

| <b>UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE: GOVERNANCE REGULATIONS</b> |                    |                         |              |
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## GOVERNANCE REGULATIONS OF THE UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE

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|     | <ul style="list-style-type: none"> <li>➤ <b>Secretary:</b> the role-holder responsible for supporting all aspects of the committee lifecycle.</li> <li>➤ <b>Term of Office:</b> the terms and conditions, including time period for holding membership of a board or committee.</li> <li>➤ <b>Terms of Reference:</b> a constitutional document specifying the scope, role, powers and delegated authority to act on behalf of a 'parent' body; the authority the body has to delegate duties and reporting lines.</li> <li>➤ <b>Written Resolution:</b> the power of the Board of Governors or one of its Committees to transact decisions on a collective basis outside of formal meetings, and for that decision to stand as if had been made by the said members in a physical meeting.</li> </ul>  |                |
| 2   | <b>APPOINTMENT AND TENURE OF OFFICE OF GOVERNORS, CO-OPTED COMMITTEE MEMBERS AND OFFICERS OF THE BOARD OF GOVERNORS</b><br>Procedures for the appointment of Members of the Board of Governors, Co-opted Board and Committee Members and Officers of the Board are as follows.  |                |
| 2.1 | <b>Appointment of Independent Members</b><br>Independent Members will normally be appointed through an open external recruitment process. The process will be jointly managed by Governance Services and HR, will be led by the Chair of the Board and the Vice-Chancellor and Chief Executive, and may involve other Governors, key senior staff and other staff and student stakeholders as appropriate to the post, with the detail of the process approved by Nominations Committee. The recruitment may be targeted to acquire specific skills for the Board or to address specific equality, diversity and inclusion objectives as required.<br><br>If a recent (within the last twelve months) recruitment exercise had identified other candidates with the potential to serve as Governors as well the successful candidate, with the permission of Nominations Committee these individuals could be approached to fill a vacancy arising. | AG6.3          |
| 2.2 | <b>Appointment of Co-opted Committee Members</b><br>Where necessary, the appointment process for Co-opted Members of Board Committees will be the same as for Independent Members except that the process is not likely to involve staff or student stakeholders. Usually, where there is a suitable candidate with the required specific experience or knowledge already known to the University, with the agreement of Nominations Committee that person can be approached and potentially appointed by negotiation.<br><br>Towards the end of the first year of the first term of office of a Co-opted Committee Member, the Chair of the Board and the Chair of the Committee will review the progress of the appointment.  |                |
| 2.3 | <b>Appointment of Officers of the Board of Governors</b><br>The Chair of the Board of Governors will be recruited initially through an open external process as for Independent Members.<br><br>The re-appointment of the Chair of the Board of Governors to a second or third term (subject to the agreement of the individual to serve beyond the initial three-year term) will be a decision of the Board of Governors. If the Chair is not reappointed it may be necessary for the Deputy Chair to take on the duties of the role until a new appointment can be made.<br><br>The reappointment process is led by the Senior Independent Governor with support from the Secretary; it takes the form of an evaluation of the performance  | IG4.4<br>AG6.3 |

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|     | <p>of the Chair, informed by an anonymous survey of Governors and key senior University staff, leading to a recommendation to Board of Governors to re-appoint (or not) the Chair.</p> <p>The Chair of the Board shall nominate a Deputy Chair from among the Independent Members and the Board shall confirm the appointment. The role of this officer is to deputise for the Chair when the Chair is unable to attend a Board meeting, or when the Chair has to withdraw from consideration of an item due to a conflict of interests.</p> <p>The Board shall appoint from among its Independent Members, other than the Chair and Deputy Chair, a Senior Independent Governor (SIG). The role of SIG provides enhanced support to the Chair in the leadership of the Board of Governors, development and improvements in Board and Committee practices, and leads on Board matters where it would not be appropriate or feasible for the Chair to be involved. The details of the role are set out in the Role Description for the post. The SIG shall also act as Chair of Remuneration Committee. The appointment will be for an initial term that aligns with the current term of office as an Independent Member of the SIG, and may be renewed at the Board's discretion subject to the continued Independent Member status of the role holder.</p> <p>In consultation with the Vice-Chancellor and Chief Executive, the Chair of the Board shall nominate for consideration and endorsement by Nominations Committee and approval by Board of Governors the Chairs of Audit, Finance and Resources, People and Strategic Performance Committees from among the Independent Members as and when these positions fall vacant. The reappointment of these Chairs will be considered alongside their reappointment as Independent Governors when their terms of office come to an end. Nominations Committee is chaired by the Chair of the Board and Remuneration Committee by the SIG.</p> | <p>AG6.3</p> <p>AG6.3</p> |
| 2.4 | <p><b>Appointment of Staff and Student Governors</b></p> <p>Academic staff and professional support staff governors are appointed in accordance with the Staff Governor Appointment Regulations.</p> <p>The nominated Academic Board staff governor is appointed in accordance with the Election Regulations – Staff Governor Nominated by Academic Board.</p> <p>Two student governors are nominated by the Northumbria Students' Union in accordance with its regulations. They are usually the President of the Students Union and one of the other elected sabbatical officers.</p>   | IG4.1.4                   |
| 2.5 | <p><b>Tenure of Office – Independent and Co-opted Members and Co-opted Board Committee Members</b></p> <p>Independent Members are eligible to serve for a maximum of three times three-year terms of office. Approximately six months before each term of office expires, Nominations Committee shall recommend to Board of Governors whether the member should be asked to serve a further term.</p> <p>Under exceptional circumstances, Board of Governors on the recommendation of Nominations Committee may request an Independent Member to serve a term of office that would take their tenure beyond nine years if this is necessary for the effective governance of the University.</p> <p>Co-opted members of the Board and co-opted Committee Members are normally eligible to serve for one three-year term of office; a second term can be offered in</p>   | IG5.1                     |

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|     | <p>consultation with Nominations Committee and with Board of Governors approval if specific or additional skills not otherwise available to the Board are required.</p> <p>An Independent Member who has served three terms of office is eligible to serve one further three-year term as a Co-opted Board Committee Member.</p> <p>If an Independent Member resigns from the Board part way through a term of office, and is at a later point re-appointed to the Board, their total allowable period of service will remain nine years.</p> <p>If a Co-opted Board Committee Member becomes an Independent Member of the Board, they shall be eligible to serve a maximum of three times three-year terms of office as an Independent Member, subject to their total length of service not exceeding twelve years.</p>   |               |
| 2.6 | <p><b>Tenure of Office – Internal Members</b></p> <p>Academic Staff and Professional Support Staff Governors and Academic Board nominees are eligible to serve for up to two three-year terms of office, which will normally be served consecutively. In exceptional circumstances this may not apply; Nominations Committee will approve all non-consecutive terms.</p> <p>Staff Governors appointed under the Staff Governor Appointment Regulations will normally be offered the opportunity to serve for a second term of office without the need for a full application process, subject to a review process led by the Chair of the Board in consultation with Nominations Committee towards the end of their first term of office.</p> <p>The tenure of office of nominated Academic Board Staff Governors is subject to their continued membership of Academic Board.</p> <p>Faculty and Professional Support Staff representatives on Academic Board are eligible to serve for up to two three-year terms of office, which will normally be served consecutively. In exceptional circumstances this may not apply; Academic Board will approve all non-consecutive terms for these representatives.</p> <p>Nominated student governors shall serve a maximum of two times one-year terms in accordance with the regulations of the students' union.</p> | IG5.1         |
| 2.7 | <p><b>Leave of Absence</b></p> <p>If a Governor's personal or professional circumstances lead to them being unable to fulfil their duties for a period greater than three months, they should inform the Secretary and discuss this with the Chair of the Board to determine whether a Leave of Absence is appropriate. A Leave of Absence and any associated adjustments to Committee membership should be approved by Board of Governors on the recommendation of Nominations Committee. At the end of an approved Leave of Absence, the Governor will be encouraged to resume their role and complete their remaining term of office (which ignores the period of absence). Where a Leave of Absence is not considered appropriate the Governor may wish to stand down from their role in accordance with Instrument of Government 5.2.</p>   | IG5.2         |
| 2.8 | <p><b>Vacancies</b></p> <p>Where a vacancy for an Independent Member on the Board of Governors or a Co-opted Board Committee Member as defined by the Instrument of Government 5.2 – 5.4 occurs, it shall be filled by a recruitment process as set out in Regulation 2.1 above.</p>   | IG5.2 – IG5.4 |

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|            | <p>The person appointed to fill the vacancy will serve a full three-year term, and in the case of an Independent Member will be eligible to serve two further terms.</p> <p>Vacancies for Internal Members will be filled as set out in the Election Regulations and the Election Regulations - Staff Governor nominated by Academic Board.</p> <p>The proceedings of the Board of Governors and the Academic Board shall not be invalidated by any vacancy amongst its members, or defect in the election or appointment of any governing body members.</p>  |       |
| <b>3</b>   | <b>APPOINTMENT AND RESPONSIBILITIES OF THE CHANCELLOR AND PRO-CHANCELLORS</b>   |       |
| <b>3.1</b> | <p><b>Chancellor</b></p> <p>The Chancellor is the ceremonial head of the University. Alongside the specific role of presiding at annual academic congregations to confer degrees, diplomas and other awards of the University, the Chancellor acts as ambassador for, and champion of, Northumbria, promoting the University on a regional, national and international level and acting as an inspiration and role-model for students, staff and other stakeholders. Responsibilities are set out in the Role Description for the post.</p> <p>The Chancellor's term of office shall be five years; their re-appointment for a second term is subject to the approval of the Board of Governors as well as their own willingness to serve. The Chancellor shall serve a maximum of two five-year terms of office.</p> <p>The Chair of the Board should consult with the Chancellor before the final year of their first term of office to ascertain if they are willing to serve for a second term.</p> <p>At an appropriate time towards the end of the final term of office of the existing Chancellor, Nominations Committee should convene a Chancellor Appointment Committee to co-ordinate the process and allow Nominations Committee to make a recommendation to the Board of Governors. Nominations Committee should consider the approach to be taken to the search process and seek Board of Governors approval for it before the work of the Chancellor Appointment Committee commences.</p> <p>Subject to the agreed process, the Chancellor Appointment Committee should seek nominations from a range of stakeholders, and should liaise with appropriate candidates to explore both their interest in the role and their suitability for it. Due diligence work should assess both positive and adverse publicity or interests and associations of candidates of which the Chancellor Appointment Committee would wish to take account. A semi-formal interview stage can be considered if more than one suitable candidate emerges.</p> <p>The Board of Governors must confirm the appointment.</p> <p>In the event of a new Chancellor not being appointed before the end of the outgoing Chancellor's final term, the Pro-Chancellors will usually fulfil the duties of the Chancellor in the interim.</p> | AG4.8 |
| <b>3.2</b> | <p><b>Pro-Chancellors</b></p> <p>Pro-Chancellors are appointed by the Board of Governors on the recommendation of Nominations Committee and are authorised to act on behalf</p>   | AG4.9 |

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|     | of the Chancellor in the performance of their ceremonial duties (and other functions as agreed by the Chancellor); established practice is for the Chair and Deputy Chair of the Board to be designated as Pro-Chancellors with others being designated from among Independent Governors.   |                |
| 4   | <p><b>BENEFITS, ALLOWANCES AND REMUNERATION OF GOVERNORS AND CO-OPTED COMMITTEE MEMBERS</b></p> <p>In accordance with the Instrument of Government, the Board of Governors has the power to remunerate the Chair of the Board and Chairs of Committees for their services as Governors. This is supported by a Governor/Trustee Remuneration Policy approved by the Board of Governors in June 2023.</p> <p>The remuneration of the Chair of the Board and Committee Chairs is uplifted every three years, subject to confirmation by the Board, by 5% or by the total % increase in staff pay over the same period if that should be less than 5%. The uplift is effective from 1 August in the year in question.</p> <p>All Governors are entitled to reimbursement of expenses incurred directly in attending meetings or other direct Board and Committee-related events, provided that the claim is in accordance with the Financial Regulations, including the production of relevant receipts.</p> | IG8            |
| 5   | <b>DECISION-MAKING BODIES</b>   |                |
| 5.1 | <p><b>Delegation of Authority of the Board of Governors and Academic Board</b></p> <p>Instrument of Government 7.1 notes that the Board of Governors may establish Committees to ensure regulatory compliance and to support the conduct of the University. Article of Government 5.2 sets out which of its powers, functions or duties the Board may not delegate. The Secretary holds the list of such Committees.</p> <p>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.</p> <p>The Scheme of Delegated Authority sets out in detail provisions for delegation, and specifies the responsibility for specific areas of business of Committees, University management bodies and individual role-holders, including members of the University Executive.</p>                | IG7.1<br>AG5.2 |
| 5.2 | <p><b>Definitions of Decision-Making Bodies</b></p> <p>The following types of decision-making bodies are covered by these Regulations:</p> <ol style="list-style-type: none"> <li>Board – a senior body with clear decision-making authority. For the purposes of these Regulations, the term refers to the Board of Governors and Academic Board; the word Board used on its own refers to the Board of Governors. These Regulations do not cover (for example) examination and assessment boards or other Faculty bodies. Advisory Boards that report to UE (e.g. IT Advisory Board) are treated as Groups as set out below.</li> <li>Committee - a formal body established with delegated responsibility for specific areas of activity from a parent body. For the purposes of these Regulations the term refers to decision-making and monitoring or input bodies established by the Board of Governors and the Academic Board.</li> </ol>   |                |

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|     | <p>c. Sub-Committee - a formal body established with delegated responsibility for specific areas of activity from a Committee as defined above, with the area of activity typically a restricted sub-set of the Committee's responsibilities.</p> <p>d. Delegated Sub-Group - a formal body established with delegated responsibility for specific areas of activity from a Committee as defined above, with the area of activity typically a restricted sub-set of the Committee's responsibilities, and the delegated responsibility limited either by time or by the completion of a specific project.</p> <p>e. University Executive (UE) - has exclusive usage in application to the executive management group of the University, which is an advisory body to the Vice-Chancellor and Chief Executive. It does not have decision-making powers itself, but enacts decisions through the delegated authority of its members.</p> <p>The following types of body without decision-making powers are not subject to these Regulations, but may wish to adopt their provisions as good practice:</p> <p>f. Groups, Task and Finish Groups and Advisory Boards - bodies of individuals below sub-committee or University Executive level, with responsibility for advice and guidance on a specific activity or set of activities. Use of the term normally implies a less formal structure than a committee model, and may deal with operational matters or specific projects or policy initiatives. The class of Groups includes a number of bodies that are advisory to UE but called Boards.</p> <p>g. Faculty and Departmental Executives and Management Teams – structures put in place to ensure the effective management of the University below the whole-institution level.</p> |  |
| 5.3 | <p><b>Establishment and Disbandment of Decision-Making Bodies</b></p> <p>A committee or other decision-making body should not be established without full consideration of its purpose; a conclusion that its intended business could not be covered by an existing body, and whether its role is likely to be permanent or short-term. The parent body should not establish a committee or other decision-making body without a rationale for its establishment, terms of reference and membership.</p> <p>The continued need for a committee should be considered periodically by its constituent members and the parent body. The option to discontinue and disband a committee should be actively considered where this is deemed an appropriate option, through recommending the incorporation of its function into another existing committee, or determining that there is no longer a need for its existence.</p>   |  |
| 5.4 | <p><b>Constitution of Committees</b></p> <p>The constitution of a committee or other delegated decision-making body should comprise the following:</p> <p>(a) terms of reference: agreed by the parent body and encompassing the scope, role, powers and delegated authority to act on behalf of the parent body; the authority the body has to delegate duties and reporting lines;</p> <p>(b) membership: including categories of membership and job title or role. Changes to Committee membership including Committee membership of new Governors, should be approved by Board of Governors on the recommendation of Nominations Committee.</p>   |  |
| 5.5 | <p><b>Approval and Review of Terms of Reference</b></p> <p>Each committee should have published terms of reference, which are reviewed periodically to reflect external or internal developments impacting on its remit. Terms of reference should not normally be reviewed on less than an annual basis, an in-year review may be required where a major development occurs which</p>  |  |



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|     | <p>impacts on the role or composition of the committee. Less formal or short-life discussion groups or bodies charged with a specific activity should also adopt terms of reference, although there is not a requirement for these to be referred to as terms of reference, and 'principles', 'scope' 'purpose' may be used.</p> <p>Terms of reference should be approved in consultation with the Chair, Secretary, the Committee as a whole and, where relevant, members of the University Executive or other senior officers. Terms of Reference require formal adoption by the parent body. The Secretary of the relevant committee is responsible for maintaining, and making widely available, the latest version of the terms of reference.</p> <p>For Committees of the Board of Governors, Terms of Reference should be reviewed at the final meeting of each academic year, and confirmed as still appropriate for the Committee's work in the following year or amended as required. The Terms of Reference should be reported to Board of Governors at its final meeting of the academic year whether they have been amended or not.</p>   |       |
| 5.6 | <p><b>Annual Evaluation of Effectiveness</b></p> <p>The Committee of University Chairs Higher Education Code of Governance requires that the performance of the Board and its Committees should be evaluated annually.</p> <p>The evaluation process should be carried out at the final meeting of each academic year alongside consideration of Committee Terms of Reference and membership (see 5.5 above), and should include a light-touch evaluation of the chairing of the Board or Committee. The outcomes should then be confirmed by each Committee and reported to Board at the first meetings of the next year, with the Committee evaluations forming part of the regular Chair's Report. The Board evaluation itself will be endorsed by Nominations Committee before submission to Board; Nominations Committee will also consider any cross-cutting issues arising from the Committee evaluations.</p> <p>A full evaluation of the performance of the Chair of the Board, led by the Senior Independent Governor, should be undertaken on a triennial basis aligned with the Chair's term of office as an Independent Member. The outcome of the evaluation will then inform a recommendation to Board on the re-appointment of the Chair.</p> <p>A full evaluation process for the Chairs of Committees should also be carried out, as far as possible aligned with their terms of office, acknowledging that Chairs are often nominated to the role part way through a term of office. Such evaluations should also be as far as possible on a triennial basis.</p> <p>The means of evaluation of both Chairs and Boards/Committees should be approved by Nominations Committee, and may include approaches such as the use of anonymous surveys as well as discussion at meetings.</p> |       |
| 6   | <b>BOARD, COMMITTEE AND OTHER DECISION-MAKING BODY MEETINGS</b>  | AG6.8 |
| 6.1 | <p><b>Cycle and Frequency of Meetings</b></p> <p>The following categories of meetings should be convened:</p> <p>(a) 'Ordinary Meetings': are standard meetings scheduled as part of the annual cycle. Ordinary Meetings normally cover a range of business, although if a meeting is themed or focussed on a specific area it still meets the criteria if convened as part of the core schedule. The adjective 'Ordinary' does not need to be applied to these meetings, as they should represent the vast</p>  |       |

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|     | <p>majority of meetings convened.</p> <p>(b) 'Extraordinary' or 'Special Meetings': are called on an <i>ad hoc</i> basis in order to consider and decide upon a discrete, normally urgent area of business which it is not deemed appropriate to transact by means of Written Resolution or Chair's Action. Extraordinary meetings should be called with a reasonable notice period to meet the required deadlines of the matter in question by the Secretary, on receipt of a request from the Chair, or in the case of the Board of Governors, any four members. Extraordinary meetings therefore sit outside of the advance schedule, and should discuss only the business forming the basis for the request.</p> <p>Meetings should be arranged by the Secretary on consultation with the Chairs of all bodies in an annual cycle to allow business to be transacted effectively, including where items of business need to be considered by Committees in advance of submission to Board of Governors or Academic Board.</p> <p>The number of ordinary meetings in an academic year will depend on the nature and timing of each body's responsibilities and is set out on each body's terms of reference. Whilst the maximum number of meetings which should be held is not specified, all Boards and Committees should hold only the sufficient number of meetings required to conduct their business. As an indication, more than six ordinary meetings per year of a committee should not be required.</p> <p>The majority of ordinary and extraordinary meetings require that members and attendees convene on a scheduled time and date, either physically at a specified venue, or online. Whether ordinary meetings are to be held in person or online should be decided at the start of each academic year by the Chair of the body in question, although this can be changed with reasonable notice as circumstances require. The urgency of Extraordinary Meetings means that online may often be the most practical means of convening.</p> <p>Written Resolutions (see 6.10 below) can also be passed by e-mail, subject to adequate security arrangements, with feedback, questions and votes from participating members provided to and collated by the Secretary. Circulation of items should be confined to matters where a decision should be determined, and on which members are required to register approval or dissent.</p> <p>The Secretary is responsible for collating and recording the outcome of any decisions reached by means of Written Resolution, in the form of a short minute following the standard format and recording requirements.</p> | <p>AG6.5</p> <p>AG6.7</p> |
| 6.2 | <p><b>Convening Meetings</b></p> <p>All meetings should be convened by the Chair of the body in question and actioned by the Secretary or Assistant Secretary, or by an appropriate deputy.</p> <p>The Chair should convene additional meetings in accordance with the definitions used in 5.2 above, if they deem that necessary in order to discharge committee business.</p>  |                           |
| 6.3 | <p><b>Compiling and Issuing Agenda and Papers</b></p> <p>All meetings should have a published agenda reflecting the terms of reference of the body, supported by an annual agenda plan setting out known requirements and timing of business but with the flexibility to accommodate emerging issues. The Secretary is responsible for drafting the agenda for approval by the Chair in advance of the meeting, and informed by consultation with University Executive.</p>  |                           |

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|     | <p>The majority of items of business for inclusion on the agenda must normally be accompanied by a written report for circulation, adopting the cover sheet and structure approved by University Executive. A limited number of items on the agenda may take the form of an oral report or presentation not requiring circulation in advance.</p> <p>Each item on the agenda for a meeting should be given an agenda item number and a unique alpha-numerical item code, the alpha element of which indicates the title of the Committee, and the numerical element of which reflects the year in which the Committee occurs followed by the item number in a consecutive sequence of papers.</p> <p>Business presented to a Board, Committee or other body is normally classified as 'confidential'; where it is intended for external publication following approval it may be classified as 'open'. Commercially and legally sensitive items are classified as 'reserved and/or legally privileged' (as the content dictates) – the record of the minutes related to these items will be separated and the documents will not be published online, and are unlikely to satisfy the public interest test for their wider release under the Freedom of Information Act 2000 and Environmental Information Regulations. Reserved items at Board of Governors are available only to Governors, the Secretary and the Chief People Officer for remuneration issues, and not to other attendees at the meeting, who will leave the meeting before such items are discussed.</p> <p>Board and Committee papers should be issued no less than five working days in advance of the scheduled date of the meeting. It is recognised that there will be occasions when it will not be feasible to circulate all items on the agenda for a meeting five working days in advance of a meeting, but the delayed dispatch of papers should not be the norm.</p> <p>A schedule of internal deadlines by which finalised and approved Board of Governors and Academic Board papers need to be submitted to the Secretary should be published at the start of the annual committee cycle.</p> <p>The Secretary of any committee should ensure the Chair is aware of papers to be circulated after the scheduled deadline.</p> <p>Consideration of tabled papers is at the discretion of the Chair and Secretary who should be notified sufficiently in advance of a meeting of a request to table an item for discussion. Items tabled without sufficient notice being given to the Chair and/or Secretary may not be considered and will be deferred to a future meeting.</p> |  |
| 6.4 | <p><b>Registering Apologies</b></p> <p>Members should submit apologies if it is known or likely that they will be absent from a Board or Committee meeting. It is the responsibility of the member who is aware of their known or likely absence from a meeting to ensure that apologies are submitted to the Chair and Secretary of the relevant body. This should be done sufficiently in advance of the meeting, or approximately 3-5 days (where practicable). Where this impacts the quorum, the Secretary, in consultation with the relevant Chair, will take the decision as to whether a meeting should be postponed. If the Chair of a meeting is themselves unable to attend, they should agree an appropriate deputy with Secretary.</p> <p>A member unable to attend a meeting should still review the papers and as a minimum indicate to the Chair and Secretary whether they support any items</p>   |  |

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|     | <p>requiring endorsement or approval. Brief comments or questions on other items should also be submitted.</p> <p>Individuals who are not members of the Board or Committee, but in regular attendance [see Section 6.8] should also convey their apologies to the Secretary within the timeframe specified above. Members who sit on committees in an <i>ex officio</i> capacity should consider attendance at meetings as a core part of their professional commitments.</p>  |                           |
| 6.5 | <p><b>Quoracy</b></p> <p>The quorum of the Board of Governors is set out in the Articles of Government.</p> <p>The quorum of the Academic Board is one member for each membership category: Vice-Chancellor/Deputy-Vice-Chancellor, Pro Vice-Chancellors, Faculty Pro Vice-Chancellors, Academic Registrar, Faculty Representatives, Professional Support Staff Representatives, Student Representatives.</p> <p>The quorum for all Committees is &gt;50% of membership rounded up to the nearest whole number, so that (for example) the quorum of a Committee with five members is three and the quorum of a Committee with six members is four.</p> <p>No formal decision should be transacted by any Board or Committee unless a quorum is present. If a quorum is not present within thirty minutes of the published start time for the meeting, any items requiring formal decision should be deferred until another date can be set or transacted by Written Resolution (see 6.10 below) if urgent, with the meeting proceeding on an informal basis if the Chair deems this useful to progress business.</p> <p>The same quorums also apply to the transaction of Written Resolutions.</p>  | <p>AG6.1</p> <p>AG6.7</p> |
| 6.6 | <p><b>Declaring Interests</b></p> <p>A formal opportunity for members to disclose interests (arising through a business, family or other personal connection) in an item covered on the agenda should be made available at the start of the agenda for each meeting, at a point prior to entering into the core business of the Committee. Governors, Co-opted Board Committee Members and Senior Management are required to make a general declaration of interests at the start of each academic year and this should be used by the Secretary to identify where potential conflicts could arise and discuss them with those involved and the Chair of the Board or Committee in question.</p> <p>Disclosures of interest are normally made in the form of an oral report to the Committee, although members who wish to make a disclosure to the Chair and/or Secretary in advance of the meeting are encouraged to do so. Disclosures of interest may be made during the course of a meeting where a discussion leads to an unanticipated interest arising for a member.</p> <p>The individual making the disclosure should take no part in consideration of, or voting on, the matter in question, and may be required to withdraw from the meeting.</p> <p>If such a withdrawal results in the Board or Committee becoming inquorate, the provisions of Regulation 6.5 above take effect for the item in question.</p> <p>Disclosures of interest will be formally minuted, identifying the discloser and the basis on which the disclosure was made.</p> |                           |

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| 6.7 | <p><b>Determining Decisions</b></p> <p>The majority of decisions of the Board of Governors, the Academic Board or Committees of the two bodies will not require a vote to be taken, but will be the basis of a routine resolution as specified in the supporting documentation presented.</p> <p>If a vote is required it will be by show of hands (virtually or in person), and will be decided by a simple majority of members present and entitled to vote except under the circumstances set out in Article of Government 6.6 where a specific level of agreement is required. In the event of an equal division of votes, the Chair will have a second and casting vote, except where the vote concerns the appointment or re-appointment of a member of the Board of Governors. A poll may be taken if required.</p>   | AG6.6 |
| 6.8 | <p><b>Alternates, Proxies, Attendees and Observers</b></p> <p>Members of the Board of Governors, the Academic Board and their committees are not permitted to send <b>alternates</b> to meetings to deputise for, or represent them. The Chair has the discretion to vary this rule in exceptional circumstances, where the absence of a member is unavoidable, apologies have been submitted, and alternate for the individual is required to represent urgent business. For example, if one Student Governor is unable to attend a Committee meeting at which a student-related item of business is to be discussed, the other Student Governor could attend in their place.</p> <p>Voting by <b>proxy</b> at meetings of the Board of Governors, the Academic Board and their committees is not permitted.</p> <p>The following principles govern inviting <b>attendees</b> to meetings of the Board of Governors, the Academic Board and their committees:</p> <ul style="list-style-type: none"> <li>(a) attendees are not members of the committee and do not have the voting or decision-making rights of members;</li> <li>(b) attendees are present for the purpose of advising the committee on one or more aspects of business, as well as receiving information and guidance from members in return;</li> <li>(c) regular attendees with an ex officio invitation to attend a Board or Committee are present at all meetings and should register apologies in the same way as members if they are not able to attend;</li> <li>(d) ad hoc attendees are present for a specific item[s] and a limited portion of a meeting.</li> </ul> <p><b>Observers</b> attend the whole or part of a meeting without voting rights but able to participate in discussion for one of four reasons:</p> <ul style="list-style-type: none"> <li>(a) for personal development, induction or information purposes (in which case participation may be limited);</li> <li>(b) to provide links between the work of Audit Committee and Finance and Resources Committee, since Governors cannot be voting members of both Audit Committee and Finance and Resources Committee;</li> <li>(c) to provide a specific perspective to the work of a Committee but avoiding a potential conflict of interests, such as a Staff Governor being an observer on People Committee;</li> <li>(d) with the permission of the Chair of the Committee in question, where a Governor would find it useful to observe the work of another Committee</li> </ul> |       |

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|     | <p>– this provision does not include Remuneration Committee.</p> <p>Observers may be long-term Governor attendees at a Committee (subject to continuing terms of office), may attend for an agreed period of time, or for one meeting or part of a meeting.</p>   |  |
| 6.9 | <p><b>Minutes and Actions</b></p> <p>The Secretary is responsible to the Chair for recording accurate i) confidential, ii) summary and iii) reserved minutes of a meeting (noting that not all meetings require all three types of minute). The Minutes of the Board of Governors and the Academic Board and their respective committees should conform to the published template, recognising that there will be acceptable variations to meet the needs of specific bodies.</p> <p>Minutes are a formal record of University business, and a key part of the University's corporate memory. Minutes should provide an audit trail of both key decisions reached, and the basis on which those decisions were arrived at.</p> <p>Confidential minutes are a full record of the meeting, noting sufficient detail of items presented and the Board or Committee's discussion to fulfil the formal record function noted above.</p> <p>Summary minutes are intended for publication on the University's website in compliance with OfS requirements; they are also used as the basis for the Chair's Reports to each meeting of Board of Governors. Summary minutes are a high-level record of the meeting.</p> <p>Reserved minutes record any items noted as reserved, at the same level of detail as confidential minutes. They are not published, and are made available only to those members of the Board or Committee who were entitled to attend for the items in question.</p> <p>The draft confidential and reserved minutes should be provided to the Chair for review and comment, normally within five working days of the meeting. The Chair is responsible for feeding back on the accuracy of the minutes within five working days where possible, to enable any amendments to be made by the Secretary and the summary minutes to be compiled and similarly reviewed by the Chair. Where a Committee meeting takes place shortly before a meeting of Board of Governors, it may be necessary to produce the summary minutes in advance of the confidential minutes to allow them to be included with the papers for the Board meeting.</p> <p>Minutes remain unconfirmed until they have been approved as an accurate record at the next meeting of the body in question, and must not be published until that has occurred.</p> <p>The Secretary should maintain an accurate record of minutes in accordance with the University's Record Retention Framework.</p> <p>It is recognised that the production of formal minutes in line with the published template will not be appropriate for less formal deliberative or decision-making bodies, such as Management Groups, Steering Groups and Task and Finish Groups. However, as a minimum, a clear record of the meeting and core decisions, outcomes and actions should be recorded and formally reported through the Group.</p> <p>The Secretary should also:</p> |  |

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|      | <ul style="list-style-type: none"> <li>i. produce key actions arising from a meeting, which are assigned to responsible officers</li> <li>ii. ensure actions are issued to relevant responsible officers on a timely basis following the meeting</li> <li>iii. update the Chair and Board/Committee on progress in implementation of actions.</li> </ul> <p>The agenda of each meeting should include an opportunity, following confirmation of the Minutes, for the Secretary and/or Chair to identify Matters Arising not covered elsewhere on the Agenda. Members of the committee should be given the opportunity to seek clarification on matters arising, including the status of actions arising from the minutes.</p>  |                |
| 6.10 | <p><b>Transacting Business Outside Formal Meetings – Written Resolutions and Chair’s Action</b></p> <p>If a formal decision is required outside of the established Board and Committee cycle, decisions of the Board of Governors or its Committees may be transacted by <b>written resolution</b> of the members of the Committee. This is done by means of a circulated decision for approval by the members as if they had been physically present in a meeting and taken the same decision. A written resolution duly approved will have the same force and standing as a decision taken in a physically convened meeting. A minute of the written resolution should be reported to the next meeting of the Board or Committee. The Secretary to the Board will be responsible for the circulation and record-keeping in relation to the passing of written resolutions.</p> <p>The Chair of the Board of Governors, the Academic Board and respective committees are empowered to take <b>Chair’s Action</b> on business arising between meetings, where urgent yet routine decision is required, which would not normally require significant discussion at Board/Committee meetings. A minute of the Chair’s Action should be reported to the next meeting of the Board or Committee. The Secretary to the Board or Committee is responsible for co-ordinating the process for Chair’s Action in all instances, and maintaining records of actions taken.</p> | AG6.7          |
| 7    | <b>SUSPENSION AND DISMISSAL OF STAFF</b>   |                |
| 7.1  | <p><b>Suspension</b></p> <p>The Chair of the Board of Governors or in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chair or Deputy Chair shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable. Anyone who is suspended from duty under the above provisions shall be entitled to receive from the Chair or Deputy Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.</p> <p>The suspension of any other member of staff will be governed by the relevant HR procedures.</p>  | IG1.1<br>AG7.2 |
| 7.2  | <p><b>Dismissal of Senior Postholders</b></p> <p>If the Chair of the Board of Governors, or in their absence the Deputy Chair, or a majority of the independent members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chair, Deputy Chair or the Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be</p>   | IG1.1<br>AG7.2 |

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|     | <p>convened as soon as possible to examine the facts, otherwise investigate the ground for dismissal and to make a report to the Board of Governors.</p> <p>The dismissal of a holder of a senior post will be governed by the Disciplinary Procedure (Senior Post-Holders)</p>   |       |
| 7.3 | <p><b>Dismissal of Other Staff</b></p> <p>All dismissals of staff of the University, Northumbria University Services Limited, Northumbria University Nursery Limited, Northumbria University Amsterdam BV and any other subsidiaries (other than the holders of senior posts see 7.2 above) will be governed by the relevant HR procedures.</p> <p>The Vice-Chancellor and Chief Executive may dismiss any members of the staff (other than the Secretary to the Board) and if the circumstances are such that they are entitled to do so by virtue of the conduct of that member of staff, a legal reason or some other substantial reason, that dismissal may take immediate effect without any need for prior notice.</p> <p>The Vice-Chancellor and Chief Executive may delegate their powers of suspension or dismissal to another member of staff. In such cases the Vice-Chancellor and Chief Executive remains responsible, with the Board of Governors, for ensuring that the relevant rules are observed.</p> <p>Any member of staff in a role above Grade 9 has the right of final appeal against their suspension or dismissal to the Board of Governors.</p> | AG7.2 |
| 8   | <p><b>CONDUCT OF STUDENTS</b></p> <p>The Board of Governors, after consultation with the Academic Board and the Students' Union, shall ensure that rules are made with respect to the conduct of students, including procedures for suspension and expulsion. Rules relating to conduct are set out in the Student Charter and the Handbook of Student Regulations</p>  |       |
| 8.1 | <p><b>Student Charter</b></p> <p>The Charter applies to all students and all programmes at all locations including TNE partners. It is a summary of the University's aspirations for all students and has been developed in partnership with the Students' Union. It can be found at <a href="http://northumbria.ac.uk">Student Charter (northumbria.ac.uk)</a>.</p>  |       |
| 8.2 | <p><b>Handbook of Student Regulations</b></p> <p>The Handbook of Student Regulations (Taught and Research versions) details the rights and obligations of every student as a member of the University community and explains the rules of conduct to be observed by students. The relevant Handbook is the primary contract between the student and the University. The Handbooks are updated for every academic year and can be found at <a href="http://northumbria.ac.uk">Handbook of Student Regulations (northumbria.ac.uk)</a>.</p>   |       |
| 8.3 | <p><b>Expulsion</b></p> <p>Procedures for the expulsion of a student for reasons of academic performance or progress or of conduct are set out in the Handbook of Student Regulations.</p>  |       |
| 9   | <b>GENERAL</b>  |       |
| 9.1 | <b>Suspension and Variation of the Governance Regulations</b>   |       |



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|      | These Regulations cannot be updated, suspended or varied without the agreement of the Board of Governors.                 |  |
| 10   | <b>DATE OF REGULATIONS</b>  |  |
| 10.1 | These Regulations are dated 1 August 2025 and shall come into operation immediately.                                      |  |
| 10.2 | These Regulations shall be reviewed annually, with the next reviewed version coming into operation on 1 August each year. |  |

| Version No. | Reviewer           | Date       | Changes  |
|-------------|--------------------|------------|--|
| 1.0         | Board of Governors | 30.06.2025 | <i>Approved by Board for implementation on 1 August 2025</i>                                       |
| 1.1         | Beth Lenney        | 12.12.2025 | <i>Added links to Instruments and Governing documents, header table and version control matrix</i> |