



SERC Governing Body Standing Orders

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SOUTH EASTERN REGIONAL COLLEGE

STANDING ORDERS OF THE GOVERNING BODY

Introduction

The Standing Orders (**SOs**) set out the procedures to be followed by the Governing Body including the conduct of all meetings.

These SOs should be read in conjunction with the following documents:

1a: Constitutional Documents	Live link
The Further Education (NI) Order 1997	FE Order 1997
Articles of Government	FE College Model Articles of Government
Instrument of Government	FE College Model Instrument of Government
1b: Operational Documents	
Partnership Agreement	Partnership agreement between SERC and DfE
Audit Code	Audit Code 2018
A 10x Economy	10x-economy-ni-decade-innovation.pdf
10x Delivery Plan	10x-Delivery-Plan-2023-24.pdf (economy-ni.gov.uk)
College Development Plan	CDP 23-24
SERC Strategic Plan	SERC 2030
SERC Governance Framework	SERC GB Governance Framework

The SOs set out where appropriate additional requirements to be read in conjunction with the above.

1 COMPOSITION OF THE GOVERNING BODY

- 1.1 [Instrument of Government](#) sets out how appointments to Governing Body are made and composition.
- 1.2 There shall be up to two members co-opted by the other members of the Governing Body, not being members of staff or full-time students of the College, to bring added expertise and experience in differing aspects of activity relevant to the work of the College and which are considered not to be adequately covered by other members of the Governing Body.
- 1.3 An Annual Skills Audit shall be requested by the Chairperson with replies from all members of the Governing Body forwarded to the Secretary, consolidated, anonymised and circulated to all members. If a skills set deficit for co-opted members is identified by a majority of Governing Body members, the Department for the Economy shall be informed by the Chairperson and a request will be made to begin a recruitment process.
- 1.4 Membership of the Selection Panel is open to all voting members of the Board of Governors (excluding staff and student members) who wish to put their names forward. The Selection Panel should, as far as is reasonably possible, be in line with best practice for recruitment and comply with all current employment law.

2 COMMITTEES OF THE GOVERNING BODY

Articles of Government

- 2.1 The Governing body has established 3 Standing Committees:
 - 2.1.1 Audit;
 - 2.1.2 Education; and

2.1.3 Finance and General Purposes.

- 2.2 Any change to the number of Standing Committees will require agreed rationale by the Governing Body, and approval should be sought from the Department for the Economy.
- 2.3 A temporary Committee can be established by the Governing Body for a short and defined period of time or with a defined task subject to the approval of the Governing Body and the Department for the Economy.
- 2.4 Each Committee will elect its own Chairperson and Vice Chairperson (other than the Chairperson of the Governing Body), a Director, Staff Member or a Student Governor. All Chairpersons and Vice Chairpersons must be full voting members of the Governing Body.
- 2.5 The Governing Body may from time to time refer a matter to a Committee which, after consideration of the matter, will report back to the Governing Body

3 THE COMPOSITION OF THE COMMITTEES OF THE GOVERNING BODY

- 3.1 The Audit Committee will comprise of least four members of the Governing Body (other than the Principal and Chief Executive). The composition of this Committee is subject to the Audit Code. No members of the Audit Committee shall also sit on the Finance and General Purposes Committee.
- 3.2 The Chairperson of the Audit Committee should be a Business, Industry or Professional member. The Chairperson of the Governing Body cannot be a member of the Audit Committee or Chairperson of the Audit Committee, but may be invited to attend on a 'meeting by meeting' basis.
- 3.3 In the event that the Vice Chairperson of the Governing Body is acting as Chairperson of the Governing Body they may not be a member of the Audit Committee for the period that they hold the position of Acting Chairperson of the Governing Body. The CEO and Principal and Deputy Chief Executive are not eligible to become members of the Audit Committee but will normally be invited by the Audit Committee to attend. A Co-optee member cannot be Chairperson or Vice Chairperson of the Audit Committee.
- 3.4 Each member of the Governing Body is expected to serve on at least two Committees. In a situation where a Governor's circumstances do not allow this, approval should be sought from the Chairperson and exemption for a period of time will be recorded in the appropriate Governing Body Minutes.
- 3.5 The Chairperson of the Governing Body shall be an ex-officio member of the Finance and General Purposes Committee and the Education Committee.
- 3.6 Co-opted members may attend appropriate Committee meetings with the approval of the Governing Body and shall usually be subject to the same restrictions placed on Staff and Student Governors.
- 3.7 The quorum for each committee is set out in the relevant terms of reference. Terms of reference for each committee can be found below
 - 3.7.1 [Audit;](#)
 - 3.7.2 [Education;](#) and
 - 3.7.3 [Finance and General Purposes.](#)
- 3.8 Membership of temporary committees/working groups is open to all voting members of the Governing Body and others may by invitation sit on these with the approval of the Governing Body. The subject matter of the task should be taken into consideration when appointing members to any Working Group. A clear, fair and transparent methodology in the selection of members should be agreed by the Governing Body as and when is deemed appropriate. The remit of must be agreed by the Governing Body.

4 APPOINTMENT OF CHAIRPERSON AND VICE-CHAIRPERSON

- 4.1 The Chairperson of the Governing Body shall be selected and appointed by the Department for the Economy.
- 4.2 At the first meeting of the fully constituted Governing Body, the members shall appoint a Vice-Chairperson from among their number. The election of the Vice-Chairperson will be held annually and if more than one member has expressed their interest in the role a ballot vote will be taken. The Vice Chairperson can put themselves forward for reselection.
- 4.3 Specific Responsibilities of the Vice-Chairperson of the Governing Body:
- 4.3.1 in Chairperson's absence: Presides at meetings of Governing Body where the Chairperson is absent;
 - 4.3.2 acting as an intermediary for the Chairperson and Governors;
 - 4.3.3 supports and challenges the Chairperson in all his/her responsibilities to ensure organisational priorities and Governance concerns are addressed in the most effective and efficient manner, as well as sharing responsibilities as appropriate; and
 - 4.3.4 to provide an alternative route for other members of the Governing Body to raise issues or concerns if they are unable to do so with the Chairperson. This is an important part of the checks and balances within the College's Governance and accountability, so that if for any reason a member or members have concerns that they have been unable to resolve through the normal channels of Chairperson, Chief Executive or Governing Body Secretary, or if using such channels would be inappropriate in the circumstances, then they can raise those concerns with the Vice-Chairperson.
- 4.4 The Principal, Chairperson of the Audit committee (as per the Articles of Government Part 4 paragraph 4) staff members and student member shall not be eligible for appointment as Vice-Chairperson
- 4.5 The Chairperson of the Audit Committee or the co-opted member shall not also be the Chairperson or Vice Chairperson of the Governing Body.
- 4.6 If both the Chairperson and Vice-Chairperson are absent from any meeting of the Governing Body or its Committees, the members present shall choose one of their number to act as Chairperson for that meeting.
- 4.7 Where there is a vacancy in the position of Chairperson and prior to a new Departmental appointment, the Department for the Economy will invite expressions of interest from eligible members to act as temporary Chairperson.
- 4.8 The Secretary will advise the Board, including the Chairperson and Committee Chairpersons on all points of order and procedure including those not expressly provided for in these SOs.

5 MEETINGS

- 5.1 The Governing Body will meet not less than 6 times in one academic year, and hold any other meetings deemed to be necessary, this can include:
- 5.1.1 Extraordinary meetings of the Governing Body; and
 - 5.1.2 Special meetings of the Governing Body.
- 5.2 All meetings of the Governing Body must comply with the requirements of the Department for the Economy's FE Remuneration Circular ([Circular FE 07/17](#))
- 5.3 Each Committee of the Governing Body will meet not less than 4 times in one academic year and hold any other meetings deemed to be necessary.

- 5.4 A timetable of meetings of the Governing Body and its Committees will be maintained by the Secretary.
- 5.5 The Secretary will ensure that the timetable:
- 5.5.1 complies with the Governing Body's obligations under constitutional documents;
 - 5.5.2 convenes Committee meetings at an appropriate interval prior to each meeting of the Governing Body;
 - 5.5.3 takes account of key events in the annual calendar and planning cycle;
 - 5.5.4 is produced before the end of the year for the next year; and
 - 5.5.5 is re-issued to members when any amendments are made.
- 5.6 The date, time and venue of each meeting will be as far as possible be agreed in advance of the first meeting of the year of the Governing Body. All meetings of the Governing Body will normally be held 'in person'.

6 NOTICE FOR MEETINGS

- 6.1 Meetings of the Governing Body and its Committees shall be summoned by the Secretary who will send members written notice of the meeting, including an agenda, at least seven calendar days in advance of the meeting.
- 6.2 A special meeting of the Governing Body may be called at any time by the Chairperson, or at the request in writing of any five members. In addition, a special meeting may be called by the Internal or External Auditors where they wish to discuss the circumstances related to their removal or resignation. If such a request for a special meeting, is presented to the Chairperson or the Secretary to the Governing Body, then the Chairperson must call a meeting as soon as possible after receiving the request. A Special meeting of the Governing Body is defined as set out in the Articles of Government Part 3 Paragraph 12.
- 6.3 An extraordinary meeting of the Governing Body may be called at any time by the Chairperson or at the request in writing of one third of voting members. If such a request for a meeting, is presented to the Chairperson or the Secretary to the Governing Body, then the Chairperson must call a meeting within seven clear working days of receiving the request. An Extraordinary meeting of the Governing Body is defined as a meeting that has been called by the Governing Body to discuss a matter that is not on the programme of work for the year.
- 6.4 If the Chairperson refuses to call a meeting within ten working days of receiving the request, those Members who requested may call a meeting themselves and the Vice Chairperson of the Governing Body will preside over the meeting provided no business will be transacted at the meeting other than the specified business.
- 6.5 Notification of extraordinary or special Governing Body meetings must be issued within 3 working days of receiving the request and is subject to the normal processes for drawing up an agenda and the publication of papers.
- 6.6 Where the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.
- 6.7 If attendance at an Extraordinary Governing Body meeting is below 50% of the current eligible membership, then any decisions made must be ratified by the Governing Body at the next full meeting.
- 6.8 In extenuating circumstances where circumstances are urgent, or emergency matters need to be addressed the Governing Body may propose adjustments consummate with fulfilling the business needs of the College; with standard voting practices agreed by the Department for the Economy.

6.9 Any Governor will be able to participate in meetings of the Governing Body in exceptional circumstances by telephone or video conference, provided that they have given sufficient notice of their intention to do so to the Secretary and subject to permission from the Chairperson (that permission not being unreasonably withheld), and that the Governors have access to the appropriate equipment.

6.10 Where any member is dialling into a meeting through the telephone or video conferencing the Chairperson shall require a named vote if a decision is required.

7 AGENDA

7.1 The agenda for each meeting of the Governing Body and its Committees shall be drawn up by the Chairperson and the Secretary to the Governing Body. The Secretary will contact the relevant Chairperson two weeks prior to the meeting to agree items for inclusion on the agenda.

7.2 Agendas will, over the course of the academic year, reflect the Terms of Reference and Programmes of Work for the Governing Body and for each Committee.

7.3 Governors wishing to request items on the agenda should do so at least 15 days in advance of the meeting in writing to the Secretary. The inclusion of requested items will be decided by the Chairperson, after consultation with the Secretary and where appropriate with the Principal & CEO together with the senior staff of the College.

7.4 Agendas are finalised, through agreement with the Chairperson, ten days before the meeting. The Chairperson/Secretary may liaise with senior members of staff in order to develop agenda items.

7.5 Action points from the previous meetings will be listed under matters arising.

7.6 Draft minutes from the previous meetings of the Governing Body and its Committees will be included on the agenda for noting. Agreed minutes will go forward for adoption by the Governing Body.

7.7 Standing items, as agreed by the Governing Body on an annual basis, will be included.

7.8 An opportunity to update entries in the Register of Conflict of Interest should form part of the agenda of every meeting of the Governing Body.

7.9 Agenda items indicate whether the items are for decision, discussion, noting, or information and who will present the item.

7.10 Emergency and any substantive business reported to the Chairperson in advance of the meeting can be added to the agenda at the discretion of the Chairperson in consultation with the Secretary and taken under Chairperson's business or notified AOB.

7.11 Subject to 7.10 above, the Chairperson should receive written notification, through the Secretary, of any item's members wish to raise under Any Other Business three days before the meeting. The inclusion of requested items under Any Other Business will be decided by the Chairperson, after consultation with the Secretary and where appropriate the Principal & CEO together with the senior staff of the College. The member requesting an item on the agenda will receive written feedback on the inclusion or otherwise of the item requested.

8 PAPERS FOR MEETINGS

8.1 All papers (including the agenda and minutes) shall be published on the Governing Body TeamSite seven calendar days in advance of the meeting.

8.2 All papers should be titled, dated, and include the name of the author.

8.3 Late postings are allowed solely at the discretion of the Chairperson.

- 8.4 Papers relevant to particular agenda items may be tabled at the meeting in exceptional circumstances only, with the prior agreement of the Chairperson.
- 8.5 Papers being prepared by senior staff of the College should be submitted to the Secretary at least 10 days before the meeting.
- 8.6 Where the agenda item is one requiring Governing Body action, approval or decision, the paper should clearly state the intention and outline the issues involved. The final paragraph should make it clear what action, if any is required.
- 8.7 Where an agenda item relates to an external document a short covering paper should accompany it and it should indicate what action, if any, is required.

9 ATTENDANCE OF PERSONS NOT BEING MEMBERS OF THE GOVERNING BODY

- 9.1 A person who is not a member of the Governing Body or the Secretary may attend a meeting of the Governing Body at the discretion of the Chairperson, subject to ratification at the meetings by the Governing Body before such person joins the meeting.
- 9.2 Named, senior staff members will normally be in attendance at all Governing Body and relevant Committee meetings. Attendance will be determined by the Chairperson of the Committee in consultation with the Principal & CEO.
- 9.3 Where senior staff members are in attendance, they will be expected to lead on a particular agenda item.

9.4 Members of the Public:

- 9.4.1 Meetings of the Governing Body are not generally open to the public or the press.
- 9.4.2 Members of the public and press may only be admitted by specific invitation from the Chairperson of the Governing Body and is subject to the ratification at the meeting by the Governing Body before such person joins the meeting. Members of the public and press will be in attendance as an observer only.
- 9.4.3 Any request to attend a meeting of Governing Body must be made to the Secretary to the Governing Body, no later than 7 days prior to the date of the meeting.

9.5 **College Employees:** The Principal & CEO, as a member of the Governing Body, is eligible to attend all Governing Body meetings including Committee meetings, with exception of Audit Committee. In the absence of the Principal & CEO, the Deputy CEO or member of CMT may deputise, at the request of the of the Principal & CEO.

9.6 For other College employees, the following arrangements will apply:

Meeting	Officers Normally In attendance
<i>Governing Body</i>	<i>Finance Director (or equivalent)</i>
<i>Audit Committee</i>	<i>Finance Director (or equivalent)</i>
<i>Finance and General Purposes</i>	<i>Finance Director and Head of HR (or equivalent)</i>
<i>Education Committee</i>	<i>Deputy Principal Support Services & Deputy Principal Curriculum</i>

9.7 Other college employees may be required to attend the Governing Body or its committees for specific agenda items. Attendance will be determined by the Chairperson in consultation with and agreement of the Principal & CEO. In such circumstances, the employee will only be required to attend the meeting for the specific agenda item(s) only.

10 **RECORD OF ATTENDANCE**

- 10.1 A separate list of members' attendances at the Governing Body and all its Committees shall be maintained by the Secretary.
- 10.2 Attendance and apologies for each meeting will be recorded in the minutes. The minutes shall also record a member's withdrawal and return to a meeting, or an early departure from the meeting.

11 **QUORUM**

- 11.1 The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be those persons appointed under the provisions of sub paragraph 5a of the Instrument of Government.
- 11.2 If the number and/or the composition of members assembled for a meeting is not present within 30 minutes from the time appointed for the meeting, or if, during a meeting, such quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Chairperson may determine. If a quorum is not present at any such adjourned meeting within 30 minutes from the time appointed, then the meeting shall proceed.

12 **WITHDRAWALS FROM MEETINGS OF THE GOVERNING BODY AND ITS COMMITTEES**

- 12.1 The Principal, the staff members (Governors) and the student member (Governor) shall, unless invited to remain by a resolution of the other members present, withdraw from any meeting of the Governing Body, including Extraordinary meetings, confidential meetings together with any meeting of any committee established by the Governing Body, where the circumstances set out in 12.2 apply.
- 12.2 In the case of business of a confidential meeting held as part of, or before or after, a Governing Body meeting, Extraordinary or otherwise, all staff members, students, invited representatives, including the Principal, shall leave the meeting unless requested to remain by a resolution of other members present.
- 12.3 In the case of the Principal, in relation to consideration of:
- 12.3.1 salary or terms and conditions of employment of the Principal;
 - 12.3.2 appraisal of the Principal;
 - 12.3.3 retirement of the Principal;
 - 12.3.4 conduct, suspension, dismissal or any other disciplinary matter relating to the Principal; or
 - 12.3.5 the appointment of the Principal's successor.
- 12.4 In the case of the Secretary to the Governing Body, in relation to consideration of:
- 12.4.1 salary or terms and conditions of employment of the Principal;
 - 12.4.2 appraisal of the Principal; or
 - 12.4.3 conduct, suspension, dismissal or any other disciplinary matter relating to the Principal.
- 12.5 In the case of the staff members, in relation to consideration of:
- 12.5.1 their salary or terms and conditions of their employment;
 - 12.5.2 the salary, terms and conditions of employment of any group of employees with which they are associated;

- 12.5.3 the appointment, promotion, salary, terms and conditions of employment, appraisal, retirement, conduct, suspension, dismissal or any other disciplinary matter of any member of staff holding a post senior to them;
 - 12.5.4 their promotion, conduct, suspension, dismissal or any other disciplinary measure relating to them; or
 - 12.5.5 the appointment of their successor(s).
- 12.6 In the case of the student member, in relation to consideration of:
- 12.6.1 the member's academic performance;
 - 12.6.2 any disciplinary measure relating to the member; or
 - 12.6.3 the salary, terms and conditions of employment, appraisal, appointment, retirement, promotion, conduct, suspension, dismissal or any other disciplinary measure relating to any employee or prospective employee of the college.
- 12.7 When the agenda for the Governing Body or any of its Committees is being drawn up, if the Chairperson and or Secretary identify any item of business which might require a member or members to withdraw from the meeting for any of the above reasons, the Chairperson shall contact any such members in advance of the meeting and discuss how the situation should be handled.
- 12.8 Where possible, agreement should be reached on withdrawal, however, the Chairperson's ruling is final. If there is agreement that the member should remain in the meeting, the Chairperson shall ask for a resolution of members present to this effect before the item is discussed.

13 **CONDUCT OF DISCUSSION**

- 13.1 The conduct of meetings of the Governing Body or of its Committees will be regulated by these SOs.
- 13.2 Members will speak to the meeting only through and with the consent of the Chairperson. Whenever two or more members signify to the Chairperson their wish to speak the Chairperson shall decide who shall have precedence.
- 13.3 A member and/ or the Secretary may at any time in the course of discussion:
- 13.3.1 raise a point of order that the SOs are not being followed. A point of order will relate only to an alleged breach of SOs and the Member must specify the SO and the way in which he/she considers it to have been breached. A member who wishes to raise a point of order shall be entitled to be heard forthwith. A member shall not be interrupted on a point of order.
 - 13.3.2 All members are encouraged to raise any point(s) of order with the Chairperson or Governing Body Secretary in advance of or before the commencement of the meeting wherever possible.
 - 13.3.3 The Chairperson will immediately consult with the Governing Body Secretary to examine the relevant SO(s) and thereafter consider and rule upon the point of order.
 - 13.3.4 The point of order shall be disposed of before the subject is resumed or any other subject discussion begins.
 - 13.3.5 If a member raises a point of information or clarification. The Chairperson will at his/her discretion deal with the matter immediately, or at the earliest opportunity.

13.3.6 If there is a proposal that the "question be now put", and if the proposal is seconded, and then agreed by a majority of those present, the Chairperson will put the question to the meeting for discussion and decision.

13.3.7 If there is a proposal that the Governing Body should move on to the next item of business, then if agreed by the majority of those present the Chairperson will move to the next agenda item.

13.4 The Chairperson will discourage any irrelevance, tedious repetition, failure to address the Chairperson, plainly offensive language, and may invite the Meeting, without debate, to censure and/or refuse to hear further from any member considered to have persisted in so speaking.

14 MEETING ETIQUETTE

A member (or any meeting participant) will respect the [SERC GB Meeting etiquette](#). This will be read in conjunction with the [SERC GB Code of Conduct](#) and any breaches of either Code will be subject to the misconduct procedures set out in the [Sanctions](#).

15 PROPOSALS

15.1 No member of the Governing Body will normally be entitled to propose a motion other than one directly arising out of discussion from an agenda item unless notice is given to the Secretary.

15.2 A formal proposal put to the meeting will require a proposer and a seconder.

15.3 A proposer will be entitled to present their proposal, and to reply at the end of any discussion on the proposal.

15.4 Amendments to a proposal (which may not be direct negatives of the proposal) will each require a proposer and a seconder. Amendments will be considered in order before continuing debate or discussion on the main proposal.

15.5 The proposer of the main proposal may accept an amendment or may choose to speak against the amendment.

15.6 When an amendment is accepted by the meeting, it becomes part of the main proposal, and is then subject to amendments as above.

15.7 When all amendments have been disposed of discussion on the standing proposal shall continue until a decision is reached.

15.8 Where previous Minutes are presented for approval, the proposer of an amendment to the Minutes may not formally propose or second the amendment.

15.9 Where a Committee has met since the last meeting of the Governing Body and time has not allowed the circulation of minutes any urgent business discussed in the Committee meeting requiring Governing Body's decision may be raised.

15.10 Every motion must be relevant to some matter in relation to which the Governing Body has powers or duties or which directly affects the provision of services for which the Governing Body is responsible.

16 VOTING ([ARTICLES OF GOVERNMENT](#))

16.1 Voting will be in accordance with the Articles of Government (part III) with the following additional requirements. Decisions of the Governing Body and its Committees will generally be taken by consensus. Where a consensus cannot be reached and the Chairperson or Chairperson of the committee (and subject to agreement of two thirds of eligible voters) can call for a vote where:

- 16.1.1 There is no unanimity on a particular issue and the various arguments have been sufficiently rehearsed without a consensus emerging;
- 16.1.2 a matter is procedural, where voting is prescribed.
- 16.2 Voting, when appropriate, shall normally be by a show of hands or, if there is no dissent, by the affirmation of the meeting.
- 16.3 When voting occurs, a simple majority shall be needed for a decision.
- 16.4 The Chairperson or Committee Chairperson shall have a personal vote, and in the event of an equal division of votes, shall have a second or casting vote.
- 16.5 A ballot vote may be used in exceptional circumstances with the agreement of the majority of eligible voters.
- 16.6 At the request of two thirds of eligible voters, before a vote is taken, the voting decision on a particular issue will be recorded into the minutes as a simple ratio so as to show how many members present gave their vote for or against that question or abstained from voting.
- 16.7 At the request of two thirds of eligible voters, before a vote is taken, the voting on a particular issue will be recorded into the Minutes so as to show whether each member present gave his/her vote for or against that question or abstained from voting. A demand for a recorded named vote will override a demand for a recorded vote and this will override a demand for a ballot.
- 16.8 A member may not vote by proxy.
- 16.9 A student member, who is under the age of 18, shall not vote at a meeting of the Governing Body, or any of its Committees, on any question concerning any proposal for:
 - 16.9.1 For the expenditure of money by the Governing Body
 - 16.9.2 Under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 16.10 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.

17 **MINUTES ARTICLES OF GOVERNMENT**

- 17.1 The Minutes of a meeting constitute a formal record of proceedings and should demonstrate to others that the governance of the College is being conducted appropriately. Minutes are a public record and a means of informing the College community, the general public, auditors and Department for the Economy. Minutes shall be a record of business conducted, recording decisions reached and shall contain sufficient detail to stand alone as a summary of business without the need to refer to supporting documents and papers.
- 17.2 Minutes of the Governing Body and all its Committees will be taken by the Secretary to the Governing Body. The Secretary will maintain the original note of any meeting (handwritten or typed) in accordance with the FE College Sector (NI) Retention and Disposal Schedule.
- 17.3 The Secretary to the Governing Body will in the first instance forward the draft Minutes to the Principal and other senior members of the College staff who were present at the meeting for review of the accuracy of the Minutes, the Chairperson will be copied with this correspondence.
- 17.4 Draft Minutes will be sent to the Chairperson within fourteen working days of the meeting. Draft Minutes will be agreed between the Chairperson and the Secretary.

- 17.5 The Draft Minutes shall be accompanied by a list detailing all actions arising from the minutes. Actions must have an agreed purpose between the Governing Body and senior management, and also include a realistic timescale for completion.
- 17.6 Where actions fall to the Chairperson, the Chairperson and Secretary should work together to progress the item as soon as the Draft Minutes are available.
- 17.7 Where actions fall to others, the Secretary should copy the member or other attendee with the item from the action list, following agreement by the Chairperson.
- 17.8 Although Minutes can be amended, decisions taken at previous meetings cannot be changed without the decision being an agenda item at a subsequent meeting. In exceptional circumstances, where more than one cycle of meetings has passed, requests to amend such Minutes will not be considered unless a majority of Governors propose the amendment.
- 17.9 Where the Secretary is asked to withdraw from a meeting, the minutes of that part of the meeting should be taken by the Vice Chairperson or a nominated member of the Governing Body.
- 17.10 Governing Body and Committee Minutes are official documents and are available to members of the public on the College website (excluding confidential minutes). The Secretary should establish a professional, standardised format for all Agendas and Minutes. Minutes must be published on the College website within a reasonable time after they have been approved by the Governing Body.
- 17.11 The business of meetings will be reported in accurate notes and the content should be reflective of the detail that was discussed in the meeting and should summarise only what was presented/reported and agreed, rather than verbatim discussion. Actions and decisions should be supported with a short statement and a brief explanation of the rationale for the decision. Key points that have been presented before a decision should be summarized in the Minutes in order to provide evidence that the entire Governing Body is exercising its fiduciary duties.
- 17.12 Where a member has asked for his/her comments to be specifically minuted, or not minuted, this request should be respected.
- 17.13 Notwithstanding 17.12 above, the identity of proposers and seconders should be recorded in all cases.
- 17.14 The Minutes shall include a record of all withdrawals and re-entries to the meeting. A separate minute shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body or Committee present agree.
- 17.15 All Governing Body and Committee Minutes will be identified as Draft Minutes by the use of a background watermark 'Draft' until approved by the Governing Body or relevant Committee. Draft Minutes will not be published.
- 17.16 The Minutes of meetings of any committees established by the Governing Body will be circulated to all members of the Governing Body. The Governing Body must adopt the Minutes of all Committee meetings.
- 17.17 As above the Minutes of each meeting will be agreed between the Secretary and the Chairperson. In the event of any failure to reach agreement on the accuracy of any Minutes, both sets of Minutes will be presented to the Governing Body for review and an agreed set adopted.
- 17.18 All Governors have the right to view the Secretary's note of any meetings, subject to any confidentiality restrictions.
- 17.19 The approval of the Minutes of the previous meeting will normally be the first item of business at ordinary meetings. No discussion shall take place upon the minutes except upon the accuracy or where the

Chairperson considers discussion appropriate. Any amendments to the Minutes will be agreed and recorded at the meeting.

18 RECORD OF DISSENT

- 18.1 In accordance with the College's [Partnership Agreement](#) and in pursuance of his/her duty as Accounting Officer, the Principal has particular responsibility to see that appropriate advice is given to the Governing Body on all matters of financial propriety and regularity. Where a decision is contrary to the Principal's advice, he or she will be entitled to have his or her name recorded as dissenting from the decision.
- 18.2 Any member will be entitled to have his or her name recorded as dissenting from a decision of the Governing Body. Members can provide the Secretary with written confirmation of their dissent in advance of a meeting if they so wish.

19 EVIDENCE OF DOCUMENTS

- 19.1 In any legal proceedings, a document purporting:
- 19.1.1 to be a document made or issued by the Governing Body; and
 - 19.1.2 to be signed by the Chairperson of the Governing Body or the Principal,
- shall be received in evidence and shall be treated, without further proof, as being so made or issued unless the contrary is shown.
- 19.2 In any legal proceedings, an extract from the Minutes of the proceedings of any meeting of the Governing Body signed by the Chairperson or the Principal shall be evidence of the matters stated therein.
- 19.3 The Governing Body shall ensure compliance with all record keeping in accordance with legal requirements and obligations

20 INTERPRETATION OF STANDING ORDERS

- 20.1 On all matters of interpretation of these SOs, save as permitted by law, at any meeting the Chairperson of the Governing Body will pronounce upon the interpretation of SOs on which he/she will be advised by the Secretary, and or the Principal & Chief Executive.
- 20.2 The Chairperson's ruling on the interpretation of the SOs will prevail unless she/he is overruled at an Ordinary or Special Board Meeting by at least two-thirds of the Members attending the meeting.
- 20.3 Any member may immediately raise an objection to this interpretation and the procedure under SO20.2 shall ensue forthwith.
- 20.4 In the event of any situation arising not being covered by the SOs, then the Chairperson will rule on the procedure to be adopted. Such ruling will be subject to the approval of at least half of the members attending the meeting.

21 RAISING A CONCERN

- 21.1 Raising concerns will be dealt with in accordance with the [Procedure for Dealing with Complaints against the Governing Body and Board Members](#).
- 21.2 This SO should be cross referenced with the following SOs, policies and procedures:
- 21.2.1 SO4 Appointment of Chairperson and Vice-Chairperson
 - 21.2.2 SO 12 Conflicts of Interest

- 21.2.3 SO 13 Code of Conduct
- 21.2.4 S0 15 Conduct of Discussion
- 21.2.5 S0 16 Etiquette
- 21.2.6 [Raising Concerns Policy](#)
- 21.2.7 [□Conflict of Interest Policy](#)
- 21.2.8 [□Anti Fraud Policy](#)
- 21.2.9 [Dignity at Work Policy](#)
- 21.2.10 [SERC GB Code of Conduct](#)
- 21.2.11 [Sanctions](#)
- 21.2.12 [SERC GB Meeting etiquette](#)
- 21.2.13 [Procedure for Dealing with Complaints against the Governing Body and Board Members](#)

22 ALTERATION OF STANDING ORDERS

Once made, SOs will be altered only by resolution of the Governing Body. The SOs will be reviewed every two years which will be reflected in the Governing Body's programme of work.