



ABERDEEN COLLEGE®

## BOARD OF MANAGEMENT

# STANDING ORDERS

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# Standing Orders

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## 1) ORDINARY AND SPECIAL MEETINGS OF BOARD MEMBERS

### a) Dates and Times of Meetings

- i) The Board of Management shall normally hold 4 ordinary meetings in the year, at such times and places as they may determine.
- ii) The dates of ordinary meetings in any academic year shall be determined not later than the end of June of the preceding academic year.

### b) Alteration of Date of Meeting

- i) The Chairperson of the Board may, in special circumstances, (of which the Chairperson of the Board of Management shall be sole judge) alter the date of any ordinary meeting of the Board.

### c) Special Meeting

- i) A special meeting of the Board shall be called at any time by the Secretary on receiving, in writing, a request from the Chairperson of the Board or from 40% of members specifying the business proposed to be transacted at the meeting.

## 2) PRELIMINARIES TO MEETINGS OF THE BOARD OF MANAGEMENT

### a) Notice of Meeting

- i) All meetings of the Board of Management shall be called by a notice which shall specify the date, time and place of the meeting and the business to be transacted and all papers shall be issued in the name of the Secretary. A notice of meeting shall be issued in sufficient time to be in the hands of members at least 7 days prior to the date of the meeting. The want of service of a summons on any member shall not affect the validity of the meeting.

### b) Agenda

- i) Agendas will be prepared for all meetings and will specify the business to be transacted and the order in which the business is to be brought before the meeting.
- ii) The Chairperson, after consultation with the Principal, shall determine the agenda for all meetings of the Board, provided always that the Principal shall have the right to have any matter included in the agendas of any meetings. Members wishing to have items considered for inclusion within the agenda for a scheduled meeting must have notified the Secretary and supplied the appropriate paper(s) normally at least 14 days before the date of the meeting.
- iii) At the Chairperson's discretion, there is provision for the inclusion of emergency items to the agenda.
- iv) Agendas of the Board and its Standing Committees shall be placed on College notice boards and libraries.

### c) Circulation of Notice of Meeting

- i) A copy of the notice referred to in Section 2.1 shall also be posted on College notice boards, and sent to those with a legitimate interest.

- ii) Any matter which refers directly, or indirectly, to an individual member of staff or student, shall not be input.
- iii) The following shall be sent to all members along with the notice of every ordinary meeting:
- iv) The minute(s) of the previous meeting or meetings of the Board of Management in a form authorised by the Chairperson of Board or such other person that may have presided;
- v) Minutes or reports of such meetings of Committees of the Board of Management as may have met since the previous ordinary meeting, in a form authorised by the respective Convenors or other persons presiding;
- vi) Recommendations from Academic Board and/or consultative committees that require approval by the Board of Management.

### **3) CONDUCT AND ORDER OF BUSINESS AT MEETINGS**

#### **a) Chairperson**

- i) The Board shall appoint one of their members who is not:
  - a student of the College;
  - an employee of the Board;
  - the current Principal of the College,
  - an employee or elected member of a local authority.

#### **b) Appointment of Chairperson**

- i) The Board shall determine the period of appointment of the Chairperson and may remove the Chairperson from office. Appointment shall be by election by Board Members.

#### **c) Chairperson - Membership of Board**

- i) Where the Chairperson or other office-holder ceases to be a member of the Board, he/she shall cease to be Chairperson, or other office-holder.

#### **d) Identity of Person Presiding**

- i) Subject to the provisions in Section 3.16 (Members' Interests) the Chairperson of the Board shall, if present, preside. In the event of the absence of the Chairperson of the Board from the meeting, the Vice-Chairperson of the Board shall, if present, preside. If neither is present at a meeting, a member chosen by members of the Board shall preside.

#### **e) Authority of Chairperson**

- i) It shall be the duty of the Chairperson to preserve order and to ensure that every member shall obtain a fair hearing. The Chairperson shall decide all questions of order, competency and relevancy that may arise. The ruling of the Chairperson on any question under the Standing Orders or in points of order of explanation shall be final unless challenged by not less than three members, and unless two-thirds of the members present vote to the contrary. No discussion shall be permitted on a motion questioning the Chairperson's ruling. If the Chairperson calls a member of the Board to order, or wishes for any other competent purpose connected with the proceedings to speak, the member

speaking shall thereupon cede to the Chairperson and no other member of the Board shall be heard while the Chairperson is speaking.

**f) Quorum**

- i) At all meetings of the full Board of Management, 40% of the current membership of the Board of Management shall be a quorum. If there is no quorum when a meeting is due to commence or before business has been completed, the members present shall appoint a date, time and place at which the meeting shall be reconvened or to which it shall be adjourned.
- ii) Where a meeting has to be adjourned due to supervening lack of quorum, no notice of the date, time and place to which it is adjourned need be given. The Secretary shall, however, take all steps reasonably practicable to inform all members when the adjournment took place and of the date, time and place to which the meeting was adjourned.

**g) Minutes**

- i) Objection to the minutes may be made only as to their accuracy, and by a motion of those at the meeting to which the minutes under objection relate and only those members may vote on such a motion.
- ii) When all objections properly made have been either sustained or rejected by the members, the minutes, including amendments, if required, shall be taken as approved. The Chairperson shall sign these minutes in their final approved form prior to the end of the meeting at which they were approved.
- iii) Information on the conduct of business, as approved by the Chairperson, shall be made available on College noticeboards, normally within 14 days.
- iv) After the meeting at which they were approved, the minutes, if amended, shall be engrossed, and engrossed copies sent to each member with the agenda of the next ordinary meeting. Any member may at that meeting raise an objection as to the conformity of the engrossed minutes with the copy signed as approved. If no objection is raised, or if any such objection has been determined by the Board in favour of the engrossed minutes as circulated, those engrossed minutes shall become the established record of the business of the meeting to which they relate, normally within 14 days.
- v) If an objection as to the conformity of the engrossed minutes with the approved copy is sustained by the members, the page or pages containing the inaccuracy shall be re-engrossed with appropriate corrections and circulated to members, normally within 7 days.

**h) Questions**

- i) After the minutes have been approved, and before the next business on the agenda, any member may ask any question in regard to matters arising out of them. Questions shall be allowed for the purpose of information only.

**i) Order and Competence of Business**

- i) At every meeting of the Board, the business to be transacted shall, unless agreed otherwise, be brought up in the order in which it is specified in the notice calling the meeting. Business which is not specified in the notice shall not be considered by the Board except at the discretion of the Chairperson and on grounds of emergency only.

**j) Debate**

- i) Members when speaking shall address the Chair. In the event of more than one member speaking or seeking to speak at the same time, they shall be heard in the order in which they are called upon by the Chairperson.
- ii) Members shall direct their speech strictly to the question under discussion, or to a point of order.

**k) Motion and Amendments**

- i) The Chairperson may require that any motion or amendment shall be reduced to writing by or on behalf of the mover, and delivered to the Secretary immediately on its being seconded.
- ii) After a motion or amendment has been made and seconded it shall not be withdrawn or altered in substance without the leave of the Chairperson.
- iii) All amendments must be relevant to the motion on which they are moved, the Chairperson to decide as to relevancy.
- iv) The Chairperson shall have power, with the consent of the meeting, to conjoin amendments which are not inconsistent with each other.
- v) The mover of a motion shall have the right to reply to the debate on the motion and any proposed amendments thereof. After the reply is concluded, the debate on that question shall be held as closed.
- vi) When only one amendment is made upon a motion, the vote shall be taken between the motion and the amendment, the latter being put from the chair first. When there is more than one amendment, the amendment last proposed shall be put against that immediately preceding, and then the one which is carried shall be put against the next preceding, and so on until there remains only one amendment. A vote shall then be taken between the amendment and the original motion. After the vote the motion or amendment shall, if demanded by any member, be put as a substantive resolution without further discussion. Where one amendment to a motion implies mere negation of another(s), then the first vote is between the motion and that amendment, and, if that amendment is accepted, the matter at issue is decided by that vote without voting on other amendments. The foregoing order of voting may, however, be altered by the Chairperson with the consent of the meeting.
- vii) On a motion being made 'that the question now under discussion be put', such motion shall be put at once. If the majority of the votes cast are in favour of the motion, the mover of the original motion may be allowed to sum up before a vote is taken on the question under consideration. If the motion for closure is not carried, the debate may be resumed.

**l) Alteration or Revocation of Previous Resolutions**

- i) No resolution shall be altered or revoked within six months of its adoption except with the consent of two-thirds of those present and voting.

**m) Points of Order**

- i) Any member may speak on a point of order. He/she shall do so as soon as possible after the alleged infringement and shall refer to the particular standing order which he/she believes is being infringed. The member who is then addressing the meeting shall thereupon cease speaking. The Chairperson shall decide the question immediately. Thereafter the member who was addressing the meeting at the time when the point of order was raised shall be entitled to proceed with the discussion, giving effect to the ruling of the Chair on the point of order.

**n) Voting**

- i) In the event of a division, the names of the proposer and the seconder of the motion and amendment shall be taken down and entered in the minute. Unless otherwise specified in these standing orders or agreed, voting shall be carried out by a show of hands. Unless otherwise specified in these standing orders, resolution shall be carried by a simple majority of those present and voting.
- ii) In the case of equality of votes at any meeting of the Board, the Chairperson of such meeting shall have a casting vote in addition to a deliberative vote.
- iii) In the conduct of elections for office, voting shall be by means of voting papers, and the single non-transferable vote system shall be used, unless otherwise agreed.

**o) Dissents**

- i) No dissents against any decision of the Board shall be recorded unless explicitly stated at the meeting at which the question is determined. A member who has neither proposed a motion or amendment, nor recorded a vote on a matter under discussion, shall not be entitled to have his/her dissent recorded.

**p) Members' Interests (Schedule 14 of Schedule 2 of the Further and Higher Education (Scotland) Act and the Ethical Standards in Public Life etc. (Scotland) Act 2000)**

- i) Members must act in accordance with the requirements of the Ethical Standards in Public Life etc. (Scotland) Act in registering interests, financial or otherwise. It is the duty of Members to ensure that these interests are registered.
- ii) A Member is required to declare interests, whether financial or non-financial.
- iii) Requirements relating to registration and declaration are set out in the Board's Code of Conduct.
- iv) In considering whether to make a declaration in any proceedings, Members must consider not only whether they will be influenced but whether anybody else would think that they might be influenced by the interest. Members must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence a Member's actions.
- v) If a Member feels that, in the context of the matter being considered, his or her involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, the Member may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is a Member's responsibility to judge whether an

interest is sufficiently relevant to particular proceedings to require a declaration and Members are advised to err on the side of caution. Members may also seek advice from the Standards Commission.

**q) Confidentiality of Information**

- i) Any information which is received or obtained by any person in connection with their function as a member of the Board or a member of a committee shall be treated as confidential to the Board or, as the case may be, the committee.
- ii) Notwithstanding the above, papers of the Board and its Standing Committees which are not "Reserved Items of Business" shall be placed in College libraries. The publication of papers which are "Reserved Items of Business" shall be undertaken at the discretion of the Chairperson of the Board and the Principal.
- iii) A member of the Board of Management may request that confidentiality be removed from an agenda item/paper to allow wider dissemination of the matter at issue. In such circumstances, and in the event of the Committee declining the request, the Member making the request may appeal to the Chairperson's Committee in due course.

**r) Reserved Areas of Business**

- i) Where any meeting of the Board of Management or any Committee of the Board of Management, as the case may be, is to consider any of the following matters, salary, conditions of service, appointment, promotion, suspension of any member of the College staff, any member who is a student or a staff representative shall withdraw from the meeting or that part of the meeting, as the case may be, at which any of the said matters are to be considered unless invited to remain by virtue of a resolution of the other members of the Board or Committee thereof, as the case may be, at the meeting.
- ii) Where any meeting of the Board of Management, or any Committee of the Board of Management, as the case may be, is to consider matters concerning the disciplining of the Principal or functional Director any member who is either a student or a staff representative shall withdraw from the meeting or that part of the meeting, as the case may be, at which any of the said matters are to be considered, unless invited to remain by virtue of a resolution of other members of the Board of Management or Committee thereof, at the meeting.

**s) Observers and Persons in Attendance**

- i) The Secretary shall attend all meetings of Board unless absent through illness or on College business, or as may be permitted or required by Members for other reasons. In such event, the Principal may appoint any person or persons from College Administration to be in attendance at any meeting at their discretion unless the Board resolve otherwise. Members may, at their discretion, permit any person or persons to be in attendance at a meeting either as an observer or to answer questions. Where the Secretary is likely to be on vacation, the Principal may appoint a substitute for that meeting.

**t) Disclosure**

- i) No persons present at a meeting shall disclose to any other person, not present at that meeting, matters:
  - which relate to individual members of Aberdeen College staff or individual students of Aberdeen College.

- whose disclosure might have an effect on current legal procedures, negotiations or transactions between the College and another person or body.

**u) Adjournment of Meeting or Debate**

- i) A meeting or debate may be adjourned with the consent of a majority of the members present either to a specified time or place, or to a time or place to be determined by the Chairperson.

**4) OFFICE BEARERS AND MEMBERSHIP**

**a) Convenors and Vice-Convenors**

- i) The Board of Management shall choose persons from their own number to hold the following offices:
- Chairperson of Board.
  - Vice-Chairperson of Board.
- ii) Committees of the Board of Management shall choose, from amongst their own number, Convenors and Vice-Convenors.
- iii) No person who is a member of the staff of the College may hold any of the established offices referred to in sub-section 4 (a)(i) above. The post of Chairperson is not open to a student, a member of staff, the Principal, or an employee or member of a local authority.

**b) Terms of Office of Established Office Bearers**

- i) The established Office Bearers referred to in sub-section 4 (a)(i) above, shall be eligible for re-appointment but, subject to the provisions of this section, no person may hold either:
- The same established office for more than four years; or
  - The offices of Chairperson and Vice-Chairperson successively or the offices of Convenor and Vice-Convenor of any one Standing Committee successively for more than eight years.
- ii) For the purposes of this section, the holding of an office for six months or more in any year shall count as a full year, and the holding for less than six months shall not count at all.
- iii) In exceptional circumstances a person may hold an established office for up to one year beyond the maximum permitted under the foregoing.
- iv) Circumstances shall, for the purposes of this section, be deemed to be exceptional in any year in relation to any or all of the established offices if and only if the Board by two-thirds majority of those present and voting in a secret ballot so resolve.

**c) Membership**

- i) Members' terms of office and eligibility for membership shall be in accordance with Schedule 2 of the Further and Higher Education (Scotland) Act 1992 and the Ethical Standards in Public Life (Scotland) Act 2000.

## **5) SUSPENSION OF STANDING ORDERS**

- a) Any one or more of the Standing Orders contained in this scheme, with the exception of Section 3.6 (quorum), Section 3 (i) (order and competence of business) and Section 3 (p) (members interests), may be suspended at any meeting so far as the business of that meeting is concerned, provided that two-thirds of the members present and voting shall so decide. However it shall not be competent to vary or revoke any Standing Orders or portions thereof which express provisions of the Statutory Instruments.

## **6) RATIFICATION OF ACTS VITIATED BY NON-COMPLIANCE WITH THESE STANDING ORDERS**

- a) The Board may by two-thirds of the majority of those present and voting, ratify any action which would otherwise have been vitiated by some non-compliance with these Standing Orders, provided always that the meeting at which the ratifying decisions is made has been called in accordance with these Standing Orders.

## **7) STANDING COMMITTEES**

- a) The provisions of the above Standing Orders shall also apply as appropriate to the Standing Committees of the Board of Management.

## **8) REVIEW AND AMENDMENT OF STANDING ORDERS**

- a) The Board shall require the Standing Orders to be reviewed periodically for which any amendment will be considered at a normal meeting of the full Board, for which approval by two-thirds vote is required. Except at the time of review of the Standing Orders any amendment of the Standing Order can only be made if two-thirds of the whole Board of Management agree. (The two-thirds being rounded up to the next integer.)
- b) List of Board of Management key areas given in Appendix C.

**Standing Orders  
Appendix A**

**Membership of the Board of Management**

<u>Member</u>	<u>Date of Appointment</u>
Mr. Ken Milroy (Chair of the Board of Management)	1 December 2003
Dr. Ian Heywood (Vice-Chair of the Board of Management)	1 February 2004
Capt. Jane Alton	1 April 2009
Ms. Maryanne Beare	1 February 2003
Mr. Colin Beattie	1 February 2009
Mr. Brian Dunn	1 April 2007
Mr. Doug Duthie	1 March 2007
Prof. John Harper	1 April 2009
Mr. James Hird	1 January 2003
Ms. Graeme Kirkpatrick	1 August 2009
Prof. Maureen Melvin	1 April 2009
Mr. Rob Wallen	1 October 2009
Mr. Adrian Smith	1 March 2007
Mrs. Karen Stewart	1 January 2005

**Relevant parts of the Further and Higher Education (Scotland) Act 1992 pertaining to Standing Orders**

Sections:

- (11) First Transfer
- (12) Duties of Board of Management
- (15) Staff
- (16) Property
- (17) Surplus/Deficit
- (18) Disposal of Property
- (19) Educational Endowments/Trusts
- (20) Variation of Trust Deeds
- (21) Miscellaneous
- (22) College Development Plans
- (23) Board Responsibility for Recorded Children
- (24) Mismanagement by Boards
- (25) Closure/Dissolution
- (26) Abolition of College Councils
- (27) Secretary of State Information/Publishing Requirements
- (30) Contractual Restrictions
- (32) Recovery and Loss of Damages
- (34) Transitional Provision
- (35) Service of Documents

Schedules:

- (2) Constitution and Proceedings of Board of Management
- (3) Transfer of Property
- (5) Transitional Provisions for College Councils
- (6) Transitional Composition of College Councils
- (8) Transitional, Consequential and Saving Provisions

Acts of Parliament Amended as a Result of this Act:

- Chronically Sick and Disabled Persons Act
- Sex Discrimination Act
- Race Relations Act
- Employment Protection Consolidation Act
- Education (Fees And Awards)
- Mental Health Scotland Act
- Self-Governing Schools (Scotland) Act
- Education Student Loans Act
- Environmental Protection Act

**(The aim of the above is to provide general guidance. This information should be read in conjunction with the 1992 Act.)**

Members are also referred to:

- Ethical Standards in Public Life (Scotland) Act 2000
- Code of Conduct for Board Members (established under the Ethical Standards Act)
- Further and Higher Education (Scotland) Act 2005, which established the Scottish Further and Higher Education Funding Council

**Aberdeen College  
Board of Management  
Terms of Reference**

**Audit Committee**

**1. Background**

1.1. The Board of Management has established an Audit Committee to support the Board in discharging its responsibilities for issues of risk, control and governance. In establishing and operating the Committee, the Board shall ensure that it complies with the Financial Memorandum and Code of Audit Practice as issued by the Scottish Further and Higher Education Funding Council.

**2. Membership**

2.1. The Members of the Committee are precluded from serving on the Finance and General Purposes Committee.

2.2. The Board of Management shall appoint the Convenor of the Committee.

2.3. The Board of Management shall appoint Members to the Committee.

2.4. The Principal and Chief Executive, the Chair of the Board of Management and the Convenor of the Finance and General Purposes Committee and shall have the right to attend meetings of the Committee. However, they shall not be able to vote on the business of the Committee, unless the Chair is a Member of the Committee.

2.5. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

3.1. The Committee will report annually to the Board of Management. The report will comply with the framework set by central authorities in the Financial Memorandum issued by the SFC. The annual report shall be timed to support the Board of Management in the finalisation of the annual financial statements for the year.

3.2. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

4.1. The Committee will advise the Board on:

- the annual financial statements and the Board's letter of representation to the external auditors;
- the planned activity and results of both internal and external audit;
- the adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
- the effectiveness of the internal control environment;
- assurances relating to the corporate governance requirements for the Board.

4.2. The Committee shall establish the annual programme of internal audit review, drawing upon the advice of the internal audit service provider.

- 4.3. The Committee will act on behalf of the Board by tendering for either internal or external audit services when the College or its subsidiary company needs such services.
- 4.4. The Board will review the effectiveness of the Committee as part of its self evaluation activities.
- 4.5. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.
- 5.3. The internal audit service provider and the representative of external audit will have free and confidential access to the Chair of the Audit Committee.

**6. Meetings**

- 6.1. The Committee shall be scheduled to meet 6 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting. Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.
- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 6.3. The Chair of the Board or the Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues.
- 6.4. The internal audit service provider and the representative of external audit will have the right to attend meetings of the Audit Committee and to be provided with the agenda and papers for meetings.

**Aberdeen College  
Board of Management  
Terms of Reference**

**Course Provision and Student Services Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibility for approving curricular policies and fulfilling the Board's duties under the Education (Scotland) Act 1994 in relation to the College Students Association. It also provides a forum for discussion on major curricular issues. It is the body that mandates the Principal to implement strategic curricular policies and decisions.

**2. Membership**

- 2.1. The Board of Management shall appoint the Convenor of the Committee.
- 2.2. The Board of Management shall appoint Members to the Committee. The Principal and Chief Executive shall be a Member of the Committee.
- 2.3. The Chair of the Board of Management shall have the right to attend meetings of the Committee. However, the Chair shall not be able to vote on the business of the Committee, unless he or she is a Member of the Committee.
- 2.4. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee is responsible for approving curricular policies.
- 4.2. It is responsible for the fulfilment of the Board's duties under the Education (Scotland) Act 1994 in relation to the College Student Association.
- 4.3. The Committee provides a forum for discussion on major curricular issues.
- 4.4. The Board will review the effectiveness of the Committee as part of its self evaluation activities.
- 4.5. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. The Committee shall be scheduled to meet 6 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting. Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.
- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 6.3. The Chair of the Board or the Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues.

**Aberdeen College  
Board of Management  
Terms of Reference**

**Finance and General Purposes Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibility for approving the College's annual budget, monitoring the Board's financial position and the utilisation of the College's physical resources. It is the body that mandates the Principal to implement strategic resourcing policies and decisions.

**2. Membership**

- 2.1. The Members of the Finance and General Purposes Committee are precluded from serving on the Audit Committee.
- 2.2. The Board of Management shall appoint the Convenor of the Committee. The current Convenor is Mr. Milroy – as of 1 February 2009.
- 2.3. The Board of Management shall appoint Members to the Committee. The Principal and Chief Executive shall be a Member of the Committee.
- 2.4. The Chair of the Board of Management shall have the right to attend meetings of the Committee. However, the Chair shall not be able to vote on the business of the Committee, unless he or she is a Member of the Committee.
- 2.5. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee has responsibility for approving the College's annual budget and monitoring the Board's financial position and the utilisation of the College's physical resources.
- 4.2. It is responsible for approving financial and related policies
- 4.3. The Committee provides a forum for the discussion on major financial and physical resources issues.
- 4.4. The Board will review the effectiveness of the Committee as part of its self evaluation activities.
- 4.5. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.

5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

6.1. The Committee shall be scheduled to meet 6 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting. Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.

6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

6.3. The Chair of the Board or the Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues on which they want the Committee's advice.

**Aberdeen College  
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Terms of Reference**

**Human Resources Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibility for approving all human resources and staffing policies including annual pay awards. It also provides a forum for discussion on major staffing issues and is the body that mandates the Principal to implement strategic human resources policies and decisions.

**2. Membership**

- 2.1. The Board of Management shall appoint the Convenor of the Committee.
- 2.2. The Board of Management shall appoint Members to the Committee. The Principal and Chief Executive shall be a Member of the Committee.
- 2.3. The Chair of the Board of Management shall have the right to attend meetings of the Committee. However, the Chair shall not be able to vote on the business of the Committee, unless he or she is a Member of the Committee.
- 2.4. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee has responsibility for approving human resources and staffing policies.
- 4.2. It has responsibility for determining annual pay awards.
- 4.3. The Committee provides a forum for discussion on major staffing, equality and safety and health issues.
- 4.4. The Board will review the effectiveness of the Committee as part of its self evaluation activities.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. The Committee shall be scheduled to meet 6 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting.

Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.

- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 6.3. The Chair of the Board or the Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues on which they want the Committee's advice.

**Aberdeen College  
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**Investment and Project Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibilities relating to the control, progression and fulfilment of the Board of Management's estates development strategy. The Board of Management has delegated decision-making powers to the Committee.

**2. Membership**

- 2.1. The Chair and Vice Chair of the Board of Management shall be Members of the Committee by virtue of their offices.
- 2.2. The Board of Management shall appoint other Members to the Committee.
- 2.3. The Principal and Chief Executive shall not be a Member of the Committee.
- 2.4. The secretarial function shall be provided by the Board of Management's appointed legal advisor - currently Paull and Williamsons.

**3. Persons in Attendance**

- 3.1. Principal Wallen and Mr. Scott, Secretary to the Board of Management, shall have the right to attend meetings of the Committee and shall receive all agenda and papers considered by the Committee.

**4. Reporting to the Board of Management**

- 4.1. The business conducted by the Committee shall be reported at each meeting of the Board of Management and Finance and General Purposes Committee.
- 4.2. Information shall be provided on the progress of developments, project plans and the status of work-in-progress.
- 4.3. In the event that there have been no developments/progress between meetings of the Board or the Finance and General Purposes Committee, the Committee will report to that effect.
- 4.4. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**5. Responsibilities**

- 5.1. The role of the Committee is to carry out the functions of the 'Investment Decision Maker' and the 'Project Owner' as defined in the Scottish Government's Construction Procurement Manual.
- 5.2. The Committee shall ensure that the Board of Management complies with the mandatory policies and procedures for construction works that are set out in the Manual.
- 5.3. The Board of Management delegates to the Committee the sole authority for implementing the estates development strategy through the Project Sponsor.

## **6. Rights and Access**

- 6.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.
- 6.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

## **7. Meetings**

- 7.1. The Committee shall be scheduled to meet 6 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting. Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.
- 7.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 7.3. The Chair of the Board or the Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues on which they want the Committee's advice.
- 7.4. Any issue that might be considered to be innovative or contentious must be referred to the Board of Management; major decisions must be referred to the Board of Management. In all cases the matter referred will be accompanied by the Committee's advice to the Board.

**Aberdeen College  
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**Remuneration Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibility for making recommendation to the Board of Management on the Principal's remuneration and service contract and determining the remuneration and service contracts of the Vice Principals of the College.

**2. Membership**

- 2.1. Members serve on the Committee by virtue of the offices that they hold. The membership of the Committee shall comprise:
- the Chair of the Board of Management;
  - the Vice Chair; and,
  - the Convenors of the Course Provision and Student Services Committee, Finance and General Purposes Committee and Human Resources Committee.
- 2.2. The Principal and Chief Executive shall not be a Member of the Committee.
- 2.3. The Chair of the Board of Management shall be the Convenor of the Committee.
- 2.4. The secretarial function shall be provided by the Board of Management's appointed legal advisor - currently Paull and Williamsons.

**3. Reporting to the Board of Management**

- 3.1. The business conducted by the Committee shall be reported to the Board of Management as reserved items of business. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee will advise and make recommendation to the Board on the remuneration and service contract of the Principal and Chief Executive.
- 4.2. The Committee shall determine the remuneration and service contracts of the Vice Principals of the College.
- 4.3. The Board will review the effectiveness of the Committee as part of its self evaluation activities.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management with delegated decision-making powers.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. The Committee normally meet 2 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary. The date of the next meeting of the Committee shall be confirmed as part of the business to be conducted at each meeting.

Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.

- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 6.3. The Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues.

**Aberdeen College  
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**Membership Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee to advise the Board on the selection of new lay Members of the Board.

**2. Membership**

- 2.1. The membership of the Committee shall comprise the lay Members of the Board of Management.
- 2.2. The Principal and Chief Executive shall not be a Member of the Committee, nor shall Members of the Board that are staff representatives or the nominee of the Students Association.
- 2.3. The Chair of the Board of Management shall be the Convenor of the Committee.
- 2.4. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee is required to carry out its functions in accordance with legislation and guidance issued from time to time by central authorities.
- 4.2. The Board will review the effectiveness of the Committee as part of its self evaluation activities.
- 4.3. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Board of Management to provide advice to the Board on the selection of new lay Members.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.
- 5.3. The Committee may call upon the advice of the Principal and Chief Executive in carrying out its functions.

**6. Meetings**

- 6.1. Committee meetings shall be convened when the Chair of the Board of Management deems it necessary.
- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

- 6.3. The Principal and Chief Executive may ask the Chair of the Board of Management to call further meetings to discuss particular issues.

**Aberdeen College  
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Terms of Reference**

**Contracts Committee**

**1. Background**

- 1.1. The Finance and General Purposes Committee established the Committee with responsibility for the selection of preferred contractors to the College for the provision of supplies, services and equipment.

**2. Membership**

- 2.1. Members serve on the Committee by virtue of the offices that they hold. The membership of the Committee shall comprise:

- the Chair of the Board of Management;
- the Principal and Chief Executive;
- the Vice Chair; and,
- the Convenors of the Course Provision and Student Services Committee, Finance and General Purposes Committee and Human Resources Committee.

- 2.2. The Chair of the Board of Management shall be the Convenor of the Committee.

- 2.3. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The agenda, papers and approved minutes of meetings of the Committee will be circulated to Members of the Board as appropriate. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee is responsible for the selection of preferred contractors for the provision of supplies, services and equipment in accordance with the Board's policies on procurement.

- 4.2. The Board will review the effectiveness of the Committee as part of its self evaluation activities.

**5. Rights and Access**

- 5.1. The Committee was established by the Finance and General Purposes Committee with delegated decision-making powers.

- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. The Committee normally meet 2 times per year. Additional meetings may be convened if the Convenor of the Committee deems it necessary or if requested by a Member, in accordance with section 7 below.

- 6.2. Meetings need not be held if the Convenor is satisfied that there is no business to be conducted.

- 6.3. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

6.4. The Principal and Chief Executive may ask the Convenor of the Committee to call further meetings to discuss particular issues.

**7. Conduct of Business by Correspondence**

7.1. It is recognised that the because of the nature of the business conducted by the Committee, there may be a requirement to expedite business by conducting it by correspondence rather than at meetings of the Committee.

7.2. Where this approach is followed, a Member of the Committee shall have the right to request a meeting of the Committee to consider matters referred to them for consideration by this method.

7.3. The Committee will be deemed to have selected a preferred contractor if a majority of Members have selected by correspondence a preferred contractor for works, services or equipment.

7.4. The decision taken by correspondence to select a preferred contractor shall be holomologated at the next meeting of the Committee.

**Aberdeen College  
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**Premature Retirement Committee**

**1. Background**

- 1.1. The Human Resources Committee established the Premature Retirement Committee with delegated decision making powers for the implementation of the Board's policy on premature retirement.

**2. Membership**

- 2.1. Members serve on the Committee by virtue of the offices that they hold. The membership of the Committee shall comprise:
- the Chair of the Board of Management;
  - the Principal and Chief Executive;
  - the Vice Chair; and,
  - the Convenors of the Course Provision and Student Services Committee, Finance and General Purposes Committee and Human Resources Committee.
- 2.2. The Chair of the Board of Management shall be the Convenor of the Committee.
- 2.3. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The business conducted by the Committee shall be reported to the Board of Management as reserved items of business. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee will implement the Board's policy on premature retirement.
- 4.2. The Board will review the effectiveness of the Committee as part of its self evaluation activities.

**5. Rights and Access**

- 5.1. The Committee is a standing committee established by the Human Resources Committee with delegated decision-making powers.
- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. Committee meetings shall be convened when the Chair of the Board of Management deems it necessary.
- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.
- 6.3. The Principal and Chief Executive may ask the Chair of the Board of Management to call further meetings to discuss particular issues.

**Aberdeen College  
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**Accommodation Committee**

**1. Background**

- 1.1. The Board of Management has established the Committee with responsibilities relating to the progression of the Board of Management's estates development strategy that do not fall within the remit of the Investment and Project Committee. The Board of Management has delegated decision-making powers to the Committee.

**2. Membership**

- 2.1. Members serve on the Committee by virtue of the offices that they hold. The membership of the Committee shall comprise:

- the Chair of the Board of Management;
- the Principal and Chief Executive;
- the Vice Chair; and,
- the Convenors of the Course Provision and Student Services Committee, Finance and General Purposes Committee and Human Resources Committee.

- 2.2. The Chair of the Board of Management shall be the Convenor of the Committee.

- 2.3. The secretarial function shall be provided by the Secretary to the Board of Management.

**3. Reporting to the Board of Management**

- 3.1. The business conducted by the Committee shall be reported to the Board of Management. Members shall have the opportunity at meetings of the Board of Management to seek further information on the business conducted by the Committee.

**4. Responsibilities**

- 4.1. The Committee is responsible for the progression of matters relate to the progression of the Board's estates development strategy that do not fall within the remit of the Investment and Project Committee.

- 4.2. The Board will review the effectiveness of the Committee as part of its self evaluation activities.

**5. Rights and Access**

- 5.1. The Committee was established by the Finance and General Purposes Committee with delegated decision-making powers.

- 5.2. The Committee may procure specialist ad-hoc advice at the expense of the College, subject to budgets agreed by the Board and the procurement procedures set by the Board.

**6. Meetings**

- 6.1. Committee meetings shall be convened when the Chair of the Board of Management deems it necessary.

- 6.2. The Board's Standing Orders shall apply to the conduct of meetings of the Committee.

- 6.3. The Principal and Chief Executive may ask the Chair of the Board of Management to call further meetings to discuss particular issues.