

GOVERNANCE REGULATIONS and GUIDANCE
UNIVERSITY OF NORTHUMBRIA AT NEWCASTLE

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Foreword

The majority of 'standing orders' or regulations governing university committees do not endeavour to accommodate corporate and academic governance arrangements. In contrast with this approach, this first set of Governance Regulations and Guidance for Northumbria University is intended as a single point of reference for the key regulations and procedural arrangements for the Board of Governors, the Academic Board and their committees.

Whilst it is recognised that there are differences in the constitutional arrangements for decision-making bodies in the corporate and academic committee tiers, many principles of governance are common to both sets of committees, and are captured in this document. The document does not endeavour to cover every eventuality which may arise across all types of decision-making or discussion body at the University, particularly given that some committees are established with a specific function in mind. However, overarching principles are covered in the document.

A further distinctive feature of the Governance Regulations and Guidance is the incorporation throughout of recommended good practice in the conduct of committees and governance practice more generally. This is in line with our intention at Northumbria for governance to enable decision-making.

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GOVERNANCE REGULATIONS and GUIDANCE

1. Interpretation of the Governance Regulations and Guidance

- 1.1 The term 'standing orders' is in common usage to describe the rules and procedures regulating the conduct of committee meetings. However, for the purposes of plain English, the University has adopted the term 'Governance Regulations and Guidance' to summarise the principles and procedures for the constitution, conduct and arrangements for Board and Committees established and in operation at the University. The document is intended to help foster a wider understanding of the principles, requirements and recommended good practice for committees across the University, for application to a range of discussion and decision-making bodies and those who support and serve on them.
- 1.2 The 'regulations' contained in the document are derived from requirements in the Instrument and Articles of Government and/or accompanying constitutional documents which build on these. They also reflect external requirements for corporate and academic governance including those of HEFCE and the 'comply or explain' approach adopted by the Committee of University Chairs (CUC). These requirements are normally reserved for the Board of Governors and its Committees. The 'guidance', which constitutes good practice for the operation of Boards and Committees, applies to all bodies and is recommended for application to all bodies established by the University.
- 1.3 This document is not divided into separate 'Regulations' and 'Guidance' sections, but is structured to provide a coherent and logical sequence of processes and activities in the committee life cycle. On this basis, Section 2 covers the principles and processes for constituting committees, followed by the committee life cycle in Sections 3 and 4. The document concludes in Section 5 with general matters.
- 1.4 A note on the interpretation of the difference between 'regulation' [with which users are required to comply] and 'guidance' [which it is preferable to adopt] is provided below:
 - the verb 'must' is not used to identify a mandatory requirement for adoption. Instead, the verb 'should' is used instead to identify specific provisions with which users of this document, namely the Secretaries and Chairs of the committees are expected to comply.
 - when 'is/are', 'has/have' is used in relation to a specific provision, this is a statement of fact or current practice which should also be adopted.
 - where a specific arrangement or approach is recommended as good practice or guidance, this is stated.
- 1.5 Should users of this document be in any doubt about the application of regulation or guidance, the Head of Governance should be contacted.

- 1.6 The term 'committee' is used on a generic basis throughout the document to refer to the Board of Governors, the Academic Board and their respective committees and other decision-making or deliberative bodies. Reference is made to the Board of Governors, the Academic Board or other named bodies where the regulation or provision specifically relates to that body.

Definitions

Acting Chair: the individual appointed on an interim basis to chair a committee.

Agenda: an ordered sequence of items to be discussed in a formal meeting.

Attendees: are not members of a committee and are present for the purpose of advising on one or more aspects of business, as well as receiving information and guidance from members in return.

Chair: the individual appointed to chair a committee.

Chair's Action: authority granted to the Chair to take a specific decision within the authority of the committee/body outside the formal meeting process.

Deputy Chair: the individual appointed to deputise for the chair of a committee.

Matters Arising: business arising from a meeting normally linked to the minutes.

Members: are individuals appointed to a committee/body through the relevant appointment process. The different categories of member are defined in this document, and differ from attendees.

Minutes: the formal summary record of discussions and actions/resolutions of a meeting of a committee/body.

Motion: a proposal made in advance, or at a meeting of, the Board of Governors, the Academic Board or Committees of the two bodies, intended to be considered or decided upon.

Parent: the board/committee to which another committee reports.

Scheme of Delegation: a document specifying the role-holder or body with delegated authority for a specific activity or area.

Secretary: the role-holder responsible for supporting all aspects of the committee life cycle.

Term of Office: the terms and conditions, including time period for holding membership of a committee.

Terms of Reference: 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.

Written Resolution: 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.

2. Constitution and Structure of the Board of Governors and the Academic Board and their Committees

Constitution of Committees

- 2.1 The constitution¹ of a committee should comprise the following:
- (a) terms of reference: encompassing 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;
 - (b) membership: including categories of membership and terms of office.

Approval and Review of Terms of Reference

- 2.2 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, and in-year review may be required where a major development occurs which 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.
- 2.3 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, unless this is the Board of Governors. The Secretary of the relevant committee responsible for maintaining, and making widely available, the latest version of the terms of reference.

Delegation of Authority of the Board and the Academic Board

- 2.4 The Board of Governors and the Academic Board has reserved powers, or areas of their remit which cannot be delegated to another body, as specified in the Instrument and Articles of Government.
- 2.5 The University's Scheme of Delegation expands upon the provisions for delegation [and non-delegation] contained in the Instrument and Articles of Government, and specifies the responsibility of committees for specific areas of business and individual role-holders, including members of the University Executive. Many areas of business may be delegated to another body established by the Board of Governors or the Academic Board within an agreed framework of delegation.

¹ The constitution of the Board of Governors is the Instrument and Articles of Government, which is supplemented by key documents including a Statement of Primary Responsibilities.

- 2.6 A Scheme of Delegation, or equivalent framework, should be established for the Academic Board, to specify the authority it delegates to relevant committees, role-holders or the Academic or service units in relation to the Academic policy and strategy.

Definitions of Decision-Making Bodies: Committees, Working Groups, Steering Groups

- 2.7 The nomenclature adopted for decision-making bodies should reflect the position of that body in the decision-making chain or hierarchy. The following generic descriptions should be applied:
- (a) 'Board': usage of the term should be restricted to a senior body with clear decision-making authority, whether on a University-wide basis or Faculty level. Reference to the 'Board' without the explanatory suffix is used as shorthand for the Board of Governors, and should therefore not be used for other boards established at the University. Other boards include the Academic Board, and examination and assessment related fora including Progression and Award boards. Faculties may also establish boards to be responsible for executive management;
 - (b) 'Committee': a formal body established with delegated responsibility for specific areas of activity from a Parent Body. The term is applicable to decision-making and monitoring or input bodies established by the Board of Governors and the Academic Board;
 - (c) 'University Executive'²: 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. Incorporation of the term 'executive' as part of a descriptor for one or more committees should only be used for those bodies directly associated with the University Executive, or the senior management teams in a Faculty;
 - (d) Group: (Management Group, Steering Group, Advisory Group, Task and Finish Group, Task Group): a body of individuals below committee or University Executive level, with responsibility for oversight of 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. Management Groups, as the term implies, are normally established by the University Executive or senior management groups at faculty or service level, with delegated responsibility for operational management matters. Steering Groups and Task and Finish Groups are normally constituted on a time-limited basis to oversee a specific project and area for investigation and recommendation, and disbanded following completion of the activity or project, or re-convened at a later date to review the outcomes of its work.

Procedures for the establishment/disbandment of decision-making bodies

- 2.8 Committees/bodies should be established under the authority of a Parent Body.

² 'Executive' constitutes a noun in its own right and does not need to be supplemented by the suffix 'Group'.

- 2.9 Committees of the Board of Governors should be established in accordance with the Instrument and Articles of Government, which include a requirement to establish committees with responsibility for specific activities, which are also subject to the external requirements of HEFCE. However, within these provisions, the Board is free to establish other committees to which it wishes to delegate responsibility for specific areas of business, in line with the Scheme of Delegation.
- 2.10 The Academic Board is permitted to establish committees with delegated responsibility for specific areas of academic policy.
- 2.11 A committee 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, draft terms of reference and membership.
- 2.12 The continued need for a committee should be reflected on 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.

Appointment of Chair, Deputy Chair and Acting Chair

- 2.13 The appointment of the Chair of the Board of Governors and the Academic Board should be as follows:
- (a) Board of Governors: by the Board as a whole, amongst its members following a formal resolution;
 - (a) The Academic Board: on an *ex officio* basis, with the Vice-Chancellor and Chief Executive as Chair.
- 2.14 Appointment as a Chair of a Committee of the Board, The Academic Board or other body is as follows:
- (a) Committee of the Board of Governors: on the approval of the Board on the recommendation of Nominations Committee.
 - (b) Committees of the the Academic Board: on the approval of the the Academic Board.

Deputy Chair³

- 2.15 The appointment of a Deputy Chair to a committee is not a mandatory requirement. However, it is considered good practice to appoint a deputy from amongst the membership of the committee as a designated replacement in the absence of the Chair, and as a potential succession planning measure. In determining whether it is feasible to appoint a deputy chair, consideration should be given to a range of factors including the number of members on the committee, the level of formality of the committee and whether it can be convened by a deputy in the absence of a Chair holding the role on an *ex officio* basis.

³ For the purpose of clarity, the term Deputy Chair should be used instead of 'Vice' Chair, which may be less commonly understood.

Acting Chair

- 2.16 An Acting Chair should be appointed from amongst the remaining Committee members in the absence of the Chair and, where the role exists, Deputy Chair.
- 2.17 An Acting Chair should be appointed on an interim basis, which may mean for part of, an entire meeting or more than one successive meeting.

Appointment of Members

- 2.18 Published procedures should be in place for the appointment of members of a Board/Committee, including terms of office and conditions of appointment.
- 2.19 The appointment of members of a committee should follow one or more of the following routes, as determined in the terms of reference and membership:
- (a) election: by and from a designated constituency or constituencies. Regulations or bye-laws will be in place to determine election criteria and process.
 - (b) nomination: by a committee, body or individual of which the member is normally appointed to be a representative.
 - (c) constitutional requirement: provided for in the Instrument and Articles of Government and its committees in the case of the Board of Governors, or terms of reference and membership for committees established under the Academic Board. This may specify named role-holders appointed on an *ex officio* basis, or a quota of representatives from a specific constituency.
 - (d) identification by the Chair for more informal bodies.

Tenure Of Office of Members

- 2.20 Members of the Board of Governors should hold and vacate office in accordance with these Regulations and the Instrument and Articles of Government.
- 2.21 The following members of the Board of Governors should be appointed for a initial three-year term of office:
- (a) External members (independent and co-opted members)
 - (b) Elected Staff representatives
 - (c) The Academic Board nominees.
- 2.22 The Academic and Service and Support Staff on the Academic Board should also be appointed for an initial three-year term of office.
- 2.23 Elected student representatives on the Board should be appointed for a one-year term of office to coincide with their sabbatical term, and can be re-elected for one further consecutive term.
- 2.24 The terms of office for members of the Board of Governors and the Academic Board in the categories specified in 2.21 should also apply to their membership of committees of those bodies. Where the date of appointment to a Committee of the Board does not coincide with the date of appointment or re-appointment as a member of the Board of Governors, the period of office will normally be

the remainder of the unexpired term for which they remain a member of the Board.

- 2.25 The term of office in 2.21 should apply to members co-opted to a Committee of the Board of Governors.
- 2.26 Renewal of the appointment of members of the Board of Governors in the categories specified in 2.21 (a) above may be made for two further consecutive three-year terms of office, up to a maximum of nine years' office.
- 2.27 Elected or nominated members of the Board of Governors (See 2.21 (b) and (c)) can be re-elected for one further consecutive term of office. The same provision applies to elected members of the Academic Board.
- 2.28 Members of the Board of Governors under 2.21 (a) who are appointed or elected for the unexpired term of office arising from a vacant position, are entitled to up to two further three-year terms of office, that is to say the unexpired term will be deemed to count as a full term for this purpose.
- 2.29 A member of the Board of Governors, the Academic Board and their committees may at any time resign from membership in writing via hardcopy or e-mail to the Chair and/or Secretary. The office held will become vacant from the date of receipt of the notice or a future date specified in the resignation, whichever is the later date.
- 2.30 A member of the Board of Governors, the Academic Board and their Committees who holds the post of independent, elected or nominated membership and sends apologies to, or is otherwise absent from, three successive ordinary meetings shall be deemed to have resigned his/her membership unless the Parent Body decides otherwise. This provision does not apply to *ex officio* members, but there is also an expectation that *ex officio* members will demonstrate full commitment to attending the meetings of committees to which they are appointed.
- 2.31 In accordance with the legislation relating to companies and charities, separate information is provided by the University on requirements for members to vacate office or the basis on which they would be disqualified.
- 2.32 Procedures should be in place for appointment to vacancies. A number of considerations should be taken into account when considering appointment to vacancies, including: whether the vacancy needs to be filled based on the number and distribution of members across the relevant categories, the skills gaps identified as future skills needs for the committee.
- 2.33 Where it is determined that a vacancy should be filled, the period of appointment should be made for the unexpired remaining term of the previous member.
- 2.34 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.

3. Preparatory Arrangements for Meetings

Categories and Modes of Meeting

- 3.1 The following categories of meetings should be convened:
- (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 majority of meetings convened.
 - (b) 'Extraordinary Meetings': are often called on an *ad hoc* 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 Chair's Action, or by e-mail circulation. Extraordinary meetings should be called within the minimum prescribed notice period 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.
- 3.2 The majority of Ordinary and Extraordinary Meetings should require that members and attendees physically convene on a scheduled time and date, at a specified venue. Resolutions can also be passed by e-mail, or through use of real-time media, subject to adequate security arrangements and an agreed protocol for eliciting and recorded feedback, decisions or votes from participating members. 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.
- 3.3 The Secretary is responsible for collating and recording the outcome of any decisions reached by means of circulation, in the form of a short minute following the standard format and recording requirements.

Cycle and Frequency of Meetings

- 3.4 Committee meetings should be scheduled by the Secretary to a committee in the context of the annual cycle of meetings. The Secretary is responsible for ensuring that a committee is scheduled in the context of the sequence and cycle of business it needs to discuss, and with a view to its relationship with other committees and its reporting to a parent body. The Secretary of a committee should consult with the Secretary of the parent committee to ensure this occurs. Committees should hold their final meeting in a cycle in advance of the final meeting of the parent body to ensure that reporting to that body is concluded at the end of the cycle.
- 3.5 Meetings should be held on a number of occasions during the course of an Academic cycle in order to transact its business effectively. In a number of

cases, the minimum required number of meetings is prescribed by regulation, such as the mandated committees of the Board of Governors such as the Audit Committee.

- 3.6 Whilst the maximum number of meetings which should be held for a committee is not specified, all committees should hold only the sufficient number of meetings required to conduct their business and, whilst informed by historical cycles, should set meetings to reflect the actual business needs. As an indication, more than six ordinary meetings per year of a committee should not be required.
- 3.7 However, it is recognised that committees with an executive management or operational remit which require consideration of time sensitive business may need to meet on a more regular basis, and/or for concentrated or set periods in the cycle.

Convening Meetings

- 3.8 All meetings should be convened by the Secretary, or, in the event that s/he is absent or due to other reason, by a deputy agreed by the Chair, on the advice of the Secretary to the Board of Governors or, if pertaining to the Academic Board, Secretary and Chair.
- 3.9 The Secretary should convene additional meetings in accordance with the definitions used in the categorisation of meetings, if the Chair deems necessary in order to discharge committee business.

Registering Apologies

- 3.10 Members should submit apologies if it is known or likely that they will be absent from a committee meeting. It is the responsibility of the member who is aware of their known or likely absence from a meeting to submit apologies to the Chair and/or Secretary of the relevant body. This should be done sufficiently in advance of the meeting, or approximately 3-5 days (where practicable), in order that the implications of the absence can be assessed and addressed if required, including the quorum.
- 3.11 Individuals who are not members of the committee, but in regular attendance [see Section 5.12] should also convey their apologies to the Secretary within the timeframe specified in 3.10.
- 3.12 In the case of members of the Board of Governors who are absent from three or more consecutive ordinary meetings, or for a period greater than six months, will be asked to stand down from membership of the Board of Governors and any committees on which they serve, unless exceptional circumstances for absence are accepted by the Chair.
- 3.13 In the case of other committees, any member who sends apologies to, or is otherwise absent from three consecutive meetings may be asked by the Chair to consider whether s/he is able to offer the required level of commitment. Members who sit on committees in an *ex officio* capacity should consider attendance at meetings as a core part of their professional commitments.

Issuing Agenda and Papers

- 3.14 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.
- 3.15 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.
- 3.16 Papers received by the deadline, the content or format of which is judged by the Secretary and/or Chair to be unsuitable for wider circulation to the Committee should be:
- (a) deferred for circulation following necessary revisions to the proposed meeting, but in advance of the meeting date and time;
 - (b) withdrawn from the agenda for re-submission at a future meeting, normally the next scheduled meeting following that from which it has been withdrawn;
 - (c) permanently withdrawn from discussion in exceptional circumstances.
- 3.17 The Secretary of any committee should liaise with the Chair to seek authorisation for papers received after the scheduled deadline for circulation, to be circulated at a later date.
- 3.18 Less formal bodies may not adhere to the same deadlines for circulating the agenda and papers in advance of meetings. However, in order to maximise the benefit and contribution of members, circulation of papers within a reasonable time period to read, reflect on, and raise queries in advance on items, is strongly encouraged.
- 3.19 Increasingly, electronic modes for circulating committee papers are adopted, to minimise the delays associated with hardcopy delivery. Software applications to support access to, and annotation of, the agenda and papers are also encouraged should this be relied on as the principal source of circulating papers to committee members and attendees.
- 3.20 The Secretary should make arrangements for papers to be made available in hardcopy to those who do not have the appropriate access to papers through electronic media, or who wish to receive a hardcopy.
- 3.21 The tabling of papers which would not otherwise fall under the category of 'Any Other Business' refers to the presentation of an item at a meeting itself, with or without advance notice given to the Chair and/or Secretary. This practice is not encouraged for formal committees on the basis that members will not have had a sufficient opportunity to consider the contents of the paper and raise queries. 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.

4 Meeting Documentation and Supporting Material

Agenda

- 4.1 All meetings should have a published agenda. The structure of and headings used in agendas for different bodies will differ to reflect the business considered at meetings. An outline template however, has been developed as a framework which can be adapted for use by Secretaries and Chairs.
- 4.2 The Secretary and Chair should be systematic in shaping agendas: making reference to the terms of reference of the committee/body, the cycle of business to ensure relevant items are covered. However, there should also be sufficient flexibility for items not scheduled at the start of the year in an annual planning cycle to secure a place on the agenda.
- 4.3 The Secretary is responsible for drafting the agenda for approval by the Chair in advance of the meeting, and informed by internal consultation with relevant colleagues on the University Executive, where required.

Papers

- 4.4 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 set out in the *Guide for Authors*. A limited number of items on the agenda may take the form of an oral report or presentation not requiring circulation in advance.
- 4.5 The agenda, and accompanying papers, will be circulated in advance of the meeting date as specified in 3.14.

Categorisation and Publication of Committee Business

- 4.6 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. Further information is contained in the *Guide for Authors*.
- 4.7 Local item coding systems may be adopted below Board and Committee level, but should reflect any requirements of the Parent Body, and enable the item to be easily categorised and retrieved for record management purposes.
- 4.8 In addition to the coding of agenda items, business presented to a committee/body should be categorised as 'Open', 'Reserved' or 'Confidential'. The categorisation of certain business as 'confidential' or 'reserved' is in order to protect the interests of the University, its staff and students, subject to the provisions of the Data Protection Act 1998 and Freedom of Information Act 2000. The University has developed a *Policy on the Categorisation of*

Committee Business which provides detailed information and guidance in relation to this area.

- 4.9 Discussion of confidential and reserved business and circulation of confidential documents are normally restricted to members of the committee. 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 Freedom of Information Act 2000 legislation.

Limitation of Business and Any Other Business

- 4.10 The Chair may defer an item for consideration at a subsequent meeting, any matter raised by a member that has not secured a place in advance on the agenda for a specific meeting. In the case of urgent business, the Chair may, at his/her discretion, permit the matter to be discussed or decided upon.
- 4.11 A decision or resolution of the Board of Governors or the Academic Board may be rescinded or varied at a subsequent meeting if notice of the proposal has been issued to, and subsequently agreed by, its members.
- 4.12 The 'Any Other Business' section at the conclusion of an agenda should be used for legitimate purposes to raise matters not covered on the agenda which are considered relevant. Any Other Business would normally relate to non-substantive matters, such as points of information to share and would not normally require a formal decision to be reached.

Minutes

- 4.14 The Secretary is responsible to the Chair for recording accurate minutes of a meeting. 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.
- 4.15 However, whilst committee chairs will have different preferences in relation to minute styles, the Chair and Secretary should be aware that 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. Minutes will be used and called upon for a range of purposes: internal regulation such as evidence in internal audit exercises, by external bodies such as HEFCE, the Quality Assurance Agency (QAA) or Office of the Independent Adjudicator for Higher Education (OIAHE) and in court proceedings.
- 4.16 The draft minutes should be circulated, once drafted by the Secretary, to the Chair, 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. The draft minutes may be circulated to the wider committee members or attendees in advance of the next scheduled meeting at which they should be confirmed as an accurate record.

- 4.17 Minutes are unconfirmed until they have been confirmed, through collective member approval, at the subsequent meeting of the committee.
- 4.18 Minutes should be reported to the Parent Body for information or discussion at its subsequent meeting.
- 4.19 There is no longer a requirement for a hardcopy of minutes to be signed off by the Chair, on the condition that confirmation of the minutes as an accurate record is received and minuted at the meeting.
- 4.20 The Secretary should maintain an accurate record of minutes in accordance with the University's Record Retention Framework.
- 4.21 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.

Actions and Matters Arising from Minutes

- 4.21 The Secretary should:
- i. produce key actions arising from a meeting, which are assigned to responsible officers
 - ii. ensure actions are issued to relevant responsible officers on a timely basis following the meeting
 - iii. monitor progress in the implementation of actions
 - iv. ensure relevant management intervention occurs where actions are not being completed without good reason
 - v. update the Chair and committee on progress in implementation of actions.
- 4.22 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.
- 4.23 Members of the committee should be given the opportunity to seek clarification on matters arising, including the status of actions arising from the minutes.

5. Conduct of Meetings and Members

- 5.1 Committee members should conduct their business in a way which supports the values of equity, dignity and respect, and foster a culture of constructive debate and challenge with members and those in attendance at meetings. This includes encouraging debate and demonstrating flexibility in responding to constructive challenge from others.
- 5.2 Committee members should demonstrate collective accountability for decisions made.

Quoracy

- 5.3 The quorum for the Board of Governors and the Academic Board is more than fifty percent of the formally appointed members, or 50%+ 1. However, within this it is broken down as follows:
- (a) Board of Governors: the external members should form the majority of members. In accordance with the current Articles of Government the quorum for meetings of the Board of Governors is ten members, of which six must be drawn from the external members;
 - (b) the Academic Board: a minimum of one member should be represented from each constituency in order for the meeting to be quorate, based on the current membership categories of *ex officio* (Deputy Vice-Chancellor/Pro Vice-Chancellors/Deans/University Librarian); The Academic Staff Representatives; Support Staff Representatives; Student members.
- 5.4 The quorum for meetings of committees of the Board and the Academic Board should normally be fifty percent of the total membership (rounded down to the nearest whole number, when the number is uneven).
- 5.5 No decision should be transacted by the Board of Governors or the Academic Board unless a quorum is present, reflecting the required ratio for the membership categories. 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, with the meeting proceeding on an informal basis as a working group to advise the Chair on matters of urgent business.

Motions, Voting and Determining Decisions

- 5.6 A motion should not be discussed unless it has been proposed and seconded. Motions are not normally moved for matters requiring routine resolution.
- 5.7 Any member of the Board of Governors, the Academic Board or committees may propose a motion that requires a vote to be taken as follows:
- i. for inclusion in an agenda for a meeting, which must be submitted to the relevant Secretary in writing at least two full days in advance of the meeting and include the names of the proposer and seconder;

- ii. at a meeting, in which notice is not required for the majority of matters considered within the powers of the relevant body;
- iii. if seconded, the motion will be voted on immediately and without debate, without any further discussion other than the exercise of the right of reply of the mover of the motion, and to be the last speaker on the motion;
- iv. any member may move an amendment to a motion provided that it is relevant to the original motion. If an amendment is rejected, other amendments may be moved. If an amendment is carried it will become a substantive motion on which a vote can be taken;
- v. any motion can be withdrawn by the proposer with the agreement of the seconder and consent of the meeting.

5.8 Any motion arising at a meeting of the Board of Governors, Academic Board or their committees will, if necessary, be put to a vote by show of hands, and will be decided by a simple majority of members present and entitled to vote. 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.

5.9 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 to the committee.

Alternates, Proxies, Attendees and Observers

5.10 Members of the Board of Governors, the Academic Board and their committees are not permitted to send alternates 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.

5.11 Voting by proxy at meetings of the Board of Governors, the Academic Board and their committees is not permitted.

5.12 The following principles should be observed in inviting attendees and observers to meetings of the Board of Governors, the Academic Board and their committees:

- (a) Attendees and observers are not members of the committee and do not have voting or decision-making rights of members;
- (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
- (c) recurrent attendees are present at the majority of meetings, for the majority of the duration of the meeting in an ex officio capacity;
- (d) ad hoc attendees are present on an infrequent basis, for a specific item[s] and a limited portion of a meeting.

- 5.13 Observers are generally present for part or the whole of a meeting for personal development or information purposes, and are not required or expected to participate in the meeting.

Registering Disclosable Interests

- 5.14 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.
- 5.15 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.
- 5.16 Disclosures of interest may be made during the course of a meeting where a discussion leads to an unanticipated interest arising for a member.
- 5.17 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.
- 5.18 Disclosures of interest will be formally minuted, identifying the discloser and basis on which the disclosure was made.

Chair's Action, Written Resolutions and Transacting Business outside formal meetings

- 5.19 There will be occasions when issues arise between meetings which require a formal decision. Such matters are normally urgent or time-sensitive. Whilst provision exists to circulate papers for feedback and decision of the committee using electronic media, there will be occasions when business arising may require the authorisation of the Chair.
- 5.20 Chair's Action is a facility which should be used sparingly and not to rectify failures to transact business at scheduled meetings. The characteristics of business for which Chair's Action is appropriate would include more routine authorisations and approval, which would not normally require significant discussion at Board/Committee meetings. However, it is recognised that there will be occasions when unforeseen business requires approval that is more substantive in nature.
- 5.21 The Chair of the Board of Governors, the Academic Board and respective committees are empowered to take Chair's Action on business arising between meetings, where urgent decision is required. Chairs of boards and committees may take one or more of the following actions:
- i. take Chair's Action upon the advice of the Secretary, who will report the matter to the next meeting of the committee;

- ii. consult with board or committee members, the chairs or members of other committees, and senior University officers as appropriate before taking Chair's action;
 - iii. to request that an extraordinary meeting, or e-mail circulation be convened, as appropriate to discuss and reach decision on the matter and/or
 - iv. request that the matter be referred to another board or committee for discussion and decision where this is considered appropriate, on the advice of the Secretary.
- 5.22 The Chair may delegate the power to take Chair's Action to a Deputy Chair where this role exists, where it is not possible for the Chair to take such action, for whatever legitimate reason.
- 5.23 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.
- 5.24 Instead of Chair's Action, more substantive or significant decisions of the Board of Governors or its Committees may be transacted by written resolution of the members of the Committee 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. As the University is not a company under the terms of the Companies Act 2006, there is no requirement to adopt the exact provisions of Companies Act in passing a written resolution. The University requirement is that such a resolution is passed by a simple majority of the members of the Board or Committee. If another body requires the Board or one of its Committees to take a decision requiring the passing of a written resolution between meetings, the University will be bound by the requirements of that body.
- 5.25 The Secretary to the Board will be responsible for the circulation and record-keeping in relation to the passing of written resolutions.

6. General

Review of Effectiveness

- 6.1 The effectiveness of committee arrangements should be reviewed on a periodic basis. In the case of the Board of Governors and its Committees, HEFCE and the Committee of University Chairs (CUC) recommend that arrangements are in place for evaluation to occur, including collective reflection and self-assessment of performance. In the case of the Academic Board, the QAA may assess the effectiveness of arrangements for the Academic Board and its sub-committee structure as part of its institutional audit process. However, institutionally-driven reviews of academic governance should also be undertaken.
- 6.2 A Board and Committee Evaluation Framework has been developed, identifying enablers of effective governance, for the Board of Governors and

its core Committees. The Head of Governance will be able to advise on the application of this, or other evaluation frameworks to the Academic Board and its Committees and the University Executive.

- 6.3 Parent bodies are responsible for receiving and considering the findings and proposed actions arising from effectiveness reviews of their committees or related groups.

Suspension and Variation of the Governance Regulations and Guidance

- 6.4 As emphasised in the Foreword and throughout this document, the 'regulations' contained in this document are compulsory when applied to the Board and the Academic Board and their respective committees. This applies to areas including election of members, terms of office and quoracy, which cannot be suspended or varied without the agreement of the Board of Governors or the Academic Board, whichever is the relevant parent body. See 1.4.
- 6.5 However, the document also contains recommendations which constitute guidance or good practice which Board and Committees and those co-ordinating their work are advised, but not required, to adopt.

Seal of Corporation

- 6.6 The Secretary to the Board of Governors is responsible for the secure custody of the Seal of Corporation of the University.
- 6.7 The Seal should be affixed to deeds on the advice of the Chief Legal Officer and signed by the Chair of the Board of Governors (or in his absence the Deputy Chair) and any other member of the Board of Governors. A register of sealings shall be maintained by the Chief Legal Officer.