

## **BOARD OF GOVERNORS REGULATIONS 4.0**

### **STANDING ORDERS FOR THE APPOINTMENT AND REMOVAL OF GOVERNORS AND THE OPERATION AND CONDUCT OF MEETINGS**

These Standing Orders provide guidance to the Board of Governors on the appointment and removal of Governors and the operation and conduct of Board and sub-committee meetings. These Standing Orders were approved by the Board of Governors on 24<sup>th</sup> November 2021 and are effective from 25<sup>th</sup> November 2021.

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

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

The Chair of a meeting, advised by the University Clerk, is responsible for ruling on any question of interpretation of the Standing Orders. His, or her ruling is final.

#### **1.0 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.

The Board of Governors is the overarching decision-making body of the University and is responsible for the matters detailed in the Statement of Primary Responsibilities.

#### **2.0 ACCOUNTABILITY**

The University adheres to the principles of the Committee of University Chairs (CUC) Code of Governance (2020). In accordance with the CUC Code of Governance, the Board has approved a [Statement of Primary responsibilities](#). The University has also adopted the [CUC Senior Staff Remuneration Code](#) (2021)..

The Board is accountable to the Office for Students (OfS) as its regulator, and is required to adhere to the OfS [Regulatory Framework](#). The OfS Regulatory Framework sets out the conditions the University needs to meet to be eligible for ongoing registration, in order to access public funding via the student loans system and also to maintain its Student Sponsor Licence.

The University must abide by the Public Interest Principles outlined in the OfS Regulatory Framework. These Standing Orders contribute to the University's adherence to those Principles.

### **3.0 DELEGATION**

A [Scheme of Delegation](#) sets out how the Board of Governors delegates its powers in accordance with the provisions of paragraph 5 of the Articles of Government.

### **4.0 MEMBERSHIP CATEGORIES**

The membership of the Board of Governors is set out in paragraph 4 of the Instrument of Government. There shall be the following categories of members:

- The Vice-Chancellor;
- The Independent Members; and
- The Staff and Student Members (internal members); and
- The Co-opted Members.

### **5.0 SIZE**

Provided that the Independent Members must form the majority, the Board of Governors may determine the number of members in each category.

The Board of Governors has currently determined that there shall be not less than 12 and not more than 20 members as follows:

Up to 12 Independent Members (one of whom will be the Chair):  
Vice-Chancellor  
Up to 2 Academic Nominee Members  
1 Student Nominee  
Up to 2 Staff Nominee Members  
Up to 2 co-opted Members

Members of the Board are normally expected to prepare for and attend up to six Board meetings a year (including away days) and to be a member of at least one Committee. Any change to this commitment must be agreed by the Chair.

## **6.0 UNIVERSITY OFFICERS NORMALLY IN ATTENDANCE**

Executive Director for Students  
Provost and Deputy Vice-Chancellor  
Chief Operating Officer  
University Secretary (who fulfils the role of University Clerk)

The Board may choose to invite other staff and students of the University to join a meeting as observers or to participate in specific items.

## **7.0 TERM**

The term of office for governors has been determined in accordance with Paragraph 5.1 of the Instrument of Government. For Independent Members the term is four years, for Staff Members it is three years and for Student Members it is one year. Governors can serve a maximum of two terms. Staff and Student Governors will cease to be governors once their employment with the University ends or their registration as a student (or position with the University as applicable) ceases.

The term of office for Co-opted members will be set at the discretion of the Board of Governors but will not exceed four years.

A member (including the Chair and Vice Chair) may resign from that office by giving notice in writing to the University Clerk.

## **8.0 APPOINTMENT OF MEMBERS**

The Board shall approve all appointments of Governors in consultation with the Nominations and Governance Committee, which shall conduct the appointment process.

In considering candidates for Independent Members, the Nominations and Governance Committee shall usually advertise the vacancies and may conduct a search. The Committee shall consider the need to balance the skills and experience of the members of the Governing Body and the diversity of the membership of the Governing Body.

Where there is a requirement for a specific skill set or expertise on the Board, the Nominations and Governance Committee may approach individuals directly if required to fill these vacancies via a nominated representative(s).

In considering candidates for an Independent Member with experience of higher education, the Nominations and Governance Committee may advertise the vacancy and conduct a search or approach individuals directly via a nominated representative(s). The Committee will have particular regard for the view of the Vice-Chancellor in relation to the candidates.

The recommendations of Nominations and Governance Committee shall be considered by the Board of Governors.

The appointment of Internal Members shall normally be by election. The role of the Nominations and Governance Committee in these appointments shall be to oversee that the election was properly conducted, the nominee is eligible and is fit and proper. The Committee has no role in assessing the suitability of the candidates for Internal Members.

## **9.0 APPOINTMENT OF THE CHAIR, VICE CHAIR AND UNIVERSITY CLERK**

### **CHAIR AND VICE CHAIR**

In accordance with Article 6.3, the Board of Governors shall appoint a Chair and Vice Chair, both of whom shall be Independent Members. The University Clerk will be responsible for the organisation and proper conduct of the appointment process, which may include external advertising and formal interview.

If only one candidate is nominated for the role of Chair then the Board shall consider whether additional candidates should be sought.

Elections for the roles of Chair and Vice Chair should not be held concurrently. The Board will consider the recommendation of the Nominations and Governance Committee on the timing of elections. Where a vote is required, the decision shall be by simple majority vote of the members present and eligible to vote.

The term of office for the Chair and the Vice Chair will be three years.

The Chair and Vice Chair are eligible for reappointment following the completion of their respective terms of office. The Nominations and Governance Committee is responsible for advising the Board of Governors on the process to be followed for any reappointment of the Chair or Vice Chair.

A person appointed as Chair who is at the time of their election an independent member may serve on the Board of Governors for more than three consecutive terms, but their total length of consecutive service on the Board of Governors (i.e. their time as an ordinary independent Governor and their time as Chair) shall be no more than twelve years.

A person appointed as Chair who was not previously a member of the Board of Governors shall serve on the Board of Governors for no more than three terms.

The Chair and Vice Chair may resign from that office by giving notice in writing to the University Clerk.

## **UNIVERSITY CLERK**

The University Clerk is appointed by the Board of Governors as the secretary to the Board of Governors in accordance with Article 4.3 and also as secretary to the committees.

The University Clerk shall advise the Board of Governors on the proper conduct of its business in accordance with the Instrument and Articles and all Board Regulations, and as part of that role may seek external legal or other advice.

The University Clerk shall withdraw from any meeting where his/her employment or other matters in which s/he has a personal interest are being considered. In such cases the Chair will be responsible for making arrangements for that part of the meeting to be minuted.

In the temporary absence of the University Clerk, the Chair and the Vice-Chancellor will make arrangements for someone other than a member of the Board of Governors to carry out the role on a temporary basis.

### **10.0 CHAIR'S ACTION**

The Board of Governors has authorised the Chair to act on its behalf between meetings on routine matters such as the signing of documents on behalf of the Board of Governors, or in response to approaches made to the Board of Governors by external organisations on issues which do not require approval by the Board of Governors. The Chair may also take any necessary steps to implement matters already agreed by the Board of Governors.

The Chair may deal with business by Chair's action where a matter is too urgent and/or important to await the next ordinary meeting of the Board of Governors and it is impracticable to call a special meeting of the Board of Governors.

The Chair should where possible consult members of the Board of Governors by telephone or email before using Chair's action where it is taken on matters that are normally reserved for Board determination.

Chair's action should be used only where delaying a decision would disadvantage the University.

The University Clerk must ensure that a written record is made of every decision made by Chair's action. This should be defined in the same precise terms as a decision made by a meeting of the Board of Governors. If the decision is made by telephone or at an informal meeting, the Chair should send an email to the University Clerk confirming the substance of the discussion and any decision made.

All decisions taken by Chair's action should be reported to the Board of Governors at its next ordinary meeting.

## 11.0 REMOVAL OF A MEMBER

In accordance with paragraph 5.3 of the Instrument, the Board of Governors may remove a member (including internal members) from office in the following circumstances:

- the member has been absent from meetings of the Board of Governors for a period of twelve months without permission;
- where a member is unable or unfit to discharge the functions of a member; or
- where a member is no longer able to meet the requirements of the OfS definition of a 'fit and proper' person to act in such a capacity.

The Board may also remove a member who has not acted in accordance with the University's Code of Conduct and Statement of Expectations for Board members or no longer meets the requirements of Charity law.

Where there are concerns that a member of the Board may have contravened the requirements necessary to ensure good governance, the Chair will notify the member of the concerns and that the Board of Governors will wish to consider his/her fitness to continue as a member.

The member will be offered the opportunity to tender his/her resignation from the Board of Governors if that is appropriate.

If s/he is not minded to resign, a special meeting of the Board of Governors will be convened to consider the matter. The member will be given the opportunity to make written and/or oral representations to the Board of Governors as to why s/he should not be removed. Neither the member nor the Board may be legally represented at this meeting.

After considering those representations and if its concerns remain, the Board of Governors will give written notice removing the member from the Board of Governors.

It is each member's responsibility to inform the University Clerk if they are under an investigation for any issues that may impinge upon the "fit and proper" person criteria, or place them at risk of not being able to meet the OfS public interest requirements. It is the responsibility of the University Clerk to inform the Nominations and Governance Committee of any such material issues. The Nominations and Governance Committee will consider the issues reported, with guidance from the Chair and the University Clerk.

In cases where the issues would automatically lead to disqualification as a charity trustee such members will be suspended pending a decision on the issue. This suspension will remain confidential but during this time they may not attend any meetings or act as a Governor.

It is the responsibility of the member of the Board of Governors to notify the University Clerk as soon as possible if s/he becomes disqualified following any investigation that impinges on their ability to act as a fit and proper” person. The member’s term of office will automatically cease without the need for a formal resolution of the Board of Governors.

Where an Internal Member is suspended as a member of staff or as a student, the Board of Governors will suspend that member from the Board of Governors for the duration of his/her suspension from the University.

## **12.0 REMOVAL OF THE CHAIR OR VICE CHAIR**

If at any time the Board of Governors is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair, the Board of Governors may by notice in writing to the Chair or Vice Chair remove him/her from office and thereupon the office shall be vacant.

Before the Chair or Vice Chair can be removed, s/he should have the opportunity to respond in writing or in person at a special meeting of the Board of Governors to any allegations made against him/her.

## **13.0 REMOVAL OF A COMMITTEE CHAIR OR MEMBER OF A COMMITTEE**

The Board of Governors will consider removing a Committee member from the Committee if s/he has been absent from more than two consecutive meetings of the relevant Committee without the permission of the Board of Governors, or if s/he is unable or unfit to charge the functions of a member of the Committee.

Before the Committee Chair or member of the Committee can be removed, s/he should have the opportunity to respond in writing or in person at a special meeting of the Board of Governors to any allegations made against him/her.

## **14.0 REGULATIONS FOR MEETINGS OF THE BOARD AND COMMITTEES**

Members should normally attend Board meetings in person however virtual meetings may be held from time to time. Meetings of the Board’s sub committees may be held in person or virtually subject to the approval of the Committee Chair.

Members shall notify the University Clerk if they are unable to attend a meeting and will give as much notice as possible of their absence.

## **15.0 MEETING PAPERS**

A Schedule of Business for the Board or committee will be prepared by the University Clerk and the Chair. It will be submitted for approval at the Board or committee's first meeting of the academic year and will form the basis for development of the agendas throughout the year. The Schedule of Business will take into account any deadlines for regulatory business and may be subject to change.

The business of a meeting will be clearly set out in an agenda. The agenda will be determined by the Chair taking account of advice from the University Clerk and the Vice-Chancellor and of the right of the members to put forward matters for consideration.

The University Clerk shall ensure that copies of all necessary documents are provided for every meeting. Where appropriate, access to documents may be provided in paper or electronic form.

Copies of all papers for consideration at a meeting shall normally be delivered to all members at least seven days before an ordinary meeting and normally at least four days before a special meeting.

Members of the Board of Governors should notify the University Clerk of any matters they wish to be included on the agenda of an ordinary meeting in writing at least fourteen days before that meeting.

The late circulation of papers will not preclude their consideration unless a simple majority so decides.

## **16.0 QUORUM**

The quorum for meetings shall be one third rounded up to the next whole number of the total actual membership of the Board of Governors with Independent Members forming the majority of the quorum.

An inquorate meeting may proceed to consider items on the agenda, but all decisions must be deferred to the next quorate meeting.

The quorum for meetings of the Board's sub-committees are detailed in their Terms of Reference.

## **17.0 FREQUENCY OF MEETINGS**

The Board of Governors meets on average five times per annum. Meetings are normally held in November, March, May and June. Additional meetings may be held from time to time at which attendance by the Board of Governors is expected.

A special meeting must be convened by the University Clerk within ten days of the receipt of a written request from the Chair or four members of



the Board of Governors to transact only the business specified in the request.

Board meetings will normally be held in person. However, meetings may be held by any suitable electronic means provided all members can communicate with each other.

Any ordinary meeting may be cancelled by the Chair if in his/her opinion there is insufficient business to warrant a meeting taking place. However, a meeting will not be cancelled if the effect would be to reduce the number of ordinary meetings held during the year to less than three.

## **18.0 CHAIRING MEETINGS**

Meetings shall be chaired by the Chair or, in his/her absence, the Vice Chair. In the absence of both the Chair and Vice Chair, the members shall choose a chair for that meeting by a simple majority from amongst the members present.

## **19.0 RESOLUTIONS**

The Board will endeavor to make decisions on the basis of consensus and common agreement. However, there may be circumstances where a formal vote is required. All decisions which require a vote will be taken by simple majority vote of all those voting on the question, save for decisions relating to changing the Instrument and Articles of Government. The normal method of voting will be by a show of hands. However, a member present and entitled to vote on a particular issue may request that the vote be conducted by secret ballot. The approval of such a request is at the discretion of the Chair.

Changes to the Instrument and Articles of Government require 75% of members present to agree to the amendments. The method of voting will be as outlined above.

A member may not vote by proxy or postal vote.

Where a vote is tied, the Chair of the meeting shall have a second or casting vote.

Exceptionally, members may agree a resolution in writing or electronic form rather than at a meeting. This provision will normally only be used where the Board has made a decision in principle on the matter.

A resolution in writing signed by all the members 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 duly convened and constituted. A resolution sent by electronic means shall be deemed to have been signed by the relevant member of the Board of Governors if s/he returns it under

cover of an email or other electronic communication confirming his/her agreement to it.

Any resolution may be rescinded or varied at any subsequent meeting of the Board of Governors.

Members will be asked at each meeting to declare interest in any item of business. Where they declare an interest they may not participate in the discussion or any vote.

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

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.

## **20.0 CONFIDENTIAL AND RESERVED BUSINESS**

Items concerning named members of staff or students, or one or more prospective members of staff or students will be considered as reserved business. Staff and student members shall withdraw from a meeting whilst such items are being discussed. The Vice-Chancellor shall withdraw from any meeting or part thereof where his/her own position is under discussion.

The Chair has the discretion to require any University Officer in attendance to withdraw from the meeting whilst reserved business is discussed.

Papers directly relating to such reserved business shall only be circulated under confidential cover to those who will discuss the item.

Confidential items discussed by the Board of Governors will not be accessible to the public.

## **21.0 PROTOCOL FOR MEETINGS**

Meetings will start promptly and shall not normally exceed four hours.

Conflicts of Interest is a standing item on all agendas and the Chair will remind members that if a conflict is declared for a particular item they will either:

- Allow the person to be present for the discussion but state that they will not be allowed to participate; or
- Ask the member to leave for that item.

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

## **22.0 MINUTES**

Minutes of each meeting will be prepared by the University Clerk, in consultation with the Chair.

At every meeting the minutes of the last meeting will be taken as an agenda item and, if agreed, will be signed by the Chair.

The minutes relating to reserved agenda items as referred to above will be separately recorded and will be held by the University Clerk. Staff and student members of the Governing Body and University Officers will not be permitted access to reserved minutes relating to meetings, or parts of meetings, from which they have been excluded, unless with the approval of the Chair.

## **23.0 PUBLIC ACCESS**

An abridged version of the minutes of the Board of Governors shall be made available on the University's website, without confidential or reserved business.

## **24.0 ESTABLISHMENT AND DISESTABLISHMENT OF COMMITTEES**

The Board shall establish committees to carry out some of its functions (save for those that cannot be delegated under Article 5.2). It may also disestablish committees (provided that this does not breach OfS conditions of registration).

As of the date of these Standing Orders, the following committees have been established by the Board of Governors:

- Academic Governance Committee
- Audit and Risk Assurance Committee
- Finance Committee
- Nominations and Governance Committee
- Remuneration Committee

The Board shall agree the membership and functions of each committee (in consultation with the Nominations and Governance Committee if applicable) and shall approve the terms of reference (and any amendments) for each committee.

Any committee may establish and disestablish sub-committees and determine their membership and functions, subject to the approval of the Board of Governors.

Committees should undertake an annual review of their terms of reference and make recommendations to the Board of Governors in respect of any changes. 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 Vice Chair from the committee's membership. These roles will be confirmed by the Nominations and Governance 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.

## **25.0 THE CHANCELLOR**

The Board of Governors may appoint a Chancellor of the University who shall act as the ceremonial Head of the University. The Chancellor will be independent of the Board of Governors. His/her role shall be to act as a supporter and ambassador for the University and augment its reputation to the external world.

The Chancellor shall preside at the award and graduation ceremonies of the University and in his or her absence the Vice-Chancellor, any other nominee of the Vice-Chancellor or the Chair of the Board shall preside at such ceremonies of the University.

Further duties of the Chancellor may be established by the Board. The Chancellor's appointment may be terminated early by the Board for good cause, having provided an opportunity to the Chancellor to make appropriate written representation to the Board.