

UNIVERSITY OF CUMBRIA

UNIVERSITY BOARD

Standing Orders for the conduct of University Board business

1 Introduction

- 1.1 The Standing Orders have been approved by the University Board so as to provide a formal framework for the conduct of business, particularly for use in connection with meetings of the University Board and its committees.
- 1.2 The Standing Orders are subordinate to the Articles of Association by which the University is governed. Terms used in these Standing Orders shall have the same significance as in the Articles of Association.
- 1.3 It is the responsibility of the Secretary to interpret the Articles of Association, these Standing Orders, and the Code of Conduct for University Board members, and to advise the University Board accordingly.

2 Membership

- 2.1 The membership of the University Board of Directors shall be as defined in the Articles of Association, para.5.2. Directors shall be appointed, and may resign or be removed, in accordance with the arrangements set out in the Articles.
- 2.2 The terms of office for Directors, including the Staff and Student Director, are set out in section 6 of the Articles.
- 2.3 Any member who communicates in writing to the Secretary a wish to resign shall cease thereupon to be a member.

3 Record of attendance

- 3.1 The names of members present at a meeting of the University Board or of a committee, and the names of all others in attendance at such meetings, shall form part of the record.
- 3.2 The University Board may by notice in writing remove any Director or member of a committee who the University Board is satisfied has without the consent of the University Board been absent during a period of 12 months, or is unable or unfit to discharge the functions of a Director or committee member.

4 Committees

- 4.1 The University Board may establish such committees as it shall from time to time think fit. It has established
 - (i) a Finance and Resources Committee to determine, or advise on, matters including those relating to finance, the estate and information technology;
 - (ii) an Audit and Risk Committee;
 - (iii)
 - (iv) a Nominations Committee to recommend persons who may be co-opted to membership of the University Board;
 - (v) a Remuneration Committee to determine the pay and conditions of service of holders of Senior Posts;

- (vi) an Employment Policy Committee to determine, or advise on, matters relating to human resources.
 - (vii) an Academic Governance Committee to advise on academic matters.
- 4.2 The membership and terms of reference of such committees shall be approved by the University Board and shall be reviewed from time to time. A review of membership of committees shall take place after each reconstitution of the University Board.
- 4.3 Employees of the University, other than the Vice Chancellor, and Staff Director, may not be members of committees established by the University Board, but may attend meetings as agreed by the Chair.
- 4.4 Subject to the approval of the University Board, and to the provisions of the terms of reference, a committee may co-opt one or more individuals (who need not be Directors) to membership of that committee, on such terms as may be agreed by the committee.
- 4.5 The extent of delegation to committees, the Chair of the University Board and the Vice Chancellor shall be determined by the University Board from time to time. It shall be the duty of the Secretary to maintain a current record of these matters.
- 4.6 The Chair of each committee shall be determined by the University Board. The term of office of such Chairs shall be three years unless otherwise determined by the University Board, and shall normally be renewable once.
- 4.7 The timetable of meetings of the University Board Sub-Committees shall be approved by the University Board; the number of meetings that each committee holds shall be recorded in that committee's terms of reference..
- 4.8 Members of committees shall abide by the University Board Code of Conduct in relation to confidential items.
- 4.9 If the Vice Chancellor is unable to attend a meeting of a committee at which he or she is expected to be in attendance, he or she shall be represented by one or more other member(s) of the University Executive, as appropriate.

5. Meetings (Proceedings) of Board of Directors

- 5.1 Provisions for the proceedings of the Board of Directors shall be as set out in the Articles of Association, para. 10 and in Regulation (reference TBD) of the University Regulations.
- 5.2 Papers for the meetings of the Board of Directors should be circulated to members no fewer than seven days before the date of the meeting. The Secretary shall have discretion to send out limited numbers of late papers if this is unavoidable.

6 General Meetings of Members

- 6.1 Provisions for the summoning of general meetings, including special meetings of members, of the University shall be as set out in the Articles of Association, para.11 and 12 and in Regulation (reference TBD) of the University Regulations.
- 6.2 Proceedings at general meetings shall be as set out in the Articles of Association, para. 13 and in Regulation (reference TBD) of the University Regulations.
- 6.3 Papers should be circulated to members no fewer than five working days before the date of the relevant meeting. The Secretary shall have discretion to send out limited numbers of late papers if this is unavoidable.

- 6.4 In the case of a special meeting, no business shall be transacted at the meeting other than that specified in the agenda. If a special meeting is called by request of at least five Directors, their names shall be specified in the notice of meeting.

7 Presiding

- 7.1 The Chair of the University Board shall be as specified in the Articles of Association, para.7 The Vice-Chair may deputise for the Chair as required.
- 7.2 At any meeting of the University Board the Chair (or, in their absence, the Vice-Chair) shall preside; in the absence of both the University Board shall proceed as specified in the Articles of Association, para.7.5.
- 7.3 If the appointed Chair of a committee is unable to attend, the meeting shall as its first item of business appoint a Chair, who shall be a Director of the University, not being an employee or student.

8 Quorum

- 8.1 As specified in the Articles of Association, para.10.1, meetings of the University Board shall be quorate if seven Directors are present, provided that at least five of those present shall be Directors who are neither employees nor students of the University.
- 8.2 Meetings of committees shall be quorate according to quoracy as agreed by the University Board, and as documented in each committee's terms of reference.
- 8.3 If the number of members assembled for a meeting of the University Board or any of its committees does not constitute a quorum the meeting shall not proceed.
- 8.4 If in the course of a meeting the Chair declares that there is not a quorum present, the meeting shall stand adjourned. The consideration of any business not transacted shall be adjourned to a time fixed by the Chair at the time the meeting is adjourned or, if no such time is fixed, to the next ordinary meeting.

9 Members' interests

- 9.1 Members shall complete on an annual basis the Register of Interests which shall be maintained by the Secretary and shall be available for public inspection.
- 9.2 It shall be open to members to declare in a meeting an interest relating to a particular item of business. As required under the Articles of Association, para.14, if that interest is a pecuniary, family or other personal interest, the Director concerned shall take no part in the consideration of the matter and shall be required to withdraw while it is under consideration.
- 9.3 The attendance and participation of staff and student Directors shall be regulated according to the Regulations.

10 Public access to University Board business

- 10.1 Meetings of the University Board and its committees shall not be open to the press or public, or to other members of the University save by invitation.
- 10.2 For the avoidance of doubt, any question whether any person who is not a member or the Secretary shall be allowed to attend any meeting shall be determined by the Chair of the body in question.

11 Reconsideration of resolutions

- 11.1 The University Board shall have power (as prescribed in the Regulations (reference TBD)) to rescind or vary any resolution at a subsequent meeting, provided that due notice of the proposal to rescind or vary the resolution has been given in writing to all members.

12 Notice of motion

- 12.1 The agenda for any meeting shall indicate clearly which items are for approval (and hence resolution) and which items are for consultation or report.
- 12.2 Directors may give notice of a motion in writing, at least ten days before the next meeting of the University Board, in which case the Secretary shall include the motion and the name of its proposer on the agenda paper. The Chair shall also have discretion to accept motions (and amendments thereto) made at a meeting.
- 12.2 No motion (or amendment) shall be considered at a meeting unless it is seconded.
- 12.3 Any motion (or amendment) may be withdrawn without notice.

13 Rules of debate

- 13.1 The Chair of any meeting shall conduct the meeting in such manner as he/she considers is most convenient and conducive to the despatch of the business before the meeting.
- 13.2 It shall be for the Chair of any meeting to determine who shall be called to speak and in what order, and if necessary at what length. Motions shall normally be considered in the order in which they appear on the agenda paper, subject to any proposals for amendment.
- 13.3 Any meeting may be adjourned by resolution.

14 Voting

- 14.1 Every question to be decided at a meeting of the University Board or of a committee shall be determined by a majority of the votes of the members present, eligible to vote and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 14.2 A member may not vote by proxy.
- 14.3 It shall be within the discretion of the Chair to determine whether a matter may be decided by oral expression or whether a show of hands is required. If an amendment to a motion is proposed and seconded, a decision on it shall be taken before the substantive motion.
- 14.4 If there is a contested vote, the votes cast for and against the motion shall be recorded in the minutes of the meeting. Individual members may request that their dissent be recorded.

15 Minutes

- 15.1 The minutes of the proceedings of meetings of the University Board or any committee shall be the responsibility of the Secretary, except that the Chair shall arrange for the preparation of a minute of any item of business during consideration of which the Secretary has withdrawn from the meeting.
- 15.2 Separate confidential minutes shall be taken of those parts of meetings from which staff or student members have withdrawn or could have been required to withdraw; and also of items which the University Board or the committee has determined for good reason to classify as confidential.

- 15.3 The minutes of the University Board and all committees, including any confidential minutes, shall be retained in electronic storage relating to those bodies.
- 15.4 Save in exceptional circumstances the minutes of a meeting of any committee (except the Remuneration Committee which shall provide the University Board with an appropriate report) shall be reported to the next meeting of the University Board.
- 15.5 At every meeting of the University Board or any committee the minutes of the last meeting thereof shall be taken as the first substantive item (except for matters of membership and in cases where the meeting decides otherwise), and if agreed to be accurate shall be minuted as being a true record. Members who were not present at the meeting of which the minutes are under consideration shall not participate in the discussion and decision as to the accuracy of those minutes.
- 15.6 The minutes of a committee shall be presented to the University Board by the Chair of the committee, or in his/her absence by some other Director who was present at the meeting of the committee or who shall otherwise be called on by the Chair to do so.
- 15.7 The confirmed minutes of meetings of the University Board will be published on the University website, except for those minutes deemed reserved and confidential under the Freedom of Information Act 2000.

16 Suspension, variation and amendment of Standing Orders

- 16.1 The Standing Orders may be suspended at any meeting of the University Board by positive resolution, provided that the proposed suspension does not contravene the provisions of the Articles of Association.
- 16.2 The Standing Orders may be amended or varied at any time by positive resolution of the University Board, provided that notice has been duly given on the agenda paper.

(first adopted by the University Board, August 2007)

Last updated March 2019