

Standing Orders

1. Introduction

- 1.1 These Standing Orders regulate the conduct of meetings of Council, Senate and their joint Committees. The Chair of the meeting, on the advice of the Secretary, is responsible for ruling on any question of interpretation of these standing orders; their ruling is final.
- 1.2 Nothing in these standing orders 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.

2. Meetings

- 2.1 In accordance with the Articles, the University Council shall normally hold an ordinary meeting at least three times per year and hold such other ordinary meetings as may be necessary for the efficient discharge of their functions. To facilitate this, the Secretary shall submit annually to Council for its consideration and approval, a calendar of its regular meetings and those of its Committees.
- 2.2 All ordinary meetings of the University Council and its Committees shall be called by the Secretary or in default by any two Members.
- 2.3 At any time at the request of the Chair, or the Vice Chancellor, or receipt of a written request from any four Members, the Secretary shall summon a special meeting of the University Council, or any of its Committees, to be held within 28 clear days of receipt of the request and shall transact only the business specified.

3. Notice of meetings

- 3.1 Every meeting of the University and of any committee of the University Council shall be called by notice in writing (which includes notice by e-mail), specifying the time and place of the meeting to each Member not less than ten clear days before the date of a meeting in the case of an ordinary meeting and not less than three clear days before the date of a meeting, in the case of a special meeting. The nature of the business to be transacted at a special meeting must also be specified to each Member within the meeting notice.

4. Quorum

- 4.1 The quorum for meetings of the University Council shall be one-third of the actual current membership of the University Council (rounded up to the next whole number, where the calculation of one-third does not produce a whole number), with at least half of those present being External Members.
- 4.2 The quorum for meetings of joint committees of University Council and Senate shall be as specified in their Terms of Reference.
- 4.3 A member shall not be counted in the quorum in relation to a resolution on which he or she is not entitled to vote.
- 4.4 If a quorum of members is not present within fifteen minutes of the scheduled start of a meeting, or ceases to be present at any time during a meeting the Chair may decide either:
 - (a) To ask those members present to proceed as a working group to advise the Chair on matters of urgent business (within the formal delegation arrangements/Chair's action); or
 - (b) To require that a decision be deferred, be approved by written resolution by all members, or the meeting be adjourned to another date.

5. Chair's Action

- 5.1 The Chair is to have delegated authority to act between meetings, following appropriate consultation, to deal with matters of urgency; details of any action taken shall be reported to the next meeting of Council (or the relevant Committee). Specific monetary levels of delegation are covered in the University's Formal Scheme of Delegation.

6. Attendance at meetings

- 6.1 All members are expected to attend the meetings of University Council, Senate and their committees. Members who are unable to attend should send their apologies at the earliest possible time.
- 6.2 Members who have been absent from University Council or its committees for a period of twelve months without permission from University Council, or who are considered unable or unfit to discharge the function of a member, may be removed from office in writing from University Council.

7. Agendas and Papers

- 7.1 The agenda and papers for University Council and its committees shall conform in style and format to the standard prescribed by the University Secretary. For the efficiency of business agenda items are divided into issues for consideration and those for noting, and shall be compiled by the secretary and approved by the Chair of University Council, or the Committee Chair (as appropriate).
- 7.2 Any member of Council or committee may propose major items for the agenda to the University Secretary giving at least seven working days' notice prior to the date of the meeting in question.
- 7.3 Each item of business for consideration at a meeting will normally be supported by a written paper. Papers to be considered at an ordinary meeting shall normally be circulated with the agenda; tabled papers will only be allowed at the Chair's discretion.
- 7.4 Papers should clearly identify whether they are for information or decision and set out any recommendation which the Council/committee (as appropriate) is being asked to consider. The University Secretary is responsible for communicating deadlines by which papers must be submitted.
- 7.5 Prior to being submitted to the Secretary:
- Reports from members of staff to committees of Senate must normally be approved by an appropriate manager in the relevant area;
 - Reports from members of staff, or Students' Union representatives, to University Council, its committees must normally be approved by, or on behalf of, the appropriate member of the Vice-Chancellor's Office (e.g. Vice-Chancellor, Deputy Vice-Chancellor, or Pro Vice-Chancellor).
 - Reports for University Council, its committees or Senate which propose University strategy, policy, or significant new expenditure must be approved by the Vice-Chancellor.

8. Conduct of Meetings

- 8.1 The Chair is responsible for the orderly conduct of the meeting and is entitled to the co-operation of members in ensuring the fair, effective and expeditious transaction of business and the observance of the courtesies of debate. The Chair shall decide the order in which Members may be called to speak; offer rulings on points of order; and decide whether or not to suspend, adjourn or conclude a meeting that is being disrupted.

- 8.2 The Chair may vary the order of agenda items so as to give precedence to any business of special importance, or urgency.
- 8.3 The Vice-Chancellor, as Chief Executive, and the University Secretary shall have the right to advise the Council and its committees and be heard if a matter under discussion is deemed by them to be ultra vires.
- 8.4 It is the practice of University Council and its committees to reach decisions by consensus, votes are rarely taken.
- 8.5 If a vote is deemed necessary by the Chair, a decision will be taken by a simple majority with the Chair holding a casting vote if there is an equal division of votes. The numbers voting for and against and any abstentions will be recorded in the minutes.
- 8.6 Any decision of the University Council and its committees, however determined, is a decision taken by the members collectively and each individual member has a duty to stand by it whether or not they were present at the meeting when the decision was taken.
- 8.7 The Chairs of University Council committees would normally present the minutes of committee meetings to University Council.
- 8.8 The Chair may refer for consideration at the next meeting, any matter raised by a member which is not specified in the agenda for the meeting. However, in the case of any urgent matter, the Chair may, if he or she considers it can be properly dealt with at that meeting, so deal with it.
- 8.9 The proceedings of the University Council shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any Member or in the accidental want of service of notice of the meeting on any Member.

9 Written Resolution

- 9.1 Subject to University Council holding an ordinary meeting at least three times per year a written resolution (including one by electronic means, such as e-mail) signed by all Council Members or the members of any Committee, shall be as valid and effectual as if it had been passed at a duly-convened meeting of University Council or (as the case may be) committee.

10 Confidential and Reserved Business

- 10.1 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 by the Chair or the Chair of any committee.
- 10.2 Discussion of confidential business and circulation of confidential material is normally restricted to members of University Council or the relevant committee. Any material deemed to be confidential (which could include agenda items, reports, minutes or papers) will not be published, nor made available in the University Library.
- 10.3 Reserved business normally refers to matters concerning details of individual students, staff or applicants. Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items.
- 10.4 In addition, the Chair, on the advice of the University Secretary, may decide that student and/or staff members should not receive reserved documents and may be required to withdraw from the discussion of, and/or abstain from voting on, any reserved business.
- 10.5 Confidential documents will be clearly marked as such and identified in the minutes.

11 Minutes and records

- 11.1 The University Secretary is responsible for the production of the minutes, which shall record the names of those present, including those in attendance and apologies received. All resolutions of University Council and its Committees shall be recorded in the minutes and differentiate between a recommendation and a decision taken under delegated powers.
- 11.2 The draft minutes shall be submitted to the Chair for approval, normally within ten working days of the meeting. Once approved by the Chair, the minutes shall be circulated to members, pending formal confirmation at the next ordinary meeting.
- 11.3 The University Secretary is responsible for maintaining an archive of all documentation in relation to meetings (including the safekeeping and disposal of confidential documents and records) and to the publication of minutes, once they have been confirmed at the next ordinary meeting. When confirmed as a correct record at the next meeting, the minutes shall, in the absence of manifest error, be conclusive evidence of the matters stated.
- 11.4 Subject to paragraph 11.8 below, the following documents shall be available for inspection by any member of staff or student of the University via the University's document management system and the University Library:
 - 11.5 the agenda of every meeting of Council, or any of its committees or sub-committees, the Senate and any committee or sub-committee,
 - 11.6 the reports or papers considered at meetings
 - 11.7 and the confirmed minutes of such meetings
- 11.8 The Chair of Council or the Chair of any committee or sub-committee may exclude any of the documentation referred to above from publication or inspection, if it relates to:
 - 11.9 A named person employed or to be employed at the University;
 - 11.10A named student of, or candidate for admission as a student to, the University;
 - 11.11 Any other matter which, in the opinion of the Chair is deemed confidential.

12 Chair and Vice-Chair

- 12.1 The Council shall appoint two of their External Members, usually on a three year term, to be Chair and Vice-Chair, who shall be eligible for re-appointment on the advice of the Governance and Membership Committee.
- 12.2 The Chair shall preside at all meetings of Council, if the Chair is absent the Vice-Chair will preside. If both the Chair and Vice-Chair are absent from any meeting, the Members present shall elect an External Member to act as Chair of that meeting.
- 12.3 If there is a vacancy in the office of Chair or Vice-Chair, the Council shall elect at their next meeting a new Chair or Vice-Chair to hold office for the unexpired term of the office of the Chair or Vice Chair in whose place s/he is appointed.
- 12.4 The chairs of committees are approved by Council, on recommendation from the Governance and Membership Committee. If there is a vacancy in the office of a chair of committee, the committee shall elect at their next meeting a new chair to hold office for the unexpired term of office of the chair in whose place s/he is appointed.

13 Officers in Attendance

13.1 The Vice-Chancellor is a full member of the University Council. The Deputy Vice-Chancellor is a co-opted member. Other members of the Executive attend and report on pertinent issues, as agreed by the Vice-Chancellor and the Chair of Council.

14 Alternates and Proxies

14.1 Members of University Council and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings, save that under clause 7.6 of the Instrument of Government 'a Member may appoint by notice in writing to the Secretary another Member to be his/her proxy at a Council meeting where any appointment to membership is to be made'.

14.2 If the Vice-Chancellor is unable to attend any meeting they are entitled to attend, they may nominate one or more holders of a Senior Post (although not a member) to attend and speak at that meeting on the Vice-Chancellor's behalf.

15 Conduct of Members

15.1 For the avoidance of doubt, Members should act in accordance with the Terms of Reference and Code of Conduct for Members. In particular, but without limitation:

- Members of Council shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, and shall declare any conflicts of interest (article 7.4); and
- Each member must avoid putting himself or herself in a position where there is a conflict (actual or potential) between his or her personal or other interests and those of the University (article 7.9) and the Terms of Reference and Code of Conduct for Members (Part C, para 2.2).

15.2 All members are privy to important and sometimes sensitive information in relation to the University and may be approached by members of the media. Any such approach should be referred to the University's Director of Marketing and Communications.

15.3 In carrying out their role, if a member wishes to meet, or engage in significant communication, with a member of staff of the University, they should discuss this with the University Secretary in advance.

16 Suspension of Standing Orders

16.1 In cases of urgency, any one or more of these standing orders may, on resolution of the University Council or committee, be suspended. Such a suspension will only apply to the meeting at which the resolution is passed.

17 Variation and revocation of Standing Orders

17.1 These standing orders may only be varied or revoked by decision of University Council. Any request to vary or revoke the standing orders shall be considered at the next meeting of the Governance and Membership Committee, who will make a recommendation to the next Senate and University Council meetings thereafter.

Approved by University Council, 7 July 2016