

BOARD OF GOVERNORS

STANDING ORDERS

**PROCEDURES FOR MEETINGS OF THE BOARD OF GOVERNORS
AND COMMITTEES OF THE BOARD**

STANDING ORDERS OF THE BOARD OF GOVERNORS AND COMMITTEES

Introduction

1. The membership and terms of reference of the Board of Governors are derived from, and determined in accordance with, the Instrument and Articles of Government. This is further clarified through the Statement of Primary Responsibilities agreed by the Board. These Standing Orders regulate the conduct of meetings of the Board of Governors and its sub-committees.
2. The Chair of a meeting, advised by the Clerk, is responsible for ruling on any question of interpretation of the Standing Orders. His or her ruling is final.

Meetings

3. **Ordinary meetings** of the Board of Governors will be held at least once per term and not less than four times in each year. This also applies to the Audit Committee. Ordinary meetings of the Resources Committee will be held at least once per term. The Nominations and Remunerations Committees will meet at least once per year. An annual schedule of meetings will be drawn up by the Clerk for approval at the final Board meeting of the year.
4. In general the Board meets every two months with at least one of these meetings identified to discuss institutional strategy. Supplementary meetings of the Board or its committees may be held at any time by common consent of members.
5. **Emergency meetings** of the Board or its committees will be convened by the Clerk at the request of the Chair. An emergency meeting of the Board will also be convened by the Clerk on receipt of a written request from at least four of the independent governors. Emergency meetings will be held within fourteen clear days of receipt of the request and shall transact only the business specified.

Chair

6. The Chair and Deputy Chair of the Board are appointed by the independent governors for an initial period of three years in line with separate procedures agreed by the Board. The Deputy Chair will chair Board meetings in the absence of the Chair.
7. The Chairs of Board committees are approved by the Board on recommendation from Nominations Committee. Committees may nominate Deputy Chairs by common consent.
8. In the absence of the Chair and/or the Deputy Chair the independent members present shall choose one of their number to preside at the meeting.

Officers in Attendance

9. The Vice-Chancellor is a full member of the Board. The Deputy Vice-Chancellor has the right to attend and speak at meetings of the Board of Governors and will report on issues pertinent to the Board as required/determined by the Board. Other members of the Executive attend as agreed by the Vice-Chancellor and Chair of the Board.
10. Other appropriate officers of the University, as identified in the Terms of Reference or otherwise determined by the Chair of the Committee, will attend and report to the committees of the Board.

Alternates and Proxies

11. Members of the Board of Governors and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings.

Observers

12. The attendance of observers is at the discretion of the Chair. The Board seeks to operate in an open and transparent manner and it is not expected that reasonable requests will be refused. Observers will be required to withdraw from any reserved or confidential business.

Quorum

13. The quorum for meetings of the Board of Governors is one third of the members of whom the majority shall be independent governors.
14. Unless otherwise specified in Terms of Reference, the quorum for meetings of Board Committees shall be three of whom the majority shall be independent governors.
15. In the event that a meeting is not quorate fifteen minutes from the scheduled start time, or becomes inquorate during a meeting, the Chair may either ask the members present to proceed as a working group to advise on matters of urgent business or adjourn matters to a subsequent meeting.

Notice of Meeting

16. Notice of meetings with an agenda and accompanying papers will be sent out by the Clerk (or nominated deputy) at least seven clear days before meetings are scheduled or three days in the case of Emergency meetings.
17. To ensure that all Governors are kept up-to-date on the workings of various committees, they will receive papers for all major committees except Remunerations Committee. This will be via electronic access for Governors who are not members of committees.

Attendance at meetings

18. All members are expected to attend the meetings of the Board, committees and groups of which they are members. Members who are unable to attend for good and sufficient reason should send their apologies at the earliest possible time.
19. Governors who have been absent from Board or committee meetings for a period of twelve months without prior approval from the Chair of the Board, or whose attendance falls below 60%, or who are considered to be unable or unfit to discharge the functions of a member of the Board or committee, or who is otherwise disqualified, may be removed from office. Any such recommendation will be made by Nominations Committee and will be subject to consideration by the Board under reserved business¹.

Agendas and Papers

20. Agendas are compiled by the Clerk and approved by the Chair of the Board or committee.
21. Any member of the Board or committee may propose items for the agenda to the Clerk giving at least ten working days' notice from the date of the meeting in question.
22. The majority of agenda items will be supported by a brief written report which will be circulated with the agenda. Tabled papers will only be allowed in exceptional circumstances and at the Chair's discretion.
23. For the efficiency of business, agendas are divided into three sections:
 - Section A: Matters for note/approval not likely to require significant discussion.
 - Section B: Substantive matters for discussion and, where appropriate, resolution.
 - Section C: Matters for report/information only.

Any Section A or C item may be moved to Section B by any Governor by giving two working days' notice to the Clerk.

Confidential and Reserved Business

24. In order to protect the interests of the University, its students and its staff, and subject to the provisions of the Data Protection Act and Freedom of Information Act, certain items of business may be declared to be confidential and/or reserved.

¹ See also Process and Procedures for the Appointment of Governors

25. Discussion of confidential business and circulation of confidential documents are normally restricted to members of the Board or committee. These generally relate to matters of commercial sensitivity. Copies of such documents will not be published nor made available in the University Library.
26. Reserved business normally refers to matters concerning the personal details of individuals. Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items.
27. In addition, the Chair, on the advice of the Clerk, may decide that student and/or staff members should not receive reserved documents and may be required to withdraw from discussion of such items.
28. Confidential and reserved documents will be clearly marked as such and identified on the agenda.

Conduct of Meetings

29. The Chair is responsible for the orderly conduct of the meeting and is entitled to the co-operation of members in ensuring the fair, effective and expeditious transaction of business and the observance of the courtesies of debate.
30. When speaking, members, and those in attendance, should address the Chair.
31. The Chairs of Board committees present the minutes of committee meetings to the Board. This is recognized as good practice.

Decision-making

32. It is the practice of the Board and its committees to reach decisions by consensus. Votes are rarely taken.
33. Where a vote is deemed necessary by the Chair, a decision will be taken by simple majority with the Chair holding a second, casting vote to be used where there is an equal division of votes.
34. The numbers voting for and against and any abstentions will be recorded in the minutes.
35. Whilst committees, panels and working groups exercise their responsibilities in line with their terms of reference, it is the Board's prerogative to re-open or re-evaluate any decision as it sees fit.
36. The Board and its committees will operate annual self-evaluation and a formal evaluation will be undertaken at four year intervals. The results of the formal evaluation will be published.

Collective responsibility

37. Any decision of the Board and its committees, however determined, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it whether or not he/she was present at the meeting when the decision was taken.

Limitation of Business

38. Any matter raised by a member which is not specified in the agenda may be referred by the Chair for discussion at a subsequent meeting. Substantial items raised by members under 'Any other Business' will not normally be considered.

Minutes

39. The Clerk is responsible for the production of the minutes of meetings, normally within ten working days of the meeting. These may be circulated to members once they have been approved by the Chair as a 'Chair's Approved Draft'.
40. The Clerk is responsible for maintaining an archive of all documentation in relation to meetings and to the publication of 'Confirmed' minutes once they have been approved at the next ordinary meeting.
41. Minutes of reserved or confidential items will be redacted from the published set.

Transacting Business between meetings

42. From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board and Chairs of committees are empowered to take Chair's action on business arising between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Board or committee may resolve to delegate it to the Chair for action.
43. Chair's action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair's action is appropriate, the Chair will consider calling an Emergency Meeting of the Board or committee and, where the timescale prevents this, will consider other means of consulting with members wherever possible.
44. Any Chair's action taken will be reported to the next ordinary meeting of the Board or committee.

Conduct of Governors

45. Members of the Board of Governors shall not be bound in their speaking by mandates given to them by other bodies or persons.

46. A register of members' interests shall be maintained and published by the Clerk. Any Governor having pecuniary, family or other personal interest in a matter to be discussed at a meeting shall declare it and may not take part in the consideration of the matter. At the discretion of the Chair, they may be required to withdraw from the meeting for that item.
47. Correspondence received by Governors from individuals concerning any aspect of Governance should be referred to the Clerk.
48. All Board members are privy to important and sometimes sensitive information in relation to the University and its business and may be approached by members of the media. Any such approach should be referred to the University's Director of Corporate Communications.
49. In carrying out their role, any Governor wishing to meet with a member of staff of the University is requested to advise the Clerk in advance and identify the purpose of the meeting.
50. Governors may not conduct any form of business on behalf of the University without the agreement of the Chair of the Board and the Vice-Chancellor.

Suspension of Standing Orders

51. In cases of urgency, any one or more of these standing orders may, on resolution of the Board or committee, be suspended. The suspension of standing orders applies only to the meeting at which it is passed.

Variation and Revocation of Standing Orders

52. These standing orders may only be varied or revoked by the Board of Governors at a properly constituted meeting.