Guide to the Board of Governors incorporating the

Standing orders of the board of governors

September 2015
Introduction

This document sets out the Standing Orders of the Board of Governors of the University of West London as well as guidance on the role and function of the Board. It is intended to act as a guide for Governors and those who work closely with the Board.

The provisions of the Instrument & Articles of Government of the University are the primary authority for guidance on the conduct of the business of the Board of Governors. However, this document sets out supplementary rules incorporating those additional protocols and practices which have been adopted. It is the authoritative source on these matters and replaces all previous decisions of the Board of Governors in these respects.

The University of West London is a Higher Education Corporation established through the 1992 Education Act. It is also an exempt charity, regulated through the Higher Education Funding Council for England (HEFCE).

The Board of Governors is accountable to HEFCE through the HEFCE Memorandum of assurance and accountability which was introduced in August 2014. In undertaking its duties, the Board of Governors also seeks to ensure that it aligns with good practice as set out in the CUC Code of Governance published in December 2014.

It is the responsibility of the University Secretary who is the Clerk to the Board of Governors to interpret this document and to advise the Board of Governors including the Chair of the Board of Governors and Committee Chairs. Any queries should be addressed to Marion Lowe (marion.lowe@uwl.ac.uk).

The Board of Governors will review this guidance and the Standing Orders as required and at intervals of three years to ensure that they are up-to-date and reflect current good practice.
Interpretation

Articles the University’s Articles of Government dated May 2015

Board of Governors the Board of Governors of the University

Chair the Chair of the Board of Governors

Committee a Committee of the Board of Governors as set out in Section 2

Committee Chair the Chair of a Committee


Deputy Chair the Deputy Chair of the Board of Governors

Independent Governor an independent member of the Board of Governors as defined by the Instrument of Government

Instrument the University’s Instrument of Government dated May 2015

Member a member of the Board of Governors

University the University of West London

University Secretary the University Secretary & Clerk to the Board of Governors

Vice-Chancellor the Vice-Chancellor of the University
Section One: Role of the Board of Governors

1. Overall Role of the Board of Governors

1.1 The Board of Governors is the overarching decision making body of the University and is responsible for overseeing the activities of the University and determining its strategic direction. Its roles are set out in the Articles of Government which were updated in May 2015.

1.2 In accordance with Article 3.1, the Board of Governors is responsible for the following:

(a) the determination of the educational character and mission of the University and for oversight of its activities;
(b) the effective and efficient use of resources, the sustainability and solvency of the University and the Corporation and for safeguarding their assets;
(c) approving annual estimates of income and expenditure;
(d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
(e) setting the framework for the pay and conditions of service of all other staff;
(f) the assignment and appraisal of the Vice-Chancellor;
(g) approving the appointment of a Chancellor and Pro-Chancellors;
(h) approving the Students’ Union constitution;
(i) approving the appointment to the Board (in accordance with the Instrument of Government); and
(j) approving appointment of members to its Committees.

2. Statement of Primary Responsibilities

2.1 In accordance with the CUC Code of Governance, the Board has approved a Statement of Primary responsibilities which is attached at Appendix 1 which sets out its role in more detail.

3. Accountability to HEFCE

3.1 The Board, although autonomous, is accountable to the Higher Education Funding Council for England (HEFCE) through the HEFCE Memorandum of assurance and accountability. This sets out the requirements for Boards of Governors as follows in order to draw down public funding (including monies from fees loaned by the Student Loans Company):

*Members of governing bodies of Higher Education Institutions (HEIs) have a set of legal responsibilities and other duties. Taken together, the responsibilities of members of a governing body and of the governing*
body as a whole are considerable, and must be met. The governing body of an HEI is collectively responsible and has ultimate responsibility that cannot be delegated for overseeing the HEI’s activities, to determine its future direction, and to foster an environment in which the HEI’s mission is achieved.

3.2 HEFCE requires, in accordance with the HEI’s own constitution that there should be effective arrangements for providing assurance to the governing body that the HEI:

- Has a robust and comprehensive system of risk management, control and corporate governance. *This should include the prevention and detection of corruption, fraud, bribery and irregularities.*

- Has regular, reliable, timely and adequate information to monitor performance and track the use of public funds.

- Plans and manages its activities to remain sustainable and financially viable.

- Informs HEFCE of any change in its circumstances which – in the judgement of the accountable officer and in agreement with the governing body – is a material change, including any significant developments that could impact on the mutual interests of the HEI and HEFCE.

- Uses public funds for proper purposes and seeks to achieve value for money from public funds.

- Delivers its charitable purpose for the public benefit.

- Complies with the mandatory requirements relating to audit and financial reporting, set out in our Audit Code of Practice and in HEFCE’s annual accounts direction.

- Has effective arrangements for the management and quality assurance of data submitted to HESA, the Student Loans Company, HEFCE and other funding or regulatory bodies.

- Has an effective framework – overseen by its senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards.

- Considers HEFCE’s assessment of its risk status, engages with HEFCE during the risk assessment process, and takes action to manage or mitigate the risks agreed upon.

3.3 The University accounts to HEFCE through the following documents:
i. Annual accountability returns;
ii. Other information HEFCE may reasonably request to understand the HEI's risk status;
iii. Any data requested on HEFCE’s behalf by the Higher Education Statistics Agency (HESA);
iv. Information needed to enable HEFCE to act as principal charity regulator.

4. Accountability to other funders and stakeholders

4.1 The University has substantial numbers of Further Education students and is responsible to the Education Funding Agency for the money it receives in respect of these students. There are also responsibilities to OfSTED which inspects this education and to Ofqual.

4.2 The University also is accountable to the Health Authorities which contract nursing and midwifery education and also to the NHS for the bursary provision.

5. Requirements of the CUC Code of Governance

5.1 The Committee of University Chairs (CUC) publishes a Higher Education Code of Governance which sets out the expectations for the way in which it undertakes its roles and responsibilities. The Code is based on the following values and beliefs which governing bodies are expected to adopt:

- Autonomy as the best guarantee of quality and international reputation.

- Academic freedom and high-quality research, scholarship and teaching.

- Protecting the collective student interest through good governance.

- The publication of accurate and transparent information that is publicly accessible.

- A recognition that accountability for funding derived directly from stakeholders requires HEIs to be clear that they are in a contract with stakeholders who pay for their service and expect clarity about what is received.

- The achievement of equality of opportunity and diversity throughout the institution.

- The principle that HE should be available to all those who are able to benefit from it.
- Full and transparent accountability for public funding.

5.2 Building on these values the Code is based on the following ten key elements of HE governance:

1. The governing body must be unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern.

2. The governing body must protect institutional reputation by ensuring clear ethical standards, policies and procedures are in place.

3. The governing body must ensure institutional sustainability by setting and ensuring the successful delivery of institutional mission and strategy.

4. The governing body must ensure the effective operation of academic governance - involving the senate/academic board or equivalent as specified in its governing instruments - in order to maintain quality and ensure that the interests of students are at the heart of governance.

5. The governing body must ensure institutional financial health including by adopting effective systems of control and risk management which promote value for money, meet mandatory audit requirements, and produce accurate and quality assured institutional data.

6. The governing body must ensure that effective control and due diligence takes place in relation to external activities, including internationalisation, partnerships and collaborations, commercialisation, and fund raising.

7. The governing body must promote equality and diversity throughout the institution, and it has a particular responsibility in relation to its own operation.

8. The governing body must ensure that governance structures and processes are fit for purpose, meet recognised standards of good practice, and adopt clear definitions of the roles of the chair, the head of institution and the secretary.

9. The governing body must ensure its size, membership and associated skills are fit for purpose with external members forming a majority, and must be such as to ensure institutional and stakeholder confidence.

10. The governing body must review regularly its effectiveness and that of any committees in its sub-structure.
6. Delegation of Board responsibilities to the Vice Chancellor

6.1 Reporting to the Chair of Governors, the Vice-Chancellor is responsible for managing the University in accordance with this overall strategy and the current corporate plan. S/he is supported by the Vice Chancellor’s Executive. The Vice-Chancellor also carries direct responsibilities as ‘Chief Accountable Officer’ for use of HEFCE grants; further details are in the HEFCE Memorandum of assurance and accountability.

6.2 Under the Articles, the Vice-Chancellor carries delegated responsibilities from the Board:

- Making proposals to the Governors about the educational character and mission of the Institution and for implementing the decisions of the Governors
- The organisation, direction and management of the institution and leadership of the staff
- The appointment, assignment, grading, appraisal, suspension, dismissal and (except for the holders of senior posts) determination of the pay and conditions of service of staff within the framework set by Governors
- After consultation with the Academic Board and subject to the responsibilities of the Governors, determination of the institution’s academic and other activities
- Preparing annual estimates of income and expenditure for approval by the Governors
- Management of budget and resources within the estimates approved by the Governors
- The maintenance of student discipline
- Within the rules and procedures within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons
- Keeping a register of students

6.3 The Board may delegate further powers to the Vice Chancellor and through him to members of his Executive. However Article 4.2 reserves five powers explicitly to the Board of Governors, which shall not delegate them:

- the determination of the educational character and mission of the University;
• the approval of the annual estimates of income and expenditure;
• ensuring the solvency of the University and the Corporation and safeguarding of their assets;
• the appointment or dismissal of the Vice-Chancellor, or
• the varying, or revoking of the Instrument and Articles of Government.

7. The Scheme of Delegation

7.1 The Scheme of Delegation sets out how the Board of Governors delegates its powers to Committees, the Chair and the Vice-Chancellor, in accordance with the provisions of Article 4.

8. Committees of the Board

8.1 Article 4.1 provides that the Board of Governors may establish committees for any purpose or function, other than those assigned in the Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chair of the Board of Governors or to the Vice-Chancellor.

8.2 Further detail about the role of Committees can be found at Section 6 below.
Section 2: Membership and Appointment of the Board of Governors

9. Categories of membership

9.1 The membership of the Board of Governors is regulated by paragraphs 3 and 4 of the Instrument of Government. Paragraph 3 provides for there to be different categories of members, as follows:

(a) up to thirteen independent members with experience of industrial, commercial or employment matters or the practice of any profession
(b) up to two academic staff\(^1\) at the University nominated by the Academic Board
(c) up to two students of the University nominated by the students
(d) at least one and not more than nine co-opted members, including one with experience of education
(e) The Vice-Chancellor, ex officio

10. Size of the Board

10.1 Paragraph 4(1) of the Instrument requires the Board of Governors to make a determination with respect to the number of members in each category, subject to a minimum total membership of 12 and a maximum total membership of 24. In accordance with this power, the Board of Governors has determined that there should be 20 members as set out in Appendix B.

11. Terms of Office

11.1 The table in Appendix B sets out the terms of office for governors which have been determined in accordance with Paragraph 6(1) of the Instrument of Government.

12. Appointment of members of the Board of Governors

12.1 Paragraph 5 of the Instrument governs the appointment of members of the Board of Governors. The effect of the procedures can be summarised as follows:

(a) The Board of Governors is the appointing authority for all categories of members other than independent members.
(b) For the appointment of independent members, the current independent members of the Board of Governors are the appointing authority.

\(^1\) The ‘teachers’ of the University set out in the Instrument of Government are for the purposes of this document referred to Academic Staff
(c) If the number of independent members falls below that required for a quorate meeting of the Board of Governors, the Secretary of State will appoint sufficient independent members to enable a quorate meeting to take place.

12.2 Article 6.4 provides that the Board of Governors shall make rules governing the appointment of members in accordance with the terms of the University’s Instrument of Government. These procedures are set out below:

(a) Recommendations for the appointment of members of the governing body shall be made by the Governance and Nominations Committee.

(b) In considering candidates for independent membership the Governance and Nominations Committee shall advertise the vacancies and may conduct a search. The Committee shall have regard to the balance of skills and experience of the members of the Governing Body; and shall have regard to the diversity of the membership of the Governing Body.

(c) When co-opting members of the Governance and Nominations Committee may advertise the vacancy or it may choose to co-opt individuals with specific skill set or expertise that is required on the Board.

(d) In considering candidates for the co-opted governor with experience of higher education the Governance and Nominations Committee may advertise the vacancy and conduct a search; and shall have particular regard for the view of the Vice-Chancellor in relation to the candidates.

(e) In respect of the Academic Board member the role of the Governance and Nominations Committee shall be to assure itself that the selection was properly made by Academic Board and that the nominee is eligible. The Committee has no role in assessing the suitability of the candidate nominated by Academic Board.

(f) In respect of the Professoriate member, the President of the Students’ Union and the member of staff elected by the staff, the role of the Governance and Nominations Committee shall be to assure itself that the election was properly conducted and the nominee is eligible. The Committee has no role in assessing the suitability of the candidate elected by the Professoriate.

(g) The recommendations of Governance and Nominations Committee shall be considered by the Board of Governors. If a vote is necessary, a simple majority shall suffice, excepting in the case of recommendations relating to membership as independent Governors, where only independent governors may vote, a simple majority again sufficing.

(h) Governance and Nominations Committee may make recommendations to the Board of Governors at any time, but shall
annually in the summer term make recommendations relating to the coming session’s Board and Committee membership.
Section 3: Role and Conduct of Governors

13. Person specification for Governors

13.1 Members of the Board are expected to make a significant and effective contribution to the governance of the University. With this in mind, Independent and Co-opted Governors are required to have the attributes and experience as set out below.

Essential

- Significant experience in senior relevant role (normally at least 10 years' experience)
- Experience of working strategically in a complex organisation
- Previous Board experience and/or senior committee experience
- Ability to uphold the highest standard of openness, probity and accountability
- A clear understanding of governance requirements

Desirable

- Experience and/or knowledge of higher education
- Experience and/or knowledge of the current statutory framework of higher education
- Experience and/or knowledge of working as a trustee in the charitable sector
- Sharing the values and strategic aims of the University of West London

13.2 The Board maintains a schedule of members’ skills and experience and will take this into consideration when making appointments to ensure that there is an appropriate mix of experience available to the Board. When appointing co-opted members to committees different requirements may apply.

14. Attendance and time commitment

14.1 Members of the Board are normally expected to prepare for and attend up to 6 Board meetings a year (including two Away days) and to be a member of at least one Committee. Any change to this commitment must be agreed by the Chair.

15. Declaration and Register of interests
15.1 Members of the Board of Governors must act, and be perceived to act, impartially, and not be influenced by social or business relationships. A member who has a pecuniary, family or other personal interest in any matter under discussion must disclose the interest. In the light of this members are invited to declare any interests in the discussion at the beginning of each meeting.

15.2 The University Secretary also maintains a register of the financial and other declared interests of members of the Board of Governors. Co-opted members of Committees and members of the University Executive are also required to complete a declaration of interests. The Register of Interests is also published on the University Website.

15.3 Members will be required to certify annually that they are still considered fit to act as governors and this will be included as part of the annual declaration.

16. Standards of public life

16.1 The University is committed to the highest standards of openness, integrity and accountability. The Board of Governors has a duty to ensure that it fulfils the highest standards of corporate governance at all times and that it is discharging its duties with due regard for the proper conduct of public business.

16.2 Individual members of the Board of Governors and co-opted members of Committees should at all times conduct themselves in accordance with the accepted principles of behaviour in public life (the Nolan principles), which embrace:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

17. Requirements as Charity Trustees

17.1 Members of the Board of Governors are charity trustees and must ensure that they act in all times in accordance with the requirements of charity law and that they act in the best interests of the University and its charitable beneficiaries.

17.2 Members of the Board of Governors and co-opted members of Committees should abide by the requirements of the legal duties of Charity Trustees which are to:
• Ensure the charity is carrying out its purposes for the public benefit
• Comply with the charity’s governing document and the law
• Act in the charity’s best interests
• Manage the charity’s resources responsibly.

17.3 Further information is available from the Charity Commission website.

18. Code of Conduct

18.1 Taking into account the above requirements and putting them into a University of West London context, the Board have agreed a code of conduct for governors which is as follows:

(a) act with reasonable skill, care and diligence in their conduct of business pertaining to the University

(b) promote and protect the good reputation of the University

(c) be aware of potential conflicts of interest and act at all times in the interests of the University

(d) observe the provisions of the Instrument & Articles and in particular the responsibilities of the Board of Governors

(e) observe the provisions of the Standing Orders and other rules made by the Governors in order to ensure that the Board of Governors conducts itself in an orderly, fair, open and transparent manner

(f) to question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings

(g) respect the right of others to express their personal views

(h) recognise the collective nature of decisions taken by the Board of Governors and the shared corporate responsibility for those decisions

(i) keep confidential any matter which has been designated as confidential in accordance with paragraph 38 below.

(j) have regard to the difference between governance and management and in particular the responsibilities given to the Vice-Chancellor by the Articles
(k) understand and respect the principle of academic freedom and freedom of speech

(l) not make statements to the press or media or at any public meeting relating to the proceedings of the Board of Governors without first having obtained the approval of the Chair

(m) refer to the University Secretary for advice relating to any aspect of the University’s governance.

18.2 An appraisal of members' performance in respect of the above code will be undertaken by the Chair one year following appointment and prior to any re-appointment. An appraisal of the Chair will also be undertaken on the same basis.

19. Decision making

19.1 When making decisions, governors must, in accordance with the principles of Charity Law and:

- act within their powers
- act in good faith, and only in the charity’s interests
- make sure they are sufficiently informed, taking any advice they need
- take account of all relevant factors
- ignore any irrelevant factors
- manage conflicts of interest
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

19.2 Decisions must not be taken for any improper purpose or personal motive but must always be for the benefit of the University, its staff, students and other stakeholders, and must be taken with a view to safeguarding public funds.

19.3 Governors must also ensure that the Board's decision-making processes are free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups. To this end governors must ensure that they declare any interests and do not make any decisions on these matters. They must also ensure that they make decisions based on the interests of the University as whole.

19.4 Staff and student governors must ensure that they take decisions in the interests of the University. Although they may be elected, they must not make decisions as representatives of any constituency.
19.5 Members nominated by particular constituencies must not act as if delegated by the group they represent. In accordance with Article 6.2, no member may be bound, when speaking or voting, by mandates given to him/her by other bodies or persons. Collective decision making

19.6 Collective decision-making is at the heart of how the Board of Governors conducts its business, and frankness, openness, mutual trust and mutual confidence between members are at the heart of collective decision-making. Although the Chair has special responsibilities to give direction to the Board of Governors each member, including staff and student members, has an equally important role to play in the governance of the University.

19.7 A decision of the Board of Governors, even when it is not unanimous, is a decision taken by the Board of Governors collectively and each individual member has a duty to stand by it, whether or not s/he was present at the meeting at which it was taken.

19.8 Once a decision has been made, members of the Board must abide by this principle of collective decision making, even if their views are not consistent with the outcome. Members should avoid putting their specific interests before that of the institution.

20. Authority to take decisions

20.1 The Board should only take decisions or make any agreements for which the authority has been approved. Individual members of the Board should not enter into any agreements on behalf of the board unless they have such authority.

21. Expenses

21.1 The Instrument 9(1) provides that “the Board of Governors shall have powers to pay to members of the Board of Governors such travelling, subsistence or other allowances as the Board of Governors may determine“.

21.2 Members of the Board of Governors, including co-opted members of Committees, shall be reimbursed for out-of-pocket expenses as detailed in the University’s policy for the reimbursement of travel and other expenses.

21.3 Except as detailed below, no other payment or other remuneration shall be made to any member of the Board of Governors or any co-opted member of a Committee for any kind of service to the University.

Vice-Chancellor, staff and student members

21.4 The Vice-Chancellor and any staff member shall be entitled to be paid in accordance with their contract of employment with the University. This also includes the President of the Students’ Union, who may be paid by the Students’ Union in accordance with the contract of employment with the Students’ Union.
**Provision of services**

21.5 A member of the Board of Governors may have an interest in the supply of goods or services to the University, provided that at any meeting of the Board of Governors or of a Committee that interest is declared and the member concerned takes no part in the decision on whether or not the contract is placed.

21.6 Any such interest must be notified in writing to the University Secretary, who shall include it in the register of interests and declare it at the next meeting of the Board of Governors.

22. **Indemnity for Governors**

22.1 The requirement to declare an interest shall not prevent the Board of Governors considering and voting upon proposals to insure the members of the Board of Governors against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums. The University provides indemnity insurance on this basis.

23. **Removal of a member of the Board of Governors**

23.1 In accordance with paragraph 6(3) of the Instrument, the Board of Governors may remove a member from office if the Board of Governors is satisfied that the member has been absent from meetings of the Board of Governors for a period of twelve months without permission. It may also remove a member who has not acted in accordance to the conduct expected as outlined in this guidance or is unable or unfit to discharge the functions of a member or no longer meets charity commission requirements.

23.2 The Procedure for removing Governors, including staff and student members from the Board are outlined at Appendix C.
24. Process of appointment

24.1 In accordance with Article 6.3, the Board of Governors shall appoint a Chair and Deputy Chair, both of whom shall be independent members.

24.2 The University Secretary will be responsible for the organisation and proper conduct of the appointment process. In accordance with Article 6.3(a) the decision shall be by simple majority vote of the independent members present and eligible to vote.

24.3 The Governance and Nominations Committee is responsible for advising the Board of Governors on the appointment of the Chair and the Deputy Chair. The Governance and Nominations Committee shall determine the process to be followed which may include external advertising and formal interview.

24.4 Where the nominated candidate is not already an independent member of the Board of Governors, appointment shall imply their simultaneous appointment as a member of the Board of Governors. It follows that an external chair may only be appointed where there is a suitable vacancy amongst the independent governors.

25. Term of office

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

25.2 The Chair and Deputy Chair are eligible for reappointment following the completion of their respective terms of office. The Governance and Nominations Committee is responsible for advising the Board of Governors on any reappointment of the Chair or Deputy Chair.

25.3 A person appointed as Chair who is at the time of their election an independent governor 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.

25.4 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.

25.5 The Chair and Deputy Chair may resign from that office by giving notice in writing to the University Secretary.

25.6 The Board of Governors may remove the Chair or Deputy Chair in accordance with the procedure set out at section Appendix C.
25.7 The Governance and Nominations Committee shall consider issues of succession planning in relation to the appointment of the Chair and Deputy Chair.

26. **Role of the Chair and Deputy Chair**

26.1 The Chair is responsible for the leadership of the Board of Governors and for ensuring that the necessary business of the Board of Governors is carried on efficiently, effectively and in a manner appropriate for the proper conduct of public business.

26.2 The Chair shall seek to promote the interests of the University wherever possible, and shall represent the University at internal and external events.

26.3 The Chair shall develop an effective working relationship with the Vice-Chancellor and the University Secretary, based on a mutual understanding of the responsibilities and authority each role carries, and the role of the Board of Governors in the governance of the University.

26.4 The Chair shall undertake the annual appraisal of the Vice-Chancellor and of the University Secretary, having reference to the Deputy Chair.

26.5 The Deputy Chair shall act for the Chair in his/her absence.

27. **Delegation to the Chair**

27.1 In accordance with Article 4.1, the Board of Governors may delegate any of its functions to the Chair, except the following which are specified in Article 4.2:

(a) the determination of the educational character and mission of the University;

(b) the approval of the annual estimates of income and expenditure;

(c) ensuring the solvency of the University and the Corporation and safeguarding of their assets; appointment or dismissal of the Vice-Chancellor, or

(d) the varying, or revoking of these Articles.

28. **Chair's action**

28.1 The Board of Governors has authorised the Chair to act on its behalf between meetings as follows:

28.2 The Chair may act on behalf of the Board of Governors between meetings on routine matters such as the signing of routine 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.

28.3 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 in accordance with paragraph 32.3.

28.4 The Chair should where possible consult members of the Board of Governors by telephone or email before using Chair’s action.

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

28.6 The University Secretary 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 Secretary confirming the substance of the discussion and any decision made.

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

29. University Secretary

29.1 The University Secretary is appointed by the Board of Governors as the Clerk in accordance with Article 5.

29.2 The University Secretary is responsible for the servicing and supporting of the Board of Governors and its Committees, the Academic Board and its committees and any other groups established from time to time.

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

29.4 The University Secretary 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.

29.5 In the absence of the University Secretary due to illness or other good or urgent cause 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.

29.6 Members of the Board have access to the University Secretary and may consult the University Secretary on any matter.
Section 5: Standing Orders for Board meetings

30. Standing Orders
30.1 Paragraph 6.5 of the Articles of Government provides that “detailed procedures for the conduct of meetings of the Board of Governors and its committees shall be set out in rules made by the Board of Governors”; and that “such rules shall also apply to the conduct of meetings of the Academic Board unless it determines otherwise and the Board of Governors so agrees.”

30.2 This section sets out those rules. They apply to all meetings of the Board of Governors and its Committees unless specifically mentioned in section 6 below. They also apply to meetings of the Academic Board and its Committees.

31. Attendance
31.1 Members shall attend, as far as is reasonably practicable, all meetings of the Board of Governors and those Committees of which they are a member.

31.2 Members should attend meetings in person. Exceptionally, however, members may attend meetings by using video-conference or teleconference facilities (or other remote means) provided that the facilities can be provided and work effectively; that the chair of the meeting is in agreement; and that everyone attending the meeting can communicate with each other. A member wishing to attend a meeting remotely must notify the University Secretary as soon as possible to establish whether the necessary arrangements can be made.

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

31.4 If the University Secretary judges that a meeting will not be quorate, s/he will immediately inform the Chair.

32. Frequency of meetings
32.1 The Board of Governors shall meet at least once in each academic term and such other meetings may be convened as shall be necessary for the effective discharge of its functions. Normally the Board meets at least five times in every academic year.

32.2 The University Secretary shall submit annually to the Board of Governors, for its consideration and approval, a calendar of dates for meetings and those of its Committees.

32.3 A special meeting must be convened by the University Secretary within ten days of the receipt of a written request from the Chair or five
members of the Board of Governors to transact only the business specified in the request.

33. **Documentation**

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

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

33.3 Copies of all the documents for consideration at a meeting of the Board of Governors 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.

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

33.5 The late circulation of documents will not preclude their consideration unless the Board of Governors by a simple majority so decides.

34. **Chairing the meetings**

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

34.2 Further detail on the role of the Chair is set out at paragraph 26 above.

35. **Quorum**

35.1 Article 6.1 provides that “the quorum for meetings of the Board of Governors shall be ten members of whom six shall be independent members”.

35.2 In the event that a meeting of the Board of Governors is or becomes inquorate, the Chair shall decide whether to proceed with the meeting or to close the meeting and postpone further consideration of the business to a later date. An inquorate meeting may proceed to consider items on the agenda, but all decisions must be deferred to the next quorate meeting.

35.3 Article 6.1 further provides that “if a meeting is quorate, but less than half the members present are independent members, a majority of the
independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.”

35.4 For clarity, this means a situation where the basic quoracy conditions are fulfilled (i.e. ten or more present, including six or more independent governors), but the implied condition of Instrument 4(3) (“that at least half of the members of the Board of Governors ... will be independent members”) is not met. In this situation the Chair of the Board of Governors shall explicitly ask the independent governors at each decision whether they wish to defer it to the next meeting. This shall be recorded in the Minutes.

36. Resolutions and voting

36.1 All decisions, except those relating to the appointment or removal of independent members, will be taken by simple majority vote of all those voting on the question. 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.

36.2 A member may not vote by proxy or postal vote.

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

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

37. Open meetings

37.1 Meetings of the Board of Governors shall be open to staff and students of the University as observers (subject to such maximum numbers as the Board in its absolute discretion may determine), except where material relates to named members of staff or students, or prospective members of staff or students, or to the appointment or removal of governors, or to matters which the Chair or the Board of Governors is satisfied should be dealt with on a confidential basis.

38. Confidential business

38.1 Some issues that the Board discusses will be confidential for commercial or other valid reasons. Such items will be marked as confidential and shall not be disclosed to those outside the Board.

39. Reserved business

39.1 Items concerning one or more named members of staff or students, or one or more prospective members of staff or students 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.

39.2 Discussions relating to the appointment of independent governors are reserved by the Instrument of Government (section 5) to the other independent governors. At the discretion of the chair such matters may be discussed confidentially by the independent governors only.

39.3 Discussions relating to the conduct or removal of a member of the Board of Governors are reserved by the Instrument of Government (section 6) to the other members of the Governing Body, and such discussions shall take place without observers present.

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

40. **Declarations of interest**

40.1 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.

41. **Minutes**

41.1 Minutes of each meeting of the Board of Governors will be prepared by the University Secretary, in consultation with the Chair.

41.2 At every meeting of the Board of Governors the minutes of the last meeting will be taken as an agenda item and, if agreed to be accurate, will be signed by the Chair. The minutes relating to reserved agenda items as referred to in paragraph 39 above will be separately recorded and will be held by the University Secretary. Staff and student members of the Governing Body 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.

42. **Public access to information**

42.1 Arrangements for the public access to agendas and minutes of the Board of Governors, shall be provided on the internet, except for confidential or reserved business (see paragraphs 38 and 39 above) which will not be accessible.

42.2 Access to information will be given in accordance with the University’s Publication Scheme.

43. **Written resolutions**

43.1 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.
Section 6: Committees of the Board of Governors

44. Establishment of Committees

44.1 The Board of Governors has the power under Article 4.1 “to establish committees for any purpose or function” and “to delegate powers to such Committees”.

44.2 The Board of Governors has established the following committees:

(a) Audit & Risk Committee (this is a requirement of the HEFCE Memorandum of Assurance and Accountability, and of the Articles of Government (4.3))
(b) Finance Committee
(c) Governance & Nominations Committee (this is a requirement of the CUC Code)
(d) Remuneration Committee (this is a requirement of the CUC Code)
(e) Student Liaison Committee
(f) Workforce Advisory Committee

45. Terms of reference

45.1 The powers and responsibilities of each Committee are set out in the relevant Committee’s terms of reference.

45.2 Each Committee should discuss its terms of reference at the first meeting in each academic year to ensure that they remain fit for purpose and to remind Committee members of their responsibilities.

45.3 Terms of reference are determined by the Board of Governors. A committee may recommend changes to its remit, or the articulation of its remit, but is not able to change these unilaterally.

46. Membership

46.1 The Board of Governors is responsible for appointing the members of a Committee. In the event of a vacancy arising on a Committee, nominations for membership will be sought from among the existing members of the Board of Governors. Membership of Committees will normally be considered by Governance and Nominations Committee, with recommendations made to the Board of Governors.

46.2 The Board of Governors may also appoint people who are not members of the Board of Governors to the membership of a Committee (known as co-opted members of a Committee).

46.3 For some Committees external regulatory requirements, or the provisions of the Instruments and Articles, limit the Board of Governors’ freedom to determine composition and membership as follows:
(a) The membership of the Audit & Risk Committee must consist of at least three independent governor members and at least one but not more than two co-opted members who are not members of the Board of Governors, provided that there shall always be a majority of independent members.

(b) The Vice-Chancellor, Chair and Deputy Chair are not eligible to serve on the Audit & Risk Committee.

(c) There should be no overlap between the membership of the Finance Committee and the Audit and Risk Committee.

(d) The Remuneration Committee may not include staff or student members, as its discussions concern individuals and are therefore confidential.

47. **Quorum**

47.1 The *Terms of Reference, Composition and Membership* of each Committee shall specify its quorum. Co-opted members do not count towards quorum.

48. **Terms of office on committees**

48.1 The term of office of the Governor members on committees is concurrent with their term of office as a governor.

48.2 The term of office of co-opted committee members is three years.

49. **Committee Chairs**

49.1 The Board of Governors shall appoint a Committee Chair to chair each Committee.

49.2 In the event of a vacancy arising for a Committee Chair, nominations will be sought from among the members of the Board of Governors. Co-opted Committee members, the Vice-Chancellor and staff and student members will not be eligible to be appointed as a Committee Chair.

49.3 The term of office for Committee Chairs will be three years or until the expiry of their term of office as a member, whichever is the shorter. A Committee Chair will be eligible for reappointment following the completion of their term of office.

49.4 The Chair of a Committee shall call, set the agenda for (in consultation with the University Secretary) and preside at, meetings of the Committee.

49.5 If the Committee Chair and Vice-Chair is absent from any meeting of the Committee, the members present shall choose one of their number from the independent members to act as chair for that meeting. The Committee may also designate a vice chair from one of the independent
governors on the Committee to preside at the meeting in the absence of
the Chair if considered appropriate.

49.6 The Committee Chair shall be responsible for agreeing the annual
schedule of work for the Committee and for ensuring that the agenda
items cover the Committee’s areas of responsibility as set out in the
Committee’s terms of reference.

49.7 The Committee Chair shall agree the minutes of each Committee
meeting before circulation, and ensure that they are presented to the
next scheduled meeting of the Committee.

50. Frequency of meetings

50.1 Meetings of Committees will normally be scheduled three times in every
academic year. Any variation from this pattern will be noted in the
Terms of Reference, Composition and Membership of a Committee.

50.2 The Chair of a Committee may call additional meetings of the
Committee as and when required.

51. Voting

51.1 In cases where a vote is required, all members of the Committee who
are present shall be eligible to vote; a simple majority will suffice to
decide an issue. Where a vote is tied, the Committee Chair shall have a
second or casting vote.

51.2 If the Chair of the Board is not a member of the Committee he may
attend meetings and is entitled to speak but not vote.

52. Minutes of meetings

52.1 The University Secretary is responsible for ensuring that there is accurate minutes for all meetings of Board of Governors Committees.

53. Confidential and reserved business

53.1 There may be occasions when a Committee’s business is confidential
(either because it is commercially sensitive or for some other valid
reason or has reserved business relating to individual staff or students.
On such occasions, with the agreement of the Chair, staff and student
members or observers will be asked to withdraw from the meeting (see
paragraphs 38 to 39).

53.2 The record of matters which the Chair and the Committee are satisfied
should be dealt with on a confidential basis (see paragraph 38 above)
shall be marked as such in the Minutes.

54. Reporting

54.1 Committees should report to the Board of Governors on a regular basis,
via the minutes of their meetings. Non-confidential minutes of the
Board’s discussions shall routinely be presented to the Board of Governors. Matters requiring the approval of the Board will be highlighted in the Committee’s minutes.

54.2 The Chair of a Committee will report to the Board on any matters which the Committee considers ought to be brought to the attention of the Board, on any matters requiring the approval of the Board, and in any case, from time to time as required.

54.3 Committees should undertake an annual assessment of how the Committee has performed in relation to its terms of reference. This will be reported to the Board through the reporting outlined in paragraph 54.2 above.
Section 7: Academic Board

55. Role of the Academic Board

55.1 The Academic Board is responsible for the academic affairs of the University, subject to the overall responsibilities of the Board of Governors and the Vice-Chancellor.

56. Membership

56.1 The Academic Board shall consist of no more than 30 members, as follows:

(a) No fewer than 16 ex officio members, comprising the Vice-Chancellor, any Deputy Vice-Chancellor and Pro Vice-Chancellors, 8 Heads of School and the remainder from amongst the Heads of University-wide services

(b) 11 members of the academic staff nominated by election, at least one from each School or University Centre

(c) Not more than one member of the professional services staff nominated by election

(d) Not more than two students of the University nominated by election

56.2 The Vice-Chancellor is chair of the Academic Board. A Deputy Vice-Chancellor or Pro Vice-Chancellor will act as deputy chair.

57. Appointment of members

57.1 The period of appointment of members and the selection or election arrangements shall be set out in rules made by the Academic Board, subject to the approval of the Board of Governors.

58. Terms of reference

58.1 In accordance with Article 3.3 the Academic Board shall be responsible for:

(a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
(b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon; and

(c) advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

59. Committees of the Academic Board

59.1 Article 3.4 provides that “the Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board”.

59.2 In accordance with these powers the Academic Board has established the following committees:

(a) Academic Quality and Standards Committee
(b) Learning, Teaching and Assessment Committee
(c) University Research, Scholarship and Enterprise Committee
(d) Honorary Awards Committee
(e) Further Education Board
(f) Equality and Diversity Advisory Group
(g) Student (Academic) Regulation Review Group

59.3 The composition, powers and responsibilities of each of these committees are set out in the relevant committee’s terms of reference, which are agreed by Academic Board.

60. Report of the Academic Board

60.1 The Board of Governors will receive the Minutes from the Academic Board. The Academic Board will also make an annual report to the Board of Governors.
Appendix A

Statement of Primary Responsibilities

The role of the Board of Governors in fulfilling the University’s Mission and Vision is:

1. To determine the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

2. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and personnel management of the institution. To establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.

3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.

4. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

5. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.

6. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

7. To safeguard the good name and values of the institution.

8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.

9. To appoint a secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

10. To be the employing authority for all staff in the institution, to be responsible for establishing a human resources strategy, to be a good employer committed to promoting equality and diversity and to encourage a culture of self-improvement.

11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual
budget and financial statements, and to have overall responsibility for the institution’s assets, property and estate.

12. To be the institution’s legal authority and, as such, to ensure that systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in the institution’s name.

13. To receive assurance that adequate provision has been made for the general welfare of students, in consultation with the academic board.

14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

15. To ensure that the institution’s constitution is followed at all times and that appropriate advice is available to enable this to happen.
Appendix B

Procedure for the removal of members of the Board of Governors

1 The Chair will notify the member of the concerns about him/her and inform him/her that the Board of Governors wishes to consider his/her fitness to continue as a member.

2 The member will be offered the opportunity to tender his/her resignation from the Board of Governors.

3 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.

4 After considering those representations, if its concerns remain the Board of Governors will give written notice to the member removing him/her from the Board of Governors.

5 Decisions relating to the appointment or removal of independent members are taken only by the other independent members. A majority of all independent members will be required; the form of voting will be as set out above.

Disqualification

6 In accordance with paragraphs 6(5)–(8) of the Instrument a person is disqualified from continuing to hold office as a member of the Board of Governors if s/he has been adjudged bankrupt or has made a composition or arrangement with his/her creditors, or s/he is convicted of a criminal offence (or was convicted of such an offence in the five years' before becoming a member) and has received a sentence of imprisonment for a period of not less than three months without the option of a fine.

7 It is member's responsibility to inform the University Secretary if they are under an investigation for any of the issues outlined in 6 above. Such members will be suspended pending a decision. This suspension will remain confidential but during this time they may not attend any meetings or act as a governor.

8 It is the responsibility of the member of the Board of Governors to notify the University Secretary as soon as possible if s/he becomes disqualified following the above investigation. The member's term of office will automatically come to an end without the need for a formal resolution of the Board of Governors.

Staff and student members
Where a staff member is suspended as a member of staff or a student member is suspended 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.

Where a staff member ceases to be employed by the University or a student member ceases to be enrolled at the University his or her term of office as a member of the Board of Governors will automatically come to an end.

Removal of the Chair/Deputy Chair

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

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

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 meeting of the Board of Governors to any complaints made against him/her.