

# STANDING ORDERS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES

## 1. Introduction

These Standing Orders provide guidance to the Board of Governors on the operation and conduct of its meetings.

The Board must conduct its business in accordance with the requirements of the University's Instrument and Articles of Government. The Instruments and Articles permit the Board to make such rules and standing orders as it deems fit for the exercise of its functions.

If the Instrument and Articles and the Standing Orders are found to conflict then the requirements of the Instrument and Articles prevail.

## 2. Responsibilities of the Board of Governors

The Board of Governors has ultimate responsibility for all University activities and for ensuring the efficient and effective management of those activities. Although it is able to delegate powers and duties to its committees and to the Executive, the Board is not permitted to delegate:

- (i) Determination of the educational character and mission of the University.
- (ii) Approval of the annual estimates of income and expenditure.
- (iii) Ensuring the solvency of the University and the safeguarding of its assets.
- (iv) Appointment and dismissal of the Vice-Chancellor.
- (v) The varying or revoking of the Instrument and Articles of Government.

## 3. Appointment of the Chair and Deputy Chair

The Board shall elect a Chair and Deputy Chair from amongst the external governors. If only one candidate is nominated for the role of Chair then additional candidates will be sought. Elections for the two roles should not be held concurrently.

Unless otherwise extended by the Board for exceptional reasons, the Chair and Deputy Chair shall be elected for a period of three years.

If the role of Chair falls vacant then the Deputy Chair shall act as Chair until a new Chair is elected.

If the Chair is absent from a Board meeting then the Deputy Chair shall preside at that meeting.

If both the Chair and Deputy Chair are absent from a Board meeting then the governors present shall elect an external governor to preside at that meeting.

The length of service of a sitting Chair who has not completed three years in that office may be extended by the Board to allow for a maximum of nine years' service on the Board.

An individual should not be appointed as Chair for more than two terms of office.

#### **4. Appointment of Governors**

The Board shall receive confirmation of its membership at its first meeting of each academic year.

The Board may establish a committee with a remit to advise it upon the overall framework and balance of membership of the Board, and to recommend nominations for the appointment and renewal of governors to the Board.

The Board shall appoint all external governors<sup>1</sup>.

Unless otherwise agreed by the Board, each external governor shall be appointed for a first term of three or four years, with the option of renewal for a second term of three or four years. To enable governor appointments to align with the start and end of the academic year, the first term shall be deemed to have started on 1 August following the actual date of appointment.

Staff governors are elected for a term of three years. They are able to serve for a maximum of six years, subject to their re-election by their respective constituencies at the end of each term of office.

The Students' Union shall nominate an elected officer to serve as a member of the Board.

The student governor is appointed from an interview process and serves for a term of two years or until they cease to be a student of the University, whichever occurs first.

If a governor fails to attend 50% of the Board and committee meetings then this will trigger a discussion with the Clerk and/or Chair to discuss future attendance and any support that might be given to enable better attendance.

The Board may terminate the appointment of any governor if it agrees that their conduct is incompatible with the requirements of good governance and/or is incompatible with membership of the University community.

#### **5. Appointment of the Clerk**

The Board shall appoint a Clerk.

If the role of Clerk falls vacant then the Board shall appoint an interim Clerk until a new Clerk is appointed.

If the Clerk is absent from a Board meeting then the governors present shall appoint a member of University staff who is not a governor to act as Clerk at that meeting.

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<sup>1</sup> If the University fails to meet the number of external governors required to form a quorum then the Secretary of State for Education has the authority to appoint governors to achieve a quorum.

## 6. Quoracy of Meetings

The quorum for Board meetings shall be 40% of the overall membership of the Board, of whom more than 50% shall be external governors (rounded up to the next whole number where the calculation results in a fractional number).

Unless otherwise agreed by the Board, the quorum for any Board committee shall be 40% of its constituted membership, of whom more than 50% shall be external governors (rounded up to the next whole number where the calculation results in a fractional number).

If a meeting is or becomes inquorate then it may proceed at the discretion of the Chair. However, a meeting shall have no decision-making powers unless it is quorate.

Any quorate meeting may be adjourned by resolution of the members present.

## 7. Frequency of Board Meetings

### Ordinary Meetings

Ordinary meetings of the Board are those that are necessary to transact the normal business of the University.

The Board shall normally hold at least four ordinary meetings in each academic year.

The timing of ordinary Board meetings shall be set in accordance with the University's decision-making and external reporting requirements.

The Chair may cancel or postpone an ordinary Board meeting if they decide that there is insufficient business to warrant holding the meeting.

### Extraordinary Meetings

Extraordinary meetings of the Board are those that may be necessary to transact important or unusual business that cannot await the next ordinary meeting or cannot be agreed via delegated authority or by convening the Urgent and Exceptional Approvals Group.

Extraordinary meetings of the Board shall be convened upon instruction from the Chair or from four governors. Instructions to convene a special meeting must be provided in writing to the Clerk to the Board.

Special meetings must be held within 14 clear days of receipt of the instruction but all governors must receive normally at least six clear days' notice of the meeting.

## **8. Attendance at Board meetings**

Governors may attend meetings remotely, provided that this has been agreed in advance by the Chair. Remote attendance will be recorded as such in the minutes.

All senior postholders of the University<sup>2</sup> shall normally attend all meetings of the Board, together with such other University staff as may be required to conduct business efficiently and effectively. Any governor may be required to withdraw from the meeting for the duration of the item if they declare or are deemed by the Board to have a conflict of interest with the business to be discussed.

Any attendee may be required to withdraw from the meeting for the duration of the item if they declare or are deemed by the Board to have a conflict of interest with the business to be discussed or if their withdrawal is required to protect the privacy of any individual(s) under discussion.

If the Clerk is required to withdraw from the meeting then another member of University staff who is not a governor shall be temporarily appointed to act as Clerk for the duration of their absence from the meeting.

## **9. Protocols for the Conduct of Meetings**

If two or more governors wish to address the Board at the same time, the Chair shall decide the order in which they speak.

Governors shall aim to be concise in their contributions to debate, shall limit their contribution to the matters currently under discussion for each agenda item, and shall be mindful of the need to ensure that all governors have an opportunity to contribute to debate.

The Chair shall rule upon the relevance or appropriateness of any contribution to debate.

Any governor may raise a point of procedural order or procedural clarification with the Clerk at any point during a meeting. The Chair shall rule on any point of procedural order or procedural clarification raised.

## **10. Conduct of Business**

The Chair shall agree the agenda for each meeting in consultation with the Clerk.

The agenda, minutes of the previous meeting and meeting papers shall normally be despatched to each governor by the Clerk not less than six clear working days before the meeting.

The agenda for each meeting shall include notice of all the business to be conducted at that meeting, with the exception of any urgent business that may be brought before the Board by direction of the Chair or the Clerk.

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<sup>2</sup> The senior postholders of the University are the holders of posts that are appointed by decision of the Board. These are currently the Vice-Chancellor and Chief Executive; the Senior Deputy Vice-Chancellor; the Chief Operating Officer and Deputy Vice-Chancellor, the Deputy Vice-Chancellor (Global Engagement and Student Life); the Pro Vice-Chancellor (Research, Innovation and External Relations); the Executive Director of Finance; the Executive Director of Corporate Governance and the Chief People Officer.

The Board shall ensure at each meeting that it approves the minutes of the previous meeting and addresses the business specified in the agenda, including receipt of any reports from its committees and groups. The Board may vary the order of business specified in the agenda so as to give precedence to any specific matter.

Late circulation of any meeting papers shall not preclude their consideration but the Board has the discretion to decline to consider late papers.

## **11. Decision Making**

The Board shall in all circumstances aim to reach decisions on the basis of consensus.

If consensus cannot be reached for any decision then a formal vote will be required. If the vote is tied then the Chair shall ask for a re-vote. If the re-vote is tied then the Chair shall have a casting vote.

No governor shall be bound in their contribution to a meeting or in their voting by any instruction or request given to them by any third party.

No decision of the Board shall be valid unless discussed in the presence of the Clerk and formally minuted.

All Board decisions are subject to the principle of collective responsibility.

## **12. Rescinding or Varying Previous Decisions**

The Board may rescind or vary any decision it has previously made, provided that due notice has been given of the proposal in the meeting papers.

## **13. Delegated Responsibility**

The Chair (or in the Chair's absence, the Deputy Chair) shall receive delegated authority to take any decisions that do not merit, in the reasonable view of the Chair, the convening of an extraordinary meeting or referral to any other committee or group. Any action taken by the Chair will be reported to the Board at the next scheduled meeting and shall be subject to ratification by the Board.

The Board may establish a group to consider the granting of exceptional approval for matters that due to their urgency should not be deferred to the next meeting of the Board of Governors and are not suitable for action under normal delegated authority (i.e. they carry significant financial or reputational risk).

## **14. Establishment of Committees**

The Board shall establish committees to fulfil the functions of an audit committee, an employment committee and a finance committee.

The Board may establish any committees and/or groups that it deems necessary to discharge its responsibilities efficiently and effectively. It shall agree the membership and functions of each committee and/or group, including the powers it shall receive to exercise delegated authority.

The Board may disband any committees and/or groups that it no longer deems necessary to discharge its responsibilities efficiently and effectively.

Any Board committee may establish sub-committees and determine their membership and functions.

The membership and terms of reference of each Board committee shall be confirmed at the first meeting of each academic year.

Each Board committee shall appoint a Chair and, if desired, a Deputy Chair. All external governors shall be eligible for appointment as Chair of any Board committee.

Unless otherwise agreed by the Board, these Standing Orders shall apply to all meetings of committees and groups that are established by the Board.

## **15. Suspension of Standing Orders**

The Board may agree to annul or suspend any standing order, provided that this is permitted by the University's Instrument and Articles of Government.

## **16. Chancellor's Court**

The Chancellor's Court shall consist of the Chancellor and two independent persons appointed by the Chancellor in consultation with the Clerk.

If four or more governors believe that any of the following circumstances exist then they may require via the Clerk that any concern is referred to the Chancellor's Court:

- (i) The Board has failed to adhere to its Instrument and Articles of Government.
- (ii) The decision is perverse or disproportionate in the light of available facts and evidence.

The Chancellor's Court shall be empowered to consider the matter and to conclude either that:

- (i) There is no reason to alter the decision.
- (ii) The Board is asked to reconsider the matter, together with such guidance as the Court sees fit.