

OXFORD BROOKES UNIVERSITY

BOARD OF GOVERNORS

STANDING ORDERS

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OXFORD BROOKES UNIVERSITY

BOARD OF GOVERNORS STANDING ORDERS

1. Definitions and Adoption

- 1.1 Reference to the Clerk means the Clerk or the Clerk's delegated representative. Reference to written communications or acceptances also means electronic means such as email. Meetings may be conducted through telephone or video conferencing or attendance in person. Reference to Independent member means any member other than those elected from the staff of student body or the Vice Chancellor or member co-opted from the Westminster College, Oxford Trust.
- 1.2 These Standing Orders have been adopted by the Board of Governors at their meeting on 20 February 2013 to regulate the conduct of business of the Board in accordance with the provisions of Article 6.1.

2. Ordinary Meetings

- 2.1 The Board of Governors shall from time to time decide on the frequency of its ordinary meetings but shall timetable at least four meetings to be held in the period 1 September to 31 August.

Notice

- 2.2 At least twelve days' notice shall be given for each ordinary meeting.

Business, Agenda and Papers.

- 2.3 The business to be transacted shall be that detailed in the agenda, the appointment of an acting Chair if required and such other urgent business as is agreed in accordance with 2.4 below.
- 2.4 Where an urgent matter is either notified to the Clerk and the Chair consents or the Board resolves to admit the urgent business, and that matter is not reserved business (see 5 below), that matter may be dealt with at the meeting.
- 2.5 It shall be the responsibility of the Clerk to prepare an agenda for each meeting. The agenda for any ordinary meeting shall include such business as in the opinion of the Chair, the Vice-Chancellor or the Clerk requires the attention of the Board and any item which two or more Governors request should be included, having given ten days notice before the meeting to the Clerk. Any matter included on the agenda must be relevant to the conduct of the affairs of the University. The agenda shall normally be circulated at least five days before the meeting, unless otherwise agreed by the Chair.
- 2.6 The business of the meeting will be split between non-confidential and confidential items. Within each section and where appropriate, the first items of business will be to appoint an acting Chair if required, to receive apologies and approve the Minutes of the previous

meeting, to deal with matters arising and other urgent business. The board may vary the order of business by resolution.

2.7 Papers to be considered will be circulated by the Clerk, normally with the agenda.

3. Extraordinary Meetings

3.1 An extraordinary meeting shall be called on the requisition of the Chair or such group of Governors as would constitute a quorum at a meeting of the Board by instruction to the Clerk.

Notice

3.2 At least two days' notice shall be given for each extraordinary meeting, unless reserved business (see 5 below) is to be transacted in which case at least five days' notice shall be given. The notice will be issued by the Clerk.

Business Papers

3.3 Only business included in the notice of the meeting shall be transacted.

3.4 Papers to be considered will be circulated by the Clerk, normally with the notice.

4. Deadlines

4.1 The periods of time described in 2 and 3 above shall not include the day on which any notice, agenda or papers are dispatched or the day on which the meeting is to be held.

5. Reserved Business

5.1 None of the following items of business shall be considered by an extraordinary meeting for which only two days' notice has been given or as urgent business at an ordinary meeting:

- i) the dissolution of the Corporation;
- ii) the determination of the educational character and mission of the University;
- iii) the approval of the annual estimates;
- iv) the entering into any contract for acquiring or disposing of any assets of the Corporation;
- v) the appointment or dismissal of the holders of senior posts;
- vi) the making, variation or revocation of the Articles and Instrument of Government, or the making, variation or revocation of rules or bye-laws;
- vii) the appointment or removal from office of a member.

6. Confidential Items

6.1 Some items may be included on the agenda to be dealt with on a confidential basis if the Clerk, Chair or Vice Chancellor considers that the nature of the business justifies this.

Normally only business dealing with identified or identifiable individuals (other than routine business) or matter associated with purchases, leases or contracts shall be dealt with in this way. That part of the agenda dealing with these items and any papers relating to these items shall not be made available to other staff or students of the University and the papers and/or relevant minutes remain confidential after the matter has been dealt with, unless the Board determines otherwise.

7. Minutes of Meetings

- 7.1 The draft minutes shall be prepared by the Clerk for approval by the Chair. The unconfirmed minutes shall be submitted to the next ordinary meeting and, once any motion to amend the unconfirmed minutes has been determined, the Chair will confirm the minutes, amended as required, as the only and definitive record of the meeting and the decisions taken.

8. Chair, Deputy Chair and Acting Chair

- 8.1 Before a Chair or Deputy Chair completes their term of office the Board will elect and designate a Chair or Deputy Chair to serve from the day the term of office is completed. The Chair or Deputy Chair will normally serve for a single term of four years commencing on 1 August and ending on 31 July in the fourth year. Terms of office will normally be arranged so that the Chair and Deputy Chair do not fall vacant at the same time.
- 8.2 If the Chair or Deputy Chair resigns or is removed from office or ceases to be a Governor a new Chair or Deputy Chair shall be elected to serve normally for a term of office of four years adjusted so that the term concludes on 31 July but does not exceed five years.
- 8.3 If neither the Chair nor the Deputy Chair are present at a meeting the members present shall elect one of their number as Acting Chair to preside over the meeting.
- 8.4 The Chair, Deputy Chair or Acting Chair shall not be a staff or student Governor or the Vice-Chancellor.
- 8.5 A Chair who has served their term of office will normally resign as a Governor.
- 8.6 The appointment of a Chair or Deputy Chair as a Governor will normally be extended to allow him or her to serve for their full term of office.
- 8.7 During the final year of office of a Chair or Deputy Chair the Nominations Committee will recommend to the Board whether a ballot should be held to elect a Chair or Deputy Chair from the current membership or whether an external search should be initiated. If so instructed by the Board the Clerk shall conduct a ballot for the appointment of a Chair and or Deputy Chair to normally serve from 1 August in that year. The Clerk shall invite nominations for the Chair and or Deputy Chair from all members of the Board to be received no later than 5pm on the tenth day following the date of dispatch of the request. A nomination must be proposed and seconded by Governors other than the candidate. The proposer must certify that the nominee is willing to stand. The Board may designate a new member recruited for that purpose as the Chair or Deputy Chair elect without ballot.
- 8.8 If no nominations have been received for Chair and or Deputy Chair and no member has been designated as Chair or Deputy Chair elect an election will be held at the first meeting of the Board following 1 September. However, if one or more nominations have been received

for Chair and or Deputy Chair a notice of the nominations will be circulated to all Governors who will have until 5 pm on the seventh day following the dispatch of the notice to submit further nominations. If only one nomination has been received at that point, that Governor shall be deemed elected at the first meeting follow 1 September. If more than one nomination is received the Clerk shall send a ballot paper to all members of the Board who shall be invited to rank the candidates in order of preference. Ballot papers shall be returned to the Clerk no later than 5 pm on the fourteenth day after the date of dispatch of the ballot papers.

8.9 The count shall take place as follows:

- a) the candidate receiving the highest number of first preferences shall be deemed to be elected;
- b) if more than one candidate but not all the candidates have the highest number of first preferences cast for any candidate the candidates other than those receiving the highest number of first preferences shall be disregarded and their votes allocated to the next highest preference candidate of each voter who is still in contention and the candidate then having the highest number of votes cast shall be deemed to be elected;
- c) if at the beginning of step (b) all candidates have the highest number of first preferences cast for any candidate or at the end of step (b) there is still more than one candidate having the highest number of votes cast for any candidate, the successful candidate shall be determined by the drawing of lots by the Clerk.

Casual Vacancy

8.10 Where the Chair or Deputy Chair resigns or is removed from office or ceases to be a member of the Board the procedure described in paragraphs 8.7-8.9 above shall be adopted to fill the vacancy, save that nominations will only be sought in respect of the office which is vacant.

Elections of an Acting Chair

8.11 An election shall take place at the meeting of the Board at which the Acting Chair is to preside.

Conduct of an Election at a Meeting of the Board

8.12 Where the Board resolves that a Chair or Deputy Chair election should be conducted at a meeting of the Board, and where more than one member is duly nominated, seconded and has accepted the nomination the election shall be by secret ballot and each member present shall be entitled to cast one vote and the member attracting the greatest number of votes shall be elected. If more than one candidate, but not all the candidates, each receive the highest number of votes for any candidate, there shall be a further election involving only those candidates who received the highest number of votes from the previous election. In the event that all the candidates in either of these elections receives the same number of votes the Chair, Deputy Chair or Acting Chair shall be selected from amongst those candidates by the drawing of lots by the Clerk.

8.13 The Chair or Deputy Chair may be removed from office by resolution of the Board provided that notice of that resolution is included with the notice for, or agenda of, the meeting.

9. Conduct of Meetings

Quorum

- 9.1 The quorum for the meetings of the Board of Governors shall be [X] members of whom [Y] shall be independent members. The value of [X] and [Y] shall be determined in accordance with the following table:

Total size of Board of Governors as determined by the Corporation	[X]	[Y]
12 or 13	5	3
14 to 16	6	4
17 to 18	7	4
19 to 21	8	5
22 or 23	9	5
24 or 25	10	6

Conduct of Debate

- 9.2 The Chair shall invite an appropriate person to introduce each item and when satisfied that all Governors wishing to ask questions or comment have had adequate opportunity to do so shall express the consensus of the meeting. If there is no dissent that consensus shall be recorded as a resolution of the Board. If there is no consensus then the resolution will be determined by vote.

Voting

- 9.3 Unless these Standing Orders or other rules provide otherwise any matter on which a vote is to be taken shall be determined by a show of hands and by a simple majority of those present and voting. If no such majority is secured the motion is not passed. An abstention shall not count as a vote.
- 9.4 Any matter may by resolution of the Board be determined by a secret ballot. The removal of the Chair or Deputy Chair from office, or the removal of a member from office, shall be determined by secret ballot.
- 9.5 If a meeting is quorate, but less than half the members present are independent members, the majority of independent members present shall be able to require, before or immediately after a decision is taken, that the decision is deferred to the next ordinary or an extraordinary meeting, if an extraordinary meeting is requisitioned for that purpose. If the decision to defer has been taken after the decision is taken, the decision will not take effect until or unless it is ratified at the appropriate meeting. No decision shall be deferred more than once under this provision.
- 9.6 A resolution in writing to which every member has signified agreement in writing shall be valid as if it had been passed at a meeting of the Board of Governors.

Adjournment

- 9.7 Any meeting of the Board of Governors may, by resolution of the Board, be adjourned to such day, time and place as may be determined. If there is no quorum 20 minutes after the time appointed for any meeting to commence or the meeting becomes inquorate it shall be adjourned to such a day, time and place as may be determined by the Chair. No business shall be transacted at an adjourned meeting other than the business which was due to have been transacted at the original meeting.

Personal Interests of Governors

- 9.8 If any member has a pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting of the Board of Governors at which the contract or other matter is the subject of consideration, the member shall be at the meeting, and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. A Register of Personal Interest of Members will be maintained by the Clerk.

Withdrawal of Staff Governors and Student Governors

- 9.9 A majority of the independent members present at a meeting may require all or any of the staff Governors and student Governors to withdraw from a meeting at any time during the consideration of any matter concerning a named or identifiable member of staff, prospective member of staff, student or prospective student or when any such matter is being voted upon.

Mandating of Governors

- 9.10 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

10. Variation of Resolutions

- 10.1 Any resolution of the Board may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary it has been given with a notice of the meeting or included in the agenda.

11. Attendance at Board Meetings

- 11.1 Members of the Senior Management Team shall normally attend all meetings of the Board together with such other University staff as the Vice-Chancellor may require. Individual staff or students of the University, not being members of the Board may attend be permitted to attend as observers to meetings for non-confidential items. Requests to observe meetings must be made in writing, or by email, to the Clerk at least three working days before the meeting and the Chair has the discretion to limit numbers in attendance should there be difficulties with room capacity and/or health and safety issues. The Clerk shall only be required to withdraw if he or she has any personal interest in the matter and in those

circumstances the Chair shall be responsible for ensuring that a minute of that discussion is accurately produced.

12. Cancellation of Meetings

- 12.1 Any ordinary meeting may be cancelled by the Chair if in his/her opinion there is insufficient business to warrant a meeting taking place. However, a meeting will not be cancelled if the effect would be to reduce the number of ordinary meetings held during the year to less than three.

13. Chair's Action

- 13.1 All matters not specifically delegated by the Board of Governors shall be dealt with at normal or extraordinary meetings of the Board. However, the Chair (or in the Chair's absence the Deputy Chair) shall have delegated authority to take any decision on behalf of the Board of Governors, with the exception of any decision connected with reserved business or matters which the Board cannot delegate under the terms of the Article 7.3, if the Chair or the Deputy Chair considers there is good and urgent reason to do so.

14. Dispatch of Papers

- 14.1 The address to which any notice, agenda or papers are to be dispatched for each member shall be that nominated by each member. The accidental omission to give notice of a meeting to, or to dispatch the agenda or papers to, or the non-receipt of such communications by, a person entitled to receive them shall not invalidate any resolution passed or proceeding held at any meeting.

15. Publication of Agenda, Reports and Minutes and Publicity concerning the Proceedings of Governors

- 15.1 The agenda for every meeting, the unconfirmed minutes of the previous meeting, any report, document or other paper to be considered at any meeting shall be made available through the Intranet or other means to any member of staff or student of the University. The confirmed minutes of any meeting shall be made available for inspection to any member of staff or student at the University on application. However, any agenda, minutes or material which the Clerk, Chair or Vice-Chancellor has determined should be dealt with on a confidential basis shall not be made available before the meeting of the Board of Governors and shall remain confidential after the meeting, unless the Board determines otherwise.
- 15.2 No public statement or statement to the press on behalf of the Board shall be made except by the Clerk, Chair or the Vice-Chancellor.

16. Suspension of Standing Orders

- 16.1 Any standing order, save those required by the Articles of Government, (see appendix) may be suspended by resolution of the Board as regards any business provided that a majority of the members of the Board of Governors for the time being so determine.

Appendix Standing Orders required by the Articles

The following standing orders are required by the Articles of Government:

- ⌘ 2.2, 3.2 (Notice of Meetings)
- ⌘ 5.1 (Reserved Business)
- ⌘ 9.1 (Quorum)
- ⌘ 9.3 (Voting)
- ⌘ 9.5 (Deferred Decisions)
- ⌘ 9.6 (Written Resolutions)
- ⌘ 9.8 (Personal Interest)
- ⌘ 9.10 (Mandating of Governors)
- ⌘ 10.1 (Variation of Resolutions)
- ⌘ 12.1 (Cancellation of Meetings)
- ⌘ 15.1 (Publication of Papers)