



## **BOARD OF GOVERNORS**

### **Bye-Laws**

(to be read in conjunction with the Instrument and Articles of Government)



# Bye-Law 1: Standing Orders for the Board and its committees

## Introduction

1. The membership and terms of reference of the Board of Governors are derived from, and determined in accordance with, the Instrument and Articles of Government. This is further clarified through the Statement of Primary Responsibilities in Bye-Law 2. These Standing Orders regulate the conduct of meetings of the Board of Governors and its committees.
2. The Chair of a meeting, on the advice of the Clerk, is responsible for ruling on any question of interpretation of the Standing Orders. Their ruling is final.

## Chair

3. The Chair and Vice Chair(s) of the Board are appointed by the independent members in accordance with Bye-Laws 5 and 6 respectively.
4. A Vice Chair will chair Board meetings in the absence of the Chair.
5. The Chairs of committees are approved by the Board on recommendation from the Nominations & Governance Committee. A committee's membership may nominate a vice chair by common consent if required.
6. In the absence of both the Chair and the Vice Chair(s) at a Board meeting, the independent members present shall choose one of their number to preside at the meeting.

## Meetings

7. **Ordinary meeting**

Agendas and Papers

12. Agendas for the Board and committees are

27. Members of the Board and its committees are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings.

### Observers

28. The attendance of observers is at the discretion of the relevant Chair. The Board seeks to operate in an open and transparent manner and it is not expected that reasonable requests will be refused. Observers will be required to withdraw for any reserved or confidential business items.

### Quorum

29. The quorum for meetings of the Board and its committees is as follows:

x Board of Governance



50. Any matter raised by a member which is not specified in the agenda may be referred by the Chair for discussion at a subsequent meeting. Substantial items raised by members under 'Any other Business' will not normally be considered.

## Minutes

51. The Clerk is responsible for the production of the minutes of meetings. These may be circulated once they have been approved by the Chair of the Board or a committee.
52. The Clerk is responsible for the production of minutes of meetings. These may be circulated once they have been approved at the next ordinary meeting.

## Transacting Business between meetings

53. From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board and Chairs of committees are empowered to take Chair's action on business arising in meetings where it would be expedient to delay until the next meeting, here such a course is seen, the Board or committees shall resolve to delegate it to Chair for consideration at the next meeting.

## Suspension of Standing Orders

56. In cases of urgency, any one or more of these Standing Orders may, on resolution of the Board or the committee, be suspended. The suspension of Standing Orders applies only to the meeting at which it is passed.

## Varia tion of Standing Orders

57. The Standing Orders may only be varied or revoked by the Board at a properly constituted meeting.

## Bye-Law 2: Statement of Primary Responsibilities of the Board

The Primary Responsibilities of the Board of Governors are as follows:

1. To set and agree the mission, strategic vision and values of the institution





## Bye-Law 3: Committee terms of reference

### Audit Committee Terms of Reference

**SCOPE:** To assure the Board of Governors about the adequacy and effectiveness of the University's governance, control systems, risk management and financial reporting arrangements, value for money and the management and quality assurance of data.

In fulfilling its terms of reference, the Audit Committee will take account of the CUC HE Audit Committees Code of Practice (May 2020)

#### **MEMBERSHIP**

4 independent members of the Board of Governors

Up to 2 staff governors

1 student governor

Members of the Audit Committee shall not be members of the Finance and Development Committee. At least one member should have recent and relevant experience in finance, accounting or auditing.

The committee may, if it considers it necessary, co-opt a further two members with particular expertise.

**Note:** Membership of the Audit Committee reflects the requirements of the OfS Terms and Conditions of funding for higher education institutions for the period to 31 July 2019 Annex C para 7.

#### **In attendance:**

Vice Chancellor and Chief Executive

Deputy Vice Chancellor & Provost

Director of Finance and Resources

PVC Students

Representative(s) of the External Auditors

Representative(s) of the Internal Auditors

University Secretary and Clerk to the Board of Governors

Assistant Clerk to the Board of Governors (Minuting Secretary)

#### **CHAIR**

The Chair will be appointed by the governing body from amongst the independent members of the Board of Governors.

#### **QUORUM**

Three members, of whom not less than two shall be independent members of the Board of Governors.

#### **TERMS**

2. \*To dismiss or deal with questions concerning the resignation of the external auditors.
3. To discuss with the external auditors, before the audit begins, the nature and scope of the audit.
4. To discuss with the external auditors any problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
5. To monitor annually

18. To review the Risk Management Policy and the University Risk Register on a periodic basis and to ensure that the University's arrangements for the management of risk more broadly are adequate and effective
19. To ensure that all significant losses have been properly investigated and that the internal and external auditors and the OfS accounting officer, have been informed.
20. To oversee the institution's policies on whistleblowing, anti-bribery and fraud and irregularity, including being notified of any action taken under these policies
21. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness (Value for Money).

#### Other Responsibilities

22. To monitor the implementation of agreed audit-based recommendations.
23. To receive any relevant reports from the National Audit Office, OfS and other organisations.
24. To satisfy itself over the adequacy of arrangements to assure the quality of the University's data returns.
25. To ensure that the University and its wholly owned subsidiaries comply with the OfS Terms and Conditions of Funding.
26. To satisfy itself that appropriate policies and procedures are in place in the context of managing conflicts of interest, tests for 'fit and proper persons' and reference checking.
27. To satisfy itself that satisfactory arrangements are in place to ensure material adverse events or reportable events are identified and reported accordingly, including to the OfS where appropriate.

#### AUTHORITY AND DELEGATED POWERS

The Committee is authorised by the Board of Governors to undertake whatever work it considers necessary to fulfil its role. The Committee may seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.





d. Rules and procedures according to which staff may seek redress of any grievances relating to their employment.

7. To receive and consider updates on national pay negotiations and other union related matters including the annual Trade Union Facility Time Report.

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## Nominations & Governance Committee Terms of Reference

### **Purpose**

The Nominations and Governance Committee is responsible to the Board of Governors for the oversight of the University's governance arrangements and to ensure that the University is pursuing best practice. It is responsible for identifying and recommending new Governors to the Board and for the nomination of Governors and co-opted members for appointment to Committees. The Committee also has oversight of Governor induction, training and appraisal and the periodic oversight of the Board's review of its own GB.(f t)-3 b93pTc



**In Attendance**

Clerk to the Board of Governors  
Assistant Clerk to the Board of Governors

**Minimum number of members**



members of the Remuneration Committee (Board Appointees), convened by the Chair of the Board of Governors.

## Terms of Reference – Remuneration Committee (Vice Chancellor and Chief Executive)

### 1. **Scope**

- vii)** To maintain an oversight of the appraisal process for the Vice Chancellor and Chief Executive, to ensure that it provides a transparent and robust assessment of performance against objectives.
- viii)** To submit an Annual Report to the Board of Governors on decisions made by the Committee, in accordance with its delegated powers.
- ix)** In the event of an appeal in relation to decisions made by the Remuneration Committee (Vice Chancellor), the Remuneration Committee will appoint an appropriate, independent body to conduct the appeal process.



8. Awarding and rescinding degrees, honorary degrees, diplomases,

## Bye-Law 5: Appointment of the Chair of the Board

1. In accordance with paragraph 5.1 of the Instrument of Government the Board shall appoint a Chair from the membership of the Board (excluding the Vice Chancellor and Chief Executive, staff and student members).
2. The Chair is responsible for the leadership of the University's Board of Governors, ensuring that it gives clear, effective strategic direction to the University and its Executive, so that the University continues to flourish and succeed in a fast moving, competitive environment. This is expanded upon in the Role Descriptor and Person Specification for the Chair of the Board, which is available from the Clerk.
3. Where there is a vacancy in the independent membership of the Board, the Board may choose to appoint a Chair Designate to the membership of the Board for one academic year prior to taking the Chair.
4. The procedures for the appointment of the Chair of the Board shall be determined by the Board on the recommendation of the Clerk. In normal circumstances, such procedures shall commence not less than 18 months prior to the end of the final term of office of the current Chair.
5. The maximum period of office of the Chair shall be two terms of four years. The term of office of the Chair shall be in addition to any time served as a member of the Board prior to taking up the office of Chair.



## Bye-Law 6: Appointment of Vice Chair(s)

1. The Board may appoint up to two Vice Chairs, for a term of office of up to four years. This term of office may run concurrently or subsequently to the individual's term(s) of office as an independent member, up to a maximum period of office of 12 years. The Board may decide to re-appoint a Vice-Chair for a second term of office if the appointment would not result in total term of office exceeding 12 years. Where practicable the terms of office of the Chair and the Vice Chair(s) should be staggered.
2. The appointment shall be on the recommendation of the Nominations & Governance Committee, based on a review of the skills and expertise of individual Board members.
3. The Nominations & Governance Committee may choose to run an external recruitment campaign to appoint a Vice Chair providing there is a vacancy on the Board to be filled. In these circumstances, the position will be advertised nationally. Candidates will be interviewed and selected with reference to an agreed role description and person specification.
4. The role of a Vice Chair is to provide support to the Chair in the leadership of the University Board of Governors and in the carrying out of their responsibilities, and to act as a 'sounding board' and 'critical friend' to both the Chair and members of the Board. The Vice Chair may substitute for the Chair as required in any of their duties.
5. The responsibilities of the Vice Chairs is further expanded in the Role Descriptor and Person Specification for Vice Chairs, which is available from the Clerk.
6. One of the Vice Chairs will undertake the role of Chair of the two Remuneration Committees, as determined by the Nominations & Governance Committee.



5. Annual Review

All members of the Board are required to participate in the annual review process.

This is carried out by the Chair, Vice Chairs and Chairs of committees and a report is made to the Nominations & Governance Committee accordingly.

6. Consideration of further terms of office

In considering second or third terms of office for independent members the following process will be followed:

- a) The Chair of the Board will have a conversation with the individual at the start of the final year of their term to ascertain their thoughts about a further term and to discuss any matters of concern to either party.
- b) The Nominations & Governance Committee will consider at its December meeting each individual whose first term of office is due to end during that academic year. This consideration will include:

- i. Participation and contribution to the Board
- ii. Feedback from the Chair of the committee(s) on which the individual serves
- iii. Feedback from the Chair of the Board on their conversation with the individual

## Bye-Law 8: Appointment of Staff Board Members

1. Paragraph 3.2 of the Instrument of Government provides for the appointment of up to four staff

This is carried out by the Chair, Vice Chairs and Chairs of committees and a report is made to the Nominations & Governance Committee accordingly.

## Bye-Law 9: Dismissal of a Board member

1. In accordance with paragraph 4.3 of the Instrument of Government, if at any time the Board of Governors is

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