

Ordinance 2

Board of Trustees

1 **Composition of the Board and terms of office of Trustees**

1.1 This is set out in **Statute 1**.

1.2 Pursuant to **Statute 1.2.6**, each of the Trustees in office on the date on which the Statutes become effective shall continue to hold office for the remainder of the term of office which they held immediately before such date and such term shall not be terminated by any limitation on the maximum number of terms of office and/or maximum period of service which applies under **Statute 1.2**.

1.3 Subject to **Ordinance 2.1.2**, the term of office held by each Trustee as at the date on which the Statutes become effective (and any preceding terms of office) shall be taken into account in calculating the maximum number of terms of office and/or maximum period of service for each such Trustee under **Statute 1.2**.

2 **Board appointments - qualification criteria and Preferred Skills**

2.1 **Fit and proper person test**

2.1.1 The OfS Public Interest Governance Principles require that “*Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider are fit and proper persons*”. This is to ensure that the governance and management arrangements for a higher education provider are appropriate and do not present a risk to students or public funds. These requirements are similar to those of the Care Quality Commission (CQC) which regulates certain clinical work carried on within the University. In order to qualify for tax reliefs as an exempt charity, the University is also required to have trustees and senior managers who are fit and proper persons (as defined in guidance published by HMRC).

2.1.2 In making appointments to the Board, to Board Committees and senior executive positions, the Board will seek to ensure that the appointees are fit and proper persons by reference to indicators published by the OfS, CQC and HMRC from time to time. This will involve appointees completing a self-certifying questionnaire, which will be verified as far as possible, on appointment and re-appointment and a requirement to declare immediately to the University Secretary any change in circumstances which might affect the appointee's qualification as a fit and proper person.

2.2 **Skills, experience and diversity of the Board**

2.2.1 In appointing Trustees, the Board will ensure that a majority of its members are Independent Trustees.

2.2.2 Appointments to Board and Board Committees are subject to a formal, rigorous and transparent procedure, and an effective succession plan. Appointments are based on merit and objective criteria, and promote diversity of gender, social and ethnic backgrounds, disability, and cognitive and personal strengths.

2.2.3 In particular the Board seeks to:

- (a) ensure that its membership and that of Board Committees has an appropriate combination and range of skills; expertise; diversity of voice, attitude and experience; independence; and knowledge to make informed decisions;
 - (b) ensure that it has among its members an appropriate balance between those with the skills to oversee the governance of the University as a research institution and higher education provider and those who have experience of managing large and complex organisations and/or those with other specialist (including professional) skills; and
 - (c) lead by example in promoting diversity in all its forms within the University.
- 2.2.4 Consideration is also given to the length of service on the Board as a whole and that the membership is regularly refreshed.
- 2.2.5 The Nominations Committee will maintain a record of the skills, experience and other relevant matters relating to Board members (subject to data protection legislation) to support the Board in its succession planning.
- 2.2.6 Where the Nominations Committee has a role in the appointment and reappointment of Trustees under **Ordinance 2.3** it will consider the matters listed in **Ordinance 2.2.2.2** and **2.2.2.3** in relation to the existing Board. This process will be carried out with a view to identifying any gaps or imbalances and recommending any skills, experience or other criteria desirable to address such gaps or imbalances (referred to collectively in this **Ordinance 2** as "**Preferred Skills**").

3 **Appointment of Independent Trustees**

3.1 **Nominated Trustees**

- 3.1.1 Under **Statute 1.1.1(a)**, Nominated Trustees are appointed by the Board as Independent Trustees, following consideration of nominations made by the Nominations Committee.
- 3.1.2 The Nominations Committee will operate a formal selection process for new Nominated Trustees which is rigorous and based on objective criteria, having regard to any Preferred Skills identified by the Nominations Committee. The process will include interviews with candidates, obtaining adequate references and measures to ensure that the constituency from which candidates are drawn is sufficiently wide and open (including, for example, through the use of advertisement, external recruitment/search consultants and the University's specialist networks). Conflicts of Interest or potential Conflicts of Interest will also be considered as part of the selection process.

3.2 **Alumni Association Trustee**

- 3.2.1 Under **Statute 1.1.1(b)**, one member of the Alumni Association will be appointed as an Independent Trustee.
- 3.2.2 All members of the Alumni Association are eligible to stand for appointment as an Alumni Association Trustee (subject to **Statute 1.1.1** which prohibits an Independent Trustee from being a member of Staff).
- 3.2.3 When a vacancy arises for an Alumni Association Trustee:
 - (a) The Nominations Committee may recommend any Preferred Skills.

- (b) The Nominations Committee will approve the process by which the Alumni Association select and (if possible) put forward two candidates for a vacancy.
- (c) The Nominations Committee will recommend one candidate to the Board for appointment.

4 Appointment of Academic Trustees

- 4.1 Under **Statute 1.1.2(c)**, between one and three members of academic Staff will be appointed as Academic Trustees.
- 4.2 All members of academic Staff are eligible to stand for appointment as an Academic Trustee.
- 4.3 When a vacancy arises for an Academic Trustee:
 - 4.3.1 The Nominations Committee may recommend any Preferred Skills.
 - 4.3.2 The University Secretary will notify all members of academic Staff of the vacancy and of any Preferred Skills, inviting them to stand for appointment.
 - 4.3.3 Candidates will be recommended by Senate, following selection in a manner determined by Senate taking account of any Preferred Skills recommended by the Nominations Committee. The Deputy Vice-Chancellor & Provost has delegated power from Senate to establish an ad hoc working group of Senate to shortlist for Academic Trustee vacancies on the Board to be proposed to Senate. Senate should (if possible) put forward two candidates for each vacancy.
 - 4.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

5 Appointment of Professional Services Trustees

- 5.1 Under **Statute 1.1.2(d)**, between one and two members of professional services Staff will be appointed as Professional Services Trustees.
- 5.2 All members of the professional services Staff are eligible to stand for appointment as a Professional Services Trustee.
- 5.3 When a vacancy arises for a Professional Services Trustee:
 - 5.3.1 The Nominations Committee may recommend any Preferred Skills.
 - 5.3.2 The University Secretary will notify all members of professional services Staff of the vacancy and of any Preferred Skills, inviting them to stand for appointment.
 - 5.3.3 The University Secretary (or their nominee) will convene an ad hoc working group to consider the applications and make recommendations for appointment to the Nominations Committee, taking into account any Preferred Skills. The working group will include representatives of professional services Staff in central divisions and Faculties and representatives of the relevant trade union(s). The working group should (if possible) put forward two candidates for each vacancy.
 - 5.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

6 Appointment of Student Trustees

- 6.1 Under **Statute 1.1.3**, between one and two Students or Full-time Officers will be appointed as Student Trustees.
- 6.2 All Students and Full-time Officers are eligible to stand for appointment as a Student Trustee.
- 6.3 When a vacancy arises for a Student Trustee:
 - 6.3.1 The Nominations Committee may recommend any Preferred Skills.
 - 6.3.2 The University Secretary or nominee will notify all Students and Full-time Officers of the vacancy and of any Preferred Skills, inviting them to stand for appointment.
 - 6.3.3 Candidates will be recommended by the Students' Union, following selection in a manner determined by the Students' Union, taking into account any Preferred Skills. The Students' Union should (if possible) put forward two candidates for each vacancy and seek to ensure that at least one of its recommended candidates is a postgraduate student.
 - 6.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

7 Terms of office

- 7.1 In determining the length of the term of office of a Trustee (except for a Student Trustee) on their appointment (or, as the case may be, reappointment) (as required by **Statute 1.2** and subject to the limits prescribed therein), the Board shall seek to ensure (so far as reasonably practicable) that the terms of office of Trustees are staggered to ensure that there is a phased approach to succession planning.

8 Reappointment of Trustees

- 8.1 Subject to the requirements of **Statute 1.2** (terms of office), the Nominations Committee will consider each proposed reappointment of a Trustee having regard to any Preferred Skills identified by the Nominations Committee and will make recommendations to the Board as to whether the Trustee should be reappointed and for what term. When considering whether to recommend a Trustee for re-appointment, the Nominations Committee will consider the Trustee's attendance, contribution, skills and experience, and the continued relevance of their skills and experience to the University's strategic aims. Re-appointment to the Board at the end of a Trustee's term of office will not be automatic.

8A Trustee Sabbaticals

- 8A.1 Subject to and in accordance with the provisions of this **Ordinance 2.8A**, the Board may on the recommendation of the Nominations Committee approve an application by a Trustee (a "**Sabbatical Trustee**") to take a period of sabbatical leave (a "**Sabbatical**") from their office as Trustee of the University.
- 8A.2 The Board may only approve a Sabbatical pursuant to **Ordinance 2.8A.1** if it is satisfied that the circumstances are expectational and, in the particular circumstances, it is in the best interests of the University for the Sabbatical Trustee to take the Sabbatical, instead of resigning from the Board in accordance with **Ordinance 2.9.1**.
- 8A.3 If the Board approves a Sabbatical, for the period of the Sabbatical:

- 8A.3.1 the Sabbatical Trustee shall cease to be a Trustee of the University and shall therefore cease to have the functions, duties and responsibilities and liabilities of a Trustee in connection with the governance and administration of the University as set out in **Ordinance 1** and **Ordinance 5.14**, such that they shall cease to be a charity trustee of the University within the meaning of section 177 Charities Act 2011;
 - 8A.3.2 accordingly, the Sabbatical Trustee shall cease to have any active role in the governance and administration of the University and shall cease to be described or held out as a Trustee of the University (and must not hold themselves out as such), provided that the University may describe the Sabbatical Trustee as a Sabbatical Trustee in its annual report and financial statements and other public documents;
 - 8A.3.3 the Sabbatical Trustee shall comply with any policy for Trustee Sabbaticals which the Nominations Committee may determine or amend in accordance with **Ordinance 2.8A.4**; and
 - 8A.3.4 the term of office of the Sabbatical Trustee shall cease to run and therefore the period of the Sabbatical shall not be taken into account when calculating the period for which the Sabbatical Trustee has held office as Trustee for the purposes of **Statute 1.2**.
- 8A.4 The Nominations Committee will determine a policy for Trustee Sabbaticals which shall prescribe (among any other matters determined by the Nominations Committee from time to time):
- 8A.4.1 any specific eligibility criteria the Nominations Committee considers appropriate to impose in relation to Trustee Sabbaticals;
 - 8A.4.2 the obligations of a Sabbatical Trustee and expectations in relation to their conduct during a Sabbatical;
 - 8A.4.3 the basis on which the term of a Sabbatical shall be kept under review by Nominations Committee (if it is not for a fixed term); and
 - 8A.4.4 the criteria and process under which a Sabbatical Trustee may (subject to the recommendation of the Nominations Committee for approval by the Board) re-join the Board as a Trustee following the end of their Sabbatical. For the avoidance of doubt, a Sabbatical Trustee shall not have any automatic right to re-join the Board at the end of their Sabbatical.
- 8A.5 For the avoidance of doubt, the provisions of **Ordinance 2.9** (resignation, disqualification and removal of Trustees) shall apply to a Sabbatical Trustee, except for **Ordinance 2.9.2.1**.

9 **Resignation, disqualification and removal of Trustees**

- 9.1 Trustees may resign at any time by notice in writing to the Chair of the Board and the University Secretary.
- 9.2 A Trustee's term of office shall automatically terminate, and their office shall become vacant, if:
 - 9.2.1 the Trustee fails to attend three successive meetings of the Board without having obtained the express permission of the Chair of the Board;

- 9.2.2 the Trustee is disqualified under the Charities Act 2011 from acting as a charity trustee;
 - 9.2.3 a registered medical practitioner who is treating the Trustee gives a written opinion to the Board stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 9.2.4 the Trustee becomes bankrupt, has an interim receiving order made against them, makes any arrangement or compounds with their creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;
 - 9.2.5 the Trustee is convicted of an offence and the Board resolves that it is undesirable in the interests of the University that they remain a Trustee; or
 - 9.2.6 the Trustee is removed by the Board pursuant to **Ordinance 2.9.3**.
- 9.3 The Board may, by special resolution, remove a Trustee from their office as Trustee or an Independent Trustee from an office of Chair of the Board, Deputy Chair of the Board or Treasurer if the Board considers that:
- 9.3.1 the Trustee is unable or unfit to discharge the duties of their office or there has been a loss of confidence by the Board in the Trustee's ability or fitness to perform the duties of their office; or
 - 9.3.2 removal of the Trustee is necessary or expedient and in the best interests of the University, to protect the reputation or assets of the University and/or to ensure that the University complies with all relevant legal and regulatory obligations.
- 9.4 A resolution to remove a Trustee pursuant to **Ordinance 2.9.3** (a "**Removal Resolution**") may be proposed to the Board by a notice to the University Secretary signed or agreed to in writing by any of (i) a minimum of three Trustees; or (ii) the Nominations Committee; or (iii) the Chair of the Board, accompanied by a written statement in support of such a Removal Resolution and requesting a meeting of the Board to consider it.
- 9.5 The University Secretary shall provide all of the Trustees (including the Trustee who is the subject of the Removal Resolution) with a copy of the written statement in support of the Removal Resolution together with the notice of the meeting at which the proposed Removal Resolution will be considered by the Board. At least 21 days' notice shall be given of a meeting at which a Removal Resolution is proposed.
- 9.6 The Trustee who is the subject of the Removal Resolution shall, if they wish, have the opportunity to be heard at any such meeting and/or make representations in writing, subject only to any legal or regulatory obligations which prevent this (and the University Secretary will take legal advice as necessary in order to confirm the position).
- 9.7 A Removal Resolution must be made at a meeting of the Board convened in accordance with **Ordinance 5** in the absence of the Trustee who is the subject of the Removal Resolution and may not be made in writing.
- 9.8 The provisions of **Ordinances 2.9.3 to 2.9.7** shall be applied in accordance with the principles of natural justice.
- 10 Appointment of Chair and Deputy Chair of the Board**
- 10.1 Chair**
- 10.1.1 Under **Article 14.1** of the Charter, the Board shall appoint an Independent Trustee as Chair of the Board.

- 10.1.2 The appointment of the Chair shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.
- 10.1.3 The Chair shall be appointed for an initial term of up to 3 years, to be determined by the Board on their appointment. The Chair shall be eligible for re-appointment as Chair, subject to the limits prescribed by **Statute 1.2.1**. The Chair's term of office as Chair shall not extend beyond their term of office as Trustee.

10.2 **Deputy Chair**

- 10.2.1 The Board shall appoint an Independent Trustee as Deputy Chair of the Board.
- 10.2.2 The appointment of a Deputy Chair shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.
- 10.2.3 A Deputy Chair shall be appointed for an initial term of up to 3 years, to be determined by the Board on their appointment. A Deputy Chair shall be eligible for re-appointment, subject to the limits prescribed by **Statute 1.2**. A Deputy Chair's term of office as Deputy Chair shall not extend beyond their term of office as Trustee.

10.3 **Terms of office**

- 10.3.1 In determining the length of the Chair's and Deputy Chair's terms of office as Chair and Deputy Chair respectively, the Board shall seek to ensure (so far as reasonably practicable) that their terms of office are staggered to avoid them expiring at the same time.

10.4 **Resignation and removal**

- 10.4.1 The Chair or the Deputy Chair may resign from their office as Chair or Deputy Chair at any time by notice in writing to the University Secretary.
- 10.4.2 The Board may remove a Chair or Deputy Chair from office under **Ordinance 2.9.3**.

10.5 **Vacancy in the office of Chair**

- 10.5.1 If there is a vacancy in the office of Chair, the Deputy Chair will act as Acting Chair until a new Chair is appointed. If there is no Deputy Chair in office, the Nominations Committee will meet to consider and propose an Independent Trustee to be appointed by the Board as the Acting Chair until a new Chair is appointed.

11 **Responsibilities of Chair of the Board**

- 11.1 The Chair of the Board is responsible for the leadership of the Board and for ensuring it operates effectively and collectively and fulfils its duties and responsibilities and conducts itself to the standards set out in **Ordinance 1**.
- 11.2 The Board has expressly delegated certain powers to the Chair, as set out in **Ordinance 3.10** and the **Board Delegation Schedule**.
- 11.3 The Chair, Vice-Chancellor and University Secretary work together to ensure that Board, Senate and the Board Committees operate efficiently and effectively.
- 11.4 The relationship between the Vice-Chancellor and the Chair is vitally important. The Chair should provide leadership and support (including mentoring when helpful) to the Vice-

Chancellor. Both should ensure that the relationship is constructive but challenging, recognising the proper separation of governance and management and the checks and balances imposed by the different roles each has within the University, as prescribed by the Charter, Statutes, Ordinances and Academic Regulations.

- 11.5 In addition to the specific powers expressly delegated to the Chair under **Ordinance 3.10** and the **Board Delegation Schedule** and any other powers delegated by the Board from time to time, the main responsibilities of the Chair of Board are to:

11.5.1 Board leadership

- (a) Lead the Trustees so that collectively as a Board they fulfil:
 - (i) the Board's primary duties and responsibilities set out in **Ordinance 1.1**;
 - (ii) their legal duties as the University's charity trustees set out in **Ordinance 1.2** and their duties to declare and manage Conflicts of Interest as set out in **Ordinance 5.14**;
 - (iii) the duties and standards expected of Trustees set out in the Trustees' Code of Conduct in **Ordinance 1.3**.
- (b) Encourage all Trustees to work together effectively as a team, contributing their skills and expertise as appropriate and seek to build a consensus among them.
- (c) Ensure there is an opportunity for all Trustees to contribute to debates so that proposed decisions are constructively and appropriately challenged.
- (d) Foster relationships founded on mutual respect and open communication between the Trustees and the Executive.
- (e) Ensure that the Trustees do not become involved in the day to day executive management of the University.
- (f) Ensure the performance of the Board as a whole is reviewed regularly in accordance with **Ordinance 2.14** and the learning points implemented.
- (g) Approve agendas for meetings of the Board, which should be focused on the Board's primary responsibilities set out in **Ordinance 1**. Liaise with the University Secretary and the Vice-Chancellor on the supporting agenda papers to ensure a timely flow of high-quality information.
- (h) Ensure that the business is covered efficiently and effectively in Board meetings and in a manner appropriate for the proper conduct of public business and in accordance with any relevant legislation, including charity law. Liaise with the University Secretary on the planning and chairing of these meetings.
- (i) Approve the draft Board minutes prior to their presentation to the Board for approval and ensure that Board decisions are acted on.
- (j) Ensure that appropriate registers of Trustee Interests are maintained and that Conflicts of Interest are declared, identified and managed in accordance with **Ordinance 5.14**.

11.5.2 Induction and succession planning for the Board

- (a) Ensure a proper induction process for himself/herself and for Trustees including ensuring there are adequate opportunities for Independent Trustees to get to know the University, meet Staff and Students and for all members of the Board to participate in induction events organised by the University or other appropriate bodies.
- (b) As Chair of the Nominations Committee, ensure that there is an orderly succession of Trustees and that the recruitment process focuses on the skills and expertise that are required and ensures that the University's commitment to equality, diversity and inclusion is fulfilled.

11.5.3 Appraisal and remuneration of Vice-Chancellor and University Secretary

- (a) Appraise/review the performance of the Vice-Chancellor and, together with their line manager, appraise /review the performance of the University Secretary.
- (b) Make recommendations on the terms and conditions and remuneration of the Vice-Chancellor to the Remuneration Committee.

11.5.4 Represent the Board and University

- (a) Ensure good and appropriate communication from the Board to Staff, Students, Court and other stakeholders.
- (b) Represent the University as a member of the Committee of University Chairs and at relevant meetings of the Office for Students and Universities UK.
- (c) Act as an ambassador for the University, working closely with the Vice-Chancellor and supporting them in this capacity including their role in fundraising.
- (d) Represent the University or Board at Court, functions, meetings and in the press and broadcasting media, in line with the University's agreed media strategy.
- (e) Undertake such ceremonial duties as may be required.

12 Responsibilities of Deputy Chair of the Board

12.1 The main responsibilities of the Deputy Chair of Board are to:

- 12.1.1 Assist and support the Chair in providing strategic leadership to the University through appropriate governance arrangements and act as a sounding board and confidante for the Chair to assist in ensuring good governance.
- 12.1.2 Deputise for the Chair of the Board where necessary and chair meetings of the Board when the Chair of the Board is unable to attend a meeting and/or has a Conflict of Interest.
- 12.1.3 Assist the Chair in ensuring Trustees have required training and development opportunities to enable them to act effectively in their roles.
- 12.1.4 Facilitate communication between Trustees and the Chair of the Board and act as an intermediary for other Trustees.

- 12.1.5 Chair the Nominations committee when it is considering succession to the role of Chair of the Board and/or when the Chair has a Conflict of Interest.
- 12.1.6 Lead the succession planning process for the Chair of the Board, the appraisal process for the Chair of the Board and report to the Board on the outcome of the appraisal and provide feedback to the Chair.
- 12.1.7 Deputise for the Chair in conducting appraisals of Independent Trustees.

13 Appointment of the Treasurer

- 13.1 The Board shall appoint an Independent Trustee to the office of Treasurer. The Treasurer shall be the treasurer of the University for the purpose of the University of Bristol Acts 1960 and 1974.
- 13.2 The appointment of a Treasurer shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.
- 13.3 A Treasurer will be appointed for an initial term of up to three years, to be determined by the Board on their appointment. A Treasurer shall be eligible for re-appointment, subject to the limits prescribed by **Statute 1.2**. A Treasurer's term of office as Treasurer shall not extend beyond the their term of office as Trustee.
- 13.4 A Treasurer may resign from their office as Treasurer at any time by notice in writing to the Chair and the University Secretary.
- 13.5 If the office of Treasurer becomes vacant, the Board shall as soon as reasonably practicable appoint a person to act as Treasurer for the remainder of the unexpired term.
- 13.6 The Board may remove a Treasurer from office under **Ordinance 2.9.3**.

14 Board and Board Committee effectiveness reviews

- 14.1 The Chair and Deputy Chair of the Board will carry out an annual review of the effectiveness of the Board's governance of the University.
- 14.2 The Chair and Deputy Chair of each Board Committee will carry out an annual review of their Committee's effectiveness, operations, terms of reference and composition in accordance with any guidelines determined by the Board, and provide a report to the Board.
- 14.3 At intervals of no less than four years, the Board and Board Committees will carry out a fuller and more rigorous review of their effectiveness with external support. Effectiveness reviews are carried out to provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review.
- 14.4 Effectiveness reviews will include (without limitation) consideration of:
 - 14.4.1 the Board's or Committee's range of skills; expertise; diversity of voice, attitude and experience; independence and knowledge, having regard to the objectives set out at **Ordinance 2.2.2.2** and **2.2.2.3** and **Ordinance 4.2.1.6** in relation to the composition of the Board and Board Committees; and
 - 14.4.2 how the Board or Committee works together and other factors relevant to its effectiveness.

- 14.5 Effectiveness reviews by the Board and Committees may involve consultations with individual Board and Committee members which allow members the opportunity to provide feedback in confidence in relation to the matters consulted on.
- 14.6 The Chair will meet with Trustees periodically to review their contribution to the governance of the University and the outcomes of those discussions will feed into the annual effectiveness review of the Board and its Committees.