

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. Their ruling is final.

### Meetings

3. **Ordinary meetings** of the Board of Governors will be held at least once per term and not less than three times in each year. This also applies to the Audit Committee. The Governance & Nominations and Remuneration 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 nine times per year 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. Meetings may be held in person or virtually, using appropriate video conferencing software. Meeting fora will be confirmed in the annual schedule of meetings approved by the Board in the final meeting of the year. Any in-year changes to the schedule will be determined by the Chair following appropriate consultation.
6. **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 governors. Emergency meetings will be held within fourteen clear days of receipt of the request and shall transact only the business specified.

## Pre Board Meetings

7. Governors will convene 30 minutes prior to the formal commencement of Board business to discuss areas of focus.
8. At the Pre-Board meeting, governors may agree that (having had regard to the papers) designated items can pass without any discussion.

## Chair

9. The Chair and Vice Chair of the Board are appointed by governors for an initial period of three years in line with separate procedures agreed by the Board. The Vice Chair will chair Board meetings in the absence of the Chair.
10. The Chairs of Board committees are approved by the Board on recommendation from the Governance & Nominations Committee. Committees may nominate Deputy Chairs by common consent.
11. 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

12. 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.
13. 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 as required.

## Alternates and Proxies

14. 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

15. 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

16. The quorum for meetings of the Board of Governors is one third of the members, of whom the majority shall be independent governors.
17. Unless otherwise specified in terms of reference, the quorum for meetings of Board Committees will be three, of whom the majority shall be independent governors.
18. In the event that a meeting is not quorate 15 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

19. 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.
20. 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 Remuneration Committee. This will be via the Document Library on the board portal for Governors who are not members of committees.

#### Attendance at meetings

21. 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.
22. Exceptionally, members may be able to attend in-person meetings virtually where they would not otherwise be able to attend the meeting. Virtual attendance is at the discretion of the Chair and sufficient notice must be

provided to allow appropriate arrangements to be put in place. A governor attending in a virtual capacity will be considered to have attended the meeting, be counted in quorum, and be able to vote.

23. 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% (at Board or committee meetings), 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 the Governance & Nominations Committee and will be subject to consideration by the Board under reserved business<sup>1</sup>.

### Agendas and Papers

24. Agendas are compiled by the Clerk and approved by the Chair of the Board or committee.
25. 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.
26. Most agenda items will be supported by a brief written report, which conforms to a specified format approved by the Board. Papers will normally be circulated with the agenda and tabled papers will only be allowed in exceptional circumstances at the Chair's discretion.
27. For the efficiency of business, agendas are divided into three sections:
- |            |   |
|------------|---|
| Section A: | Substantive matters for discussion and, where appropriate, resolution.  |
| Section B: | Matters for note/approval not likely to require significant discussion. |
| Section C: | Matters for report/information only.                                    |

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

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<sup>1</sup> See also Process and Procedures for the Appointment of Governors

28. Where an item is presented under section B or C, the Chair may agree that the item be starred '\*'. Starred items will be taken as read and will pass without any discussion unless a governor(s) notifies the Clerk no less than two working days in advance of the meeting that they wish to discuss one or more of the items.
29. Agenda items will be allocated an appropriate amount of discussion time, which the Chair will ensure is not normally exceeded.

#### Confidential and Reserved Business

30. 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.
31. 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.
32. 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.
33. Confidential and reserved documents will be clearly marked as such and identified on the agenda.

#### Conduct of Meetings

34. Meetings will start promptly and shall not normally exceed 2 ½ hours. Rest breaks may be incorporated at the Chair's discretion.
35. Board members are obliged to have read all papers in detail before the meeting. Meetings will operate on the basis that all members are familiar with the content of each item and the boardroom will generally be a forum for constructive challenge and debate.
36. The Chair is responsible for the orderly conduct of the meeting. Items will usually be considered as follows:

- Papers should only be introduced by the Sponsor/author where there is **new** information to provide. Otherwise – the Board will operate on the basis that all members are apprised of the information – with the time in the meeting used for questions and debate
- The Chair will open the item to Governors for questions and comments. Where appropriate, the Chair may invite the designated Lead Governor to present their thoughts first
- The Chair will provide a summary of the discussion, including any decisions made or actions agreed.

37. When speaking, members, and those in attendance, should address the Chair, who 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.

38. It is recognised good practice for the Board to be kept apprised of the business of its committees. Where a committee meeting takes place on the same day as the Board, the Chairs of Board committees present a verbal report of the meeting. This is followed by a formal summary report or set of minutes provided for information to the next Board meeting.

#### Decision-making

39. It is the practice of the Board and its committees to reach decisions by consensus. Votes are rarely taken.

40. 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.

41. The numbers voting for and against and any abstentions will be recorded in the minutes.

42. 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.

43. The Board and its committees will operate annual self-evaluation and a formal evaluation will normally be undertaken at three-year intervals. The results of the formal evaluation will be published.

## Collective responsibility

44. 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 they were present at the meeting when the decision was taken.

## Limitation of Business

45. 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

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

## Transacting Business between meetings

49. 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.
50. 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.



51. Any Chair's Action taken will be reported to the next ordinary meeting of the Board or committee.

#### Conduct of Governors

52. In all their work, governors are expected to uphold the values laid out in the Board Culture Framework. Copies of this Framework are available from the Secretariat.
53. Members of the Board of Governors shall not be bound in their speaking by mandates given to them by other bodies or persons.
54. A register of members' interests shall be maintained and published by the Clerk. Any Governor having an actual or perceived pecuniary, family or other personal interest in a matter to be discussed at a meeting shall declare it so it may be managed appropriately. At the discretion of the Chair, they may be required to withdraw from the meeting for that item.
55. Correspondence received by Governors from individuals concerning any aspect of Governance should be referred to the Clerk.
56. 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 Head of PR, Corporate Communications and External Relations.
57. 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.
58. 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

59. 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

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