



DATED 1 APRIL 2020

(REVISED: 28 SEPTEMBER 2022)

BATH SPA UNIVERSITY

ORDINANCES

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INTRODUCTION

These Ordinances take effect from 1 April 2020. They were adopted by the Board of Governors of Bath Spa University at its meeting on 1 April 2020 in order to prescribe the practices and procedures of the University and to regulate the conduct of University business.

These Ordinances are intended to comply in all respects with the obligations applicable to the University under any Act of Parliament or Statutory Instrument or any direction given by the Office for Students, the Department for Education and any other or successor regulatory body of competent jurisdiction. These Ordinances shall be construed and applied in a manner consistent with any such requirements and in accordance with the University's Instrument and Articles of Government.

PART A DEFINITIONS AND INTERPRETATION

[A] Definitions

1. In these Ordinances, and unless the context otherwise requires, the following terms have the following meanings:

"Academic Board"	means the body responsible for overseeing the scholarly activities of the University.
"Academic Staff"	means any member of the University's academic staff employed on a permanent contract.
"Academic Year"	means the period of twelve months commencing on 1 August and ending on the next following 31 July.
"Benefit"	means governor benefits as defined in clause 13 of the Instrument and Articles of Government and Part I of these Ordinances.
"Board"	means the Board of Governors of the University unless the context requires otherwise.
"Board Committee"	means a committee of the Board of Governors.

“Body”	means the Board of Governors and/or a Board Committee and “Bodies” shall mean all or any of them as the context may require.
“Chair”	means the person appointed to chair a Body; and references to the “Chair” shall mean the Chair of the relevant Body as the context may require.
“Constitution”	means the Instrument and Articles of Government of the University.
“Executive”	means the senior management of the University from time to time, including the Vice-Chancellor.
“Governor”	means a member of the Board of Governors.
“Independent Governor”	means a Governor who is neither a student nor a member of staff of the University appointed pursuant to clause 6.1 of the Instrument and Articles of Government.
“Instrument and Articles of Government”	means the Instrument and Articles of Government of the University.
“meeting”	means an ordinary meeting or special meeting of a Body.
“Member”	means a member of a Body, whether a Governor or another duly appointed member.
“ordinary meeting”	means each routine meeting of a Body.
“Secretary”	means the person appointed to the office of the Secretary to the Board of Governors pursuant to the Instrument and Articles of Government. Reference in these Ordinances to the Secretary shall include reference to their duly authorised representative(s) as the context so requires.

“special meeting”	means a meeting (other than an ordinary meeting) of a Body held pursuant to Ordinance F 7.
“Special Resolution”	means a resolution passed by not less than 75% of the Members present and voting.
“Staff Governor”	means a Governor drawn from the Academic Staff or Professional Services Staff of the University and appointed as Governor pursuant to clause 6.3 of the Instrument and Articles of Government.
“Student Governor”	means a Governor drawn from the students of the University and appointed as Governor pursuant to clause 6.5 of the Instrument and Articles of Government.
“Professional Services Staff”	means any member of the University’s staff employed on a permanent contract and who is not a member of Academic Staff.
“University”	means the Corporation named Bath Spa University, or such other name as the Board of Governors may from time to time resolve with the approval of either the Privy Council Office or any other body as may be required by law.

[A] Interpretation of Ordinances

2. In these Ordinances and unless the context otherwise requires, reference to:
 - 2.1 communications or documents in “writing” (or any derivation thereof) includes such communications or documents sent by e-mail or other electronic means;
 - 2.2 “Part” means a part of these Ordinances; “paragraph” means a paragraph of the Part of these Ordinances in which such reference appears (unless otherwise specified); “sub-paragraph” means a sub-paragraph of the paragraph in which such reference appears (unless otherwise specified); “Parts”, “paragraphs” and “sub-paragraphs” shall be construed accordingly; and
 - 2.3 any statute or statutory provision shall be deemed to include any subordinate legislation for the time being in force under it and any statute or statutory provision which amends, extends, consolidates or replaces the same from time to time, whether before or after the date of adoption of these Ordinances.

3. Unless otherwise defined in Ordinance A 1 the terms defined in the Instrument and Articles of Government shall have the same meanings when used in these Ordinances.

[A] Review and amendment of Ordinances

4. These Ordinances shall be reviewed by the Board not less than once every three years following their adoption. Any proposed amendment to these Ordinances shall be submitted in writing to the Secretary, or proposed by the Secretary, for consideration and approval by the Board not less than five days prior to the date of the meeting at which it is to be considered.
5. Subject to the approval of the Chair of the Board, the Secretary may authorise minor amendments to these Ordinances to reflect administrative changes which have no material impact on the substance of these Ordinances. All changes shall be recorded in the Record of Amendments shown at Appendix 2 and will be reported to the next meeting of the Board.

[A] Suspension of Ordinances

6. Any provision contained within these Ordinances may be suspended with respect to any individual item of business or generally for such period as may be specified by a Special Resolution of the Board. A proposed resolution to suspend any Ordinance at a meeting of the Board takes precedence over all other items of business.

[A] Ratification of vitiated acts

7. The Board may, by a Special Resolution, ratify any act which would otherwise have been vitiated by some non-compliance with these Ordinances, provided always that the meeting at which the ratifying decision is made has been called in accordance with these Ordinances.

PART B UNIVERSITY OFFICERS

[B] Chancellor

1. Appointment: The Board shall, at its discretion, appoint a Chancellor of the University.
2. Tenure: The Chancellor shall normally hold office for a fixed period of five years as determined by the Board. The Chancellor, at any time, may resign by notice in writing to the Chair of the Board or may be removed from office for good cause by the Board.
3. Role: The Chancellor shall be the ceremonial head of the University, officiating at graduation ceremonies and representing the University at other formal occasions. The Chancellor shall act as an ambassador for the University but shall not have the power to bind the University to a course of action.
4. Remuneration: The Chancellor shall receive no remuneration other than reimbursement of reasonable and evidenced expenses incurred for the performance of the role.

[B] Vice-Chancellor

5. Clause 15 of the Instrument and Articles of Government provides:

“The Board of Governors shall appoint a Vice-Chancellor with responsibility for the leadership and management of the University.”

6. Appointment: The Board shall appoint the Vice-Chancellor. Upon the occurrence of a vacancy or expected vacancy in the office of Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally. During a vacancy in the office of Vice-Chancellor or during their inability through illness or any other cause to perform their duties, the Board will make temporary arrangements as it shall think fit and may appoint, on such terms and conditions and for such periods as it shall think fit during such a vacancy or absence, an acting Vice-Chancellor.
7. Tenure: The Vice-Chancellor shall be appointed upon such terms and conditions of employment as the Board shall think fit
8. Role: The Vice-Chancellor shall be the chief executive and principal of the University. The Vice-Chancellor shall be responsible to the Board for the leadership and management of the University and shall be the University’s Accountable Officer.
9. Responsibilities: Subject to the responsibilities of the Board, the Vice-Chancellor shall be responsible for:
 - 9.1 making proposals to the Board about the educational character and mission of the University, and for implementing the decisions of the Board;
 - 9.2 the organisation, direction, management and structure of the University and leadership of the staff;
 - 9.3 the appointment, assignment, grading, appraisal, suspension, dismissal, and determination – within the framework set by the Board – of the pay and conditions of service of staff other than the holders of Senior Posts;

- 9.4 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- 9.5 preparing annual estimates of income and expenditure, for consideration by the Board, and for the management of budget and resources, within the estimates approved by the Board; and
- 9.6 the maintenance of student discipline and, within the procedures approved by the Board, for the suspension or expulsion of students.

[B] Secretary

10. Clause 16 of the Instrument and Articles of Government provides:

“The Board of Governors shall appoint a Secretary who has responsibility for assisting the Chair with the organisation of Board of Governors business.”
11. Appointment: The Secretary shall be appointed following a University selection process in which the Vice-Chancellor and an Independent Governor shall normally participate. During a vacancy in the office of Secretary or during their inability through illness or any other cause to perform their duties, the Vice-Chancellor shall recommend, and the Chair of the Board may approve, how any interim period will be covered.
12. Tenure: The Secretary shall be appointed upon such terms and conditions of employment as the Board shall think fit.
13. Role: The Secretary shall act as secretary to the Board in addition to any other responsibilities they may have as an employee of the University. The Secretary shall perform such tasks and duties and exercise such powers as Secretary to the Board as shall be specified by the Board from time to time. The Secretary shall be directly accountable to the Chair of the Board in their capacity as Secretary to the Board.

[B] Other Senior Posts

14. Clause 1.10 of the Instrument and Articles of Government provides:

“Senior Post” means the post of the Vice-Chancellor, the Secretary, and such other senior posts as the Board of Governors may determine from time to time for so long as such posts subsist
15. As at the date of these Ordinances, the Board has designated the following posts as “other senior posts”:
 - 15.1 Provost; and
 - 15.2 Chief Financial Officer.
16. The Board may approve on the recommendation of the Vice-Chancellor, or of its own volition having consulted the Vice-Chancellor, the designation of any post as a Senior Post.

[C] Chair of the Board of Governors

1. The role of the Chair is to
 - 1.1 lead the Board;
 - 1.2 together with, and on behalf of, the Board:
 - 1.2.1 hold the Executive to account for its leadership of the University;
 - 1.2.2 establish performance objectives for the Vice-Chancellor, conduct regular reviews of performance of those objectives and make recommendations to the Remuneration Committee accordingly;
 - 1.2.3 provide constructive challenge and support to the Executive in delivering the University's strategy;
 - 1.2.4 monitor the University's performance against its strategic objectives;
 - 1.2.5 support the Executive in further enhancing its relationships with its stakeholders;
 - 1.2.6 develop a succession plan for the role of Chair.
 - 1.3 ensure the Board reflects the appropriate mix of skills, experience and diversity to effectively fulfil its responsibilities, and is reflective of the communities in which it operates;
 - 1.4 regularly review the performance of individual Members of the Board to ensure that:
 - 1.4.1 the proceedings of the Board are conducted in accordance with the principles of governance best practice and in as transparent a way as possible;
 - 1.4.2 there is a clear succession plan for Members of the Board;
 - 1.5 discharge formal tasks including the following:
 - 1.5.1 acting as Chair of Board meetings;
 - 1.5.2 acting as the Board's primary contact with the Vice-Chancellor and ensuring clear communications and a constructive relationship between the Board and the Executive;
 - 1.6 work with the Secretary to ensure that the Board acts in accordance with its Instrument and Articles of Government, these Ordinances and with all legal, regulatory and charity requirements applicable to the University; and
 - 1.7 represent the Board within the University and maintain a positive profile with students, staff and wider stakeholders.

[C] Deputy Chair of the Board of Governors

2. The role of the Deputy Chair is to:
 - 2.1 provide appropriate advice and support for the Chair;
 - 2.2 on occasions when the Chair is unable to discharge their office as Chair as a result of a potential conflict of interest or unavoidable absence, assume the role of Acting Chair and chair meetings of the Board and relevant Board Committees;
 - 2.3 support the Chair in the fulfilment of their duties as outlined in Ordinance C 1.2 to undertake such other duties as may, from time to time, be assigned by the Board to the Deputy Chair.

[C] Senior Independent Governor

3. The Senior Independent Governor shall be an Independent Governor other than the Chair of the Board. The Senior Independent Governor will normally be the Independent Governor who is Chair of the Audit Committee but the Board may re-assign the role to another Independent Governor where there is, in the opinion of the Board, good reason to do so.
4. The role of the Senior Independent Governor is to:
 - 4.1 be available to any Governor (whether individually or collectively) should they have concerns which contact through the normal channels of Chair, Deputy Chair or Vice-Chancellor has failed to resolve or where such contact is inappropriate;
 - 4.2 lead an annual appraisal of the Chair's performance, including consulting with Governors without the Chair;
 - 4.3 liaise with the Board and the Vice-Chancellor about the Chair's objectives, in consultation with the Chair;
 - 4.4 become involved in any exceptional circumstances when the Board has concerns about the performance of the Chair, the Deputy Chair or the Vice-Chancellor, or when the normal relationship between the Chair, the Deputy Chair, the Vice-Chancellor has failed to resolve matters of concern.
 - 4.5 provide enhanced support to the Chair in the leadership of the Board; and
 - 4.6 to undertake such other duties as may, from time to time, be assigned by the Board to the Senior Independent Governor.

[C] Appointment of Chair and Deputy Chair

5. The Board shall normally elect from the Independent Governors one person as Chair and one person as Deputy Chair of the Board. The Board may, where it considers it reasonable to do so, seek to appoint an external candidate who is eligible to be an Independent Governor in accordance with procedures set out by the Nominations and Governance Committee.

6. For the avoidance of doubt, neither the Vice-Chancellor nor any person who is member of the staff of, or a student of, the University shall be eligible for appointment as the Chair or Deputy Chair.

[D] Functions

1. Clause 3 of the Instrument and Articles of Government provides:

“3. The Board of Governors shall be the supreme governing body of the University and shall be responsible for the exercise of the University’s powers. The functions of the Board of Governors shall include, without limitation:

3.1 oversight of the conduct of the affairs of the University;

3.2 the oversight of the management and administration of the revenue and property of the University;

3.3 establishing a framework for the pay and conditions of staff; ensuring that there are in place policies and procedures for the governance and conduct of the University, for dealing with staff performance, discipline, dismissal and grievance, and for dealing with student discipline, complaints and academic appeals; and

3.4 the custody and use of the Seal of the University.”

2. Clause 4 of the Instrument and Articles of Government provides:

“4. The Board of Governors may make committees, including but not limited to those required by any regulator of the University, and may delegate all or any of its functions to a committee or any person provided that it shall not delegate:

4.1 the determination of the character and mission of the University;

4.2 the responsibility for ensuring the solvency of the University and for safeguarding its assets, including but not limited to the approval of the annual budget and accounts of the University;

4.3 the making of, alteration, amendment or addition to this Instrument and Articles, subject to the prior approval of the Privy Council Office if such approval is required by law; or

4.4 the approval of procedures for the suspension and dismissal of staff and the suspension and expulsion of students.

3. The primary responsibilities of the Board are (and this Ordinance D 3 should be read in conjunction with D 1 and D 2):
 - 3.1 to approve the mission and strategic vision of the University, long term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders;
 - 3.2 to ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions;
 - 3.3 to appoint a Vice-Chancellor as chief executive, and to put in place suitable arrangements for the monitoring of his/her performance;
 - 3.4 to delegate (whilst retaining the ability to scrutinise such delegation) authority to the Vice-Chancellor, as Chief Executive, for the academic, corporate, financial, estate and human resources management of the University and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Vice-Chancellor;
 - 3.5 to ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment and procedures for handling internal grievances and for managing conflicts of interest;
 - 3.6 to establish processes to monitor and evaluate the performance and effectiveness of the Board itself;
 - 3.7 to conduct its business in accordance with the Office for Students' public interest governance principles, best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life;
 - 3.8 to safeguard the good name and values of the University;
 - 3.9 to appoint a Secretary and to ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability;
 - 3.10 to be the employing authority for all staff in the University and to be responsible for establishing a human resources strategy;
 - 3.11 to be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate;
 - 3.12 to be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including health and safety, and those arising from contracts and other legal commitments made in the University's name;
 - 3.13 to receive assurance that adequate provision has been made for the general welfare of students;

- 3.14 to act as a trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University; and
- 3.15 to ensure that the University's constitution is followed at all times and that appropriate advice is available to enable this to happen.

[D] Composition

4. Clauses 6-12 of the Instrument and Articles of Government provide:

6. The Board of Governors shall comprise at least thirteen Governors (or fewer if allowed by law) and no more than twenty five Governors, of whom a majority shall be Independent and shall include, but not be limited to, the following:

6.1 A majority of Independent Governors, appointed by the Board of Governors;

6.2 The Vice-Chancellor, for as long as they hold office;

6.3 Up to two members of staff of the University, appointed by the Board of Governors after consideration of a nomination by the staff of the University. Of these two Governors, one shall normally be a member of academic staff and one shall normally be a member of professional services staff;

6.4 The President of the Students' Union of the University, for as long as they hold office; and

6.5 One student of the University.

7. The Board of Governors may appoint one or more senior executive officers of the University as a Governor, for as long as they hold office.

8. For so long as is required by law, the Governors appointed under clauses 6.3, 6.4 and 7 (the "Co-opted members") shall all have experience of the provision of education and shall be appointed by Governors who are not Co-opted Members.

9. With the exception of the Chair, Governors appointed under clauses 6.1 and 6.3 are appointed to serve for a term of up to three years. They may be re-appointed once. Exceptionally, they may be appointed for a third term of one year only.

10. The Board of Governors shall appoint a person who is not a student or staff member of the University to serve as Chair. The Chair is appointed for a term

of up to three years. They may be re-appointed up to a maximum period as a Governor of ten years and a maximum period as Chair of seven years.

11. The Board of Governors shall appoint a person who is not a student or staff member of the University to serve as deputy Chair and may appoint such other officers as it sees fit.

12. The Board of Governors may remove a Governor from office.

5. Alongside Independent Governors, the Board shall include the following members: the Vice-Chancellor, the President of Bath Spa University Students' Union as elected from time to time, one Student Governor and two Staff Governors.

Independent Governors

6. The process for the appointment of Independent Governors shall be managed by the Nominations and Governance Committee.
7. The Nominations and Governance Committee is responsible for identifying the skills, experience and diversity required on the Board and the Board Committees to ensure the success of the University and is responsible for ongoing succession planning in respect of Board and Board Committee membership.
8. The Nominations and Governance Committee is responsible for overseeing the recruitment and shortlisting of new Governors. Successfully shortlisted Governors are usually interviewed by the Chair and other Governors as appropriate, with the Secretary in attendance.

Student Governor

9. The Student Governor shall be a then current student enrolled at the University and nominated by Bath Spa University Students' Union. In the absence of a nomination, applications may be invited directly from the student body by the Secretary and, following a process determined by the Nominations and Governance Committee, a recommendation shall be made to the Board.
10. The Student Governor shall normally serve as a Member of the Board for a period of one year.

Staff Governors

11. The Staff Governors shall normally consist of one member of the Academic Staff and one member of the Professional Services Staff. Each Staff Governor will normally serve for a period of three years.
12. The Staff Governor (Academic) shall be a member of Academic Staff appointed by the Board after consideration of a nomination by the staff of the University (such procedure to be determined by the Nominations and Governance Committee).

13. The Staff Governor (Professional Services) shall be a member of Professional Services Staff appointed by the Board after consideration of a nomination by the staff of the University (such procedure to be determined by the Nominations and Governance Committee).

[D] Tenure

14. A Member of the Board may at any time by notice in writing to the Secretary resign their office, which will thereupon become vacant from the date of receipt of the resignation notice or date specified therein whichever shall be the later.
15. Where a member of the Board is appointed as a Student Governor or a Staff Governor and they cease, before the end of their period of office, to be a student of the University or a member of staff of the University, as the case may be, their office shall immediately become vacant.

[D] Acts during vacancies

16. No act or resolution of the Board or any Board Committee shall be invalid by reason only of any vacancy in the Body doing or passing it or by reason of any want of qualification by or invalidity in the election or appointment of any Member of the Body whether present or absent.

[D] Quorum

17. Clause 5 of the Instrument and Articles of Government provides:

“5. The quorum for meetings of the Board of Governors is seven Governors, of whom a majority shall be Independent Governors.”

18. The quorum shall be made up of those attending in person or in accordance with Ordinance F 17.

[D] Removal of Governors from Office

19. Clause 12 of the Instrument and Articles of Government gives the Board power to remove any Governor from office. Such removal will be for good cause by the Board. No person shall be removed by the Board unless they have been given a reasonable opportunity to make representations to the Board.

20. "Good cause" shall be any cause deemed good cause by the Board and includes, but is not limited to:

- 20.1 conviction for an offence which may be deemed by the Board to be such as to render the person convicted unfit for the execution of the duties of the office; or

- 20.2 conduct which is, in the opinion of the Board, incompatible with the duties of the office; or

- 20.3 conduct which in the opinion of the Board, could bring the University into disrepute; or

- 20.4 conduct which is in breach of the Code of Conduct set out at Ordinance G; or
- 20.5 conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office.

[D] Acting Chair

21. If the Chair of the Board is not present at the commencement of a Board meeting, the Deputy Chair of the Board shall chair that meeting. If the Deputy Chair is not present at the commencement of a meeting, the members present shall select one of the Independent Governors present as Acting Chair to preside over the meeting.

[D] Attendance

22. The Secretary shall attend Board meetings and procure administrative support for the Board as required. In addition, the following persons will usually attend meetings of the Board (unless determined otherwise by the Board):

- Provost
- Chief Financial Officer
- Such other persons as the Board may determine

[D] Frequency of meetings

23. No fewer than four ordinary meetings of the Board shall be held in each Academic Year.

[D] Board Committees

24. Except to the extent otherwise provided in these Ordinances, these Ordinances shall apply equally to the Board and any Board Committee created by the Board from time to time.
25. The Board shall establish such Board Committees as are specified in the Instrument and Articles of Government and may establish such further Board Committees and delegated authorities for such purposes and with such powers as the Board may think fit from time to time in order to perform, or assist and advise the Board on the discharge of, any of its functions and responsibilities. As at the date of these Ordinances, the Board has established the following Board Committees:

- Audit Committee
- Finance and Infrastructure Committee
- Nominations and Governance Committee
- Remuneration Committee

The authorities and responsibilities (including their extent and scope) conferred on a Board Committee, its composition and membership, its quorum requirements and the frequency of its meetings shall be expressly set out in the terms of reference.

26. The Board may permit the membership of such Board Committees to include persons who are not Members of the Board (for example, in order to address skills, experience or diversity needs).
27. In addition to taking such action as may be authorised by its terms of reference, each Board Committee shall have authority to take such action as it deems fit which is:
 - 27.1 within the general scope of its responsibilities;
 - 27.2 urgently required during the period between meetings of the Board Committee; and
 - 27.3 reported at the next meeting of the Board.
28. Each Board Committee shall consist of a Chair and such number of Members as set out in its terms of reference. If the Chair of the Board Committee is not present at the commencement of a meeting, the members present shall select one of the Independent Governors present as Acting Chair to preside over the meeting.
29. Members of each Board Committee shall be appointed by the Board having regard to the range of qualifications and experience necessary for the proper and effective discharge of the functions of the Board Committee, and the need for an equitable balance in the composition of the Board Committee. The Board may remove any Member of a Board Committee at any time from such membership.
30. A Governor's membership of any Board Committee shall be contingent on their continuing membership of the Board. An Independent Governor shall normally be a Member of at least one Board Committee.
31. The proceedings, procedures and business of each Board Committee shall be regulated by these Ordinances and by such further terms as the Board stipulates from time to time in terms of reference. Subject thereto, each Board Committee may regulate its own procedures and may deal with any matter delegated to it as it so decides.
32. Each Board Committee shall report regularly to the Board, normally at its next meeting, and provide the minutes of its meetings (in draft or final form) for noting by the Board.
33. The Board may dissolve a Board Committee at any time as it thinks fit.

[D] Task and finish groups

34. The Board may establish task and finish groups to deal with specific projects or items of business including, for example, for outcome-driven or time-limited matters.

PART E ACADEMIC BOARD

1. Subject to the overarching responsibilities of the Board and the specific responsibilities of the Vice-Chancellor, Clause 14 of the Instrument and Articles of Government provides:

14. There shall be an Academic Board which oversees the scholarly activities of the University. The Academic Board will have such functions, categories of membership and terms of office as are approved by the Board of Governors and shall normally be chaired by the Vice-Chancellor.

2. The Academic Board may establish such standing or advisory committees and delegated authorities, for such purposes and with such powers as the Academic Board considers fit from time to time in order to assist and advise the Academic Board in the discharge of any of its functions and responsibilities.
3. The Academic Board shall report regularly to the Board, normally at its next meeting, and provide the minutes of its meetings (in draft or final form) for noting by the Board.

PART F GENERAL CONDUCT OF MEETINGS

[F] Ordinary Meetings

1. To the extent reasonably practicable, a schedule of the dates of ordinary meetings of the Board and Board Committees shall be provided to each Member and published on the University's website prior to the start of the Academic Year to which the schedule pertains.
2. An ordinary meeting may be cancelled by the Secretary at the request of the Chair if, in the Chair's opinion, there is insufficient business to warrant the meeting taking place, subject to the agreement of all members of the Board.

Notice, Agenda and Papers

3. The Secretary shall normally give not less than seven days' notice of each ordinary meeting (such notice to feature the date, time and venue of the meeting) to all Members and other persons entitled to attend such ordinary meeting. Notice shall be dispatched by email or other electronic means to such address as they shall notify to the Secretary in accordance with Ordinance F 10 below.
4. Unless otherwise agreed by the Chair, each notice of a meeting shall incorporate or be accompanied by an agenda, setting out the business to be carried out at the relevant meeting and prepared in accordance with this Ordinance F 4 and accompanied by any papers, documents or other materials to be considered at such meeting. If it is not reasonably practicable to distribute papers with the agenda, such papers shall be issued to Members and other persons entitled to attend such ordinary meeting not less than two days prior to the date of the meeting. Papers may be tabled at meetings at the sole discretion of the Chair.
5. The agenda for each meeting shall be prepared by the Secretary and approved by the Chair of the Board or the relevant Board Committee prior to issue. The business to be carried out at each meeting shall be as set out in the agenda, together with any other urgent business. Urgent business which is not included in the agenda should be kept to a minimum and normally conducted only when necessary for the efficient functioning of the University.
6. Subject to a quorum being present, meetings shall commence at the time set out in the notice of that meeting and shall continue until the business set out in the agenda has been addressed.

[F] Special Meetings

7. A special meeting shall be called at the request (as communicated in writing to the Secretary) of either the Chair (or, in the Chair's absence, the Deputy Chair or the Acting Chair as the case may be) or such number of Members as would constitute a quorum at a meeting of the Board or relevant Board Committee. The request shall state the reason for calling the special meeting and the nature of the business to be addressed.
8. Unless the Board or Board Committee concerned resolves to accept a shorter period of notice, the Secretary shall give not less than two days' prior notice of each special meeting.

9. Unless otherwise agreed by the Chair, each notice of a special meeting shall state the reason for calling the special meeting and the nature of the business to be addressed and shall be accompanied by any papers to be considered at the special meeting. The business to be carried out at each special meeting shall be as set out in that notice. No other business shall be considered at the special meeting.

[F] Dispatch of papers

10. Each Member and other designated person entitled to attend any meeting shall notify the Secretary in writing of a designated email address to which any notice, agenda or papers may be dispatched for receipt. Any person who fails to provide such an address shall not be entitled to receive notices from the University.
11. Meeting notice, agendas or papers shall be dispatched in accordance with Ordinances F 3 and F 4 and shall be deemed to have been given when sent by email or other electronic means.
12. Any person present at a meeting shall be deemed to have received notice of that meeting and of the purposes for which it was called.
13. The accidental omission to send notice of a meeting, agenda or other document to, or the non-receipt of such documents by, a Member or any other person entitled to receive them shall not invalidate any decision, or proceeding of, any meeting.
14. Any reference in these Ordinances to a period of notice shall exclude the day on which any relevant document was dispatched.

[F] Attendance at meetings

15. Members are obliged to attend meetings of the Board and any Board Committee of which they are a Member unless such attendance is not reasonably practicable, in which case apologies shall be sent to the Secretary in advance of the relevant meeting. A record of attendance of Members shall be kept, and their attendance shall also be recorded in the minutes of the meeting.
16. If a Member fails to attend three consecutive meetings of the Board or a Board Committee of which they are a Member, this will be reported to the Chair of the Board who may recommend to the Board that the Member concerned be removed from the membership of the relevant Body.
17. Subject to the advance approval of the Chair concerned, Members may attend meetings either in person or by means of telephone communication, video conferencing or other electronic means, provided that the Chair is satisfied that any such Member shall be able to communicate effectively with all other participants while attending by such means.
18. Any Governor may notify the Chair of a Board Committee of which they are not a Member of their wish to attend a meeting of such Board Committee as an observer and shall be entitled to attend such a meeting and to speak (but not to vote or count in the quorum of such meeting) provided that:
 - 18.1 their attendance shall be subject to the approval of the Chair concerned;

- 18.2 attendance at meetings of the Finance and Infrastructure Committee by members of Audit Committee as observers should not be routine but only at the invitation of the Chair of the Finance and Infrastructure Committee for particular business;
- 18.3 attendance at meetings of the Audit Committee by members of Finance and Infrastructure Committee as observers should not be routine but only at the invitation of the Chair of the Audit Committee for particular business; and
- 18.4 a Governor may not attend a meeting of a Board Committee whose terms of reference preclude it.
19. The Chair may invite any person who is not a Member (“Observers”) to attend for, and contribute to, specific items on the agenda of a meeting of the Board or a Board Committee, or to attend any such meeting as observer.
20. Observers may also request to observe such meetings with such request normally made in writing via the Secretary at least five days prior to the relevant meeting. Attendance of Observers (apart from those authorised to attend under Ordinance D 22) is at the discretion of the Chair. The Board seeks to operate in an open and transparent manner and any reasonable requests from Observers to attend will be considered but this must be balanced against the need of the University to transact its business in an effective and efficient manner.
21. Observers will be required to withdraw from any reserved, confidential or commercially sensitive business. The Chair may also require an Observer to withdraw from a meeting in the interests of the proper conduct of the meeting. The Chair may, in their discretion, decline such request or limit the numbers in attendance if the person making the request has a personal interest in the matter or may have a disruptive effect on the conduct of the meeting, or on account of issues concerning room capacity or health and safety.
22. No Observer shall be entitled to speak (except to the extent permitted by the Chair) or vote or be counted in the quorum at such meetings.
23. Except as otherwise expressly provided in these Ordinances attendance at meetings of the Board or any Board Committee is confined to those persons identified as Members thereof in the terms of reference concerned and the Secretary and no other person may attend (whether as participant or observer).

Meetings of Independent Governors only

24. Subject to Ordinance F 25, a majority of the Independent Governors:
 - 24.1 may on occasion decide to meet without the presence of other Governors. The Secretary may attend such meetings unless requested not to attend or to leave. The Chair and/or Deputy Chair may be requested to leave the meeting when the matter to be discussed concerns the performance of their respective duties (in which case an Acting Chair shall be selected in accordance with the provisions of Part D). Any such meeting pursuant to this Ordinance F 24.1 may be treated as a special meeting; and
 - 24.2 present at a meeting may require other Governors to withdraw from that meeting or part of a meeting during the period when a particular matter is being considered, decided or voted upon.

25. It is acknowledged that the Higher Education Code of Governance (as amended from time to time) issued by the Committee of University Chairs makes provision for Staff Governors and Student Governors not to be routinely excluded from discussions of the Board and for governing bodies to encourage the full and active participation of Staff Governors and Student Governors. Accordingly, the rights of Independent Governors under Ordinance F 24 will only be exercised when deemed necessary.

[F] Conduct of meetings

Adjournments

26. If no quorum is present within 30 minutes after the time appointed for any meeting to commence or where a meeting ceases to be quorate due to the departure of one or more of its Members, or if the Chair of the Body concerned is not present at the commencement of the meeting and no Acting Chair is, or can be, appointed under these Ordinances, no further business may be transacted at a meeting other than reports that do not require a decision or the approval of the Body concerned, or the adjournment of the meeting. Any items for decision or approval shall be deferred to the next meeting of that Body. The meeting shall be adjourned to such a day, time and place as the Chair may determine (if necessary by Chair's action pursuant to Ordinance F 37). No business shall be conducted at an adjourned meeting other than the business which was due to have been conducted at the original meeting. At least two days' notice of any adjourned meeting shall be given unless, by resolution of the Body concerned, the meeting is adjourned to later on the same day.

Conduct of Debate

27. The Chair shall:
- 27.1 invite an appropriate Member, University officer or third party (or, in each case, their duly authorised representative) to introduce, present or prepare a paper for each item on the agenda of a meeting;
 - 27.2 provide all Members wishing to ask questions or comment with respect to that item with adequate opportunity to do so (although they may remind Members of the need for brevity);
 - 27.3 bring the discussions of such item to a close after an appropriate period; and
 - 27.4 then summarise the arguments made and express the consensus of the meeting.

If there is no dissent, that consensus shall be recorded as a resolution of the Body concerned. If the Chair considers that there is no such consensus or if so requested by any one Member or if so required by these Ordinances, then the resolution will be determined by vote in accordance with Ordinance F 34. Where appropriate, the Chair may at their discretion escalate issues to the Board (as appropriate) for decision and/or ratification.

28. The person presenting business to a meeting and the author of a paper to be submitted at a meeting:
- 28.1 will draw the attention of the Members to those aspects or recommendations which raise matters of principle or give rise to implications of importance;
 - 28.2 will provide Members with an opportunity to raise matters or queries relating to the presentation or paper; and

- 28.3 are responsible for ensuring that their presentation or paper contains clear explanations and all the information necessary for the Body concerned to make an informed decision of the matter at hand.

Any such paper shall be prepared in the standard format or as otherwise specified by the Secretary in order to ensure each paper is consistent with accepted practice and meets the requirements of the Body concerned.

29. Without limitation to Ordinance F 28 and to ensure that agenda items are dealt with efficiently at meetings, Members should seek any factual information they may require prior to the meeting whenever reasonably practicable to do so, and notify any apparent errors in papers outside the meeting itself.
30. While no fixed limits are set for the length of discussions at meetings or the number of items each Member may address, Members should be conscious of the need for business to be conducted efficiently and will need to gauge the number and duration of their contributions accordingly. Members are also expected to address the meetings and their colleagues with courtesy and respect, to permit others to address the meeting in silence and not to interrupt them (unless raising a point of order), and not to behave in an improper or disorderly manner. The Chair shall maintain order at the meeting and will rule on any interruptions or misbehaviour by Members or other attendees.
31. The adoption of reports and recommendations of any Body and any motion or proposal from the Chair may be considered without being seconded. Any other proposal or motion recommended by a Member shall be seconded in order to be considered by the relevant Body, failing which it will lapse. No substantive proposal or motion may be proposed at a meeting which is in substance the same as that previously proposed and considered at the same meeting. A Member may move amendments to a proposal or motion provided that the effect of any such amendment is not to negate the purpose of the original proposal or motion. One amendment may be moved and discussed at any one time. Other amendments may be discussed once the first amendment has been decided. A Member may withdraw a proposal, motion or amendment with the consent of the seconder and of the Body concerned.
32. Proposals to any Body may be:
- 32.1 approved (with or without amendment) by a majority of the Members present. Where a vote is deemed necessary for this purpose, it will be held in accordance with Ordinance F 34 below;
- 32.2 rejected (in which case the matter is closed as far as that meeting is concerned although it may be considered afresh at a subsequent meeting); or
- 32.3 referred to another Body or forum (in which case the person responsible for the proposal should submit a memorandum to the next meeting of such Body or forum, explaining the reasons for the referral).

Points of Order and Procedural Motions

33. Each Member may draw to the attention of the Chair a breach of the general law, the Constitution, these Ordinances or any other policy or procedure of the University and such a point of order shall be heard immediately and take precedence over all other business of the meeting until it has been determined. The Chair will rule on a point of order, having taken the advice of the Secretary as they consider appropriate.

Voting

34. Unless otherwise resolved by the Body concerned (and subject to Ordinance G 13), a vote shall be determined by a show of hands (subject to Ordinance F 35) and by a simple majority of those present and voting (except in the case of a Special Resolution). Each Member shall have one vote. In the event of an equality of votes, the Chair shall have a casting vote. No proxy votes shall be permitted. An abstention shall not count as a vote. If no such majority is secured, the relevant motion or resolution shall be regarded as not having been passed.
35. Any other matter shall be determined by a secret ballot if the relevant Body so resolves or if so requested by at least two Members and the Chair (or the Acting Chair where that is the case) of the relevant Body so agrees.

[F] Decision-making outside of meetings

Written resolutions

36. The Board or a Board Committee may conduct its business by written resolution (including by way of email in exceptional circumstances and where full debate on the matter is not required) which has been sent to each Member of the Board or relevant Board Committee entitled to receive such communication, if endorsed by a majority of Members (or by 75% in the case of a Special Resolution), shall be as legitimate as if agreed at a formal meeting of the Board. Such resolutions shall be reported to the next meeting of the relevant Body.

Chair's Action

37. All matters not specifically delegated by a relevant Body shall be dealt with at meetings of that Body (whether ordinary or special meetings). However, the Chair (or in the Chair's absence, the Deputy Chair or the Acting Chair, as the case may be) shall have delegated authority to take any decision on behalf of the Body concerned in relation to:
 - 37.1 items of routine business that would not merit discussion at a meeting of that Body; or
 - 37.2 implementation of decisions that have already been taken by that Body; or
 - 37.3 matters arising in the period between meetings of the Body concerned requiring immediate action which are within the financial limits laid down in the University's Financial Regulations and which would not justify holding a special meeting.

Where they consider it appropriate, the Chair shall, by electronic or other means, seek to secure the authorisation of any such action from the Body concerned.

38. In relation to matters which, in the reasonable view of the Chair (or, in the Chair's absence, the Deputy Chair or the Acting Chair, as the case may be) are too urgent or important to defer until the next ordinary meeting of the relevant Body or because of the expiry prior to the next meeting of a deadline applicable to the matter concerned, the Chair (or in the Chair's absence, the Deputy Chair or the Acting Chair) shall have delegated authority to call a special meeting of that Body in accordance with Ordinance F 7, consult the Members of the Body by correspondence or e-mail, or take Chair's action.

39. For the avoidance of doubt, neither the Chair, the Deputy Chair nor the Acting Chair shall have delegated authority to take any decision connected with which the Body concerned cannot delegate under the terms of the Instrument and Articles of Government, these Ordinances or other requirements to which the Body is subject.
40. In any circumstances where the Chair (or the Deputy Chair or the Acting Chair, as the case may be) takes Chair's action, they shall only do so with great care, in circumstances where to delay action would seriously prejudice the University's interests and having consulted the Secretary on the most appropriate course of action; and they will submit a report (written or verbal) to the next meeting of the Body concerned which shall consider and endorse (or not, as the case may be) the action taken.

[F] Minutes of meetings

41. The minutes of each meeting should not purport to be a verbatim record of the meeting but should summarise in reasonable detail the business conducted and all resolutions passed at the meeting (with a clear indication of the order in which they were considered), refer to the documents and papers considered, record those who attended the meeting (including the names of any invitees or observers), apologies for absence, declarations of interest and actions arising from the business discussed; and all paragraphs of the minutes should be sequentially numbered.
42. Draft minutes of each meeting shall be prepared by the Secretary (or their nominee) for approval by the Chair and shall be circulated prior to, or submitted at, the next ordinary meeting for approval by the relevant Body as a whole. Discussion on minutes shall be confined to their accuracy. Once any proposal to amend the draft minutes has been determined and the Body has approved the minutes, the Chair shall confirm and sign or otherwise endorse the minutes (amended as required) as the only and definitive record of the meeting and the decisions taken.
43. Once approved in accordance with Ordinance F 42, a signed or approved copy of the minutes shall be retained (in a minute book or other record) by the Secretary.
44. The minutes of the Board's meetings shall be published following approval of the minutes in accordance with Ordinance F 42 with the minutes redacted where appropriate (for example where they disclose personal information or where they disclose any matter which the relevant Body is satisfied should be dealt with on a confidential basis).

[G] Conduct of Members

1. The Board and Board Committees shall conduct business in a fair, proper, transparent and ethical manner, having regard to the values of the University, equality and diversity and to the Nolan principles of public life (namely selflessness, integrity, objectivity, accountability, openness, honesty and leadership), and shall act in the best interests of the University as a whole.
2. Members of the Board and Board Committees, and other officers of the University designated to act for or on behalf of those bodies, shall conduct themselves in compliance with the following:
 - 2.1 Nolan principles of public life;
 - 2.2 the Higher Education Code of Governance, issued by the Committee of University Chairs;
 - 2.3 the Terms and Conditions for funding for higher education institutions, issued by the Office for Students;
 - 2.4 the Terms and conditions of Research England Grant, issued by Research England; and
 - 2.5 any other legal or regulatory requirements applicable to the University.
3. If any person is in doubt about the provisions of this Code, the Secretary should be consulted and advice shall be provided or procured as appropriate. However, ultimate responsibility for the appropriateness of conduct as a Member and for any act or omission in that capacity rests with the individual Member.

[G] Fit and proper persons

4. The University shall seek to ensure that all Members are appointed on merit, in accordance with an open selection procedure overseen by the Nominations and Governance Committee, and are drawn widely from the community having regard to the need for continuity, balance, diversity and a range of appropriate experience, skills and interests.
5. Members shall be 'fit and proper persons' as defined in the regulatory framework issued by the Office for Students and must notify the Chair and the Secretary without delay if any circumstances arise which effect the fulfilment of this requirement. A fit and proper person:
 - 5.1 is of good character;
 - 5.2 has the qualifications, competence, skills and experience that are necessary for their role;
 - 5.3 is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed; and

- 5.4 has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

[G] Duties

6. Members owe a fiduciary duty to the University. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Member shall act honestly, diligently and independently. The actions of Members should promote and protect the good reputation of the University and the trust and confidence of those with whom it deals.
7. Decisions taken by Members at meetings of the Board and Board Committees must not serve any improper purpose or personal motive. Decisions taken must always be for the benefit of the University, its students and staff and other users of the University and must be taken primarily with a view to safeguarding all funds, including public funds.
8. Members must observe the provisions of the University's Instrument and Articles of Government and, in particular, the responsibilities given to the Corporation by the Instrument and Articles of Government, including the list of reserved responsibilities, which are so important that they must not be delegated.
9. Members must comply with the University's Ordinances to ensure that the University conducts itself in an orderly, fair, open and transparent manner.
10. Members shall have regard to the different but complementary responsibilities given to the Vice-Chancellor. The responsibilities given to that postholder are summarised under Ordinance B 5. Whereas it is the Board's function to decide strategic policy and overall direction and to monitor the performance of the Vice-Chancellor and any other senior postholders, it is the Vice-Chancellor's role to implement the Board's decisions, and to manage the University's affairs within the budget and framework fixed by the Board. Members shall work together so that they, the Vice-Chancellor and the Executive perform their respective roles effectively, on the basis of shared information, and in a cooperative manner.

[G] Independence of Members

11. Members shall exercise their independent judgement at all times when speaking, resolving, voting or otherwise discharging their functions and responsibilities as Members and shall not be bound by the mandates or instructions given by, or incur any obligations towards, or assume the role of representing the views of, any other person or body.
12. Members shall:
- 12.1 prepare fully for meetings to enable informed and evidence-based discussion at, and decision-making by, the Board or Board Committee concerned;
- 12.2 provide supportive and constructive challenge on issues considered by the Board or Board Committee concerned and be open to challenge in return;
- 12.3 apply balanced judgement to their deliberations; and

- 12.4 understand that they have no powers to act unilaterally (other than any power delegated to them by the Board) and understand that the Board must take collective responsibility for decisions taken, notwithstanding any differences of opinion.

[G] Conflicts of interest

13. Members should avoid putting themselves in the position where there is a conflict (actual or potential) between their personal interests and their duties to the University. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
14. Members must disclose to the University any pecuniary, family or other personal interests in matters under discussion within the Board or any Board Committee. Members who declare such an interest shall take no part in the consideration of the matter unless authorised by the Members who are not conflicted.
15. If an interest of any kind (including an interest of a spouse or partner of a Member or of a close relative of the Member or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement, then the interest, financial or otherwise, should immediately be reported to the Secretary, and be fully disclosed to the Board before the matter giving rise to the interest is considered.
16. Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and may not vote in relation to the matter.
17. For the purposes of this Code, 'close relative' includes but is not limited to a spouse or partner, father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child/step-child.
18. Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer of receipt of such gifts, hospitality or benefits should immediately be reported to the Chair and Secretary.
19. The Secretary shall maintain a Register of Interests which will be open for public inspection. Members must disclose routinely to the University all business interests, financial or otherwise, which they may have, and the Secretary will enter such interests on the Register. Members must give sufficient details to allow the nature of the interest to be understood by enquirers. Members shall inform the Secretary whenever their circumstances change and interests are acquired or lost.

[G] Statutory Accountability

20. Governors are collectively responsible for observing the duties set out in the Terms and Conditions of Funding published by the Office for Students as a condition of receiving public funds.
21. Although the Office for Students is the main provider of funds to the University, Governors should note that they are also responsible for the proper use of income derived from other public and private sources and monitoring of expenditure of such income, in order to meet relevant requirements and public audit.

22. As Accountable Officer, the Vice-Chancellor is directly responsible and accountable to Parliament for ensuring that the uses to which the Office for Students puts its funds are consistent with the conditions attached to them. The Vice-Chancellor, as Accountable Officer for the University, is also directly responsible and accountable to Parliament, though the Committee of Public Accounts, for the effective stewardship by the University of public funds. The Vice-Chancellor may be required to appear before the Committee of Public Accounts to give an account of the use made by the University of such funds. The University is accountable to Parliament for ensuring the financial health of the University, and to the courts for ensuring that the University is conducted in accordance with the law.

[G] Openness and confidentiality

23. Because of the University's public accountability and the importance of conducting its business openly and transparently, Members should ensure that, as a general principle, students and staff of the University have free access to information about the proceedings of the Board. Accordingly, agendas and minutes relating to meetings of the Board are normally available for public inspection when they have been approved.
24. There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers there are sensitive or commercial issues or named individuals and for other good reasons. Such excluded items will be kept confidential.
25. It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be a full exchange of relevant information and trust between Members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or Members of any Body are satisfied should be dealt with on a confidential basis.
26. If any Member loses any material or item containing personal data or confidential information, they shall immediately notify the Secretary of the loss and all the circumstances relating thereto.
27. Members should not make statements to the press or media or at any public meeting relating to proceedings of the Board or its committees without first having obtained the approval of the Chair or, in their absence, the Deputy Chair. It is unethical for Members to publicly criticise, canvas or reveal the views of other Members which have been expressed at meetings of the Board or its committees.

[H] Reimbursement procedure

1. Subject to the University's legal and regulatory obligations, the University's Financial Regulations and the following terms and conditions, the University shall reimburse expenses duly and properly incurred by Independent Governors and Student and Staff Governors (in their role as governors) in the discharge of their duties to the University.
2. Expenses claims shall be submitted to the Secretary at the earliest opportunity. The Secretary shall authorise the reimbursement of expenses as appropriate in accordance with these Ordinances and shall be provided with a budget for this purpose.

[H] Travel expenses

3. The University will reimburse travel expenses reasonably incurred in attending meetings of the Board or of Board Committees, University events, national and regional governance conferences or meetings, and other formal meetings with members of the University.
4. The reimbursement of travel expenses is subject to the following terms and conditions:
 - 4.1 *Private car*: Claimants will be paid at the mileage rates specified by the University from time to time. In claiming such payments, the claimant will need to identify the date, starting location, destination and purpose of the journey. The claimant will be responsible for ensuring that any vehicle used for this purpose is appropriately insured.
 - 4.2 *Public transport*: The University will reimburse the cost of standard class return rail fares. Claims for non-standard fares shall be subject to the approval of the Chair of the Board or, where the claimant is the Chair of the Board, to the Chair of the Audit Committee. Car parking and, where necessary, the costs of using a taxi for travel to and from railway stations will also be reimbursed. In claiming such payments, the claimant will need to identify the date, starting location, destination and purpose of the journey, and enclose tickets and receipts for all expenses claimed.

[H] Accommodation

5. In the event that any Independent Governor requires overnight accommodation for the purposes of attending meetings or conferences or discharging other duties on behalf of the University, they should notify the Secretary for advice on whether the costs of such accommodation would be met by the University and:
 - 5.1 if so, in order that such accommodation may be arranged and invoiced directly to the University; or
 - 5.2 if not, for advice on suitable accommodation and for assistance in making appropriate arrangements at the expense of the Independent Governor concerned (as the case may be).

[H] Subsistence expenses

6. The reimbursement of subsistence expenses is subject to the following terms and conditions:
 - 6.1 the University will reimburse Independent Governors for the reasonable costs of meals and snacks associated with travel to, or necessary overnight stays preceding meetings of the Board or of Board Committees, University events, national and regional governance conferences or meetings, and other formal meetings with members of the University;
 - 6.2 the University will not reimburse the expenses incurred by or on behalf of their spouses, partners, family members, friends or other associates who may accompany them; and
 - 6.3 claims should always be accompanied by appropriate receipts.

[H] Other expenses

7. The Secretary may approve the reimbursement of expenses relating to Governor development activities subject to the following terms and conditions:
 - 7.1 such Governor development activities must have the prior approval of the Secretary before any expenses relating to them are incurred;
 - 7.2 any subsistence expenses should be claimed in accordance with Ordinance H 6 above;
 - 7.3 the University will not reimburse the expenses incurred by or on behalf of Governor's spouses, partners, family members, friends or other associates who may accompany them; and
 - 7.4 claims should always be accompanied by appropriate receipts.
8. The University may approve the reimbursement of expenses in respect of care arrangements for dependents (e.g. children or dependent adults) or any extra costs that might be incurred by a Governor due to any special needs they might have if required in order to allow a Governor to carry out their duties as a Governor subject to the following terms and conditions:
 - 8.1 such costs must have the approval of the Secretary prior them being incurred; and
 - 8.2 such costs must be reasonable and accompanied by appropriate receipts.

PART I BENEFITS OF MEMBERS OF THE BOARD OF GOVERNORS
[approved by the Privy Council; note Ordinance 7 below]

Benefits of Members of the Board of Governors

1. The University may only confer Benefits on Governors for acting as a Governor, if the Benefit has been authorised by the Board in accordance with the Instrument and Articles. The nature of Benefits for Independent Governors is set out below.
2. For the purposes of clause 1.2 and 13 of the Instrument and Articles, the following are permitted:
 - 2.1 the Benefit described by Ordinance 4.1;
 - 2.2 the Benefit described by Ordinance 4.2 provided that the Governors follow the procedure and observe the conditions set out in Ordinance 4.3; or
 - 2.3 any Benefit authorised in writing by the Board.
3. A Governor may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in section 185 of the Charities Act 2011.
4.
 - 4.1 A Governor may receive a Benefit from the University in the capacity of a beneficiary of the University.
 - 4.2 A Governor may be employed by the University other than for acting as a Governor.
 - 4.3 A Governor may receive Benefits for acting as a Governor provided the Governors have in addition to meeting the requirements of Ordinance 2:
 - 4.3.1 read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
 - 4.3.2 resolved that the remuneration is clearly in the interests of the University that the Governor in question be awarded the remuneration in question; and
 - 4.3.3 resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Governor, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
 - 4.4 A company or other legal entity of which a Governor is a member may receive fees, remuneration or other Benefit in money or money's worth provided that the Governor holds no more than 1% of the issued capital or equivalent of that company or other legal entity.

- 5.
- 5.1 The University and its Governors may only rely upon the authority provided by Ordinances 2 and 3 if each of the following conditions is satisfied:
 - 5.1.1 The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.
 - 5.1.2 The conflicted Governor is absent from the part of any meeting at which there is discussion of:
 - 5.1.2.1 their employment or remuneration, or any matter concerning the contract or arrangement; or
 - 5.1.2.2 their performance in the employment or office, or their performance of the contract; or
 - 5.1.2.3 any proposal to enter into any other contract or arrangement with them or to confer any Benefit upon them that would be permitted under Ordinance 2;
 - 5.1.2.4 if applicable, the matters described in Ordinance 2.3; or
 - 5.1.2.5 any other matter relating to a payment or the conferring of any Benefit permitted by Ordinance 2.
 - 5.1.3 The conflicted Governors do not vote on any such matter and are not to be counted when calculating whether a quorum of Governors is present at the meeting.
 - 5.1.4 The non-conflicted Governors are satisfied that it is in the interests of the University to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the non-conflicted Governors must balance the advantage of employing a Governor against that disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).
 - 5.1.5 The reason for their decision is recorded by the non-conflicted Governors.
 - 5.1.6 A majority of the Governors then in office are non-conflicted.
 - 5.1.7 If a Governor receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.
6. In Ordinances 2 to 3:
 - 6.1 The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:
 - 6.1.1 a partner;
 - 6.1.2 an employee;
 - 6.1.3 a consultant;

- 6.1.4 a director; or
- 6.1.5 a shareholder or other owner, unless the Governor holds less than 1% of the issued capital or equivalent.
- 6.2 "University" shall include any company in which the University:
 - 6.2.1 holds more than 50% of the shares; or
 - 6.2.2 controls more than 50% of the voting rights attached to the shares; or
 - 6.2.3 has the right to appoint one or more directors to the Board of the company.
- 6.3 "Governor" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as their partner.
- 6.4 a "conflicted Governor" is a Governor who has received, is entitled to receive or is currently receiving remuneration under these Ordinances 2 to 7. A conflicted Governor also includes a Governor who has received financial Benefits described in Ordinance 5.1.7 but before these Ordinances 2 to 7 came into force.
- 6.5 a "non-conflicted Governor" is a Governor who is not conflicted Governor.
- 7. These Ordinances 2 to 7 may not be amended without the express prior consent of the principal charitable regulator of the University.

[J] University Seal

1. Clause 23 of the Instrument and Articles of Government provides:
“The application of the seal of the University may be authenticated by the signature of any two Governors.”
2. The Secretary shall be responsible for the safe-keeping of the seal and for having the seal affixed to documents in accordance with the provisions of this Ordinance.
3. An entry of the sealing of all documents shall be recorded in a register maintained for this purpose.
4. Sealings shall be reported to the Board annually or at such other intervals as the Board may specify.

[J] Other instruments

5. All instruments which, not being under the seal of the Corporation, require to be signed on behalf of the Corporation shall be signed, drawn and endorsed by such person or persons and in such manner as shall be specified in the University's Financial Regulations and/or Scheme of Delegation (as amended from time to time) or as the Vice-Chancellor shall from time to time direct.

PART K REPORTABLE EVENTS

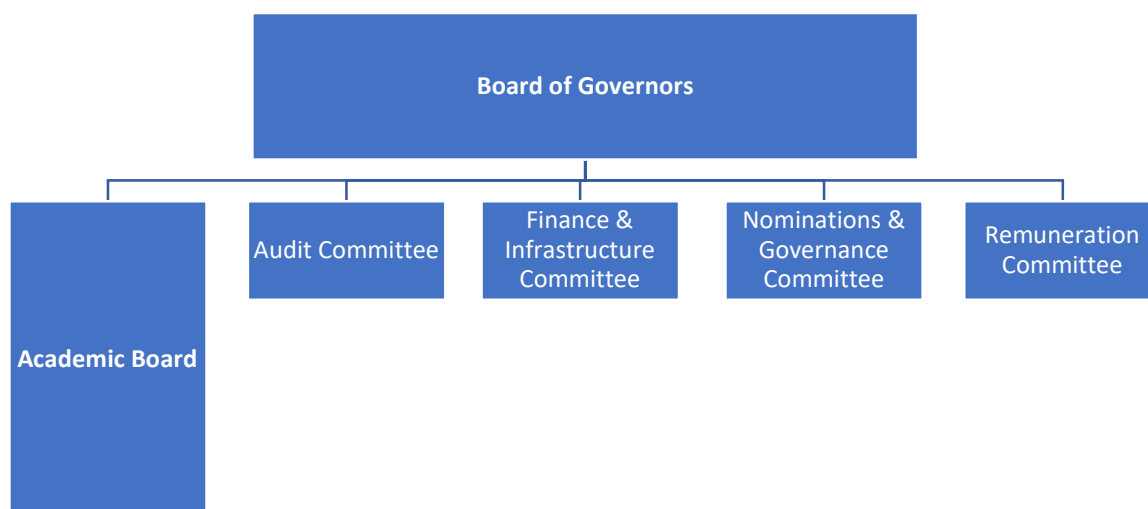
1. The Office for Students (OfS) requires all higher education providers to report to it the occurrence, or suspected occurrence, of a 'reportable event', which the OfS defines as follows:

“A reportable event is any event or circumstance that, in the judgement of OfS, materially affects or could materially affect the provider’s legal form or business model, and/or its willingness or ability to comply with its conditions of registration.”

2. In line with the above requirement, the University shall report to the OfS the reportable events that the OfS specifies within its publication 'Regulatory framework for higher education in England' (or any updated publication issued by the OfS from time to time) as follows:

- *A change in the provider’s circumstances*
- *A change in ownership*
- *A change of control*
- *The provider becoming aware of suspected or actual fraud or financial irregularity*
- *The provider becoming aware of court or legal action*
- *The provider resolving to cease to provide higher education*
- *Regularity investigation and/or sanction by other regulators, e.g. Charity Commission, Home Office*
- *Loss of accreditation by a Professional, Statutory or Regulatory Body*
- *Any new partnerships, including validation or sub-contractual arrangements.*
- *Opening a new campus*
- *Intended campus, department, subject or provider closure*
- *Any other material events with possible financial viability or sustainability implications*

STRUCTURE DIAGRAM OF THE BOARD OF GOVERNORS AND ITS COMMITTEES



APPENDIX 2

RECORD OF AMENDMENTS

Version	Date	Author	Changes
1	01/04/2020	David Newman, University Secretary	First version approved by Board of Governors
2	28/09/2022	David Newman, University Secretary	Revisions include changes to titles of Senior Post Holders; change to name of the Nominations and Governance Committee; and clarification on appointment process for Staff/Student Governors.