

Glasgow Colleges' Regional Board

Board Regulations

1. DEFINITIONS

- 1.1** 'Board' is the regional board specified in Part 1 of schedule 2A to the Post 16 Education) Act 2013 (hereafter referred to as 'the Board').
- 1.2** 'Board Members' includes all of those persons appointed in terms of paragraph 12 of the Board's Constitution.
- 1.3** 'Board Secretary' is the person appointed in terms of section 3 of the Board Regulations.
- 1.4** 'Chair' is the Regional Chair appointed by Scottish Ministers or such other person appointed by the Regional Chair to chair a board meeting in his absence or appointed in terms of section 7.1 of the Board Regulations.
- 1.5** 'Code of Conduct' is the standard code of conduct for members of devolved 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** 'Committees' are defined as all committees established by the Board in terms of paragraph 22 of the Board's Constitution.

2. BOARD MEETINGS

- 2.1** The Board can decide when and where to have meetings and how they will be conducted. They may also adjourn meetings.
- 2.2** A Board meeting will ordinarily be called by the Board Secretary at the request of the Chair. The Chair may adjourn a meeting.

3. BOARD SECRETARY

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

4. NOTICE OF BOARD MEETINGS

- 4.1** Notice of a Board meeting shall be deemed to be duly given to a Board Member if it is given to him personally or given in writing or by electronic means to him at his last known address or any other address given by him to the Board for that purpose. Notice by word of mouth may be given only in exceptional circumstances by reason of urgency.
- 4.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 4.3** It shall not be necessary to give notice of a Board meeting to a Board Member who is absent from the United Kingdom unless he has asked the Board in writing that notices of Board meetings shall during his absence be given to him at any address in the United Kingdom notified to the Board for this purpose, but he shall not, in such event, be entitled to a longer period of notice than if he had been present in the United Kingdom at that address.

5. FREQUENCY OF BOARD MEETINGS

- 5.1** The Board shall meet at least four times a year and otherwise as required.

6. QUORUM

- 6.1** The quorum necessary for the transaction of business may be determined by the Board and until otherwise determined shall be one third of the membership. 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** If the Regional Chair or his nominated alternate is not able to attend and chair a meeting of the Board or is not present within ten minutes of the time appointed for holding the same, the Board Members present shall choose one of their number to be chair of such meeting.

8. VOTING

- 8.1** Questions arising at any Board meeting shall be determined by a majority of votes. In the case of an equality of votes the Chair of that meeting shall have a second or casting vote.

9. PARTICIPATION BY TELEPHONE OR OTHER FORM OF COMMUNICATION

- 9.1** Any Board Member may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or any other form of communications equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.
- 9.2** A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting then is.
- 9.3** A decision made at any meeting held in the above manner, and signed by the Chair of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

10. RESOLUTION IN WRITING

- 10.1** Resolutions or decisions will ordinarily be made at Board or committee meetings. However, a resolution (or decision) in writing signed or confirmed electronically by all the Board Members, for the time being entitled to receive notice of a Board meeting and to vote on the resolution and not being less than a quorum (or by all the members of a committee of the Board, for the time being entitled to receive notice of such committee meeting and to vote on the resolution and not being less than a quorum of that committee), shall be as valid and effective for all purposes as a resolution duly passed or decision made at a meeting of the Board (or committee, as the case may be).
- 10.2** Such a resolution may consist of several documents or electronic communications in the same form each signed or authenticated by one or more of the Board Members or members of the relevant committee.

11. PROCEEDINGS OF COMMITTEES

- 11.1** All committees of the Board shall, in the exercise of the powers delegated to them and in the transaction of business, conform with any mode of proceedings and regulations which the Board may prescribe and subject to this shall be governed by such of these procedures as regulate the proceedings of the Board as are capable of applying.

12. MINUTES OF PROCEEDINGS

- 12.1** The Board shall keep minutes of all Board meetings and meetings of committees of the Board. The minutes must include the names of the Board Members present.
- 12.2** Any such minutes, if signed by the Chair of the meeting at which the proceedings were held or by the Secretary, shall be evidence of the matters stated in such minutes without any further proof.
- 12.3** All approved minutes will be made publicly available as soon as possible following their approval.

13. VALIDITY OF PROCEEDINGS

- 13.1** All acts done by a meeting of the Board, or of a committee of the Board, or by any person acting as a Board Member or member of a committee shall be valid even if it is discovered afterwards that there was some defect in the appointment of any person or persons acting, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office.

14. BOARD MEMBERS' CONFLICTS OF INTEREST

- 14.1** A Board Member must comply with Section 5 of the Code of Conduct in relation to registration and declaration of interests.
- 14.2** A Board Member cannot vote or be counted in the quorum on any decision or resolution which may give rise to a conflict of interest.
- 14.3** A Board Member must withdraw from the meeting room until discussion of the relevant item in which they have an interest is concluded. There is no requirement to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to give rise to a conflict of interest.
- 14.4** The interests of other persons who are connected ('other persons' shall have the meaning given to it by section 5.10 of the Code of Conduct) with a Board Member shall be treated as an interest of the Board Member.
- 14.5** 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.

15. POWER TO AUTHENTICATE DOCUMENTS

- 15.1** Any Board Member, the Secretary or any person appointed by the Board for this purpose shall have power to authenticate any documents affecting the constitution of the Board and any decision made or resolution passed by the Board or the Board or any committee, and any books, records, documents and accounts relating to the business of the Board, and to certify copies or extracts as true copies or extracts. A document purporting to be a copy of a resolution or a decision, or an extract from the minutes of a meeting, of the Board or any committee, which is so certified, shall be conclusive evidence in favour of all persons dealing with the Board that such decision has been made or resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

16. PROCEDURE FOR URGENT ACTION

- 16.1** A special meeting of the Board may be convened to deal with business that will not wait until the next ordinary meeting (see Section 4). Alternatively, where it is necessary for decisions normally requiring the approval of the Board to be taken in the period between Board meetings, the Chair may take appropriate action. Normally this will be authorising urgent action by the Executive Director. The Chair should seek the views of Board members before authorising such urgent action.
- 16.2** In the event that the Chair is unavailable, the Executive Director will have the power to take urgent action with the authorisation of the Board's Vice-Chair, if there is one, or, in the absence of the Vice-Chair, of one of the chairs of the Board's committees, who shall be a member of the Board.
- 16.3** In the event of all of the above mentioned Board members being unavailable, the Executive Director may take such action as s/he deems necessary in an emergency, where a failure to act swiftly might seriously jeopardise the achievement of the Board's objectives.
- 16.4** In any of the above circumstances, the views of the Board members should be sought and the action taken will be reported to the next ordinary meeting of the Board for homologation.