

LINACRE COLLEGE

STANDING ORDERS FOR GOVERNING BODY MEETINGS

1. Subject to the provisions of the Statutes, the Chair of all meetings shall be taken by the Principal or, if one has been appointed, the Acting Principal. In the absence of the Principal or the Acting Principal, the Chair shall be taken by the Vice-Principal. If neither the Principal, the Acting Principal, nor the Vice-Principal are present, the Chair shall be taken by the Senior Fellow present.
2. The quorum of the Governing Body is one third of the total membership, rounded up to the nearest whole number. Those members of the Governing Body given leave of absence (including sabbatical leave) shall not be included in the total. In October 2020 the membership was 46 members, with a quorum of 16. The Secretary shall keep a note of attendance.
3. The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring a conflict of interest. At the start of the meeting the Secretary will confirm with the Chair that a quorum is present, and alert the meeting if there is a risk that it may become inquorate. If a meeting becomes inquorate the Secretary shall immediately inform the Chair.
4. The Chair may adjourn a meeting to a later time and/or date in any of the following circumstances:
  - i. The meeting becomes inquorate (it is possible to continue discussions on an informal basis).
  - ii. The meeting is disrupted by an event that makes impossible or dangerous to continue.
  - iii. A two-thirds majority of those present resolve to adjourn the meeting.
5. Some or all members of the Governing Body, or any committee of the Governing Body, may participate in a meeting by telephone, video conference or any other electronic means, provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting and that any person attending remotely ensures that the meeting cannot be overheard. Members participating remotely are required to inform the Chair when they are about to leave, if they wish to leave the meeting early.
6. If a person has a disability which makes it difficult or impossible for them to take full part in the discussions and decisions at a Governing Body meeting they can ask the Chair, in advance of the meeting, to make special arrangements so they can participate.
7. Members of Governing Body should alert the Chair to any conflict of interest. This can be done by completing a Conflict of Interest Statement prior to the meeting or verbally at the start of the meeting. For more information see Bylaw 5: On Conflicts of Interest.
8. The agenda for any meeting of the Governing Body (except for an emergency meeting summoned under the provisions of Statute III.5.(ii)) shall be circulated to members not less than three days before the date of the meeting.
9. Any Governing Body member may request that an item be included on the agenda of a Governing Body meeting. Items should normally be submitted to the Chair (via the Principal's PA) at least five working days before the date of the meeting. The Chair of the Governing Body shall make the final decision as to inclusion of any item on the agenda.

10. At every ordinary meeting of the Governing Body the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed and dated by the Chair.
11. Any matters which members of Governing Body may wish to raise as 'other business' must be raised with the Chair prior to the start of the meeting. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.
12. Copies of the agenda, papers and minutes of each meeting of the Governing Body and its committees can be requested by any current member of the College, from the Principal's PA. The only exceptions to this are in the case of minutes and papers deemed by the Chair of Governing Body or a committee to be confidential, and dealt with as reserved business.
13. Criteria for defining an item as confidential include, but are not restricted to:
  - i. matters concerning individuals including current or prospective staff, students and fellows;
  - ii. sensitive commercial or business information which would be disadvantageous to the College to release;
  - iii. legal advice on sensitive or confidential matters.
14. Only validly appointed Governing Body members may vote on a proposal. Voting will be by a show of hands except in the following circumstances:
  - i. More than five members are participating in the meeting remotely, in which case there must be a poll of remote votes;
  - ii. Anyone entitled to vote demands a poll;

A poll is a formal count of the votes cast on a proposal. A proposal will be carried if it receives a simple majority of votes cast, unless otherwise specified in the College Statutes or Governing Body Standing Orders.
15. The Chair may act on matters which they judge are too urgent to await the next meeting of the Governing Body, but which are neither sufficiently controversial nor important to merit the calling of an emergency meeting. The Chair may decide to circulate members of Governing Body with a proposal and ask if any member wishes to call an emergency meeting or to delay a decision until the next official meeting. Chair's action should only be taken if delaying a decision would disadvantage the College. Decisions taken by Chair's action should be reported to the Governing Body at the next ordinary meeting and recorded in the minutes of that meeting.
16. Any proposal to suspend Standing Orders for the duration of a meeting must be proposed and seconded and carried by a two-thirds majority of those present.
17. Notice of any proposed amendment to Standing Orders must be included with the circulated agenda for the meeting at which it is to be made, and any such proposal must be carried by a two-thirds majority of those present.