

Articles of Governance

of

The Board of Management

of

Glasgow Clyde College

December 2020

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ARTICLES OF GOVERNANCE

1 Interpretation

In these Articles of Governance and the Appendices thereto-

- 1.1 "the 1980 Act" means the Education (Scotland) Act 1980;
- 1.2 "the 1992 Act" means the Further & Higher Education (Scotland) Act 1992;
- 1.3 "the 2005 Act" means the Further & Higher Education (Scotland) Act 2005;
- 1.4 "the 2013 Act" means the Post-16 Education (Scotland) Act 2013;
- 1.5 "the Authority" means any education authority;
- 1.6 "the Board" means the Board of Management of Glasgow Clyde College;
- 1.7 "the Chair" means, unless the context otherwise requires, the person appointed by the Regional Board in terms of paragraph 3A of Schedule 2 to the 1992 Act to be chair of the Board;
- 1.8 "the Charities Act" means the Charities and Trustees Investments (Scotland) Act 2005;
- 1.9 "the Code of Conduct" means the Model Code of Conduct for members of devolved public bodies issued in terms of section 2 of the Ethical Standards in Public Life Etc. (Scotland) Act 2000, as amended or updated from time to time, or any Code of Conduct pertaining to the College issued in terms of section 3 of the said Act;
- 1.10 "the College" means Glasgow Clyde College;
- 1.11 "the College Plan" means the College Corporate Plan formulated and approved from time to time by the Board;
- 1.12 "Further Education" means, fundable further education as defined in section 5 (1) and (2) of the 2005 Act;.
- 1.13 "Higher Education" means higher education as defined in section 5(3) of the 2005 Act;
- 1.14 "List of Responsibilities" means the List of Responsibilities contained in Appendix 1;
- 1.15 "OSCR" means the Office of the Scottish Charity Regulator;
- 1.16 "Policy/Policies" means any and all policies in force from time to time that are designed to facilitate the efficient operation of the College for the benefit of its staff and students and members of the general public;
- 1.17 "the Principal" means the person appointed as Principal of the College for the time being;

- 1.18 “the Depute Principal” means the person appointed as Depute Principal of the College for the time being;
- 1.19 “Regional Board” means the Glasgow Colleges’ Regional Board as established by the 2005 Act (as amended by the 2013 Act);
- 1.20 “the Rules for Appointment” are the rules for the nomination, election and appointment of members of the Board contained in Appendix 2;
- 1.21 “Scheme of Delegation” means the Scheme of Delegation contained in Appendix 4;
- 1.22 “Scottish Funding Council” means the Scottish Further and Higher Education Funding Council established by the 2005 Act;
- 1.23 “Scottish Ministers” means, where the relevant function is delegated to it, the Scottish Funding Council;
- 1.24 " Secretary to the Board" means the person appointed in terms of clause 3 to carry out the duties of Secretary to the Board;
- 1.25 “staff” means employees of the College and shall be construed accordingly;
- 1.26 “Standing Orders” means the Standing Orders for regulating the meetings and proceedings of the Board, which are contained in Appendix 3;
- 1.27 “Support Needs” means support needs as defined in section 8 of the 2005 Act;
- 1.28 “Vice Chair” means, unless the context otherwise requires, the person appointed by the Board, in terms of clause 7, to be its Vice Chair;
- 1.29 In these Articles of Governance, unless there be something in the subject or context inconsistent therewith:-
- (i) Words importing the masculine gender only shall include the feminine and neuter genders and words importing persons shall include firms, companies and corporations and vice versa;
 - (ii) Words importing the singular number only shall include the plural;
 - (iii) References to items and Appendices are to items of and Appendices to these Articles of Governance;
 - (iv) Any reference to statute (whether generally or specifically) shall include all derivative instruments, orders, regulations and other matters and all directives, regulations and mandatory requirements of the European Union and in each case any re-enactment or modification thereof from time to time; and

- (v) Where these Articles of Governance reproduce any duties, powers and obligations imposed on the Board by statute, these Articles of Governance shall be varied by and in terms of any re-enactment or modification of such statute from time to time.

2 Board of Management

2.1 Incorporation of the Board of Management

The Board is established as a body corporate under the 1992 Act, with effect from 1 April 1993.

2.2 Duties of the Board

The Board have the following duties:

- 2.2.1 to manage and conduct the College;
- 2.2.2 to ensure that the College provides (either by itself or by arrangement with any other person) suitable and efficient Further Education to the students of the College and in carrying out this duty the Board shall have regard to the provision of education in the area in which the College is situated and to the likely needs of persons wishing to become students of the College;
- 2.2.3 to ensure that the College provides public benefit in Scotland or elsewhere through:
- (i) the advancement of education;
 - (ii) the advancement of the arts, heritage, culture or science;
 - (iii) the relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage;
 - (iv) any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.
- 2.2.4 to make such reports or returns and give such information to the Scottish Ministers as may be required for the purposes of the exercise of its powers and the performance of its duties under Part I of the 1992 Act;
- 2.2.5 to make such reports or returns and give such information to the Regional Board as may be required for the purposes of the exercise of its powers and the performance of its duties under Part I of the 2005 Act;
- 2.2.6 to comply with any directions of a general or specific nature with regard to the discharge of their functions as may be given to the Board by the Scottish Ministers under statutory authority;

- 2.2.7 to publish prescribed information relating to students of the College as may be required by Regulations made by the Scottish Ministers under section 27 of the 1992 Act, provided that published information shall not disclose the name of any student to whom it relates without the prior written consent of such student;
- 2.2.8 to keep proper accounts and other records; prepare for each financial year of the College a statement of account, including a report on the College's activities in the financial year; and have the statement of account audited as directed by the Auditor General for Scotland;
- 2.2.9 when requested to do so by an Authority, to provide to the Authority as soon as is reasonably practicable, such information or advice as the Authority may reasonably request from the Board to facilitate the carrying out by the Authority of their duty under section 65B of the 1980 Act (provision for recorded children over school age) to consider in relation to any recorded child what provision would benefit him/her after he or she ceases to be of school age and to make a report thereon;
- 2.2.10 to comply with the List of Responsibilities;
- 2.2.11 to have due regard to the academic freedom of the Principal and other academic staff as defined in section 26 of the 2005 Act;
- 2.2.12 to comply with any direction, requirement, notice or duty imposed on the Board by the Charities Act;
- 2.2.13 to keep these Articles of Governance under review;
- 2.2.14 to require its members to comply with the Code of Conduct; and
- 2.2.15 to take such steps as are reasonably practicable to secure that any Students' Association for students at the College operates in a fair and democratic manner.

2.3 Powers of the Board

The Board have the following powers:

- 2.3.1 to provide or secure the provision of Further Education;
- 2.3.2 to provide part-time and full-time courses of instruction for persons of school age;
- 2.3.3 to charge fees for, or in connection with, the provision by them of any form of Further Education;
- 2.3.4 to provide to students of the College such assistance of a financial or other nature (including waiving or granting remission of fees) as they may consider appropriate;

- 2.3.5 for the purpose of the administration and management of the College, to receive any property, rights, liabilities and obligations transferred to the Board under or in pursuance of any provision of Part 1 of the 1992 Act, or the 2005 Act;
- 2.3.6 to provide facilities of any description appearing to the Board to be necessary or expedient for the purpose of, or in connection with, the carrying on of any of the activities mentioned in this clause or in clause 2.2 (including boarding accommodation, recreational facilities for students and staff and facilities to meet the needs of students who have Support Needs and disabled staff);
- 2.3.7 to supply goods and services;
- 2.3.8 subject to clauses 2.4.1 and 2.4.3, to acquire, hold and dispose of land and other property;
- 2.3.9 to enter into contracts, including in particular:
- (i) contracts for the employment of staff for the purpose of, or in connection with, the carrying on of any such activities as are mentioned in this clause 2.3 or in clause 2.2; and
 - (ii) contracts with respect to the carrying on by the Board of any such activities;
- and in exercising this power the Board shall ensure that best value for money is provided and in particular shall have regard to the Scottish Public Finance Manual and the SFC Financial Memorandum (as hereinafter defined) in the procurement of goods and services;
- 2.3.10 to form, promote, or to join with any other person in forming or promoting, companies (within the meaning of the Companies Acts 1985 and 2006, and any subsequent amending legislation);
- 2.3.11 subject to clauses 2.4.1 and 2.4.3 to borrow such sums as the Board think fit for the purpose of carrying on any of the activities they have the power to carry on or for meeting any liability or obligation transferred to them under, or in pursuance of, any provision of Part 1 of the 1992 Act and, in connection with such borrowing, to grant such security or give such guarantee or indemnity as they think fit;
- 2.3.12 to invest any sums not immediately required by the Board for the purpose of carrying on any of the activities which they have power to carry on for meeting any liability or obligation transferred to them under, or in pursuance of, any provision of Part 1 of the 1992 Act (including any duty under clause 2.2);

- 2.3.13 subject to clauses 2.4.1 and 2.4.3, to raise funds, accept gifts of money, land or other property and apply it to, or hold or administer it in trust for, the purpose of carrying on any of the activities which they have power to carry on;
- 2.3.14 to make such funding and other arrangement with the Scottish Funding Council and/or the Regional Board as permitted by law and in furtherance of the duties specified in clause 2.2;
- 2.3.15 to do all such things as are calculated to facilitate or are incidental or conducive to the carrying on of any of the activities which the Board has power to carry on;
- 2.3.16 in carrying out their functions, the Board shall have regard to the requirements of persons over school age who have learning difficulties;
- 2.3.17 subject to section 15 of the 1992 Act, to appoint on such terms and conditions as it may determine such employees as it thinks fit;
- 2.3.18 to, in the case of such of its employees, or former employees, as they may determine:
 - 2.3.18.1 pay such pension, allowances, or gratuities to, or in respect of, those employees (including pensions, allowances or gratuities by way of compensation to, or in respect of, any such employee who suffers loss of office or employment);
 - 2.3.18.2 by way of compensation to, or in respect of, any such employee who suffers loss of office or employment);
 - 2.3.18.3 make such payments towards provision of such pensions, allowances or gratuities; or
 - 2.3.18.4 make such arrangements for the provision and maintenance of such schemes (whether contributory or not) for the payment of such pensions, allowances or gratuities, as it thinks fit;.
- 2.3.19 the Board may, subject to clause 2.4.8, pay to persons appointed to be members of the Board and to members of its Committees, (whether or not they are also members of the Board), reasonable out of pocket expenses as the Board may determine;
- 2.3.20 the Board may, subject to clause 2.4.9, contract with members of the Board; and
- 2.3.21 the Board may amend these Articles of Governance (including the Scheme of Delegation and List of Responsibilities), but not so as to conflict with its statutory obligations.

2.4 Limitations on Powers of the Board

- 2.4.1 The Board shall not, without the prior written consent of the Scottish Ministers, borrow money from any source, give any guarantee or indemnity or create any trust or security over or in respect of any of their property.
- 2.4.2 The Board shall not, without the prior written consent of the Scottish Ministers effect any material change in the character of the College.
- 2.4.3 Subject to clause 2.4.4, the Board shall not dispose of any property specified in clause 2.4.4 without the prior written consent of the Scottish Ministers.
- 2.4.4 Property to which clause 2.4.3 applies is:
- (i) property transferred to the Board under or in pursuance of any of the provisions of Part 1 of the 1992 Act or of the 2005 Act;
 - (ii) property acquired by the Board, wholly or partly, with assets which represent or in any way derive from any part of the proceeds of, or any consideration for, the disposal of property so transferred; and
 - (iii) property acquired, improved or maintained wholly or partly, directly or indirectly out of funds provided under or in pursuance of part 1 of the 1992 Act or of the 2005 Act, or from the proceeds of, or any consideration for, the disposal of any property so acquired, improved or maintained.
- 2.4.5 The consent of the Scottish Ministers may be given in respect of a particular disposal of property, or of disposals of any class or description, and may be given subject to such conditions as the Scottish Ministers may determine.
- 2.4.6 The consent of the Scottish Ministers is not required for the disposal of land which is, or forms part of, property to which clause 2.4.3 applies, where the disposal is in consequence of the compulsory acquisition of such land by any authority in pursuance of any power of compulsory acquisition under any enactment; but the Board shall inform the Scottish Ministers of any such compulsory acquisition.
- 2.4.7 Where any property to which clause 2.4.3 applies is disposed of, the Board shall pay to the Scottish Ministers such portion of the proceeds or value of the consideration for the disposal, after deduction of such expenses as appear to the Scottish Ministers to have been reasonably incurred in the disposal, as the Scottish Ministers may, after consultation with the Board, determine.
- 2.4.8 Any expenses to be paid under clause 2.3.19 shall take account of the principle of unpaid voluntary service, or other criteria as determined by the Scottish Ministers.

2.4.9 A member of the Board may not be remunerated for services provided to the College (including services provided in the capacity of a member of the Board) unless the provisions of section 67(2) of the Charities Act entitles the person to be so remunerated.

2.4.10 In the event of the closure of the College by the Scottish Ministers, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among members of the Board, but shall be disposed of in a manner determined by the Scottish Ministers as specified in section 25 of the 1992 Act.

2.5 **Membership**

2.5.1 The Board shall consist of not less than 13 and not more than 18 persons.

2.5.2 The Board shall include:

- (i) The Chair, who shall be appointed by the Regional Board;
- (ii) the Principal;
- (iii) a person elected by the teaching staff of the College from among their own number;
- (iv) a person elected by the support staff of the College (being all staff who are not teaching staff) from among their own number;
- (v) two persons nominated by the Students' Association of the College from among the students of the College in accordance with the constitution of the Students' Association.
- (vi) Other members appointed by the Regional Board

2.5.3 The rules by which representatives of the teaching and support staff are elected are specified in Rules 4 and 5 of Appendix 2.

2.5.4 The rules for nominating and appointing the Students' Association's representatives are specified in Rule 8 of Appendix 2.

2.5.5 Any person appointed to the Board (other than the Principal, the staff members and the student members) shall be independent of the management of the College and free from any other relationships which may materially interfere with that person's exercise of independent judgment on issues of strategy, performance, resources or standards of conduct.

2.6 **Tenure of Office**

2.6.1 Subject to clauses 2.5 to 2.6, a member of the Board shall hold and vacate office in accordance with the terms of his appointment by the Regional Board.

- 2.6.2 The Principal shall remain a member of the Board while he/she is the Principal.
- 2.6.3 The Students' Association's representatives shall hold office until 31 August following his/her appointment unless amended by the Board.
- 2.6.4 A member of the Board, other than the Principal, may resign office at any time by giving notice in writing to the Secretary to the Board and to the Regional Board.

2.7 **Register of Interests**

The Board shall be required to maintain a Register of Interests in accordance with the terms of the Ethical Standards in Public Life etc. (Scotland) Act 2000 ("Register of Interests"). Such Register of Interests shall be available for inspection at all reasonable times at the main office of the College or as otherwise required by the Standards Commission for Scotland. It is the responsibility of members of the Board to declare all relevant information and to promptly notify any changes.

2.8 **Monitoring of Attendance**

The Secretary to the Board will maintain a Register of Members' Attendance and shall advise the Chair where any member has been absent, without permission of the Board, from all meetings of the Board, or meetings of its Committees to which he has been appointed, for more than 6 consecutive months. Upon receipt of such notification, the Chair shall inform the Regional Board in a timely manner.

3 **Secretary to the Board**

- 3.1 The Board shall appoint a person to carry out the duties of the Secretary to the Board ("Secretary") which are imposed by these Articles of Governance and which may in addition be determined by the Board. Where the Secretary holds a permanent contract of employment the normal Terms and Conditions for College Support Staff will apply except in the terms of a potential removal from office where a specific process will apply involving members of the Board to ensure that any action taken is in compliance with Scotland's Colleges Code of Good Governance. .
- 3.2 The Secretary shall be responsible for advising the Board on its obligations under and compliance with statute, good governance procedure, the Code of Good Governance for Scotland's Colleges (the "Code of Good Governance") and these Articles of Governance, and ensuring that the Board receives appropriate information to allow it to monitor and scrutinise the College's activities and to challenge performance when required.
- 3.3 The Secretary shall be responsible for maintaining the Members' Register of Interests.
- 3.4 The Secretary shall undertake his/her role in accordance with the provisions of the Code of Good Governance as they relate to the role of Secretary, as may be amended from time to time.

4 Proceedings

- 4.1 Subject to clause 4.2 and to clauses 5, 6 and 7 the proceedings of the Board and its Committees shall be in accordance with the Standing Orders.
- 4.2 The validity of any proceedings of the Board, or any of its Committees, shall not be affected by any defect in the appointment of any member of the Board or any member of such Committees, or by a vacancy amongst the members of the Board.
- 4.3 The Board shall ensure that proper minutes of the Board and its Committees' meetings are kept, which minutes shall contain a record of all resolutions and proceedings, shall be signed by the Chair of the meeting and shall be conclusive evidence of the matters stated in them.
- 4.4 When the Regional Board is concerned about any matters relating to the financial support, including future financial support, of the College from the Regional Board, a member of the Regional Board shall be entitled to:
- (i) attend any meeting of the Board or any Committee, sub-Committee or sub-group established by the Board; and
 - (ii) address such a meeting on those matters.

5 Inspection of Documents

- 5.1 Notwithstanding the arrangements made by the College to comply with the Freedom of Information (Scotland) Act 2002 the Board shall make available for inspection at the College, at all reasonable times by anyone who wishes to inspect them, copies of the following documents:
- (i) the agenda for any meeting of the Board or of any of its Committees;
 - (ii) the draft minutes of any such meeting as approved by the Chair of the meeting;
 - (iii) the minutes of such meetings as agreed by the Board or, as the case may be, Committee; and
 - (iv) any report or other document considered by such meeting.
- 5.2 Clause 5.1 does not apply to any document or part thereof which relates to:
- (i) an employee, former employee or applicant for employment in relation to the College;
 - (ii) a person who is, has been, or is likely to be a student of the College;
 - (iii) any information, the disclosure of which is prohibited by anything in any enactment, (including the 1992 Act and an enactment contained in a subordinate instrument) or rule of law; or

- (iv) anything which it appears to the Board should be treated as confidential because of its confidential nature or otherwise.

5.3 Clauses 5.1 and 5.2 are subject to the overriding constraints of the Data Protection Act 1998.

6 **Chair**

6.1 The Chair shall be appointed by the Regional Board.

6.2 The Chair shall be eligible to deputise for any member of any committee with the exception of the Audit Committee;

6.3 Where the Chair ceases to be member of the Board, he/she shall cease to be Chair.

7 **Vice-Chair**

7.1 If the Board decide to appoint a Vice-Chair of the Board, it shall do so from among their number, providing that the member is not:

- (i) a student of the College;
- (ii) an employee of the Board;
- (iii) the Chair
- (iv) the Principal; or
- (v) a member (whether elected or appointed) or an employee of a local authority.

7.2 The Board shall determine the period of appointment of the Vice-Chair of the Board and may remove him/her from office as Vice-Chair.

7.3 The Vice-Chair may exercise the functions of the Chair, in so far as they have been delegated by the Chair with the approval of the Board, or directly by the Board should the Chair become incapacitated for any reason.

7.4 The Vice Chair shall undertake his/her role in accordance with clause A12 of the Code of Good Governance, regarding the role of the senior independent member, as may be amended from time to time.

8 **Principal**

8.1 The Board shall appoint the Principal to carry out the functions delegated to him/her in the Scheme of Delegation and such other functions as the Board may delegate from time to time. The Principal's appointment is subject to the approval of the Regional Board.

8.2 The Principal shall be the officer who is responsible for:

- (i) signing the accounts of the expenditure and receipts of the College;
- (ii) ensuring the propriety and regularity of the finances of the College; and
- (iii) ensuring that the resources of the College are used economically, efficiently and effectively.

9 **Committees**

9.1 The Board may establish Committees for any purpose and any such Committee may appoint sub-Committees/sub groups and shall appoint inter alia the following Committees:

- (i) Audit Committee;
- (ii) Remuneration Committee; and
- (iii) Nominations Committee.
- (iv) Learning and Teaching Committee; and
- (v) Finance and Resources Committee
- (vi) Organisational Development Committee

9.2 Such Committees shall include at least three members of the Board and, in addition, may include persons who are not members of the Board, but such non-members shall not be entitled to vote at meetings of a Committee. The Principal may not be a member of the Nominations Committee (but may attend and advise it); and may not be a member of the Audit Committee (but may attend and advise it).

9.3 The Board shall not establish a Committee without providing it with detailed terms of reference.

9.4 The Principal of the College shall be entitled to attend any meeting of a Committee of the Board, but shall be entitled to vote at such meeting only if a member of such Committee.

9.5 Any reference herein to a Committee of the Board shall include a reference to any sub-Committee appointed by such Committee/sub group.

10 **Confidentiality of Information**

Any information which is received or obtained by any person in connection with his functions as a member of the Board, or a member of its Committees established under clause 9, on the basis that such information shall be treated as confidential, shall be treated by him as confidential to the Board or, as the case may be, the Committee in accordance with the guidelines in the Code of Conduct.

11 **Delegation**

The functions delegated by the Board are as specified in the Scheme of Delegation.

12 **Financial Year**

The financial year of the Board shall be from 1 August to 31 July or such other dates as the Scottish Ministers may determine.

13 **Execution of Documents**

13.1 A document is deemed to have been legally executed by the Board if it is subscribed on its behalf by a member of the Board or the Secretary to the Board or any other person provided in each case the signatory has been authorised by the Board to sign the document on its behalf.

13.2 For the purpose of any enactment or rule of law relating to the authentication of documents, a document is validly executed by the Board if it is subscribed on its behalf by being executed in accordance with clause 13.1. A document which appears to have been executed by the Board in accordance with clause 13.2 shall be a self-proving document if the subscription of the document bears to have been attested by at least one witness.

14 **Policies**

14.1 All new policies, and variations to existing policies, shall require to be ratified by the Board.

14.2 The Board may delegate the power to consider any variations of, existing or proposed new policies to any Committee of the Board.

THIS IS APPENDIX 1 REFERRED TO IN THE FOREGOING ARTICLES OF GOVERNANCE**List of Responsibilities****It is the responsibility of the Board, in pursuance of its duties, to:-**

- 1 ensure the overall proper functioning of the College;
- 2 provide strategic leadership, direction, support and guidance to the College;
- 3 ensure provision of suitable and efficient Further Education to students;
- 4 promote commitment to the College's core values, policies and procedures;
- 5 establish strategic planning process to secure the College's future and to regularly review and adapt the same;
- 6 proper spending of monies, including establish appropriate arrangements to ensure that public funds are:
 - (i) properly safeguarded;
 - (ii) used economically, efficiently and effectively; and
 - (iii) used in accordance with the statutory or other obligations or purposes that govern their use;
- 7 ensure that sound arrangements are in place to ensure the quality and standards of the College's work;
- 8 ensure that robust systems are in place to monitor performance against targets;
- 9 ensure that the College complies with its obligations under the Financial Memorandum with Fundable Bodies in the College Sector produced by the SFC (the "SFC Financial Memorandum") and the Financial Memorandum between the College and the Regional Board (the "Regional Board Memorandum") (together the "Financial Memoranda");
- 10 keep its property assets under review through an estates strategy;
- 11 ensure there is an adequate IT strategy in place;
- 12 ensure that there are adequate procedures in place to prevent fraud or bribery;
- 13 ensure that there are adequate risk management policies and arrangements in place.

THIS IS APPENDIX 2 REFERRED TO IN THE FOREGOING ARTICLES OF GOVERNANCE**Election Rules and Procedures for Appointment of Board Members****Part I****1 Application**

1.1 These Rules apply to

- (i) the election of teaching staff and support staff members of the Board; and
- (ii) the nomination and appointment of student members of the Board

Part II**Election of Teaching and Support Staff Members****2 Timing of Elections**

2.1 This Rule applies to the nomination and election of teaching staff and support staff members of the Board.

2.2 In the event of an election requiring to be held because of the expiry of the periods of office of the respective members of the Board, the procedures set out in Rule 4 or Rule 5 as the case may be and Rule 6 shall be completed not later than the date of expiry.

2.3 In the event of a casual vacancy arising at any time more than six weeks prior to the expiry of the member's period of office the procedures set out in Rule 4 or Rule 5 as the case may be and Rule 6 shall be completed as soon as may be but in any event, not more than six weeks after the vacancy occurs.

3 Returning Officer

3.1 The Returning Officer shall be the Secretary to the Board or, if the Secretary is unable to act, such other person as the Board may appoint for the purpose.

4 Teaching Staff

4.1 The Returning Officer shall send a notice to each member of the teaching staff of the College requesting nominations for membership of the Board.

4.2 Such nominations must be received by the Returning Officer by the date specified in the notice, not being less than seven days from the date of the notice.

4.3 Each nomination must be signed by the nominee, the proposer and one other person all of whom must be teaching staff of the College.

4.4 The Returning Officer shall thereafter issue ballot papers with the names of the valid nominees thereon to each member of the teaching staff of the College. Each member of the teaching staff shall be eligible to cast only one vote in respect of each position on the Board for teaching staff members.

4.5 The completed ballot papers shall be returned to the Returning Officer by the date and time specified in the ballot paper not being less than seven days from the date of issue of the ballot paper.

5 Support Staff

5.1 The Returning Officer shall send a notice to each member of the support staff of the College (being members of staff who are non-teaching members of staff) requesting nominations for membership of the Board.

5.2 Such nominations must be received by the Returning Officer by the date specified in the notice, not being less than seven days from the date of the notice.

5.3 Each nomination must be signed by the nominee, the proposer and one other person, all of whom must be support staff of the College.

5.4 The Returning Officer shall thereafter issue ballot papers with the names of the valid nominees thereon to each member of the support staff of the College. Each member of the support staff shall be eligible to cast only one vote in respect of each position on the Board for teaching staff members.

5.5 The completed ballot papers shall be returned to the Returning Officer by the date and time specified in the ballot paper not being less than seven days from the date of issue of the ballot paper.

6 Counting of Votes

6.1 The Returning Officer shall offer each nominee the opportunity to be present or represented at the counting of votes.

6.2 The counting of votes shall take place within 24 hours of the time set for the return of ballot papers and shall be done by the Returning Officer in the presence of such nominees or their representatives as have chosen to attend.

6.3 The nominee receiving most votes shall be declared elected.

6.4 In the event of a tie the election shall be decided by lot among the nominees with the most numbers of votes.

6.5 In the event of elections for teaching staff and support staff members being held concurrently, the counting of votes shall be done as a separate and consecutive process for each election.

6.6 The Returning Officer may use such staff of the College as may be necessary to assist in the counting of votes.

- 6.7 The names of the persons elected shall be reported to the next meeting of the Board after the election.

7 Amendment of Rules

- 7.1 Before making, varying or replacing any provisions contained within Rules 2 – 6 (inclusive), the Board must consult representatives of any trade unions which the Board recognise as being, or which otherwise appear to the Board to be, representative of the teaching staff or support staff of the College as may be relevant.
- 7.2 Where the making, varying or replacement of a provision within Rules 2 – 6 applies only to teaching or support staff, the Board must only consult with representatives of any trade union which the Board recognises as being, or which otherwise appear to the Board to be, representative of either the teaching or the support staff of the College.

Part III

Nomination of Student Members

8 Student Members

- 8.1 This Rule applies to the nomination and appointment to the Board of persons from among the students of the College.
- 8.2 In the event of the expiry of office of such a person on 31 August following his/her appointment:
- (i) the Secretary to the Board shall prior to said 31 August invite the Students' Association to nominate two students to become members of the Board or as soon as practicable thereafter invite from the Students' Association of the College nominations of such persons as members of the Board in accordance with the Constitution of the Students' Association; the Secretary to the Board shall obtain references and an appropriate disclosure relevant to the nominated student(s); and
 - (ii) the Secretary to the Board shall report such nominations to the next meeting of the Board but, notwithstanding the date of said meeting, if the nominations are received not later than said 31 August the nominees shall become members of the Board from 1 September 2013, and in each year thereafter from 1 September. If the nomination is received after said dates the nominees shall become members of the Board on the date the nominations are received and appropriate references and disclosures is obtained.
- 8.3 In the event of a student member leaving the College prior to the end of his/her term of office:
- (i) the Secretary to the Board shall, within 3 weeks of the vacancy occurring, seek from the Students' Association of the College a new nominee; and

- (ii) the Secretary to the Board shall report such nomination to the next meeting of the Board but, notwithstanding the date of said meeting, the nominee shall become a member of the Board on the date the nomination is received.

Revisions to this document approved by Board of Management.

Last revised August 2018

THIS IS APPENDIX 3 REFERRED TO IN THE FOREGOING ARTICLES OF GOVERNANCE**STANDING ORDERS****REGULATING THE MEETINGS AND PROCEEDINGS OF THE BOARD**

The Standing Orders shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

PART I**Meetings****1 Ordinary Meetings**

Ordinary meetings of the Board shall be held at least four times per calendar year, at such day and time as the Board shall determine.

2 Extraordinary Meetings

Extraordinary meetings may be called on the instructions of the Chair or on a requisition signed by not less than five members.

3 Notice of Meetings

Whilst the Board will meet as required, dates for four ordinary meetings per calendar year will be set in advance. The Secretary to the Board shall issue members with notices of meetings of the Board at least six days before the day of the meeting, specifying the time, place and hour of the meeting and the business to be considered.

4 Notice of Proposals

4.1 Board members wishing to place items on the agenda for an ordinary meeting of the Board should advise the Secretary to the Board at least 10 days before the meeting at which it is to be considered. No other items may be discussed at a meeting of the Board unless (a) it arises from a matter already on the agenda; (b) is notified for this purpose to the Secretary to the Board at least 24 hours before a meeting and approved for discussion by a majority of the members present at the meeting; or (c) approved for discussion by a two thirds of the members present at the meeting.

4.2 Board members wishing to place items on the agenda for an extraordinary meeting of the Board should advise the Secretary at least two days in advance of the meeting. No other items may be discussed at an extraordinary meeting of the Board unless (a) it arises from a matter already on the agenda or (b) it is approved for discussion by a majority of the members present at the meeting.

5 **Agenda**

The agenda of ordinary meetings of the Board shall commence with “Apologies for the Absence” followed by “Determination of Other Business” under which the Board shall determine whether to include under “Other Business” such items as are notified for this purpose to the Secretary to the Board at least 24 hours before a meeting. “Items for Approval” will be appropriately recorded and take precedence over other items.

In addition, “Items for Information” will form a separate item and will not normally be discussed by the Board unless a member requests discussion under the item “Determination of Other Business”. Each Board agenda, and that of its Committees, will include an item “Declaration of Potential Conflict(s) of Interest” and an item for Equalities Impact.

6 **Order of Voting**

Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal or the proposal amended. All members have a single vote.

7 **Dissent from Decision**

No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed.

8 **Recession of a Decision**

No proposal, nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding 6 months unless:

- 8.1 There has been a material change in circumstances; and
- 8.2 it is moved by the Chair; or
- 8.3 in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

9 **Deputations**

9.1 **Application for admission by deputations**

Any deputation may apply to be received by the Board provided an application for admission to the meeting setting forth the matters on which the deputation desires to be heard shall have been lodged with the Secretary to the Board at least eight clear days prior to the date of the meeting. Notice of any such applications shall be entered in the notice calling the meeting and such meeting may agree or decline to receive deputation.

9.2 **Committee may receive deputation**

Should the Board be of the opinion that a proposed deputation should be received by any of its committees instead of by the Board, they may direct accordingly.

9.3 **Size of deputation**

Except with leave of the meeting, the members of any deputation shall not exceed three and shall present their case within a period not exceeding fifteen minutes.

9.4 **Questions to deputation**

When a deputation is received, it shall be competent for members of the Board to put to the deputation, any questions pertinent to the subject on which they craved to be heard but no member shall express an opinion upon or discuss the subject until the deputation has withdrawn.

10 **Quorum**

A quorum shall not be less than one half of the members. If 15 minutes after the time appointed for a meeting of the Board a quorum of members is not present, the meeting shall stand adjourned and the Secretary to the Board shall minute that owing to the want of the necessary quorum no business was done. No business shall be transacted at a meeting of the Board unless a quorum of members is present, but members present may discuss the business of the Board and those discussions and any conclusions in respect of them will be brought forward to the next meeting of the Board.

Part II

Minutes and Papers

11 **Minutes**

The minutes of the previous meeting of the Board shall be sent to members of the Board along with the notice calling the next meeting; and shall be submitted for approval as a correct record.

12 **Circulation of Papers**

Agenda, papers and minutes will be circulated to all Board members for the purpose of the meeting by the Secretary to the Board in sufficient time for the reading and digesting of the contents and circulated to all relevant members of staff as soon as possible after the meeting and shall be made available for inspection as specified in clause 5 of the Articles of Governance.

Part III

Members

13 Chair and Vice Chair

13.1 Election

- (i) The Chair is appointed by the Regional Board.
- (ii) The Vice Chair shall be appointed at the first meeting of the Board and thereafter at the meeting following demission of office by the previous Vice Chair.
- (iii) The Chairs of Committees will be appointed as determined by the Board.

13.2 Powers

- (i) The Chair shall have a deliberative and casting vote, and shall, subject to the Standing Orders, decide all questions of order.
- (ii) In the absence of the Chair, the Vice Chair shall preside at any meetings, and in the absence of the Vice Chair, the Board shall appoint one of their members to preside over any meetings. The Vice Chair or a member appointed to preside over a meeting shall have the same powers as the Chair would have had.

14 Code of Conduct

Members of the Board must at all times abide by and have regard to the requirements of the Code of Conduct.

15 Conflict of Interest

15.1 Principal

The Board recognises that there is a constant conflict of interest between the Principal as a member of the Board and his/her role as Principal. This conflict of interest is managed by the Chair and Chairs of Committees accepting the existence of this conflict of interest in the operation of the Board and its Committees. The Principal is not expected to declare this general conflict of interest at each meeting as it is acknowledged and managed by the Board. The Principal will however be expected to declare any other conflict of interest, such as shareholdings, which are not immediately evident to the Board or its Committees.

15.2 General

Other than for the matters specified in Standing Order 15.1 above, a member of the Board shall declare an interest, withdraw from the meeting and not vote on any issue in respect of which that member, or any person connected with him/her, has a material interest in or relating to that issue, or where the issue relates to him/her, where that member becomes aware of such interest before or

during any meeting of the Board. In determining whether a conflict of interest arises, members will have regard to the requirements of the Code of Conduct.

15.3 **Connected person**

For the purposes of Standing Order 15.2, a person is connected with a member of the Board if, but only if, he (not being himself a member of it) is:

- (i) that member's spouse, civil partner, child or step-child, relative or cohabitee; or
- (ii) except where the context otherwise requires, a body corporate with which the member is associated; or
- (iii) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - (a) the member, his spouse or civil partner, any children or step' children or relative or cohabitee of his, or
 - (b) a body corporate with which he is associated, or of a trust whose terms confer a power on the trustees that may be exercised for the benefit of the member; his spouse or civil partner, any children or step-children or relative or cohabitee of his, or any such body corporate; or
- (iv) a person acting in his capacity as partner of that member or of any person who, by virtue of paragraph (i), (ii) or (iii) above, is connected with that member; or
- (v) a partnership or limited liability partnership in which:
 - (a) that member is a partner; or
 - (b) a partner is a person who, by virtue of paragraph (i), (ii) or (iii) above, is connected with that member;

16 **Substitutes**

In the event of a representative from the Students' Association being absent from the College for a period of more than 28 days and being unable to attend an Ordinary Meeting of the Board, an alternative nominated for such purpose by the Student's Association is empowered to attend in his/her place. Otherwise members of the Board (whether elected or appointed) may not nominate a substitute to attend in his absence.

17 **Co-options**

The Board reserves the right to invite any person to attend a Board meeting for any particular agenda item for which that person's advice and guidance is deemed desirable. For the avoidance of doubt, any person co-opted under this Rule shall not be entitled to vote at any Board meeting.

Part IV

General**18 Committees of the Board**

18.1 Any Committees set up by the Board shall have the powers delegated to them, but shall otherwise conduct their business under the same Standing Orders.

18.2 Chairs of Committees will be elected as set out in Standing Order 13.1 (iii).

18.3 Whilst the Board has delegated power to its Committees, the Committees remain under the authority of the Board. Accordingly minutes of Committees recording decisions reached and recommendations made will be issued to all Board members at the earliest opportunity.

19 Alterations of Standing Orders

Standing Orders may only be amended or suspended where not less than two thirds of Board members present agree to such a motion presented at a properly constituted Board meeting.

THIS IS APPENDIX 4 REFERRED TO IN THE FOREGOING ARTICLES OF GOVERNANCE**GLASGOW CLYDE COLLEGE****SCHEME OF DELEGATION****PART I****1 Introduction**

- 1.1 This Scheme of Delegation (“scheme”) specifies the functions, the performance of which is delegated by the Board in terms of clauses 2.3 and 11 of the Articles of Governance.
- 1.2 All delegations must be exercised in accordance with the law and having regard to any lawful direction and guidance by the Scottish Ministers, the Regional Board and the Scottish Funding Council.
- 1.3 Only the Committee or the persons or the holders of posts specifically named in this scheme may exercise the function delegated to them. They may not of their own volition delegate the exercise of a function to another, other than the Principal, who has an express power to delegate. It is open to any delegate, however, to decline to exercise a function in a particular instance.

2 Reservations to the Board

- 2.1 The following are reserved to the Board and therefore excluded from any delegation:-
- 2.2 determining the objectives of the Board;
- 2.3 ratification of new governance policies;
- 2.4 ratification of any variation of existing governance policies;
- 2.5 borrowing money and in connection with such borrowing granting securities or giving guarantees or indemnities;
- 2.6 any functions the exercise of which is clearly reserved to the Board in terms of any direction by the Scottish Ministers or in terms of any statute;
- 2.7 the final approval of the annual estimates of:
- (i) revenue and expenditure, and
 - (ii) capital expenditure for work authorised by the Board;
- 2.8 the final approval of the College Corporate Plan;
- 2.9 the disposal of heritable property;

- 2.10 the appointment (subject to the approval of the Regional Board) of and disciplinary action against the Principal subject to and in accordance with the College's Disciplinary Procedures;
- 2.11 delegation of functions of the Board;
- 2.12 the acceptance of endowments, gifts of money, land or other property and:
 - (i) determining their application to, or
 - (ii) setting up a trust to hold or administer them for the purpose of carrying on any of the activities which the Board have power to carry on; and
- 2.13 the making, amendment and revocation of these Articles of Governance of the Board including Standing Orders, Election Rules and this scheme;

Part II

3 Delegations to the Chair of the Board

- 3.1 The Chair of the Board is authorised:-
 - 3.1.1 in the absence of the Principal and Depute Principal to take such measures as may be required in emergencies or as a matter of urgency, subject to reporting to the appropriate Committee or to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary;
 - 3.1.2 to deal with urgent items of business after consultation with the Chair of the Relevant Committee and with the Principal;
 - 3.1.3 to undertake visits in furtherance of the duties of the office of Chair of the Board;
 - 3.1.4 within any guidelines set by the Board, to incur expenditure to meet the expenses of the office of Chair of the Board of the provision of reasonable hospitality to representatives of other Colleges, organisations or others and to authorise the Principal to make visits as a representative of the College within and outwith the United Kingdom;
 - 3.1.5 after approval of the Board to sign and date the Report of the Board on the Annual Accounts in terms of the accounts direction given by the Scottish Ministers, under paragraph 18 of schedule 2 to the 1992 Act;
 - 3.1.6 to sign all deeds and other documents binding the Board for all purposes to which paragraph 20 of schedule 2 to the 1992 Act applies;
 - 3.1.7 to conduct staff development and performance review interviews with the Principal in accordance with Board policy;

- 3.1.8 to initiate disciplinary action against the Principal or to suspend the Principal with pay in circumstances which may result in disciplinary action being taken against the Principal. In the event of this action being considered the Chair should also seek the counsel of the Vice Chair in their capacity as the Senior Independent Member of the Board
- 3.1.9 if he/she considers it would be in the interest of the Board to do so, to approve the provision of reasonable hospitality to representatives of other Colleges, organisations, members of staff of the College or others and also within the UK to make visits and to authorise members of staff of the College to make visits as representatives of the College.
- 3.1.10 to deputise for any member absent from any Committee with the exception of the Audit committee.

Part III

Delegations to Committees

4 General Delegations to Committees

- 4.1 There is delegated to each Committee of the Board all of the functions relative to:
- 4.2 the respective terms of reference of those Committees; and
- 4.3 any minute of the Board making a special delegation to a Committee.
- 5 Each Committee may exercise and perform on behalf of and in the name of the Board, all the powers and duties of the board in relation to the functions so delegated.
- 6 The Chair of each Committee is authorised to act on behalf of the Board between cycles of meetings, so far as such acts relate to matters within the remit of the Committee of which he is Chair.

Part IV

Delegations to Members of Staff

7 The Principal

- 7.1 The Principal, as Chief Executive of the College, is responsible for the management of the College and the direction of its operations subject to policy direction by the Board and within the framework determined by the College Corporate Plan, Regional Outcome Agreement, the Financial Memoranda and the approved budget;
- 7.2 The functions listed at clause 8 are delegated to the Principal. The Principal may, in turn, delegate particular functions to other members of staff, whilst retaining responsibility to the Board for the exercise of these functions. In exercising any delegated function the authorised member of staff will take account of any appropriate departmental or section practice or procedure of any managerial instruction and of any other similar consideration.

- 7.3 The delegations to members of staff are subject always to:
- (i) these Articles of Governance of the Board and of all policies of the Board from time-to-time in force;
 - (ii) appropriate provision for financial outlays having been made by the Board for the current year;
 - (iii) the right of a member of staff to consult with the Principal on any matter or to refer the matter to the Chair of the Board or to any Committee, even though it has been specifically delegated to him or her;
 - (iv) the exclusion from delegations to members of staff of power to deal with transactions (other than provision of a service to students of the College or customers of the College generally or approved by the Board under a Scheme or otherwise) which directly involve a member of the Board or a member of staff of the College or a person known to be connected with such member. In any such case a report on the proposed transaction shall be submitted to the appropriate Committee or to the Board for consideration and determination. A person is connected with a member of the Board or a member of staff of the College in the circumstances set out in Standing Order 15.3.

8 The Principal is authorised:

- 8.1 to take such measures as may be required in emergencies subject to advising the Chair where possible and reporting to the appropriate Committee or to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary;
- 8.2 to absent himself/herself or permit any member of staff of the College to absent themselves occasionally and temporarily during business hours to attend to duties or services of a civic, honorary, charitable or social nature provided that these do not interfere with the efficient discharge of their duties to the Board;
- 8.3 if he/she considers it would be in the interests of the Board to do so, to approve the provision of reasonable hospitality to representatives of other Colleges, organisations, members of staff of the College or others and also, within any guidelines set by the Board, to authorise members of staff of the College to make visits as representatives of the College;
- 8.4 to give a direction in special circumstances that any member of staff shall not exercise a delegated function;
- 8.5 to take out membership and to attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so;
- 8.6 to sign all deeds and other documents binding the Board for all purposes to which clause 13 of these Articles of Governance applies;

- 8.7 to issue press releases for publication and broadcasting on behalf of the College;
- 8.8 to arrange for publication of any document on behalf of the College;
- 8.9 when requested to do so by the Authority, to provide to the Authority as soon as is reasonably practicable such information or advice as the Authority may reasonably request from the Board to facilitate the carrying out by the Authority of their duty under section 65(b) of the Education (Scotland) Act 1980 (provision for recorded children over school age) to consider in relation to any recorded child what provision would benefit them after he ceases to be of school age and to make a report thereon;
- 8.10 with the exception of matters reserved under the national recognition and procedure agreement to consult and negotiate with representatives of recognised trades unions and professional associations on behalf of the Board;
- 8.11 to appoint staff of the College within the agreed budget approved by the Board in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board;
- 8.12 to determine an appropriate staff structure for the College, consistent with the conditions of employment which currently apply;
- 8.13 to take disciplinary action against staff of the College up to and including dismissal subject to complying with the disciplinary procedures laid down by the Board;
- 8.14 to engage the services of outside persons, firms or organisations when it is necessary to carry out the functions of the Board in cases where the power to engage such services is not delegated to a Committee or is not reserved to the Board;
- 8.15 to grant leave of absence with salary to enable staff to undertake approved courses, or to attend approved meetings or conferences;
- 8.16 to grant unpaid leave of absence;
- 8.17 to arrange programmes of in-service training for staff;
- 8.18 to exercise any discretionary powers available in the implementation of conditions of service in relation to all staff;
- 8.19 to approve the secondment of staff of the College to external agencies where the total cost for the secondment is recoverable from the external agency and to approve the appointment where necessary of a temporary replacement for the duration of the secondment;
- 8.20 to sanction the payment of overtime in exceptional circumstances above the salary level at which the Board have determined the normal entitlement to overtime will cease;
- 8.21 to approve initial salary placings;

- 8.22 to administer in accordance with any policy determined by the Board disbursement of monies to students of the College;
- 8.23 to administer in accordance with any policy of the Board the provision to students of the College of financial or other assistance;
- 8.24 to set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board;
- 8.25 to authorise students to and to make grants to students to enable them to attend courses and conferences and to undertake educational visits and excursions at home or abroad within the approved estimates and policies of the Board;
- 8.26 to authorise leave of absence with salary for staff to accompany students of the College to such courses and conferences and on such visits and excursions as are mentioned in clause 8.15 above;
- 8.27 to take appropriate disciplinary action including expulsion against students in accordance with any policies of the Board;
- 8.28 to provide financial and other assistance to the Students' Association of the College within the terms of the policy of the Board;
- 8.29 to grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances;
- 8.30 to allocate and apportion accommodation within the College among the various departments of the College;
- 8.31 to arrange for any necessary alterations or adaptations to College property at a cost of up to a maximum set from time to time by the Board in respect of one project, provided the alteration or adaptation does not affect any material change in the character of the College;
- 8.32 to apply to the appropriate authority for any necessary statutory consents;
- 8.33 where it is competent and in the interests of the College to do so, to lodge with the appropriate authority, objections to the grant of any permission, licence, warrant etc;
- 8.34 to determine and control the standard of furniture, furnishing and equipment within the College;
- 8.35 to grant any wayleave or servitude over the property of the College on such terms as may be appropriate;
- 8.36 to seek and, when competitive tenders are sought, to open tenders for contracts with the Board in accordance with any guidelines set by the Board;

- 8.37 after all necessary approvals have been obtained, to enter into contracts on behalf of the Board or to authorise another to enter into contracts on behalf of the Board;
- 8.38 when it is in the interests of the Board to do so, to terminate contracts or to authorise the termination of contracts;
- 8.39 to check the financial standing of potential contractors;
- 8.40 to purchase necessary equipment at a cost of up to a maximum set from time to time by the Board;
- 8.41 to dispose of equipment which is surplus to requirements;
- 8.42 to enter into agreements for rental, hire or leasing of items of equipment when the rental or hire charge does not exceed a maximum set from time to time by the Board and to sign agreement forms for such rentals, hires or leases and for rentals, hires or leases approved by a Committee or the Board;
- 8.43 to enter into maintenance contracts at a cost of up to a maximum set from time to time by the Board and to sign such maintenance contracts and other maintenance contracts as may be approved by a Committee or the Board;
- 8.44 to enter into contract for the college to supply goods and/or services where the value of the contract does not exceed a maximum set from time to time by the Board and to sign such other contracts for the supply of goods and services as may be approved by a Committee or the Board;
- 8.45 to provide courses as requested by outside agencies and to negotiate appropriate charges therefor;
- 8.46 to administer any educational endowment which transferred to and vested in the Board in terms of section 19(1) of the 1992 Act;
- 8.47 to raise funds for and to apply them to any of the activities which the Board have power to carry on;
- 8.48 to make payments on behalf of the Board;
- 8.49 to take out any necessary insurances to protect the interests of the Board;
- 8.50 to settle up to a maximum set from time to time by the Board and without reference to the Board claims made against the Board where there is no insurance and whether or not a court action has been raised, subject to any necessary approvals being obtained when Treasury Indemnity applies;
- 8.51 to make arrangements with insurance companies concerning the settlement of claims;
- 8.52 on receipt of valid claims to pay to members of the Board such allowances and expenses as the Board have determined; and
- 8.53 on receipt of valid claims to pay to members of the Board's Committees (whether or not they are also members of the Board) such allowances and expenses as the Board have determined.

9 **The Secretary to the Board**

- 9.1 The Secretary to the Board is authorised:-
- 9.2 to act as Returning Officer for elections of teaching and support staff members of the Board in terms of the Elections Rules and Procedures for Appointment of Board Members;
- 9.3 to carry out the other duties imposed on the Secretary to the Board by said Election Rules and Procedures in respect of the nomination and appointment of other members of the Board.
- 9.4 to keep proper records and minutes of the Board and Committee proceedings and prepare agendas, draft minutes and approved minutes of all meetings of the Board or any Committee;
- 9.5 subject to clause 5 (inspection of documents) of the Articles of Governance, to make available for inspection at the main office of the College copies of the agenda and approved minutes (or draft minutes approved by the Chair) of any meeting of the Board or any Committee and also of any report or other document (other than those marked confidential) considered by such a meeting;
- 9.6 to maintain the Register of Interests of the members of the Board;
- 9.7 to receive resignations from the Board and to inform the Board of vacancies and impending vacancies; and
- 9.8 to enter into correspondence in any matter as directed by the Board.

10 **The Depute Principal**

- 10.1 The Depute Principal shall during any period in which the Principal is absent from the College through illness, holiday or any other reason such that the Principal cannot be contacted or is unable to provide instruction in such a way as may impede the good governance of the College or in the event it is reasonably necessary for good governance of the College and expediency assume the powers of the Principal under this Constitution mutatis mutandis provided always:-
- 10.2 The Depute Principal shall notify the Chair forthwith of the intention to invoke the powers in terms of this clause 10.
- 10.3 The operation by the Depute Principal of the powers authorised in terms of clause 10 shall cease on the Principal being able to provide instructions and direction in the governance of the College.