



MORLEY COLLEGE LONDON

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

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1. INTRODUCTION

- 1.1 No part of this document is intended to override the provisions of the *Articles of Association* and *Memorandum of Association*, 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 Clerk to the Governing Body and Company to issue *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 Clerk 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 Clerk 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 Clerk to judge whether the meeting will be quorate. In exceptional cases it may be necessary for the Clerk 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 Clerk 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 Clerk 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 Clerk 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 Clerk, and (in relation to a committee) other persons, if any, appointed by the B

- 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 Clerk, 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 Clerk 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 s

be in attendance at the meeting. The Board's decision 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 follows:

5.1.1 no committee meeting shall be quorate unless three members

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 Clerk 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 Clerk 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 Clerk in writing at least fourteen days prior to the meeting.

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the Chair of Governors; or
the Principal; or
the Clerk.

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

10.3 The Clerk 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

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 Clerk 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 Clerk 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.