

Ordinance 5

Proceedings of the Board and Board Committees

1 Application

1.1 This **Ordinance 5** applies to meetings of the Board and Board Committees (excluding, for the avoidance of doubt, Senate). Unless otherwise specified or the context requires otherwise, references in this **Ordinance 5** to:

1.1.1 a "**meeting**" means a meeting of the Board or of a Board Committee;

1.1.2 "**members**" means members of the Board or of a Board Committee as the case may be (and in the case of a Board Committee shall include Co-opted Members who are not Trustees) (and "**member**" shall mean one of such members);

1.1.3 the "**relevant Chair**" means the Chair of the Board or the Chair of a Board Committee as the case may be; and

1.1.4 the "**Secretary**" means, in relation to the Board, the University Secretary and, in relation to a Board Committee, the University Secretary or the person nominated by them in accordance with **Ordinance 7.4.6.4** to act as Secretary to the Committee.

2 Annual calendar

2.1 University Secretary is responsible for preparing the annual calendar of meetings for the approval of the relevant Chair and circulation to members.

3 Additional meetings

3.1 An additional meeting of the Board may be convened at any time by the Chair of the Board or on receipt of a written or email request from at least a third of the Trustees setting out the matters they wish to be discussed at the additional meeting.

3.2 An additional meeting of a Board Committee may be convened at any time by its Chair or the Chair of the Board.

4 Cancelling or re-arranging scheduled meetings

4.1 The relevant Chair has the power to:

4.1.1 cancel a scheduled meeting if they consider there is insufficient business to be transacted; and

4.1.2 re-arrange a scheduled meeting if they consider it necessary,
provided that they should normally do so with at least one week's notice.

5 Agenda

5.1 The Secretary is responsible for drawing up the agenda for meetings with the approval of the relevant Chair and ensuring there is adequate supporting information.

- 5.2 Any member wishing to request that an item is placed on the agenda for a meeting should communicate with the Secretary. The relevant Chair has discretion over whether the item is included on the agenda.
- 5.3 The agenda (including the relevant papers) for a meeting should be sent to each member, electronically, seven days in advance of the meeting.
- 5.4 The Secretary is responsible for providing guidance on the preparation of papers and deadlines for submission. Late papers will only be accepted with the approval of the relevant Chair.
- 5.5 Trustees may submit to the Registrar & University Secretary written questions addressed to the Vice-Chancellor or other University officers, to be placed on the agenda for a Board meeting. Unless urgent, such questions should be sent in time to allow circulation with the other papers. Time for questions and discussion of any issue will be at the discretion of the Chair of the Board.

6 **Attendance at meetings**

- 6.1 Meetings may be held either in person or by suitable electronic means determined by the relevant Chair in consultation with the University Secretary or by a combination of both provided that all members participating in the meeting may communicate with all the other participants. If all of the members participating in a meeting are not in the same place, the relevant Chair may decide that the meeting is to be treated as taking place wherever any of them is.
- 6.2 A member shall be regarded as being present at a meeting at any time when they are attending personally or by such electronic means as have been approved in accordance with **Ordinance 5.6.1**.
- 6.3 A member who is unable to attend a meeting should submit their apologies in advance to the Secretary together with any comments on the agenda (and/or papers). Attendance will be monitored.
- 6.4 A Trustee may request in advance of a Board meeting the express permission of the Chair of the Board to be absent from the meeting. In accordance with **Ordinance 2.9.2.1**, if a Trustee fails to attend three successive Board meetings without having obtained the express permission of the Chair of the Board, their term of office as a Trustee shall automatically terminate.
- 6.5 Members cannot send a deputy or alternate to act in their place.

7 **Quorum**

- 7.1 The quorum for meetings of the Board is set out in **Statute 2.1**.
- 7.2 The quorum for meetings of Board Committees is set out in **Ordinance 4**.
- 7.3 Where there is no quorum the meeting may proceed but no decisions can be taken. Alternatively, the meeting can be re-arranged at a suitably convenient alternative date/time.

8 **Attendance to observe**

- 8.1 The following persons (in addition to the University Secretary) are in attendance at meetings of the Board, to observe only and not to vote or approve any matter, and shall receive the agenda (and papers):
- 8.1.1 Chief Operating Officer & Registrar.

- 8.1.2 Chief Financial Officer.
- 8.1.3 Such other persons as the Chair of the Board may from time to time determine.
- 8.2 The following persons are in attendance at meetings of a Board Committee, to observe only and not to vote or approve any matter, and shall receive the agenda (including papers):
 - 8.2.1 Such persons (if any) as are specified in the Board Committee's terms of reference in **Ordinance 4**.
 - 8.2.2 Such other persons as the relevant Chair may from time to time determine.
- 8.3 Any Trustee may, with approval of the relevant Chair, attend a Board Committee meeting as an observer, unless they have a Conflict of Interest.

9 **Conduct of meetings**

- 9.1 The Board and Board Committees may determine how they conduct their own meetings, subject to the Charter, Statutes and Ordinances.
- 9.2 Meetings will be chaired by the relevant Chair or by such other person as shall be appointed as chair in accordance with **Ordinance 2.12.1.2** in the case of a Board meeting or in accordance with **Ordinance 4** in the case of a Board Committee meeting.
- 9.3 The chair of the meeting has discretion to determine the conduct of discussion and debate at meetings and how business is to be brought to conclusion. The chair will not unreasonably refuse any member the right to speak. The chair may require a member to leave a meeting if they consider the member is disrupting the meeting.
- 9.4 The chair of the meeting has a discretion to accept or reject for debate a formal motion (or an amendment to a formal motion) proposed during the course of the meeting by a member and to determine the order in which amendments and motions are taken. Proceedings on any amendments must be completed before any decision is taken on the substantive motion (as amended). Where there is more than one motion, the motion under consideration must be disposed of before proceedings on any subsequent motions commence.
- 9.5 Every matter for decision shall be determined after due deliberation by those members present, the chair of the meeting taking the sense of the meeting. Formal voting will only be used if consensus cannot be achieved by other means. Any member may request that the matter be put to a vote. The chair of the meeting will decide when and if a formal vote should be taken.
- 9.6 On a formal vote, every decision except for a Special Resolution shall be by a simple majority of the votes cast at a meeting. In the event of an equality of votes, the chair of the meeting has a second or casting vote (unless the chair of the meeting is in accordance with **Ordinance 5.14** not to be counted as participating in the decision-making process for quorum or voting purposes). The Secretary will act as teller and will record the number of votes for and against a resolution or amendment and the number of abstentions in the minutes. Attendees who are not members may provide guidance, advice and opinion at the discretion of the chair of the meeting but may not vote.
- 9.7 Members must comply with their duties of collective responsibility under the Code of Conduct in **Ordinance 1.3**. In accordance with **Ordinance 1.3.3.3**, a member who disagrees with, abstains on, or votes against, any motion may request an appropriate note be made in the minutes.

10 Minutes

- 10.1 Decisions and the reasons for them will be recorded in the minutes, which shall be taken by the Secretary. Minutes will be approved by the relevant Chair and then circulated promptly to members for approval (with such amendments as may be agreed) at the next meeting.
- 10.2 Board and (where relevant) Committee minutes will be published in accordance with the University's approved publication policy and schedule.

11 Decisions without a meeting

- 11.1 The Board or a Board Committee may consider a resolution proposed in writing (including by email or in other electronic form) other than at a meeting if the relevant Chair, after consulting with the University Secretary, considers that the circumstances are exceptional and exigent and that it would be expedient in the best interests of the University for a resolution in this form to be considered.
- 11.2 A decision made in this form shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided that:
 - 11.2.1 a report setting out the proposed resolution together with an explanation of the reasons for it and instructions for how a member is to signify their agreement (or dissent) to the resolution (including a time limit for responding) is sent to all members entitled to receive notice of a meeting (the "**report**");
 - 11.2.2 the resolution is agreed to by a majority of such members (provided that majority would form a quorum at a meeting) in accordance with the instructions specified in the report, which shall allow for members to share their responses; and
 - 11.2.3 this Ordinance shall not apply to any decision of the Board to be made by Special Resolution.
- 11.3 A procedural defect of which the Board or Board Committee is unaware at the time does not invalidate decisions taken.
- 11.4 The Secretary will be responsible for the conduct of any decisions taken without a meeting, including keeping accurate records and reporting the decision to the subsequent meeting.

12 Chair's action

- 12.1 In addition to the powers delegated to the Chair of the Board under the Board Delegation Schedule, the Chair of the Board (or, where the Chair is not available, the Deputy Chair of the Board) has delegated authority under **Ordinance 3.10** to take decisions on behalf of the Board in certain exceptional and exigent circumstances.
- 12.2 The Chairs of Board Committees have delegated authority under **Ordinance 4.2.3.3** to take decisions on behalf of the Committee in certain exceptional and exigent circumstances.

13 Confidentiality

- 13.1 The University seeks to operate as openly and transparently as possible but recognises that, on some occasions, it is necessary to treat the business of the Board or Board Committees as confidential. This is normally because the matters under discussion include commercially sensitive or personal information. The presumption is that all papers and minutes should be open unless there are good reasons to make them confidential.
- 13.2 Papers and minutes should make clear the extent to which they are open, confidential or strictly confidential, in accordance with guidance on these categories provided by the

University Secretary. Papers may be re-classified during the meeting as open, confidential or strictly confidential. Minutes may also from time to time include a confidentiality classification.

- 13.3 Members must comply with their duties under the Code of Conduct in **Ordinance 1.3** regarding confidentiality.

14 **Conflicts of interest**

- 14.1 The Trustees have a legal obligation to act solely and exclusively in the best interests of the University and in accordance with its Charter, Statutes and Ordinances and the laws that apply to them.
- 14.2 The Trustees are expected to act impartially and objectively and to take steps to avoid Conflicts of Interest, which may otherwise inhibit free discussion, result in decisions that are not in the best interests of the University and risk a perception that the Trustees have acted improperly.

Definitions

- 14.3 In this **Ordinance 5.14**:

14.3.1 "**Benefit**" means any payment of money by, or any other direct or indirect benefit in money or money's worth provided by, the University;

14.3.2 "**Conflict of Interest**" means any Interest of a Trustee (or any person Connected to a Trustee) that conflicts, or may conflict, or may be perceived to conflict, with the interests of the University and:

- (a) includes a conflict of loyalty;
- (b) includes both situational and transactional Interests; and
- (c) applies to the exploitation of any information, property or opportunity;

14.3.3 "**conflict of loyalty**" means a situation, transaction or other arrangement with or involving the University in which a Trustee has no financial or other personal Interest but has a conflict between their duty to the University and their duty to another person (which may be because they are a governor, trustee, director, shareholder, member, officer or employee of that other person);

14.3.4 "**Connected Person**" means any person falling within one of the following categories:

- (a) any spouse or civil partner of a Trustee;
- (b) any parent, child, brother, sister, grandparent or grandchild of a Trustee who is financially dependent on such Trustee or on whom the Trustee is financially dependent;
- (c) the spouse or civil partner of any person in (b);
- (d) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to that of a spouse or civil partner; or
- (e) any company, LLP or partnership of which a Trustee is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and

any person who is a Connected Person in relation to any Trustee is referred to in this **Ordinance 5.14** as "**Connected**" to that Trustee.

14.3.5 "**Interest**" means any direct or indirect interest in any situation, transaction or arrangement and includes:

- (a) any interest a Trustee or any person Connected to a Trustee may have as a consequence of any duty he or she may owe to any other person;
- (b) all of the posts, memberships, offices and other roles (and gifts and hospitality received) specified in **Ordinance 5.14.6**; and
- (c) any Benefit to a Trustee which is not available to all Trustees; and

and where a Trustee (or any person Connected to a Trustee) has any such interest in any relevant situation, transaction or arrangement the Trustee is "**Interested**" in it.

Duty to avoid Conflicts of Interest

14.4 Every Trustee owes a duty to avoid any Conflict of Interest.

Declarations of Interest

14.5 On their appointment every Trustee must declare their Interests to the University Secretary (a "**Declaration of Interests**").

14.6 Trustees should declare the following as Interests:

14.6.1 any post held in the ordinary course of employment or practice;

14.6.2 membership of any professional body;

14.6.3 any shareholding of more than 1% in any unlisted company (whether public or private);

14.6.4 any governorship, trusteeship (including acting as a trustee of the Students' Union) or membership of any other charity (including any overseas charity);

14.6.5 any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, governor, chief executive, treasurer and secretary;

14.6.6 consultancies, directorships or advisory positions;

14.6.7 membership of a pressure group (e.g. thinktank or NGO) with an interest in the activities of the University; and

14.6.8 gifts or hospitality offered to a Trustee in their capacity as a trustee of the University, whether accepted or declined; and

14.6.9 such other posts, memberships, offices and other roles as the Board may determine from time to time,

and including, for the avoidance of doubt, the Interests of anyone who is Connected to a Trustee.

14.7 Each Trustee will:

- 14.7.1 update their Declaration of Interests at the start of each Academic Year; and
- 14.7.2 declare to the University Secretary in accordance with **Ordinance 5.14.8** the nature and extent of any Interest they may have or acquire in any existing situation, transaction or arrangement with the University or in any situation, transaction or arrangement proposed with the University of which the Trustee is aware.
- 14.8 Any declaration made by a Trustee pursuant to **Ordinance 5.14.7.2** shall be made as soon as possible after the Trustee becomes aware of their Interest in the relevant situation, transaction or arrangement and in any event before the meeting of the Board at which the situation, transaction or arrangement is to be discussed. In the event such prior declaration is not possible, the Trustee must declare their Interest at the very latest before any discussions takes place in relation to such situation, transaction, or matter to which the Interest relates). If a Trustee is not in attendance at such a meeting, they should declare their Interest to the University Secretary as soon as reasonably practicable thereafter. If a Trustee fails to declare an Interest which is known to the Chair of the meeting or the University Secretary then the Chair or the University Secretary will declare that Interest.
- 14.9 Conflicts of Interest will be a standing agenda item at the beginning of each Board meeting and any Interests declared by Trustees will be noted.
- 14.10 The University Secretary will maintain a register of the Interests of all Trustees (and persons Connected to them) (the "**Register of Interests**"). Subject to any relevant duty or obligation of confidentiality, the Register of Interests will be published on the University's website.
- 14.11 If a Trustee is unsure of what to declare, or whether and/or when their Declaration of Interests needs to be updated, they must ask the University Secretary for guidance and act in accordance with it.

Determinations about the management of Conflicts of Interest

- 14.12 Where a Trustee has an actual or potential Conflict of Interest, the Trustees will determine the scope and extent of a Trustee's Conflict of Interest and the decisions and other business of the Board which they should or should not participate in as a consequence. Any such determination shall be:
 - 14.12.1 subject to the requirements of **Ordinances 5.14.13 to 5.14.18**;
 - 14.12.2 proposed by the University Secretary in consultation with the Chair of the Board for approval by the Trustees;
 - 14.12.3 made prior to any discussions in relation to the situation, transaction, or matter regarding which the Trustee has a Conflict of Interest; and
 - 14.12.4 made without the participation of the Trustee with the actual or potential Conflict of Interest, whether by participating or being counted in any discussion, quorum or vote, unless that Trustee is expressly invited by the Trustees to provide information.

Conflict of Interest

- 14.13 Subject to **Ordinances 5.14.15 and 5.14.16**, a Trustee who has any Conflict of Interest in relation to a particular situation, transaction or arrangement must cease to act and not vote, or count in the quorum on any vote, in relation to any decision of the Board about such situation, transaction or arrangement.

- 14.14 The relevant Trustee should also not be present during any debate or vote about any such situation, transaction or arrangement by the Trustees, unless expressly invited by the Trustees to remain in order to provide information.
- 14.15 Any Trustee who has a Conflict of Interest which relates exclusively to any Benefit which all of the Trustees are authorised to receive on the same terms may vote, and count in the quorum on any vote, in relation to that Benefit.

Conflicts of loyalty

- 14.16 Where a Trustee has a Conflict of Interest as a result solely of a conflict of loyalty in relation to a particular situation, transaction or arrangement, the Trustees may decide that:
- 14.16.1 the relevant Trustee should cease to act in relation to the relevant situation, transaction or arrangement and not vote on it (or count in the quorum in relation to any such vote); or
- 14.16.2 the conflict of loyalty should be kept under review, with the Trustee continuing to act in relation to the relevant situation, transaction or arrangement (including voting on it and counting in the quorum) in the meantime.
- 14.17 In making a decision in accordance with **Ordinance 5.14.16** the Trustees must act in what they consider to be the best interests of the University and should consider both the nature and extent of the Trustee's conflict of loyalty and its actual or perceived impact on the University.
- 14.18 Where a Trustee with a conflict of loyalty ceases to act in relation to a situation, transaction or arrangement, he or she should absent themselves from any discussion or voting by the Trustees about that situation, transaction or arrangement, unless expressly invited by the Trustees to remain in order to provide information.

Minutes

- 14.19 The minutes of the Board meeting at which a Conflict of Interest is declared and discussed will record the nature and extent of the Conflict of Interest and summarise the discussion and the decisions taken to manage that Conflict of Interest.

Access to documents and other information

- 14.20 Where a Trustee is not able to act in relation to a Conflict of Interest, they will not seek, or be entitled to, access to any documents or other information held by the University which relate in any way (whether directly or indirectly) to that Conflict of Interest.
- 14.21 The Chair, in consultation with the University Secretary, will determine which documents and other information relate directly or indirectly to the relevant Conflict of Interest.

University Trustees

- 14.22 It is recognised that there is the specific scope for a Conflict of Interest to arise for the following University Trustees:
- 14.22.1 the Vice-Chancellor (as a member of Staff)
- 14.22.2 a Deputy Vice-Chancellor acting as a University Trustee (as a member of Staff);
- 14.22.3 the Academic Trustees and Professional Services Trustees (as members of Staff); and
- 14.22.4 the Student Trustees (as Students or Full-time Officers).

- 14.23 It is also recognised that there is the specific scope for a Conflict of Interest to arise for any Trustee who is Connected to a Student (where they will have a personal interest in the provision of education and care to that Student) or member of Staff of the University.
- 14.24 For the purposes of this **Ordinance 5.14**:
- 14.24.1 any Trustee who is also a member of Staff shall be deemed not to be Interested in any situation, transaction or matter as a member of Staff provided that the relevant situation, transaction or matter relates to the Staff generally (or to a section of the Staff) and does not relate specifically to that Trustee as a member of Staff;
- 14.24.2 any Trustee who is a Student shall be deemed not to be Interested in any situation, transaction or matter as a Student provided that the relevant situation, transaction or matter relates to Students generally (or a section of Students) and does not relate specifically to that Trustee as a Student; and
- 14.24.3 the provisions of this **Ordinance 5.14.24** shall apply in the same way to any Trustee who is Connected to any member of Staff or Student.
- 14.25 If there is or may be any uncertainty about whether **Ordinance 5.14.24** applies to any situation, transaction or matter, the Chair shall, in consultation with the University Secretary, determine whether or not it applies and such determination shall be conclusive. Any Trustee may seek a determination from the Chair in accordance with this **Ordinance 5.14.25** at any time.
- 14.26 Notwithstanding that **Ordinance 5.14.24** may apply to any Trustee, they must declare that they are (as the case may be):
- 14.26.1 also a member of Staff; or
- 14.26.2 also a Student or Full-time Officer; or
- 14.26.3 Connected to a member of Staff or a Student or Full-time Officer;
- in accordance with the provisions of this **Ordinance 5.14**.

Committees

- 14.27 The provisions of this **Ordinance 5.14** shall apply to every Board Committee except for Senate in the same way as they apply to the Board and in particular as if:
- 14.27.1 members of each Board Committee were deemed to be Trustees;
- 14.27.2 meetings of the Board were meetings of the Committee;
- 14.27.3 the relevant Chair of each Board Committee is the Chair; and
- 14.27.4 the Secretary of each Board Committee is the University Secretary.

The Chair

- 14.28 Where the Chair has any Interest which will or may give rise to a Conflict of Interest, any discretion, power or other function vested in them by **Ordinances 5.14.1 to 5.14.27** shall be exercisable by the Deputy Chair in relation to such Conflict of Interest.