

THE UNIVERSITY OF BOLTON

GOOD PRACTICE GUIDE FOR THE BOARD OF GOVERNORS

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References that support the text

<u>Reference</u>	<u>Title and publisher</u>
CUC	"Guide for Members of Higher Education Governing Bodies in the UK" Committee of University Chairmen November 2004
Guide for Clerks	"Guide for Clerks to Governors" Higher Education Funding Council HEFC (Wales) November 1997.
Review	"Review of Board and Committee Procedures" Bolton Institute Governance Advisory Committee 1998
Guide for College Governors	"The College Governor" FEFC
Audit Committee Model Terms of	Accountability and Audit: "Code of Reference Practice" Annex C HEFCE June 2004

Section 1

GUIDANCE ON THE MANAGEMENT OF BOARD AND COMMITTEE BUSINESS

ORDINARY MEETINGS OF THE BOARD OF GOVERNORS

- 1.1 The Board of Governors shall meet at least four times a year on such dates as may be agreed by the Board of Governors (such a meeting shall be referred to as an ordinary meeting).

Article 7.10

SPECIAL MEETINGS OF THE BOARD OF GOVERNORS

- 1.2 A special meeting of the Board of Governors may at any time be summoned by the Chair of the Board of Governors or by any five Governors in writing, addressed to the Clerk to the Governors. Notice of any such meeting shall be issued by the Clerk to the Governors and the meeting shall be held not later than fourteen days after receipt of the summons.

Article 7.13

- 1.3 Special meetings of the Board of Governors should only deal with the particular business for which the meeting has been called. The Agenda shall therefore consist only of:-

- (i) Declarations of Interest;
- (ii) apologies for absence, and
- (iii) the item in question.

The normal rules concerning quorum, taking of minutes, etc, apply.

Guide for Clerks 4.12
(See also sections 1.6-1.8 below)

DELEGATION AND RETENTION OF FUNCTIONS

- 1.4 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 Chair of the Board of Governors or to the Vice Chancellor. Delegated authority should be in writing and recorded as a formal resolution of the Board. A full report on delegated action taken should be provided at the subsequent meeting of the Board or Committee and form a substantive agenda item. Having delegated authority to other bodies or individuals to act on its behalf, the Governing Body is nevertheless still ultimately accountable and has to accept corporate responsibility for the actions taken. The Board of Governors shall not, however, delegate the following:

- 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 safeguarding of their assets;

- the appointment or dismissal of the Vice Chancellor;
- the varying or revoking of the Articles of Government.

Articles 5.1, 5.3/CUC Guide 2.35 to 2.41

Where under such delegated powers the Chair of the Board convenes an ad-hoc Group of Governors this shall be advisory to the Chair who shall appoint the Chair and membership of the Group. Minutes of the meetings shall be kept and reported to the appropriate Committee or to the Board.

ESTABLISHMENT OF COMMITTEES

- 1.5 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 of Governors may remit to them. The Members of the Committee shall be drawn from the Board of Governors other than Staff or Student Governors. The Board shall establish an Audit Committee, a Remuneration Committee, a Nominations Committee and other Committees which it deems appropriate. The terms of reference shall be clearly established setting out the precise nature and extent of the Committee's responsibilities and authority for them. Overlap between the responsibilities of Committees should as far as possible be avoided. This is an inefficient use of Governors' time and can lead to confusing outcomes. **See also 'Terms of Reference' below.** The Chair of the Board of Governors shall be, ex officio, a Member of all Committees of the Board of Governors with the exception of the Audit Committee.

**Articles 5.1, 5.2/CUC 2.42 to 2.52 Guide for Clerks (a) 7.11
Audit Committee Model Terms of Ref
(HEFCE – Audit Code of Practice Annex C)**

For Delegation to the Chair or the Deputy Chair see 'Action Taken by the Chair and Deputy Chair, Good Practice Guide Section 4.

TERMS OF REFERENCE

- 1.6 The terms of reference for each Committee of the Board of Governors, shall be clearly established, setting out the precise nature and extent of the Committee's responsibilities and authority for them (including the date the terms were approved by the Board). In the case of each of those responsibilities, it shall be established whether they are executive (i.e. taking decisions and monitoring implementation) or simply advisory (e.g. making recommendations to the Board of Governors).

**CUC, 2.41/Guide for Clerks (b), 7.9
Audit Committee Model Terms of Reference
(HEFCE Audit Code of Practice Annex C)**

- 1.7 The terms of reference shall also include:
- 1) A statement that Committee Members are expected to adhere to the Code of Conduct for Members
 - 2) Responsibilities/duties of the Committee
 - 3) Membership requirements
 - 4) Agreed quorum and ex-officio Membership, indicating whether that Membership is inclusive within the quorum
 - 5) The arrangements for the appointment of a Chair
 - 6) Frequency of meetings
 - 7) Attendance of Non-Committee Members

- 8) Reporting arrangements (circulation of minutes and formal receipt by the Board of Governors)
- 9) Any financial or other limitations on the delegated powers of the Committee
- 10) Clerking arrangements

**Guide for Clerks 7.10,
Audit Committee Model Terms of Reference
(HEFCE Audit Code of Practice Annex C)**

- 1.8 The terms of reference shall be reviewed by the relevant Committee and by the Board of Governors at its first meeting in the academic year every two years.

CHAIR OF MEETINGS OF THE BOARD AND ITS COMMITTEES

- 1.9 The Chair of the Board of Governors or the Deputy Chair in his/her absence shall lead meetings of the Board of Governors. On the establishment of a Committee by the Board of Governors, the members of that Committee may appoint one of their own number to act as its Chair. The appointed Chair of a Committee of the Board of Governors shall lead meetings of that Committee in accordance with the relevant terms of reference. Unless the Articles or the terms of reference of the Committee specifies otherwise, appointments shall be made at least annually and shall be subject to the confirmation of the Board.

Articles 7.6, 7.7/The College Governor Section A5

QUORUM FOR MEETINGS

- 1.10 The quorum for ordinary meetings and special meetings of the Board of Governors shall be nine of whom five shall be Independent Members. If a meeting is quorate, but less than half the members present are Independent Members, a majority of the Independent Members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

Article 7.1

- 1.11 The quorums for Committees of the Board of Governors are set out in the terms of reference of the Committees, likewise whether an ex-officio member is inclusive within the agreed quorum.

(See 'Terms of Reference' Sections 1.6-1.8 above)

- 1.12 The rules for a quorum apply not only at the start of a meeting, but at any point during the meeting when the number present changes as a result of members arriving late or leaving early or declaring an interest. If, at any meeting of the Board of Governors or its Committees, the relevant quorum is not present within fifteen minutes from the time appointed for the meeting, or, if during the meeting such a quorum ceases to be present, the Clerk shall immediately declare this and the formal meeting shall be adjourned. The Chair shall determine, after seeking the views of the members, whether to start or continue as an inquorate meeting or to postpone some or all of the business of the meeting and the time and place for an adjourned meeting.

**See also Standing Orders Paras 2.27/2/33 and 2.34
and Guide for Clerks 5.12**

TIMETABLING OF MEETINGS

- 1.13 The Clerk shall draw up a draft annual timetable of Board and Committee meetings, designed to allow Governors to take key decisions at the appropriate time.

- 1.14 The Board of Governors should agree the annual timetable of meetings well in advance of the commencement of each academic year. Each member of the Board of Governors should be in possession of the timetable of meetings and once it has been agreed it should not be changed without good reason and without adequate notice.

PREPARATION OF AGENDA

- 1.15 The Clerk to the Governors shall invite Agenda items from Committee Members and appropriate Senior Management at least two weeks prior to a meeting. A draft Agenda, indicating responsibility for reports and outstanding items shall be issued to the Chair, Vice Chancellor, the Executive Team and relevant Officers.

Review, para. 1

- 1.16.1 The Agenda for every meeting of the Board and any of its Committees, established under the Articles of Government, and unless the terms of reference specify otherwise, shall include the following information and items:

(i) Section A - Business

- declaration of interests and a reminder to Members;
- date, time and location of the meeting;
- appointment of the Chair (when appropriate);
- apologies for absence;
- minutes of the previous meeting;
- matters arising from the minutes;
- matters arising from previous meetings still outstanding;

(ii) Section B - Matters for Consideration

- business to be conducted, and reports;

(iii) Section C - Matters for Information

- Reports not for debate
- Minutes of meetings

(iv) Section D - Any Other Business

- The Clerk to the Governors should be notified in advance of any matter to be raised for discussion at a meeting which is subject to approval of the Chair.

(v) Section E - Future Meetings

- the scheduled date and time of the next meeting.

- 1.17 The Agenda should make clear whether supporting papers are attached (or to follow) and whether matters require a decision, or are for discussion, information or approval.

Guide for Clerks 4.7

CIRCULATION OF AGENDA AND PAPERS

- 1.18 The Clerk to the Governors shall ask the Chair to approve the Agenda one and a half weeks prior to a meeting. Additional items should not normally be accepted once the Agenda has been issued.

Review, para. 2.

- 1.19 At least seven clear days before an ordinary meeting of the Board of Governors or before a Committee meeting, the approved Agenda, signed by the Clerk to the Governors, shall be sent to the address which shall have been notified by each Member to the Clerk to the Governors for this purpose.

Article 7.11

- 1.20 Failure to give any notice required to be given in the Articles; in this Good Practice Guide and Standing Orders; under the Education Reform Act 1988 or any defect in any notice shall affect neither the validity of the proceedings of any meeting nor any decision reached thereat.

Article 7.14

- 1.21 Wherever possible, papers should support an Agenda item. It is the responsibility of Report authors to ensure that the Clerk to the Governors is in receipt of supporting papers for Agenda items at least eight working days prior to the date of a meeting. The agreed format for the presentation of a report to a meeting of the Board, or its Committees, is shown on **Appendix 2** to this Guide.

Review, para. 3

- 1.22 Where the Agenda item indicates that there is a paper “to follow”, copies should be made available to the Clerk to the Governors at the earliest opportunity and should include sufficient copies for all recipients.

Review, para. 4

- 1.23 All reports which request decisions having direct financial consequences shall be made available to the Director of Finance and Estates at least two weeks prior to the date of the relevant meeting. It is essential that the Director of Finance and Estates is given the opportunity to comment and to be in a position to advise Members of financial implications. Chairs should not agree to the inclusion of agenda items where such consultation has not taken place.

Review, para. 6

- 1.24 Agenda items and papers which are of a confidential nature, shall be clearly marked and the distribution restricted to Members and appropriate Senior Management.

MINUTES

- 1.25 The Chair of the Board of Governors, Committees of the Board of Governors and the Chair of the Academic Board shall ensure that minutes (or notes of inquorate meetings) are prepared and available for inspection. In particular, the minutes of each meeting of the Academic Board shall be presented to the Board of Governors by the Vice Chancellor.

Article 7.30

- 1.26 Unconfirmed minutes of the Board of Governors and its Committees shall normally be circulated to its members within 7 working days of the meeting. A copy should also be circulated as a formal Agenda item for the next full meeting of the Board of Governors (except for the Remuneration Committee), and the relevant Committee, to be formally received.

**(See also 'Approval of Minutes', Section 1.31-1.33)
Audit Committee Model Terms of Reference
(HEFCE Audit Code of Practice Annex C)**

- 1.27 The minutes shall record the date of the meeting and all of those present, making distinction between the attendance of Members and non-members. Following the commencement of the meeting, the arrival and departure of any member shall also be recorded at the appropriate point in the meeting. The presence of other persons for particular items may be noted under attendance.

A Guide for Clerks 5.3

- 1.28 The minutes shall record any agreed variation to the Agenda and make reference to any document circulated or tabled in support of an Agenda item which shall be sent to any members absent from the meeting, together with the minutes. Minutes of Confidential Items shall be sent only to Members and appropriate Senior Management as in 1.24

(See also Standing Orders 2.8 and 2.18)

- 1.29 The minutes shall record the outcome of discussion, receipt or noting of Reports, acceptance of recommendations and any formal agreement of the Board or Committee as a resolution. The minutes shall also record the outcome of voting procedures and where appropriate, to record dissent and any declaration of interest. The minutes shall identify who is responsible for appropriate action on any particular item and the relevant timescale. Notes of meetings shall record recommendations.

(See also 'Reconsideration of Resolutions' Standing Order 2.25, 'Voting' Standing Orders 2.20 and 2.21 and 'Recording of Dissent' Standing Order 2.24 and Inquire Meetings Standing Order 2.34)

IMPLEMENTATION OF DECISIONS

- 1.30 Implementation of the decisions shall not normally await approval of the minutes of those decisions. The Clerk to the Governors shall certify and circulate draft minutes with highlighted Action Points which require the attention of particular Governors and Officers and those who are not members at an early date following the Committee meeting.

Guide for Clerks 5.6

APPROVAL OF MINUTES

- 1.31 The draft minutes of Board and Committee meetings, once approved by the Chair, will be circulated to Members and Senior Officers for information.

(See 1.30 above)

- 1.32 It is for the Governing Body or Committee to decide at its next meeting, whether it is satisfied that the unconfirmed minutes of a particular meeting constitute a true record

of the business of that meeting. Whether or not the draft minutes have been agreed in advance by the Chair of the meeting, other Members of the Governing Body (or Committee) who were at the meeting may subsequently challenge their accuracy and propose changes when approval of the unconfirmed minutes is considered. Any change proposed to the unconfirmed minutes is subject to agreement by the majority of the Governors present at the meeting which is considering the minutes.

Guide for Clerks 5.6 and 5.7

- 1.33 On agreement of the minutes, including agreed amendments made to the unconfirmed minutes, the Chair will sign an official copy at the foot of the last page. If the minutes have been significantly amended, each amended page will be signed and a copy of the amended minutes will be circulated to Members and to Senior Officers.

SECURITY OF MINUTES

- 1.34 The Clerk to the Governors will keep all agreed and signed minutes in a secure place on the University premises.
- 1.35 The Clerk to the Governors will maintain a confidential minute book separate from all other minutes. The minutes of the Remuneration Committee, recording only the decisions of the Committee, shall be deemed to be confidential and any member of the Board who is not an employee or student of the University shall be entitled to have sight of the minutes on request.

PUBLICATION OF AGENDAS, PAPERS AND MINUTES

- 1.36 In relation to the Board of Governors and to any Committee of the Board of Governors, except where material is deemed to be of a confidential nature, the following shall be lodged in the University Libraries for inspection:
- The Agenda
 - Agreed Minutes
 - Reports or papers considered at meetings

This Guidance will be deemed to have been complied with if the material is also made freely available to Governors, staff and students on the University's Intranet.

Article 7.31

Section 2

STANDING ORDERS FOR THE CONDUCT OF MEETINGS

CODE OF CONDUCT FOR GOVERNORS

- 2.1 Members are required to adhere to the Code of Conduct for Governors.
(See Section 3)

CHAIR

- 2.2 Unless a Chair and Deputy Chair has already been determined by the Board of Governors, a Chair shall be chosen for each meeting of the Board of Governors or Committee.
- 2.3 Where the Chair is absent from a meeting or unavailable the Deputy Chair shall fulfil this role, including taking Chair's action if the Chair is unavailable or indisposed. All action taken shall be reported to the next appropriate meeting.
(See Section 4.6-4.7)

CLERK TO THE GOVERNORS

- 2.4 The Clerk to the Governors will brief the Chair prior to each meeting by way of a set of Chair's notes or, at the request of the Chair, by a personal meeting. The Clerk will attend each meeting of the Board of Governors and its Committees. The Clerk's role will generally be non-participative unless he or she also carries responsibility for the item as a member of Senior Management and is presenting a report to the Governing Body in that capacity, in which case this shall be made clear. The Clerk will be entitled to offer advice during a meeting when questions of procedure are under discussion, and shall intervene where he or she judges that the Governing Body or its Chair may be at risk of breaching its own powers, procedures or legal requirements for the conduct of business. The Clerk shall ensure that a formal record of proceedings is kept as the minutes.
**(See 'Minutes' in Guidance (section 1) 1.25-1.29
Guide for Clerks 5.1)**

APOLOGIES FOR ABSENCE

- 2.5 An apology for absence shall be notified wherever possible in advance to the Clerk to the Governors or otherwise at the meeting. The apology shall be reported to the meeting and recorded within the minutes of the meeting.

AGENDA

- 2.6 The business of the meeting should follow that as set out in the Agenda. Requests to amend the format of the Agenda and its business shall receive the prior approval of the Chair of the Committee and be recorded in the minutes.
**(See also 'Preparation of Agenda', Guidance 1.15-1.17 and
'Publication of Agendas, Papers and Minutes', Guidance 1.36)**

TABLED PAPERS

- 2.7 Papers shall not be tabled without the prior permission of the Chair which shall not be unreasonably withheld. The Member or Senior Manager responsible for the presentation of approved tabled papers shall ensure through the Clerk to the Governors that there are sufficient copies for all Members of the Board or Committee and appropriate Senior Management.
- 2.8 The Clerk to the Governors shall ensure that tabled papers are forwarded to those Members or appropriate Senior Management who were not present at the meeting.

ATTENDANCE OF MEMBERS AND SENIOR MANAGEMENT

- 2.9 The attendance of all Members and Senior Management present shall be recorded by the signature on an attendance register for that meeting.

Guide for Clerks 5.3 and 6.10

- 2.10 The Clerk to the Governors shall maintain a Record of Attendance for all meetings of the Board of Governors and its Committees including a record at the point in the meeting when members may join or leave the meeting.

(See Guidance (section 1) 1.27)

- 2.11 Members are expected to attend most scheduled meetings in accordance with the attendance policy. Unauthorised, continuous absences in excess of twelve months may lead to exclusion. Members are requested to notify the Clerk to the Governors if they anticipate a number of absences during any twelve-month period.

Appendix to RBL11 (Rights, Duties and Responsibilities of Members)

- 2.12 The Clerk to the governors shall annually advise the Chair of the Board of Governors of unauthorised absences. The Clerk to the Governors shall also warn a Member in writing with the notification of the next meeting where absence would initiate this 'twelve-months' rule.

Instrument 6 (3) (a)

- 2.13 In no circumstances shall any Member of the Board of Governors or any Committee of the Board of Governors or of the Corporation be entitled to appoint a proxy to attend or vote at any meeting. Late arrival and early departure will be recorded in the minutes.

Article 7.12

- 2.14 A member may, at the sole discretion of the Chair or Deputy Chair, participate in a meeting (or any part of a meeting) held at a specified location through the medium of conference telephone or similar form of communications equipment providing that each member participating at the meeting (or any part of the meeting) is able to hear and speak to each other participating member throughout the meeting (or any part of the meeting). The member so participating shall be deemed to be present in person at the meeting (or any part of the meeting), shall be counted in the quorum and be entitled to vote accordingly and all business transacted in such manner at the meeting (or any part of it) shall be deemed valid.

Approved 7 February 2007

ATTENDANCE BY INVITATION

- 2.15 It is for the Governing Body to decide whether to invite persons, other than Governors, to attend a meeting or part of a meeting as observers or as participants in, or advisers on, particular items of business. The terms of reference may specify when the Chair of a Committee, or the Vice Chancellor may invite such staff or external advisors to attend meetings.
- 2.16 Such invited guests will normally be asked to withdraw from the meeting during any discussion of business that has been deemed confidential unless invited to advise the Governing Body on the item in question.

ATTENDANCE BY THE PRESS OR PUBLIC

- 2.17 The press or members of the public shall not normally be invited to attend meetings of the Board or its Committees. However, Agenda, papers and minutes of each meeting, unless deemed confidential, shall be accessible to the staff, students, the press and the general public.
(See also 'Publication of Agendas, Papers and Minutes', Guidance 1.36)

NON-REPRESENTATION

- 2.18 Governors nominated by particular constituencies should not act as if delegated by the group they represent. Each Governor shall take a view of each matter coming before him or her on the merits of the issue. The strength of the Governing Body will depend on the quality and variety of individual contributions made to its discussions by each Governor. Such contributions will not just be at formal meetings, but also through working parties and groups looking at particular issues on behalf of the Governing Body.

CUC Guide 2.24

CONFIDENTIALITY

- 2.19 It is for the Governing Body, with the advice of the Clerk to the Governors, to decide whether any items on an agenda are to be regarded as confidential. If it so decides, every Governor is bound by that decision and shall not divulge to any person who is not a Member of the Governing Body or the Clerk any aspect of the Governing Body's consideration of the issue, except as may be authorised by the Governing Body.
(See also Guidance on Board Management – Para 1.28)

COLLECTIVE DECISION-MAKING AND STATEMENTS

- 2.20 Once a matter is determined, individual Governors are expected to be bound by the collective decision of the Governing Body. **(But see Standing Order 2.22)** Only the Chair, Vice Chancellor or the Clerk to the Governors shall make statements on behalf of the Governing Body unless the Governing Body approves otherwise.

VOTING

- 2.21 Decisions taken at a meeting do not need to be decided by a formal vote. The Chair shall, in normal circumstances, ask the members present for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there is a clear expression of dissent or if it is a matter of particular significance.

Guide for Clerks 5.14

- 2.22 An individual member of the Governing Body may request a vote on a particular issue. (Such a request may itself be subject to a formal decision by those members present). If a formal vote is taken, the number of voting for and against shall be recorded in the minutes.

**Guide for Clerks 5.15
(See also Article 7.20)**

- 2.23 At the discretion of a simple majority of members present, identified by a show of hands, at the Board or at a Committee meeting, a secret ballot may take place. The ballot must take place under the direction of the Clerk to the Governors who shall be responsible for the distribution of voting papers, collection of voting papers once the ballot has been cast and for the counting of same. The Clerk to the Governors shall inform the Chair of the meeting of the results of the ballot.

**Guide for Clerks 5.15
Article 7.20**

CHAIR'S VOTE

- 2.24 At all meetings, except meetings of the Nominations Committee, where there is an equal number of votes on a particular issue, the Chair shall have a second or casting vote.

Article 7.9

RECORDING OF DISSENT

- 2.25 Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a Governor may reserve the right to have his or her dissent recorded in the minutes.

Guide for Clerks 5.15

RECONSIDERATION OF RESOLUTIONS

- 2.26 Formal decisions of the Governing Body and its Committees are recorded in the minutes as resolutions. Resolutions therefore cannot be overturned or varied, as part of other discussions, for example under matters arising from the previous minutes. The Clerk to the Governors shall be informed, in writing, of a proposal to vary or to rescind a resolution and the proposition will be a substantive agenda item for discussion at the next meeting.

Guide for Clerks 5.16

DISCLOSURE OF INTERESTS WHICH ARISE AT MEETINGS

- 2.27 Each agenda shall include as its first item "Declarations of Interests" and Members are reminded that they must declare any relevant interests which arise during the meeting. It is the responsibility of the individual Governor to make a verbal declaration, whether or not such a declaration has already been made in writing. A declaration should be made either at the commencement of the meeting, or at the appropriate point on the agenda when the Governor concerned becomes aware of an interest which could potentially influence their judgement or be regarded by others as an interest which could influence their judgement. Disclosures at meetings in relation to matters being discussed should include other personal interests besides pecuniary interests. Prior to any discussion, or at the earliest opportunity, Governors should

seek the advice of the Chair or Clerk to the Governors if they are uncertain as to whether a matter ought to be declared as an interest.

See also CUC Guide 2.20 and Section 6 'Register of Interests'

- 2.28 Having declared an interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. The Chair of the meeting shall decide whether or not the Member should withdraw from the meeting whilst the item is dealt with. The declaration of an interest by a Governor during the course of a meeting shall be recorded in the minutes.

**Guide for Clerks 5.20
CUC Guide 2.20**

WITHDRAWAL FROM MEETINGS

- 2.29 At any meeting of the Board of Governors or Committee of the Board at which consideration is to be given to the appointment, promotion, suspension, dismissal or retirement to or from any post at the University, any Member who is a Student of the University or an employee of the University may be required by resolution of the other Members of the Board or Committee to withdraw from the meeting while such consideration is being given unless the employee's post is senior to the post under discussion.

Article 7.21

- 2.30 At any meeting of the Board of Governors or Committee of the Board at which consideration is to be given to matters relating to a named Student, a Member who is a Student Governor may be required by resolution of the other Members of the Board or Committee to withdraw from the meeting while such consideration is being given.

Article 7.22

- 2.31 A Student Governor shall withdraw from a meeting discussing his or her own conduct, suspension or expulsion as a student of the University.

- 2.32 The vice Chancellor shall withdraw from the meeting and will not be a Member of the Remuneration Committee when his/her own salary, other emoluments, conditions of service and, where appropriate, severance payment, is under consideration.

**Terms of Reference – Remuneration Committee
(See also Standing Order 2.27)**

- 2.33 Invited guests shall normally be asked to withdraw from the meeting for any discussion of business that has been deemed confidential unless invited to advise the Governing Body on the item in question.

(See also Standing Orders 2.14-2.15)

- 2.34 **INQUORATE MEETINGS**

A meeting shall be called to order by the Chair (or if not yet appointed or if absent as well as a Deputy Chair, by the Clerk) and shall commence within 15 minutes of the scheduled time if a quorum is present. If the meeting is inquorate at the start or subsequently this shall be declared immediately by the Clerk and the formal meeting shall stand adjourned. The Chair shall then seek the views of the members present on how to proceed including the holding of an inquorate meeting.

Article 7.5

- 2.35 An inquorate meeting shall not take decisions or make resolutions and can only make recommendations which must be reported to the next available meeting (including an adjourned meeting) for ratification or otherwise. Notes will be kept of inquorate meetings in the same format as minutes for presentation at the next or the adjourned meeting.

UNCOMPLETED BUSINESS

- 2.36 If at any meeting of the Board or its Committees the business to be transacted is not completed then the meeting shall be adjourned to such time and place as the Chair may determine having regard to the wishes of those present.

Article 7.5

CLOSURE OF MEETING

- 2.37 On conclusion of the business as set out on the Agenda, (including any confidential items taken after normal business) the Chair shall close the meeting. Thereafter, no formal business shall be discussed by the Board of Governors or any of its Committees.
- 2.38 The time of the closure of the meeting shall be recorded in the minutes.

DATE OF NEXT MEETING

- 2.39 The date and time of the next scheduled and other future meetings of the Board or Committee shall be recorded in the minutes.

Section 3

CODE OF CONDUCT FOR GOVERNORS AND STATEMENT OF PRIMARY RESPONSIBILITIES

“Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business”.

CUC November 2004

Each Governor should:

3.1 Observe the seven principles of the Committee on Standards in Public Life (the Nolan Committee second report (May 1996)) for the conduct of those entrusted with public funds, which are:

- **Selflessness**

Holders of public office 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 family or their friends.

- **Integrity**

Holders of public office should not place themselves under any financial or other obligations 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, holders of public office should make choice on merit.

- **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

- **Openness**

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

- **Honesty**

Holders of public office 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**

Holders of public office should promote and support these principles by leadership and example.

- 3.2 Support the aims and objectives of the University, and promote the interests of the University and its students in the wider community.
- 3.3 Work in accordance with the powers of the Board of Governors and undertake the duties required of the Board of Governors as detailed in (i) the Members' Manual (Section 4) – Roles and Responsibilities, and (ii) the Terms of Reference for the Board of Governors.
- 3.4 Undertake and abide by the responsibilities detailed in this Statement of Primary Responsibilities which includes provisions identified in Standing Orders, the Good Practice Guide and other corporate documents relating to:-
 - (i) approving the mission and strategic vision of the institution; long-term business plans; key performance indicators (KPI's) and annual budget, and ensuring that these meet the interests of stakeholders;
 - (ii) appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance;
 - (iii) ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest, and
 - (iv) monitoring institutional performance against plans and approved KPI's, which should be, where possible and appropriate, benchmarked against other institutions.
- 3.5 Work co-operatively with other governors in the best interests of the University and ensure that the governing body exercises its responsibilities in a corporate manner.
- 3.6 Seek to establish trust with other governors in order to take shared corporate responsibility for collective decisions following full and frank discussions in Governor and Committee meetings.
- 3.7 Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the governing body prevails, it should be supported outside the Board of Governors.
- 3.8 Base his or her view of matters before the governing body on an honest assessment of the available facts, unbiased by partisan or representative views (eg a staff member is not appointed to represent the view of the staff).
- 3.9 Comply with the Instrument and Articles of Government, rules and procedures for the Governing Body and Governors as determined by the Governing Body and external authorities.
- 3.10 Acknowledge that as an individual Governor, he or she has no legal authority outside the meetings of the governing body and its committees.
- 3.11 Understand that an individual Governor does not have the right, other than through the Chair and with the Governing body's agreement, to make statements or express opinions on behalf of the Governors.

- 3.12 Resist any temptation or outside pressure to use the position of Governor to benefit himself or herself or other individuals or agencies.
- 3.13 Declare openly and immediately any personal conflict of interest arising from a matter before the Governors or from any other aspect of Governorship (Members are required annually to declare such Interests on the Register of Interests which is open to public inspection).
- 3.14 Respect the confidentiality of those items of business which the governing body decides from time to time will not be available for public inspection and which should remain confidential, or issues contained within papers specifically marked confidential.
- 3.15 Take or seek opportunities to enhance his or her effectiveness as a Governor through participation in induction programmes, training and development programmes and by increasing his or her own knowledge of the University.
- 3.16 Give priority, as far as practicable, to attendance at meetings of the governing body and its committees.
- 3.17 Have regard to his or her broader responsibilities as a Governor of a public institution, including the need to promote public accountability for the actions and performance of the governing body.
- 3.18 When necessary, to seek advice from the Chair, Clerk to the Governors or exceptionally externally, as appropriate.

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Section 4

ACTION TAKEN BY THE CHAIR AND DEPUTY CHAIR

- 4.1 The Chair and Deputy Chair of the Board are expected to adhere to the Code of Conduct for Governors.
- 4.2 The Articles of Government make provision for the Governing Body to grant delegated authority to the Chair to act on its behalf between meetings on matters which could be regarded as routine business (eg, the signing of routine documents, detailed aspects of the implementation of matters already agreed by the Governing Body).
CUC 2.36 /Article 5.1
- 4.3 From time to time, matters may arise which are judged too urgent and important to await the next meeting of the Governing Body. In such an event, the Chair has the option of calling a special meeting, convening an ad hoc group of Governors, consulting the members of the Governing Body by correspondence, or dealing with the matter by Chair's action.
CUC 2.37
- 4.4 The Chair should avoid taking decisions by Chair's action where it is inappropriate to do so, or exceeding the scope of the delegated authority granted by the Governing Body. Chair's action on matters of importance should only be taken where delaying a decision would disadvantage the Institution. In these instances, the Chair should avoid acting alone and should normally consult with his/her Deputy and with the Chairs of relevant Committees.
CUC 2.37 and Guide for Clerks 4.15
- 4.5 The Clerk to the Governors should be directly involved on each occasion of Chair's action and shall be expected to advise on and ensure the appropriate use of the procedures as agreed by the Governing Body.
Guide for Clerks 4.16
- 4.6 Standing Orders provide for the Governing Body to grant delegated authority to the Deputy Chair, in the absence of the Chair, to undertake the duties normally assigned to the Chair; to act on its behalf in between meetings, on routine matters and on urgent matters. In the absence of the Chair, the Deputy Chair shall normally be expected to chair ordinary or special meetings of the Board of Governors.
(See Standing Order 2.3)
- 4.7 The Chair, or Deputy Chair in his/her absence, is answerable to the Governing Body for any action which he/she takes on its behalf. The Governing Body, having authorised the Chair (or Deputy Chair in his/her absence) to take certain action between meetings, has to accept corporate responsibility for any action taken. Where Chair's action is taken, a report as a substantive agenda item shall be made to the next meeting of the Governing Body.
**(See Standing Order 2.3)
CUC 2.38/Guide for Clerks 4.17**

Section 5

PERSONAL LIABILITY

- 5.1 The Clerk to the Governors shall liaise with the University's Officer who is responsible for insurance and ensure that adequate personal liability cover is provided for all Members of the Board of Governors and for any Co-opted (external) Committee Members. A copy of the cover shall be provided to Members at their request.
- 5.2 In order to minimise potential liability, all Members should satisfy themselves that they understand their own position in the University and should:-
- Act honestly, diligently and in good faith.
 - Abide by the University's Code of Conduct for Governors. **(See Section 3)**
 - Be satisfied that the course of action proposed is in accordance with the University's Instrument, Articles of Government and rules and procedures approved by the Board (on which matters the Clerk to the Governors will advise).
 - Not bind the University to a course of action which it cannot carry out.
 - Seek to ensure that the University does not continue to operate if it is insolvent.
 - Seek to persuade colleagues by open debate and register dissent if they are concerned that action would be contrary to any of the above.
 - Avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the University.
 - Sign any approved declaration required by the University's insurers about professional liability.
 - Notify the designated Officer of the University if they become aware of any wrongful act that might reasonably be expected to lead to an insurance claim being made against the University.
 - Seek the advice of the Chair or Clerk to the Governors if they consider it to be necessary.
- 5.3 All Members shall make a declaration of interests on appointment and annually thereafter. The declaration is included in the Register of Interests for all Members and is open to public inspection.

(See also 'Register of Interests', Section 6)

Notes

The law relating to the personal liability of members of governing bodies is complex and its interpretation is ultimately a matter for the courts. However, if the advice detailed above in para 5.2 is followed, it is unlikely that personal liability could arise,

particularly since the powers and responsibilities of governing bodies are exercised in a collective manner and decisions are made by formal resolution. Moreover, the higher education institution is a separate legal entity distinct from its members and officers. However, claims may be made in relation to the collective decisions and actions of the governing body.

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Section 6

REGISTER OF INTERESTS

- 6.1 The Clerk to the Governors shall maintain a Register of Interests for both Members and Senior Officers of the University.
- 6.2 The Register of Interests shall be open to public inspection. Accessibility to the Register shall be published within the University's Annual Report.
- 6.3 New and current Members shall be furnished annually with a declaration form, together with guidance notes for completion.
- 6.4 Governors shall declare, in writing, the following:

Financial Interests

- Remunerated employment, office, profession or other activity.
- Self employment.
- Financial transactions between the University and a Governor, or any organisation over which a Governor may have control (not including reimbursement of expenses).
- Directorships of commercial companies.
- Significant shareholdings.
- Partnership in a business or professional partnership.
- Consultancies (whether or not remunerated)/trusteeship of a trust where a Governor or his/her partner or spouse or a member of his/her family may be a beneficiary.
- Gifts or hospitality offered by outside bodies and arising from the person's position as Governor.
- Provision of goods and services to the University.

Personal Interests

- Membership of another public body including: Local Authority, Health Authority, NHS Trust, School or Institution Governing Body, Learning & Skills Council.
 - Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interests or of trust.
- 6.5 Governors should provide the same information, if known, in respect of their spouse or partner, children or other close relations (eg living in the same household of a dependent).
- 6.6 Members are asked to seek the guidance of the Chair of the Board of Governors or the Clerk to the Governors if there is any doubt as to whether a matter could be regarded as an interest and therefore should be declared.

**Revised Register of Interests declaration
Approved by Board in May 1998
(See also Standing Orders 2.26-2.27)**

Section 7

USE OF THE SEAL OF THE UNIVERSITY

- 7.1 The Clerk to the Governors shall keep the Seal of the University under secure arrangements. **Instrument of Gov., Para 10 (2)**
- 7.2 Wherever practicable the application of the Seal of the University shall be authorised by the Board in advance of its use. Otherwise the Clerk to the Governors shall report to the following meeting the application of the Seal of the University for the confirmation of the Board.
- 7.3 The application of the Seal of the University shall be authenticated by the signature of the Chair of the Board of Governors or, in his/her absence the Deputy Chair, and one other Member. **Instrument of Gov., Para 10 (1)**
- 7.4 The Clerk to the Governors shall maintain a register of the use of the Seal which shall be signed at the time of its use by the signatories to the document on which it has been impressed. The Clerk to the Governors shall act as witness to the use of the University Seal by signing the Register at the same time as the signatories.
- 7.5 On an annual basis, the Clerk to the Governors shall submit details of use of the Seal of the University to the Board of Governors. The details shall include all applications of the Seal since the previous report to the Board.

Appendix 1

A MODEL AGENDA FOR THE BOARD OF GOVERNORS

BOARD OF GOVERNORS MEETING

Date

AGENDA

SECTION A – BUSINESS MATTERS

1. Declarations of Interests
2. Apologies for absence
3. Minutes of previous meeting(s)
(previously circulated and with Action column)
4. Matters arising from the minutes
(itemised if not in Action column or otherwise on this Agenda)
5. Report by the Vice Chancellor
(oral with supporting documents)
6. Report by the Chair
(oral with supporting documents)

SECTION B – MATTERS FOR CONSIDERATION/DECISION

7. *(Item(s) previously identified for this meeting with briefly highlighted issues/questions to be addressed)*
8. *(Item(s) proposed by or with the agreement of the Chair)*

SECTION C – MATTERS FOR INFORMATION

9. Reports for information
(in a standard format – see Appendix 2)
10. Minutes of any Committees/Ad Hoc Groups
(to be included with agenda papers)

SECTION D – ANY OTHER BUSINESS

11. Any other business
(Clerk to be notified in advance)

SECTION E – FUTURE MEETINGS

12. Dates and times of future meetings

Appendix 2

Layout of Documents/Reports to the Board and Committees of the Governors

*Name of Committee

*Date of Meeting

*Agenda Item No:

*Document No:

Report To: (Board/Committee)

From: (Person and position/Working Party/Committee)

Date of Report:

Tel ext:

E-mail:

(TITLE/SUBJECT)

1. Purpose (Brief statement of the purpose of the report)
2. Background (The reason(s) why the Report is made/submitted.
The past context of its content.
Reference to any previous or other relevant reports/papers and relevant actions taken.
Main substance of the Report or reference to another substantial document enclosed/ attached).
3. Proposals (or) Recommendations (A statement/list of what is required by way of consideration/action/approval/note).

* These details will be inserted by the Clerk's Office once the agenda has been agreed.