

STANDING ORDERS RELATING TO BUSINESS AND PROCEEDINGS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES (TO BE READ IN CONJUNCTION WITH THE INSTRUMENT AND ARTICLES OF GOVERNMENT)

Approved by the Board July 2025 (Subject to approval)

1 THE BOARD OF GOVERNORS

1.1 MEETINGS

1.1.1 Unless otherwise herein provided, the date, time and place of meetings shall be determined by the Chair.

1.1.2 A calendar of meetings for the Board of Governors and its committees shall be established for the whole of the academic year by 1 June each year.

1.1.3 The Board of Governors shall meet at least three times in an academic year and normally at least once each term.

1.1.4 All meetings shall be summoned by the Director of Governance to the Board of Governors, who shall send to the members written notice of the meeting and a copy of the agenda at least seven calendar days before the date of the meeting.

1.1.5 However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Director of Governance to the Board, the Chair (and not the Director of Governance) shall, at least 7 calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

1.1.6 A special meeting of the Board of Governors may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in their absence, the Vice-Chair so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days, as he/she specifies.

1.1.7 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

1.2 QUORUM

1.2.1 Meetings of the Board of Governors shall be quorate if 40% or more members are present.

1.2.2 If the number of members assembled for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting of the Board of Governors, the number of members present ceases to constitute a quorum, the formal meeting shall be terminated immediately. Those members who are present may, however, wish to continue to meet on an informal basis with a view to making recommendations to the next formal, quorate meeting of the Board.

1.2.3 If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they think fit, cause a special meeting to be summoned as soon as may be convenient.

1.3 ORDER OF BUSINESS

Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by the decision of the members present at the meeting.

1.4 MINUTES

1.4.1 At every meeting of the Board of Governors, the minutes of the last meeting shall be taken as an early agenda item and, if agreed to be accurate, shall be signed as a true record.

1.4.2 Separate minutes shall be taken of those parts of meetings from which staff or student members have withdrawn. A staff or student member who has withdrawn from a meeting in accordance with Instrument 13 of the Instrument of Government shall not be entitled to see the minutes of that part of the meeting.

1.4.3. Where the next meeting of the Board of Governors is an extraordinary or special meeting, the next following meeting shall be treated as a suitable meeting for the purposes of signing of the minutes.

1.5 APPOINTMENT OF CHAIR AND VICE-CHAIR

1.5.1 At the last meeting of the Board of Governors in any academic year, the members shall appoint a Chair and Vice-Chair from among their number for the following academic year.

1.5.2 The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice Chair.

1.5.3. The Chair and Vice-Chair shall hold office for such period as the Board of Governors may determine.

1.5.4. If both the Chair and Vice-Chair are absent from any meeting of the Board of Governors, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.

1.5.5. The Chair and Vice-Chair may at any time by notice in writing to the Director of Governance to the Board of Governors resign their respective offices.

1.5.6. At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, or following the resignation of the Chair or the Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number.

1.5.7 Chairs and Vice-Chairs retiring at the end of their respective terms of office shall be eligible for re-appointment.

1.6 REPORTS FROM COMMITTEES

At every meeting of the Board of Governors other than a special meeting, minutes and reports shall be received from committees which have met since the previous meeting of the Board.

1.7 PROCEEDINGS OF MEETINGS

1.7.1 Every question to be decided at a meeting of the Board of Governors shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

1.7.2 A member may not vote by proxy or by way of postal vote.

1.7.3 Any member of the Board wishing to have recorded in the minutes their dissent from any decision of the Board, should so indicate at the time the decision is taken.

1.7.4 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

1.7.5 Except as provided by Article 15 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Board of Governors who is a member of the staff of the institution shall withdraw:

- 1.7.5.1. from that part of any meeting of the Board of Governors or any committee of the Board at which staff matters relating solely to that member of the staff (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered;
- 1.7.5.2 from that part of any meeting of the Board of Governors or any committee of the Board at which their reappointment or the appointment of their successor is to be considered; and
- 1.7.5.3 if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors, or any committee of the Board at which staff matters relating to any member of staff holding a post senior to their own are to be considered

1.7.6. A Principal who has chosen not to be a member of the Board shall still be entitled to attend and speak at all meetings of the Board and any committee of the Board, except that he shall withdraw in any case where he would be required to withdraw under paragraph 1.7.5 if he were attending as a member.

1.7.7. A student member who is under the age of 18 shall not vote on any question concerning any proposal:

- 1.7.7.1 for the expenditure of money by the Board of Governors; or
- 1.7.7.2 under which the Board of Governors, or any member or members of the Board of Governors would enter into any contract or would incur any debt or liability (whether immediate, contingent or otherwise).

1.7.8 Except as provided by rules made under article 17(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from the part of any meeting of the Board of Governors at which their conduct, suspension or expulsion is to be considered.

1.7.9 In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall:

- 1.7.9.1 take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
- 1.7.9.2 where required to do so by any one member of the Board of Governors present at the meeting, withdraw from the meeting.

1.7.10 The Director of Governance to the Board of Governors

- 1.7.10.1 shall withdraw from that part of any meeting of the Board or any committee of the Board at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as Director of Governance are to be considered; and

1.7.10.2 if they are a member of the staff of the institution, shall withdraw in any case where they would be required to withdraw under paragraph 1.7.5 if they were attending as a member of the Board.

1.7.11 If the Director of Governance to the Board withdraws from a meeting or part of it under paragraph 1.7.9:

1.7.11.1 the Board shall appoint from their number a person to act as Director of Governance to the Board; or (as the case may be)

1.7.11.2 the committee in question shall appoint from their number a person to act as Director of Governance to the committee

for the duration of such a meeting or part of a meeting

1.7.12 In this clause "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.

1.8 VOTING ON APPOINTMENT

Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Board of Governors and there is not a majority in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a majority in favour of one person.

1.9 DISORDERLY CONDUCT

1.9.1 If any member in the opinion of the Chair misconducts themselves by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move "that the member named be not further heard" and the motion if seconded shall be put and determined without discussion.

1.9.2 If anyone interrupts a meeting, the Chair may warn them and if the interruption continues the Chair may order their removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared.

1.9.3 The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as they consider appropriate.

1.10 DETERMINATION OF MEMBERSHIP

1.10.1 A member may at any time by notice in writing to the Director of Governance to the Board of Governors resign their office.

1.10.2 If at any time the Board of Governors is satisfied that any member

1.10.2.1 has been absent from meetings of the Board of Governors for a period longer than 6 consecutive months without the permission of the Board; or

1.10.2.2 is unable or unfit to discharge the functions of a member;

the Board of Governors may by notice in writing to that member remove them from office and thereupon the office shall become vacant.

1.10.3 Any member who is a member by virtue of being a member of the staff (including the Principal)

or a student of the institution shall cease to be a member if they ceases to be a member of the staff or a student of the institution and thereupon the office shall become vacant.

1.10.4 Any member upon completing two term of office and/ or reaching a maximum of 9 years' service will be asked to resign their office. Any member not doing so, the Board of Governors may by notice in writing to that member remove them from office and thereupon the office shall become vacant.

1.11 MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE INSTITUTION

1.11.1 Except with the approval in writing of the Secretary of State, no member shall take or hold any interest in any property held or used for the purpose of the institution

1.11.2 A member who has any financial interest in the supply of work or goods to or for the purposes of the institution, any contract or proposed contract concerning the institution, or any other matter relating to the institution or who has any other interest of a description specified by the Board of Governors in any other matter relating to the Institution shall –

1.11.2.1 disclose to the Board of Governors the nature and extent of their interest; and

1.11.2.2 if they are present at a meeting of the Board of Governors or of any committee of the Board of Governors at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

1.11.3 The Director of Governance to the Board of Governors shall maintain a register of the interests of the members of the Board of Governors which are disclosed to the Board of Governors, and the register shall be made available during normal office hours at the institution to insure the members against liabilities incurred by them arising out of their office or the Board of Governors obtaining such insurance and paying the premium.

1.12 PUBLIC ACCESS TO MEETINGS

1.12.1 Subject to Instrument 15 of the Instrument of Government, any question whether any person who is not:

1.12.1.1 a member of the Board of Governors; or

1.12.1.2 the Director of Governance to the Board of Governors

should be allowed to attend a meeting of the Board of Governors shall be determined by the Board.

1.13 PUBLICATION OF MINUTES AND PAPERS

1.13.1 Subject to paragraph 1.13.3, the Board of Governors shall ensure that a copy of:

1.13.1.1 the agenda for every meeting of the Board of Governors;

1.13.1.2 the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;

1.13.1.3 the signed minutes of every such meeting; and

1.13.1.4 any report, document or other paper considered at any such meeting,

shall, in each case as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them.

1.13.2 Subject to paragraph 1.13.3, the Board of Governors shall ensure that a copy of:

1.13.2.1 the signed minutes of every such meeting are published on the College website as soon as may be

1.13.3 There may be excluded from any item required to be made available in pursuance of paragraph 1.13.1 any material relating to:

1.13.3.1 a named person employed at or proposed to be employed at the institution;

1.13.3.2 a named student at, or candidate for admission to, the institution;

1.13.3.3 the Director of Governance to the Board; or

1.13.3.4 any matter which, by reason of its nature, the Board of Governors is satisfied should be dealt with on a confidential basis.

1.14 CHAIR'S ACTION

1.14.1 It will be necessary from time to time for the Chair or, in their absence, the Vice- Chair, to act on behalf of the Board of Governors between meetings to carry out routine action or action on matters which are judged too urgent to await a meeting of the Board or a Committee.

1.14.2 Action by either the Chair or Vice-Chair on matters of significance will only be taken if delaying a decision would disadvantage the College.

1.14.3 Action taken between meetings will be reported to the next meeting of the Board.

1.15 WRITTEN RESOLUTIONS

1.15.1 Written Resolutions should only be used in exceptional circumstances where, because of time constraints, it is not possible to deal with the matter at a scheduled Board Meeting and when the Chair of the Board of Governors does not believe it appropriate to take Chair's action.

1.15.2 A copy of the proposed Written Resolution will be sent to all eligible members in the prescribed format by email.

1.15.3 The form will advise the member how to signify agreement/disagreement to the Resolution, and by when, and the date by which the Resolution must be passed if it is not to lapse. The written resolution will lapse if it is not passed before the end of the period of 14 days beginning with the circulation date. The "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

1.15.4 The Written Resolution, and outcome of any decision taken, shall be an Agenda item for noting at the next scheduled Meeting of the Board.

1.16 USE OF SEAL

1.16.1 The use of the Seal will be authenticated by the Chair (or, in their absence, the Vice-Chair) plus one Governor who acts as a Board Committee Chair.

1.16.2 The Seal will be held by the Director of Governance.

1.16.3 The use of the Seal shall be an Agenda item for noting at the next scheduled Meeting of the Board.

2 COMMITTEES OF THE BOARD OF GOVERNORS

2.1 APPOINTMENT OF COMMITTEES

2.1.1 In accordance with Article 4 of the Articles of Government, the Board may establish a committee of the Board for any purpose or function, other than those assigned elsewhere in the Articles of Government to the Principal, and may delegate powers to:

- 2.1.1.1 such a committee;
- 2.1.1.2 the Chair or, in their absence, the Vice Chair; or
- 2.1.1.3 the Principal.

2.2 COMMITTEE STRUCTURE (from September 2025)

As part of the College's ongoing governance review, the Board has revised the committee structure effective from 1 September 2025.

The following changes have been made:

- The Resources Committee has been merged with Finance oversight into the new Finance & Resources Committee.
- The Governance and Search Committee and the Remuneration Committee have been combined into the new Governance, Search & Remuneration Committee.
- Audit Committee and Curriculum & Quality Committee remain unchanged.
- Full Terms of Reference for all committees are maintained separately and form part of the governance manual.

[Update Note: This replaces previous references to Resources, Governance and Remuneration Committees in earlier versions of the Standing Orders.]

2.2

2.3 MEMBERSHIP OF COMMITTEES

The membership of committees shall be determined by the Board of Governors for whatever period the Board may specify and may include persons who are not members of the Board.

2.4 ATTENDANCE OF MEMBERS AT COMMITTEE MEETINGS

2.4.1 All members of a committee as determined by the Board of Governors shall be entitled to attend all meetings of that committee.

2.4.2 Any member of the Board of Governors or committee member who is not a member of a particular committee shall be able to attend any meeting of that committee only at the express invitation of the Chair of the committee.

2.4.3 Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the committee.

2.4.4 During the course of a meeting of a committee, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the committee.

2.4.5 A person who is not:

- 2.3.5.1 a member of the Board of Governors or
- 2.3.5.2 a committee member or
- 2.3.5.3 the Director of Governance to the Board of Governors

shall not be allowed to attend any meeting of a committee except by the invitation of the Chair of the committee.

2.4.6 Senior officers of the College shall attend meetings of committees in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the committee.

2.5 APPOINTMENT OF CHAIR AND VICE-CHAIR

2.5.1 The Chair and Vice-Chair of each committee of the Board of Governors shall be appointed by the Board for whatever period the Board may specify.

2.5.2 Whenever a Chair or Vice-Chair of a committee shall cease to hold office, the vacancy shall be filled at the subsequent meeting of the Board of Governors.

2.6 MEETINGS OF COMMITTEES

2.6.1 All meetings shall be summoned by the Director of Governance to the committee who shall send to the members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

2.6.2 The Chair of a committee or the Chair of the Board of Governors may call a special meeting of the committee at any time.

2.7 QUORUM OF COMMITTEES

2.7.1 Meetings of each committee shall be quorate if 40% or more members of the committee are present subject to a minimum of two members being present at any meeting.

2.7.2 If the number of members assembled for a meeting of a committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.

2.7.3 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient.

2.8 MINUTES OF COMMITTEES

2.8.1 Subject to the exclusion of any material of a similar nature to that referred to in paragraph 1.13.3:

2.8.1.1 Minutes of meetings shall normally be prepared for approval by the Chair of any committee within ten working days following the meeting.

2.8.1.2 The unconfirmed minutes of meetings shall normally be circulated to all members of the committee immediately following approval by the Chair of the committee.

2.8.1.3 The signed minutes shall, as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them and published on the College website.

2.9 CO-OPTED MEMBERS OF COMMITTEES AND SUB-COMMITTEES

A member of a committee who is not a member of the Board shall cease to be a member where he/she does not attend any meeting for six months unless that failure is for a reason previously

approved by the committee.