

SHEFFIELD HALLAM UNIVERSITY

BOARD OF GOVERNORS

STANDING ORDERS FOR THE BOARD OF GOVERNORS

1 INTRODUCTION

1.1 The Board of Governors shall conduct its affairs in accordance with the University's Instrument and Articles of Government. Under the Articles of Government (Article 7.1) the Board may make such rules and standing orders as it thinks fit for the exercise of its functions.

1.2 These standing orders govern the operation of the Board of Governors and the conduct of meetings of the Board. Those standing orders that are drawn from the Articles of Government are transcribed verbatim and marked by a reference to the relevant section of the Article by a notation in brackets after the text.

1.3 Conduct of the Board's Committees

Standing orders 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 a committee.

2 APPOINTMENT OF A CHAIRMAN AND DEPUTY CHAIRMAN OF THE BOARD

2.1 The Board of Governors shall at its inaugural meeting and triennially thereafter, elect a member to be Chairman and shall elect annually another member to be Deputy Chairman. A member of the Board of Governors who is employed at the University or who is a student at the University shall not be eligible for such election. In the event of a vacancy in the office of Chairman or Deputy Chairman, the Clerk to the Board shall put in hand arrangements for the election of a successor and in either case such person shall serve only for the remainder of the period of office (Article 7.5).

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.

2.3 Only members who are not staff or students of the University are eligible for appointment as Chairman, Deputy Chairman or Chairman of a meeting.

2.4 A member who is elected as Chairman of the Board or appointed as Chairman of a committee is able to begin a new term of office as a governor from the date of election or appointment up to a maximum of four years.

2.5 An individual should not be appointed as Chairman for more than two terms of office.

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 (Article 7.6).

3.2 The schedule of Board and committee meetings shall take cognisance of the University's reporting requirements and decision making needs.

4 QUORUM

4.1 The quorum for meetings of the Board of Governors shall be 10 members of whom 6 shall be independent members. If a meeting is quorate, but less than half of the members present are independent members, a majority of the independent members present may require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision. A member shall not be counted in the quorum present at a meeting in relation to any matter on which he or she is not entitled to vote (Article 7.2).

4.2 The quorum of meetings of a committee shall be determined by the Board.

4.3 In order to expedite business decisions the following should apply if ***at the start of a meeting it is not quorate***.

- i) The Chairman will ask the members present to confirm that they wish to continue with the business as published and instruct the Clerk to the Board to seek the comments of the absent members by correspondence immediately after the meeting.
- ii) If the number of members present at the inquorate meeting approving the item plus the number of absent members responding by correspondence approving the item is a majority of those eligible to vote on the matter then the decision taken in the meeting is confirmed as a decision of the Board. The minutes of the meeting should clearly state that the meeting was inquorate and the written comments received from the absent members should be used to prepare an addendum which supplements the minutes of the meeting and confirms Board or committee decisions. The minutes and the addendum should be approved as a correct record at the next meeting.
- iii) If the members present decide to adjourn the proceedings, the meeting shall stand adjourned to such day, time and place as shall be determined.

4.4 In order to expedite business decisions the following shall apply if the meeting becomes ***inquorate during the proceedings***.

- i) The Chairman will ask the members present to confirm that they wish to continue with the business as published and instruct the Clerk to the Board to seek the comments of the absent members by correspondence immediately after the meeting.
- ii) If the number of members present during the inquorate part of the meeting approving the item plus the number of absent members responding by correspondence approving the item is a majority of those eligible to vote on the matter then the decision taken in the meeting is confirmed as a decision of the Board. The minutes of the meeting should clearly state that the meeting became inquorate and the written comments received from the absent members should be used to prepare an addendum which supplements the minutes of the meeting and confirms Board or committee decisions. The minutes and the addendum should be approved as a correct record at the next meeting.
- iii) If the members present decide to adjourn the proceedings, the meeting shall stand adjourned to such day, time and place as shall be determined.

5 SUMMONING AND NOTICE OF MEETINGS

- 5.1 At least seven days notice of meetings of the Board or its committees shall be given in writing and such notice shall specify the date, time and place of the meeting and the business to be transacted, but accidental want of service of notice on any member shall not affect the validity of a meeting (Article 7.7). The notice shall be left at or sent to the correspondence address which each Governor confirms with the Clerk to the Board.
- 5.2 Any member who is unable to attend a meeting should submit apologies for absence to the Clerk to the Board or the Minute Secretary as indicated on each agenda. Members who give their apologies are invited to submit their written comments on each agenda item to the Clerk to the Board in advance of the meeting.
- 5.3 The Chairman or any three members of the Board of Governors may, for any cause which seems to them sufficient, require a special meeting to be convened by giving notice in writing to the Clerk to the Board specifying the business to be transacted. In such a case the period of seven clear days may be reduced at the discretion of the Chairman to not less than 24 hours (Article 7.8).
- 5.4 All meetings of the Board of Governors shall be convened by the Clerk to the Board, or an authorised representative, through whom all proposals and reports for consideration by the Board of Governors shall be submitted formally to the Board of Governors (Article 7.9).

6 **RECORD OF MEETINGS**

The Clerk to the Board shall make arrangements which shall be approved by the Board of Governors for the recording of proceedings of the Board and for the publication in the University of agenda, agenda papers and minutes subject to any provisions for confidentiality (Article 7.10). Decisions on the confidentiality of individual items should be consistent with the confidentiality policy approved by the Board of Governors.

7 **ITEMS OF BUSINESS**

- 7.1 The Chairman of the Board shall draw on expertise of the Clerk to the Board by liaising with the Clerk to comment on the draft agenda and advise on or approve the content of papers, where appropriate. In the Chairman's briefing meeting held before the Board meeting the timing of agenda items and the amount of indicative discussion time permissible for each item shall be reviewed.
- 7.2 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.
- 7.3 Members must notify the Clerk to the Board of any item to be raised under 'Any Other Business' at least 24 hours in advance of the meeting unless the item is an emergency issue where it is not possible to give the full notice. In such an event members should give as much notice as possible to the Clerk to the Board.
- 7.4 Correspondence to members from University staff or students who are not members of the Board should be handed to the Clerk to the Board who will make arrangements for the correspondence to be sent to Governors. Such correspondence should be forwarded confidentially if the correspondent so wishes. Staff and students have the right to contact Governors independently of the Clerk to the Board.
- 7.5 The draft unconfirmed minutes of a meeting will be cleared with the Chairman prior to circulation to members.
- 7.6 The unconfirmed minutes of the previous meeting will be confirmed as a correct record by the Board at the start of the next meeting. Where a special meeting is called to deal with one or more exceptional items, the minutes of the previous meeting and those of the special meeting shall be approved at the following meeting of the Board. At the time the minutes are approved the Chairman will initial each page of minutes in the minute book and sign the final page of minutes including any addendum to the minutes or supplementary documents in the minute book which evidence a Board decision.

8 CONDUCT OF DEBATE

- 8.1 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.
- 8.2 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 and there shall be no provision for the appointment of proxies (Article 7.3).
- 8.3 Decisions of the Board will be made by the Board passing resolutions. Recommendations will be included in the papers that are circulated to members of the Board in advance of the meeting. However, members of the Board may also propose resolutions.
- 8.4 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 Board.
- 8.5 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.
- 8.6 At the conclusion of debate the Chairman shall put any resolution already before the Board to the meeting. Unless the Chairman or any member of the Board calls for a formal vote a resolution will be carried or lost by general consent. Where a formal vote is taken 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 decision on a resolution be specifically recorded in the minutes.
- 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.
- 8.8 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.

9 DECLARATIONS OF INTEREST

- 9.1 No member of the Board of Governors shall take or hold any interest in any property held or used for the purpose of the University otherwise than as a trustee thereof, or receive any remuneration for his or her services, provided that the Vice-Chancellor and staff Governors may receive remuneration for their

services as members of the staff of the University and a student Governor who is an officer of the Students' Union holding a sabbatical post may receive remuneration for his or her services in that capacity and any student of the University duly appointed to the Board of Governors as a student Governor who is also a member of the staff of the University may receive remuneration for his or her services as a member of the staff (Article 7.12).

- 9.2 Except as provided under Article 7.12, if any member has any pecuniary, family or personal interest, direct or indirect, in any contract or proposed contract or other matter, and is present at a meeting of the Board of Governors at which the contract or proposed contract or other matter is the subject of consideration, he or she shall at the meeting, as soon as practicable after the commencement thereof, disclose the fact, and shall not take part in the consideration or discussion of, or vote on any question with respect to, the contract, proposed contract or other matter. Any member who discloses such an interest shall not be included in the quorum for the purposes of considering the matter in question (Article 7.13) and that if deemed appropriate by either the member or the Chairman of the meeting they withdraw from the meeting for consideration of it .
- 9.3 The Board maintains a Register of Interests which is updated annually on a routine basis before the start of a new academic year. Individual Board members must 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.

10 VOTING

- 10.1 Subject to the provisions of Article 7.2 which states the quorum for meetings of the Board, where a formal vote is held (see paragraph 8.6) the result shall be determined by a majority of the votes of the members present who vote on the question. Where there is an equality of votes, the Chairman of the meeting shall have a second or casting vote (Article 7.4). The votes shall be expressed by a show of hands.

11 VALIDITY OF PROCEEDINGS

- 11.1 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 (Article 7.23).

12 DELEGATION OF FUNCTIONS AND BUSINESS: THE BOARD'S COMMITTEES

- 12.1 Subject to the provisions of Article 5, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in the Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Vice-Chancellor.

- 12.2 The Board shall agree the composition and terms of reference of any such committee and, except in the case of committees established under Article 5.3 (Finance and Employment Committee) or 5.4 (appointment of Independent members), may appoint persons who are not members of the Board of Governors (Article 5.1). The terms of reference for such committees shall distinguish between delegated powers to approve business on behalf of the Board and the responsibility to advise or recommend where the power to take decisions remains with the Board.
- 12.3 The Board of Governors shall not delegate the following (Article 5.6):
- the determination of the educational character and mission of the University
 - the approval of the annual estimates of income and expenditure
 - ensuring the solvency of the University and the Corporation and the safeguarding of their assets
 - the appointment or dismissal of the Principal
 - the varying or revoking of these Articles of Government.
- 12.4 The Board of Governors may vary or revoke the delegation of powers carried out under Article 5.1 (Article 5.2).
- 12.5 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 may remit to them. Where the Board delegates authority to approve items such as tenders, quotations and contracts, the financial limits of such delegation shall be made explicit. The extent and nature of the delegation of powers relating to finance will take account of the terms and conditions for the payment by the Higher Education Funding Council for England (HEFCE) of funds to the Board of Governors as laid down in the HEFCE Financial Memorandum. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student Governors (Article 5.3).
- 12.6 The Board of Governors shall establish a committee consisting of all the independent members, to appoint independent members which shall be convened if necessary in accordance with the Instrument of Government (Article 5.4). It is only necessary to convene the committee of independent members when action to appoint independent members is required in circumstances as described by 5(3)b, 5(4)bii or 5(5)b in the Instrument of Government. Such a committee is distinct in membership and function from the Nominations Committee (see 12.8ii below) which has no power to make appointments but makes recommendations the Board.
- 12.7 The Board of Governors shall establish an Audit Committee, in accordance with guidance issued from time to time by the Higher Education Funding Council for England (Article 5.5).

- 12.8 In addition to the Finance and Employment Committee and the Audit Committee the Board has established:
- i) a Remunerations Committee which acts on behalf of the Board of Governors and within the employment framework recommended by the Finance and Employment Committee, in relation to senior staff and individual exceptional cases and;
 - ii) a Nominations Committee to seek new nominees for membership of the Board of Governors in accordance with the Instrument of Government and the operating procedures agreed from time to time by the Board and to make nominations to the Board for approval.
- 12.9 The Board of Governors shall appoint the Chairman of each committee of the Board following a recommendation from the Nominations Committee. Each committee may appoint a deputy who will chair meetings in the absence of the Chairman of the committee. If both the Chairman and a designated deputy are absent from any meeting, the members present shall choose one of their number to preside at the meeting.
- 12.10 For the purpose of promoting efficiency and the development of the University, the Board of Governors shall take such steps as it deems appropriate to maintain contact with industry, commerce, the professions and art and design, educational establishments, research organisations and public bodies, and may appoint such advisory committees as may be considered necessary. Such committees shall report to the Board of Governors and their reports shall be made available to the Academic Board (Article 5.7).

13 DELEGATION OF FUNCTIONS AND BUSINESS: CHAIRMAN'S ACTION

- 13.1 In circumstances where a Board or committee action is required and requirements are such that it would not be timely to wait until the next meeting the Chairman may be approached to take action on the item.
- 13.2 The Chairman may only be approached where the Board or committee has previously authorised such a course of action and this is recorded in the minutes.
- 13.3 The officer on the Vice-Chancellor's Group with responsibility for the item shall provide the Vice-Chancellor and Director of Finance with a report and any documents or information in support of the action required for onward transmission to the Chairman.
- 13.4 Following Chairman's action the Chairman should make a report to the following meeting of the Board or committee and any documents signed by the Chairman should be presented to the meeting so that the action taken by the Chairman can be ratified and recorded in the minutes of the meeting. The documents signed by the Chairman will be kept as a permanent record with the minutes of the meeting in the minute book.

14 ATTENDANCE AT MEETINGS

- 14.1 Any member of the Board of Governors who is a member of the student body of the University shall withdraw from that part of any meeting of the Board of Governors at which there is a consideration of his or her appeal or that of any other student against a decision of the Academic Board or of a disciplinary committee set up by the Board of Governors (Article 7.14).
- 14.2 Any student or staff member of the Board of Governors other than the Vice-Chancellor present at any meeting of the Board at which the subject of discussion is the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a member or prospective member of staff of the institution shall (Article 7.15):
- (a) withdraw from the meeting, if any one member of the Board of Governors present at the meeting so requires; or
 - (b) if no member of the Board present at the meeting requires the withdrawal, take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter.
- 14.3 Any member of the Board of Governors who is a member of staff of the University, including the Vice-Chancellor, shall withdraw from that part of any meeting of the Board of Governors at which there is consideration of his or her suspension, dismissal or termination of appointment by notice (Article 7.16).
- 14.4 Members of the Vice-Chancellor's Group/Executive shall be entitled to 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.
- 14.5 The Clerk to the Board shall appoint a member of the University Secretariat to be Minute Secretary who will take notes during the meeting in order to draft the minutes of the meeting.
- 14.6 No other person who is not a member shall be entitled to attend meetings other than with the express permission of the Chairman of the Board or Chairman of the meeting. Persons so invited shall have no right to speak unless invited by the Chairman to do so.

15 REMOVAL OF MEMBERS FROM OFFICE

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.

16 ARRANGEMENTS FOR PUBLICATION OF BOARD BUSINESS WITHIN THE UNIVERSITY AND THE CATEGORIES OF INFORMATION THAT ARE REGARDED AS CONFIDENTIAL AND EXCLUDED FROM PUBLICATON

- 16.1 Whilst respecting the privacy of individuals the University is committed to free access to information and openness in its decision making processes wherever possible.
- 16.2 Minutes will provide an accurate record of the key points arising from the discussions and a record of the decisions made. Agendas and papers are put on the Staff Intranet at the time of circulation to Board members and minutes are made public after they are confirmed as accurate by the subsequent meeting of the relevant Board or Committee. Papers marked confidential are withheld at the stage when the agenda and papers are put on the Intranet.
- 16.3 All papers and minutes of committees should be shared with the full Board. Unless the Chairman of the Committee determines that a paper and/or relevant minute is confidential, they should all be available to members of the Board. This includes access to minutes of meetings held in previous years prior to a member joining the Board of Governors.
- 16.4 The business of the Nominations Committee and the Remunerations Committee is excluded and their agendas, papers and minutes are automatically regarded as confidential.
- 16.5 With respect to publication of Board papers and minutes within the University community, the following constraints on openness shall apply:
- commercially and financially sensitive matters
 - sensitive information relating to named individuals.
- 16.6 The Chairman of the Board and/or the Board itself shall determine, whether in exceptional circumstances, an item shall be labelled confidential and not published within the University for staff and student inspection. Authors of papers should recommend a confidentiality status if they feel this is appropriate at the time their paper is passed to the University Secretariat for copying and circulation to members but the final decision should rest with the Board.

17 BRIEFING MEETINGS FOR THE CHAIRMAN OF THE BOARD OF GOVERNORS

The Clerk to the Board shall arrange briefing meetings for the Chairman of the Board or Chairman of the committee to be held in good time on the same day prior to the start of the Board or committee meeting.

18 BOARD OFFICERS GROUP

- 18.1 The membership of the Board Officers group shall be the Chairman of the Board, Deputy Chairman of the Board, Chairman of the Finance and Employment Committee, Chairman of the Audit Committee, Vice-Chancellor and Clerk to the Board. Members of the Vice-Chancellor's Group/Executive may attend a Board Officers meeting at the invitation of the Vice-Chancellor and/or the Chairman of the Board for items concerning their area of responsibility and other Governors may attend at the invitation of the Vice-Chancellor and/or Chairman where appropriate.
- 18.2 The Board Officers group shall meet regularly between meetings of the Board to maintain contact with the Vice-Chancellor and Clerk to the Board regarding University business and developments. The group meetings provide an opportunity for the Chairmen and Deputy Chairman to keep in touch with each other. The open, informal agenda for the meetings provides opportunities for the Officers to review draft agendas which are in preparation for the next Board or committee meeting.

19 EXPENSES FOR MEMBERS OF THE BOARD OF GOVERNORS

The Board has agreed that Governors may claim out of pocket expenses (travel, meals, accommodation etc) both for attendance at meetings and other agreed duties necessarily incurred in the course of fulfilling all their responsibilities as members of the Board. Expenses claims forms (SHU2) shall be available at every meeting. Expenses may be claimed at any time in the three month period following the date they were incurred although members are urged to complete and return a claim form to the Clerk to the Board as soon as possible after the expense was incurred. The expenses will be reimbursed against receipts at the rates applying generally to staff in the University. *(Form SHU2 is being revised to create a form which is more appropriate for claims from Governors and it will be available shortly).*

20 RECORDS OF MEMBERS OF THE BOARD OF GOVERNORS

- 20.1 The Clerk to the Board shall maintain a file of key information about each Board member which includes a Register of Interests entry, a declaration to subscribe to the Seven Principles of Public Life which new members sign upon joining the Board, a curriculum vitae, recent photograph, correspondence address and contact details including telephone and email address. Independent members are required to complete a Declaration Form to ensure that their appointment is in line with legislation on Governor membership.
- 20.2 The University is registered under the Data Protection Act 1998 (DPA) to hold personal data on its senior officers. The University will only hold the personal data for the purposes stated in the register entry and/or in line with the requirements of the DPA. The Clerk to the Board shall request updates to the

key information annually from each member of the Board. Information would not be disclosed without first seeking the consent of each Board member.

21 INTERPRETATION OF THESE STANDING ORDERS

The Chairman will rule on the interpretation of these standing orders and on points of order.

Approved by the Board of Governors, 16th December 2003 (Minute 03/71 refers).