

COMMITTEES OF THE BOARD OF GOVERNORS
STANDING ORDERS

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**OXFORD BROOKES UNIVERSITY
BOARD OF GOVERNORS**

COMMITTEES OF THE BOARD OF GOVERNORS

STANDING ORDERS

1. Definitions and Adoption

- 1.1 Reference to the Clerk means the Clerk or the Clerk's delegated representative. Reference to written communications or acceptances also means electronic means such as email. Meetings may be conducted through telephone or video conferencing or attendance in person. Reference to Independent member means any member other than those elected from the staff of student body or Vice Chancellor or member co-opted from the Westminster College, Oxford Trust.
- 1.2 These Standing Orders have been adopted by the Board of Governors (the Board) at its meeting on 20 February 2013 to regulate the conduct of the business of committees of the Board unless, in respect of any such committee, the Board determines otherwise.

2. Delegated Powers

- 2.1 Article 7.1 allows the Board to delegate powers to committees of the Board. Once such a delegation has been approved by the Board the committee will have unfettered discretion to exercise those powers in accordance with these standing orders unless and until such powers are rescinded by the Board.

3. Secretary

- 3.1 The Clerk to the Board shall appoint a secretary to each committee.

4. Composition and Terms of Reference

- 4.1 Each committee shall consist of such members as may be determined by the Board from time to time, save that the Independent Members Committee shall consist of the Independent Members of the Board for the time. Each committee shall have such terms of reference as may be agreed by the Board of Governors from time to time.
- 4.2 Governors shall serve until they cease to be a Governor. Other persons appointed to Committees shall serve for periods of four years renewable, but normally for no more than two periods of four years.
- 4.3 The Board may amend the composition or terms of reference of a committee at any time by resolution of the Board.

5. Notice of Meetings

- 5.1 Each committee shall decide on its timetable of meetings usually before the beginning of a new year and at least two days notice shall be given

for additional meetings or such greater minimum notice period determined by the Chair of the committee. The notice shall be issued by the secretary.

6. Business, Agenda and Papers

- 6.1 The business to be transacted at any meeting shall be that detailed in the agenda. It shall be the responsibility of the Clerk to prepare an agenda for each meeting. The agenda shall include such business as in the opinion of the Chair, the Vice-Chancellor or the Clerk requires the attention of the committee and any item which two or more members of the committee have requested should be included, having given five days notice before the meeting to the Clerk. Any matter included on the agenda must fall within the terms of reference for the committee. The agenda and all papers should normally be circulated at least five days before the meeting or with the notice of the meeting where that is less than five days.

7. Deadlines

- 7.1 The periods of time described in 5 and 6 shall not include the day on which any notice, agenda or papers are dispatched or the day on which the meeting is to be held.

8. Confidentiality and Observers

- 8.1 It shall be at the discretion of the Clerk to the Board, the Chair of the committee or the Vice-Chancellor to determine that papers to be submitted to committees of the Board of Governors shall remain confidential. It is not so decided papers can be made available to the staff and students of the University.
- 8.2 The nature of the business of a committee may well make it inappropriate to allow observers to attend. However, staff and students of the University may apply to the Clerk to attend as observers, such application must be made three days before the meeting and will be determined by the Clerk in agreement with the Chair of the committee. Any committee may, by resolution, exclude any observers from all or part of any meeting.

9. Minutes of Meetings

- 9.1 The draft minutes shall be prepared by the secretary for approval by the Chair of the committee. The unconfirmed minutes shall be submitted to the next meeting for confirmation and those minutes amended as required shall be the only definitive record of the meeting and the decisions taken. Minutes of meetings shall be submitted to the Board for action or information as appropriate and may be submitted in unconfirmed form.

10. Chair, Deputy Chair, Acting Chair

- 10.1 The Chair of the Committee will be a member of the Board appointed by the Board for a term of two years, and may serve as many terms as consistent with their term of office as a member of the Board. At its first

meeting and subsequently at the first meeting following 1 September in each year each committee shall elect from among its members a Deputy Chair who must be a member of the Board to preside at its meetings until such time as a further election is required. If both the Chair and Deputy Chair are absent from any meeting the members present shall elect an Acting Chair to preside at that meeting who must be a member of the Board.

11. Conduct of Meetings

Quorum

- 11.1 The quorum for a meeting of the Independent Members Committee shall be equal to the minimum number of Independent members who must be present at a meeting of the Board for a meeting of the Board to be quorate. Otherwise the quorum for a meeting of any committee shall be two or one half of the membership of the committee rounded up to the nearest whole number, whichever is the greater.

Conduct of Debate

- 11.2 The Chair shall invite an appropriate person to introduce each item and when satisfied that all members wishing to ask questions or comment have had adequate opportunity to do so shall express the consensus of the meeting. If there is no dissent then that consensus shall be recorded as a resolution of the committee. If there is no consensus then the resolution will be determined by vote.

Voting

- 11.3 Unless these standing orders or other rules provide otherwise any matter on which a vote is to be taken shall be determined by a show of hands and by a simple majority of those present and voting. If no such majority is secured the motion is not passed. An abstention shall not count as a vote.
- 11.4 Any matter may by resolution of the committee be determined by a secret or postal ballot.
- 11.5 The appointment of a Deputy Chair or Acting Chair, where more than one member is duly nominated and seconded, and has accepted the nomination shall be by secret ballot and each member present shall be entitled to cast one vote in the election and the member attracting the greatest number of votes shall be elected. If more than one candidate, but not all the candidates, each receive the highest number of votes for any candidate, there will be a further election involving only those candidates who receive the highest number of votes in the previous election. In the event that all the candidates in any of these elections receive the same number of votes the Deputy Chair or Acting Chair will be selected from amongst those candidates by the drawing of lots supervised by the secretary.
- 11.6 A resolution in writing to which all members have signified agreement in writing shall be valid as if it had been passed at a meeting of the committee.

Adjournment

- 11.7 Any meeting of a committee may by resolution be adjourned to such day, time and place as may be determined. If there is no quorum 20 minutes after the time appointed for any meeting to commence or the meeting becomes inquorate it shall be adjourned to such day, time and place as may be determined by the Chair.

Personal Interest of Members

- 11.8 If any member of the committee has a pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting of a committee at which the contract or other matter is the subject of consideration, the member of the committee shall at the meeting, and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. The Clerk will maintain a Register of Personal Interest of Members.

Withdrawal of Members who are Staff or Students of the University

- 11.9 A majority of the members of a committee who are not staff or students of the University may require all or any of the members who are staff or students to withdraw from a meeting at any time during the consideration of a matter concerning a named or identifiable member of staff, a student or prospective member of staff or student, or when any such matter is being voted upon, unless the Board determines otherwise.

Mandating of Members

- 11.10 Members shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

12. Variation of Resolutions

- 12.1 Any resolution of a committee may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary it has been given with a notice of the meeting or included in the agenda.

13. Cancellation of Meetings

- 13.1 A meeting may be cancelled by the Chair of the committee if in his/her opinion there is insufficient business to warrant a meeting taking place.

14. Action by the Chair of the Board of Governors

- 14.1 Notwithstanding any delegation by the Board to a committee, the Chair of the Board of Governors shall have delegated authority to take any decision on behalf of the committee, if the Chair considers there is good and urgent reason to do so.

15. Action by the Board of Governors

- 15.1 Notwithstanding any delegation by the Board to a committee, the Board of Governors may determine any issue on behalf of a committee.

16. Dispatch of Papers

- 16.1 The address to which any notice, agenda or paper are to be dispatched for each member shall be nominated by each member. Any omission to give notice to a meeting, or to dispatch the agenda or papers to, or the non-receipt of such communications by, a person entitled to receive them shall not invalidate any resolution passed or proceeding held at any meeting.