AGENDA ITEM 4

Court is asked to: NOTE the changes made to the Charter, Statutes and Ordinances in the preceding academic year.

Background: Statute 13 (Powers of Court) requires that such changes be reported annually to Court.¹

All changes are shown below in track changes. Underlined text represents an insertion, text shown in 'strikethrough' represents a deletion.

¹ “At each Annual Meeting of Court, Court shall receive a report from the Board of Trustees of its proceedings during the preceding academic year, including a report on changes to the Charter, Statutes and Ordinances…”
Ordinance 3 Board of Trustees Procedure

Chair and Vice-Chair
The Chair and Vice-Chair will be elected by the Board of Trustees from among the lay members of the Board of Trustees. The Chair and Vice-Chair shall usually serve for an initial period of three years but their terms of office shall whenever practicable be staggered to avoid their terms expiring at the same time. They may be considered for re-election for two further periods of up to three years each. The election of the Chair or Vice-Chair shall normally take place no later than the first Board of Trustees meeting of the academic year in which the term of office of the current Chair or Vice-Chair as the case may be is due to expire but the appointment will not take effect until immediately following the annual meeting of Court in that academic year. The role of the Vice-Chair is to chair meetings of The Board of Trustees in the Chair’s absence, and to provide other assistance to the Chair as required. Where necessary for the good of the University, the Chair may take decisions on behalf between meetings and will report such decisions to the next meeting.

Notice of business
The agenda and papers for business at a Board of Trustees meeting will, whenever possible, be sent to members seven days in advance of the meeting. No substantive matter will be debated by The Board of Trustees without at least three days’ notice, unless The Board of Trustees declares the business to be urgent by a two thirds majority of those present.

Questions from members of The Board of Trustees
Members of the Board of Trustees may submit to the Secretary written questions addressed to the Vice-Chancellor or other University officers, to be placed on the agenda of a Board of Trustees meeting. Unless urgent, such questions should be sent in time to allow circulation with the other papers, seven days before the meeting.

Submission of items for discussion
Members of the Board of Trustees may submit to the Secretary items for discussion at a Board of Trustees meeting, including proposed motions for debate and decision. Unless urgent, such questions should be sent in time to allow circulation with the other papers, seven days before the meeting. The Board of Trustees may adjourn such items for further information to be obtained.

Debate
The conduct of a debate will be determined by the Chair, who will not unreasonably refuse any member the right to speak. The Chair may require a member to leave a meeting in the event of his or her disruptive behaviour.

Amendments
Suggested amendments to any proposal must be put one at a time, before the debate on the original proposal is concluded. If an amendment is carried, further debate and decision will relate to the amended proposal.

Conflicts of Interest
In the performance of their functions, members of the Board of Trustees and Board of Trustees committees and working groups are
under an obligation to act in the best interests of the University. If a member has a financial, personal or family interest which might appear to put this obligation at risk, the member should make the conflict known as soon as reasonably practicable to the Chair or Secretary of the Board of Trustees.

**Conflict of Interest at a Meeting**
When attending meetings of the Board of Trustees or Board of Trustees committees or working groups, members who have a financial, personal or family interest in any matter arising shall as soon as practicable disclose the interest. Unless the Chair rules that the interest is not material, the member shall withdraw from the relevant part of the meeting and may not vote on the issue.

These provisions do not normally apply to an interest which arises only because a member is an employee or student at the University. For example, a staff member of the Board of Trustees would not be excluded from discussion of conditions of employment or pay increases relating to all members of the University’s staff, nor would students be excluded from discussion of tuition fees or rent increases in University student accommodation.

However the Chair may rule that the provisions do apply to an interest which concerns a member of staff or student specifically, for example his or her own conditions of employment or pay increase, or a disciplinary matter in which the member of staff or student was directly involved.

**Voting**
Voting on any issue will be by a show of hands. The Chair may vote, and in the event of a tied vote has the right to exercise a casting vote.

**Elections**
Elections for the Chair and Vice-Chair and for committee membership will be by show of hands unless a paper ballot is requested by a Board of Trustees member.

**Committees**
The University Secretary or one of his or her staff should normally be secretary to the Board of Trustees committees. The Board of Trustees may appoint to committees lay persons who are not members of the Board of Trustees, but Chairs of Board of Trustees committees should normally be members of the Board of Trustees.

The Chair of the Board of Trustees, having taken account of the needs of the committee and having consulted the relevant committee chair, will consult Board of Trustees members about vacancies on the Board of Trustees committees and potentially suitable candidates. The Chair, in consultation with the relevant committee chairs, will make final recommendations for the Board of Trustees‘ approval.

The Chair of the Board of Trustees and members of the University’s staff are not eligible to be appointed as members of the Audit Committee.
The Vice-Chancellor is not eligible to be appointed as a member of the Remuneration Committee.

Custom and precedent
Where no written rules are laid down, custom and precedent will apply to the conduct of the Board of Trustees’ business.

Ordinance 3a

Nominations Committee of Court Procedure

Chair and Vice-Chair
The Chair will be a Pro Chancellor. The Chair of the Board of Trustees will normally be the Vice-Chair.

The role of the Vice-Chair is to chair meetings in the Chair’s absence, and to provide assistance to the Chair as required.

In the event that an issue arises which is so urgent that a decision is required before the next meeting of the Committee, and the Chair considers that it is not appropriate or practicable to deal with the matter by correspondence, the Chair may decide that issue on the Committee’s behalf. The Chair will report any such decision to the Committee at its next meeting.

Notice of Business
The agenda and papers for business at a Nominations Committee of Court meeting will, whenever possible, be sent to members seven days in advance of the meeting.

Quorum
The quorum shall be five, including the Chair or Vice-Chair, if there is not a quorum present at a meeting, the Chair shall reconvene it within 14 days. If there is still no quorum present, business may be approved by a majority of those present and voting.

Business by Correspondence
Business may be conducted by correspondence (including by email) where the Chair deems it appropriate.

Election of Members
Election of members of the Nominations Committee of Court shall be by ballot, using the single transferable vote method. Ballot papers may be circulated, completed and returned either by post or electronically.

(i) Election of three lay members of the Board of Trustees – Class III
All lay members of the Board of Trustees, with the exception of the Chair of the Board of Trustees and the Chair of
Convocation (who are ex officio members of the Nominations Committee of Court) are eligible to stand for election to the Nominations Committee of Court.

If, at any time, Convocation’s representative on the Board of Trustees is not the Chair of Convocation, he/she will be eligible to stand for election alongside the other lay members of the Board of Trustees.

At the appropriate Board of Trustees meeting, those lay members of the Board of Trustees who wish to be considered for election to the Committee will be asked to put their names forward. Should there be more candidates than there are vacancies than three candidates for the three places, there will be a ballot.

(ii) Election of two members of Court – Class IV

At the appropriate time as a vacancy arises for a member of Court on the Nominations Committee of Court, the University Secretary will send to all members of Court a notice of an election to fill that vacancy for two members of Court to join the Nominations Committee of Court. Members of Court may stand for election to the Nominations Committee by sending the University Secretary a letter of support signed by five members of Court other than themselves, together with a short CV. Should there be more candidates than there are vacancies, than two candidates for the two places there will be a ballot.

Members of Court who are also members of the Board of Trustees may not stand in these elections.

Selection Panel

An interview panel of no less than three people (who would normally be members of the Nominations Committee of Court) will be convened to interview candidates who have applied to become lay members of the Board of Trustees. The panel will normally include the Chair of the Nominations Committee and the Chair of the Board of Trustees.

The Committee will ensure compliance with the University’s Equal Opportunities Policy.