



**ARTS
UNIVERSITY
PLYMOUTH**

BOARD OF GOVERNORS

STANDING ORDERS

BOARD OF GOVERNORS STANDING ORDERS
RECORD OF ISSUE, CHANGES, AND AMENDMENT

Date	Change	Inserted by (Date & Initials)
Oct 13	Full review of all documents and appendices: repetition removed; items consolidated; and consistency applied.	LWM
Jan 14	Updated wording – Governor Person Specification approved by Search	LWM
Jul 14	Revised Standing Orders approved by Board of Governors due to HEI status.	LWM
Jul 15	Updated Appendix 2 – Determination of the Corporation Board	NE
Nov 16	Updated title of Appendix 2	LWM
Oct 18	Appendix 7 Register of Interests and Declaration of Eligibility was reviewed and updated	
Jan 19	Minor amendments in terms of terminology and legislative update approved by N&G Committee	LWM
Mar 19	Appendix 3- Scheme of Delegation updated in line with HE Code of Governance Appendix 6 - Whistleblowing removed from Standing Orders into central College policy documents	LWM
Jul 19	Appendix 2 Determination of Corporation Board including staff governor appointments updated Appendix 4 Policies Relating to Senior Post Holders updated Appendix 5 Access to University Information updated	LWM
Mar 21	Review of Standing Orders - legislation/regulation/virtual meetings updated Appendix 4 Policies Relating to Senior Post Holders - SPH Disciplinary Policy_- subsumed into University PD02 Disciplinary Policy and Procedure and PH04 Appeal Hearing	LWM
July 21	Review of Appendices 1, 2, 3, 5 & 6. Appendix 1 - Key Corporate Responsibilities - updated to include Office for Students (OfS) Public Interest Governance Principles Appendix 2 - Determination of Corporation Board - a few minor administrative amendments Appendix 3 - Scheme of Delegation - updated in line with new Statement of Primary Responsibilities Appendix 5 - Access to University Information - minor regulator update Appendix 6 - Conflicts of Interest Policy, Register of Interest & Declaration of Eligibility - reviewed and updated to include OfS fit and proper person requirement and HESA data release consent.	LWM
Jan 23	Updated in respect of University Title His/Her, he/she, him/her replaced with their/they/them.	LWM
Oct 2023	Review of Appendices 1, 2 & 3 Appendix 1 Key Corporate Responsibilities - para 3.1 - legislation has been updated; Eversheds 10 point guide for governors moved to the end of the document; NEW section 2 - Statement of Primary Responsibilities is now included within the appendix. Appendix 2 Determination of Corporation Board - Para 1.3 - update on EDI characteristics; Para 2.1 - updated recruitment process; Para 3.4 - new para to include	LWM

	<p>period of appointment for independent committee members; Para 4.1 - Role updated to include OfS, and remit to increase time commitment from 6 hours to 1.5 days to accurately reflect the necessary time commitment.</p> <p>Appendix 3 Scheme of Delegation - full and thorough update to reflect good practice in the sector and in line with Internal Audit recommendations.</p>	
Mar 2024	<p>Review of Appendices 4, 5, & 6</p> <p>Appendix 4 - Policies Relating to Senior Post Holders, the Clerk & Deputy Clerk: The role profiles for Board appointments have been removed from the Standing Orders in order to remain up-to-date, consistent and centralised with the University's PeopleHR systems; The Remuneration review procedures for Board appointments have been included within this Appendix of the Board's Standing Orders.</p> <p>Appendix 5 - Access to University Information : reviewed with minimal updates.</p> <p>Appendix 6 - Conflict Of Interest Policy, Register Of Interests And Declaration Of Eligibility: Job role titles have been updated; Disclosure and Barring Statement and declaration included.</p>	LWM

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BOARD OF GOVERNORS STANDING ORDERS

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**ARTS UNIVERSITY PLYMOUTH
BOARD OF GOVERNORS STANDING ORDERS**

1. Introduction

- 1.1 Corporate governance is primarily determined by statute and in particular the Education Reform Act (1988), the Further and Higher Education Act (1992), the Higher Education and Research Act (2017), together with subsequent orders, regulations and modifications. The Board of Governors is also strongly influenced by the regulations, guidance and advice of the Department for Education, the Office for Students, the Education and Skills Funding Agency, the Committee for Standards in Public Life, the National Audit Office, and certain other public bodies. The guiding principles of corporate governance are detailed at Appendix 1.
- 1.2 The Instrument and Articles of Government applicable to the Board of Governors of Arts University Plymouth was issued by the Privy Council with effect 13 May 2022. The Instrument and Articles of Government detail the key areas of responsibility of the Board of Governors and also the powers which it has resolved to delegate to the Vice-Chancellor and Chief Executive Officer.
- 1.3 The Board of Governors approved these Standing Orders initially, on 4 July 2014, and will review them biennially. These orders are subordinate to and should be read in conjunction with The Instrument and Articles of Government, the Code of Conduct, and other relevant instructions issued by the Department for Education or any other higher authority.
- 1.4 The Board of Governors has also approved and issued the policies, procedures, Terms of Reference and instructions contained in the Appendices to these Standing Orders. These are intended to stand in their own right. They will also be subject to periodic review by the Board of Governors.
- 1.5 The Board of Governors has directed that, where reference is made in these Standing Orders to Governors, such reference shall also apply to Independent Committee Members appointed by the Board of Governors, unless the details refer to a voting matter.

2. The Board of Governors

- 2.1 The Board of Governors has determined its composition within the categories and limits laid down by the Instrument & Articles. The details of this determination and the approved procedures for recruitment, selection, appointment and development of Governors and Independent Committee Members can be found at Appendix 2 to these Orders. The arrangements for the election of Staff and Student Governors are also detailed in this Appendix.
- 2.2 The Board of Governors has resolved to establish the following committees: Audit; Finance & Estates; Nominations & Governance; Remuneration Committee; and Employment Committee, and has determined Terms of Reference for each of these. Further details will be found at Appendix 3 to these orders.

3. Appointments

- 3.1 The Chair and Deputy Chair will be appointed by the Board of Governors from among their membership, for a two-year period of office. Retiring Chairs and Deputy Chairs may be nominated for re-appointment provided that they remain members of the Board of Governors and would, on re-appointment, have at least one year to serve. The Vice-Chancellor and the Staff and Student Governors and Co-opted Members are not eligible for

appointment as Chair or Deputy Chair, or to act as Chair in their absence.

- 3.2 Appointments will be considered at the last meeting before the end of the term of office of the Chair/Deputy Chair, or at the first meeting following a resignation or removal from office. All Governors present at that meeting may vote (except for themselves). The standard requirements for Proposer and Secunder apply. Voting will be by show of hands except that, in the event of there being more than one nomination there will be a secret ballot.
- 3.3 If the Board of Governors is satisfied that the Chair/Deputy Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair/Deputy Chair from office and the office shall then be vacant.
- 3.4 The Board of Governors may determine to appoint a Chair Designate to have a handover period between the outgoing Chair and the new Chair, particularly where the latter is relatively new to the Board. The Chair Designate would not be a formal office and would not carry any specific authority. The Chair Designate will be formally appointed as Chair at the last meeting of the Board of Governors of the outgoing Chair's term of office.
- 3.5 Similar arrangements will apply to the biennial appointment, by the Board of Governors, from among their membership, of Committee Chairs. The Board of Governors retains the right to remove a Committee Chair if it is deemed by a majority of the membership of the Board of Governors to be in the best interests of the University.
- 3.6 The Chair, Deputy Chair and Committee Chairs may resign at any time by giving notice in writing to the Clerk.
- 3.7 Appointments to committees will be made biennially by the Board of Governors on the advice of the Nominations and Governance Committee and will be reviewed annually.
- 3.8 The Board of Governors may determine to appoint to membership of its committees up to two Independent Committee Members, subject to the majority of the membership of each committee being comprised of Governors. Independent Committee Members play a full Governor role in the work of the committee(s) to which they are appointed. Independent Committee Members may be invited to attend and speak (but not vote) at meetings of the Board of Governors. They are bound by the same principles, Code of Conduct and regulations as full members of the Board of Governors.

4. The Clerk and Deputy Clerk

- 4.1 The Board of Governors shall appoint persons to serve as Clerk and Deputy Clerk to the Corporation, but the Vice-Chancellor may not be appointed as either. They shall be entitled to attend all meetings of the Board of Governors (including meetings of any committee or group of the Board of Governors).
- 4.2 The Deputy Clerk will be called upon as necessary to service meetings in the absence of the Clerk.
- 4.3 The Board of Governors' policies and procedures relating to the recruitment, appointment, suspension, discipline and dismissal of the Clerk and Deputy Clerk can be found at Appendix 4 to these orders.
- 4.4 The Clerk/Deputy Clerk shall withdraw from that part of any meeting of the Board of Governors, or any of its committees, at which the Clerk/Deputy Clerks' remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as Clerk/Deputy Clerk are to be considered.

- 4.5 If the Clerk withdraws from a meeting, or part of a meeting, of the Board of Governors or of a committee of the Board, the Deputy Clerk shall act as Clerk during this absence. In the absence of both the Clerk and Deputy Clerk, the Board shall appoint a person from among themselves to act as Clerk during this absence.
- 4.6 The Clerk shall be responsible for advising the Board of Governors with regard to:
- (a) the operation of its powers;
 - (b) procedural matters;
 - (c) the conduct of its business; and
 - (d) matters of governance practice.

5. Meetings

- 5.1 The Board of Governors shall meet at least four times a year (holding at least one meeting in each academic term), and shall hold such other meetings as may be necessary. The Clerk will produce and publish annually, a Meetings Schedule and Board of Governors Cycle of Business. The Board of Governors will normally hold an annual Strategic Away Day.
- 5.2 All Board of Governors and Committee meetings shall be summoned by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members' written notice of the meeting and a copy of the proposed agenda. If however, important matters relating directly to the Clerk are to be considered, the Deputy Clerk shall undertake this responsibility.
- 5.3 A special meeting of the Board of Governors may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in their absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within such period, being less than seven calendar days, as they specify.
- 5.4 A meeting of the Board of Governors, Committee or working group shall normally last for no more than three hours.
- 5.5 The Board of Governors shall meet and take decisions virtually/remotely as necessary. Virtual meetings will be held in line with the protocol for virtual meetings.

6. Quorum

- 6.1 A quorum shall have been achieved if the number of Governors present is at least 40% of the membership numbers determined in accordance with the Instrument of Government.
- 6.2 The quorum applying to Committees, sub committees and groups is calculated on the same basis and will be detailed in the relevant Terms of Reference.
- 6.3 If the number of Governors assembled for a meeting does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

- 6.4 If for lack of a quorum a meeting cannot be held or cannot continue, the Chair shall, if they think fit, cause a special meeting to be summoned as soon as possible. All members of the Board of Governors and/or committee are to be informed when a meeting has been cancelled or terminated for want of a quorum.

7. Meetings Proceedings

- 7.1 The Chair, or in their absence, the Deputy Chair, will officiate at all meetings. If both are absent, those members present shall choose one of their number (but excluding the Vice-Chancellor, Staff and Student Governors) to act as Chair for that meeting. All meetings shall be clerked by the Clerk or Deputy Clerk.
- 7.2 The published agenda shall form the basis for the conduct of meetings. Agenda items are, without exception, to be supported by a capping paper giving background information, key points, options, a risk assessment, and recommendations. When necessary/appropriate other documents or papers will be attached to the capping paper(s). Submission of papers raised after the main circulation will be accepted at the Chair's discretion, and only in the most exceptional circumstances such as when it is important for the very latest information to be considered.
- 7.3 The Vice-Chancellor shall have overall responsibility for papers and proposals submitted for consideration by the Board of Governors and its committees.
- 7.4 Papers presented to the Board of Governors will normally be sponsored by a member of the Senior Leadership Team who will be called on to speak in support of the item. Thereafter members may indicate to the Chair that they wish to comment or question.
- 7.5 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 cast by members present and entitled to vote on the question. A member may not vote by proxy or by way of postal vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote. Voting will normally be by a show of hands, but in certain straightforward cases such as when the Board of Governors simply wishes to endorse or note receipt of a document or statement, and when it has been clearly established that there is no dissent, the Chair may direct that approval or rejection should be recorded. Provision exists for a secret ballot on issues affecting membership. Notwithstanding the requirements of collective responsibility minority points of view may be recorded in the minutes on request.
- 7.6 No resolution of the members 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.
- 7.7 Where a proposed resolution is supported by a majority of the meeting but not by the Vice-Chancellor, it will be normal practice, at the discretion of the Chair, to refer the matter back to the Vice-Chancellor for further consideration, except where the meeting considers the matter to be urgent and/or that the University is or could be disadvantaged from any delay.

8. Conditions relating to Staff and Student Governors

- 8.1 A member of the Board of Governors who is a member of the staff of the University shall withdraw:

- (a) from that part of any meeting of the Board of Governors at which their individual remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;
 - (b) from that part of any meeting of the Board of Governors at which the appointment of their successor is to be considered; and
 - (c) if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own are to be considered.
 - (d) if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- 8.2 A student member who is under the age of 18 shall not vote on any question concerning any proposal:
- (a) for the expenditure of money by the Board of Governors; or
 - (b) under which the Board of Governors, or any members of the Board of Governors, would enter into any contract, or would incur any debt or liability (immediate, contingent or otherwise)
- 8.3 Except as provided by rules relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Board of Governors at which their conduct, suspension or expulsion is to be considered.
- 8.4 In any case where the Board of Governors, or its committees, is to discuss staff matters relating to a member or prospective member of staff at the University, with the exception of Senior Post Holders, a student member shall:
- (a) 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
 - (b) where required to do so by any one member of the Board of Governors present at the meeting, withdraw from the meeting.

9. Minutes

- 9.1 After each Board of Governors and Committee meeting the Clerk shall submit electronic minutes to the Chair for clearance and to the Vice-Chancellor for comment.
- 9.2 The approved draft minutes of a meeting shall be circulated electronically, within seven days of the meeting, to all members of the Board of Governors or the Committee concerned for information and comment.
- 9.3 The approved draft minutes shall be included as an agenda item for formal consideration at the next meeting. If agreed (by vote) to be accurate, the minutes shall be signed as a true record. Approved or draft minutes of Committee meetings will be formally submitted to the next meeting of the full Board of Governors as a standing agenda item.
- 9.4 Separate minutes shall be taken of those parts of meetings which the Chair has ruled to be confidential and/or from which staff or student Governors or the Clerk/Deputy Clerk have withdrawn. Those who were required by the regulations to withdraw will not be entitled to see the relevant confidential minutes, and they will not be made available for public inspection. Copies of

approved draft confidential minutes will be circulated electronically to those Governors entitled to see them.

10. Confidential Business and Public Access to Meetings

- 10.1 The Board of Governors pursues a policy of openness and accountability in the conduct of business and the decision-making process. Details of the policy can be found at Appendix 5 to these orders. Practical considerations make it impossible for meetings of the Board of Governors to be open to the public, the media or other parties as a matter of routine. In exceptional circumstances, and subject to a prior written request to the Chair, the Board of Governors may vote to allow an interested party to attend for all or part of a specific meeting. Access to meetings of Committees and groups will be restricted to the membership of that committee, other Governors (subject to prior notice to the Chair), Senior Post-holders and other staff members presenting papers or by invitation (for relevant agenda items), and such other persons as the committee may, from time to time, invite to attend.
- 10.2 Persons other than members of the Board of Governors, or of the Committee in question, and those presenting to that meeting, may be excluded from that meeting or from that part of the meeting if it is likely that confidential information will be disclosed. Confidential information is defined in Annex B of Appendix 5.
- 10.3 Any question relating to exclusion shall be determined by vote of the Board of Governors or committee in question. In making such a determination, the grounds for exclusion under this clause shall be specified.
- 10.4 The Chair shall exclude any member or member of the public from a meeting if their conduct is disorderly or inappropriate. If it is reasonable in the circumstances they will give the person in question the opportunity to make representations as to why they should not be excluded.
- 10.5 When dealing with confidential material, the Board of Governors or Committee shall determine and record a date when such material shall be de-classified normally after two years or, if this is not appropriate, shall be submitted for regular review. Some matters will retain their classification indefinitely. The grounds shall be recorded.

11. Chair's Action

- 11.1 Powers are delegated to the Vice-Chancellor/CEO in accordance with the Instrument & Articles of Government. Standing delegations to Committees are specified in Terms of Reference approved by the Board of Governors. The Board of Governors may, from time to time, delegate additional decision-making powers to the Chair, to one of the Committees, or to a group of Governors. The Board of Governors recognises that it may, from time to time, be necessary and in the best interests of the University for the Chair to take emergency action.
- 11.2 This recognition is made on the assumption that, in so acting, the Chair will act reasonably and with common sense, following due consultation, and in accord with such legal or other specialist advice as may be available within the time frame applying. Actions taken under delegated powers should normally reflect agreed Board of Governors policy.
- 11.3 Any such action is to be submitted for endorsement to the next routine (or if necessary, "special") meeting of the Board of Governors. This clause may apply to the Deputy Chair in the absence of Chair, but shall not normally apply to Committee Chairs.
- 11.4 Except where specifically prohibited by the Instrument and Articles of

Government, the Board of Governors delegate to the Chair (or in their absence, the Deputy Chair):

- (a) powers to act in pursuit of agreed Board of Governors policy, including, acting jointly with the Vice-Chancellor, the application of the Board of Governors Seal;
- (b) power to establish and convene a working party, disciplinary and investigative panel or recruitment panel;
- (c) power to receive and consider initial representations made in accordance with the Complaints and Whistle blowing procedures.

11.5 The Board of Governors has formally recognised that the Chair may, in extreme circumstances, find it necessary to take urgent actions in the best interests of the University on matters not subject to delegation. The Board accepts that such action will be based on good faith, the appropriate legal/professional advice, and consultation (except where inappropriate) with the Vice-Chancellor. In such circumstances, the Chair is bound by the requirement to seek formal Board of Governors endorsement of their action at the earliest possible opportunity. The Board of Governors considers it unlikely that a need for urgent action by Committee Chairs would arise. However, in such an eventuality, the Committee Chair should seek the intervention of the Board of Governors Chair in accordance with this article.

12. Member Interests – declaration and procedure at meetings

12.1 A member to whom paragraph 12.2 applies shall:

- (a) disclose to the Board of Governors the nature and extent of the interest; and
- (b) if present at a meeting of the Board, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 12.2 is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (c) withdraw, if present at a meeting of the Board, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 12.2 is to be considered, where required to do so by a majority of the members of the Board of Governors or committee present at the meeting.

12.2 This paragraph applies to a member who:

- (a) has any financial interest in-
 - (i) the supply of work to the University, or the supply of goods for the purposes of the University;
 - (ii) any contract or proposed contract concerning the University;
or
 - (iii) any other matter relating to the University; or
- (b) has any other interest of a type specified by the Board of Governors in any matter relating to the institution.

12.3 This clause shall not prevent the members considering and voting upon proposals for the Board of Governors to insure them against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premium.

12.4 Where the matter under consideration by the Board of Governors or any of its

committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

12.5 The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the University to any person wishing to inspect it.

13. Allowances to Members

13.1 The Board of Governors has the power to pay its members such travelling, subsistence or other allowances as the Board of Governors may determine, but shall not pay allowances which remunerate the members for their services as members.

13.2 Board of Governors members may be paid travel and subsistence expenses incurred during the course of their work as Board of Governors Members, namely:

- (a) Meetings of the Board of Governors and its committees and Groups.
- (b) Other meetings and events at the University.
- (c) Approved conferences, seminars and training events.
- (d) Duties undertaken at the request of, or on behalf of, the Board of Governors.

13.3 Expenses will be reimbursed at the rates currently established by the University. Claims must be submitted to the Clerk on the monthly expenses claim form who will authorise the payment.

13.4 The University allocates an annual budget for Governor training, development and related expenses. The Clerk will act as budget holder and the Deputy Clerk will be responsible for making all bookings on behalf of members.

14. Attendance criteria

14.1 Governors and Independent Committee Members are required to attend all properly convened meetings of the Board of Governors, and any of its committees or working groups of which they are members.

14.2 Notice of absence should be addressed to the Clerk as early as possible prior to the meeting, and an appropriate entry will be recorded in the minutes.

14.3 Members may seek permission from the Board of Governors for approved absence due to personal or family sickness, unavoidable work commitments and unavoidable personal commitments.

14.4 Should any member be absent from three consecutive meetings of the Board of Governors without prior approval, the Chair will contact the member to establish future intentions. Thereafter, the Board of Governors may resolve, having given one month's notice in writing, to terminate the membership of

the member in question under the terms of clause 6.3 of the Instrument of Government.

- 14.5 If any Governor or Independent Committee Member becomes ineligible for membership under the terms specified in the Charities Act 2011, the Member may not attend future meetings, and is required to notify the Clerk with immediate effect.

15. Disputed Actions and Decisions

- 15.1 The Clerk has a responsibility to advise the Board of Governors and individual Governors and Independent Committee Members on proper procedures, and, if necessary, to intervene when they feel that the Board of Governors is, will, or might be acting inappropriately or beyond its powers. Both prior to, and in the course of, meetings of the Board of Governors and its Committees, the Clerk may, through the Chair, provide such guidance and advice as they think necessary and appropriate. The Clerk should be ready (with or without a deferment of proceedings) to provide documentary evidence in support of their advice. The general assumption is the Chair will afford the Clerk every facility to discharge their responsibilities in this respect, and, further, that the Clerk's proper advice will be respected and accepted.

- 15.2 There may be occasions when a Clerk feels that their advice is being disregarded or overruled, and that, as a result, the proper conduct of the Board of Governors is being put at risk. If, such exceptional circumstances do arise, the Clerk should make every effort to resolve the matter through the avenues available to them within the University, taking all necessary action to make clear the reason(s) for concern and the grounds on which their advice is based. Depending on the nature of the problem and the response received, the Clerk may have to take some or all of the following steps to make sure that the issue which they have raised has been considered adequately by all those concerned within the Board of Governors and the University:

- (a) to seek a deferral of the debate of the matter giving rise to the concerns until the problem can be explored and a way ahead agreed;
- (b) to seek a formal meeting with the Chair of the Board, (and, if appropriate, the Vice-Chancellor and any other Governor involved) to discuss the matter;
- (c) to circulate a written statement of the concerns and the reasons for them to the Chair, the Vice-Chancellor, and, if appropriate, to all members of the Board of Governors;
- (d) to inform the Chair of Audit Committee if the issue is relevant to that committee's Terms of Reference;
- (e) to report the concerns to a (routine or special) meeting of the relevant committee or the full Board of Governors, and to formally request that the statement to be recorded in the publicly available minutes;
- (f) to consult the University's Internal or Financial Statements Auditors as appropriate.

- 15.3 The Clerk may also need to obtain, at an early stage, legal advice from the University's retained general or specialist Educational legal advisors if there is disagreement about the lawfulness of an action, or if the response to the initial concern(s) may itself have legal implications. They should be free to do so, without internal consultation, within appropriate financial limits. In such cases, the Board of Governors may itself choose to seek further legal advice, for example, from legal counsel if it considers sufficient justification exists.

- 15.4 In the unlikely event that no action results from this sequence of steps and if the grounds for concern, in the view of the Clerk, still present a threat to the proper governance of the University, and/or may result in action being taken which is outside the powers of the Board of Governors, the Clerk should seek

advice from the relevant regulatory body, and should report such advice to the Board of Governors.

- 15.5 The Board of Governors has determined that any such steps taken in good faith by the Clerk in these circumstances will not constitute grounds for formal censure or disciplinary action under the University's disciplinary procedures.

16. Persons who are ineligible to be members

- 16.1 No one under the age of 18 years may be a member, except as a student member.
- 16.2 The Clerk/Deputy Clerk may not be a member.
- 16.3 A person who is a member of staff of the University may not be, or continue as, a member, except as a Staff Member or in the capacity of Vice-Chancellor.
- 16.4 Paragraph 16.3 does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- 16.5 Subject to paragraphs 16.6 and 16.7, a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- 16.6 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease
- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment;
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 or the Insolvency Act 1956, on the date so ordered by the court; or
 - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 16.7 Where a person is disqualified by reason of their having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 16.8 Subject to paragraph 16.9, a person shall be disqualified from holding, or from continuing to hold, office as a member if:
- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has

received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or

(b) within the previous twenty years that person has been convicted as set out in subparagraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or

(c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

16.9 For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would have constituted an offence under the law then in force anywhere in the United Kingdom.

16.10 The University Corporation is an exempt charity for the purposes of the Charities Act 2011. As such each member is classified as a Trustee by the Charity Commission and the 'Automatic disqualification rule for charity trustees' applies to all members. Further details are set out in Appendix 6 of the Standing Orders.

16.11 Upon a member of the Board of Governors becoming disqualified from continuing to hold office under paragraph 16.5 or 16.8 or the Charities Act 2011, the member shall immediately give notice of that fact to the Clerk.