

UNIVERSITY OF ST ANDREWS STUDENTS' ASSOCIATION BOARD

OPERATING PROCEDURES

These procedures should be read in conjunction with the Constitution of the Association, available at <http://www.yourunion.net/union/howeare/constitutionandlaw/>, in particular section 6, which details the membership and powers of the Students' Association Board (SAB). These procedures are intended to supplement but not supercede information contained therein: in cases where there is or appears to be any conflict between the operation of these procedures and the content of the Constitution, the latter will automatically be preferred.

The Students' Association Board (SAB) will have the power to vary or suspend any part of these operating procedures if they believe that by doing so they may more effectively discharge their legal functions: such a variation may be effected by the consent of all Board members present, if this takes place during a meeting, or by agreement between the Chair of Board and the Association President, at other times. In the latter case an explanation of the variance and the reasons for it must be presented to the next meeting of the Board.

1. Notice of meetings

A calendar of meetings for each academic year shall be prepared annually by the Chair of Board with the assistance of the Clerk: this will be circulated to all trustees. In addition, notice of scheduled meetings will be sent by email at least one week in advance by the Clerk, and notice of extraordinary meetings will normally be sent one week in advance also, unless circumstances prevent this, in which case notice should be sent as far in advance as is reasonably practical.

It is the responsibility of the Chair to ensure that notifications are sent to members on time. If the position of Chair should be vacant, it shall be the responsibility of the Secretary to Board to fulfil the functions above.

2. Agenda

The Chair will prepare the agenda for each meeting in advance with the assistance of the Secretary and Clerk. Agenda items should normally be notified to the Chair (via the Clerk) at least two weeks in advance of the scheduled meeting date. Agenda items will only be accepted with lesser notice where there is a compelling reason why the business could not be brought earlier and must be dealt with at the next meeting: the Chair has the responsibility of deciding whether this applies to any business brought late.

The normal expectation is that when agenda items are notified, they will be accompanied by a paper setting out any relevant background information and, if appropriate, options for action or a clear statement of the decision that is to be taken. However, where appropriate an agenda item may instead be dealt with by verbal report from a board member or an invited member of staff from the Association, or any other relevant individual.

The agenda for a particular meeting may vary but will normally include reports from the sabbatical officers, receipt of minutes from board subcommittees, and reports from the management team on any issues relating to finance, health and safety, and employment in the Association.

3. Circulation of papers

The Clerk will circulate papers for board meetings at least one week in advance of meetings. Papers relating to late or emergency business, if accepted, will be circulated separately and as far in advance of the meeting as possible.

Meetings

4. Attendance

Members will normally be expected to attend all board meetings for which they are available in person. Attendance by telepresence (eg videoconference, Skype) may be acceptable on occasion and if permitted, will count as attendance. Requests to attend by telepresence should be made to the Chair via the Clerk.

Apologies for absence should be sent to the Chair via the Clerk as soon as possible given the circumstances leading to the absence. Where members submit apologies for absence, they should read all minutes and papers, and submit written comments on agenda items to the Chair in advance of the meeting. A register of attendance shall be kept by the Clerk.

The Chair shall be responsible for contacting members who miss a meeting without explanation to establish the reasons for their absence. In the event a trustee falls short of expected contributions in any one year, the Chair will initially meet with that trustee to discuss the issue. The Chair may refer the matter to the Governance, Nominations and Staffing subcommittee in order to assess whether the trustee is fulfilling their responsibilities.

5. Chairing

Where the Chair is absent, the first business of the meeting shall be to elect a temporary Chair from among the non-student members present. The person thus elected shall discharge the functions of the Chair for that meeting only. Where the Chair has to declare an interest, or is otherwise unable to chair any part of the meeting, a temporary Chair shall be selected from the non-student members in the same manner for that part of the meeting only.

6. Quorum

The quorum for any meeting of the Board is as set out in the Constitution, i.e. a majority of members must be present and there must be a student majority among the members present.

7. Votes

The expectation is that the Board shall seek to reach and proceed by consensus on business wherever possible. However, members shall have the right to call for a vote on any issue.

Votes will normally be by show of hands and votes of members shall be counted by the Chair and totals of votes for, against and abstentions shall be recorded in the minutes by the Clerk. If a member believes that there is a reason for varying these arrangements in a

particular vote, this can only be done with the consent of the Board members present. The Chair shall vote only in the event of a tie (i.e. they shall have a casting but not deliberative vote).

8. Declaration of interest/conflict of interest

Before any item is discussed, members should declare any direct or indirect interests or connections they may have. Interests that should be declared are not only financial ones but also those that involve some material benefit to either party. If in doubt, members are advised to declare the connection in order to give other members the opportunity to determine an appropriate response.

If a member believes that another member of the board has a conflict of interest that they have not declared on an issue about to be debated, they should raise this with the Chair immediately. If this occurs, the member whose interests have been thus challenged may only continue to participate with the agreement of all other members present: they will, however, have the right to explain why they believe no conflict of interest exists or why any apparent conflict should be disregarded. In any event agreement among members must be reached on the alleged conflict before debate on the agenda item proceeds.

The Chair may allow a member to speak (but not vote) on a matter where a conflict of interest has been declared, but such contributions should normally be limited to factual matters e.g. providing information for other members.

9. Responsibilities of the Chair

During discussion of agenda items, the Chair shall:

- Endeavour to keep discussion relevant to the topic and if necessary, rule out contributions that are perceived to be irrelevant or digressive.
- Maintain good order.
- Ensure that all members have a full opportunity to contribute to discussion on any agenda item. This may involve limiting further contributions from members who have already spoken on that issue.
- Where necessary, propose postponement of items on which no agreement can be reached.
- Ensure (if necessary by restating) that the members present are clear on any proposal or amendment to a proposal that is before them, and that decisions taken are clearly stated for the record.

10. Minutes

Minutes shall be drawn up by the Clerk and distributed to members as soon as possible following the meeting. Notwithstanding this, minutes shall not be accepted as 'approved' until they are accepted by the next meeting of the Board, and so may not be published or circulated until that time. Minutes must clearly state all decisions taken, action points agreed, and the outcome of any votes, where applicable.

11. Election of Chair

As detailed in the Constitution, the Chair shall be elected annually at the first meeting of the

Board in the first semester of the academic year from among the non-student members. University-appointed trustees shall not be eligible for election as Chair. The Chair shall hold office continuously until the first meeting of the next academic year. If for any reason the Chair resigns before the expiry of this term or is otherwise unable to fulfill the remainder of a term, the remaining members of the Board may elect a temporary Chair from among the remaining non-student members. This may be done either at a regular meeting, by calling an extraordinary meeting, or by such other arrangements as the members find acceptable. It will be the responsibility of the Secretary to the Board to ensure that the vacancy is filled and to administrate the process.

12. Appointment and induction of new members.

New members shall be appointed by the relevant process as detailed in the Constitution. It shall be the responsibility of the Secretary to the Board to ensure that new members receive such instruction and information as they require to fulfill their legal duties as trustees.

13. Resignation

Board members are expected to serve their full term under normal circumstances. Should a Board member be unable to complete this term, they shall normally be expected to give at least one month's notice of their resignation in writing to the Chair. This will allow time for a replacement to be appointed by the relevant process.

14. Independent advice for trustees

It shall be in order for members of the Board as trustees to seek independent advice, and in particular legal advice, as required to fulfil their duties as trustees. This may be done either collectively, as a Board, or individually by any trustee. The Secretary to the Board shall facilitate this process, if requested, and the Association will normally reimburse any expenses incurred, if the request is deemed appropriate. Any dispute on reimbursement for independent advice may be resolved by the decision of the Chair of Board.

15. Effectiveness

The SAB is responsible for reviewing its own effectiveness and performance, and shall do so by means of a biannual review, to be headed by the Chair.

Board Subcommittees

16. Establishment

As set out in the Constitution, the Board may establish subcommittees, working groups or project boards as required to effectively discharge its functions. Such groups may be formed on an *ad hoc* basis or on a permanent basis, as required.

17. Powers and practises

Any such groups that are established hold only those powers delegated by SAB and will mirror the procedures outlined here. Each must appoint a Chair and Clerk to discharge the relevant functions and present minutes of their meetings for Board approval via the Clerk to Board.

18. Existing subcommittees

Normally there will be at least two standing subcommittees:

- Finance, Audit and Risk
- Governance, Nominations and Staffing

19. Operating Procedures for Subcommittee Meetings

The normal expectation is that the relevant parts of these operating procedures will apply to meetings of subcommittees also: in particular, sections 1 to 10 and section 14 shall apply.