

BOARD OF GOVERNORS AND ITS COMMITTEES: STANDING ORDERS

1. This document should be read in conjunction with the Articles of Government for the University.
2. The membership of the Board of Governors (the Board) and its committees (the committees) will be determined in conformity with the Articles of Government of the University.
3. Members may not send substitutes to, or appoint proxies for, meetings of the Board or its committees.
4. In discharging their duties at meetings of the Board of Governors or its committees, Governors should act in accordance with the Board of Governors Code of Conduct.
5. The Board will normally meet not less than four times a year and will always meet at least three times per year and meetings of the Board and its committees will normally be scheduled in advance for the academic year to a timetable agreed by the Board.
6. Board meetings will normally be conducted in person. Members may, by prior agreement with the Chair, attend an in-person meeting virtually if this provision is available for the specific meeting. A special meeting of the Board, if called in accordance with Standing Order 17, may be held virtually.
7. The Committees of the Board will meet as often as their terms of reference determine and will hold at least one in person meeting in each academic year.
8. No committee is permitted to delegate all or part of its duties to a sub-committee or group unless this has the approval of the Governance Committee on behalf of the Board.
9. The Board of Governors will appoint a Chair who will be an Independent Governor. The Chair will be appointed for a maximum of two terms (six years in total) with the option of being appointed for an exceptional three-year term.
10. The Board will elect a Vice Chair for a maximum of two terms (six years in total) with the option of being put forward for re-election for an exceptional three year term. Terms of office will commence on 1 August. Elections will take place by secret ballot. Only independent members are eligible for election although all members will be eligible to vote. A candidate for office who is the sole nominee will be deemed elected.
11. Governors are elected for the following terms:

Standing Orders

- (i) Independent Governors - maximum of three terms of three years (nine years in total);
 - (ii) Co-opted Governors - maximum of four terms of two years (eight years in total);
 - (iii) Staff Governors - maximum of four terms of two years (eight years in total);
 - (iv) Academic Board nominees - maximum of four terms of two years (eight years in total);
 - (v) Student Governors - one year;
 - (vi) Co-opted External members and nominees – maximum of four terms of two years (eight years in total);
 - (vii) Independent members are appointed by a Committee of Independent members;
 - (viii) All other members are appointed by a Committee composed of all members.
12. The maximum term of office for any individual serving as a Governor shall include all periods of service, irrespective of any change in the category of membership. A change in category shall not constitute a break in service for the purposes of calculating the maximum term.
13. These terms do not apply to the Vice-Chancellor.
14. Members of the Board (except the Vice-Chancellor) will normally serve on each Committee for a period not exceeding two terms of three years. (This does not apply to staff/student Governors who, under the terms of the Articles of Government, are prohibited from sitting on certain committees). However, the rotation should not occur if the break in continuity would be particularly disruptive.
15. Chairs of committees will normally serve for a period not exceeding two terms of three years. However, the handover to a new Chair in each case should not occur if the break in continuity would be particularly disruptive.
16. The agenda and supporting papers are to be circulated by the Clerk at least five working days prior to the meeting.
17. The Chair of the Board may call a special meeting outside of the schedule. A special meeting will also be held if not less than six Governors submit a request to the Clerk, and will be held within 21 working days of receipt of the request.
18. The quorum for meetings of the Board will be half of the membership. A majority of the quorum present must be Independent Governors.
19. If a meeting of the Board 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.

Standing Orders

20. The quorum for meetings of the committees will be a simple majority of Governors of the committee. Should the meeting not be quorate, any decisions taken will have to be ratified by the next meeting of the committee.

21. The attendance protocol for meetings of the Board and its committees is as follows:

Over each year commencing 1 August, members are expected to:

- (i) attend at least 66% of the normal meetings of committees and groups of which they are in formal membership; and
- (ii) achieve at least a 50% attendance across all meetings of the Board and its committees.

Additionally, the position of a member who does not attend any meetings of the Board in a 12-month period is automatically considered by the Governance Committee.

22. The Committee Clerk will record the outcome of each agenda item considered by the Board and its committees and maintain an actions log. Minutes will include lists of members present and other persons in attendance. Draft minutes of meetings will be made available to the Chair for consideration no later than 10 working days after the meeting. Unconfirmed minutes will be circulated to all members of the Committee prior to its next meeting. Confirmed minutes will normally be published online within ten working days of the meeting at which they are confirmed.

23. In order to protect the interests of our University, its students, and its staff, and subject to the provisions of the UK General Data Protection Regulation (UK GDPR), Data Protection Act 2018 (DPA) and Freedom of Information Act (FOIA), certain items of business may be declared to be confidential or reserved.

24. Discussion of such business and circulation of supporting documents are normally restricted to members of the board or committee. Copies of such documents will not be published as set out in paragraph 22. Reserved business normally refers to matters concerning details of individuals, either members of staff, students or stakeholders.

25. Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items. In addition, the Chair, on the advice of the Pro Vice-Chancellor Students and Governance (University Secretary) or Clerk to the Governors, may decide that student and/or staff members should not receive reserved documents nor participate in discussion of reserved business, where there may be considered to be a conflict of interest.

Standing Orders

26. The Chair, on the advice of the Pro Vice-Chancellor Students and Governance (University Secretary) or Clerk to the Governors, is responsible for determining which items are to be declared confidential or reserved. Confidential and reserved documents should be clearly marked as such. Reserved business will be identified on the agenda.
27. Other staff, students or non-University personnel may be invited to attend meetings of the Board or any of its committees for particular agenda items at the request of the Chair of the Board/Committee. Such invitees may only address the meeting by resolution of the Board/Committee.
28. Items may be placed on the agenda by individual members or by committees of the Board with the agreement of the Chair. Each item should contain an indication of the consideration to be given by the Board- i.e. decision, discussion, noting or information. The item is to be supported by adequate information in the approved layout for agenda papers. Notification of the agenda item and supporting papers must be given to the Committee Clerk/Committee not less than 10 working days before the scheduled date of the meeting. All items included on the agenda must have the name of the initiator stated.
29. The final agenda for each meeting will be determined by the Chair. Staff or students may submit a request in writing to the Clerk that an item be included on the agenda for discussion, but this must be received at least 10 working days before the scheduled date of the meeting and agreed by the Chair for inclusion.
30. Any item supported by at least 100 current members of University staff (including staff of subsidiary companies) or registered students and submitted no later than 10 working days before the scheduled date of a Board meeting, will be considered by the Chair. The Chair may determine whether the item is placed on the Board agenda or referred to an appropriate scheduled committee of the Board. This provision does not replace or override established and approved consultation mechanisms. A written response to the item will be issued on behalf of the Board or committee within 10 working days following the scheduled meeting.
31. Documentation must be submitted in a form which is suitable for Board consideration.
32. There is no right of anyone submitting an item for discussion to attend or speak at the Board unless, exceptionally, agreed by the Chair as per Standing Order 23.
33. The agenda will normally consist of the following order of business:
 - (i) Election of Chair in the absence of the Chair or Vice-Chair;

Standing Orders

- (ii) Approval of the minutes of the previous meeting;
- (iii) Consideration of matters arising from those minutes;
- (iv) Elections or appointments;
- (v) Consideration of main items;
- (vi) Consideration of other items, including reports from, and minutes of, committees of the Board and response to questions of fact on those items.

34. There will be no heading 'any other business'. Urgent matters raised by members and approved by the Chair prior to the start of the meeting may be discussed.

35. Items which, in the view of the Clerk, can reasonably be expected to be discharged by the Board/Committee without discussion, may be set before the Board/Committee as 'starred' * items. At the request of a member, submitted to the Clerk in writing or by e-mail prior to the meeting, any such items will be opened for discussion and, where appropriate, for resolution.

36. Confidential items will be indicated as such on the agenda and will be indicated on the paper by inserting 'Confidential' in the header of each page of the paper.

37. Members will address their remarks to the Chair and speak on the item under discussion. Only one member may speak at a time. The Chairman will call in order those members who have indicated a wish to speak.

38. Members will not be bound in their speaking (and voting) by mandates given to them by other bodies or persons.

39. On occasion, when it is not possible for the Board to reach a consensus, a vote shall be conducted by a show of hands. In instances of virtual meetings, and in accordance with Standing Order 17, agreement will be sought verbally or via a virtual show of hands.

40. Should a vote be required and the number for and against is equal, the Chairman will have a casting vote.

41. The Board/Committee may:

- (i) note the item;
- (ii) approve the item;
- (iii) note or approve the item subject to amendment;
- (iv) recommend an appropriate alternative course of action;
- (v) request further information before a decision is made;

Standing Orders

- (vi) refer the item to the next meeting of the Board/Committee or to another meeting of the Board/Committee; or
- (vii) decline to approve the item.

42. Decisions will normally be taken by the Board at a meeting.

43. In exceptional circumstances the arrangements for Chair's action outlined below will apply.

- (i) Where an item of business has not been completed by the Board, the Board may authorise Chair's action for such completion. In so doing it should specify any limits within which Chair's action may be exercised. Any action taken by the Chair under this authority will be reported to the next meeting of the Board; or
- (ii) Where the need for a decision of the Board could not reasonably have been foreseen and urgent action is required, the Chair may take Chair's action within the Terms of Reference of the Board but any such action must be reported to the next meeting of the Board and will be subject to ratification.

44. In incidences where a decision is required to be taken between Board meetings and where Chair's action would not be considered appropriate or practicable, a resolution in writing may be considered. A written resolution of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every member of the Board of Governors and a simple majority of the members signify their agreement to the proposed resolution within 5 working days of the date of its circulation. For this purpose, a written resolution may be set out in more than one document or electronically signed email and will be treated and passed on the date that it has been approved by a majority. A report on the written resolution will be made to the next meeting of the Board of Governors to be included in the formal record of proceedings.

45. These Standing Orders will also apply to the conduct of the Board's committees, unless otherwise approved by the Board.