



St Mary's
University
Twickenham
London

BOARD OF GOVERNORS REGULATIONS

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1 POWERS OF THE GOVERNORS TO MAKE REGULATIONS AND GENERAL

- 1.1 The *Articles* of the University give to the Governors powers and responsibilities. Specific responsibilities relating to individual Regulations are highlighted in the relevant Regulation. The powers are:

To make Regulations consistent with the Articles and the Companies Act to govern their proceedings and meetings of committees; and to make Regulations consistent with the Articles and the Companies Act to govern the administration of the University and the use of its seal (if any); (*Articles* 24.1)

Subject to the provisions of these Articles the Governing Body shall have full power to make Regulations for the management of the University and for the conduct of their own business. (*Articles* 15.1.7)

- 1.2 Regulations are defined in the *Articles* to be:

Rules, standing orders or other arrangements to regulate the proceedings of any meeting held under these Articles. (*Articles* 1.1)

- 1.3 The *Articles* set out the powers of the University and the Governors acting within the Articles, the responsibilities of the Governors as Trustees of the registered charity under relevant charity legislation and as Directors of the company limited by guarantee under relevant legislation. (*Articles* 13.1)

- 1.4 These Regulations should be read in conjunction with the *Scheme of Delegation*, the Board's *Handbook* and other relevant documents. In any dispute the Chair will rule on the advice of the Clerk.

- 1.5 Any committee referred to in these Regulations has a permanent standing (sometimes referred to as 'Standing Committee'). Such a committee is required under the University's *Articles* or is established by the Board with clear Terms of Reference, duties and powers, and a membership determined by the Board.

- 1.6 The Board may establish occasional groups, variously referred to as working parties or task groups. Such groups will have a temporary standing, being established to address particular issues, report and then disband. They will normally have Terms of Reference or a direction from the Board on the issues to be addressed with clear membership and reporting requirements. Their operation will not be subject to these Regulations.

- 1.7 In these Regulations the word 'shall' is used where appearing in the *Articles* otherwise the word 'will' is used. Both words are used to indicate a statutory or regulatory requirement. Use of the word 'may' indicates what possibly or normally will be done.

- 1.8 In these Regulations both 'Governing Body' and 'Board [of Governors]' are used and both words refer to the same body of the University which is in the words of the CUC *Code of HE Governance* 'unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit'. Any reference to the 'Academic Board' is made in full to distinguish it from the Board of Governors.

2 THE APPOINTMENT AND REMOVAL OF GOVERNORS

General

2.1 The *Articles* (13.4.8) state:

The Governing Body shall make Regulations relating to the nomination, election, appointment and re-appointment of Governors, which shall take account of best practice in the governance of universities, the nature of the University as a Catholic institution and the promotion of equality of opportunity and diversity.

Membership

2.2 The *Articles* (13.3) state that the Board shall consist of:

Not less than twelve and not more than twenty four persons comprised as follows:

Three *ex-officio* Governors namely: the Archbishop (or nominee), the Director of the Catholic Education Service (CES) (or nominee), the Vice-Chancellor;

Up to six Independent Governors nominated by the Archbishop and appointed by the Board;

Up to six Independent Governors nominated by the CES and appointed by the Board;

Three persons from within the University community appointed by the Governing Body in accordance with Regulations made by the Governing Body, two being members of Staff and one being a Student;

Up to six Independent Governors co-opted by the Board at a duly constituted meeting;

Essential requirements

2.3 'Independent' is defined in the *Articles* (1.1):

"Independent Governor" means a Governor who is external to the University and is not a Staff or Student member of the University;

All Governors who are not Staff or Student Governors will be regarded as Independent Governors.

2.4 In accordance with legislation and the CUC *Code of HE Governance* the *Articles* require:

At all times Independent Governors shall comprise at least two-thirds of the Governing Body; (13.4.6) and

The Governing Body shall receive recommendations for the appointment of Governors from the Governing Body's Nominations Committee. (13.4.9)

- 2.5 In accordance with legislation, every Governor after appointment or reappointment will sign a declaration of willingness to act as a Director and as a charity Trustee of the University before he or she may vote at any meeting of the Governors (*Articles* 13.5).

Determination of Board size and membership

- 2.6 The *Articles* state (13.4.1/2 and 13.4.7):

The Governing Body shall determine from time to time the number of Governors to be appointed pursuant to *Articles* ...Before making any such determination; the Governing Body shall consult with the Archbishop and with the CES.

The Clerk shall give written notice to the Archbishop and to the CES of any change in the composition of the Governing Body.

The Governing Body shall ensure that a majority of Independent Governors shall have experience of and shall have demonstrated capacity in educational, commercial, industrial, voluntary or employment matters, the practice of any profession or of any other area deemed by the Governing Body to be relevant to the furtherance of the Objects.

- 2.7 The Board has agreed (meeting of 14 April 2016) that the Board should be comprised of a total of 16 full members.

- 2.8 The following table not forming a Regulation illustrates the necessary requirements under varying Board sizes:

Ex Officio	Archbishop's nominations	CES nominations	Staff and Student	Co-optees	Total
3	3	3	3	0	12
3	3	3	3	2	14
3	4	4	3	2	16
3	4	4	3	4	18
3	5	5	3	5	21
3	6	6	3	6	24

- 2.9 In any determination the following rules shall be observed (*Articles* 13.4.1). It will be the responsibility of the Clerk to ensure that essential requirements (2.3-5 above) and the following rules are met:

There shall be a minimum of three Governors nominated by each of the Archbishop and CES, and both shall always be entitled to nominate the same number of Governors;

At all times the Archbishop (or nominee), the Director of the CES (or nominee) and their respective nominated Governors shall constitute a majority of at least two;

If the number of Governors holding office *ex-officio* (the Chair, the Director of the CES or nominee and the Vice-Chancellor) or as nominees of the Archbishop or the Director of the CES is twelve, there shall be no more than two co-opted Governors; and

At all times the number of co-opted Governors shall be no more than the nominees of the Archbishop or the CES.

- 2.10 The process for the nomination of Governors by the Archbishop and the CES may be set out in further documents or agreements. Nominations may arise from various circumstances, from responses to external advertisements or from recommendations. Individuals may be approached where a particular skill set is required.
- 2.11 All appointments to the Board will be made on the recommendation of the Nominations Committee which will take account of best practice in governance, promote equality and diversity, and ensure the appointment of Governors with skills and abilities appropriate to the needs of the University who also show a commitment to the work of Catholic higher education. (*Articles* 13.4.8/9)

Term of office

- 2.12 The *Articles* (13.4.10-12) state that Governors, other than the *ex-officio* Governors shall normally be appointed for a term of three years. The Student Governor shall be appointed for a term of one year.
- 2.13 No Governor (other than an *ex-officio* Governor) shall serve more than three consecutive terms of office unless the Governing Body exceptionally resolves to permit a further term or terms in respect of a new or more senior role, provided that the maximum period of service in the new or more senior role does not exceed nine years.
- 2.14 It will be the responsibility of the Clerk to maintain necessary records of membership of the Board and to advise the Nominations Committee appropriately.

Chair and Vice-Chair

- 2.15 The *Articles* (13.4.13) state that the Archbishop or his appointed nominee shall be the Chair of the Governors and that the Governors shall elect one of their number (not being a Staff or Student Governor) to be the Independent Vice-Chair. In the absence of the Chair or Vice-Chair, the Governors shall elect one of their number (not being a Staff or Student Governor) to be chair of that meeting.
- 2.16 The Chair, the Vice-Chair or any Governor elected to chair a meeting of the Board will always be an Independent Governor (one external to the University).

Termination of period of office

- 2.17 The *Articles* (13.6) state that a Governor's term of office terminates automatically if:

S/he is disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee;

S/he is incapable, whether mentally or physically, of managing his or

her own affairs;

In the case of a Staff or Student Governor, if s/he ceases to be comprised in the Staff or Student Body (as defined in the *Articles*);

S/he resigns by written notice to the Governing Body (but only if at least two Governors will remain in office).

2.18 The *Articles* (13.6) state that a Governor's term of office terminates if:

S/he does not abide by the Code of Conduct approved by the Governing Body and the Governing Body resolves that his or her term of office as Governor be terminated;

S/he is removed by the person or persons who appointed or nominated him or her after due process as determined by the Governing Body under Regulations or by ordinary resolution of the Members under the Companies Act.

2.19 The Nominations Committee will consider the removal of a Governor if necessary.

3 THE APPOINTMENT OF STAFF AND STUDENT GOVERNORS

General

- 3.1 The *Articles* state that membership of the Board shall include:

Three persons from within the University community appointed by the Governing Body in accordance with Regulations made by the Governing Body, two being members of Staff and one being a Student. (*Articles* 13.3.4)

- 3.2 The *Articles* (1.1) have the following definitions:

“**the Staff**” includes both teaching and other staff of the University and both full-time and part-time staff;

“**Staff Governor**” means a Governor appointed in accordance with Article 13.3.4;

“**Student Body**” means all registered students pursuing a course of study at the University and “Student” means such a registered student;

“**Student Governor**” means a Governor appointed in accordance with Article 13.3.4;

“**Students Union**” means the association representing the Student Body in accordance with Article 21.4;

Staff Governors

- 3.3 The Board agreed (Board 14 April 2016) that one Staff Governor should be a member of the academic staff and one Staff Governor should be a member of the professional services (non-teaching) staff. ‘Academic staff’ are those members of staff who are employed on an academic contract, including Professors and any other senior managers on such contracts, whether full-time or part-time. ‘Professional services staff’ includes all those members of staff who are not employed on an academic contract, whether full-time or part-time.

- 3.4 In any case of doubt on the status of an individual the Senior Director of People will provide advice.

- 3.5 The academic Staff Governor will be nominated and elected by the Academic Board of the University from amongst its members.

The support Staff Governor will be nominated by, and elected from, the support staff of the University.

- 3.6 Elections will be arranged and managed by the University Secretary according to rules published from time to time. This will normally involve:

- i. inviting nominations from the two constituencies by publishing notice of vacancies and the election process within the University
- ii. in the case of more nominations being received than vacancies are available, inviting short election addresses from the candidates
- iii. the issue of voting papers to the constituencies and a ballot

- 3.7 Voting and the opening of ballot boxes will be overseen by an independent scrutineer or scrutineers appointed for the purpose. The ballot will operate on a 'first past the post' system. Electronic voting may be permitted but subject to the availability of a secure system for recording votes.
- 3.8 On appointment to the Board, Staff Governors will have the same role and responsibilities as all other Governors. They will be required to certify that they are not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee, and complete the Register of Interests. They will be required to observe any necessary confidentiality of Board papers and discussions.
- 3.9 While elected by the Academic Board and the professional services (non-teaching) staff, the Staff Governors will be expected to act as all other Governors, impartially and in the best interests of the University (see Regulation 8 and CUC *Code of HE Governance*).

Student Governor and Student Observer

- 3.10 The Student Governor will be the elected President of St Mary's Students Union. Arrangements for the election of the President will be made by the Students' Union.
- 3.11 The Student Governor shall be appointed for one year (*Articles 13.4.11*).
- 3.12 The Student Governor will be required to certify that s/he is not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee.
- 3.13 On appointment to the Board, the Student Governor will have the same role and responsibilities as all other Governors. S/he will be required to certify that they are not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee, and complete the Register of Interests. They will be required to observe any necessary confidentiality of Board papers and discussions.
- 3.14 The Board agreed (meeting of 14 April 2016) that a non-voting Student Observer should be permitted to attend Board meetings.
- 3.15 The Student Observer will normally be a member of the Students' Union Executive and attend *ex-officio*. Arrangements for the nomination of the Student Observer will be made by the Students' Union.

4 MEETINGS OF THE MEMBERS

General

4.1 The *Articles* (11.4) state:

Proceedings at general meetings shall be as proposed by the Governing Body in Regulations and approved by Members from time to time.

4.2 The *Articles* (11.4) state that the Members of the University shall be:

the Archbishop;
the Director of the CES;
up to two persons nominated by the Archbishop who may be Governors nominated by the Archbishop under Article 13; and
up to two persons nominated by the CES who may be Governors nominated by the CES under Article 13;

4.3 The nominated Members shall be as agreed between the Board and the Archbishop and the Director of the CES. Their names shall be entered in the Register of Members (*Articles* 10.1).

Responsibilities of Members

4.4 The responsibilities of the Members are set out in the *Articles*:

To deal with Restricted Business: the sale, or grant of any lease for a term of more than 21 years, of any of the University's land or buildings the acquisition of which land or buildings was wholly or substantially funded by the Catholic Church or the CES or any predecessor to the CES (1.1) or

Amendment of the *Articles* (12)

Application of assets should the institution be dissolved (9.1)

Requirements for meetings of Members

4.5 The *Articles* (11) set out requirements for meetings of the Members:

There shall be no requirement to hold an annual general meeting.

A general meeting of the Members may be called by a Member or by the Governing Body by giving at least 14 days' notice in writing which shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be served on all Members, Governors and the Auditors.

A general meeting may also be called on shorter notice in accordance with section 307 of the Companies Act.

General meetings may be held by telephone or by televisual or other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

There is a quorum at a general meeting if the number of Members personally present is at least four to include either the Archbishop or the Director of the CES. In the event of a deadlock, the Archbishop or in his absence, the Director of the CES, shall have a casting vote.

A written resolution, including without limitation by electronic communication, in accordance with the Companies Act and signed by a simple majority of Members (or in the case of a special resolution by a majority of not less than 75%) is as valid as a resolution passed at a general meeting.

4 THE BOARD'S BUSINESS

General

- 5.1 The *Articles* (14.1) require there to be at least three meetings of the Board in a year and state (14.9):

The Governing Body shall make Regulations to govern procedure at Governors' meetings.

- 5.2 The dates for the ordinary meetings of the Board will be arranged one year in advance. It may be necessary to call special or extraordinary meetings, either of the Board or its committees to deal with specific and pressing items of business. Such meetings will not necessarily consider the minutes and matters arising from the previous meeting (unless relevant to the discussion of the special or extraordinary meeting). Minutes and any reports from the special or extraordinary meeting will be submitted to the next ordinary meeting of the Board.
- 5.3 Meetings may be held by either in person or by suitable electronic means agreed by the Governors in which all participants may communicate with all the other participants (*Articles* 14.4). The means by which a meeting is held will be relevant in any formal vote or resolution (5.14 below).

Notices of meetings

- 5.4 It will be the responsibility of the Clerk to ensure due notice of a meeting is given to all Governors. *Articles* (27.1/2) provide for notices (agendas and papers) to be sent by hand, by post or by suitable electronic means, or by the means by which a Governor has asked that notices be supplied.
- 5.5 Notices for each meeting of the Board will be published not less than seven days before the meeting.

Chairing of meetings

- 5.6 The meetings of the Board will be chaired by the Archbishop or his nominee or in the absence of the Chair by the Vice-Chair of the Board, or in the absence of the Chair or Vice-Chair by a Governor elected for the purpose who is not a Staff or Student Governor. (*Articles* 13.4.3)
- 5.7 In the absence of the Chair or the Vice-Chair, the Clerk will initiate this election. In such a case the Clerk will rule on the business that may be transacted.
- 5.8 The Vice-Chancellor will not chair any meeting of the Board or its standing committees except where s/he is acting as the Chair of the Academic Board.
- 5.9 It will be the responsibility of the Clerk to advise the Chair that at all times any meeting of the Board is quorate (5.10/11 below) and operating within its proper powers and responsibilities.
- 5.10 There may be limited occasions when a committee delegates authority to its Chair, a senior officer or exceptionally a member to act between meetings. Such occasions may typically occur when:

- Business is unfinished for lack of information but for which a clear steer is given for when the information becomes available
- Further discussion or clarification is required on matters of detail, policy or process
- Business is approved by the committee subject to certain conditions being met

5.11 Use of delegated authority under such circumstances should be limited. The minutes of the committee will clearly record the circumstances under which authority is delegated, to whom authority to act is delegated and any budgetary or time constraints which apply to the delegation.

5.12 The action taken should be reported back to the committee on completion or at the next meeting of the committee.

Quorum

5.10 The quorum for a meeting of the Board is stated in the *Articles* (14.2) as:

No fewer than half of the duly appointed Governing Body from time to time pursuant to Articles 13.3 and 13.4.1 excluding Staff and Student Governors.

5.11 At all times a quorum shall be a majority of Independent Governors (*Articles 14.2*).

Adjournment of meetings

5.12 If a scheduled meeting of the Board is inquorate, the meeting will be adjourned until a special meeting can be arranged. Any meeting may be adjourned by a resolution.

Voting and resolutions

5.13 Every issue may be determined by a simple majority of the votes cast at a meeting (*Articles 14.6*). Except for the Chair who has a casting vote, every Governor shall have one vote (*Articles 14.7*).

5.14 A written resolution signed by all the Governors shall be as valid as a resolution passed at a meeting. The resolution may be contained in more than one document and will be treated as passed on the date of the last signature (*Articles 14.6*).

5.15 Exceptionally, should any Governor not be able to attend or otherwise participate in a meeting, they may provide their opinion on an issue and may vote on a properly formulated resolution notified to them by email. The consequent resolution will be as valid and effectual as if the relevant member had been present provided the following conditions are complied with:

- i. the normal rules for quoracy apply (ie a member offering their opinion or voting by email shall not affect the requirement for a meeting to be quorate);
- ii. the normal rules for voting apply (ie a simple majority);
- iii. any communication offering an opinion or voting on a resolution must be received by the Clerk to the Governors in advance of the meeting;
- iv. any email must be sent from a recognised email address previously notified to the Clerk (normally the email address used for all other communications).

Proceedings of the Board

- 5.16 The Board has agreed to divide its agendas into two parts: items for discussion/decision and items for note. Items for note will be 'starred' and will not be discussed unless a member of the Board asks the Clerk that it be 'unstarred' in advance of the meeting. The Chair for the meeting will decide whether to take items of Any Other Business and his/her decision in this matter will be final.

Minutes

- 5.17 The *Articles* (26.1) state:

The Governing Body must comply with the requirements of the Companies Act and of the Charities Act and of all relevant regulatory bodies as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

annual reports;
annual returns; and
annual statements of account.

- 5.18 The *Articles* (26.2) state:

The Governing Body must keep proper records of:

all proceedings at general meetings;
all proceedings at meetings of the Governors;
all reports of committees; and
all professional advice obtained.

- 5.19 It will be the responsibility of the Clerk to ensure that all proper records are produced and kept including minutes of meetings of the Board, and to be secured in the University archive.
- 5.20 Regard will be had to relevant legislation including the Data Protection and Freedom of Information Acts. Any matters relating to individual staff or students of the University will be treated as reserved business and minuted accordingly. Restrictions may also be applied to minutes dealing with matters of commercial confidentiality.

6 COMMITTEES OF THE BOARD

- 6.1 The *Articles* (15.1.4) provide for the establishment of committees of the Board:

To delegate, subject to Article 16.2 [powers which may not be delegated] any of their functions to committees consisting of two or more individuals appointed by them. At least a majority of every committee must be Governors and all proceedings of committees must be reported promptly to the Governing Body.

- 6.2 The *Articles* (16.1) require the establishment of an Audit Committee, a Nominations Committee, a Remuneration Committee and such other committees as the Governors may determine.
- 6.3 All committees of the Board will follow these Regulations except where otherwise approved by the Board.
- 6.4 The quorum for meetings of the Board of Governors' committees will be 50% of the members of the Committee or 50% of the members minus one where there are an odd number of members.

Delegated authority to committees of the Board

- 6.5 The *Articles* (16.4) state that the following may not be delegated:

safeguarding of the educational character and Catholic mission of the University;

approval of the annual estimates of income and expenditure;

ensuring the solvency of the University and safeguarding the University's assets; or

appointment and dismissal of the Vice-Chancellor or the holders of senior posts.

- 6.6 Subject to the above, the Board of Governors will determine those matters on which decisions may be made by its committees and which will be matters for the Board to determine on recommendation from committees. Strategies and policies which fall within the *Statement of Primary Responsibilities* will always be for Board approval and the Board may reserve other matters for its decision.
- 6.7 The matters which have been devolved will be recorded in the committees' Terms of Reference, the Board's agreed *Scheme of Delegation* and be kept under review.
- 6.8 In considering whether to devolve a matter to a committee, the Board will take into account its *Statement of Primary Responsibilities*, the *Articles*, appropriate legislation and the requirements of funding agencies or any other appropriate issues.

7 THE ACADEMIC BOARD

Determination of the Academic Board size and membership

7.1 The *Articles* (19) state:

There shall be an Academic Board of not more than twenty persons, comprising the Vice-Chancellor as Chair, and such of the Staff and Student Body as may from time to time be approved by the Governing Body.

7.2 Following approval of the Board of Governors (22 September 2016) the composition of the Academic Board will be as follows:

The Vice-Chancellor (Chair)	1
The Pro Vice-Chancellors	3
The Heads of School	4
Nine representatives elected by the school (4) or staff (5)	9
Two representatives of the Students' Union (Of which one shall be the President of SMSU)	2
Total	19

Vice-Chair

7.3 The *Articles* (19) state:

The Vice-Chancellor may appoint a vice-chair from amongst the persons comprised in the Academic Board to take the chair in his place.

Primary responsibilities of the Academic Board

7.4 The *Articles* (19.1.2) state:

Subject to the provisions of the *Articles*, to the overall responsibilities of the Governing Body and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for:

subject to the requirements of validating and accrediting bodies (where relevant), general issues relating to the research, scholarship, knowledge exchange, teaching and courses at the University (including criteria for the admission of students);

the appointment and removal of internal and external examiners;

policies and procedures for assessment and examination of the academic performance of students;

the content of the curriculum;

academic standards and the validation and review of courses;

the procedures for the award of qualifications and the conferment of academic titles;

the procedures for the exclusion of students for academic reasons and the procedures for student discipline and complaint;

considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Governing Body thereon; and

advising on such other matters as the Governing Body or the Vice-Chancellor may refer to the Academic Board.

- 7.5 Following the granting of Taught Degree Awarding Powers to the University by the Privy Council in 2006 the Governors have the power to award taught degrees. This power is delegated to the Academic Board ('procedures for the award of qualifications and the conferment of academic titles' *Articles* 19.1.2).
- 7.6 The Vice-Chancellor shall consult the Academic Board on the 'determination of the University's academic and other activities' (*Articles* 18). The Vice-Chancellor in consultation with the Academic Board shall regulate the admission of students (*Articles* 21.1).
- 7.7 The Board will respect the requirements of the HEFCE *Memorandum of assurance and accountability* which requires governing bodies to ensure there is an effective framework overseen by the Academic Board to manage the quality of teaching and learning and to maintain academic standards.
- 7.8 The Board will look to the Academic Board for advice on:
- i. The setting and maintenance of the threshold standards of the University's academic awards
 - ii. The management of the quality of students' learning opportunities
 - iii. The management of the quality of public information, including that produced for students and applicants
 - iv. The enhancement of the quality of students' learning opportunities
- 7.9 Subject to *Financial Regulations* and other requirements the Academic Board may offer advice without a matter being referred by the Vice-Chancellor or the Governing Body. The Board of Governors will have ultimate and non-delegable responsibility for overseeing the institution's activities, determining its future direction and fostering an environment in which its mission is achieved (HEFCE *Memorandum of Assurance and Accountability*).

The appointment of members and term of office

- 7.10 It will be the responsibility of the University Secretary to arrange any necessary elections to the Academic Board and its committees.
- 7.11 Elections will take place before the end of the academic year preceding the year in which vacancies will occur. Elections will be by the 'first past the post' system.
- 7.12 The *Articles* (19) state:

The period of appointment of persons comprised in the Academic Board and the selection or election arrangements shall be subject to the approval of the Governing Body.

- 7.13 Except in the case of casual vacancies arising during a year, all elected members will serve for three years. Previously elected members may serve one further term of office to a maximum of six years in total if they are re-elected.
- 7.14 Any casual vacancy will be filled as soon as possible by a special election, and the member of the Academic Board elected to fill a casual vacancy will serve only to the end of the term of office of the member they replace.
- 7.15 Where a member attends the Academic Board *ex-officio*, a deputy may attend in their place should they be unable to attend. No deputy to an elected member who is unable to attend will normally be permitted.
- 7.16 A person will cease to be a member of the Academic Board if s/he ceases to hold the *ex-officio* post by virtue of which s/he attends the Academic Board, or s/he ceases to be comprised in the Staff or Study body (as defined in the *Articles*) or s/he resigns by written notice to the Chair or Secretary of the Academic Board.

Secretary to the Academic Board

- 7.17 The Secretary to the Academic Board will be appointed by the Vice-Chancellor. S/he will normally be the University Secretary.

Notices of meetings

- 7.18 It will be the responsibility of the Secretary to ensure due notice of a meeting is given to all members of the Academic Board.
- 7.19 The general provision of the *Articles* (27.1/2) will apply and notices (agendas and papers) may be sent by hand, by post or by suitable electronic means.
- 7.20 Notices for each meeting of the Academic Board will be published not less than seven days before the meeting.

Quorum for meetings

- 7.21 The quorum for meetings of the Academic Board will be half or more of the voting members.

Voting and resolutions

- 7.22 As for the Board of Governors, every issue will be determined by a simple majority of the votes cast at a meeting. Except for the Chair who has a casting vote, every member will have one vote.
- 7.23 A person attending in place of an *ex-officio* voting member only may carry a proxy vote and vote on behalf of the absent member.
- 7.24 Exceptionally, should any member not be able to attend or otherwise participate in a meeting (and not as an *ex-officio* member be permitted to send a proxy as in 7.23 above) they may provide their opinion on an issue and may vote on a properly

formulated resolution notified to them by email. The consequent resolution will be as valid and effectual as if the relevant member had been present provided the following conditions are complied with:

- i. the normal rules for quoracy apply (ie a member offering their opinion or voting by email shall not affect the requirement for a meeting to be quorate);
- ii. the normal rules for voting apply (ie a simple majority);
- iii. any communication offering an opinion or voting on a resolution must be received by the Secretary in advance of the meeting;
- iv. any email must be sent from a recognised email address (normally the University email address used for all other communications).

7.25 In exceptional circumstances where speed of action is essential and the Academic Board is unable to meet in sufficient time for action to be taken, the Vice Chancellor in their capacity as Chair of the Academic Board may make amendments to and additions to the Academic Regulations of the University. Where any changes are intended to extend beyond the academic year in which they are made, those changes will need the approval of the Academic Board before applying in the next or subsequent academic years.

Where this power is exercised by the Vice-Chancellor, members of Academic Board and the Board of Governors will be informed.

Proceedings of the Board

- 7.26 The Academic Board has agreed to divide its agendas into two parts: items for discussion/decision and items for note. Items for note will be 'starred' and will not be discussed unless a member of the Board asks the Secretary that it be 'unstarred' in advance of the meeting. The Chair for the meeting will decide whether to take items of Any Other Business and his/her decision in this matter will be final.
- 7.27 The Student members of the Academic Board will be asked to withdraw from that part of any meeting of the Academic Board or of a committee of the Academic Board at which there will be consideration of the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or of any disciplinary or capability proceedings proposed to be taken against any member of Staff.
- 7.28 The Student members of the Academic Board will be asked to withdraw from that part of any meeting of the Academic Board or of a committee of the Academic Board at which there will be consideration of their suspension, expulsion or of any other matter relating to them except where any regulation in the disciplinary or other procedure relating to Students entitles them to be present.

Minutes

- 7.29 The provisions of the *Articles* (26.2) apply and proper records will be kept of all proceedings at meetings of the Academic Board and all reports of committees.
- 7.30 It will be the responsibility of the Secretary to ensure that all proper records are produced and kept including minutes of meetings of the Academic Board, and to be secured in the University archive.

- 7.31 Regard will be had to relevant legislation including the Data Protection and Freedom of Information Acts. Any matters relating to individual staff or students of the University will be treated as reserved business and minuted accordingly. Restrictions may also be applied to minutes dealing with matters of commercial confidentiality.

Committees of the Academic Board

- 7.32 The *Articles* (19.1.3) state:

The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities in the conduct and implementation of academic policies, provided that each establishment is first approved by the Vice-Chancellor and the Governing Body.

The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

- 7.33 A Secretary for each committee of the Academic Board will be appointed by the relevant Pro Vice-Chancellor.
- 7.34 The University Secretary and the Clerk to the Board of Governors (in his/her capacity as Company Secretary) will ensure that the provisions above apply to the committees of the Academic Board in relation to: notice of meetings, quorum, proceedings and minutes.

8 CONFLICT OF INTERESTS AND DECLARATION OF INTERESTS

General

8.1 The *Articles* (14.11) state:

The Governing Body shall make Regulations relating to conflicts of interest.

8.2 It will be the responsibility of the Clerk to maintain the Register of Governors' interests in accordance with Company and Charity Law. All Governors shall be required to declare any interests on appointment to the Board and on an annual basis thereafter. The Register shall be made available for inspection. (*Articles* 14.15)

8.3 A Governor shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the indemnity insurance of members of the Governing Body are being discussed. (*Articles* 14.10)

8.4 *Articles* (6.4) state:

Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee he or she must:

declare an interest before the meeting or at the meeting before discussion begins on the matter;

be absent from the meeting for that item unless expressly invited to remain in order to provide information;

not be counted in the quorum for that part of the meeting; and

be absent during the vote and have no vote on the matter;

provided nevertheless that a Governor shall not be regarded as having a personal interest in a matter to be discussed at a meeting of the Governors or a committee merely because the matter relates to a body which nominated or appointed such Governor under Article 13.

8.5 *Articles* (6.5) state:

If a conflict of interest arises for a Governor because of a duty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the *Articles*, the unconflicted Governors may authorise such conflict of interests where the following conditions apply:

the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and

the unconflicted Governors consider it is in the best interests of the University to authorise the conflict of interests in the circumstances applying.

In this Article 6.5 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or a connected Person.

- 8.6 A conflict of interest or conflict of loyalty shall not be deemed to arise solely from the fact that any Member or Governor is also a trustee, charity trustee, director or governor of any Catholic Diocese, Catholic educational institution or Catholic religious order or of any other charity which permits its land to be occupied by a Catholic educational institution. (*Articles 14.14*)
- 8.7 If necessary, the Chair of the meeting will determine whether or not there is a conflict of interest for any Governor at a particular time on the advice of the Clerk.
- 8.8 The Staff Governors and the Student Governor shall be deemed to have an interest in and shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or of any disciplinary or capability proceedings proposed to be taken against any member of Staff, unless invited by a resolution of the Governing Body or of the committee to remain. (*Articles 14.12*)
- 8.9 The Student Governor shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of his suspension, expulsion or of any other matter relating to him except where any regulation in the disciplinary or other procedure relating to Students entitles him to be present. (*Articles 14.13*)
- 8.10 The Vice-Chancellor may be asked to withdraw for discussions which concern him/her and his/her employment.
- 8.11 It will be the responsibility of the Chair on the advice of the Clerk to ensure that a Staff or Student Governor is not excluded unreasonably from discussions in which s/he has legitimate interests as a Director and Trustee.

9 PROCEDURE FOR CO-OPTION TO THE BOARD'S COMMITTEES

Reason for co-option

- 9.1 There may be times when specialist expertise is required which the Governors may be unable to provide. Similarly there are individuals who may be able to offer particular skills and expertise but may not have the time or the wider skill set to be a full Governor. In these situations it may be appropriate to co-opt that individual to one of the Board of Governor's committees.
- 9.2 Any candidate co-opted to one of the Board's committees will not be a member of the full Board (not a Director and Trustee) and in particular they are not a co-opted member of the Board under *Articles* 13.3.5).
- 9.3 Co-opted members of the Board's committees will be required to conduct themselves as any other Governor and will be provided with relevant documentation. They will be required to make a declaration of interests.

Nominations

- 9.4 Nominations for co-option may arise from various circumstances, from responses to external advertisements or from recommendations. Individuals may be approached for co-option where a particular skill set is required.

Procedure

- 9.5 The Nominations Committee will make all recommendations to the Board for co-option to the Board's committees. The Nominations Committee will consider the removal of a co-optee to one of the Board's committees if necessary.

Term of office

- 9.6 The term of an office for a co-optee to one of the Board's committees will be three years in the first instance, renewable for one further term. No co-optee will serve for more than six years.
- 9.7 Subject to the procedure for appointment, a co-opted member of a committee may subsequently be considered for appointment as a Governor. Any term of co-option will not count against their term of office as a Governor. In all cases it will be for the Nominations Committee to make a recommendation to the Board.
- 9.8 A Governor who has served the maximum period of office as a member of the Board may exceptionally be co-opted as a member of one of the Board's committees if the Nominations Committee decides that their skills and expertise is still required. The individual is not a Governor (Director or Trustee) and may not receive Board papers (unless deemed relevant to their work as a co-optee to a committee).

10 APPROVAL OF LEGAL DOCUMENTS

Relevant Board powers and University regulations

- 10.1 The Governors have control of the University and its property and funds (*Articles 13.1*).
- 10.2 Reference should be made to relevant documents including the *Scheme of Delegation, Financial Regulations, Treasury Management Policy and Ethical Investment and Trading Policy* (*‘Trading Management Policy Statement’*) and *Contracts Management Policy*.

Matters which require the approval of the Board

- 10.3 The Governors have adopted a *Scheme of Delegation* to the Board’s committees, to the Vice-Chancellor and to the Academic Board. That *Scheme* sets out those responsibilities which have been delegated.

- 10.4 The *Articles* (16.4) set out those matters which may not be delegated:

safeguarding of the educational character and Catholic mission of the University;

approval of the annual estimates of income and expenditure;

ensuring the solvency of the University and safeguarding the University’s assets; or

appointment and dismissal of the Vice-Chancellor or the holders of senior posts.

- 10.5 This Regulation sets out the approvals necessary for major legal documents. The following will require approval by the full Board

- i. The establishment and management of other corporate bodies (see *Financial Regulations*)
- ii. The establishment of major strategic or collaborative partnerships and any commercial enterprise which requires consideration of a risk which may be posed to the name, reputation, solvency or structure of the University
- iii. The purchase, leasing or disposal of land or other significant assets
- iv. Borrowing sums in excess of £1 million
- v. Major items of capital expenditure in excess of £1 million

- 10.6 The responsibilities of the Members alone are set out in the *Articles* (1.1):

To deal with Restricted Business: the sale, or grant of any lease for a term of more than 21 years, of any of the University’s land or buildings the acquisition of which land or buildings was wholly or substantially funded by the Catholic Church or the CES or any predecessor to the CES

- 10.7 The Director of Finance and the Clerk will be responsible, taking such legal or other advice as may be necessary, for ensuring that any financial transaction does not

breach any statute, the University's *Financial Regulations*, the requirements of the HEFCE *Memorandum of Assurance and Accountability* or any other terms or covenants concerning borrowing.

- 10.8 Guidance issued by the Charity Commission on the management of charity assets also applies.

Granting of approval

- 10.9 A legal Deed will not be executed on behalf of the Board unless authorised by resolution.
- 10.10 Every issue may be determined by a simple majority of the votes cast at a meeting (*Articles 14.6*). Except for the Chair who has a casting vote, every Governor shall have one vote (*Articles 14.7*).
- 10.11 Exceptionally approval may be secured by email or similar means by which each Governor can clearly record his/her approval (5.16 above).

Signature of documents

- 10.12 The execution of legal documents is determined by the Companies Act (2006) (section 44):
- (1) Under the law of England and Wales or Northern Ireland a document is executed by a company
 - (a) by the affixing of its common seal, or
 - (b) by signature in accordance with the following provisions.
 - (2) A document is validly executed by a company if it is signed on behalf of the company
 - (a) by two authorised signatories, or
 - (b) by a director of the company in the presence of a witness who attests the signature.
 - (3) The following are “authorised signatories” for the purposes of subsection (2)
 - (a) every director of the company, and
 - (b) in the case of a private company with a secretary or a public company, the secretary (or any joint secretary) of the company.
 - (4) A document signed in accordance with subsection (2) and expressed, in whatever words, to be executed by the company has the same effect as if executed under the common seal of the company.
- 10.12 In making any resolution the Board will specify the necessary signatories to any legal document. These will normally include the Chair or the Vice-Chair of the Board. The Vice-Chancellor is a Director and Chief Executive and is also empowered to sign. The Clerk may also be authorised to sign as Company Secretary with one other Director, normally either the Chair, the Vice-Chair or the Vice-Chancellor.

- 10.13 The Board may choose to delegate authority if appropriate to senior officers and any such delegation will be clearly authorised and recorded by the Board.
- 10.14 It will be the responsibility of the Clerk to ensure the safe custody of the University seal (if any) and of any legal documents which have required Board approval as above.

11 FINANCIAL SCHEME OF DELEGATION: MAJOR FINANCIAL EXPENDITURE

Relevant Board powers and University Regulations

- 11.1. As Directors of the company and as Trustees of the charity the Governors have control of the University and its property and funds (Article 13.1).
- 11.2 Reference should be made to other relevant documents including the Board's *Scheme of Delegation*, *Financial Regulations* and the *Treasury Management Policy Statement*.

Matters which require the approval of the Board

- 11.3 The Governors have adopted a *Scheme of Delegation* to the Board's committees, to the Vice-Chancellor and to the Academic Board. That *Scheme* sets out those responsibilities which have been delegated.
- 11.4 The *Articles* (16.4) set out those matters which may not be delegated:
 - safeguarding of the educational character and Catholic mission of the University;
 - approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the University and safeguarding the University's assets; or
 - appointment and dismissal of the Vice-Chancellor or the holders of senior posts.
- 11.5 The *Financial Regulations* (section 6) state that the University may not engage in any litigation without the prior written consent of the Chair or the Vice-Chair of the Board.
- 11.6 This Standing Order sets out the approvals necessary to incur significant expenditure on behalf of the University (*Financial Scheme of Delegation*).

Individual responsibilities

- 11.7 The *Scheme of Delegation* sets out those responsibilities which are delegated including the responsibilities of the Vice-Chancellor as Chief Executive Officer and the Accountable Officer for HEFCE purposes.
- 11.8 The Vice-Chancellor's responsibilities under the *Articles* include management of budget and resources within the estimates approved by the Governors.
- 11.9 The *Financial Regulations* state that:
 - i. The Vice-Chancellor may delegate certain managerial and financial responsibilities to the Senior Management Team
 - ii. The responsibilities of the Senior Management Team include taking a lead on the annual planning and allocation of resources and approval of an annual

draft income and expenditure budget for submission to the Board of Governors

- iii. The Director of Finance controls day-to-day financial administration

11.10 The specific responsibilities of the Director of Finance under the *Financial Regulations* include:

- i. Preparing annual capital and revenue budgets and financial plans
- ii. Preparing accounts, management information monitoring and control of expenditure against budgets and all financial operations
- iii. Preparing the University's annual accounts and other financial statements and accounts which the University is required to submit to other authorities
- iv. Ensuring that the University maintains satisfactory financial systems
- v. Providing professional advice on all matters relating to financial policies and procedures
- vi. The opening and closing of any bank account for dealing with the University's funds
- vii. The acceptance of research grants and contracts on behalf of the University
- viii. The agreement of costing and pricing of any 'third stream' activity including short courses, collaborative arrangements and other services falling outside tuition fees, research grants and research contracts

11.11 The *Treasury Management Policy Statement* states that the Director of Finance (under the direction of the Chief Operating Officer) will undertake any borrowing activities. Specific approval is required of the Finance and Resources Committee and of the Board of Governors for any new borrowings.

11.12 Budget holders are responsible to the Vice-Chancellor for financial management in their own areas and are advised by the Director of Finance in executing their financial duties.

Authorised signatories

11.13 Under *Financial Regulations* the Director of Finance maintains a list of authorised signatories being those persons able to commit the University to expenditure as part of day-to-day financial management.

11.14 The *Treasury Management Policy Statement* states that the following are authorised for operation of treasury management.

Treasury dealing with counterparties including cash transfers

11.15 Two signatories are required for sums in excess of £100k:

- i. Vice-Chancellor
- ii. Chief Operating Officer
- iii. Director of Finance
- iv. Head of Financial Accounting
- v. Head of Business Support
- vi. Financial and Taxation Accountant

Borrowing and lending documentation

11.16 Where the signature(s) of member(s) of the Board of Governors are not required:

- i. Chief Operating Officer
- ii. Director of Finance

Bank and dealing mandates

- i. Chief Operating Officer
- ii. Director of Finance

Approval for sums in excess of £1million

11.17 The Board of Governors authorises the Vice-Chancellor to incur expenditure on specific items (or a group of related items) without seeking the specific approval of the Board provided that the item(s):

- i. Are within the approved annual budget for that period or, if not within the approved annual budget for that period, are approved by the Finance and Resources Committee; and
- ii. Are of a value (in total including VAT) of £1million or less

11.18 For any expenditure on a specific item (or group of related items) in excess of £1million, whether or not within the approved annual budget for that period, the approval of the Board will be sought.

11.19 For the avoidance of doubt, where the contractual costs of an item are spread over a period of years, then the £1million threshold will apply to the period covered by the contract. Therefore a contract of £250k for five years would require the approval of the Board of Governors whereas an equivalent contract of £200k for five years would not.

11.20 The sum of £1million has been set at the date of approval of this Regulation by the Board of Governors. The Director of Finance is authorised to apply an appropriate uplift to this sum for year-on-year inflation.