



Leeds Beckett University

**STANDING ORDERS FOR THE CONDUCT OF MEETINGS
OF THE BOARD OF GOVERNORS AND ITS COMMITTEES**

Approval information

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STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES

General Information

- 1 These standing orders regulate the conduct of meetings of the Board of Governors, its committees, and sub-committees.
- 2 Nothing in these standing orders is intended to conflict with the University's Instrument and Articles of Government. In the event of any such conflict, the Instrument and Articles will take precedence. These standing orders should be read in conjunction with the Governor Code of Conduct, which comprises the standards and commitments expected of our Governors.
- 3 The Chair of a meeting, on the advice of the Secretary, is responsible for ruling on any question of interpretation of these standing orders. Their ruling is final.

Interpretation

- 4 The following definitions apply throughout these standing orders.

"Chair"	the person responsible for chairing a meeting of a board or committee;
"committees"	unless the context requires otherwise, references to committees include sub-committees thereof;
"constitution"	the constitution of a board or committee as defined in paragraph 5 below;
"additional meeting"	a meeting of a board or committee convened at the request of the Chair in addition to the scheduled, ordinary meetings;
"extraordinary meeting"	a meeting of a board or committee convened at the request of the chair or of the members to consider specified business only;
"Instrument and Articles of government"	the governing documents of the Leeds Beckett University Higher Education Corporation, as approved by the Privy Council following the resolution of the Board of Governors;
"member"	a member of a board or committee;
"ordinary meeting"	a scheduled meeting of a board or committee;
"parent body"	the board or committee to which a committee or sub-committee reports;
"Secretary"	the secretary to a board or committee, being the University Secretary or a person designated by them
"written"	Written or printed, including transmitted by electronic communication;
"working day"	a week day, excluding public holidays and other days when the University is closed;

Constitution of Boards and Committees

- 5 The constitution of a board or committee consists of its:
 - a) terms of reference;
 - b) powers and / or delegated authority;
 - c) authority to delegate its functions;
 - d) membership profile (including the terms of office of members or categories of members);
 - e) any special regulation(s) made pursuant to the Instrument and Articles of Government or under these standing orders – for example, in relation to: quorum at meetings; alternates and proxies; attendance of observers.
- 6 The constitution of the Board of Governors, including its membership profile, is derived from, and determined in accordance with, the Instrument and Articles of Government. The Board of Governors may adopt a statement of primary responsibilities to clarify its role.
- 7 The Board of Governors is responsible for approving the constitution of each of its committees upon the recommendation of the Governance and Nominations Committee.

Appointment of Chairs and the Deputy Chair

- 8 In accordance with the Articles of Government, the Chair and Deputy Chair of the Board of Governors are elected by the Board from amongst the independent members for three-year terms of office. The Governance and Nominations Committee will advise the Board on the election of the Chair and Deputy Chair, including the election rules and appointments process.
- 9 The Board of Governors shall appoint chairs to each of its committees using the following process:
 - a) Before the end of an academic year, the Chair of the Board of Governors shall consult with the current chairs of its committees to consider which members of the Board should chair each committee of the Board for the following academic year;
 - b) The Chair of the Board shall then make proposals to the Governance and Nominations Committee regarding which members of the Board should chair each committee for the following academic year;
 - c) The Governance and Nominations Committee consider shall and, if appropriate, endorse the Chair's proposals and make recommendations to the Board of Governors regarding which members of the Board should chair each committee for the following academic year; and
 - d) The Board of Governors shall consider and, if appropriate, approve the recommendations of the Governance and Nominations Committee regarding the proposed membership for the Board's committees for the following academic year.
 - e) Where an appointment is required to be made as a result of the chair of a

committee becoming vacant during the course of an academic year, the process set out in sub-paragraphs a to d above shall be followed, save that the timescales for making such an appointment shall not be related to the cycle of the academic year.

- 10 If the Chair and Deputy Chair are absent from a meeting, or otherwise unable to preside, the members present will elect one of their number to chair the meeting. In the case of a meeting of the Board of Governors, only independent members may be so elected.

Appointment of Members

- 11 The members of the Board of Governors are appointed in accordance with the provisions of the Instrument and Articles of Government. The Governance and Nominations Committee is responsible for approving the arrangements for the nomination and election of members of the Board and making recommendations regarding the membership of the Board.
- 12 The Board of Governors shall appoint members to each of its committees using the following process:
 - a) Before the end of an academic year, the Chair of the Board of Governors shall consult with the current chairs of each of the Board's committees to consider which members of the Board should sit on each committee of the Board for the following academic year, having regard to the membership profile requirements and if applicable the membership restrictions for each committee;
 - b) The Chair shall then make proposals to the Governance and Nominations Committee regarding which members of the Board should sit on each committee for the following academic year;
 - c) The Governance and Nominations Committee shall consider and, if appropriate, endorse the Chair's proposals and make recommendations to the Board of Governors regarding which members of the Board should sit on each committee for the following academic year;
 - d) The Board of Governors shall consider and, if appropriate, approve the recommendations of the Governance and Nominations Committee regarding the proposed membership for the Board's committees for the following academic year; and
 - e) Where an appointment is required to be made as a result of a position on a committee becoming vacant during the course of an academic year, the process set out in sub-paragraphs a to d above shall be followed, save that the timescales for making such an appointment shall not be related to the cycle of the academic year.

Tenure of Office

- 13 Members of the Board of Governors hold and vacate office in accordance with the provisions of paragraph 6 of the Instrument of Government.
- 14 Specifically, independent members of the Board of Governors will not hold office

for more than three terms, each of three years, except where subsequently undertaking a new and more senior role (for example as Chair).

Quorum

- 15 In accordance with the Articles of Government, the quorum for meetings of the Board of Governors is nine members of whom five must be independent members, except in matters in respect of which all the independent members of the board are prevented from voting by a conflict of interest, in which case the quorum is four.
- 16 The quorum for meetings of committees of the Board of Governors is normally one half of the total membership (rounded down to the nearest whole number when this is a fraction), unless the committee's constitution expressly states otherwise.
- 17 If a quorum of members is not present within fifteen minutes of the scheduled start of a meeting, or ceases to be present at any time during a meeting, the Chair may decide either:
 - a) to ask the members present to proceed as a working group to advise them on matters of urgent business;
 - b) to adjourn the meeting to another date.

Alternates and Proxies

- 18 Members of the Board of Governors and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings.

Apologies

- 19 All members are expected to attend relevant meetings. Members who are unable to attend for good and sufficient reason should send their apologies and reason for absence, in writing, to the Chair and Secretary, as soon as possible, and normally not less than 24 hours before the meeting.
- 20 Any member who sends apologies to, or is otherwise absent from, two consecutive meetings or more may be asked by the Chair to consider whether they are able to offer the required level of commitment. Absence from meetings may be grounds for the removal of a member of a board or committee from office.

Frequency of Meetings

- 21 The Board of Governors and its committees should meet as often as is necessary for the effective discharge of their responsibilities. Except where the constitution expressly provides otherwise, they are required to meet at least three times a year.
- 22 A calendar of ordinary meetings for the forthcoming academic year will be produced annually by the Secretary. The Board of Governors will each approve the schedules of their meetings and those of its respective committees. In exceptional circumstances, the Chair of a board or committee, on the advice of the Secretary,

may approve changes to its schedule of meetings.

Convening of Meetings

- 23 All meetings must be convened by the Secretary, or, in the event of their incapacity, by a deputy designated by the Chair.
- 24 The Secretary will convene additional meetings if the Chair deems that it is necessary or desirable to do so.
- 25 The Secretary will convene an extraordinary meeting upon receipt of a formal request from the Chair or from a majority of the members of the board or committee. An extraordinary meeting will transact only the business specified in the request.

Notice of Meetings

- 26 The minimum period of notice for ordinary meetings is five working days.
- 27 The minimum period of notice for additional and extraordinary meetings is three working days.
- 28 The notice will normally be in the form of an agenda setting out the time and place of the meeting, and the items of business to be transacted.

Agenda

- 29 The Secretary is responsible for publishing deadlines by which requests for items of business to be included on the agenda should be notified to the Chair and the Secretary.
- 30 The Secretary is responsible for drafting the agenda for approval by the Chair. The Secretary will arrange the agenda in such order as may appear most convenient for consideration at the meeting.

Reports

- 31 Each item of business for consideration at a meeting will normally be supported by a written report. Oral reports will only be allowed by the Chair in exceptional circumstances and at their discretion.
- 32 Reports to be considered at a meeting will normally be circulated with the agenda on the fifth working day prior to the meeting. Tabled reports and items of any other business will only be allowed by the Chair in exceptional circumstances and at their discretion.
- 33 Reports should comply with the published guidance regarding formatting and presentation and should be accompanied by a completed coversheet and executive summary as appropriate. In particular, reports should clearly identify whether they

are for information or decision and set out any recommendation which the board or committee is asked to consider.

- 34 The Secretary is responsible for publishing deadlines by which reports must be submitted. Prior to being submitted to the Secretary:
- a) reports from another board, committee, or working group must be approved by its Chair;
 - b) reports from members of staff to the Board of Governors and its committees must normally be approved by the Vice-Chancellor or nominee;
 - c) reports for the Board of Governors and its committees, which propose University strategy, policy, or significant new expenditure, must be approved by the Vice-Chancellor.

Publication of Documents

- 35 The agenda and non-confidential supporting documents are normally published online on the fifth working day prior to a meeting.
- 36 Following a meeting, the minutes will be circulated to members once they have been approved by the Chair. Confirmed minutes will normally be published online within ten working days of the meeting at which they are confirmed.
- 37 Confidential or reserved documents will not be made available in these ways.

Confidential and Reserved Business

- 38 In order to protect the interests of our University, its students, and its staff, and subject to the provisions of the Data Protection Act 1998 and Freedom of Information Act 2000, certain items of business may be declared to be confidential or reserved.
- 39 Discussion of such business and circulation of supporting documents are normally restricted to members of the board or committee. Copies of such documents will not be published as set out in paragraph 37. Reserved business normally refers to matters concerning details of individuals, either members of staff, students or stakeholders.
- 40 Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items. In addition, the Chair, on the advice of the Secretary, may decide that student and/or staff members should not receive reserved documents nor participate in discussion of reserved business, where there may be considered to be a conflict of interest.
- 41 Observers will normally be required to withdraw from a meeting during discussion of confidential or reserved business.
- 42 The Chair, on the advice of the Secretary, is responsible for determining which items are to be declared confidential or reserved. Confidential and reserved documents

should be clearly marked as such. Reserved business will be identified on the agenda.

- 43 The Secretary is responsible for maintaining a schedule of confidential and reserved documents. Each year, the Secretary will review the schedule and determine whether any documents should be made public, subject to the provisions of the Data Protection Act 1998 and the Freedom of Information Act 2000.

Attendance of Observers

- 44 Our University is committed to openness and transparency in its decision making. Students and staff of our University may normally attend and observe meetings of the Board of Governors and its committees with prior permission from the Chair. Anyone wishing to attend a meeting should contact the Secretary at least three working days in advance of a meeting.
- 45 Subject to practicalities, every effort will be made to accommodate observers at meetings. The Chair, on the advice of the Secretary, has the power to limit the maximum number of observers at any meeting.
- 46 The right to observe meetings does not confer on observers any entitlement to speak, vote, or otherwise participate in meetings.
- 47 The Chair may, on the advice of the Secretary, require an observer or observers to withdraw from a meeting in the interest of the proper conduct of the meeting. Observers will normally be required to withdraw from a meeting during discussion of confidential or reserved business.
- 48 The Board of Governors may from time to time resolve that all meetings of a committee of which it is the parent body should be held in private. Such a resolution may only be made on the grounds that the attendance of observers would be prejudicial to effective decision making and/or the proper conduct of business and must be reviewed annually.

Conduct of Meetings

- 49 The Chair is responsible for the orderly conduct of the meeting and is entitled to the cooperation of members in ensuring the fair, effective, and expeditious transaction of business and the observance of the courtesies of debate. The Chair shall decide the order in which Members may be called to speak; offer rulings on points of order; and decide whether or not to suspend, adjourn or conclude a meeting that is being disrupted.
- 50 Where the Chair considers that a member is acting in an unreasonable, obstructive, or offensive manner during a meeting, the member will be warned that their conduct is unacceptable. Should this behaviour continue, the Chair may require that member to withdraw from the meeting. In instances where the member refuses to observe the authority of the Chair in this matter it shall be open to the Chair and the majority of the other members, in their absolute discretion, to determine how the

meeting shall proceed.

- 51 The Chair may vary the order of agenda items so as to give precedence to any business of special importance, or urgency.
- 52 The Vice-Chancellor, as Chief Executive, and the Clerk shall have the right to advise the Board of Governors and its committees and be heard if a matter under discussion is deemed by them to be ultra vires (i.e. beyond the powers of the meeting).
- 53 It is the practice of Board of Governors and its committees to reach decisions by consensus, votes are rarely taken.
- 54 If a vote is deemed necessary by the Chair, a decision will be taken by a simple majority with the Chair holding a second and casting vote if there is an equal division of votes, except where the vote concerns the appointment or reappointment of a member of the Board of Governors. The numbers voting for and against and any abstentions will be recorded in the minutes.
- 55 Any decision of the Board of Governors and its committees, however determined, is a decision taken by the members collectively and each individual member has a duty to stand by it whether or not they were present at the meeting when the decision was taken.
- 56 The Chair may refer for consideration at the next meeting, any matter raised by a member which is not specified in the agenda for the meeting. However, in the case of any urgent matter, the Chair may, if they consider it can be properly dealt with at that meeting, so deal with it.
- 57 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 Member or in the accidental want of service of notice of the meeting on any Member.
- 58 Where it is not possible for a member to attend a meeting in person, arrangements may be made for them to take part in the meeting through electronic conferencing facilities, so long as the Chair is content that this will not adversely impact on the conduct of that meeting.

Minutes and Records

- 59 The Secretary is responsible to the Chair for recording accurate minutes of a meeting. The minutes must conform to the published guidelines.
- 60 The minutes will be produced by the Secretary, normally within ten working days of the meeting. The Chair will approve the accuracy of these, subject to confirmation at the next ordinary meeting of the board or committee. Following the Chair's approval, the minutes will be circulated to members, normally within a further five working days of the meeting.

- 61 Confirmed minutes will be signed by the Chair and held by the Secretary in perpetuity.

Sub-Committees and Short-Life Working Groups

- 62 Committees of the Board of Governors may establish sub-committees only with the prior approval of their parent body.
- 63 The Board of Governors and its committees may establish short-life working groups to perform specific tasks and in so doing must determine their terms of reference, membership (including the Chair, who must be a member of the parent body), and lifespan.
- 64 The lifespan of a short life working group must not exceed two years, within which it must have completed its work.
- 65 A working group must conclude its business by submitting a final report to its parent body for consideration.

Registration and Declaration of Interests

- 66 Members of the Board of Governors and its committees are expected to discharge their duties impartially and objectively and to take steps to avoid any conflict of interest. Occasionally, members' outside activities and interests, or those of close family members, may give rise to actual or perceived conflicts of interest.
- 67 In the interests of transparency and probity the University holds a register of interests. All members of the Board of Governors and its committees are required to register any matters which might influence, or be seen to influence, their conduct in respect of the business of the board(s) and / or committee(s) of which they are members. The register of interests is to be completed on first appointment and annually thereafter. The Chair may decide that any member who does not complete the register of interests as required shall not be permitted to receive papers nor attend meetings.
- 68 Members are expected to declare their interest in a matter under discussion, even if that interest has already been registered.
- 69 On the advice of the Secretary, the Chair may require a member to withdraw from any discussion, decision, or vote on a matter where a direct or indirect financial interest, or a substantial non-financial interest, exists or has been declared.

Transacting Business between Meetings

- 70 From time to time, issues arise between meetings which require an urgent formal decision. Chairs of boards and committees are empowered to take Chair's action on business arising between meetings, where urgent decision is required and / or

where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the board or committee should formally resolve to delegate it to the Chair for action.

71 In all cases, before taking formal action, the Chair will, with the advice of the Secretary, consider:

- a) The seriousness of the matter in relation to the terms of reference of the board or committee;
- b) the impact or potential impact of the matter on our University, its students, and its staff (including, but not limited to: financial, political, and reputational implications; impact on student experience and / or industrial relations from taking, or not taking, such action);
- c) the practicalities of consulting with other members of the board or committee within the timescale available.

72 Chairs of boards and committees may take one or more of the following courses of action:

- a) To take Chair's action, with the advice of the Secretary, and report the matter to the next meeting of the board or committee;
- b) to consult with members of the board or committee by whatever means necessary before taking Chair's action;
- c) to consult, as appropriate, with Chairs and / or members of other boards and committees and / or with officers before taking Chair's action;
- d) to request, through the relevant Chair and Secretary, that the matter be referred to another board or committee for discussion and decision (where the matter in question is wholly within the terms of reference and delegated powers of that board or committee);
- e) to request that the Secretary convene an extraordinary meeting of the board or committee, in accordance with paragraph 25, in order to discuss and decide the matter;

73 The Chair of the Board of Governors, with the agreement of the Vice-Chancellor and the Clerk, has the power to convene a meeting of the Chair's Committee to discuss and decide urgent matters. In the absence or incapacity of the Chair, Vice-Chancellor and/or the Clerk, their nominated deputies are empowered to act in respect of convening the Chair's Committee.

74 The Chair, on the advice of the Secretary, must ensure:

- a) compliance with our University's regulations;
- b) that paragraphs 65 – 68 regarding conflicts of interest are observed;
- c) that any decisions taken by Chair's action are reported in full to the next ordinary meeting of the board or committee.

Suspension of Standing Orders

75 In cases of urgency, any one or more of these standing orders may, be suspended

at any meeting of a board or committee. The suspension of standing orders applies only to the meeting at which it is passed and the reason for doing so must be clearly recorded in the record of the meeting.

Variation and Revocation of Standing Orders

76 These standing orders may be varied or revoked by the Board of Governors. Any motion to vary or revoke the standing orders must be submitted to the University Secretary who will make a full report and recommendation thereon to the next meetings of the Board of Governors.