

BIRMINGHAM CITY UNIVERSITY

BOARD OF GOVERNORS

STANDING ORDERS OF THE BOARD OF GOVERNORS

1. Introduction

- 1.1 This document sets out the Standing Orders governing the operation of the Board and the conduct of meetings of the Board. Those Standing Orders that are drawn from the Articles of Government are transcribed verbatim here (subject to the exclusion of misleading references to other Articles to avoid confusion) and marked by a reference to the relevant section of the Articles by a notation in square brackets after the text.

2. Appointment of a Chairman and Deputy Chairman

- 2.1 The Board of Governors, at their first meeting and at the first meeting of each ensuing three-year period from 1st April 1989, shall appoint from among their number a Chairman and Deputy Chairman. The Clerk shall take the Chair and call for nominations. If only one nomination is received the Clerk shall declare that candidate elected as Chairman or Deputy Chairman. If more than one nomination is received, there shall be a secret ballot. The candidate receiving the greatest number of votes shall be declared elected as Chairman or Deputy Chairman. [7.3(a)]
- 2.2 If the Chairman is absent from any meeting the Deputy Chairman shall preside. If both are absent from any meeting the members present shall choose one of their number to preside at the meeting. [7.3(b)]
- 2.3 Only independent members and co-opted members who are not staff of or students of the University are eligible for appointment as Chairman, Deputy Chairman or chairman of a meeting. [7.3(c)]
- 2.4 A member who is elected as Chairman or as Deputy Chairman of the Board shall begin a new term of office as a governor from the date of election.
- 2.5 An individual should not be appointed as Chairman or Deputy Chairman for more than two terms of office other than in exceptional circumstances.
- 2.6 The Board of Governors shall appoint the chairman of each committee of the Board. If the chairman of a committee is absent from any meeting the members present shall choose one of their number to preside at the meeting.

3. Frequency of Meetings

- 3.1 The Board of Governors shall from time to time decide on the frequency of their meetings but shall hold at least four meetings in each year.
- 3.2 Committees of the Board shall meet in accordance with the mode of operation determined by the Board.

4. Quorum

- 4.1 The quorum for meetings of the Board of Governors shall be seven members of whom four shall be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision. [7.1]
- 4.2 The quorum for meetings of a committee shall be determined by the Board in the approved mode of operation for that committee.
- 4.3 If within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to such day, time and place as shall be determined. No business shall be transacted at an adjourned meeting other than the business which could have been transacted at the original meeting. [7.9]

5. Summoning and Notice of Meetings

- 5.1 All meetings of the Board of Governors shall be summoned by the Clerk or an authorised representative. [7.5]
- 5.2 At least seven clear days' notice of an ordinary meeting of the Board of Governors and at least three clear days' notice of an extraordinary meeting shall be given, specifying the business proposed to be transacted. The notice shall be left at or sent to the usual place of residence of each governor provided that want of service of the notice on any governor shall not affect the validity of the meeting. [7.6]
- 5.3 An extraordinary meeting shall be held on a written request to the Clerk by the Chairman or any five members. No business shall be transacted at an extraordinary meeting except that which is contained in the notice summoning the meeting. [7.8]
- 5.4 The Chairman of the Board shall determine the agenda for meetings on the basis of recommendations proposed by the Clerk.
- 5.5 If a member of the Board wishes to place an item of business on the agenda for a meeting he or she shall lodge a request with the Clerk to the Board no later than 14 days before the meeting at which the item is to be taken. The request shall state the nature of the issue and the terms of any resolution(s) to be proposed to the Board. It shall be a matter for the Chairman to decide whether such a matter shall be taken but no such request shall be refused unreasonably.

6. Conduct of Debate

- 6.1 The Chairman of the Board or of the meeting shall preside over the meeting and control the conduct of the debate. All contributions to the debate shall be addressed to the chairman of the meeting.
- 6.2 Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as a proxy for another member. [7.2]

- 6.3 At the conclusion of debate the Chairman shall put any resolution already before the Board to the meeting.
- 6.4 Where a member of the Board wishes to propose a resolution, the resolution must be seconded by another member of the Board and an opportunity provided to debate the resolution, before it can be put to the meeting.
- 6.5 Where a member of the Board wishes to propose an amending resolution, the amending resolution must be seconded by another member of the Board, and an opportunity provided to debate the amendment. The amending resolution, if seconded, must be put to the Board for decision before the substantive resolution can be taken.

7. Declarations of Interest

- 7.1 If any governor has a pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting at which the contract or other matter is the subject of consideration, the governor shall at the meeting and as soon as practicable after commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it and shall be required to withdraw from the meeting for consideration of that item. Nothing in this Article shall prevent the Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by the members arising out of their office or prevent the Corporation from obtaining such insurance and paying the premiums. [7.14]
- 7.2 Staff governors and student governors shall withdraw from meetings of the Board of Governors or its Committees where the matter under consideration relates to appointment, remuneration, promotion or the terms and conditions of service or conduct of a member of staff or student or a prospective member of staff or prospective student. The Principal shall withdraw from meetings of the Board or its Committees where the matter under consideration relates to the Principal's own remuneration, terms and conditions of service or conduct. [7.15]
- 7.3 The Board maintains a Register of Interests which is updated annually on a routine basis. It is incumbent on individual Board members to notify the Clerk to the Board as soon as there is any change in the circumstances affecting their Register entry. The Register shall be available for reference by members at every meeting.

8. The Determination of Resolutions

- 8.1 Every question needing to be determined at a meeting of the Board of Governors other than that relating to the filling of a vacancy or the appointment of a member shall be determined by a majority of votes of the governors present and voting expressed by a show of hands unless it is resolved before the question is put that a poll be held to determine the issue. [7.10]
- 8.2 Where there is an equal division of votes the chairman of the meeting shall have a second or casting vote. [7.11]
- 8.3 All proxy votes shall be held by the Chairman of the Board. In the absence of the Chairman or if the matter to be determined relates to the Chairman, proxy votes shall be held by the Deputy Chairman.

- 8.4 The Chairman or Deputy Chairman shall declare the number of proxy votes received for or against the resolution immediately after the vote has been taken by the Board.
- 8.5 Proxy votes will be accepted if the Chairman, or in the absence of the Chairman, the Deputy Chairman, determines that the matter is appropriate for resolution by proxy and the agenda for the meeting states that proxy votes are available for this resolution. Proxy votes shall be available for the determination of the following matters:
- 8.5.1 the approval of the annual estimates of income and expenditure;
 - 8.5.2 the varying or revoking of the Articles of Government;
 - 8.5.3 the varying of the determination of membership numbers;
 - 8.5.4 the acts of the Corporation in its capacity as appointing authority for members of the Corporation;
 - 8.5.5 the acts of the Committee of Independent Members when that Committee acts as the appointing authority for independent members of the Corporation.

All proxy votes shall be received by the Clerk not less than one hour before the commencement of business.

All proxy votes shall be in writing on a form provided by the Clerk for this purpose.

- 8.6 Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary the same has been given to all members of the Board in the notice of business to be transacted. [7.12]
- 8.7 A resolution in writing to which every member signifies acquiescence in writing shall be valid as if the same had been passed at a meeting of the Board of Governors duly convened and held. [7.13]
- 8.8 Where a resolution is passed by general consent it shall not be necessary to record the number of votes cast in the minutes of the meeting. Where a formal vote is taken, however, the minutes shall record the number of votes for and against the resolution and the number of any abstentions. A member may request that his or her dissent from a resolution be specifically recorded in the minutes.

9. Validity of Proceedings

- 9.1 The proceedings of the Board of Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any governor. [7.4]

10. Delegation of Business

- 10.1 The Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Principal [Vice-Chancellor] or to the Academic Board [Senate], and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Principal. [5.1]

- 10.2 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors. [5.3] The Board may establish such other committees as it deems necessary from time to time for the efficient conduct of its business and may abolish such committees, as it deems fit, other than the committee(s) prescribed in Article 5.3 or in the terms of the Financial Memorandum with the Higher Education Funding Council for England.
- 10.3 Standard delegations are contained within the terms of reference of committees and within rules and procedures approved by the Board and the Board may supplement these powers with specific delegations from time to time.

11. Attendance at Meetings

- 11.1 The Vice-Chancellor shall be entitled to attend meetings of the Board and of its committees and to speak to the business of the meeting even if he or she is not a member. The Vice-Chancellor must withdraw from meetings of the Board or its committees where the matter under consideration relates to his or her own remuneration, terms and conditions of service or conduct. He or she may not attend any meeting where the matter under consideration is the selection of his or her successor as Vice-Chancellor.
- 11.2. Members of the Vice-Chancellor's Office shall attend meetings of the Board and of its committees for items concerning their area of responsibility and may attend for other items of business with the Chairman's permission.
- 11.3 No other person who is not a member shall be entitled to attend meetings other than with the express permission of the Chairman or the chairman of a meeting. Persons so invited shall have no right to speak unless invited by the Chairman to do so.

12. Removal of Members from Office

- 12.1 Under the terms of the Instrument of Government the Board may, by notice in writing, remove a member from office if the Board is satisfied that the member concerned has been absent from meetings of the Board for a period of twelve months without the permission of the Board; or is unable or unfit to discharge the functions of a member.

13. Publication of Business

- 13.1 The agenda for every meeting of the Board of Governors or its committees, draft minutes, approved by the Chairman, signed minutes of such meetings and any report document or other paper considered at any such meeting shall, in each case as soon as may be, be made available at the University by the Board of Governors to any member of staff or student wishing to inspect them. [7.16] The Board shall make its business as open and transparent as possible, subject only to the reservation of certain papers and minutes as confidential in accordance with the policy outlined in paragraphs 13.2 and 13.3 below. The Clerk shall make arrangements for the general publication within the University of Board and committee business as well as for the inspection of papers and minutes by individuals.

- 13.2 There may be excluded from any item required to be made available in pursuance of paragraph 13.1 above, any material relating to:
- (a) a member of staff employed at or proposed to be employed at the University;
 - (b) a student at, or candidate for admission to the University;
 - (c) any matter which, by reason of its nature, the Board of Governors are satisfied should be dealt with on a confidential basis. [7.17]
- 13.3 The Board shall normally regard as confidential, in addition to the matters identified in 13.2 above:
- (a) matters of a sensitive nature relating to a named individual;
 - (b) matters that are commercially sensitive, the disclosure of which could damage a commercial negotiation or the University's trading position;
 - (c) matters, the disclosure of which could damage the University's negotiating position in its negotiations with the staff or their representatives or with the student body and its representatives;
 - (d) matters, the disclosure of which could damage the smooth conduct of the University's relations with the staff or the student body.
- 13.4 The agenda, agenda papers and minutes of the following committees shall automatically be regarded as confidential although the reports of these committees to the Board need not be so regarded unless specifically marked as confidential:
- Honorary Awards Committee
Nominations and Governance Committee
- 13.5 The Chairman shall determine initially, on the advice of the Clerk, whether a matter is to be treated as confidential in the business for a meeting, in which case both the agenda item and the paper dealing with the issue shall be labelled clearly as confidential and neither they nor their substance may be disclosed to any individual who is not a member of the Board, a member of the Vice-Chancellor's Office or of the Clerk's office, or an officer of the University who has been party to the preparation of the paper. The Board may subsequently rule in the meeting that the embargo on publication may be lifted. Unless it does so, however, the matter shall remain confidential until either the Chairman or the Vice-Chancellor deems that, with the passage of time, publication would no longer damage the interests of the University or, if relevant, of the named individual who was the subject of discussion.
- 13.5 Wherever possible and desirable, the minutes of confidential business shall be written in such a way as to enable them to be published without disclosing confidential material. Where this is not desirable or feasible, the minutes may be marked as confidential and withheld from general circulation on the same terms as the initial agenda paper.

14. Conduct of Committees

- 14.1 Standing orders 4.3, 5.1 to 5.5 inclusive, 6.1 to 6.5 inclusive, 7.1, 8.1, 8.7, 8.8 and 9.1 shall apply to committees of the Board as well as to the conduct of the business of the Board itself. Reference to the Board or to a meeting of the Board shall be construed as references to the committee or to a meeting of the committee. References to the Chairman of the Board or to the Chairman shall be construed as references to the chairman of the committee concerned.

Karen Stephenson
University Secretary

Updated April 2010