Recommend to the Board of Management any matters of significance that fall within the Committee's remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee's membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** A. Sullivan; C. Singh; E. Keep; and R. Gillespie.
 - **Principal, Staff & Student Member(s):** P. Little; L. Subido; and D. MacKeen~~T. Hands~~.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Member(s):** M. Miller.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least four times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: 14 June 2023

Amended by the Board of Management: 14 December 2023