

## De Montfort University Standing Orders

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**Appendices – *links to university website***

- Appendix A – [Audit and Risk Committee constitution](#)
- Appendix B – [People and Culture constitution](#)
- Appendix C – [Finance and Performance constitution](#)
- Appendix D – [Nominations Committee constitution](#)
- Appendix E – [Remuneration Committee constitution](#)
- Appendix F – [University Leadership Board constitution](#)

## ***Introduction***

The University's Instrument and Articles of Government are the primary authority on the role of, and conduct of business by, the Board of Governors at De Montfort University. The Instrument and Articles of Government can be found on the [DMU website](#).

These Standing Orders provide supplementary rules and operating procedures as to how the obligations set out in the Instrument and Articles of Government, in particular the responsibilities, constitution and powers of the Board of Governors, will be met. The Standing Orders also provide operational guidance for identified roles connected to the operation and function of the Board of Governors. A copy of the Standing Orders will be issued to all governors and University Leadership Board members on appointment, or following any addition, material amendment or revocation.

The detail, and principles, set out in the Standing Orders will primarily be of benefit and interest to governors. The detail and principles are, however, also applicable to all other university committees, boards and other groups, so will be of interest to staff and students who are involved, in whatever capacity, in those committees, boards or other groups.

It is the primary responsibility of the Secretary to the Board of Governors to monitor the implementation and effectiveness of the Standing Orders. The Board of Governors, via the Audit and Risk Committee and with the support of the Secretary, will review the Instrument and Articles of Government and the Standing Orders at least annually to ensure they are fit for purpose and reflect good practice at that time.

The Secretary will also be the primary contact should any of the Standing Orders require interpretation, or advice be required by the Board of Governors, any university committee or chairs thereof. The Chair of the Board or relevant committee, having sought advice from the Secretary as required, is responsible for coming to a view on any question of interpretation of the Standing Orders.

If you have any questions about any of the Standing Orders, please contact the Secretary at: [clerksoffice@dmu.ac.uk](mailto:clerksoffice@dmu.ac.uk).

**STANDING ORDER 1**  
***Amendment of Standing Orders***

- (1) Any proposal for the amendment of the Standing Orders shall be submitted in writing to the Secretary. The Secretary may authorise amendments to the Standing Orders, and any documents referred to in them as required where amendments are minor and have no material effect on the substance of the Standing Order.\* Amendments are subsequently noted by the Audit and Risk Committee and the Board of Governors at their next meetings.
- (2) It is the responsibility of the Audit and Risk Committee to consider significant amendments which have a material effect on the substance of the Standing Order and make recommendations thereon to the next available Board of Governors meeting, unless there is an urgent need for amendment, in which case Standing Orders 31 and/or 32 may be utilised.

*\* Minor amendments may include, but are not limited to, changes to job titles, committee/group names, updates to reflect revised processes/policies etc.*

**STANDING ORDER 2**  
***Suspension of Standing Orders***

- (1) The Board of Governors has the power to suspend any of the Standing Orders at any of its meetings, so far as it refers to any business at such a meeting, provided that the meeting is quorate.

**STANDING ORDER 3**  
***Application of Standing Orders***

- (1) The Standing Orders of the Board of Governors shall apply to all matters falling within the remit of the Board and its committees.
- (2) Chairs and secretaries of other university committees should have due regard to the principles of operation set out within the Standing Orders, which form the basis for the university's general protocols for committee conduct and standards of governance.

**STANDING ORDER 4**  
***The Board of Governors***

- (1) As per section 3 of the university's Instrument and Articles of Government, 'the Board of Governors has all of the powers of the University'.
- (2) Its primary responsibilities, which are to be read in conjunction with the Instrument and Articles of Government, are:
  - (a) To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
  - (b) To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
  - (c) To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. To establish and keep under regular review the policies, procedures and limits within such

management functions as shall be undertaken by, and under the authority of, the head of the institution.

- (d) To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
- (e) To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors.
- (f) To conduct its business in accordance with the Office for Students' public interest governance principles and its conditions of registration, best practice in higher education corporate governance, and the principles of public life drawn up by the Committee on Standards in Public Life.
- (g) To safeguard the good name and values of the institution.
- (h) To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring their performance.
- (i) To appoint a Secretary and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- (j) To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
- (k) To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- (l) To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all of the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- (m) To receive assurance that adequate provision has been made for the general welfare of students.
- (n) To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- (o) To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

#### **STANDING ORDER 5** ***Appointment of the Chair***

- (1) The Board of Governors shall appoint from its number of independent governors one person as Chair of the Board of Governors. For the avoidance of doubt, neither the Vice-Chancellor, nor any member of staff, nor any student of the university shall be eligible for appointment as Chair.
- (2) Should a vacancy arise for the Chair role, a recruitment campaign will commence. Current independent governors, as well as external candidates, may apply for the role. Following the

completion of the recruitment campaign, the Board of Governors will be asked to approve the appointment of the proposed new Chair.

- (3) It shall be the normal expectation upon initial appointment that, in the interests of continuity, the Chair will continue in their role for an initial term of three years.
- (4) The tenure of the Chair is co-terminus with the role holder's term of office as a governor. The Chair may be re-appointed up to a maximum period as a governor of nine years (three terms of three years).
- (5) At the end of the first and second terms, the Chair shall consider whether they wish to continue in the role for a further term of three years. Should they wish to continue, the board, excluding the role-holder themselves, will consider their re-appointment to the position:
  - a. If approved, the role-holder continues as Chair for a further term of three years, subject to them continuing as an Independent Governor.
  - b. If not approved, a recruitment process of a new Chair will commence (see 2).
- (6) Alternatively, if at the end of the three-year term, or at any other point, the Chair wishes to step down from their role, a recruitment process will commence (see 2).

## **STANDING ORDER 6**

### ***The role of the Chair of the Board***

#### Leadership of the Board

- (1) The Chair is responsible for the leadership of the Board of Governors. As Chair of its meetings, they are responsible for ensuring that the necessary business of the board is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- (2) Working with the Secretary, the Chair should ensure that the Board of Governors acts in accordance with the Instrument and Articles of Government, within the university's internal rules and regulations, and with all legal, charitable and regulatory requirements.
- (3) The Chair should ensure that the board exercises collective responsibility. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- (4) The Chair will be actively involved in the process for the recruitment of new members of the Board of Governors.
- (5) The Chair will be responsible for the arrangements for the annual appraisal of individual members of the board.
- (6) The Chair is responsible for the arrangements for the appraisal of the performance of the Vice-Chancellor.

#### Ensuring the maintenance of standards in public life and the regulatory environment

- (7) The Chair is responsible for ensuring that the Board of Governors conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership (the "Nolan Principles").
- (8) The Chair will ensure that an up-to-date Register of the Interests of members of the Board of Governors is maintained, and that any conflict of interest that might interfere or be perceived

as interfering with the exercise of independent judgement is identified and managed appropriately, in order that the integrity of the board's business is maintained.

- (9) The Chair is responsible for ensuring that the board properly exercises its responsibilities in the furtherance of its charitable purposes as an exempt charity.
- (10) The Chair has a role, as part of the board, for ensuring the university's ongoing regulatory compliance.

#### The business of the university

- (11) The Board of Governors has responsibility for determining the educational character and mission of the university. The Chair will ensure that there are appropriate procedures in place for the board to assess the performance of the university against its strategic objectives.
- (12) The Chair should establish a constructive and supportive, but also challenging, working relationship with the Vice-Chancellor, recognising the proper separation between strategic and operational management, avoiding involvement in the day-to-day executive management of the university. The Chair will meet regularly with the Vice-Chancellor to facilitate this approach.
- (13) The Chair may from time-to-time be required to take part in some civic and ceremonial university functions.

#### The External Role

- (14) The Chair will represent the Board of Governors and the university externally and will be a member of the Committee of University Chairs (CUC).
- (15) The Chair may be asked to use appropriate personal influence and networking skills on behalf of the university.

#### Personal attributes

- (16) The Chair will have a strong personal commitment to higher education and particularly to the values, aims and objectives of the university.
- (17) The Chair will, at all times, act fairly and impartially in the interests of the university as a whole, using independent judgement and maintaining confidentiality as appropriate.

#### General Information

- (18) In addition to the Board of Governors, which normally meets seven times per year, including a board strategic away day, the Chair is a member of three subcommittees of the board: the Finance and Performance Committee (meets four times per year), People and Culture Committee (meets four times per year) and Remuneration Committee (meets twice per year).
- (19) The Chair also chairs the Nominations Committee which meets periodically as required.
- (20) The Secretary is responsible to the board for ensuring the day-to-day business of the board and its committees is carried out in accordance with the Instrument and Articles of Government and its agreed protocols, including the Scheme of Delegation and the Standing Orders.

**STANDING ORDER 7**  
***The appointment of the Deputy Chair of the Board***

- (1) The Board of Governors shall appoint from their number of independent governors one person as Deputy Chair of the Board of Governors. For the avoidance of doubt, neither the Vice-Chancellor, nor any member of staff, nor any student of the university shall be eligible for appointment as Deputy Chair.
- (2) Should a vacancy arise for the Deputy Chair role, an appointment process will commence and eligible governors will be asked to submit an expression of interest for the role. Should no internal appointment be made, an external recruitment campaign will commence, which may be supported by an executive search firm.
- (3) It shall be the normal expectation upon initial appointment that, in the interests of continuity, the Deputy Chair will continue in their role for duration of their current term as an independent governor.
- (4) The tenure of the Deputy Chair is co-terminus with the role holder's term of office as a governor. The Deputy Chair may be re-appointed up to a maximum period as a governor of nine years (three terms of three years).
- (5) At the end of the first and second terms, the Deputy Chair shall consider whether they wish to continue in the role for a further term of three years. Should they wish to continue in the role, the board, excluding the role-holder themselves, will consider their re-appointment to the position:
  - a. If approved, the role-holder continues for a further term of three years, subject to them continuing as an independent governor.
  - b. If not approved, a recruitment process of a new Deputy Chair will commence (see 2).
- (6) Alternatively, if at the end of the three-year term, or at any other point, the Deputy Chair wishes to step down from their role, a recruitment process will commence (see 2).

**STANDING ORDER 8**  
***The role of the Deputy Chair of the Board***

- (1) The Deputy Chair of the Board will take on all responsibilities of the Chair of the Board, as required, in their absence. In circumstances where the Chair and the Deputy Chair of the Board are absent, members of the board shall appoint a Chair from among the number of independent governors there present.
- (2) The Deputy Chair of the Board will act as a sounding board for the Chair of the Board and support them in their role.
- (3) The Deputy Chair of the Board will also act as a sounding board to enable, whether individually or collectively, governors and others to raise concerns where it has not been possible to resolve them through the established and primary channels of the Chair of the Board, Vice-Chancellor or the Secretary.
- (4) The Deputy Chair will be responsible for the arrangements for the annual appraisal of the Chair of the Board which shall include wide consultation with members of the board and the executive.



**STANDING ORDER 9**  
***Appointment of Committee Chairs***

- (1) Committee Chairs are usually appointed from among the independent governors of the Board. Should there be no interest from existing governors to serve as a Committee Chair, or in other circumstances that require it, the board may opt instead to recruit a new individual to be appointed as an independent governor and committee chair.
- (2) The tenure of a Committee Chair is co-terminus with the role holder's term of office as a governor. A Committee Chair may therefore be re-appointed for up to a maximum period of nine years.
- (3) The Nominations Committee reviews the chairing arrangements for each committee and makes recommendations to the board when required to do so.

**STANDING ORDER 10**  
***The role of Committee Chairs***

Leadership of the committee

- (1) The Chair of a committee is responsible for the leadership of that committee of the board. As Chair of its meetings, they are responsible for ensuring that the necessary business of the committee is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- (2) Working with the Secretary, the Chair should ensure that the committee acts in accordance with the committee's constitution, the university's Instrument and Articles of Government, and within the university's internal rules and regulations and with all legal, charitable and regulatory requirements.
- (3) The Chair should ensure that the committee exercises collective responsibility. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- (4) The Chair will represent their committee at meetings of the chairs, providing feedback and insight on committee business to support best practice and good governance.

Ensuring the maintenance of standards in public life

- (5) The Chair is responsible for ensuring that the committee conducts its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- (6) The Chair will ensure that any conflict of interest that might interfere or be perceived as interfering with the exercise of independent judgement is identified and managed appropriately, in order that the integrity of the committee's business is maintained.
- (7) The Chair is responsible for ensuring that the committee properly exercises its responsibilities in the furtherance of the university's charitable purposes as an exempt charity.

The business of the university

- (8) The educational character and mission of the university is determined by the Board of Governors. The Chair will ensure that there are appropriate procedures in place for the

committee to assess the performance of the university against its strategic objectives, as appropriate.

- (9) The Chair will have an appreciation for the role and responsibilities of the Board of Governors, and understand the boundaries of the authority delegated to the committee. The Chair will keep the board informed of items of committee business as appropriate, and escalate matters when deemed necessary.
- (10) The Chair will recognise the proper separation between governance and operational management, and avoid involvement in the day-to-day executive management of the university.
- (11) The Chair may from time-to-time be required to take part in some civic and ceremonial university functions.

#### The external role

- (12) The Chair may be asked to use their own networking skills on behalf of the university.

#### Personal attributes

- (13) The Chair will have a strong personal commitment to higher education and particularly, to the values, aims and objectives of the university.
- (14) The Chair will, at all times in the role, act fairly, impartially and in the best interests of the university as a whole, using independent judgement and maintaining confidentiality as appropriate.
- (15) The Chair will have the appropriate skills, experience and professional background aligned to the role and remit of the committee.

#### General information

- (16) The Secretary is responsible to the Chair for ensuring the day-to-day business of the committees is carried out in accordance with the committee's constitution, the Instrument and Articles of Government and agreed protocols, including the Scheme of Delegation and the Standing Orders.

### **STANDING ORDER 11**

#### ***Recruitment and appointment of independent governors***

- (1) Independent governors are appointed on the basis of an identified skill need and the ongoing succession planning requirements of the Board of Governors' membership. The Secretary maintains a skills matrix and a board succession plan, and the Nominations Committee is responsible for reviewing the range of skills, experience and diversity of governors in the context of the needs of the board and its committees at that time.
- (2) Representatives of the Nominations Committee, and other governors when required, are responsible for leading the recruitment, longlisting and shortlisting of new governors. Successfully shortlisted candidates are usually interviewed by representatives of the committee or other members of the board, ensuring insofar as possible that, in addition to independent governors, the student and staff voice is represented.
- (3) Arising from the interview and a due diligence process conducted by the Secretary to ensure that candidates meet the Office for Students' requirements for a 'fit and proper person' under

the Public Interest Governance Principles of the Regulatory Framework, and/or the good standing of the university and its values, the proposed candidates are considered alongside all relevant information by the Nominations Committee and any recommendations for appointment are then made to the Board of Governors for approval.

- (4) Independent governors are appointed for an initial term of up to three years. Independent Governors may be appointed for up to two further terms of three years. On expiry of the term of office of an independent governor, the Nominations Committee will make recommendations, as appropriate, to the board regarding possible renewal and period of tenure.
- (5) The maximum total tenure of any independent governor shall be nine years (i.e. three terms of three years) and there shall be no provision for 'exceptional extensions' to that tenure. The Board of Governors' say in regard to the tenure of any governor shall be final.

## **STANDING ORDER 12**

### ***Co-opting members***

- (1) In some circumstances, it may be appropriate for the Board of Governors to co-opt an individual with particular expertise, skills and experience to be a member of one of the Board of Governors' committees. The co-opted member will have voting rights on the committee, though is ineligible to serve as a committee chair.
- (2) Co-opted members are appointed under the same conditions as an independent governor. Co-opted members are appointed for an initial term of up to three years and may be appointed for up to two further terms of up to three years per term, as per the terms of appointment for independent governors. On expiry of the term of office, the Nominations Committee will make recommendations, as appropriate, to the board regarding possible renewal and period of tenure. As per the conditions of independent governors, there shall be no provision for 'exceptional extensions' to the term of office of co-opted members.
- (3) In instances where an independent governor has resigned from the Board of Governors, but remained as a co-opted member of a committee, their term of office will continue to align with that of their independent governor tenure.
- (4) Co-opted members do not usually attend meetings of the board, though may do so if required and at the discretion of the Chair. Co-opted members will not have voting rights on items of business being considered by the board.

## **STANDING ORDER 13**

### ***Election and appointment of staff governor(s)***

- (1) Up to two staff governors, normally one a member of academic staff and one a member of professional services staff, are subject to appointment to the Board of Governors following an election process. Guidance will be made available at the time of election that sets out the requirements for the roles, eligibility criteria and the process to be followed.
- (2) Staff governors are appointed for an initial term of three academic years. If an appointment is made mid-year, the initial term will end in line with the final academic year of the initial term.\* Staff governors may be appointed, by election, for up to two further terms of three academic years. An election is held on completion of a three-year term of office, or should the role become vacant.

- (3) Staff governors are subject to all relevant requirements of the Standing Orders as governors of the university.
- (4) The Board of Governors' decision in regard to who is appointed to these roles shall be final.
- (5) Staff governors will serve on the Board of Governors for the duration of their term as long as they remain a member of staff falling within the respective category for which they were elected and subject to Standing Order 18.

*\* For example, if an appointment is made on 31 January, the term would be for two years and six months, concluding at the end of the academic year on 31 July.*

#### **STANDING ORDER 14** ***Appointment of student governor(s)***

- (1) De Montfort Students' Union is required via its governing documents to nominate up to two representatives of the student body of the university to sit on the Board of Governors as student governors. At least one of the two representatives shall be from the executive of the students' union of the university.
- (2) When appropriate to do so, the Secretary will write to the Chief Executive Officer of the Students' Union asking them to confirm their nomination(s).
- (3) Having received the nomination(s), the Nominations Committee will make a recommendation to the Board of Governors as to their appointment. The appointment of the student governor(s) to the Board of Governors will only be effective when confirmed by the Board of Governors.
- (4) The student governors will serve on the Board of Governors for the duration of their term, as long as they hold office, and subject to Standing Order 18.

#### **STANDING ORDER 15** ***The role of governors***

- (1) Subject to Standing Order 2, governors are expected to:
  - (a) Act in accordance with the Instrument and Articles of Government of the university, the university's Standing Orders, and the university's internal rules, regulations and policies.
  - (b) Contribute to discussions at board and committee meetings in a constructive and supportive manner, applying relevant skills and expertise, as appropriate.
  - (c) Support and scrutinise the performance of the university and, where necessary, provide appropriate challenge to senior staff members and fellow board members.
  - (d) Give time to the role as reasonably required to fulfill their responsibilities as a serving member of the Board of Governors; attending insofar as possible all board and committee meetings and ensuring they are sufficiently prepared for meetings.
  - (e) Accept and share collective responsibility for all decisions taken by the board.
  - (f) Devote time to understanding the university and its operational environment.
  - (g) Take part in the appraisal process for board members, taking up opportunities to acquire, and keep up to date, skills and knowledge.

- (h) Abide by the Code of Conduct for Staff and Governors at DMU.
- (i) Abide by the Nolan Principles.
- (j) Abide by the requirements of the Office for Students' Regulatory Framework.

### **STANDING ORDER 16** ***Conduct of Governors***

- (1) Governors shall be bound by the university's [Code of Conduct for Staff and Governors at DMU](#), the provisions of the Standing Orders, the university's policies and procedures and the relevant regulatory requirements.
- (2) Governors shall not be bound in their speaking by mandates given to them by any other bodies or persons.
- (3) It is central to the proper conduct of university business that governors should act, and be seen to act, impartially and not be influenced in their role by personal, social or business relationships.
- (4) Both governors and members of staff are servants of the university. Governors should treat members of staff with respect for each other's roles and responsibilities.
- (5) A register of governors' interests shall be maintained by the Secretary and updated on an annual basis in accordance with the requirements of the CUC's Higher Education Code of Governance. A copy of the register is published on the university's website. Should in-year changes occur, governors are expected to inform the Governance Office of the amendment to their declarations as soon as possible.
- (6) Governors that have pecuniary, family or other personal interest in any matters under discussion whether at the Board of Governors or any of its committees, shall declare it, leave the meeting before commencement of such discussion and take no part in the consideration of the matter. If governors are unsure as to whether to declare an interest or not, they should seek advice from the Secretary in the first instance, though an emphasis should be placed on declaring the interest if there is any doubt.
- (7) Any governor and any other members of staff shall withdraw from any meeting, or relevant part thereof, if the terms of their own position is under discussion.
- (8) If a named member, or prospective member, or staff or a student is to be discussed, the Chair shall request the staff governor(s) and/or student governor(s) present to consider, as applicable, whether it would be appropriate for them to withdraw from the meeting for duration of the item. If there is a disagreement as to the approach, the Chair's say is final and business will be suspended until such time as the affected party withdraws.
- (9) All governors should act as ambassadors for the university and have the opportunity to make a major contribution to the furtherance of the university by providing support at public engagements. Approaches will sometimes be made by the media at these engagements and it is essential that governors take advice from the university's communications team before proceeding with any media interviews or requests for comment.

**STANDING ORDER 17**  
**Complaints made against governors**

- (1) Anyone may make a complaint about a governor, including other governors. The Nominations Committee takes the lead role on the board's behalf for dealing with complaints made against governors.
- (2) Complainants should seek to raise any issues informally with the Chair of the Board, the Deputy Chair of the Board and/or the Secretary. If a satisfactory informal resolution cannot be reached, this Standing Order should be followed.
- (3) Any formal complaint should be sent in writing to the Secretary and should include:
  - (a) the background to the complaint;
  - (b) details of any informal attempts made to resolve the complaint;
  - (c) why any outcomes of the informal attempts are not satisfactory; and
  - (d) the desired outcome of the complaint.
- (4) An acknowledgement of the complaint will be sent to the complainant within five working days.
- (5) The Nominations Committee will consider the matter and come to a view on the appropriate next steps at the earliest opportunity. If appropriate, an attempt will be made to resolve the complaint informally in the first instance. If, following an initial assessment of the relevant facts, a decision is taken by the Nominations Committee to investigate the matter, the complainant, and those to whom the allegations relate, will be advised accordingly at the earliest opportunity and given the opportunity to respond and submit evidence, as appropriate.
- (6) A written report will be prepared on the outcome of the investigation with its findings, conclusions, any response and/or evidence submitted by those to whom the matter relates and any recommendations, as appropriate, for the Nominations Committee's consideration.
- (7) The committee, having considered the investigation report, will come to a view on what next steps, if any, are required and the complainant, and those to whom the allegations relate, will be informed of the outcome at the earliest opportunity. The committee may opt to submit a report to the Board of Governors for its consideration.
- (8) A complaint can be withdrawn at any time and this will have the effect of closing the complaint, however, the Board shall have the power to take such action that is required, including the possible removal of a Governor from office, should there be sufficient justification for doing so.
- (9) If the complainant is not happy with the outcome reached on their complaint, there will be a right of appeal via the Audit and Risk Committee.
- (10) The Board is under no obligation to respond to complaints which have an improper purpose or effect, such as harassment, or to repeated submissions of a complaint to which a final response has been provided as set out in this Standing Order. Before refusing to correspond further in respect of a complaint considered to be vexatious, due warning will be given to the complainant.
- (11) If it is proven that a complaint has been made against a DMU governor in bad faith, the board may take any action it considers to be appropriate. Support/counselling will also be offered when required.

**STANDING ORDER 18**  
***Resignation, suspension or removal of governors***

- (1) On joining the Board of Governors, all governors are required to confirm, via a signed letter to the Secretary, that they agree to abide by the university's Code of Conduct for Staff and Governors at DMU, and the university's policies and procedures, and that they are familiar with and understand the university's Instrument and Articles of Government.
- (2) Clause 9 of the Instrument and Articles of Government gives the Board of Governors power to remove any governor from office. This may include where the Board of Governors are satisfied that any governor:
  - (a) has been absent from meetings of the Board of Governors for a period of six months without the permission of the Board of Governors;
  - (b) is in breach of the Code of Conduct for Staff and Governors at DMU;
  - (c) has failed to comply with the fit and proper persons requirements of the Office for Students;
  - (d) is unable or unfit to discharge the functions of a governor;
  - (e) has acted in a way which could bring the university into disrepute; and/or
  - (f) has acted in a way which is not in the best interests of the university
- (3) The process by which a governor may be removed from the board may vary in exceptional circumstances, but the following principles should apply:
  - (a) Any cogent concerns raised about the conduct of a governor to be notified to the Secretary and members of the Nominations Committee;
  - (b) The Chair of the Nominations Committee, or alternatively the Chair of the Board, to raise the matter with the governor whose conduct is being questioned and that governor is then given an opportunity to respond in writing;
  - (c) The Nominations Committee to consider the prevailing issues, and any mitigation offered by the governor whose conduct is being questioned, and:
    - (i) in the event that there are no findings as such to warrant removal from the board, the Nominations Committee will note a decision to that effect and no further action will be taken; or
    - (ii) in the event that there are findings of wrongdoing as such to justify a recommendation for removal from the Board of Governors, the individual is to be suspended with immediate effect and a recommendation as such is made to the Board of Governors for a final decision.
- (4) Any governor can, at any time, resign from their role in writing to the Secretary with immediate effect.

**STANDING ORDER 19**  
***Induction of Governors***

- (1) The Secretary is responsible for a process, overseen by the Chair, whereby new governors are inducted into the university. It is a mandatory requirement for all new governors to complete their induction, which takes the form of detailed briefings from the Secretary, the Vice-Chancellor, other members of the University Leadership Board and key members of the Board of Governors.

- (2) Separate to the above session, new governors are encouraged to attend an external induction session, the arrangements for which will be facilitated by the Governance Office.

**STANDING ORDER 20**  
***Training for Governors***

- (1) It is a mandatory requirement for all new governors to attend at least one form of external training during their first academic year as a governor.
- (2) Governors are responsible for keeping abreast of training opportunities and the Secretary will periodically publicise to governors any relevant opportunities as they arise. An operational budget will be maintained in the Governance Office to ensure that attendance by governors at training sessions is facilitated insofar as is reasonable and justifiable.
- (3) The Secretary should be contacted in the first instance should a governor wish to take advantage of appropriate opportunities as they arise.

**STANDING ORDER 21**  
***Quorum***

- (1) In accordance with the university's Instrument and Articles of Government, 'the quorum for meetings of the Board of Governors is half of the governors, of whom a majority shall be independent governors'.
- (2) In the event that a quorum is not achieved, it will be at the Chair's discretion to decide whether to:
  - (a) adjourn the meeting;
  - (b) adjourn the meeting and seek a view of members electronically;
  - (c) proceed with the meeting, noting only any substantive items and seek a view of members on matters at the following ordinary meeting; or
  - (d) proceed with the meeting and seek a view of members electronically (see Standing Order 31 – 'Decisions by email').
- (3) The quorum for meetings of each committee of the Board of Governors is detailed within the respective committee constitution.

**STANDING ORDER 22**  
***Meetings of the Board of Governors***

- (1) The Board of Governors and its committees should meet as often as is necessary for the effective discharge of their responsibilities. There shall normally be at least six ordinary meetings of the Board of Governors and a strategic away day meeting in an academic year.
- (2) A calendar of ordinary meetings for the forthcoming academic year will be produced annually by the Governance Office. The Board of Governors and its committees will each approve its schedule of forthcoming meetings by the final meeting of the previous academic year. In exceptional circumstances, the Chair (in the case of the board) and committee chairs (in the case of committees) may approve changes to the schedule of meetings. The number of committee meetings per year is detailed within their respective terms of reference.
- (3) Additional meetings may be held if business requires it and extraordinary meetings may be held at such time as the Chair (in the case of the board) and committee chairs (in the case of committees) may determine, for example, only in cases where, in the view of the



Chair/committee chair, circumstances dictate that a decision is required on an important and urgent matter that cannot reasonably be reached via email (see Standing Order 31).

### **STANDING ORDER 23**

#### ***Conduct of meetings***

- (1) The Chair is responsible for the orderly conduct of meetings. Governors are required to be cooperative in ensuring the fair, effective and efficient transaction of business, ensuring that all who wish to are able to make a contribution.
- (2) The Chair shall decide on the order in which governors may speak, rule on points of order and have the ultimate say in exceptional circumstances on whether or not to suspend, adjourn or conclude a meeting.
- (3) Where the Chair considers that a governor is acting in an unreasonable, obstructive, or offensive manner during a meeting, the governor will be warned that their conduct is unacceptable. Should this behaviour continue, the Chair may require that governor to withdraw from the meeting. In instances where the governor refuses to observe the authority of the Chair in this matter, it shall be open to the Chair and the majority of the other governors, in their absolute discretion, to determine how the meeting should proceed.
- (4) The above items (1) - (3) are applicable to committee chairs in the case of committee meetings.
- (5) The Secretary shall be empowered to advise the Board of Governors and its committees if a matter under discussion is deemed to be beyond the legal powers of the board.

### **STANDING ORDER 24**

#### ***Attendance by governors at meetings***

- (1) Governors are expected to attend all meetings of the board and committees to which they have been appointed. Governors unable to attend meetings with good reason should submit their apologies to the Secretary in writing at the earliest opportunity.
- (2) Meetings of the board are usually held in-person on campus unless stated otherwise. Meetings of the committees are usually held virtually unless stated otherwise.
- (3) If it is not feasible for a board meeting to be held in person, arrangements should be made for that meeting to be conducted via virtual means, provided that, in the view of the Chair, all participating in that meeting are able to communicate effectively with each other.
- (4) Virtual meetings will be conducted in the same format as in-person meetings.

### **STANDING ORDER 25**

#### ***Attendance by officers at meetings***

- (1) The Vice-Chancellor is an ex-officio governor of the university and therefore a full member of the Board of Governors and some committees of the board for as long as they hold office. The Executive Director of Finance and Procurement and the Secretary and their nominee(s) usually attend and speak at meetings of the board, and will report on issues pertinent to the board, as required or determined by the board.
- (2) Other members of staff may attend meetings of the board, as required, to report on substantive matters before the board.

- (3) Attendance by officers at committees of the board is determined by the constitution and terms of reference of each committee or as business requires.

**STANDING ORDER 26**  
***Attendance by other university staff or the public***

- (1) The attendance of any individuals beyond those referred to in Standing Order 25 at a meeting of the Board of Governors is at the discretion of the Chair. The board seeks to operate in an open and transparent manner and any reasonable requests from staff and/or students to attend will be considered at the discretion of the Board of Governors and in the interests of transacting its business in an effective and efficient manner.
- (2) The granting of approval to observe meetings does not confer on observers any entitlement to speak, vote, or otherwise participate in meetings.
- (3) The Chair may require an observer to withdraw from a meeting in the interest of the proper conduct of the meeting. Observers will be required to withdraw from any reserved, confidential or commercially sensitive business.

**STANDING ORDER 27**  
***The agenda***

- (1) The agenda for ordinary meetings of the Board of Governors shall be divided into the following parts:
- (a) Strategic items;
  - (b) Assurance items;
  - (c) Governance items; and
  - (d) Items for noting (not normally for detailed discussion at the meeting).
- (2) The Secretary shall place upon every agenda notice of all business, except such urgent business as may be required to be brought before the Board of Governors by direction of the Chair.
- (3) The agenda and papers for a meeting of the Board of Governors shall normally be despatched to each governor by the Governance Office not less than five working days prior to that meeting. The method of circulation will be electronic, unless certain circumstances mean that a digital copy is not appropriate, for instance where the confidentiality of a matter is such that numbered paper copies of a report are to be considered at the meeting and returned to the Governance Office to be confidentially destroyed.
- (4) The late circulation of papers will not preclude their consideration at any meeting of the Board of Governors unless the Chair so decides.

**STANDING ORDER 28**  
***Order of business***

- (1) The order of business at ordinary meetings of the board shall normally be as follows:
- (a) To choose a member to Chair the meeting in the event that both the Chair and Deputy Chair are absent;
  - (b) To note apologies for absence from the meeting;
  - (c) To declare any pecuniary, family or other personal interests;

- (d) To note the outcome of any business conducted by the board, or by Chair's action, between formal meetings of the board (as appropriate);
  - (e) To approve as a correct record the minutes of the previous ordinary meeting of the Board of Governors and of any subsequent extraordinary meeting(s);
  - (f) To deal with any matters arising from the minutes of the previous meeting(s);
  - (g) To receive and consider a report on any matters of importance brought before the Board of Governors at the direction of the Chair;
  - (h) To receive and consider a report on any matters of importance brought before the Board of Governors at the direction of the Vice-Chancellor;
  - (i) To receive and consider a report on any matters of importance brought before the Board of Governors at the direction of the student governor(s);
  - (j) To deal with the strategic items of business specified in the agenda;
  - (k) To deal with assurance items of business specified in the agenda;
  - (l) To receive and consider oral updates from the Chairs of the Audit and Risk, Finance and Performance and People and Culture Committees;
  - (m) To receive and consider oral updates from the lead governors for Ofsted and Skills, and governors sitting on the Academic Board;
  - (n) To deal with governance items of business specified in the agenda;
  - (o) To receive and consider any items for noting, including the minutes of committees of the board and those of the Academic Board.
- (2) The Board of Governors, via the Chair, may vary the order of business specified in the agenda at any meeting so as to give precedence to a particular matter.

### **STANDING ORDER 29** ***Reserved or confidential business***

- (1) All members of the Board of Governors, including the student and staff members, share the same legal responsibilities and no one should routinely be excluded from discussions.
- (2) In order to protect the interests of the university, its students and its staff, and subject to the provisions of the Data Protection Act 2018 and the Freedom of Information Act 2000, certain items of business may be declared to be confidential and/or reserved.
- (3) Discussion of confidential business and circulation of confidential documents are normally restricted to members of the Board of Governors. Copies of such documents will not be publicly available unless there is sufficient justification to make them available.
- (4) Reserved business normally refers to personal matters concerning details of individual students or members of staff. Discussion of reserved business and circulation of reserved documents are subject to the same restrictions as confidential items.
- (5) In addition, the Chair may, in exceptional circumstances only, decide that student and/or staff members should not receive reserved documents and may be required to withdraw from discussion of such items.
- (6) Confidential and reserved items will be clearly marked and identified as such on the agenda and will usually appear as the final item(s) on the agenda.

### **STANDING ORDER 30** ***Voting***

- (1) Decision making following discussion of an agenda item and its recommendations at the Board of Governors shall normally be by consensus. On occasion, when it is not possible for the board to reach a consensus, a vote shall be conducted by a show of hands. In instances of

virtual meetings, and in accordance with Standing Order 24, agreement will be sought verbally or via a virtual show of hands.

- (2) Only members of the Board of Governors may participate in a vote. Should governors be ineligible to vote i.e. as a result of a conflict of interest, this shall be recorded within the minutes. In certain circumstances, it may be appropriate for ineligible governors to depart the meeting during the vote, or for the entire agenda item.
- (3) Only those governors taking part in the meeting when the vote is put shall be entitled to cast a vote.
- (4) Members may vote in favour of a recommendation, against a recommendation, or abstain. The outcome of a vote will be decided by the majority of votes cast.
- (5) In the event of a tie, the Chair of the Board shall have a casting vote. The result of any votes taken shall be recorded clearly in the minutes. Governors can, if specifically requested, ask that the way in which they voted on a matter be recorded in the minutes.

### **STANDING ORDER 31**

#### ***Decisions by email***

- (1) In exceptional circumstances, usually at the discretion of the Chair, or as agreed by the Board of Governors, where an urgent decision of the board is required and it is not possible to convene either an in-person or virtual meeting, decisions may be made by the exchange of emails, or similar electronic means, provided all\* members are copied into or otherwise participate in the electronic exchange.
- (2) For such a decision to be validly made, a copy of the proposed decision must be circulated by the Secretary or their nominee to all\* members, and the quorum must reply to the Secretary or their nominee to confirm their agreement.
- (3) The Secretary or their nominee shall be responsible for ensuring that decisions made by email are confirmed electronically to the board. All Board decisions made outside of a meeting are reported to the next ordinary meeting.

*\*Except where a governor has a personal interest in the matter such that if it had been discussed at a meeting the member would have been asked to recuse themselves from that discussion or withdraw from the meeting entirely.*

### **STANDING ORDER 32**

#### ***Chair's action***

- (1) In exceptional circumstances, it may be necessary for the Chair to act on a matter of business between meetings. The basis on which Chair's action can be taken is that the Chair is satisfied there is a clear and urgent business need for a decision, and where it is not possible to give necessary notice of an extraordinary meeting to enable discussion and a decision to be taken, or for the board to make a decision by email.
- (2) The procedure for taking Chair's action is as follows:
  - (a) An issue is identified as requiring sufficiently urgent action that, after discussions with the Secretary, it is decided that it would not be possible to reasonably give adequate notice to enable governors to attend an extraordinary meeting or for the board to make a decision by email.

- (b) The Secretary is to be contacted with the detail of the issue and a cogent explanation as to why the issue requires the urgent action of the Chair.
- (c) Via the Secretary, the member of the board or officer concerned with the issue will contact the Chair to discuss the matter and, on the agreement of the Chair that the matter requires urgent action, the action will be taken. In the event that the Chair is not content to take action in this way, the matter will be deferred for decision at the next ordinary meeting, unless it is possible to take the decision via email (see Standing Order 31). The request to the Chair, and the Chair's response, should be provided in writing.
- (d) Any Chair's action taken between meetings will be reported to the next ordinary meeting for noting.
- (e) A record of Chair's actions taken is maintained by the Governance Office.
- (f) Chair's actions may also be taken for by committee chairs for their respective committees. In the event of this occurrence, the above process should be followed.

### **STANDING ORDER 33** ***Minutes of meetings***

- (1) The minutes of meetings of the Board of Governors shall be taken by the Secretary or their nominee. The minutes will include details of those in attendance, any interests declared, discussions and decisions made and the times at which the meeting began and ended.
- (2) The minutes of a board meeting will be published once approved at the following meeting of the board, with redactions incorporated where appropriate (for instance, but not limited to, reasons of commercial sensitivity), but kept to a minimum.

### **STANDING ORDER 34** ***Committees of the Board of Governors***

- (1) The committee structure of the board comprises the following committees:
  - (a) Audit and Risk Committee
  - (b) Finance and Performance Committee
  - (c) Nominations Committee
  - (d) People and Culture Committee
  - (e) Remuneration Committee
- (2) The extent to which the board's functions are delegated to these committees and other individuals or committees of the university is set out in the Scheme of Delegation but is also covered within the constitutions of the relevant committees.

### **STANDING ORDER 35** ***Scheme of Delegation***

- (1) The Board of Governors operates and maintains a Scheme of Delegation for its decision making.
- (2) The Board of Governors is responsible for ensuring that the Scheme is reviewed on at least an annual basis. Any more urgent amendments required in-year that fall outside of (3) will be considered by the Audit and Risk Committee and submitted to the Board of Governors for its approval.

- (3) As per the Scheme, the Secretary has delegated responsibility from the board to make minor and non-substantive amendments to the Scheme to ensure that it is up to date, for instance, but not limited to, the accuracy of job titles and other such similar matters.

**STANDING ORDER 36**  
***Use of the University Seal***

- (1) The Secretary or their nominee is responsible for making arrangements for documents to be executed under seal. All documents associated with property matters are submitted via the office of the Director of Campus Innovation who is responsible for vetting such documents. The Director is able to take advice from the university's solicitors as required, as is any other university director asking for a document to be executed under seal.
- (2) On receiving a document for sealing, the Secretary, or their nominee, will make arrangements for the document to be authenticated, as per clause 18 of the university's Instrument and Articles of Government by the signature of either:
- (a) Any two governors, one of whom must be an independent governor; or
  - (b) Any one independent governor and any other person authorised by the Board of Governors. Those persons authorised by the Board of Governors are the Vice-Chancellor and the Deputy Vice-Chancellors.
- (3) Normally, documents will be authenticated as per 2(a). 2(b) should be used by exception and only when 2(a) is deemed to be impractical, for instance due to urgency or lack of availability.
- (4) A report will be submitted by, or on behalf of, the Secretary to all ordinary meetings of the Board of Governors setting out a summary of all matters that been authenticated by use of the seal since the previous meeting.

**STANDING ORDER 37**  
***Board of Governors effectiveness reviews***

- (1) As set out within the CUC Higher Education Code of Governance, the Board of Governors is required to conduct a full and independent review of its effectiveness at least every three years. The scope for such a review will be steered by the Chair, governors and the Secretary.
- (2) The report and recommendations of the review are required to be submitted to the Board of Governors for its consideration and the board will take a view as to which of its findings it wishes to adopt and/or action.
- (3) The final report of all effectiveness reviews will be published on the university's website.
- (4) The board may opt to publish supplementary information in regard to the actions it has or plans to take in response to the report.