



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

Owner	University Secretary & Clerk to the Board
Approved by	Board of Governors
Last reviewed	July 2024

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

Introduction

1. The Board ()Tj-0.003 Tcd0.00(3)aw.10Atj0 Tg(T)2(it)f7.047T2(#b)(n)Ew 2if5rsonT2(it)f1.7Tn04 Twi

Agendas and Papers

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12. Agendas for the Board and committees are prepared collaboratively by the Clerk, the Chair of the Board or committee and the Vice

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

Cabinet

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 maintaining an archive of all documentation in relation to meetings and to the publication of minutes after 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 between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Board or committee shall resolve to delegate it to the Chair for action.
54. Chair's action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair's action is appropriate, the relevant Chair will consider calling an emergency meeting of the Board or committee and, where the timescale prevents this, will consider other means of consulting with members wherever possible.
55. Any Chair's action taken will be reported to the next ordinary meeting of the Board or committee.

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.

Variation and Revocation of Standing Ord9 0J0 Tc 0 Tw 4576 0 Td()-36 (r)32 (t139 (io)-176 25 BDC 0 g105

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

Bye-Law 3: Committee terms of reference

Audit Committee Terms of Reference

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).

At least 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.

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 31st July 2019 Annex C para 7.

Vice Chancellor and Chief Executive

Pro Vice Chancellor Finance and Resources

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)

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

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

Bh.6 (h8)-6 () SC

1. *To appoint the external auditors, agree the audit fee and the provision of non-audit services by the external auditors.
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 the performance and effectiveness of the external auditors and to assess any matters affecting their independence.

Internal Audit

6. *To appoint the internal auditors and agree the audit fee.
7. *To dismiss or deal with questions concerning the resignation of the internal auditors.
8. To approve the Annual Internal Audit Plan and to review and monitor the internal auditors' audit risk assessment, strategy and programme.
9. To review the findings of internal audit investigations and management responses and to ensure that agreed actions are implemented.
10. To receive and review the Annual Internal Audit Opinion and report on this to the Board of Governors.
11. To monitor annually the performance and effectiveness of the internal auditors, via performance indicators and to assess any matters affecting their independence.

Financial Control, Disclosure and Reporting.

12. To consider the annual financial statements for the University Group in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with Office for Students (OfS) Accounts Directions, including the requirements of the Statement of Recommended Practice for Accounting in Further and Higher Education (SORP).
13. To review the representation letter before consideration by the Board of Governors, giving due consideration of non-standard matters and make recommendation as appropriate to the Board of Governors as appropriate.
14. In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
- 15.

18. To review the Risk Management Policy and the University Risk Register on a periodic basis and make recommendations to the Board of Governors 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 approve 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

efOe,dS

21.

Finance and Development Committee Terms of Reference

The Finance & Development Committee's scope is matters concerning finance, resources, estates and related policies. In particular the Committee will consider the development, monitoring and coherence of strategic planning policy and advise the Governing Body accordingly.

5 independent members of the Board of Governors

1 staff governor

1 student governor

Chair of Governors

Vice Chancellor and Chief Executive

Pro Vice Chancellor

6. To consider such other matters as the Chair of Governors and/or Vice Chancellor and Chief Executive may request and to determine if recommendations on these matters should be made to the Board of Governors.
7. To consider and make recommendations, as set out in the schedule of delegation, to the Board of Governors on:
 - a. Approval of the Treasury management strategy/policy
 - b. Establishment of borrowing limits
 - c. Approval of capital development or estates projects with a total value in excess of £1m (incl VAT)
8. To exercise authority as set out in the schedule of delegation, including:
 - To approve IP sale or licensing greater than £500k on the recommendation of the Vice Chancellor.
9. To receive a written report of every meeting of the Investment Committee.

People and Culture Committee Terms of Reference

To provide strategic oversight of the University's people and culture strategies, policies and practices including those which relate to equality, diversity and inclusion (EDI) that will support and promote a culture of equality of opportunity within the University.

4 independent members of the Board of Governors (one of whom will be Chair)

Up to 2 staff governors

1 student governor

Vice Chancellor

Director of HR

University Secretary and Clerk to the Board of Governors

5. To oversee the appointment of Staff Governors to the Board.
6. To review the membership of Committees and nominate to the Board the appointment of independent and staff governor members to Committees*.
- 7.

- 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.
- To submit an Annual Report to the Board of Governors on decisions made by the Committee, in accordance with its delegated powers.
- 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.

Bye-Law 4: Academic Board terms of reference

Purpose:

Academic Board provides the Board of Governors with the assurance that the University's academic strategy is fit for purpose and approves new and revisions to academic policy. Academic Board has responsibility for the standards, quality and enhancement of academic provision within the University. Academic Board is responsible for the organisation of learning and teaching, research, scholarship, standards, students and courses and advising the Vice- Chancellor on academic matters.

Membership (23):

Vice Chancellor

4. Promoting research and knowledge exchange within the University and monitoring the effectiveness of policies relating to research and knowledge exchange;
5. Establishing and maintaining the arrangements for the appointment and removal of external examiners and ensuring that external examiners are carrying out their responsibilities effectively;
6. Establishing the criteria and regulations as may be required for the recruitment, selection, and admission of students to the University;
7. Establishing the criteria and regulations for the assessment and examination of the academic performance of students, including the conditions under which students will be permitted to continue their studies;
8. Awarding and rescinding degrees, honorary degrees, diplomas, certificates and other academic awards to persons who have followed a programme of study approved by Ac 35 BDC /4Tc 0.014 Tw 0.42u3 ()10.S6 (f)-3.18

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. 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.
- 4.

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 procedures for the appointment of the Vice Chair(s) 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 Vice Chair
3. 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.
4. 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.
5. 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
6. In the event that the Chair is unable to discharge their duties for an unplanned period of time i.e. ill health, serious misconduct, one of the Vice Chairs will be appointed as Interim Chair.
7. 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.
8. 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

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 members of the Board of Governors: up to two from amongst the professional staff and up to two from amongst the academic staff. Staff members serve for an initial term of four years and are

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 satisfied that any member:

- a) has been absent from meetings of the Board for a period of twelve months without permissions of the Board;
- b) is unable or unfit to discharge the functions of a member (including where they are no longer able to meet the 'fit and proper person' requirement of the Office for Students);
- c) is disqualified from acting by virtue of section 178 of the Charities Act 2011;
- d) for any other good cause agreed formally by the Board

the Board may remove that member from office in accordance with the provisions of this bye-law.

2. Procedure

- i. Any member of the Board who has, or is notified of, a concern about the conduct or behaviour of a Board member shall raise the concern, in writing, either with the Chair of the Board, or a Vice Chair or the Clerk.
- ii. If the Chair, or Vice Chair or Clerk decides that the concerns raised are material, then a Panel shall be convened by the Clerk comprising of three members of the Board and will normally be chaired by one of the Vice Chairs. The Panel membership must not include the member(s) who have raised the concerns.
- iii. The Panel will receive representations in writing from the member(s) lodging the request to dismiss the member, these representations must provide the grounds for dismissal along with any relevant evidence.
- iv. The Panel must give the individual who is the subject of the request to dismiss a reasonable opportunity to respond to the concerns raised. This may be through either written or oral representations to the Panel and shall be considered by the Panel, ahead of it discussing its recommendation to the Board. The member must be advised in writing of the concerns raised against them and be provided with any evidence, in order that they are able to respond fully.
- v. The Panel will make a recommendation in writing to the Board on whether to uphold the request to dismiss the member from the Board. The matter will be considered at a meeting of the Board under 'Reserved Business'. Neither the members of the Panel nor the member(s) who raised the concerns may participate in the Board's consideration of this matter. The Chair of the Panel may attend the meeting of the Board to answer any question of clarification, before retiring from the meeting ahead of the Board deliberating upon and making its final judgement on the Panel's recommendation
- vi. The individual who is the subject of the request to dismiss has the right to attend the Board meeting at which the Panel's recommendations are considered. This provides an opportunity for the individual to address the Board and respond to any questions the Board may have in response to the recommendation from the Panel. The individual who is the subject of the request to dismiss shall withdraw from the Board meeting ahead of the Board's deliberating and making its final judgement on the Panel's recommendation.
- vii. The decision of the Board will be communicated to all relevant parties by the Clerk.

Bye-Law 10: Holders of Senior Post appointed by the Board

- 1.1 In accordance with Article 3.1.4 the Board has responsibility for the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts. Holders of senior posts comprise the Vice Chancellor and Chief Executive, the Clerk to the Governors and the Deputy Vice Chancellor and Provost.
- 1.2 The person specifications and job descriptions for senior posts shall be approved formally by the Chair of the Board, in consultation with the Chair of the People and Culture Committee, before a post is advertised.
- 1.3 The appointment process for senior posts shall include, but shall not be restricted, to:

A formal interview undertaken by a panel of Board members (of which the majority should be independent members), and including the Director of HR as a professional advisor. The interview panel shall be chaired by the Chair of the Board, or in his/her absence the Chair of the People and Culture Committee or a Vice Chair.

Formal approval of the preferred candidate at the next scheduled meeting of the Board.

Bye-Law 11: Suspension, Discipline and Dismissal of the Holders of Senior Posts

Procedures for the suspension, discipline and dismissal of the holders of senior posts are set out in the University's Staff Disciplinary Policy.

