

STANDING ORDERS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES UPDATED AT 6 JUNE 2017 *

Summary

What is this Document about?

These Standing Orders provide an operational translation of the Instrument and Articles of Government which set out the Board of Governors' responsibilities, constitution and powers.

The Articles of Government (AOG) can be found at:

<http://www.port.ac.uk/departments/services/boardofgovernors/aboutus/filetodownload,77031,en.pdf>

The Instrument of Government (IOG) can be found at:

<http://www.port.ac.uk/departments/services/boardofgovernors/aboutus/filetodownload,77030,en.pdf>

Where there is an exception to the AOG or the IOG, this is stated explicitly for clarity.

Who is this Document for?

This document will be of most interest to Governors, but also to staff and students who support, or who are members of, any other university committee.

How does the University check this Document is followed?

The Clerk to the Board of Governors monitors implementation on an ongoing basis. Chairs and Secretaries of University Committees should also have due regard to the principles of operation set out in this document.

Who can you contact if you have any queries about this Policy?

If you have any questions about this Policy please contact the University Secretary and Clerk to the Board of Governors at university.secretary@port.ac.uk

*To reflect change to terms of office for Governors in section 3 (Min 71.1.3 of the Board meeting of 22 March 2017 refers).

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1 APPOINTMENT OF THE CHAIR AND DEPUTY CHAIR

- 1.1 The Governors shall elect two of their number to be respectively Chair and Deputy Chair of the Corporation (see footnote 1) for the year. Neither the Vice-Chancellor nor any member of staff nor any student of the University shall be eligible for appointment as Chair or Deputy Chair. Normally, the election of the Chair shall take place at the first meeting in each financial year (that is, the October meeting). Normally, the election of the Deputy Chair shall take place at the last scheduled meeting in each financial year (that is, the June/July meeting).
- 1.2 The Chair and Deputy Chair shall be eligible for re-election annually. Subject to the annual electoral process, it shall be the normal expectation on initial election that in the interests of continuity a Chair or a Deputy Chair would continue in that role for a minimum of three years, but the maximum period in either office shall not exceed four years. (Exceptional cases may be considered by the Board – see section 1.3 below.)
- 1.3 The length of service of a sitting Chair who has not completed four years in that office may be extended by the Board annually, by up to two successive one-year periods, giving an absolute maximum of ten years service on the Board. The Board has power to extend the term of office of any Governor within this maximum should the need arise.
- 1.4 If both the Chair and Deputy Chair are absent from a meeting of the Board of Governors, the members present shall choose one of their eligible number to preside at that meeting before any other business is transacted.

2 NOMINATION OF GOVERNORS

- 2.1 The Board of Governors has established a Nominations Committee which recommends the overall framework and balance of membership of the Board of Governors, and recommends nominations for appointment of Governors, for approval by the full Board of Governors. (*Note: this was established following the Working Party on Governance in 1996, and exceeds the requirements of the IOG 3.2c and IOG section 5, to ensure independence of the nomination process*).
- 2.2 The Board of Governors receives confirmation of its membership for the forthcoming session on an annual basis at its autumn (October) meeting.

1 The 'Corporation' means the University of Portsmouth Higher Education Corporation

- 2.3 Nominations to fill vacancies or impending vacancies on the Board of Governors shall be invited by the Clerk to the Board both from current Governors and from members of the University. Appropriate fora for advertising include local and national papers, the Alumni network, local and regional bodies and the University's 'Allstaff' e-mail system.
- 2.4 Nominations received shall be considered by the Nominations Committee which will submit recommendations for approval by the full Board of Governors.
- 2.5 Only *in extremis* will recourse be taken to the provision in IOG 5.7 for special action to be taken by the Secretary of State to appoint External Governors, if the overall number of External Governors was to fall below that required for a quorum.

3 TERM OF APPOINTMENT OF GOVERNORS

- 3.1 For the purposes of these Standing Orders, an External Governor shall mean either an Independent Governor or a Co-opted Governor (as defined in the IOG) who is not a staff Governor or a student Governor. The University's appointment processes observe the categories of co-opted membership stated in the IOG 3.4 and 3.5 but, apart from that, in common with all post-1992 universities, there is no other distinction drawn. Of the appointed members of the total make up of the Board, up to thirteen shall be External Governors.
- 3.2 Unless otherwise determined by the Board on initial appointment, each External Governor shall be appointed for three years for appointments made after 1 August 2017 and, by resolution (see footnote 2) of the Board of Governors and following on the recommendation of Nominations Committee, may be re-appointed for a further three years up to a maximum of six years with potential for this to be extended for a third term in exceptional circumstances (min 71.1.3 (i) of the Board meeting of 22 March 2017 refers).
- 3.3 In the election of their candidates for appointment, the staff are asked to bear in mind the value to the Board of fresh ideas and a range of staff input, taking account of gender balance and the breadth of academic provision in the University.
- 3.4 The term for which elected staff are appointed to membership of the Board of Governors will be as determined by the Board. The term for elected staff Governors is an initial three year period (min 71.1.3 (i) of the Board meeting of 22 March 2017 refers) with the option of re-election, with an absolute maximum of ten years in office, (min 15.5 of the Board meeting held 9 October 2002 refers).

2 Resolution: A formal statement of a decision or expression of opinion put before or adopted by an assembly

- 3.5 Nominations Committee will focus its deliberations solely on nominees' capabilities.
- 3.6 The Board of Governors shall retain the right exceptionally to terminate the appointment of a Governor in accordance with the provisions of IOG 6.3 and 6.5 to 6.8.
- 3.7 Non-attendance at 50% of the meetings to which a Governor is committed by membership will prompt discussions with the Chair to discuss the individual circumstances and how they may best be accommodated.

4 MEETINGS

4.1 Ordinary meetings

Ordinary meetings of the Board of Governors shall be held at least four times in each year on such dates as the Board of Governors shall determine in advance.

4.2 Special meetings

Special meetings of the Board of Governors shall be convened by the Clerk on the written authority of the Chair of the Board; or on the requisition of not less than four Governors. Special meetings shall be held within fourteen clear days of receipt of such request and shall transact only the business specified.

4.3 Officers in attendance

All members of the University Executive Board shall have the right to attend and speak at meetings of the Board of Governors with the agreement of the Chair. It shall be expected that they shall report matters of concern or disagreement to the Board.

5 QUORUM

- 5.1 The quorum for meetings of the Board of Governors shall be 40% of the membership of whom more than half shall be External Governors. *(This is the University's interpretation of AOG 7.1, which specifies independent instead of external – as explained in 3.1 above).*
- 5.2 If a meeting is quorate, but less than half the members present are External Governors, a majority of those External Governors present shall have the right to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision. *(This is the University's interpretation of AOG 7.1, which specifies independent instead of external – as explained in 3.1 above).*

- 5.3 Unless otherwise determined by the Board, the quorum for any committees that Board of Governors establishes shall be 40% of the constituted membership of whom more than half shall be External Governors.
- 5.4 In the case of Remuneration Committee, it would be expected that all members would be present. If a member could not attend, then a meeting would be held only with the agreement of all the members of the Committee.

6 ADJOURNMENT OF MEETINGS

- 6.1 If within ten minutes after the time appointed for a meeting, a sufficient number of Governors to form a quorum is not present, or if any meeting becomes inquorate before the business is completed, the meeting shall stand adjourned *sine die* (see footnote 3), and a special meeting shall be summoned as soon as conveniently may be, if necessary.
- 6.2 Any quorate meeting may be adjourned by resolution of the members present.

7 ORDER OF BUSINESS

Except where the Board of Governors varies the order of business in accordance with Standing Order 8, the order of business at ordinary meetings shall be:

- (i) To choose a member to chair the meeting if the Chair and Deputy Chair are absent.
- (ii) To approve as a correct record the Minutes of the previous ordinary meeting of the Board of Governors and of any subsequent special meetings.
- (iii) To note any outstanding business on which action is pending.
- (iv) To deal with any matters arising from the Minutes of the previous meeting.
- (v) To receive and consider any report on a matter of urgent importance brought before the Board of Governors by the direction of the Chair.
- (vi) To deal with other business (if any) specified in the Agenda.
- (vii) To receive and consider Minutes and/or reports of committees of the Board of Governors.
- (viii) To receive the Minutes of Academic Council and to deal with any matters arising from them which specifically require consideration by the Board of Governors (as drawn to the Board's attention by the Clerk).

3 *Sine Die* means 'without a day set'

8 VARIATION OF ORDER OF BUSINESS

The Board of Governors may vary the order of business specified in the Agenda at any meeting so as to give precedence to a specific matter.

9 AGENDA

- 9.1 The Clerk to the Board of Governors (from now on, referred to as the Clerk) shall place upon every Agenda notice of all business, except such urgent business as may be required to be brought before the Board of Governors by direction of the Chair.
- 9.2 All matters for inclusion on the Agenda must be received by the Clerk not less than fourteen clear days before the scheduled date of a meeting.
- 9.3 The Agenda for a meeting of the Board of Governors and the Minutes of the previous meeting of the Board of Governors shall normally be despatched to each member by the Clerk not less than six clear days before that meeting.
- 9.4 With the exception of urgent business brought before a meeting by direction of the Chair, no business shall be transacted at a meeting of the Board of Governors other than that specified in the Agenda – that means that there is no provision for ‘any other business’.
- 9.5 The late circulation of papers will not preclude their consideration at any meeting of the Board of Governors unless the Board of Governors so decides. The Chair, or at least three Governors present, may require the Board of Governors to vote on whether papers which have been circulated late should be precluded from consideration at a meeting.

10 RESPONSIBILITIES OF THE BOARD OF GOVERNORS

The formal responsibilities of the Board of Governors are laid down in the AOG and the Board has approved the following clarification of those responsibilities:

- 10.1 For the strategic direction of the University based upon strategic policy options presented by the University Executive Board. The agreed strategic policies will constitute the key objectives of the University’s Strategy which the Board will agree, together with the supporting strategy papers.
- 10.2 For monitoring the performance of the University Executive Board (which includes senior post holders appointed by the Board) in achieving the objectives set out in the Strategic Plan and by this means ensuring that the University has in place procedures for the performance monitoring of all its activities.

- 10.3 For holding the University Executive Board accountable for its actions and for the annual performance appraisal of the senior post-holders as administered by Remuneration Committee.
- 10.4 For decision-making on important policies and issues which arise outside of the strategic-planning framework, eg opportune property purchases, unanticipated national policy initiatives and so on.
- 10.5 For the control and monitoring of the overall institutional financial strategy and for ensuring that the University has appropriate financial regulations and procedures in place.
- 10.6 For ensuring that the University has appropriate audit procedures in place, including financial, value-for-money, effectiveness and quality audits.
- 10.7 For hearing appeals and grievances brought by university staff against actions/non-actions of the senior post-holders in accordance with the established procedures.
- 10.8 For proffering advice to the Vice-Chancellor, University Executive Board and other senior managers.

11 CONDUCT OF GOVERNORS

- 11.1 Members of the Board of Governors shall not be bound in their speaking by mandates given to them by other bodies or persons.
- 11.2 A Register of Governors' interests shall be maintained by the Clerk on an annual basis in accordance with rules made from time to time by the Board of Governors and in accord with the requirements of the HEFCE Financial Memorandum. The current arrangements are appended to the AOG and the Register can be found at:

<http://www.port.ac.uk/departments/services/boardofgovernors/aboutus/documents/filetodownload,131064,en.pdf>
- 11.3 Governors having pecuniary, family or other personal interest in any matters under discussion whether at the Board or any of its committees, shall declare it, leave the meeting before commencement of such discussion and take no part in the consideration of the matter.
- 11.4 Any Governor, the Vice-Chancellor, and any other members of staff shall withdraw from any meeting or part thereof if his or her own position is under discussion.
- 11.5 If a named member of staff or student, or prospective member of staff, is to be discussed, the Chair of the Board of Governors or of the appropriate committee of the Board of Governors, shall request staff Governors (other than the Vice-Chancellor) and/or student Governors present to consider whether it

would be appropriate for them to withdraw from the meeting for the period during which that matter is under discussion. If a staff Governor and/or student Governor considers it appropriate to remain, the Board will, only in exceptional cases and after discussion, resolve that such staff Governor or student Governor should withdraw from the meeting for the said period.

- 11.6 All Board members are ambassadors for the University and make a major contribution by supporting the University on public occasions. An approach from the media can afford an excellent opportunity to demonstrate such support. At the same time, it is important that Governors are alert to the dangers of unguarded comments to the media. Through attendance at meetings, committee discussions and briefing documents, Governors will normally be aware of possible areas of sensitivity. However, if any potentially controversial matter is raised, Governors should seek advice from the Vice-Chancellor's office or the University's Press Office.

12 DEBATE – PROTOCOLS

12.1 Conduct of Debate

If two or more members wish to address the Board of Governors at the same time, the Chair shall decide the order in which they are to speak.

12.2 Relevance of Speeches

A member shall direct his speech to the question under discussion, to a point of information or to a point of order (see footnote 4). The Chair shall if necessary rule on the relevance or appropriateness of any contribution to a debate.

12.3 Length of Speeches

Except with the consent of the Chair, no speech shall exceed six minutes in length, provided always that the proposer of a motion (see footnote 5) or of an amendment (see footnote 6) or the Chair of any committee of the Board (when a report from that committee is under consideration) may in reply to a debate speak for up to ten minutes.

12.4 Motions and Amendments to Business

- (i) A motion or amendment shall not be discussed unless it has been proposed and seconded formally.

4 *Point of order:* A question as to whether the present proceedings are in order or allowed by the rules of parliamentary procedure.

5 *Motion:* A formal proposal put to the vote under parliamentary procedures

6 *Amendment:* an addition, alteration, or improvement to a motion

- (ii) If the proposer wants to change the motion during the course of discussion, then they may do so with the consent of its seconder and of the Board of Governors, if the alteration is one which could have been proposed as an amendment in itself.
- (iii) A motion or amendment may be withdrawn by the proposer with the agreement of the seconder and consent of the Board of Governors, and thereafter no member may speak upon it.
- (iv) An amendment shall be relevant to, and a modification of the motion and shall not have the effect of introducing a materially new issue or of negating the motion.
- (v) No member shall move or second more than one amendment to a motion.
- (vi) No second or subsequent amendment to a motion shall be proposed until the first amendment has been disposed of; but notice of any number of amendments may be given, provided that such notice is given before the commencement of the reply to the debate on the first amendment to an original motion.
- (vii) Whenever an amendment to a motion is carried, the motion shall be displaced by the amended motion which shall itself become the substantive motion to which further amendment may be proposed. If no further amendment is proposed, the question shall be put upon the substantive motion.
- (viii) When any motion or amendment has been duly put and carried (a 'resolution'), it shall be the duty of the Chair to refuse to put at the same meeting any subsequent motion or amendment which, if carried, would substantially contradict, override or repeat the former one, or would reproduce a motion or amendment previously rejected.

12.5 **Formal Motions/Proposals**

A member who has not spoken may, at the conclusion of a speech by another member, propose without comment, that, "the question be now put" or "the Board of Governors proceed to the next business" or "the Board of Governors now adjourn". If seconded and carried, the action sought by the motion, which takes precedence over all other business, shall take place.

12.6 **Points of Order**

Any member may at any time during a debate address the Chair on any point of order arising out of the debate. The ruling of the Chair on a point of order shall be binding and shall not be open to discussion.

13 **VOTING**

The Board of Governors operates by members taking majority decisions at quorate meetings, thus formal voting procedures may not be required for every decision. Should a formal vote be required:

- 13.1 Members of the Board of Governors shall not be bound in their voting by mandates given to them by other bodies or persons.
- 13.2 Any motion put to the Board shall be formally proposed and seconded. (*This accords with 12.4 (i)*).
- 13.3 Every matter to be determined shall be by means of the voices of those present at a quorate meeting, provided that if any member indicates dissent to this procedure then a simple majority vote of all those present and eligible to vote will forthwith take place. On the requisition of any member made before a vote is taken, or immediately after the Chair has declared the result, the number voting for and against any motion shall be recorded in the Minutes.
- 13.4 If at any meeting of Governors there shall be an equality of votes for and against any motion, the Chair shall ask for a re-vote. In the event of a further equality of votes for and against, the Chair shall have a second or casting vote.

14 **RESCINDING OR VARYING RESOLUTIONS**

Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary the same has been given in a specific item on the Agenda for that meeting.

15 **COLLECTIVE RESPONSIBILITY**

- 15.1 The Board of Governors operates by members taking majority decisions at quorate meetings. Postal decisions and decisions by electronic mail are not permitted. Voting by proxy is not allowed.
- 15.2 Any decision of the Board, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he/she was present at the Board meeting when the decision was taken.
- 15.3 (i) If a Governor disagrees with a decision taken by the Board, his/her first duty is to have any disagreement discussed and minuted.

- (ii) If a Governor strongly disagrees with a decision, the matter should be discussed with the Chair and, if necessary, raised at the next meeting of the Board. If no ordinary meeting is scheduled, reference should be made to the procedures for calling a Special Meeting (*see 4.2 above*).
 - (iii) Alternatively, the Governor may decide to resign from the Board, after consulting the Chair.
- 15.3 If after a Special Meeting has been held, a minimum of four Governors believe that the Board has committed a major error either procedurally or in terms of its judgement, they may seek reference to the Chancellor's Court under the procedures described in 16 below.

16 THE CHANCELLOR'S COURT

- 16.1 The Chancellor's Court shall consist of the Chancellor and two independent persons appointed by the Chancellor from a panel to be agreed between the Chancellor and the Board of Governors. There will be no remuneration for members of the Court.
- 16.2 The Chancellor's Court shall be available to receive references only from Governors. A minimum of four Governors will be required to refer a matter to the Court for consideration. The reference will be made via the Clerk.
- 16.3 The grounds for the reference shall be limited to one or more of the following.
- (i) That the procedures of the Board as set out in the AOG had not been operated correctly.
 - (ii) That a decision had been perverse in relation to facts available.
 - (iii) That a penalty imposed had been incommensurate with the allegations made or the offence committed.
- 16.4 The Chancellor's Court shall be empowered to respond in one or other of the following ways.
- (i) That there is no reason to alter the decision.
 - (ii) That the matter be referred back to the Board of Governors, for the Board to review its decision, together with such guidance as the Court sees fit.

17 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

- 17.1 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy (Human

Resources Committee) or finance (Finance Committee) as the Board of Governors may remit to them. In accord with AOG 5.2a (ii), the members of the committee or committees shall be drawn from the Board of Governors other than staff or student Governors. However, staff and student Governors shall be permitted, when invited by the Board, to attend and speak at meetings of any such committees but not to vote thereat.

- 17.2 Staff Representatives are present at each Governors' Committee as follows:
- (i) in attendance at Human Resources Committee, Finance Committee and at Audit and Quality Committee;
 - (ii) as voting members at Estate and Information Technology Committee.
- 17.3 The Board of Governors shall establish an Audit Committee (Audit and Quality Committee) consisting of at least three external members of the Board. *(Note: the HEFCE Memorandum of Assurance and Accountability expands the provisions in AOG 5.2b).* The Vice-Chancellor, the Chair and staff and student Governors shall be ineligible to serve on the Audit Committee.
- 17.4 The Board of Governors shall establish such other committees as it thinks fit and shall determine their membership and functions, including delegated authority as appropriate. Any committee of the Board of Governors may establish sub-committees and determine their membership and functions.
- 17.5 The Board of Governors shall not, however, delegate the following:
- (a) determination of the educational character and mission of the University;
 - (b) approval of the annual estimates of income and expenditure;
 - (c) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
 - (d) the appointment or dismissal of the Vice-Chancellor or *(by extension of AOG 5.3d)* the Clerk to the Board; and
 - (e) the varying or revoking of the AOG.
- 17.6 The constitution, membership and terms of reference of each committee of the Board of Governors shall be confirmed annually by the Board of Governors at its first meeting in each financial year, the committee remaining in office until the appointment of its successor.
- 17.7 In determining the membership of committees, the Board shall ensure that appropriate experience and expertise of staff of the University are available, by co-option as necessary, on the advice of Nominations Committee. Each committee reviews its constitution, terms of reference and membership at the

first meeting in each financial year. Committees shall have the right to invite the presence at specific meetings of staff or others from outside the University who have a particular contribution to make. Every committee shall appoint its own Chair annually from among its External Governor members: this may take place at either the first or last meeting in the financial year, depending on practical considerations which the Clerk will manage as appropriate. The maximum period of office as Chair of a committee shall not normally exceed five years.

- 17.8 The Agenda sheets for all committees shall be forwarded to all Governors, who shall have the right to call for the supporting documents. Any Governor is welcome to attend a committee meeting as an observer. The right of access for all Governors to papers or discussion of matters that are confidential to a committee is at the discretion of the Chair of that committee.

18 STANDING ORDERS TO APPLY TO COMMITTEES

The Standing Orders of the Board of Governors 5, 6, 8, 11, 12, 13, 15 and 17 shall apply to meetings of committees and sub-committees of the Board of Governors. Chairs and secretaries of University committees should also have due regard to the principles of operation set out in this document, which form the basis for the University's general Protocols for Committee Conduct.

19 SUSPENSION OF STANDING ORDERS

Any Standing Order may be suspended by the Board of Governors solely for the item under discussion on a motion carried by a majority of the Governors present. There shall be no questions, speeches or discussions other than by the mover of such a motion.