

UNIVERSITY OF WALES INSTITUTE, CARDIFF
HIGHER EDUCATION CORPORATION

Standing Orders relating to the conduct of business of the Board of Governors and its Committees

1. Meetings of the Board

(a) The Board of Governors shall meet at least once in every term and shall hold such other meetings as may be necessary.

(b) All meetings shall be summoned by the Clerk to the Board of Governors who shall send the Governors written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.

(c) A special meeting of the Board of Governors may be called at any time by the Chairman of the Board, the Vice Chairman in the absence of the Chairman, or at the request in writing of five Governors. When the Chairman, or Vice-Chairman, so directs on the grounds that there are matters which demand urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he or she specifies.

2. Quorum

(a) Meetings of the Board of Governors shall be quorate if 6 or more members are present of whom 4 shall be independent members. No business shall be transacted at any meeting of the Board of Governors unless a quorum is present.

(b) The quorum determined under arrangements contained in Paragraph 2(a) shall also apply when the Board of Governors meets to appoint a member of the Corporation.

(c) If the numbers of Governors assembled for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Board of Governors the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.

(d) If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he or she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

(e) If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

(f) The Chairman of the Board is expressly authorised to exercise the emergency powers provided under Paragraph 17 herein to waive quorate arrangements for committees of the Board of Governors, such waiver to be reported to the next meeting of the Board of Governors.

3. Appointment of Members of the Board of Governors

(a) When the Corporation is the appointing authority a majority of current independent members must agree to the appointment of an independent member;

(b) Where the Instrument of Government provides that independent members are the appointing authority they shall form a committee. The quorum of that committee shall be 4;

(c) Notice of Meetings

Meetings of the committees established under Paragraph 3(b) shall be summoned by the Clerk to the Board of Governors in accordance with arrangements made under Paragraph 1(b);

(d) Voting

(i) where the Corporation is the appointing authority every question shall be determined by a majority of the votes of the Governors present subject to the provisions of Paragraph 3(a);

(ii) where independent members are the appointing authority every question shall be determined by a majority of the votes of members present subject to the provisions of Paragraph 3(b), and

(iii) where there is an equal division of votes, the Chairman of the meeting shall have a second or casting vote.

4. Election of Chairman and Vice Chairman

(a) The Board of Governors shall elect a Chairman and Vice Chairman who shall be eligible for re-election.

(b) The Principal, Staff and Student Governors shall not be eligible to be elected Chairman or Vice Chairman.

(c) The Chairman and Vice Chairman shall hold office for such period as the Board of Governors may determine.

5. Chairman of the Meeting

(a) At a meeting of the Board of Governors the Chairman of the Board, if present, shall preside. In the absence of the Chairman the Vice Chairman shall preside.

(b) In the absence of the Chairman and Vice Chairman the Governors shall elect one of their number (not being the Principal, a Staff or a Student Governor) to preside at the meeting.

(c) Any power or duty assigned to the Chairman of the Board of Governors in relation to the conduct of a meeting may be exercised by the person elected under Paragraph 5(b).

6. Meetings of the Board of Governors

Committees of the Board of Governors shall be constituted and held in accordance with arrangements determined by the Board of Governors unless otherwise specified elsewhere.

7. Proceedings of Meetings

(a) Members of the Board of Governors and its committees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

(b) No member of the Board of Governors and its committees may appoint proxies from among the other members of the Corporation to vote in their place.

(c) Voting

(i) every question to be decided at a meeting of the Board of Governors and its committees shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chairman of the meeting shall have a second or casting vote;

(ii) in all matters voting shall be by a show of hands, unless the Board of Governors determines otherwise, and

(iii) the names of those voting for, or against, any motion shall not normally be recorded, but any member may request to have his or her dissent recorded.

(d) No resolution of the Board of Governors or its committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(e) Except as provided by the provisions of Article 10 regarding appeals and representations about staff discipline and dismissal, a Governor who is a member of the University's staff shall withdraw:-

(i) from that part of any meeting of the Board of Governors or its committees at which his/her promotion, remuneration, conduct, suspension, dismissal or retirement is to be considered;

(ii) from that part of any meeting of the Board of Governors or its committees at which the appointment of his/her successor is to be considered, and

(iii) if so required by a resolution of the other Governors present, from that part of any meeting of the Board of Governors or its committees at which the appointment, promotion, remuneration, conduct, suspension, dismissal or retirement of any member of staff is to be considered.

(f) The Principal shall withdraw from a meeting of the Board of Governors or any of its committees whilst an item concerning his/her own position is under discussion.

(g) Except as provided by the rules to be made under the provisions of Article 12 regarding appeals and representations by students in disciplinary cases, a Student Governor shall

withdraw from that part of any meeting of the Board of Governors at which his/her conduct, suspension or expulsion is to be considered.

(h) In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a member or prospective member of the staff of the University, a Student Governor shall:-

(i) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter, and

(ii) where required to do so by a resolution of the other Governors present withdraw from the meeting.

(i) The proceedings of the Board of Governors and its committees shall not be invalidated by any vacancy in their membership or by any defect in the election, appointment or qualification of any Governors.

8. Order of Business

At a meeting of the Board of Governors business shall be taken in the following order unless, except in the case of (a) below, the Board of Governors otherwise decides:-

(a) appointment of Chairman of the meeting, if the Chairman and Vice Chairman of the Board of Governors are absent;

(b) to receive apologies for absence;

(c) to approve as a correct record the minutes of the previous meeting (and sign if agreed);

(d) to receive and consider reports of committees;

(e) to receive such communications and information as the Chairman may desire to lay before the Board of Governors;

(f) to receive reports of the Principal referred to in the Notice of the meeting;

(g) to consider motions, of which notice has been given, in the order in which they have been received, and

(h) to consider any other items of business contained in the Notice of the meeting.

9. Declaration of Interest

Members of the Board of Governors shall declare any pecuniary, family or other personal interests in matters under consideration by the Board of Governors or any of its committees. Members who declare such an interest shall take no part in consideration of the matter(s), and may be asked by the Board of Governors or its committees to withdraw while the matter is being considered.

10. Notice of Motion

Every notice of motion shall be in writing, signed by the members of the Board of Governors respectively intending to propose and second the motion, and delivered at least ten clear days before the meeting of the Board of Governors at which it is to be considered, at the office of the Clerk to the Board of Governors.

11. Motions Which May be Moved Without Notice

The following motions may be moved without notice:-

- (a) appointment of a Chairman of the meeting at which the motion is moved;
- (b) motions relating to the accuracy of the minutes or the order of business;
- (c) reference back or reference to another committee for consideration;
- (d) adoption of reports and recommendations of committees;
- (e) that leave be given to withdraw a motion;
- (f) amendments to motions made under this Standing Order;
- (g) that the question be now put;
- (h) that an item of business specified in the agenda has precedence;
- (i) suspending Standing Orders;
- (j) to exclude the public, and
- (k) disapproval of a minute.

12. Rules of Debate

- (a) No motion, of which notice appears on the agenda, shall be proceeded with in the absence of the Governor in whose name it stands unless he/she shall have authorised another Governor to propose it in his/her place; the motion if not so proposed shall be presumed withdrawn.
- (b) A motion or amendment, once moved and seconded, shall not be withdrawn or altered by the mover or seconder without the consent of the Board of Governors. The mover or seconder of the motion may not move or second an amendment thereto.
- (c) Only one amendment to a proposition shall be considered for discussion at any one time but, before any amendment is disposed of, notice may be given of a further amendment to be moved afterwards. When an amendment has been carried it shall be incorporated in the substantive motion; any further amendment may then be moved.
- (d) A motion, duly seconded, "that the question be now put" may, with the permission of the Chairman, be moved at any time during the debate.

(e) The mover of a motion shall be entitled to reply but, in replying, shall not introduce new matter and, after the reply has commenced, no other member shall speak on the question. The mover of an amendment shall not be entitled to reply to any debate on the amendment.

(f) The same motion shall not be proposed a second time at the same meeting, or at any adjournment thereof, nor shall any amendment be proposed which has previously been disapproved at the same meeting.

13. Recommendations of Committees

The adoption of the proceedings and recommendations of each committee shall be moved by the Chairman of the committee concerned or, in his/her absence, by the Vice-Chairman or other member of the committee.

14. Interpretation of Standing Orders

The ruling of the Chairman of the Board of Governors, or the Chairman of a committee, as to the construction or application of any of these Standing Orders shall not be challenged at the meeting of the Board of Governors or committees at which such a ruling is given.

15. Committees

(a) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of these committee or committees shall be drawn from the Board of Governors other than Staff or Student Governors.

(b) Audit Committee

The Board of Governors shall establish an Audit Committee.

(c) The Board of Governors shall not, however, delegate the following:

(i) the determination of the educational character and mission of the University;

(ii) the approval of the annual estimates of income and expenditure and final accounts in respect of each financial year;

(iii) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;

(iv) the appointment or dismissal of the Principal; and

(v) the varying or revoking of these Articles.

16. Suspension of Standing Orders

Standing Orders may be suspended at a meeting of the Board of Governors, but not at a meeting of a committee, with the consent of the majority of those present and voting on a motion therefore at that meeting.

17. Emergency Matters

The Chairman of the Board of Governors shall be empowered to consider any matter which in his/her opinion:-

- (a) requires immediate attention; and
- (b) does not justify holding a special meeting of the committee/body which would ordinarily consider the matter, or is of such urgency or emergency as not to allow time for the calling of such a meeting.

Decisions made by the Chairman of the Board of Governors shall be reported to the next meeting of the Board of Governors or appropriate committee.

18. Validity of Proceedings

The validity of any proceedings of the Board of Governors, or any of its committee, shall not be affected by any vacancy amongst the members, or by any defect in the nomination, election or appointment of a member.

19. Publication of Minutes and Papers

(a) Subject to (b) below the Board of Governors shall ensure that a copy of:-

- (i) the agenda for every meeting of the Board of Governors and its committees;
- (ii) the draft minutes of every such meeting, if they have been approved by the Chairman of the meeting;
- (iii) the signed minutes of every such meeting; and
- (iv) any report, document or other paper considered at any such meeting shall, in each case as soon as possible, be made available at all site libraries of the University to any person wishing to inspect them.

(b) There may be excluded from any item required to be made available in pursuance of Paragraph

(a), any material relating to:-

- (i) a named person employed at or proposed to be employed at the University;
- (ii) a named student at, or candidate for admission to, the University, and
- (iii) any matter which, by reason of its nature, the Chairman of the Board, the Board of Governors and its committees are satisfied should be dealt with on a confidential basis.

CLERK TO THE GOVERNORS

(Revised : December 1997)