

ORDINANCE 3

BOARD OF TRUSTEES PROCEDURES

DEFINITIONS

'the Chair' shall be the Chair of the Board of Trustees appointed by the Board of Trustees and shall be an independent member of the Board of Trustees. For the purposes of this Ordinance the 'Chair' shall include the Deputy Chair should the Chair be absent from a meeting or be otherwise unavailable.

'the Deputy Chair' shall be the Deputy Chair of the Board of Trustees appointed by the Board of Trustees from among its independent members in accordance with the requirements of the Ordinances.

'the Secretary' means the Secretary to the Board of Trustees, as provided by this Ordinance.

'clear working days' a period of time prior to the meeting excluding the day on which a specified action takes place e.g. dispatch of notice or agenda, and the actual day of the meeting. A 'clear working day' excludes Saturday, Sunday, public holidays and other days on which the University is closed for business.

'the agenda and supporting papers' for a meeting may be sent to members in paper form or be made available to members electronically.

CHAIR

1. The Board of Trustees shall appoint a Chair from amongst the independent members of the Board of Trustees and shall determine their period of office. The Chair shall normally be appointed for four years and may be reappointed for further periods, but no Chair shall serve for a total of more than eight years.
2. The Chair, if present, will preside at all meetings of the Board of Trustees. In the absence of the Chair, the Deputy Chair will preside. If both the Chair and Deputy Chair are absent, the members shall appoint one of the independent members present, to chair the meeting.

DEPUTY CHAIR

3. The Board of Trustees shall appoint a Deputy Chair, for a period of up to four years, from amongst its independent members. The Deputy Chair may be reappointed for further periods, but a member shall not normally serve as Deputy Chair for more than eight years in total.

SECRETARY

4. There shall be a Secretary to the Board of Trustees who shall be appointed by the Board of Trustees.

ALTERNATES

5. Members of the Board of Trustees shall not be permitted to send an alternate or proxy in their place.

ORDINARY MEETINGS

6. The Board of Trustees shall meet no fewer than four times per year.

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7. Meetings of the Board of Trustees may be varied or cancelled by the Secretary but only at the request of the Chair of the Board of Trustees.

EXTRAORDINARY MEETINGS

8. The Secretary, at the request of the Chair, or at the written request of at least five members of the Board of Trustees, shall summon an extraordinary meeting of the Board of Trustees.
9. Notice shall be sent to members of the Board of Trustees no less than four clear working days before the meeting, stating the time, place and the agenda of the meeting. Notice of the meeting shall be sent electronically to an email address and/or by post to each member. The email and postal addresses used for any member shall be those notified by him/her to the Secretary.
10. The accidental omission to notify any member of the Board of Trustees, or the non-receipt of notification by any member, shall not invalidate the meeting.

URGENT BUSINESS

11. The Chair may authorise the taking of action on behalf of the Board of Trustees in any matter being in the opinion of the Chair urgent (but not of sufficient importance to justify an extraordinary meeting of the Board of Trustees). Such action shall be reported to the next meeting of the Board of Trustees.

QUORUM

12. The quorum for a meeting of the Board of Trustees shall be seven members. Independent members must form a majority of those present (Statute 9.4).
13. All or any members of the Board of Trustees may participate in a meeting by means of video or telephone conference or communication equipment which allows all participating in the meeting to hear each other. Such persons shall be counted as participating in the meeting and being in attendance for the purposes of the quorum.
14. If a meeting ceases to be quorate at any time, formal decisions may not be taken. Any outstanding business of the meeting, if not urgent, shall be placed on the agenda for the next ordinary meeting of the Board of Trustees. Any outstanding urgent business will be dealt with by the Chair under the provisions of paragraph 11 above, or by means of an extraordinary meeting, or by correspondence, as determined by the Chair. Any business transacted and decisions taken before the adjournment of the meeting shall be valid.

VOTING

15. All members of the Board of Trustees have the right to vote. Officers in attendance and observers do not have the right to vote.
16. If the view of the meeting is not clear and a vote is required, a recommendation shall be put to a vote and shall be declared approved if it receives a simple majority of votes cast. Voting shall normally be by a show of hands.
17. Each member shall have one vote. In the case of an equality of votes, the Chair shall have a second or casting vote.

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18. The Board of Trustees acts on the basis of collective responsibility. Members of the Board of Trustees are encouraged to express any differing views within the Board of Trustees' internal decision-making process.
19. The Board of Trustees may conduct its business by correspondence and a proposal in writing, which has been sent to each member of the Board of Trustees, including by email, shall, if endorsed by a majority of members of the Board of Trustees, be as legitimate as if agreed at a formal meeting of the Board of Trustees.

RESCINDING DECISIONS

20. A decision of the Board of Trustees may be rescinded or varied at a subsequent meeting of the Board of Trustees only if notice of the proposal to rescind or vary the decision has been given and if the subject matter of the decision (and any proposed variation) appears in the agenda and supporting papers of the meeting.

AGENDA

21. Not less than three clear working days before an ordinary meeting of the Board of Trustees, an agenda and supporting papers specifying the business to be transacted shall be sent to every member; accidental omission to send or the non-receipt of an agenda and/or supporting papers by a member shall not invalidate a meeting.
22. No business shall be transacted at a meeting other than that specified in the agenda paper except, with the consent of the Board of Trustees, matters introduced by the Chair because in the Chair's opinion they are urgent and have arisen too late to be specified in the agenda paper.
23. Any suggestions by members for items for the agenda should normally be received by the Secretary 14 clear working days before the meeting. The agenda shall be determined by the Chair in consultation with the Secretary. The Secretary shall write to any member who suggests an item that is not accepted stating the reasons. The inclusion on the agenda of any items received at shorter notice will be at the discretion of the Chair.

CONFIDENTIALITY

24. Exceptionally, papers for consideration by the Board of Trustees, and any associated minutes, may be subject to non-disclosure exemptions in accordance with the Freedom of Information Act 2000. Such papers and any associated minutes will be designated as confidential business, and their circulation restricted accordingly.
25. The Secretary, in consultation, as appropriate, with the Vice-Chancellor and the Chair, shall designate papers or associated minutes as confidential.

RESERVED BUSINESS

26. The Chair may require particular members of the Board of Trustees or persons in attendance to withdraw from the meeting for the discussion of particular items, depending on the nature of the business to be discussed (see also Ordinance 8).

CONSULTATION WITH OTHER BODIES

27. In exercising its functions, the Board of Trustees shall ensure it seeks appropriate information or advice from relevant bodies and this may include inviting them to attend its meetings for the discussion on a particular matter.

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MINUTES

28. Minutes of meetings of the Board of Trustees will be taken and will be submitted to the next ordinary meeting. Discussion on minutes shall be confined to their accuracy. After the Minutes have been confirmed, following amendment if necessary, they shall be signed by the Chair.

DOCUMENTATION

29. Signed minutes and related agenda and papers shall be retained in the custody of the Secretary and, normally not more than five years after the meeting to which they relate, deposited at the direction of the Vice-Chancellor in the archives of the University.

CONDUCT OF MEETINGS

30. The Chair shall conduct each meeting as he/she considers appropriate, subject to the requirements of this Ordinance.

29 March 2017