

**West Lothian College  
Board of Governors  
Standing Orders**

The following Standing Orders shall apply to meetings of the Board and its Committees, unless specified otherwise in the Committee Terms of Reference.

## **1 MEMBERSHIP AND APPOINTMENTS**

- 1.1 The Chair of the Board will be appointed by Scottish Ministers.
- 1.2 The Board will appoint a non-executive member as Vice-Chair.
- 1.3 In the event of a vacancy arising in the position of Chair, the Board may appoint the Vice-Chair to stand as Acting Chair, until such times as a new Chair is appointed or alternative arrangements are put in place by Scottish Ministers.
- 1.4 The Board will appoint a non-executive member as Senior Independent Member, as defined in the Code of Good Governance. This may or may not be the Vice-Chair.
- 1.5 The Board may delegate arrangements for the appointment of non-executive members to the Nominations Committee. Any appointment will be subject to approval by the Chair and Scottish Ministers.
- 1.6 Arrangements for the election of two student members will be made by the Students Association.
- 1.7 Arrangements for the election of two staff members are set out in the Procedure for Election of Staff Members.

## **2 AUTHORITY OF THE CHAIR**

- 2.1 The Chair shall be responsible for the general conduct of meetings and shall, among other things,
  - (a) preserve order and ensure that every member has a fair hearing;
  - (b) decide on all matters of order, competency and relevancy;
  - (c) determine all questions of procedure in reference to which no express provision is made in legislation or under these Standing Orders.
- 2.2 The ruling of the Chair on all matters within his or her jurisdiction as Chair is final.
- 2.3 In the event of an equal number of votes being cast, the Chair, or in their absence the Vice Chair, shall have a deliberative and casting vote, except where the matter which is the subject of the vote relates to the appointment of a member to any particular office or Committee, in which case the decision shall be by lot.

## **3 MEETINGS**

- 3.1 The Board shall meet on dates determined by members, but shall not normally meet fewer than four times per annum.

3.2 The Board Secretary shall call a special meeting of the Board at any time on being required to do so by the Chair or on receiving a requisition in writing for that purpose, specifying the business to be transacted at that meeting and signed by at least one fourth of all members. Any such meeting will be held within 14 days of the receipt of the requisition.

#### **4 NOTICE**

4.1 Notification of the time and place of the meeting and the business to be transacted shall be sent to members at least six days before the meeting, or, if the meeting is convened at shorter notice, then at the time it is convened.

4.2 Public notice of the time and place of a Board meeting and the business to be transacted shall be displayed on the College website three clear days at least before the meeting, or if the meeting is convened at shorter notice, then at the time it is convened.

4.3 Members of the public may request to attend a meeting of the Board. They will be observers, in attendance as guests of the Chair, and should not contribute to discussions unless invited to do so. They will not be entitled to raise any business or to take part in any decisions made by the Board. They may be asked to leave the meeting in certain confidential circumstances and this will be at the discretion of the Board. Any member of the public who wishes to attend a meeting should notify the Board Secretary in writing at least 48 hours in advance of the meeting.

4.4 The Board might be asked to deal with a request from staff, students or an external organisation for a deputation to make a presentation to a meeting. Normally, an application for a deputation to be heard should be in writing, signed by a representative of the organisation or group wishing to be heard, and delivered to the Board Secretary. A request for a deputation should be made at least 48 hours in advance of the meeting. Deputations may comprise up to a maximum of 4 people, and, if permitted to make a presentation, such presentation should last no longer than 5 minutes.

#### **5 QUORUM**

5.1 The quorum of the Board shall be one half of the members entitled to vote upon the question before the meeting.

5.2 If a quorum is not present, the Chair shall adjourn the meeting for 15 minutes and, if after this time, a quorum is still not present, the Chair shall have the power to decide to close the meeting or to take such items on the agenda that may require discussion on an advisory or information basis only, subject to a vote taken by the next quorate meeting or by the Board.

5.3 Subject to Standing Order 5.1 above, the proceedings of the Board shall not be invalidated by reason of any vacancy among the members or any defect in the appointment of members.

## **6 ORDER OF BUSINESS**

- 6.1 The order of business shall be determined at the start of the meeting, but generally will follow the format contained in the Agenda accompanying the notice calling the meeting.
- 6.2 An item of business not appearing on the agenda for the meeting may be considered at the meeting provided that the Chair of the meeting is of the opinion that there are special reasons, which he or she shall specify, why it is a matter of urgency.
- 6.3 The Board may at any meeting vary the order of business so as to give precedence to business of special urgency.

## **APPROVAL OF MINUTES**

- 7.1 At each Board meeting the minutes of the previous meeting shall be submitted for approval. After the minutes have been approved as a correct record of the meeting to which they relate, subject to or without amendment, they shall be signed by the Chair.
- 7.2 Copies of the signed minutes of the Board meetings and of any reports or other statements considered will be available for inspection in the College library, but there shall be excluded from such copies any reference to matters detailed in Schedule 2 to the 1992 Act.
- 7.3 Minutes of the ad-hoc Committees (Nominations and Remuneration) shall be circulated to Committee members for approval by email within one month of the meeting of the Committee.

## **8 CONDUCT**

- 8.1 At meetings of the Board:-
  - a) The Chair, or in his or her absence the Vice Chair, shall take the Chair;
  - b) In the absence of both Chair and Vice Chair, a non-executive member will be appointed by members present to preside over the meeting;
  - c) Every member shall address the Chair;
  - d) The Chair shall be heard without interruption;
  - e) If any member disregards the authority of the Chair, or is guilty of obstructive or offensive conduct, a motion may be moved and seconded to suspend the member for the remainder of the meeting; the motion shall be put without discussion and, if carried, the member shall then immediately leave the meeting; and
  - f) The Chair shall be entitled, in the event of any disorder arising, to adjourn the meeting to a time he or she may then or afterwards fix.

## **9 ADJOURNMENT OF MEETING**

- 9.1 The Board may adjourn any meetings to such time as the Chair may then or afterwards fix.
- 9.2 When an adjourned meeting is resumed, proceedings shall commence at the point at which they were broken off at the adjournment.

## **10 MOTIONS AND AMENDMENTS**

- 10.1 Every motion, or amendment, shall be moved and seconded, and shall, if required by the Chair, be reduced to writing, and handed to the Board Secretary, and in that case shall then be read before it is further discussed or put to the meeting. A member shall not move or second more than one amendment upon a motion.
- 10.2 A member who speaks shall speak strictly to the motion under discussion, or to a motion or amendment to be proposed by that member, or to a point of order.
- 10.3 A motion or amendment once moved and seconded, shall not be withdrawn without the consent of the mover and the seconder thereof.
- 10.4 Every amendment must be relevant to the motion to which it is moved. The Chair shall decide as to the relevancy and shall have the power, with the consent of the meeting, to conjoin motions or amendments which are not inconsistent with each other.

## **11 VOTING**

- 11.1 Voting shall be by a show of hands or by voice, unless one third of the members present and entitled to vote at the meeting signify their objection. The Board will then require to decide whether the vote should be taken by ballot or by calling the role or by noting the dissensions in the minutes.
- 11.2 When only one amendment is made upon a motion, the vote shall be taken between the amendment and the motion in that order. Where there is more than one amendment, the amendment last proposed shall be put against that immediately preceding, and then the one which is carried shall be put against the next preceding, and so on until there remains only one amendment. This amendment shall then be put against the motion and whichever is carried shall be the finding of the meeting.
- 11.3 Any member taking part in a vote may at the same meeting enter his or her dissent from the finding. A member who has not proposed a motion or an amendment or cast vote on the matter under discussion shall not be entitled to enter his or dissent from the finding. Any Board member or any member of a Committee who disagrees with the decision upon which the Board or Committee has voted may require that his or her dissent be recorded in the minute of the relevant meeting.

## **12 RECESSON OF PREVIOUS RESOLUTIONS**

- 12.1 No resolution of the Board shall be altered or revoked within six months of its adoption, except by a Notice of Motion to that effect, specified in the notice calling the meeting.

## **13 DECISION-MAKING OUTWITH MEETINGS**

- 13.1 Decisions may be made via e-mail communication or otherwise outwith meetings only in exceptional circumstances and with the prior consent of the Board Chair in the case of the Board, or relevant Committee Chair.
- 13.2 Any decisions made outwith meetings must be confirmed at the next meeting of the Board or relevant committee and the procedure and outcome recorded in the minutes.

## **14 CONFLICT OF INTEREST**

- 14.1 All members are bound by the requirements of the Code of Conduct. The requirements set out in section 5 of the Code of Conduct apply in relation to any conflicts of interest.

## **15 CONFIDENTIALITY**

- 15.1 All Board members have privileged access to confidential information and must comply with the requirement to keep such information private. Confidentiality requirements are set out in paragraphs 3.11 and 3.12 of the Code of Conduct.

## **16 STANDING ORDERS**

- 16.1 Standing Orders may only be suspended at a meeting where not less than two thirds of members present agree to their suspension.
- 16.2 Any member proposing suspension of Standing Orders at a meeting must state the purpose of the suspension.
- 16.3 Any proposed changes to Standing Orders are subject to approval by the Board.

Adopted by the Board  
December 2015