MORLEY COLLEGE LONDON

Standing Orders for the Conduct of Meetings of the Governing Body and its Committees

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CONTENTS

1. INTRODUCTION 3
2. ATTENDANCE BY GOVERNORS AND OTHER COMMITTEE MEMBERS AT BOARD AND COMMITTEE MEETINGS 3
3. ELECTION OF CHAIR AND VICE-CHAIR OF GOVERNORS AND OF COMMITTEE CHAIRS AND VICE-CHAIRS 4
4. ACCESS TO MEETINGS 4
5. PROCEEDINGS OF MEETINGS 6
6. RULES OF DEBATE AT MEETINGS 7
7. AGENDAS FOR MEETINGS 8
8. MINUTES OF MEETINGS 9
9. ACTION TAKEN BY THE CHAIR OF GOVERNORS 9
10. STATEMENTS MADE ON BEHALF OF THE GOVERNING BODY 10
11. MEETING DATES 10
12. PAYMENT OF EXPENSES TO GOVERNORS AND COMMITTEE MEMBERS 10
13. MEMBERSHIP - AVAILABILITY OF INFORMATION TO THE PUBLIC 11
14. AMENDMENTS TO THE STANDING ORDERS 11

1. INTRODUCTION

1.1 No part of this document is intended to override the provisions of the Articles of Association of Morley College (the 'Articles') which at all times are to be regarded as the primary source of guidance on the conduct of meetings.

1.2 It is the responsibility of the Director of Governance and Company Secretary (the 'Director of Governance') to interpret the Articles and these Standing Orders and to advise the Board or the relevant committee (or if appropriate the Chair of Governors or relevant committee chair) if at any time it appears that the Governing Body, a committee or an individual member of the Governing Body or a committee is acting or is likely to act outside of their powers.

1.3 In addition to the documents referred to above, the Director of Governance will have regard to long-standing custom and practice, to any Code of Governance or Code of Conduct that may have been adopted by the Governing Body and to any previous resolutions of the Governing Body that relate to the work of the Governing Body and how it is undertaken.

1.4 Words importing one gender import any gender.

2. ATTENDANCE BY GOVERNORS AND OTHER COMMITTEE MEMBERS AT BOARD AND COMMITTEE MEETINGS

2.1 Governors are appointed to serve on the Governing Body in the expectation that they will be able to participate fully in the work of the Governing Body and the activities of the College. It is recognised that all governors have other demands on their time and there may be occasions when it is not possible to attend a meeting. The Governing Body has set an attendance target which is subject to annual review. Attendances at meetings of the Governing Body, its committees and duly-constituted task-and-finish groups (by members appointed to serve on those committees and groups) are taken into account when comparing actual attendance with the target that has been set.

2.2 Governors are asked to give the Director of Governance as much notice as possible if they will be unable to attend a meeting of the board or of a committee or task group. This enables apologies for absence to be registered at the meeting, and also enables the Director of Governance to judge whether the meeting will be quorate. In exceptional cases it may be necessary for the Director of Governance to consult the Chair of Governors or the relevant committee chair with a view to postponing a meeting if it becomes clear that no business will be able to be transacted owing to the lack of a quorum.

2.3 The Director of Governance will maintain a register of attendance at meetings, which will be open to inspection.

2.4 The Articles provide for the Governing Body to consider removing a member from office if he or she has been absent without approval from three successive board meetings. It is important, therefore, for apologies for absence to be submitted, with reasons for the absence, so that the Governing Body may consider whether, in such circumstances, continued membership is justified. In certain circumstances it may be appropriate for the Governing Body to grant leave of absence to a governor.

2.5 These provisions apply similarly to governors and to any persons, not being governors, who may be appointed to committees by the Governing Body.

3. ELECTION OF CHAIR AND VICE-CHAIR OF GOVERNORS AND OF COMMITTEE CHAIRS AND VICE-CHAIRS

3.1 The Chair and Vice-Chair of Governors are elected from time to time by the Governing Body to serve for such terms of office (not exceeding four years) as the Governing Body may determine. The Director of Governance will make arrangements for seeking nominations and for the election.

3.2 The chair and vice-chair of each committee are elected by the members of that committee at the first meeting in each academic year.

3.3 The Director of Governance will chair that part of any board meeting that is concerned with the election of a Chair of Governors or of any committee meeting that is concerned with the election of a committee chair.

3.4 In the event of the Chair of Governors being unavailable to attend a board meeting or a committee chair being unavailable to attend a committee meeting, the Vice-Chair or committee vice-chair will be responsible for conducting the meeting.

3.5 In the event of both the Chair and Vice-Chair (or committee chair or vice-chair) being unavailable to attend a meeting, the members present shall choose one of their number to act as chair for that meeting. The Principal and Staff and Student Governors are ineligible to be elected for this purpose.

4. ACCESS TO MEETINGS

4.1 Governors, the Director of Governance, and (in relation to a committee) other persons, if any, appointed by the Board to serve on that committee and staff whose attendance is specified in the terms of reference of that committee will be the only persons entitled to attend all meetings of the board or of that committee.

4.2 A governor who is not a member of a particular committee may attend and speak at meetings of that committee with the permission of the Committee Chair, but may not vote.

4.3 A governor, or an appointed committee member who is not a governor, may be required to withdraw from all or part of a board or committee meeting if it is possible that a conflict of interest will arise, as set out in Article 5.

4.4 The Chair of Governors or committee chair and the Director of Governance, in consultation with the Principal or (in the case of a committee) a senior member of staff nominated by the Principal, will, in relation to each meeting, consider which members of staff are required to attend, and for which parts of the meeting, so as to ensure that the Governing Body has access to the information and advice necessary for it to discharge its responsibilities.

4.5 The Governing Body places responsibility on the Principal and Director of Governance to ensure that members of staff withdraw from meetings when their presence would be inappropriate, for example where the item to be considered refers to a named or identifiable current or prospective member of staff. If, however, a governor considers that a member of staff should withdraw from a meeting for a particular item they should bring this to the attention of the meeting. The Director of Governance will not normally be required to withdraw from a meeting except in cases where his or her employment, dismissal or remuneration is to be discussed. The chair of the meeting will then be responsible for recording the discussion of that item and any resolution.

4.6 A member of College staff or other person wishing to attend a board meeting as an observer should first approach the Director of Governance who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until a decision is reached by the Board the person wishing to attend the meeting will be required to remain outside the meeting room.

4.7 In considering such requests the board will have regard to the reason for the request to attend.

4.8 Where a member of the public or press is given observer status at a board meeting, the Chair will explain that certain items of business may be regarded as confidential, and that the observer will be required to withdraw from the meeting while those items are discussed.

4.9 Unless specifically invited to do so by the Chair, a member of the public or the press does not have speaking rights at any time during a board meeting.

4.10 If there is any form of disruption by a member of the public or the press the Chair will have the authority to suspend the meeting. When it is possible to reconvene the meeting the Board will consider the withdrawal of the invitation to members of the public and/or press to be in attendance at the meeting. The Board's decision in such matters is final.

4.11 Members of the public or the press will not normally be admitted to meetings of committees.

5. PROCEEDINGS OF MEETINGS

5.1 Articles 22 and 23 apply to the proceedings of committee meetings as if for the words 'Governing Body' there were substituted the word 'Committee', for 'Governor', 'Committee Member', and for 'Chair', Committee Chair'; provided that:

5.1.1 no committee meeting shall be quorate unless three members of that committee are present; and

5.1.2 Notwithstanding the above, a committee meeting at which any three members of the committee or 40 per cent of the members of the committee are present shall be quorate even though more than half of the members may be from the aggregate of the Staff Governors, the Student Governors and the Principal.

5.2 The normal method of voting will be by a show of hands. If a majority of governors or committee members who are present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. The Director of Governance will make arrangements for the ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.

5.3 It will often, however, be the case that the governors or committee members present and entitled to vote are clearly unanimous and thus the chair of the meeting may consider it not necessary to conduct a formal vote.

5.4 No resolution passed at a board or committee meeting 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.

5.5 Where a governor or committee member considers that he or she has an interest (which may not necessarily be a financial interest) in an issue to be discussed, he or she should seek the advice of the Director of Governance prior to the start of the meeting; the Director of Governance will then inform the chair of the meeting of any interest to be declared.

6. RULES OF DEBATE AT MEETINGS

6.1 Reports and minutes of committees and task groups will normally be presented by the chair (or, in his or her absence, vice-chair) of the committee or task group concerned and a summary of the recommendations made will be provided. In the absence of the committee chair and vice-chair, another member of the committee who was present at the meeting to be reported on shall present the report.

6.2 Reports, whether from a committee, the Principal or the Director of Governance, will normally include clear recommendations. These recommendations may be adopted without the need for a formal proposal. There will, however, be occasions when a governor or committee member wishes to propose an alternative recommendation or propose a motion.

6.3 A motion may be proposed by any governor or member of the committee concerned who is eligible to vote on the issue to which the motion relates (a 'voting member') and this motion, if seconded by another voting member, will then be the subject of discussion.

6.4 A motion that cannot be recorded immediately by the Director of Governance will be put in writing by the member proposing the motion before it is discussed. This will ensure that the terms of the motion are clear.

6.5 While a motion is being discussed an amendment may be proposed by any voting member. If the amendment is seconded by another voting member, discussion may then take place on the terms of the amendment. During this time the original motion will be put aside. If the amendment is carried (by a majority of those members present and eligible to vote voting in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.

6.6 The wording of an amendment can change the meaning of a motion but cannot contradict it.

6.7 A voting member opposed to the terms of a motion will be entitled to speak and vote against it.

6.8 At any time during a discussion a voting member may raise a point of order if he or she believes that the provisions of the Articles or these Standing Orders or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which he or she believes that the correct procedure is not being followed. The ruling of the chair of the meeting after the advice of the Director of Governance has been obtained will be final and may not be challenged further at the meeting.

6.9 It is the responsibility of the chair of the meeting, working in collaboration with the Director of Governance, to seek the right balance between ensuring that all voting members have the opportunity to contribute to discussions while avoiding repetition and making sure that discussion is focused on the issue before the meeting is adhered to.

6.10 All discussions at meetings will be conducted through the chair of the meeting.

6.11 Governors and committee members are required to respect the rights of others to express their personal views although nothing should be said or done which could bring the Governing Body into disrepute.

6.12 No resolution of the Board or of any committee 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 of that meeting. Any proposal by a governor or committee member to rescind or vary a decision of the board or of a committee of which he or she is a member must be notified to the Director of Governance at least 21 days before the date of the meeting at which it is proposed that the decision should be reconsidered.

7. AGENDAS FOR MEETINGS

7.1 Agendas for board and committee meetings will be prepared by the Director of Governance and agreed by the Chair of Governors or committee chair before being made available to members with relevant papers as provided in Article 21; save that agendas and papers for scheduled committee meetings need only be made available five clear days before the meeting.

7.2 A governor or committee member wishing to place an item on the agenda must notify the Director of Governance in writing at least fourteen days prior to the meeting.

7.3 If an urgent item needs to be considered and is not on the agenda, the Director of Governance must be notified as soon as possible and certainly before the start of the meeting. The Director of Governance will advise the chair of the meeting of the item and seek his or her agreement that the item is urgent and may be considered at the meeting.

7.4 If the chair of the meeting is not in agreement that the item in question should be considered he or she will at the start of the meeting seek the agreement of the meeting that the proposed item of urgent business be not heard.

7.5 If an urgent item is of a confidential nature, the meeting may determine that any discussion of whether or not the item should be considered should also be confidential.

7.6 At the start of any meeting, the members present may revise the order in which agenda items (including any urgent items not on the original agenda) are to be considered.

8. MINUTES OF MEETINGS

8.1 The recording of the official minutes of board and committee meetings is the responsibility of the Director of Governance.

8.2 Draft minutes will be prepared within seven days following the meeting and reviewed for accuracy by the Principal, or another member of the Senior Leadership Team present at the meeting, and the chair of the meeting. Following approval of the draft minutes by the chair of the meeting the Director of Governance will make them available to all governors.

8.3 Minutes will be confirmed by the Board or the committee concerned as the first item of business at the subsequent meeting.

8.4 The draft minutes, once approved by the chair of the meeting, will be considered to be the official record of the meeting, and may only be varied or amended by resolution at the following meeting of the board or the committee concerned. Only voting members who were present at the meeting to which the minutes relate may propose or second a variation or amendment to the minutes and vote on the resolution.

9. ACTION TAKEN BY THE CHAIR OF GOVERNORS

9.1 There may be occasions when issues arise which should be placed before the Board or an appropriate committee although the next scheduled meeting is too distant and it is not considered appropriate to call a special meeting. In such circumstances the Chair of Governors may take action on behalf of the Governing Body on the condition that such a course of action is not contrary to the Articles or other regulations.

9.2 Requests for action by the Chair of Governors may only be made through the Director of Governance. Requests should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter or email confirming a telephone conversation to be forwarded to the Director of Governance.

9.3 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Governing Body by the Director of Governance.

9.4 If the issue is one on which the Board would normally have been advised by a committee, the Director of Governance will seek to ensure that members of the relevant committee are consulted before a decision is taken.

9.5 The Governing Body has decided not to delegate specific functions to the Chair but subject to the Articles may delegate such functions as it may approve from time to time.

10. STATEMENTS MADE ON BEHALF OF THE GOVERNING BODY

10.1 Unless otherwise agreed by the Governing Body in individual circumstances, statements on behalf of the Governing Body will only be made by either:

- the Chair of Governors; or
- the Principal; or
- the Director of Governance.

10.2 It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the Governing Body.

10.3 The Director of Goverance is required to respond to all correspondence from staff (including representatives of the staff as trades union officers), students and third parties so as to reduce the burden on individual governors and to ensure that the decisions and policies of the Governing Body are properly understood. This task will usually be undertaken following consultation with the Chair of Governors and/or the Principal.

11. MEETING DATES

11.1 A schedule of board and committee meetings for the following academic year and a provisional schedule of such meetings for the subsequent academic year will be presented for approval by the board not later than 30 April in each year.

11.2 Once agreed no meeting date may be changed without the express approval of the Chair of Governors or relevant committee chair. It is expected that members will try to avoid requesting a change of date as this may cause severe disruption to the official business of the Governing Body and the College.

12. PAYMENT OF EXPENSES TO GOVERNORS AND COMMITTEE MEMBERS

12.1 The scheme for the payment of expenses to governors and committee members for costs necessarily incurred in the performance of their duties is administered by the Director of Governance. Expenses

claims must be submitted to the Director of Governance for authorisation and payment.

13. MEMBERSHIP - AVAILABILITY OF INFORMATION TO THE PUBLIC

13.1 Governors' and committee members' names, their terms of office and brief biographical details will be published on the College website.

13.2 Any person wishing to write to a governor or committee member should do so through the Director of Governance.

13.3 The Director of Governance will use discretion when considering whether or not to make a charge for reasonable direct and indirect costs incurred as a condition of supplying hard copies of documents to third parties or forwarding to governors documents received from third parties.

13.4 Addresses, telephone numbers and private email addresses of governors and committee members will not be made available to third parties.

14. AMENDMENTS TO THE STANDING ORDERS

14.1 The Director of Governance is required to keep under continuous review the provisions of this document with the intention of suggesting to the Governing Body improvements and amendments to meet changed circumstances. These Standing Orders will in any case be reviewed by the board at least once every four years.

14.2 Individual governors may wish to suggest to the Director of Governance improvements or amendments to this document.

14.3 Any amendments will require the approval of the Governing Body unless they are covered directly or indirectly by statute in which case such changes will be implemented without delay.