

## **STANDING ORDERS OF THE EDINBURGH COLLEGE 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 (and the accompanying Annex) were reviewed and approved by the Board on 10 December 2024 and come into effect immediately. They 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 as the Board determines.
- 1.2 The Board Secretary shall produce an annual programme of meetings which shall be presented to the Board for approval. As part of the approval process, the Board shall consider holding at least one public meeting per year.
- 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 two working days’ notice.

### **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.
- 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 is not present at any meeting, the Vice Chair shall assume that role. Where a Vice Chair is not available, members shall elect from amongst themselves a Non-Executive Board member who is entitled to vote as the Chair of that 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 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 tender 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 signed by the mover, it is signed by at least one third of the total members of the Board.

### **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, 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 and trade union 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.
- 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, trade union 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 and the Principal 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

- 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.
- 4.6 The Chair, the Principal and the Board Secretary shall, in preparing an agenda, ensure that meetings are inclusive and incorporate good practice to remove barriers which may impede participation.

## **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 Board Secretary.
- 5.2 The Board Secretary shall ensure the circulation of papers to Board or Committee members at least five 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 'unapproved 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 'final version'.
- 6.5 The Board Secretary shall be responsible for ensuring that a final 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 within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.

- 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, unapproved circulated or final version.

## **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 these Members shall be elected as Chair of the 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 CONFLICT OF INTERESTS**

- 9.1 The principles set out under Section 5 of the Code of Conduct shall apply in relation to conflicts of interest.
- 9.2 The Board recognises that there is an ongoing conflict of interest between the Principal as a Board Member and as Principal & Chief Executive. The Principal is not expected to declare this conflict of interest at each meeting as it is acknowledged and managed by the Board.

## **10 CONFIDENTIALITY**

- 10.1 All Board Members have privileged access to confidential information and must comply with the requirement to keep any such information private.
- 10.2 Confidentiality requirements are set out more fully under paragraphs 3.11 and 3.12 of the Code of Conduct.

## **11 CO-OPTIONS**

- 11.1 With reference to paragraph 31 of the Constitution and Proceedings, the Board may co-opt members to any of its Committees. Co-opted members shall not however, have voting rights.

## **12 SUSPENSION OF STANDING ORDERS**

12.1 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 10 December 2024*

## STANDING ORDERS OF THE EDINBURGH COLLEGE BOARD OF MANAGEMENT

### ANNEX FOR VIRTUAL AND HYBRID MEETINGS

The purpose of this annex to the Standing Orders is to ensure the orderly and effective conduct of virtual and hybrid meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”).

#### 1. INTERPRETATION

- 1.1 **Virtual meeting:** a meeting of members of the Board where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending **virtually**.
- 1.2 **Hybrid meeting:** a meeting of members of the Board at which some participants are attending the meeting in person and others are attending virtually.

#### 2. MEETINGS OF THE BOARD AND COMMITTEES

- 2.1 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.
- 2.2 To attend any virtual or hybrid meeting, a Member must be able at that time to hear, and where practicable see, and be so heard and, where practicable, be seen by, the other members in attendance.
- 2.3 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as they would have if attending the meeting in person.
- 2.4 The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

#### 3. QUORUM AND VOTING RIGHTS

- 3.1 No business shall be transacted at a meeting unless a quorum is present. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

- 3.2 A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.
- 3.3 In any debate, the Chair of the Meeting will invite all Members in attendance whether they wish to say anything as part of the debate. If a Member wishes to speak then this is the point at which they will so speak.
- 3.4 Each vote will be a roll call vote or by a show of hands, while the minutes will record the decision of the meeting.
- 3.5 Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

#### **4. CONFLICTS OF INTEREST**

- 4.1 Any Member with a Disclosable Interest in any particular matter must disconnect from the Meeting for that particular item. The Meeting will, if required, pause for up to five minutes for the said Member to reconnect once the matter has been dealt with.

#### **5. CONFIDENTIALITY**

- 5.1 When confidential, or 'closed' matters, are under consideration. Members attending virtually should ensure that there are no members of the public at remote locations able to hear or see the proceedings during such meetings.
- 5.2 No virtual or hybrid meeting of the Board or its committees shall be digitally recorded unless a proposal, justifying the purpose of the recording, is unanimously agreed by all Members in attendance.

#### **6. CONNECTIVITY AND ACCESSIBILITY**

- 6.1 Members attending virtually should connect to the Meeting shortly before the allotted commencement time and check that their connection is operational<sup>1</sup>.
- 6.2 Members attending virtually should ensure that their microphone is muted other than when they are entitled to speak.
- 6.3 If applicable, Members attending virtually should ensure that their online chat function and notification functions (e.g. raised hand etc) are operational.
- 6.4 Members attending virtually who experience connectivity and/or accessibility issues should ensure that the Chair is notified at the start of the meeting, or at the earliest opportunity.
- 6.5 If a Members in attendance wishes to speak, and is unable to access the chat or notification functions, they should verbally advise the Chair that they wish to do so.

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<sup>1</sup> Members of the Board of Management are advised to log-in to Microsoft Teams using an Edinburgh College account, to ensure that both functionality and confidentiality are maintained.