Bolton College Board Standing Orders

(May 2022)

Bolton College Board Standing Orders

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1. INTRODUCTION

1.1 These Standing Orders of the Board have been devised to assist with the effective operation of the Board, its Committees and to promote good governance.

1.2 These Standing Orders as part of the rules and bye Laws of the Board, should be read in accordance with, and used with the current Articles of Association, which supersede the application and interpretation of the Standing Orders. Appropriate consideration shall also be given to agreements with the relevant Funding Body(s) (e.g. the Financial Memorandum and the Joint Audit Code of Practice).

1.3 Reference is made within these Standing Orders to where the Articles of Association contain relevant clauses, which should be read in conjunction with these Standing Orders.

1.4 These Standing Orders should be informed by and support the AOC Code of Good Governance adopted by the Board

1.5 The Clerk to the Board shall be responsible for advising the Board on the application, interpretation and review of the Standing Orders.

1.6 Any changes made by the Board to its business or proceedings that are covered by these Standing Orders, and any suspension of specified Standing Orders, shall be recorded as a resolution of the Board to that effect.

1.7 These Standing Orders shall be kept under review by the Search and Governance Committee, which may recommend changes for consideration by the Board.

1.8 Each member of the Board and any external co-opted member of a Committee and each Senior Post Holder shall upon appointment, receive from the Clerk a copy of the current Standing Orders and subsequently any revision to the Standing Orders.

2. THE NUMBER AND CATEGORIES OF MEMBERS OF THE BOARD

2.1 The number of members of the Board shall be 18, with a quorum of 7 Members.

2.2 From 1st September 2018 the categories of membership and the number of members in each category shall be:-

- 6 Independent Members – nominated by Bolton College
- 6 Independent Members nominated by the University of Bolton
- Principal/Chief Executive of Bolton College
- Vice-Chancellor / President of the University of Bolton
- 2 Student Members
- 2 Staff Members

2.3 The Clerk to the Board shall maintain a register of the members of the Board.

3. APPOINTMENT AND TERMS OF OFFICE OF MEMBERS

3.1 A person appointed as a member shall declare their consent and eligibility to be a member by signing and depositing with the Clerk an appropriate form to include the consent as set out in the Governor Eligibility form and to be renewed for each academic year of their term of office.

3.2 The term of office for each member shall be four years starting from the date of appointment, as determined by the Board, except for a student member, whose term of office shall be for a maximum of two years or when they cease to be a student. The Principal and the Vice-Chancellor shall cease to be a member when leaving that post.

3.3 Other than staff, student members, the Principal and the Vice-Chancellor, a member may be reappointed for a second term of office of four years.

3.4 Members whose reappointment is to be considered by the Board shall withdraw from the meetings for such consideration.

4. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE BOARD

4.1 The Chair and Vice Chair shall hold office for a period of two years starting immediately after the last Board meeting of the academic year and ending at the conclusion of the last Board meeting of the second academic year following appointment.

4.2 If the position of Chair and Vice Chair shall become vacant at any other time in the academic year, the new appointment shall be for such a period up to two years or as the Board so determines.

4.3 Where possible the appointment of Chair and Vice Chair shall be made in alternate years to provide for continuity.

4.4 The Clerk shall inform all members of a vacancy or forthcoming end of the term of office of the Chair and Vice Chair in advance of the next Board meeting. Nominations shall be invited from members with a proposer and seconder from amongst the membership. If there is more than one nomination the members present shall cast their votes by secret ballot for the Clerk to count on a first past the post basis.

5. APPOINTMENT OF THE CLERK TO THE BOARD

The appointment of the Clerk shall be in accordance with the procedures as set out in the Appointment of Senior Post Holders and the Clerk, and approved by the Board.

6. CONDUCT AND CODE OF PRACTICE FOR MEMBERS

Each potential nominee for membership, and upon appointment each member, shall be provided with the current description of the role and responsibilities of Governors, and the Code of Conduct for Members of the Board as approved by the Board.

7. MEETINGS OF THE BOARD AND COMMITTEES

7.1 The Board shall approve the annual schedule of regular meetings for the Board and its Committees before the end of the previous academic year. The Clerk shall publish the approved schedule.

7.2 A Committee may hold a special Meeting at the request of the Board to consider specific or urgent business only.

7.3 If the published agenda for a Board or Committee meeting is not completed at the scheduled meeting, the Chairperson may adjourn the meeting to continue at a time agreed by the majority of members present.

7.4 Meetings of the Board shall be quorate if the number of members present is at least 40% of the total membership. The quorum for a Committee shall be three members.

7.5 If the quorum for a meeting of the Committee is not reached or falls below the required number, the formal meeting shall not be held and no recommendations made. At the discretion of the Chairperson, those present may discuss matters on the agenda and make recorded recommendations to be considered at the next quorate meeting of the Committee or be referred to the full Board.

8. AGENDA FOR MEETINGS

8.1 The order of business at Board and Committee meetings shall normally follow the published agenda. The published agenda may be varied by the Chair or by the members present at the meeting.

8.2 The Clerk shall maintain a schedule of regular business items to be considered at each meeting of the Board and each Committee over the year.

8.3 The Clerk shall prepare the agenda for each meeting of the Board and each Committee after consultation with the Principal and the Chairperson of the Board and / or Committee.

8.4 The Clerk shall distribute the notice of the meeting, the agenda and supporting papers to the members of the Board or relevant Committee, the Executive Team and the Chair of the Board.

8.5 Under "Any Other Business" on the agenda, other matters may be considered at the discretion of the Chair at the meeting.

9. MEMBERS' REGISTER AND DECLARATION OF INTERESTS AT MEETINGS

9.1 Each agenda of a meeting of the Board and a Committee shall prominently state the requirement for members to declare any relevant interests in a matter when the appropriate point on the agenda is reached.

9.2 The protocol on the Declaration of Interests at meetings is given in the Code of Conduct

9.3 Each Governor, including external, co-opted members of Committees, shall complete a *Register of Interest Form* on appointment and for each academic year whilst a member, to disclose whether they have any relevant interests or not for the Register of Members' Interests. The Clerk will make available the public Register each year to each Governor, Senior Post Holder and budget holder.

9.4 Governors are required to notify the Clerk of any additional interests or change in interests as soon as they arise.

10. RULES OF DEBATE AND CONDUCT AT MEETINGS

10.1 The Chair of the meeting shall allow members to speak on a matter and invite each to speak in turn, including more than once. When the Chair intervenes in the consideration of a matter, all others shall cease speaking.

10.2 The Chair shall reasonably allow sufficient time for a discussion on an item that reflects the range of views of the members present.

10.3 The Chair shall state when and whether a matter is to be put to a vote of the members present, or to declare the resolve of the meeting, which shall be so recorded as a resolution.

10.4 Any members of the meeting may request that a vote be held on a resolution and any two members present may request that this be conducted by secret ballot by the Clerk.

10.5 If a vote is taken, the outcome shall be recorded in the minutes and only those members who so request, shall have their vote recorded by name.

10.6 If the ruling of the Chair is challenged, members may consider this and decide the outcome.

10.7 If any member or other person attending the meeting disregards the ruling of the Chair or by behaving inappropriately, improperly or offensively; obstructs or disrupts the business of the meeting, then any member present (including the Chair) may move, that the person be no longer heard on the matter under consideration, and the motion shall be put and decided straightaway without discussion.

10.8 If any person present at the meeting, in the opinion of the Chair, persistently misbehaves as described in 10.7 above, the Chair may move that the person leave the meeting and the motion shall be put and decided straightaway without discussion.

10.9 In the event of a disturbance interfering with the orderly conduct of business at a meeting, the Chair may adjourn or suspend the meeting to such place and for such time, as the Chair considers appropriate.

10.10 When consideration is being given to an Item declared confidential under the terms of the Freedom of Information Act concerning the following:-

- Staffing issues
- Remuneration and/or conditions of the Principal and/or Senior post holders or a more senior member of staff
- The discipline of the Principal and/or senior post holders or a more senior member of staff

The Chair will invite Staff and Student governors and any governor who has declared an interest in the Item to withdraw from the meeting for that Item. In the event of those persons not withdrawing:-

- The Chair may move that they withdraw or
- A governor may, if seconded, move that those persons withdraw. If the motion is carried, those members must withdraw.

11 MINUTES OF MEETINGS

11.1 The Clerk shall be responsible for the taking and issuing of Minutes of each meeting of the Board and all Committees, Panels and Sub Groups established by the Board.

11.2 The Minutes of each meeting shall record the following:-

- Date, time and place of the meeting and finish time
- Those present at the meeting as members, or in attendance or observers, and late arrival and early departure
- The apologies submitted for those who are absent
- The agenda items considered and whether any supporting reports, written or verbal, were given and whether tabled at the meeting
- Whether any confidential minute is to be excluded from the published version
- Any declaration of interests and withdrawal from the meeting
- The resolutions made and any action to be undertaken
- Any votes taken and request for dissension to be recorded
- The date of the next meeting

11.3 The Clerk shall provide a draft version of the minutes within five working days of the meeting to the Chair of the meeting, the Principal and Executive Team to consider. Following approval by the Chair of the meeting, the Clerk shall issue unconfirmed minutes to the members invited to the meeting, the Principal, the Executive Team, and the Chair of the Board within 10 working days of the meeting.

11.4 The Clerk shall maintain a list of outstanding matters from previous meetings for presentation at each regular meeting under Matters Arising and to be updated as necessary.

12. PUBLICATION OF AGENDA, PAPERS AND MINUTES OF MEETINGS

12.1 Board members may request copies of agenda papers for, and attend meetings of Committees of which they are not members, in which case they may participate in discussion only at the invitation of the Committee but may not in any circumstances vote. Such attendance will not count against the quorum of the meeting.

12.2 Minutes, agendas and papers of the Board and Committee meetings will, if requested, be made publicly available by the Clerk together with a Register of Members' Interests. Certain reserved business which is classified as not open for public inspection will not be included.

12.3 Minutes of Board and Committee meetings will be posted on the College website for a period of at least 12 months. Certain reserved business which is classified as not open for public inspection will not be included.

13. ATTENDANCE AT MEETINGS

13.1 At meetings of the Board, the Clerk and Senior Post Holders shall be in attendance. At meetings of Committees, Panels etc., the Clerk shall be in attendance together with those Senior Post Holders with relevant business for the meeting.

13.2 Other persons shall be invited to attend meetings as the Board or Principal or the Committee decides from time to time. Observers may be present and contribute to the meeting at the discretion of the members present, but not participate in any decision or resolution.

14. ESTABLISHMENT OF COMMITTEES

14.1 The Board shall establish an Audit Committee and Search and Governance Committee and such other Committees as it may from time to time decide.

14.2 The Board will approve the terms of reference for each Committee and will determine its role and remit.

14.3 Subject to matters reserved for decision by the Board, as set out in the Articles of Association, the Board may delegate powers as it sees fit to a Committee, the Chair or the Principal.

14.4 All appointments to the Board will be based upon recommendations from the Search and Governance Committee.

14.5 The appointment of Co-opted Members of Committees shall follow the same process as the appointment of Board Members, including the term of the appointment.

14.6 Where permitted by the Articles of Association, the Board shall delegate to Committees the authority to consider and approve policies, procedures and guidance matters that are not strategic issues. Notwithstanding this power, the Committee may decide to recommend any matters to the Board for approval.

14.7 The Board may as necessary appoint and remove members of the Board on a Committee. The membership of a Committee of a Board Member shall terminate whenever that person ceases to be a Member of the Board. A Committee member may resign from membership of the Committee at any time by giving notice to the Clerk.

14.8 The Chair of a Committee shall be a Board member. Staff, Students and the Principal shall not be eligible to be appointed as Chair of a Committee.

14.9 The Chair of a Committee may resign their position at any time by notifying the Clerk. The Board may appoint and remove the Chair of a Committee.

14.10 If the Chair of a Committee is not present or the position is vacant, the Committee shall appoint a Chair for the meeting from amongst those present at the start of that meeting.

15. CHAIR'S AUTHORITY

15.1 The Chair of the Board or in their absence the Vice Chair, is authorised to take decisions on behalf of the Board where:

- The issue falls outside the specific matters prescribed by the Articles of Association as being reserved for decision by the Board
- The Chair is satisfied that the matter requires urgent attention ahead of the next scheduled Board or Committee meeting, and that it is either impractical or unnecessary, given the nature of the business, to convene a special meeting of the Board or Committee concerned.

15.2 The Chair of the Board is authorised to act on behalf of the Board on such matters as are properly the responsibility of the Board for the following:-

- Sign routine documents; respond to correspondence addressed to the Board or the Chair, and to issue public statements in the name of the Board.
- On the advice of the Principal to agree where required aspects of the implementation of matters already approved in general by the Board.
- Take action at the request of the Principal where delay might prejudice the interests of the College. Where the matter is within the Terms of Reference of a Committee this shall be in consultation with the Chairperson of that Committee.

15.3 All action taken by a Chair on behalf of the Board shall be notified to and recorded by the Clerk at the earliest opportunity and shall be reported at its next regular meeting.

16. SENIOR POST HOLDERS AND THE CLERK

16.1 The Board shall approve procedures for the appointment of Senior Post Holders and the Clerk and for the departure of Senior Post Holders.

16.2 The Board shall designate who are the Senior Post Holders from time to time, and upon appointment.

17. SELF-ASSESSMENT AND PERFORMANCE MEASURES OF GOVERNANCE

The Board shall adopt procedures to adequately assess its own performance the performance of Committees and individual Members, including the attendance record. The Clerk shall report on these annually.

18. PROFESSIONAL ADVICE

18.1 The Board may obtain such legal or other professional advice as it, or its Chair on its behalf, deems necessary.

18.2 Individually, members may obtain independent external advice should they feel this to be necessary in discharging their responsibilities as a member of the Board. Members should, unless they feel this to be inappropriate in the circumstances, inform the Clerk or Chair of the Board of their intention to take such action.

19. PROCEDURE FOR THE CLERK ON RESOLVING DIFFICULTIES ON GOVERNANCE

19.1 The Clerk is required to advise the Board on proper procedure and for intervening when the Clerk considers that the Board is acting, or is about to act, inappropriately or beyond its powers. In which case the following options have been agreed by the Board as available to the Clerk and that use of these shall not constitute grounds for disciplinary action or suspension of the Clerk.

19.2 The Clerk, whenever possible, should first seek to resolve the difficulty through informal discussion with the Chair of the relevant Committee or Board, and/or Vice Chair of the Board, and the Principal. The Clerk shall keep them informed of any other action taken, including any written record of the concern and copies of relevant documents and correspondence.

19.3 The Clerk may consult or seek guidance from an appropriate external source, including the auditors, the relevant funding bodies and independent legal advice paid for by the College. Such guidance and advice shall be made available straightaway to the relevant Chair, and/or Vice Chair, and Principal.

19.4 If the matter remains unresolved, the Clerk shall formally report the concern, and any advice received, to the relevant Committee or to the full Board as appropriate and this shall be minuted.

19.5 Following consideration of the Clerk's report by the full Board, if it subsequently acts in a way, which the Clerk considers inappropriate, or beyond its powers, the Clerk shall notify the relevant Regulatory Body of this as soon as possible.

20. WAIVING OF STANDING ORDERS

Standing Orders may, by resolution of the Board, be waived for exceptional reasons.

21. REVIEW OF STANDING ORDERS

These Standing Orders may be amended, modified or replaced by resolution of the Board.

These Standing Orders should, in any event, be reviewed by the Board at least every three years.