**BOARD OF GOVERNORS - REGULATIONS**

This document constitutes the Regulations of the Board of Governors as defined in the Articles of Government in order to regulate the conduct of its business or that of the University.

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## **INTRODUCTION**

These Regulations (“**the Regulations**”) include the Terms of Reference of the Board of Governors and the procedural rules by which the Board is expected to operate; it also defines the responsibilities of the Board of Governors and outlines the Board’s Scheme of Delegation, which specifies those decision-making powers that are reserved for specific levels of authority; finally, it covers the principles by which Board members are expected to conduct themselves.

In setting out the rights and responsibilities of members of the Board of Governors, this document aims to demonstrate that the Board is conducting its business not only in accordance with the University’s Instrument and Articles of Government (“**the Constitution”**) but also in an open, honest and transparent way which engenders trust.

Nothing in this document is intended to conflict with the Instrument and Articles of Government. In the event of any such conflict, the Instrument and Articles will take precedence. If there is any question on the interpretation of this document the Chair will rule on this and on any points of order.

These Regulations will be reviewed every two years by the Governance and Nominations Committee, with any amendments being recommended to the Board of Governors for approval.

Terms defined in the Constitution shall have the same meaning in these Regulations.

|  |
| --- |
| Directorate of Governance, Legal and Sector Regulation |
| Version 1/2021 | Approved by Board of Governors in June 2021 (BG/3/21/16) |
| Version 2/2022 | Approved by Board of Governors in July 2022 (BG/4/22/20.6) |
| Version 3/2022 | Approved by Board of Governors in October 2022 (BG/22-10-14/17/3) |
| Version 4/2023 | Updated following Board approval of amendments in 2022/23 |
| Next review due in 2025\* | Owner: University Secretary’s Office |

## **PART A – TERMS OF REFERENCE**

### A1. Purpose

A1.1 The Board of Governors is the Governing Body of Sheffield Hallam University. The terms of reference defining the Board’s role, in accordance with the University’s Articles of Government are given below.

### A2. Terms

A2.1 the determination of the educational character and mission of the University and for oversight of its activities;

A2.2 the financial sustainability and viability of the University, including approving the financial forecasts, annual budget and the annual statement of income and expenditure;

A2.3 upholding the Regulator’s public interest governance principles and complying with its conditions of registration and any other requirements of the Regulator and its other regulators;

A2.4 the appointment, assignment, appraisal, suspension, dismissal and for determining the remuneration of and terms and conditions of service of the Vice-Chancellor, the Deputy Vice-Chancellor(s), the Chief Finance Officer and the Secretary and the holders of such other senior posts as the Board of Governors may from time to time determine; and

A2.5 setting a framework for the pay and conditions of service of all other staff.

### A3. STATEMENT OF PRIMARY RESPONSIBILITIES

Listed below are the primary responsibilities of the Board of Governors, with an outline of how they are discharged:

| **NO** | **PRIMARY RESPONSIBILITY** |  **ASSURANCE** |
| --- | --- | --- |
| A3.1 | To set and agree the mission and strategic vision of the institution. | Through the approval of the University Strategy, Annual Report and Financial Statement (ARFS) and monitoring returns to the Office for Students (OFS). |
| A3.2 | To agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders especially staff, students and alumni. | Through the approval of the University Strategy, Annual Report and Financial Statement (ARFS) and monitoring returns to the Office for Students (OFS).Academic Assurance Committee oversight of Academic Quality. |
| A3.3 | To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions. | The Board monitors performance of the University Strategy against Key Performance Indicators and receives a quarterly performance report.The Committees monitor performance as delegated by the Board and specified in their terms of reference and as advised from time to time by the Board.  |
| A3.4 | To delegate authority to the Vice-Chancellor, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Vice-Chancellor. | Through the [Vice-Chancellor’s](#_A5.1.2_The_Vice-Chancellor) job description.Policies and procedures are regularly reviewed.Review of Scheme of Delegation every two years.Internal audit programme |
| A3.5 | To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest. | Through the Audit and Risk Committee, which reviews internal control and the effectiveness of risk assessment. Register of Interests maintained.Code of Conduct [(Part C)](#_PART_C_) for members of the Board of Governors.Articles of Government (3, 4, 7, 8, 10)Approval of the Annual Report and Financial Statements (ARFS)Staff and student grievance procedures.  |
| A3.6 | To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself. | Through a three-yearly formal, externally-led effectiveness review of the Board of Governors, supported by annual internal reviews. |
| A3.7 | To conduct its business in accordance with best practice in Higher Education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life. | By following both the CUC Higher Education Code of Governance and the Higher Education Senior Staff Remuneration Code, together with the Code of Conduct for members. |
| A3.8 | To safeguard the good name and values of the institution. | Through the approval of the University Strategy and the process to monitor and review risk management. The Vice Chancellor's report is a standing item on the Board’s agendas including regular reference to civic activity and broader reputational standing. |
| A3.9 | To appoint the Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance.To appoint such other senior postholders of the University as are defined in the University’s Articles of Government (i.e. the Deputy Vice-Chancellors and Chief Finance Officer) and to put in place suitable arrangements for monitoring their performance. | Articles of Government (4, 5)Performance review of Vice-Chancellor undertaken each year by Chair of the Board, which is reported to the Remuneration Committee and the Board of Governors.Performance review of Deputy Vice-Chancellors and Chief Finance Officer by the Vice-Chancellor and reported to the Remuneration Committee. |
| A3.10 | To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability. | Articles of Government (4, 5). Performance of the Secretary reviewed by the Chair of the Board (for Board business).  |
| A3.11 | To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established. | Terms of reference of the Board (A1)Articles of Government (7, 8)Terms of reference – Finance and Employment Committee Approval of People Strategy by the Board |
| A3.12 | To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution’s assets, property and estate. | Terms of reference – Finance and Employment Committee, Terms of reference – Audit and Risk Committee (for the Financial Statements).Articles of Government (10) |
| A3.13 | To be the institution’s legal authority and, as such, to ensure that systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in the institution’s name. This includes accountability for health, safety and security and for equality, diversity and inclusion.  | Receive advice from the Executive Officers, where necessary supported by external legal advice. Articles of Government (3)Annual Health and Safety and Equality, Diversity and Inclusion reports to the Board. |
| A3.14 | To receive assurance that adequate provision has been made for the general welfare of students. | Articles of Government (4.4, 4.5, 7, 8). The Board receives assurances on the quality of the student academic experience from the Academic Board and the Academic Assurance Committee.Regular student liaison and analysis of student feedback (e.g. National Student Survey and course and modular evaluations) by the Teaching and Learning Committee. The Research and Innovation Committee has oversight of the experience and supervision of postgraduate research students. The University Executive retains oversight for the delivery of appropriate provision and support. Annual Safeguarding Report  |
| A3.15 | To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution | Advice from Director of Financial Services. Audit and Risk Committee monitors internal financial systems.Finance and Employment Committee to monitor a Register of Donations.Where a trust is established to manage a legacy or endowment the Board monitors the operation of the trust through annual and regular reports. |
| A3.16 | To ensure that the institution’s constitution is followed at all times and that appropriate advice is available to enable this to happen. | The Secretary is responsible for providing authoritative guidance on the University's Articles and regulations and ensuring governance policies and practice are compliant with the appropriate governance frameworks and statutory obligations, periodic review of governance effectiveness and application of and reporting on the use of the University Seal. |
| A3.17 | To promote a culture which supports inclusivity and diversity across the institution. | Equality, diversity and inclusion annual report to Finance and Employment Committee and the Board to include key performance indicators.The Equality Objectives are reviewed and reset.  |
| A3.18 | To maintain and protect the principles of academic freedom and freedom of speech legislation | Freedom of Speech Code of Practice.Articles of Government  |
| A3.19 | To ensure that all students and staff have opportunities to engage with the governance and management of the institution.  | Articles of Government (7, 8). The Board’s constitution includes Internal Members (staff + students) who are members of some of the Board’s committees. There are staff and student members of the Academic Board and boards in the University’s College structure. |
| A3.20 | To appoint the Chancellor of the University, in accordance with the procedures determined by the Board from time to time. | Procedures reviewed and considered by the Governance and Nominations Committee |
| A3.21 | To provide oversight of the Students’ Union in accordance with the University’s statutory and legal obligations, including to approve the constitution of the Students’ Union (including any amendments) to receive its audited accounts annually. | Articles of Government (7, 8)Oversight is principally covered by:FEC terms of reference - To assist the Board of Governors to discharge its responsibilities under s22(2)(g) of the Education Act 1994 by:* considering and approving the Students' Union grant and budget.
* receiving reports from the Chief Finance Officer on the monitoring of the Students' Union's performance against its budget.

FEC receives Students’ Union annual Financial Statements.Governance and Nominations Committee (GNC) Terms of Reference. To:* Review and monitor the effectiveness of the governance arrangements which support the operation of the Students’ Union in accordance with its constitution including compliance with the requirements of the Education Act 1994.
* Approve the Students’ Union constitution and code of practice.
* Advise the Board on the effectiveness of these arrangements.

Regular update reports in the Board’s business cycle:* Students’ Union annual financial statements from FEC
* Assurance of compliance with the Education Act 1994 (annual) including the conduct of the Students’ Union’s Officers’ elections
* Report from GNC on review of Students’ Union Constitution (Articles of Governance) which takes place at least every five years.
 |

### A4. SCHEME OF DELEGATION

### A4.1 Purpose

This document defines the responsibilities of the Board of Governors as detailed in the University’s constitution, the Board's principal committees, the Vice-Chancellor, members of the executive appointed by the Board, and the Academic Board. The principles of the Scheme are to be applied in conjunction with the policies, rules and regulations of the University, including individual role descriptions and any specific contractual arrangements. The delegation processes described in this document also align with the [University's](https://sheffieldhallam.sharepoint.com/sites/3003/Finance%20Policy%20Library/Forms/AllItems.aspx?id=%2Fsites%2F3003%2FFinance%20Policy%20Library%2FFinancial%20Regulations%2Epdf&parent=%2Fsites%2F3003%2FFinance%20Policy%20Library) Financial Regulations and the [Committee of University Chairs](https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf) (CUC) Higher Education Code of Governance.

This Scheme outlines those decision-making powers that are reserved for specific levels of authority. It is not intended as a description of roles, remits and responsibilities. The Scheme is not exhaustive but should assist in identifying authority levels required for decisions not explicitly listed (with assistance from the Secretary). The University Secretary’s office maintains an appendix to this Scheme of Delegation which contains entries of delegated authority to specified Accountable Officers approved by the Board of Governors.

### A4.2 Formal Governance

A4.2.1 Under the University's constitution, the Board of Governors is the University's overall governing body, responsible for the University's educational character, its strategic direction and policies governing all aspects of University activity.

A4.2.2 The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body, other than those specified in A4.2.3. Any committee or body established by the Board of Governors may include persons who are not members of the Board of Governors.

A4.2.3 The Board of Governors shall not delegate responsibility for:

1. appointing the Vice-Chancellor, any Deputy Vice-Chancellors, the Chief Finance Officer or the Secretary;
2. the approval of the University's strategic plan;
3. the amending or revoking of these Articles or the Instrument of Government;
4. making, amending or revoking of any of the Regulations; and
5. the approval of the University's financial forecasts, annual budget and the annual statement of income and expenditure.
6. the appointment or dismissal of the auditors.

A4.2.4 The Board of Governors may revoke or alter a delegation.

### A4.3 FORMS OF DELEGATED AUTHORITIES

A4.3.1 In accordance with the above, the Board of Governors has delegated authority to the following committees, as detailed in their respective terms of reference:

* Academic Assurance Committee;
* Academic Board;
* Audit and Risk Committee;
* Board Officers Group;
* Finance and Employment Committee;
* Governance and Nominations Committee;
* Remuneration Committee;
* The Board may also set up specific task groups to advise and recommend action to the Board on singular high priority issues. These groups will have a time-limited function, and each will have particular terms of reference and reporting arrangements to be agreed by the Board.

A4.3.2 The Chair is to have delegated authority to act between meetings, subject to appropriate consultation with the Vice-Chancellor and senior colleagues, including the Secretary. [[1]](#footnote-2) Where Chair’s action is taken, a report will be made to the next meeting of the Board of Governors to be included in the formal record of proceedings.

A4.3.3 Committee Chairs have the authority, following consultation with the Secretary or their nominee as secretary to that Committee, to deal with any urgent business on the Committee's behalf, where it is deemed that a delay would impede the business of the University. Any action taken by the Chair under this authority should always be reported to the next meeting of the Committee. The Board of Governors retains ultimate responsibility for the delegations it has issued. It should therefore receive reports of any action taken on its behalf and may request additional reports or information subsequently.

### A4.4 USE OF DELEGATED AUTHORITIES

A4.4.1 Where a power or function is delegated, the relevant committee or official exercising that power must at all times act in accordance with the University's Constitution, the financial procedures, policies and any other relevant procedures, and within budgetary and legal constraints.

A4.4.2 Where the Board of Governors delegates any of its powers, the Committee, the Chair, the Vice-Chancellor, or any other Executive Officers (as the case may be) to whom the power or powers have been delegated shall report to the Board of Governors on any exercise of such a power or powers.

A4.4.3 Wherever power is delegated, this does not obviate the need for consultation with colleagues and consideration and/or the reporting of the decision at other relevant committees or bodies, as appropriate.

A4.4.4 Actual or delegated powers should only be exercised provided provision has been made for them within the scope of financial and other defined authorities and limitations agreed by the Board of Governors, or by Executive Officers or by appropriate Executive level committees/groups.

A4.4.5 Failure to meet responsibilities under delegations authorised by the Scheme can render individuals liable to disciplinary action, or the revocation of specific delegations. In particular, failure or malpractice with regard to the management of devolved resources and budgets may lead to the removal or restriction of authority and/or may result in disciplinary sanction.

A4.4.6 Financial and contracting authorities including those of the Finance and Employment Committee and the Board of Governors are as outlined in the Authority and Accountability Matrix (unless specified exceptions apply) in the University’s Financial Regulations.

## **A4.5 ROLES AND RESPONSIBILITIES**

### A4.5.1 ROLE OF THE CHAIR AND DEPUTY CHAIR

A4.5.1.1 The responsibilities of the Chair of the Board of Governors are to:

* provide leadership to the Board of Governors and ensure that governors fulfil their role effectively both collectively and individually;
* support and advocate the aims, goals and objectives of the University as expressed in the University Strategy and associated plans and policies;
* chair the meetings of the Board of Governors and Governance and Nominations Committee;
* act on behalf of the Board of Governors as delegated and authorised by the Board;
* ensure the efficient and effective operation of the Board and its committees and be the direct reporting link for the Secretary for the conduct of the Board's business (i.e. agendas, papers, minutes etc);
* represent the Board of Governors at the Committee of University Chairs (CUC), on other bodies and at events inside the University and externally;
* undertake the appraisal of the Vice-Chancellor and contribute to the appraisal of the Secretary.

### A4.5.2 Deputy Chair of the Board of Governors

A4.5.2.1 The responsibilities of the Deputy Chair are as follows:

* To assist and support the Chair in providing leadership to the Board;
* To provide guidance to the Chair in the execution of their role;
* In the absence of the Chair, to chair meetings of the Board of Governors and to deputise for them in their formal and/or ambassadorial duties;
* To assist and support the Chair in the induction and/or training of members of the Board;
* To assist and support the Chair in the annual review of member contributions and in the review of the Vice-Chancellor's performance.

### A4.5.3 Chairs of the Board of Governors Committees

A4.5.3.1 In respect of their particular committees, chairs are responsible for:

* Providing leadership and direction to the committee and facilitating the setting of objectives in the context of the University’s vision, mission and strategic direction;
* Facilitating committee discussions, ensuring that all members have the opportunity to contribute, and that discussion remains focused;
* Ensuring that the work of the committee is consistent with its agreed remit and that issues of interest to other committees (or to the wider organisation) are managed jointly and / or appropriately referred;
* Ensuring decisions taken by the committee are clear, unambiguous, and that responsibility for taking forward action points is properly allocated;
* Consulting with other committee members and providing advice and support;
* With University staff, supporting, advising and mentoring new members of the committee;
* Ensuring that decisions reached represent the collective views of the committee;
* Advising Executive Officers on the content of meeting agendas, the order in which items are taken and the amount of time to be devoted to each;
* Monitoring the implementation of agreements and action points from previous meetings;
* Providing support to the Chair and Deputy Chair of the Board in maintaining the effectiveness of the Board of Governors.

### A4.5.4 The Secretary

A4.5.4.1 The Secretary is Clerk to the Board of Governors and is appointed by the Board. They are required to be a member of the permanent staff of the University. The Secretary is responsible for providing authoritative guidance on the University's Articles and regulations and ensuring governance policies and practice are compliant with the appropriate governance frameworks and statutory obligations, periodic review of governance effectiveness and application of and reporting on the use of the University Seal.

## **A5 BOARD APPOINTMENTS**

A5.1 The following provisions will apply to Board Appointments and their responsibilities:

### A5.1.2 The Vice-Chancellor

A5.1.2.1 Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive, Accountable Officer and academic leader of the University and shall be responsible for:

1. Making proposals to the Board of Governors about the educational character and mission of the University and for implementing the decisions of the Board of Governors;
2. The organisation, direction and management of the University and leadership of staff;
3. Making proposals to the Board of Governors about the assignment and appraisal and remuneration of Board appointable role holders
4. Chairing the Academic Board.

### A5.1.3 The Deputy Vice-Chancellor (Strategy and Operations)

A5.1.3.1 The Deputy Vice-Chancellor (Strategy and Operations),under the direction of the Vice-Chancellorhas overall responsibility for organisational strategy and operational delivery, leading the University’s Professional Services, and ensuring these are aligned to the University’s strategic vision. They are accountable for the financial management, planning and performance of all Professional Services, setting clear expectations and measurable standards across the University to ensure a unified operating model as well as promoting coherence across professional and academic teams.

A5.1.3.2 They deputise for the Vice-Chancellor as required in matters of operational and strategic leadership.

### A5.1.4 The Deputy Vice-Chancellor (Academic)

A5.1.4.1 The Deputy Vice-Chancellor (Academic),under the direction of the Vice-Chancellor,has overall responsibility for the academic strategy and delivery, and promoting sector-leading quality and practice in teaching, learning and research in line with the University’s strategic vision. Specifically, they lead on the development of an innovative, high performing academic portfolio and outstanding academic practice, oversight of the academic portfolio as well as promoting cohesive interaction between professional and academic services.

A5.1.4.2 They deputise for the Vice-Chancellor as required in matters of academic leadership.

### A5.1.5 The Chief Finance Officer

A5.1.5.1 The Chief Finance Officer reports directly to the Vice Chancellor and has primary responsibility for the University’s financial strategy, ensuring continued financial success and the delivery of investment priorities to secure the achievement of the University’s vision. They support and enable delivery of the University strategy; ensuring robust and resilient financial planning and management, continued investment in innovation and development; and ensuring compliance with external regulatory requirements. In addition, they support the DVC (Strategy and Operations) in the overall leadership and management of professional services.

## **A6 HONORARY POSTS / OFFICE HOLDERS (NON-REMUNERATED)**

### A6.1 The Chancellor

A6.1.1 The Chancellor is the ceremonial head of the University and as such acts as a figurehead and an ambassador for the University, working with the Vice-Chancellor and other senior staff to promote the University’s achievements regionally, nationally and internationally. The Chancellor should be guided in their work by the University’s goals contained in the University's Strategy.

A6.1.2 In fulfilling this role, the Chancellor can exercise considerable discretion in determining the particular area or field where they wished to focus their efforts. This is in order to ensure that the University gains the maximum benefit from the Chancellor's interests and local, national or international networks.

A6.1.3 The role of Chancellor is entirely separate and different from the duties and responsibilities of a Governor or of the Vice-Chancellor, and as such the Chancellor is not a member of the Board of Governors. Beyond any reasonable expenses incurred in University duties, the role does not attract remuneration.

### A6.2 Emeritus, honorary and visiting appointments

A6.2.1 Emeritus and honorary titles are awarded at the University's discretion to individuals of high standing who are closely involved with the academic work of the University but are not permanent employees. This includes retired members of staff, academics working in other academic or research institutions and people from outside academia but with a close involvement in the academic work of the University. The process and award of such titles is the responsibility of the Senior Academic Promotions Committee reporting to the Academic Board.

## **PART B PROCEDURAL AND OPERATIONAL RULES**

### B1 MEMBERSHIP OF THE BOARD OF GOVERNORS

B1.2 The Board of Governors determined a maximum membership of 21 from 28 March 2023, such membership to be constituted in accordance with the following parameters, provided always that the Independent Members must form the majority of the Members of the Board of Governors:

* + Vice-Chancellor, Ex Officio
	+ Up to 15 Independent Members
	+ Up to 5 Internal Members, currently comprised as follows:
	+ Up to three members of University staff to provide a broad representation across academic and professional staff groups. It is expected that there will be a minimum of two academic and one professional services staff member.
	+ Up to two students at the University

### B2 APPOINTMENT AND TERM OF OFFICE

B2.1 The term of office for each Independent and Internal Member shall be determined by the Board of Governors [on the recommendation of the Governance and Nominations Committee] provided that such terms do not exceed those prescribed or endorsed by the Regulator. The maximum period of office of any Member shall not exceed nine years.

B2.2 The appointment of the Independent and Internal Members shall be by the Board of Governors [on the recommendation of the Governance and Nominations Committee] under procedures determined by the Board.

B2.3 In accordance with the Students’ Union’s Articles of Governance:

 i) The appointment of the President Elect to the Board is recommended to the Board following Officer elections which are organised and run by the Students’ Union.

ii) The President is the main point of contact for the Board of Governors, and this is stated in the President’s duties in the Students’ Union’s Articles of Governance. The President Elect nominates a second student and a recommendation for the appointment of that student to the Board is made to the Board of Governors.

### B3 CHAIR AND DEPUTY CHAIR

B3.1 The Chair shall preside at all meetings of the Board of Governors. If the Chair is absent from any meeting the Deputy Chair shall preside. If both are absent from any meeting the members present shall choose an Independent Member to preside at the meeting.

B3.2 If there is a vacancy in the office of Chair or Deputy Chair the Secretary shall make arrangements for the election of a successor. The successor’s term of office shall be commensurate with their term of office on the Board.

### B4 COMMITTEE STRUCTURE

B4.1 Subject to the provisions of the Articles, the Board of Governors may establish such committees as it thinks fit, other than for such purposes as are assigned in the University’s Articles to the Vice-Chancellor or the Academic Board. The Board of Governors shall determine the membership and functions of any such Committee. Persons who are not Members of the Board of Governors may be appointed to the membership of any such Committee. The Independent and Internal memberships of the committees will be determined by the Board with reference to the Committee of University Chairs Higher Education Code of Governance and other prevailing best practice.

B4.2 The quorum of meetings of a committee shall be determined by the Board but should not generally be less than a 1/3 of the membership, with a majority of Independent Members.

B4.3 The Board of Governors shall appoint a Chair of each Committee of the Board following a recommendation from the Governance and Nominations Committee. Each Committee may appoint a Deputy Chair who will chair meetings in the absence of the Chair. If both the Chair and Deputy are absent from any meeting, the members present shall choose one of their number to preside at the meeting.

## **PART C GUIDANCE ON CONDUCT**

### C1. THE SEVEN PRINCIPLES OF PUBLIC LIFE

The Board of Governors is entrusted with public funds and therefore has a particular duty to fulfil the highest standards of corporate governance at all times and ensure that members are discharging their duties with due regard for the proper conduct of public business. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life, and consequently Members of the Board of Governors should observe the Seven Principles of Public Life drawn up by the Committee.

These principles are as follows:

**Selflessness** Governors should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

**Integrity**  Governors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, Governors should make choices on merit.

**Accountability**  Governors are accountable for their decisions and actions to the public and must submit themselves to appropriate scrutiny.

**Openness** Governors should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** Governors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** Governors should promote and support these principles by leadership and example.

New members joining the Board of Governors are asked to embrace these principles by signing a declaration. Other declarations will be required in accordance with the prevailing governance, statutory and regulatory requirements.

Below is an outline of the general rules and conventions for the conduct of the business of governing bodies of higher education institutions, and particularly those features which underpin the underlying and fundamental principles above.

### C2. THE PRINCIPLES UNDERPINNING THE BOARD OF GOVERNORS’ CONDUCT

#### C2.1 CORPORATE DECISION MAKING AND COLLECTIVE RESPONSIBILITY

C2.1.1 The Board of Governors will exercise its responsibilities in a corporate manner. A decision of the Board is a decision taken by the members collectively, acting as a body and that creates collective responsibility which each member has a duty to uphold, whether or not they supported it originally and whether or not they were present at the meeting when the decision was taken.

C2.1.2 Members will not act individually or in informal groupings to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board and its Committees. Board Members must not bind the University to a course of action which it cannot carry out and must ensure that it does not continue to operate if it is insolvent.

#### C2.2 IMPARTIALITY

C2.2.1 It is central to the proper conduct of public business that the Chair and Members of the Board should act and be perceived to act impartially and not be influenced in their role as Board Members by social or business relationships. Thus, each Member must avoid putting himself or herself in a position where there is a conflict (actual or potential) between their personal or other interests and those of the University.

C2.2.2 A Member of the Board is not, however, considered to have a pecuniary interest in matters under discussion merely because they are a member of staff or a student of the Institution.

C.2.2.3 Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent Members of the Board from considering and voting on proposals to insure the Board against liabilities which it might incur.

C.2.2.4 In carrying out their duties, a Member will not lobby, canvas, represent or carry a mandate for any other organisation or interest. No Member may be bound, when speaking or voting, by mandates given to them by others.

C2.3 DECLARATION OF INTERESTS

C2.3.1 Board and Committee Members must declare any material interests they may currently have which could give rise to a conflict of interest in matters likely to be considered by the Board or any of its Committees. On appointment, you will be asked to complete a Register of Interests form for the purpose of declaring any material interests you may currently have which could give rise to a conflict of interest in matters likely to be considered by Board or any of its committees. The Secretary, on behalf of the Board maintains a Register of Interests which is updated annually on a routine basis before the start of each academic year. If there is any change during the course of the year to interests held, Members must notify the Secretary within 28 days. Details of member interests are shared with internal teams where appropriate (e.g. for scrutiny and reporting in relation to related party transactions) and may be further disclosed in line with public interest and transparency regulation requirements.

C2.3.2 As a Board Member you have a duty to avoid conflicts of interest which might be seen to compromise your ability to properly fulfil your obligations to the University, to ensure that any decisions taken are in the best interests of students, staff and the University as a whole, free from any considerations of personal gain, or any other interests. You will be expected to disclose any direct or indirect interest which you may have in any matter being considered and shall not take part in the consideration of or vote on any question with respect to that matter. Any member who discloses such an interest shall not be included in the quorum for the purposes of considering the matter in question. If deemed appropriate by the Chair of the meeting they shall withdraw from the meeting for the consideration of the relevant matter.

C2.4 CONFIDENTIALITY

C2.4.1 Board members will often receive information of a confidential or private nature in the course of their duties, which is not yet public, or which may not be intended to be made public. The established practices of the Board would normally make clear the status of the information presented; however, as a general guide, Board confidentiality requirements include:

* Any matter expressly designated as confidential;
* Personnel matters affecting individual employees of the University;
* Any proposal to grant an honorary award; and
* Information about commercially sensitive matters, or where disclosure might lead to damage or loss to the University and/or third parties.

C2.4.2 Matters cease to be confidential once they have been officially announced by the University. The official record of Board meetings is the approved minutes of the meeting. Board members should not use, exploit or disclose information of a confidential nature received in the course of their duties, except to other Board members. In any event, such information should never be used for the purpose of personal or financial gain, to bring the University into disrepute, or to benefit any particular group within the University.

C2.4.3 Even in the case of open business, it is important that members pay due regard to the principle of collective decision making when making any statement about Board discussions or decisions. Free and frank debate is the cornerstone of good governance and, as such, it is vital that members do not feel any inhibition on their ability to speak freely and express views in debate which might be controversial. For this reason, members should avoid reporting views expressed at Board meetings in ways which contradict the minutes of the meeting, or which are attributable to individual members. Members who are in any doubt over the confidentiality or otherwise of any matter should seek advice from the Secretary.

## **PART D STANDING ORDERS**

### D1 INTERPRETATION AND AMENDMENT OR SUSPENSION

D1.1 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 6) the Board may make such rules and Standing Orders as it thinks fit for the exercise of its functions.

D1.2 These Standing Orders govern the operation of the Board of Governors and the conduct of meetings of the Board. Standing Orders that are drawn from or reference the Articles of Government are marked by a notation to the relevant section.

D1.3 Permanent amendment or variations to the Standing Orders must be undertaken by submission in writing to the Secretary stating the reason for the amendment. The Secretary may authorise minor amendments to these Standing Orders, and any documents referred to in them as required where, in the view of the Secretary, the Vice-Chancellor and the Chair of the Board, there are no substantive or material changes implied to the meaning or intent of the Standing Orders. Where permanent variations are deemed to have a material impact the Secretary will make a formal recommendation to the Board on the changes proposed.

D1.4 Subject to the provisions of the Instrument and Articles of Government, a proposal may be taken to suspend one or more of these Standing Orders. Agreement to suspend a Standing Order must receive the support of two-thirds of members present. A suspension may be applied to an agenda item or specific meeting, at the end of which the suspension will be deemed to have lapsed. Any suspension of Standing Orders and the reasons for the suspension are to be recorded in the minutes of the meeting.

D1.5 The Chair will rule on the interpretation of these Standing Orders and on points of order.

D1.6 These Standing Orders shall apply to committees of the Board and the Academic 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 Chair of the Board or to the Chair shall be construed as references to the Chair of a committee.

D1.7 All references to meetings of the Board, Academic Board, Committees or task groups of the Board are to be construed as taking place in person, virtually where members can communicate with all other members present either in person or by virtual means.

D1.8 Written correspondence refers to all correspondence sent to or from members or the Secretary’s Office, either in hard copy or e-mail.

### D2 APPOINTMENT OF A CHAIR AND DEPUTY CHAIR OF THE BOARD

D2.1 The Board of Governors shall elect a member to be Chair and another member to be Deputy Chair. 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 Chair or Deputy Chair, the Secretary shall put in hand arrangements for the election of a successor and in either case, the successor’s term of office shall be commensurate with their term of office on the Board.

D2.2 If the Chair is absent from any meeting the Deputy Chair shall preside. If both are absent from any meeting the independent members present shall choose one of their number to preside at the meeting.

D2.3 An individual may be appointed as Chair in accordance with the terms prescribed in the Instrument of Government (paragraph 5). The appointment of Chair may only be held subject to the limitations of their existing terms of office.

### D3 NOTICE AND FREQUENCY OF MEETINGS

### D3.1 Ordinary meetings of the Board

D3.1.1 There shall normally be at least four ordinary meetings of the Board of Governors in each academic year. A schedule of ordinary meetings shall be produced by the Secretary’s Office and communicated to all members in advance of the start of each academic year. At least seven days’ notice of meetings of the Board or its committees shall be given by correspondence and accidental want of service of notice on any member shall not affect the validity of a meeting. The notice shall be sent to the electronic correspondence address which each Governor confirms with the Secretary.

D3.1.2 Any member who is unable to attend a meeting should submit apologies for absence to the Secretary 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 Secretary in advance of the meeting.

### D3.2 Special meetings of the Board

D3.2.1 The Chair of the Board or any five members of the Board, which should include at least two independent governors, may require a special meeting to be convened by giving notice in writing to the Secretary specifying the business to be transacted and reasons this cannot be conducted within the normal cycle of meetings. For special meetings the notice period may be waived at the discretion of the Chair or Secretary to no less than one working day.

D3.2.2 All meetings of the Board of Governors shall be convened by the Secretary, 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.

### D4 ATTENDANCE AT MEETINGS

D4.1 All members of the Board and co-opted members of committees are expected to attend all meetings of the Board and / or committees to which they are appointed.

D4.2 It is standard practice for Board appointments to attend Board meetings in their entirety with other members of the Executive to attend by invitation for items concerning their area of responsibility and may attend for other items of business with the Chair’s permission.

D4.3 No other person who is not a Member shall be entitled to attend meetings other than with the express permission of the Chair of the Board or Chair of the meeting. Persons so invited shall have no right to speak unless invited by the Chair to do so and may be asked to leave the meeting for the conduct of confidential or reserved business.

### D5 QUORUM

D5.1 The quorum for meetings of the Board of Governors shall be *one*-third rounded up to the next whole number of the total actual membership of the Board of Governors, with Independent Members forming the majority of the quorum (Article 6.1). 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.

D5.2 In order to expedite business decisions the following should apply if at the start of a meeting it is not quorate, or if the meeting becomes inquorate during the proceedings.

1. The Chair will ask the members present to confirm that they wish to continue with the business as published and instruct the Secretary to seek the comments of the absent members by correspondence immediately after the meeting.
2. 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 decide 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 whether the absent members supported the decision and if not, why not.
3. If the members present decide to adjourn the proceedings, the meeting shall stand adjourned to such day, time and place as shall be determined.

### D6 ITEMS OF BUSINESS

D6.1 The Chair, supported by advice from the Secretary, shall set the agenda and advise on or approve the content of papers, where appropriate.

D6.2 If a member of the Board wishes to place an item of business on the agenda for a meeting, they shall lodge a request with the Secretary 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 Chair to decide whether such a matter shall be taken but no such request shall be refused unreasonably.

D6.3 Members must notify the Secretary of any item to be raised under ‘other urgent 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 Secretary.

D6.4 Formal correspondence or that relating to University business to members from University staff or students who are not members of the Board should be provided to the Secretary who will make arrangements for the correspondence to be sent to Governors. Such correspondence may be forwarded confidentially if the correspondent so wishes.

### D7 DECLARATIONS OF INTEREST

D7.1 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, a committee or sub-committee at which the contract or proposed contract or other matter is to be considered, he or she shall, as soon as possible or as soon as practicable after the commencement of the meeting, disclose that they have such an interest, 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. They shall withdraw from the meeting during consideration of the relevant item unless the other members of the Board of Governors, or of the committee or sub-committee, in consideration of the balance of business effectiveness, transparency and best practice, decide to invite them to return but in that event they shall not be included in the quorum or vote on any question relating to that item.

### D8 PROCEEDING OF MEETINGS

D8.1 The Chair 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 Chair of the meeting.

D8.2 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.

D8.3 Members must behave, at all times, in accordance with the principles of working behaviours expected by the University. Where behaviours are in conflict with these expectations as deemed by the Chair or Secretary, the member may be required to remove themselves or shall be removed from the meeting.

D8.4 Decisions of the Board will be made by the Board by consensus wherever possible. Recommendations will be included in the papers that are circulated to members of the Board in advance of the meeting.

D8.5 Where consensus cannot be reached through discussion, a resolution process may be advised by the Secretary or a vote may be called. A member may request that his or her dissent from a decision on a resolution be specifically recorded in the minutes.

D8.6 In incidences where a decision is required to be taken between Board meetings and where Chair’s action would not be considered appropriate or practicable, a resolution in writing may be considered. A written resolution of the Board of Governors shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors, provided that the proposed resolution is sent to every member of the Board of Governors and a simple majority (or such higher proportion as prescribed in the Regulations) of the members signify their agreement to the proposed resolution within 28 days of the date of its circulation. A report on the written resolution will be made to the next meeting of the Board of Governors to be included in the formal record of proceedings.

D8.7 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.

### D9 VOTING

D9.1 Subject to the provisions which states the quorum for meetings of the Board, where a formal vote is held the result shall be determined by a majority of the votes of the members present and voting. Where there is an equality of votes, the Chair of the meeting shall have a second or casting vote. The votes shall be expressed by a show of hands.

D9.2 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.

### D10 RESERVED AND CONFIDENTIAL BUSINESS

D10.1 All members of the Board of Governors, including the student and staff members, share the same legal responsibilities and individuals or categories of members are not to be routinely excluded from discussions.

D10.2 In order to protect the interests of the University, its students and staff, and subject to the provisions of the Data Protection Act and Freedom of Information Act, certain items of business may be deemed to be confidential and / or reserved by the Chair or the Chair of any committee.

D10.3 Reserved business normally refers to matters concerning personal details and / or arrangements pertaining to individual students, staff, governors or prospective students or staff. For such items the Chair, on the advice of the Secretary may deem it appropriate for student and / or staff to withdraw from the discussion.

D10.4 Confidential and reserved items will be clearly marked and identified on the agenda and papers and in the record of the meeting.

D10.5 For such items of business, only members of the Board and /or committee deemed to be eligible to attend shall be entitled to receive the papers or other materials pertaining to the discussion. Papers or other materials relating to such reserved business may be requested by members of the Board and/or committee, but will only be released with the agreement of the Chair who will take advice from the Secretary.

D10.6 Board and Committee members are responsible for ensuring the secure personal storage and disposal of all documents, whether in electronic or paper form.

### D11 VALIDITY OF PROCEEDINGS

D11.1 The proceedings of the Board of Governors shall not be invalidated by any vacancy in its number or by any defect in the election, appointment or qualification of any member.

### D12 DELEGATION OF FUNCTIONS AND BUSINESS: THE BOARD’S COMMITTEES

D12.1 The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body. Any committee or body established by the Board of Governors may include persons who are not members of the Board.

D12.2 The Board shall agree the composition and terms of reference of any standing committees which shall include, but are not limited to, the functions as specified in the CUC code of governance and regulatory expectations particularly in regard to Audit and Remuneration and are to be detailed in the Scheme of Delegation that accompanies these Standing Orders.

D12.3 In particular circumstances a proposal may be made to the Board, through a request to the Secretary, to set up and provide delegations to a time-limited task group on specific matters of strategic importance.

D12.4 The Board of Governors shall appoint the Chair of each committee of the Board following a recommendation from the Governance and Nominations Committee. Each committee may appoint a deputy who will chair meetings in the absence of the Chair of the committee. If both the Chair and a designated deputy are absent from any meeting, the members present shall choose one of their number to preside at the meeting.

### D13 DELEGATION OF FUNCTIONS AND BUSINESS: CHAIR’S ACTION

D13.1 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 because it is deemed that a delay would impede the business of the University, the Chair may be approached to take action on the item. In the absence of the Chair of a Committee, and on the advice of the Secretary, the Chair of the Board may be approached.

D13.2 The Executive Officer with responsibility for the item shall provide the Vice-Chancellor and the Secretary with a request and any documents or information in support of the action required for onward transmission to the Chair.

D13.3 Following Chair’s action the Chair should make a report to the following meeting of the Board or committee and any documents signed by the Chair should be reported to the meeting so that the action taken by the Chair can be recorded in the minutes of the meeting. Records are to be held in adherence with the University’s document retention schedule by the Secretary’s Office or business area as most appropriate.

### D14 ARRANGEMENTS FOR THE SUPPORT AND RECORDING OF MEETINGS

D14.1 The Secretary shall make arrangements for the support and recording of proceedings of the Board and for the publication of the agenda, papers and minutes subject to any provisions for confidentiality.

### D15 ARRANGEMENTS FOR PUBLICATION OF BOARD BUSINESS

D15.1 Whilst respecting the privacy of individuals the University is committed to free access to information and openness in its decision-making processes wherever possible.

D15.2 Papers of the Board and its committees are not routinely made available outside of Board members. Exceptions to this are at the discretion of the Secretary and may include; items which are required to be published by legislation, compliance with Freedom of Information requests, internal or external audit or use for other assurance or regulatory purposes.

D15.3 Ordinarily, papers of a committee will remain confidential to that committee until such time as the issue is recommended to the Board by the committee or on request to the Secretary and with the approval of the committee chair.

D15.4 The draft unconfirmed minutes of a meeting will be confirmed with the Chair prior to circulation to members.

D15.5 The unconfirmed minutes of the previous meeting will be confirmed as a correct record by the Board or Committee 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.

D15.6 Minutes will provide an accurate record of the key points arising from the discussions and a record of the decisions made. Minutes are made public, normally through inclusion of these documents on the University webpages after they are confirmed as accurate by the subsequent meeting of the relevant Board or Committee. Exceptions are made for confidential minutes which are not published externally.

D15.7 All Board papers and materials are to be retained in compliance with the University document retention and publication schemes.

D15.8 Authors of papers should recommend a confidentiality status if they feel this is appropriate at the time their paper is passed to the Secretary’s Office but the final decision should rest with the Board. The Chair 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 record of the meeting.

### D16 EXPENSES FOR MEMBERS OF THE BOARD OF GOVERNORS

D16.1 The University will reimburse members of the Board and its committees for all reasonable and properly documented expenses incurred in performing their duties as a governor. Reimbursement will be at the rates applying to staff in the University. All expenses must be claimed within three months of the date that the expenditure is incurred.

### D17 RECORDS OF MEMBERS OF THE BOARD OF GOVERNORS

D17.1 The University provides information about how it uses personal data in its [Privacy Notice](https://www.shu.ac.uk/about-this-website/privacy-policy/privacy-notices/privacy-notice-for-governors) for Governors. This notice explains which data we collect, the purposes for which we process it, the lawful bases for processing, how long it is used and stored, and how we share personal data. Some Governor data is routinely published. The privacy notice also includes information about your data protection rights, how you can exercise those rights, and contact details for the University’s Data Protection Officer.

### D18 REMOVAL OF MEMBERS FROM OFFICE

D18.1 Under the terms of the Instrument of Government (paragraph 5) 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.

### Appendix

**Provisions relating to the suspension and dismissal of Board Appointments**

Sections 10 and 11 in the Articles of Government (dated September 1994) made specific provision for Senior Post Holders (i.e. the posts subject to Board appointment: the Vice-Chancellor, the Deputy Vice-Chancellor(s), the Chief Finance Officer and the Secretary).

These sections are not currently replicated in existing policies and procedures, although the Chief People Officer will shortly commence work to introduce such a policy which will involve consultation with colleagues and be presented to the Board of Governors for approval.

In the intervening period, the provisions in each of the sections relating to Senior Post Holders is retained here, in these Regulations for the Board.

28 May 2021

**Suspension**

1 The Chair of the Board of Governors or in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, any holder of a Board Appointment post for misconduct or other good and urgent cause. The Chair, or Deputy Chair, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

2 Any holder of a Board Appointment post who is suspended from duty under paragraph 1 shall be entitled to receive from the Chair or Deputy Chair of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.

**Dismissal**

3 If the Chair of the Board of Governors, or in his or her absence the Deputy Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board to dismiss the holder of a Board Appointment, the Chair, Deputy Chair or Board of Governors (as appropriate) shall refer the matter to a Special Committee of the Board, which shall be convened as soon as practicable to examine the facts, otherwise investigate the ground for dismissal and make a report to the Board of Governors.

4 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.

5 The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any considerations which the Committee considers should be taken into account in the Board's consideration of the matter. The report should not contain recommendations as to the decisions to be taken by the Board.

6 The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors, including oral representations for which purpose he or she may be accompanied and represented by a friend.

7 The Special Committee shall consist of five members of the Board. The Chair of the Corporation, the Deputy Chair and the Vice-Chancellor shall not be eligible for membership of the Special Committee.

8 The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of this dismissal procedure.

1. Examples of where Chair’s action may be taken are where business would not have merited discussion at a Board of Governors meeting (such as the signing of routine documents, and detailed implementation of matters already agreed by the Board of Governors), where a delay would disadvantage the institution or, in circumstances where calling a special meeting of the Board is not appropriate. [↑](#footnote-ref-2)