

Standing Orders

**STANDING ORDERS**

Standing Orders relating to the conduct of business of the Board and its Committees

# Meetings of the Board

## The Board of Governors (the **Board**) shall meet at least once in every term and shall hold such other meetings as may be determined by the Board.

## All meetings shall be summoned by the Clerk to the Board who shall send the Governors written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.

## A special meeting of the Board may be called at the request of the Chair of the Board, the Vice-Chair in the absence of the Chair, or by five Governors. If the Chair or Vice-Chair believes there are matters which demand urgent consideration, they can shorten the notice period for the meeting to less than seven days.

# Quorum

## The quorum for meetings of the Board is set out within paragraph 5(1) of the University’s Articles of Government:

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

## Quorum for meetings of the Board’s Committees shall be determined from time to time and set out in the Terms of Reference of each committee.

## If the number of those assembled for a meeting of the Board or one of its Committees does not constitute a quorum, no decisions can be made. The Chair of the meeting shall determine:

1. Whether to adjourn the meeting;
2. To continue the meeting and present options for decision by all members via email after the meeting; or
3. To make decisions via Chair’s Action.

# Appointment of Members of the Board

Where the Board of Governors is the appointing authority of a Member of the Board as set out in the University’s Instrument of Government (paragraph 5), notice, quoracy and voting shall be as set out in these Standing Orders.

# Election of Chair and Vice-Chair

## The Board shall elect a Chair and Vice-Chair who shall be eligible for re-election.

## The Vice-Chancellor, Staff and Student Governors shall not be eligible to be elected as Chair or Vice-Chair.

## The Chair and Vice-Chair shall hold office for such period as the Board of Governors may determine, or until their successor is elected.

# Chair of the Meeting

## At a meeting of the Board, the Chair shall preside. In the absence of the Chair, the Vice-Chair shall preside.

## In the absence of both the Chair and Vice-Chair, the Governors shall elect one of their number (not being the Vice-Chancellor, Staff or a Student Governor) to preside at the meeting.

## During a meeting, any power or duty assigned to the Chair of the Board in relation to the conduct of a meeting may be exercised by the person elected under paragraph 5.2.

# Procedures for Meetings

## Meetings of the Board and its Committees shall be conducted in accordance with article 5 of the University’s Articles of Government.

## **Voting**

### Members shall exercise their voting rights independently, without being influenced by mandates from external sources.

### Decisions shall be determined by a majority of the Governors present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote;

### voting shall be by a show of hands, unless the Board determines otherwise, and

### the names of those voting for, or against, any motion shall not normally be recorded, but any member may request to have their dissent recorded.

## No resolution of the Board or its committees may be rescinded or varied at a subsequent meeting unless the rescission or variation is a specific item of business on the agenda for that meeting.

## A Governor who is a member of the University’s staff shall withdraw:

### from that part of a meeting of the Board or its committees at where their promotion, remuneration, conduct, suspension, dismissal or retirement is to be considered; and

### from that part of a meeting of the Board or its committees where the appointment of their successor is to be considered.

# Order of Business

## At a meeting of the Board business shall be taken in the following order unless, except in the case of (a) below, the Board decides otherwise:

## appointment of Chair of the meeting, if the Chair and Vice-Chair of the Board are absent;

## apologies for absence;

## declarations of interest;

## approving as a correct record the minutes of the previous meeting, and consideration of any matters arising from these minutes;

## reports from the Chair of the Board, the Vice-Chancellor, and the Students’ Union;

## other strategic items in the order set out in the agenda;

## any other business.

# Declaration of Interest

Members must avoid conflicts (actual or potential) between their personal interests and their duties owed to the University. No conflict should arise that could interfere with a Member’s ability to act with independent judgment. Members who declare such an interest shall take no part in consideration of the matter(s) and may be asked by the Chair of the Board or committee to withdraw while the matter is being considered.

# Notice of Motion

Every notice of motion shall be in writing, signed by the Governors intending to propose and second it, and delivered to the Clerk at least ten business days before the meeting where it is to be considered.

# Motions Which May be Moved Without Notice

The following motions may be moved without notice:-

## appointment of a Chair of the meeting at which the motion is moved;

## motions relating to the accuracy of the minutes or the order of business;

## reference back or reference to another committee for consideration;

## adoption of reports and recommendations of committees;

## that leave be given to withdraw a motion;

## amendments to motions made under this Standing Order;

## that the question be now put;

## that an item of business specified in the agenda has precedence;

## suspending Standing Orders;

## to exclude the public, and

## disapproval of a minute.

# Rules of Debate

## No motion listed on the agenda shall be proceeded with in the absence of the Governor who proposed it, unless they have authorised another Governor to speak to it in their place; otherwise, the motion shall be presumed withdrawn.

## A motion or amendment, once proposed and seconded, cannot be withdrawn or altered by the proposer or seconder without the consent of the Board.

## Only one amendment to a motion can be considered at a time but, before any amendment is decided, notice of a further amendment can be given. If an amendment is agreed, it shall be incorporated into the motion; and then any further amendments can be considered.

## With the Chair's permission, a motion "that the question be now put" can be proposed at any point during a debate.

## The same motion cannot be proposed twice at the same meeting, or any adjournment of it, nor shall any amendment be proposed which has previously been rejected at the same meeting.

# Recommendations of Committees

The adoption of the proceedings and recommendations of each committee shall be moved by the Chair of the committee or, in their absence, by the Vice-Chair or other member of the committee.

# Interpretation of Standing Orders

The ruling of the Chair of the Board or committee, on the interpretation of these Standing Orders shall not be challenged during the same meeting.

# Committees

The Board shall establish committees to determine or advise on such matters as the Board may remit to them. The members of these committee or committees shall be drawn from the Board in accordance with applicable laws and regulations.

# Suspension of Standing Orders

These Standing Orders may be suspended at a meeting of the Board, but not at a committee, with the consent of the majority of those present and voting on a matter.

# Emergency Matters

## The Chair of the Board can consider and decide upon any matter which in their opinion:

### requires immediate attention; and

### does not justify a special meeting of the body which would ordinarily consider the matter or is too urgent to allow time to call such a meeting.

## Decisions made by the Chair of the Board shall be reported at the next meeting of the Board or appropriate committee.

# Validity of Proceedings

The validity of any Board or committee proceedings shall not be affected by vacancies among the members, or by any defects in nominations, elections or appointments.

**Approved by the Board of Governors | 27 November 2024**