

## Board Meeting

Date of Meeting	Monday 15 May 2023
Paper Title	Review of Board Regulations / Standing Orders
Agenda Item	15
Paper Number	BM5-J
Responsible Officer	Board Secretary
Recommended Status	Disclosable subject to Board approval at meeting
Action	For Decision

### 1. Executive Summary

- 1.1.** The report seeks approval of amendments to the GCRB Board Regulations, now retitled Standing Orders, further to discussions at the Board's January meeting and review work undertaken by a short-life working group.

### 2. Recommendations

- 2.1.** The Board is invited to **consider** and **approve** the Standing Orders.

### **3. Background**

- 3.1.** At its January 2023 meeting, the Board agreed that a review should be undertaken of the GCRB Board Regulations. These were last approved in 2017. A review had been on hold pending issue of the revised Code of Conduct and Code of Good Governance, both of which had implications for the regulations, and both of which are now in place.
- 3.2.** The Board agreed to the establishment of a short-life working group to take this work forward and report back to the next meeting.
- 3.3.** The following report summarises material changes. Further explanation of numerous other, minor changes can be provided at the Board meeting as required.
- 3.4.** The revised regulations, now titled Standing Orders, are appended.
- 3.5.** The current Board Regulations can be viewed at <https://www.gcrb.ac.uk/reports-and-publications/governance-documents>
- 3.6.** In considering changes, the working group took into account the model standing orders for the college sector as well as developments in the governance framework and the Board's own developing needs.

### **4. Report – Summary of Changes**

- 4.1.** To be consistent with practice elsewhere in the sector and to avoid confusion, the name of the document has been changed to Standing Orders.
- 4.2.** Paragraph 6.2 introduces a requirement that at least 50% of those present at a board or committee meeting must be non-executive members for there to be a quorum. This change reflects the amended Code of Good Governance. The chair counts as a non-executive member for the purpose of establishing a quorum.
- 4.3.** Paragraph 7.1 requires that all meetings shall be chaired by either the Board Chair or a non-executive member duly appointed or chosen for that purpose.
- 4.4.** Section 9 has been substantially rewritten to provide for meetings via video-conference.
- 4.5.** Paragraph 11.2 introduces the requirement for minutes to include a list of actions from the meeting.
- 4.6.** Paragraph 11.3 introduces a requirement that draft minutes are sent to the chair within 10 working days of a meeting and thereafter circulated to members (of the Board or relevant committee).
- 4.7.** Section 12 on Participation at Meetings has been substantially rewritten borrowing wording from the revised Code of Conduct for clarity, clarifying also the status of attendees, and formalising a provision for members to submit views to the chair in advance where they are unable to attend a meeting.

- 4.8. Section 14 on the Procedure for Urgent Action has been simplified, providing for authority for urgent action to pass, in the absence of the Board Chair, to the Vice Chair, then a Committee Chair, then at least two non-executive members.
- 4.9. Sections 15 and 16 introduce provision for the appointment of Vice Chair and Senior Independent Member to reflect GCRB practice and the Code of Good Governance.

## **5. Risk & Compliance Analysis**

- 5.1. The report is written with direct reference to compliance requirements, including the Code of Conduct and Code of Good Governance.
- 5.2. The report contributes to mitigation of Risk 013: There is a breach of legislation/guidance/code of practice, and this results in a failure of governance.

## **6. Financial & Resource Implications**

- 6.1. There are no new financial or resource implications associated with this report.

## **7. Equalities Implications**

- 7.1. There are no new equalities implications arising from this report.

## **8. Learner Implications**

- 8.1. There are no direct implications for the learner arising from this report.

## Glasgow Colleges' Regional Board

### STANDING ORDERS

#### 1. DEFINITIONS

- 1.1 '2005 Act' is the Further and Higher Education (Scotland) Act 2005.
- 1.2 'Board' is the regional board specified in Part 1 of schedule 2A to the 2005 Act (hereafter referred to as 'the Board').
- 1.3 'Code of Good Governance ' is the Code of Good Governance for Scotland's Colleges 2022, with which the Board is required to comply as a condition of grant under section 9B of the 2005 Act per the Scottish Funding Council's Financial Memorandum with the College Sector.
- 1.4 'Board Members' includes all of those persons appointed in terms Schedule 2B section 3 of the 2005 Act.
- 1.5 'Code of Conduct' is the Model Code of Conduct for Members of Devolved Public Bodies with which all Board Members have a duty to comply in terms of The Ethical Standards in Public Life etc. (Scotland) Act 2000 and which has been adopted by the Board.
- 1.6 'Board Secretary' is the person appointed in terms of sections D.14 to D.17 of the Code of Good Governance.
- 1.7 'Chair' is the Regional Chair appointed by Scottish Ministers or such other person appointed by the Regional Chair to chair a board meeting in their absence or appointed in terms of section 7 of these Standing Orders.
- 1.8 'Committees' are defined as all committees established by the Board in accordance with Schedule 2B section 12 of the 2005 Act.

#### 2. STATUS OF THESE STANDING ORDERS

- 2.1 The Board may regulate its own proceedings, in accordance with Schedule 2B section 11 of the 2005 Act.
- 2.2 The Standing Orders are the Board's written rules for the conduct of its business and decision-making.

- 2.3** The validity of any proceedings of the Board shall not be affected by a vacancy in membership (or in a category of membership); or by any defect in the appointment of a Member.
- 2.4** The Standing Orders shall also apply to the proceedings of committees of the Board<sup>1</sup> except in instances where reference is made to the full Board or to specific office holders such as Board Chair, Vice Chair, and Senior Independent Member.
- 2.5** All committees of the Board shall, in the exercise of the powers delegated to them and in the transaction of business, conform with any regulations which the Board may prescribe in addition to the Standing Orders.
- 2.6** The Standing Orders shall be reviewed and approved by the Board every five years, or sooner if required by changes to the Board's legal and regulatory framework.

### **3. BOARD MEETINGS**

- 3.1** The Board shall meet at least four times in each academic year and otherwise as required.
- 3.2** A calendar of Board meetings for the following academic year will ordinarily be agreed by April each year.
- 3.3** Extraordinary meetings may be called at the request of the Chair or at the request of a quorum of Board Members as defined in section 6 of the Standing Orders.
- 3.4** The Chair may adjourn a meeting.

### **4. BOARD SECRETARY**

- 4.1** The Board shall appoint a Secretary and take all reasonable steps to ensure that the appointee has the requisite knowledge and experience to discharge the functions of Board Secretary.

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<sup>1</sup> "Chair" being read as "Committee Chair", "Board" as "Committee" and "Board Members" as "Committee Members" for that purpose.

## **5. NOTICE OF BOARD MEETINGS**

- 5.1** Notice of a Board meeting shall be deemed to be duly given to a Board Member if it is given to them personally in writing or by electronic means to them at their last known email address given by them to the Board for that purpose.
- 5.2** Notice of each meeting confirming the venue, date and time shall be forwarded to each Board Member, and any other person attending the meeting, by email no later than five working days before the date of the meeting.
- 5.3** An agenda of items to be discussed and any supporting papers shall normally be circulated to Board Members and attendees, as appropriate, via email or uploaded onto the Board's online platform no later than five working days before the date of the meeting.
- 5.4** At the request of a Board Member or attendee, agenda and papers shall be provided in hard copy and, where possible, other reasonable adjustments shall be made.
- 5.5** Supporting papers shall only be provided to Board Members later than five working days before the meeting, or tabled at the meeting, by exception and with the consent of the Chair.

## **6. QUORUM**

- 6.1** A quorum necessary for the transaction of business shall be fifty percent of the membership in number.
- 6.2** A quorum shall require that at least fifty percent of the Board Members present are Non-Executive Board Members. For the purpose of establishing a quorum, the Board Chair shall be counted as a Non-Executive Member<sup>2</sup>.
- 6.3** A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions for the time being vested in or exercisable by the Board.

## **7. CHAIR**

- 7.1** All meetings of the Board shall be chaired by either the Board Chair or a Non-Executive Member.

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<sup>2</sup> The Code of Good Governance defines a non-executive member in accordance with the Ministerial Guidance on College Sector Board Appointments, as *a member who is not the chair and who does not otherwise hold a specific position on the board i.e. is not a student or staff member; and in the case of a college board, is not the principal; and in the case of a regional board is not the chair of an assigned college*

**7.2** If the Board Chair is not able to attend and chair a meeting of the full Board or is not present within ten minutes of the time appointed for holding the same, the Vice Chair shall chair the meeting.

**7.3** If neither Chair nor Vice Chair are present, Board Members present shall choose one of their Non-Executive Members to chair the meeting.

## **8. VOTING**

**8.1** 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.

## **9. PARTICIPATION BY TELEPHONE OR VIDEO-CONFERENCE**

**9.1** Meetings of the full Board shall normally be attended by Board Members in person.

**9.2** The Board may choose to conduct meetings by video-conference.

**9.3** Where a meeting in person has been arranged, a Board Member may validly participate via conference telephone or video-conference (VC) with the consent of the Chair provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.

**9.4** A Board Member participating in a meeting via VC shall normally remain on camera throughout the meeting.

**9.5** A Board Member participating by telephone or VC shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote.

**9.6** A decision made at any meeting held in the above manner shall be as valid and effectual as if it had been passed at a meeting attended by all Board Members in person.

## **10. RESOLUTIONS OR DECISIONS BY CORRESPONDENCE**

**10.1** Resolutions or decisions will ordinarily be made at Board or committee meetings. However, a resolution or decision in writing confirmed electronically by all Board Members for the time being entitled to receive notice of a Board meeting and to vote, subject to paragraphs 10.2 and 10.3 below, shall be as valid and effective for all purposes as a resolution duly passed or decision made at a meeting of the Board.

- 10.2** The Chair must have given their consent for a resolution or decision by correspondence to take place.
- 10.3** A quorum of Board Members must have responded electronically to confirm the resolution or decision for it to be valid.
- 10.4** Any resolution or decision made by correspondence shall be confirmed at the next meeting of the Board and recorded in the minutes.

## **11. MINUTES OF PROCEEDINGS**

- 11.1** The minutes shall record the names of Board Members present at the meeting, apologies received, and the names of any individuals in attendance for all or part of the meeting.
- 11.2** In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a list of actions arising from the meeting.
- 11.3** Draft minutes shall be provided to the Chair within ten working days of the meeting and thereafter circulated to Board Members or, in the case of committees, Committee Members.
- 11.4** Minutes shall be formally approved at the next meeting of the Board or committee.
- 11.5** Minutes of committees, whether approved or in draft form, shall be provided to the next meeting of the full Board for information.
- 11.6** Minutes shall be made publicly available on the website as soon as possible following their approval.
- 11.7** Where exemptions apply under the Freedom of Information (Scotland) Act 2002 minutes may be redacted or withheld from publication.

## **12. PARTICIPATION AT MEETINGS**

- 12.1** A Board Member must comply with Sections 4 and 5 of the Code of Conduct in relation to the registration and declaration of interests. The following summarizes the three stages of the process for declaring interests for ease of reference. It does not replace or seek to interpret the Code of Conduct.

### ***Connections***



- a. A connection is any link between the matter being considered and the Board Member, or a person or body they are associated with.
- b. A connection includes anything a Board Member has registered as an interest.

***Interest***

- c. A connection becomes an interest that a Board Member must declare where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard the Board Member’s connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

***Participation***

- d. Board Members must declare any interest as early as possible in meetings. They must not remain in the meeting nor participate in any way in those parts of meetings where they have declared an interest.
- e. Board Members must consider whether it is appropriate for transparency reasons to state publicly where they have a connection which they do not consider amounts to an interest.
- f. Board Members may apply to the Standards Commission and ask it to grant a dispensation to allow them to take part in the discussion and decision-making on a matter where they would otherwise have to declare an interest and withdraw. Any such application must be made in advance of any meeting.

**12.2** In a situation where a Board Member is uncertain whether a connection constitutes a conflict of interest, they should seek the advice of the Chair or Board Secretary before the meeting.

**12.3** The chair of an Assigned College will not participate in Board funding decisions, outwith any representation made on behalf of their college prior to the determination of funding allocations.

**12.4** College principals may participate in deliberations at meetings of the full Board unless the chair determines otherwise<sup>3</sup>. Assigned College principals may not participate in decision-making.

**12.5** Others who are not Board Members may attend and participate in discussions at meeting discussions where specified in approved Terms of Reference or with the approval of the Chair.

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<sup>3</sup> 2005 Act, Schedule 2B, Section 13

**12.6** A Board Member who is unable to participate in a meeting may submit their views on any matter on the agenda in writing to the Chair or Board Secretary not less than twenty-four hours prior to the meeting.

### **13. DISSENT FROM DECISIONS**

**13.1** A Board Member may have their dissent from a decision recorded in the minutes of a meeting by tendering their dissent at that meeting.

### **14. PROCEDURE FOR URGENT ACTION**

**14.1** A special meeting of the full Board may be convened to deal with business that will not wait until the next ordinary meeting. Alternatively, where it is necessary for decisions normally requiring the approval of the Board to be taken in the period between Board meetings, the Board Chair may take appropriate action. Normally this will be authorising urgent action by the Executive Director. The Board Chair should seek the views of Board Members before authorising such urgent action.

**14.2** In the event that the Board Chair is unavailable, authority for a decision on urgent action shall pass, in order, to:

- a. the Vice Chair
- b. a Chair of one of the Board's committees
- c. at least two Non-Executive Board Members.

**14.3** Any action taken in the above circumstances will be reported to the next ordinary meeting of the full Board and recorded in the minutes of that meeting.

### **15. APPOINTMENT OF VICE CHAIR**

**15.1** A Vice Chair shall be appointed by the Board from among its Non-Executive Members.

**15.2** In the absence of the Board Chair, the Vice Chair shall have the authority the Board Chair would have under these Standing Orders

### **16. APPOINTMENT OF SENIOR INDEPENDENT MEMBER**

**16.1** A Senior Independent Member shall be appointed by the Board from among its members.

**16.2** The Senior Independent Member shall fulfil the duties of the role as set out in the Code of Good Governance.

**17. SUSPENSION OF STANDING ORDERS**

**17.1** These Standing Orders may be suspended when at least two-thirds of the Board Members present at a meeting of the full Board and entitled to vote agree to such a motion.

**Last review/approval date:**