

# 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 1<sup>st</sup> September 2018 the categories of membership and the number of members in each category shall be:
  - x 6 Independent Members nominated by Bolton College
  - x 6 Independent Members nominated by the University of Bolton
  - x Principal/Chief Executive of Bolton College
  - x Vice-Chancellor / President of the University of Bolton
  - x 2 Student Members
  - x 2 Staff Members
- 2.3 The Clerk to the Board shall maintain a register of the members of the Board.

- 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 Chairpers793 -1.217 Td[?9 (o)-3..8 (m)7.5 (m)-3.3 (t)-2.9in6-1.215r09 (h)2.2 (e)4-.002 Tc2(n)-0.09 (h)

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

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 Committe3 (an)2.3 (do1e)-3 (3

- x Sign routine documents; respond to correspondence addressed to the Board or the Chair, and to issue public statements in the name of the Board.
- x On the advice of the Principal to agree where required aspects of the implementation of matters already approved in general by the Board.
- x 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. <u>SENIOR POST HOLDERS AND THE CLERK</u>

- 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. <u>SELF-ASSESSMENT AND PERFORMANCE MEASURES OF GOVERNANCE</u>

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

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.

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