

## 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 and sub-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. The Board will normally meet not less than four times a 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.
5. On a biennial basis, before the end of the academic year, the Board will elect, or receive a report of the outcome of an election of, its Chairman and Vice-Chairman for the next two year term commencing on 1 August.
6. Elections will take place by secret ballot. A candidate for office who is the sole nominee will be deemed elected.
7. Governors are elected for the following terms:
  - (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 Governor - 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.
8. These terms do not apply to the Vice-Chancellor.
9. Members of the Board (except the Vice-Chancellor) will normally serve on each Committee for a period not exceeding 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.

10. Chairmen of committees, with the exception of the Chairman of the Governance Committee, which is ascribed to the Chairman of the Board, will normally serve for three years. However, the handover to a new Chairman in each case should not occur if the break in continuity would be particularly disruptive. Chairmen of sub-committees will normally serve for two years.
11. The agenda and supporting papers are to be circulated by the Clerk at least five working days prior to the meeting.
12. The Chairman 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.
13. The quorum for meetings of the Board will be half of the membership. A majority of the quorum present must be Independent Governors.
14. If a Board meeting is quorate but less than half the members present are Independent Governors, a majority of the Independent Governors present may require that a decision is deferred until the next meeting.
15. 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.
16. The attendance protocol for meetings of the Board and its committees, as agreed at the meeting of the Board on 16 July 2003, 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.
17. The Committee Clerk will record the outcome of each agenda item considered by the Board and its committees. Minutes will include lists of members present and other persons in attendance. Draft minutes of meetings will be made available to the Chairman 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.

18. 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 Chairman of the Board/Committee. Such invitees may only address the meeting by resolution of the Board/Committee.
19. Items may be placed on the agenda by individual members or by committees of the Board with the agreement of the Chairman. Each item should contain an indication of the consideration to be given by the Board, ie 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.
20. Staff and students of the University and external agencies may include items on the agenda at the Chairman's discretion, except that any item signed by 100 or more staff or students will be placed on the agenda.
21. The agenda will normally consist of the following order of business:
  - (i) Election of Chairman in the absence of the Chairman or Vice-Chairman;
  - (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.
22. There will be no heading 'any other business'. Urgent matters raised by members and approved by the Chairman prior to the start of the meeting may be discussed.
23. 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.
24. 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.
25. Members will address their remarks to the Chairman 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.

26. Members will not be bound in their speaking (and voting) by mandates given to them by other bodies or persons.
27. Should a vote be required and the number for and against is equal, the Chairman will have a casting vote.
28. 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;
  - (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.
29. Decisions will normally be taken by the Board at a meeting.
30. In exceptional circumstances the arrangements for Chairman's action outlined below will apply.
- (i) Where an item of business has not been completed by the Board, the Board may authorise Chairman's action for such completion. In so doing it should specify any limits within which Chairman's action may be exercised. Any action taken by the Chairman 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 Chairman may take Chairman'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.
31. These Standing Orders will also apply to the conduct of the Board's committees and their sub-committees, unless otherwise approved by the Board.