



UNIVERSITY COURT

MEETING DATE	13/12/2024
REPORT TITLE	REPORT OF THE BOARD OF TRUSTEES INCLUDING AMENDMENTS TO STATUTES RELATING TO COURT
CLASSIFICATION	Public
REPORT AUTHOR	Michael Flay, interim Deputy University Secretary & Head of Governance
SPONSORED BY	Jack Boyer, Chair of the Board of Trustees
PURPOSE	For Approval

University Court is asked to:

1. **NOTE** the report of the Board of Trustees (verbal).
2. **CONSENT TO on the recommendation of the Board of Trustees**, the amendment of the Statutes of the University by amending Statute 6.3.1 (Attendees of Court) as set out in the draft Statutes attached hereto, subject to (i) an Order of Council; and (ii) any amendments which the Chair of the Board considers to be necessary or expedient to secure the required Order of Council, the amendment of the Statutes to take effect from the date of the Order of Council.
3. **APPROVE** resultant amendments to the Court Standing Orders.
4. **NOTE** that the audited statement of accounts is presented at agenda item 4, paper **CRT/24-25/003**.

Summary of Paper History and Onward Consideration/Decision Making **Yes**
 Amendments to the statute were approved by Special Resolution at the Board of Trustees meeting on 22nd November 2024. The Board is now recommending that Court consent to these amendments.

Does this report need to go to another body or Committee? **Yes**
 The King's Privy Council will be required to approve the Statute amendments after the Annual Meeting of Court.

Executive Summary
 In accordance with the Statutes, the Board of Trustees shall "present a report of its proceedings during the preceding academic year, including a report on any changes to the Charter, Statutes and Ordinances that, in the opinion of the Board of Trustees, relate directly to Court, the Alumni Association and/or the Students' Union".

The Chair of Board will present a verbal report of Board-related proceedings.

The Board has approved, by Special Resolution, some amendments to the University Statutes that relate directly to Court. Some resultant amendments are also proposed by the Governance team to the Court Standing Orders, to take effect subject to the Statutes amendments taking effect. The amendments are now presented to Court for its consent / approval.

Background and Rationale for Statute Amendments

The role of the University Secretary has grown in stature and importance. No longer a note-taker at meetings, the Secretary is expected to understand local and global, regulatory, economic, environmental and social trends and reflect this understanding in information and support provided to the Board.¹

The Board of Trustees appoints the University Secretary (per Ordinance 7) and the Secretary forms part of the 'governance triangle' to manage the relationship between the Vice-Chancellor and the Chair of the Board. The importance of the role is underpinned by the legal requirement for charities to appoint a secretary. Its inclusion in university statutory instruments and its place in various pieces of guidance. The CUC Higher Education Code of Governance specifies:

"All governing body members should have independent access to the advice and services of the Secretary, who must ensure that governing body members are fully aware of the appropriate rules, regulations and procedures. The Secretary should be senior enough to ensure the Governing Body and the Executive act in a way that complies with the institution's regulations and is independent enough to provide a challenge when this is not the case".

We have taken the opportunity, supported by our external lawyers, Veale Wasbrough Vizards, to review the current suite of documents (Charter, Senate, Ordinances, Standing Orders and Board Scheme of Delegation) to fully understand where responsibility was delegated to the University Secretary and Registrar and make amendments to reflect the intended future roles of the Chief Operating Officer and Registrar (Lucinda Parr) and University Secretary (to be appointed).

The Board of Trustees has the authority to approve changes to Ordinances and its own Scheme of Delegation and any Board related standing orders. Statute. There is a minor statute amendment which requires consent from Court because the statute relates directly to Court. The proposed changes are shown on the documents attached and also below in the covering paper.

The specific amendment relates to Statute 6.3.1 (Attendees of Court) and it confirms that both the Chief Operating Officer and Registrar, and also the University Secretary, are attendees of Court. Some additional wording is also proposed to allow role titles to be amended in the future without requiring a further statute amendment. There are also some associated amendments being proposed to the Court Standing Orders.

Appendices/Reading Material Attached

Yes

Appendix 1 - Proposed Changes to Statute 6 – Marked up Version

Appendix 2 - Statute 6 with Proposed Changes incorporated – 'Clean' Version

Appendix 3 - Proposed changes to Court Standing Orders – Marked up Version

Appendix 4 - Proposed changes to Court Standing Orders – Clean Version

¹ From the CUC Practice Note (Jan 2024) on the Role of the Secretary to the Board in Universities.

1. The Proposal

- 1.1 At its meeting on 22nd November 2024, the Board of Trustees approved by SPECIAL RESOLUTION the following proposed amendments to Statute 6.3 and **RECOMMENDS** to University Court that it **CONSENTS TO** such amendments:

Statute 6 (6.3) (Appendices 1 & 2)

6.3 Attendees of Court

6.3.1 The Attendees of Court will be invited to Court with the purpose of informing members of Court as required. Attendees of Court will be as follows (provided that if (i) the Board of Trustees approves an amendment to the title of any of the offices referred to below; or (ii) the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to that office with the title as amended or the person holding that office with their alternative job title, as the case may be):

- (a) twenty individuals elected by and from members of Staff;
- (b) the Full-time Officers;
- (c) the Board of Trustees;
- (d) the Vice-Chancellor;
- (e) the Pro Vice-Chancellors;
- (f) the Chief Operating Officer & Registrar; &
- ~~(f)~~(g) University Secretary;
- ~~(g)~~(h) the Chief Financial Officer; and
- ~~(h)~~(i) the Secretary & Clerk to Court.

6.3.2 Other members of Staff may be invited to Court to attend meetings of Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court.

- 1.2 Consent to the above amendments is requested within the motion at the end of this paper. The amendments to Statute 6.3 are effective subject to the approval of the Privy Council.

THE MOTION

*The Board of Trustees may alter, amend or add to the Royal Charter (the "**Charter**") of the University of Bristol and make, amend, add to or repeal the statutes made pursuant to the Charter (the "**Statutes**") by special resolution.*

Pursuant to article 7.4 of the Charter, the consent of Court is required to any amendments proposed to be made by the Board of Trustees to any Statutes which relate to the appointment and election of Members of the Court and their respective periods or terms of office, the filling of vacancies amongst Members and all other matters relating to the constitution of the Court or matters relative to the Court which it may be thought are proper to be regulated.

*Accordingly, Court is asked to **consent to** the proposed amendments to the wording of the Statutes set out in the schedule to this motion and which are shown in the Charter and Statutes (the "**Proposed Amendments**") and which (for the avoidance of doubt):*

- *show additions to the wording in underlined text; and*
- *show deleted wording in strikethrough text; and*

subject to any minor changes to the Proposed Amendments required by the Privy Council (and, for the purposes of Court's consent, minor changes shall be those changes to the Proposed Amendments which the Board of Trustees shall determine to be minor but which shall not in any event include any changes which are not consistent with the proposals set out in the paper headed "Report of the Board of Trustees including amendments to Statutes relating to Court" and circulated to Court in advance of this meeting).

For the avoidance of doubt, the Proposed Amendments shall not take effect unless and until the same are agreed by the Privy Council (subject to any minor changes required by the Privy Council).

Court Standing Orders (Appendices 3 & 4)

- 1.3 The amendments to the University Statute that directly relates to Court require some resultant amendments to the Court Standing Orders and appended here. The amendments to the Court Standing Orders would take effect subject to the Statute amendments taking affect.
- 1.4 **Court is therefore asked to: APPROVE** the proposed amendments to the Court Standing Orders subject to Privy Council approval of the above Statute amendments.

University of Bristol

Statutes

1 Composition of the Board of Trustees

1.1 The Board of Trustees shall comprise the following members:

1.1.1 "**Independent Trustees**", who may not be members of Staff, who shall be:

- (a) "**Nominated Trustees**", being up to sixteen individuals appointed by the Board of Trustees, following consideration of nominations made by the Nominations Committee; and
- (b) the "**Alumni Association Trustee**", being one member of the Alumni Association, appointed as prescribed by Ordinance.

1.1.2 The following "**University Trustees**", who shall be:

- (a) the Vice-Chancellor;
- (b) a Deputy Vice-Chancellor or Pro Vice-Chancellor, nominated by the Vice-Chancellor;
- (c) "**Academic Trustees**", being between one and three members of academic Staff, appointed as prescribed by Ordinance; and
- (d) "**Professional Services Trustees**", being between one and two members of professional services Staff, appointed as prescribed by Ordinance.

1.1.3 "**Student Trustees**", being between one and two Students or Full-time Officers, appointed as prescribed by Ordinance.

1.2 Subject to Statute 1.2.6, Trustees shall hold office for the following terms:

1.2.1 Independent Trustees

- (a) An Independent Trustee shall hold office for a term of three years, but the Board of Trustees may determine that any term of an Independent Trustee should be shorter or longer (up to a maximum of four years) in order to facilitate succession planning for the Board of Trustees.
- (b) At the end of a term, an Independent Trustee shall be eligible for reappointment. Subject to Statute 1.2.1(c) and (d), an Independent Trustee may serve in office for a maximum of nine years in total.
- (c) An Independent Trustee who has served in office for a total of nine years shall be eligible for reappointment for one further term of one year if, on the recommendation of the Nominations Committee, the Board of Trustees resolves that it would be in the best interests of the University for the Independent Trustee to be reappointed.
- (d) An Independent Trustee serving as the Chair who has been reappointed for a term of one year in accordance with Statute 1.2.1(c) may be reappointed for a further term of up to one year, to be determined by the Board of Trustees on their reappointment, if the Board of Trustees considers that

exceptional circumstances apply which mean that it would be in the best interests of the University for the Independent Trustee serving as the Chair to be so reappointed.

1.2.2 **The Vice-Chancellor**

- (a) The Vice-Chancellor shall hold office as a Trustee for as long as they hold office as Vice-Chancellor of the University.
- (b) The term of office of the Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as Vice-Chancellor of the University.

1.2.3 **Deputy Vice-Chancellor or Pro Vice-Chancellor**

- (a) A Deputy Vice-Chancellor or Pro Vice-Chancellor appointed in accordance with Statute 1.1.2(b) shall hold office as a Trustee for a term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment) and subject to such criteria in relation to reappointment as the Board may subject to Statutes 1.1.2(b) and 1.2.3(b) determine.
- (b) The term of office of a Deputy Vice-Chancellor or Pro Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as a Deputy Vice-Chancellor or Pro Vice-Chancellor of the University.

1.2.4 **Academic Staff Trustees and Professional Services Trustees**

- (a) Academic Staff Trustees and Professional Services Trustees shall hold office for terms of up to three years. The Board of Trustees shall determine the length of an Academic Trustee or a Professional Services Trustee's term on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, an Academic Trustee or Professional Services Trustee shall be eligible for reappointment, subject to serving in office for a maximum of nine years in total.
- (c) The term of office of an Academic Trustee or a Professional Services Trustee shall terminate with immediate effect upon their ceasing to be a member of the academic Staff or the professional services Staff, as the case may be.

1.2.5 **Student Trustees**

- (a) Student Trustees shall hold office for a term of up to three years, such term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, a Student Trustee shall be eligible for reappointment, subject to serving in office for a maximum of three years in total.
- (c) The term of office of a Student Trustee shall terminate with immediate effect upon their ceasing to be eligible for appointment as a Student Trustee under Statute 1.1.3.

- 1.2.6 A Trustee's term of office shall terminate automatically in accordance with the Ordinances, which shall prescribe the circumstances in which a Trustee may resign, shall be disqualified or may be removed from office and which may make provision for any term of office of a Trustee who is in office on the date on which these Statutes become effective to continue notwithstanding any limitation on the

maximum number of terms of office and/or maximum period of service provided by Statute 1.2.

2 Decision-making by the Board of Trustees

- 2.1 The quorum for meetings of the Board of Trustees shall be ten Trustees, of whom a majority shall be Independent Trustees.
- 2.2 Subject to Statute 2.4, the quorum for meetings shall be made up of Trustees attending in person, by telephone or by such other electronic or virtual means in which all participants may communicate simultaneously with other participants.
- 2.3 In the absence of a quorum at the beginning of and during a meeting of the Board of Trustees, no resolutions shall be passed.
- 2.4 The Board of Trustees may consider a resolution, except for a Special Resolution, proposed in writing other than at a meeting of the Board of Trustees in accordance with procedures prescribed by Ordinance.

3 Delegation by the Board of Trustees

- 3.1 Subject to Statute 3.2, the Board of Trustees may, in accordance with a written scheme of delegation or otherwise in writing, delegate to:
 - 3.1.1 any Trustee;
 - 3.1.2 a committee of the Board of Trustees (including Senate) which includes one or more Trustees; or
 - 3.1.3 the Vice-Chancellor or other members of Staff;any of its functions under the Charter, Statutes and Ordinances, including its powers and discretions, in accordance with provisions and subject to any limitations (including any powers which may not be delegated) prescribed by Ordinance.
- 3.2 The Board of Trustees may not delegate its powers:
 - 3.2.1 to appoint and dismiss the Vice-Chancellor;
 - 3.2.2 to approve the University strategy recommended by the Vice-Chancellor;
 - 3.2.3 to amend the Charter under the provisions of Article 16;
 - 3.2.4 to make, add to, amend or revoke Statutes or Ordinances;
 - 3.2.5 to adopt the University's financial statements; or
 - 3.2.6 to appoint the University's auditors.
- 3.3 Subject to Statute 4.2.1, delegation by the Board of Trustees to a committee may authorise the committee to sub-delegate any functions (including any powers and discretions) delegated to it to:
 - 3.3.1 a sub-committee established by the committee;
 - 3.3.2 any member of the committee or of any sub-committee established by it; or
 - 3.3.3 Officers or other members of Staff.

- 3.4 Delegation by the Board of Trustees to the Vice-Chancellor may authorise the Vice-Chancellor to sub-delegate any functions (including any powers and discretions) delegated to them to Officers or other members of Staff.
- 3.5 Subject to Statutes 3.1.2 and 4.1, the Board of Trustees may:
- 3.5.1 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees; and
 - 3.5.2 from time to time appoint advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees.

4 **Delegation by Senate**

- 4.1 Article 8.1 of the Charter provides for delegation by the Board of Trustees to Senate.
- 4.2 Senate may, in accordance with provisions and subject to any limitations (including any limitation as to a power which may not be delegated by Senate) prescribed by Ordinance;
- 4.2.1 delegate any of the functions delegated to it under the Charter, Statutes and Ordinances or otherwise by the Board of Trustees, including its powers and discretions, in accordance with a written scheme of delegation or otherwise in writing to:
 - (a) a committee of Senate established by it pursuant to Statute 4.2.2;
 - (b) any member of a committee referred to in Statute 4.2.1(a) above; or
 - (c) the Vice-Chancellor or other members of Staff;
 - 4.2.2 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate; and
 - 4.2.3 appoint from time to time advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate.

5 **Auditors**

- 5.1 The Board of Trustees shall appoint (and may remove) an auditor or auditors to audit the annual financial statements of the University. Every such auditor shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

6 **Membership of Court**

6.1 **Core Members of Court**

- 6.1.1 The Core Members of Court shall be as follows:
- (a) Elected Members:
 - (i) thirty Alumni Association Representatives elected by and from the Alumni Association (who must include the chair of the Alumni Association Committee and the Alumni Association Trustee), of whom five should be elected exclusively from the international

alumni (but if no international members put themselves forward for election, then the full number of representatives can be appointed in such a manner as the Alumni Association shall determine);

(ii) five Emeriti elected by and from the Emeritus Professors;

(b) Nominated Members:

(i) twenty members nominated by their organisations, drawn from civic, cultural and community organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol;

(ii) twenty members nominated from unions, professional organisations, business community and industry or other knowledge-intensive organisations including (but not limited to) organisations or bodies located in or around the City of Bristol;

(iii) five representatives from amongst those formally elected to represent the people of the City of Bristol and its surrounding areas;

(c) Ex officio Members:

(i) the Chancellor;

(ii) the Pro-Chancellors;

(iii) Honorary Fellows of the University.

6.1.2 The normal term of office for an Elected Member shall be four years and Elected Members may be re-elected for a further four year term (in accordance with this Statute 6.1).

6.1.3 The normal term of office for a Nominated Member shall be four years and Nominated Members may be reappointed for one further four year term (in accordance with this Statute 6.1), provided that the Nominated Member remains associated with the nominating organisation or body and retains the nomination of the nominating organisation or body.

6.1.4 An individual may be appointed as an Elected Member or Nominated Member notwithstanding that they have previously held office in any other category provided that they may only serve as a member of Court (in any category of membership) for a maximum period of ten consecutive years. In the event that an individual has served for ten consecutive years, they may be eligible for appointment as a Core Member only after a year has elapsed since they retired as a member of Court (in any category of membership).

6.1.5 All appointments will be overseen by the Nominations Committee and approved by the Chancellor (for the avoidance of doubt, this shall include any variation to the normal term of office).

6.2 Additional Appointed Members of Court

6.2.1 The Chancellor may appoint up to twenty Additional Appointed Members from the body of honorary graduates or nominations put forward by civic, cultural and community, professional, industry and business organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol.

The nomination process shall be conducted in such a manner as the Nominations Committee considers appropriate from time to time.

- 6.2.2 The term of office of Additional Appointed Members shall be one year and all appointments will be made by the Chancellor on the recommendation of the Nominations Committee.
- 6.2.3 In exercising their power to appoint Additional Appointed Members, the Chancellor shall consult and engage with a range of different organisations and bodies in order to ensure that there is appropriate diversity among the Appointed Members and that they include representatives of the City of Bristol and are able to reflect and support the strategic aims of the University and the interests of current and future Students.

6.3 Attendees of Court

6.3.1 The Attendees of Court will be invited to Court with the purpose of informing members of Court as required. Attendees of Court will be as follows (provided that if (i) the Board of Trustees approves an amendment to the title of any of the offices referred to below; or (ii) the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to that office with the title as amended or the person holding that office with their alternative job title, as the case may be):

- (a) twenty individuals elected by and from members of Staff;
- (b) the Full-time Officers;
- (c) the Board of Trustees;
- (d) the Vice-Chancellor;
- (e) the Pro Vice-Chancellors;

(f) the Chief Operating Officer & Registrar; ~~&~~

~~(f)~~(g) University Secretary;

~~(g)~~(h) the Chief Financial Officer; and

~~(h)~~(i) the Secretary & Clerk to Court.

6.3.2 Other members of Staff may be invited to Court to attend meetings of Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court.

- 6.4 Any member of Court may resign by a letter sent to Court through the Secretary.
- 6.5 Court may remove members of Court, other than those who are Ex Officio Members, for good cause (as defined in the Charter).
- 6.6 If the Chancellor considers (in their reasonable opinion) that a member of Court shall be removed for good cause and the matter is urgent and it is not practicable to refer the matter to Court for a decision, the Chancellor (following consultation with the Vice-Chancellor) may remove such member, provided that this decision be reported to Court at the next meeting of Court following such removal.

7 Meetings of Court

- 7.1 All meetings of Court shall be held in Bristol.
- 7.2 An Annual Meeting of the Court shall be held each year. The Board of Trustees shall determine the date and venue for each Annual Meeting.
- 7.3 The Chancellor shall determine the agenda for each Annual Meeting in consultation with the Vice-Chancellor and the Board of Trustees. The Board of Trustees shall present a report of its proceedings during the preceding academic year, including a report on any changes to the Charter, Statutes and Ordinances that, in the opinion of the Board of Trustees, relate directly to Court, the Alumni Association and/or the Students' Union, a report from the Vice-Chancellor and the University's senior management on the execution of the University's strategy in the preceding year; and the audited financial statements for the preceding financial year. A copy of the report and statement shall be sent to every member of Court at least seven days before the meeting. The Chancellor may call a meeting of Court at any time and shall call a meeting to be held within eight weeks of the receipt by him or her of a written request to do so from the Board of Trustees or from no fewer than twenty-five members of Court. The Chancellor shall determine the date and place of any meeting so called.
- 7.4 The Secretary shall send notice of every meeting of Court not less than thirty five days before the day fixed for such meeting. Any member of Court wishing to bring forward any business at a meeting shall give the Secretary written notice of it not less than twenty days before the day appointed for the meeting. Not less than seven days before any meeting of Court the Secretary shall send every member of Court a statement of all business, and no business shall be considered at the meeting except that included in the statement. For the purposes of this Statute, any notice or written communication to the Secretary may be given by email.
- 7.5 The quorum of Court shall be twenty-five. If there is not a quorum present at a meeting, the Chancellor shall adjourn the meeting to a time later the same day. If there is still no quorum present, the meeting may be adjourned to another day as the Chancellor thinks fit.
- 7.6 The procedure at meetings of Court shall be in accordance with standing orders approved by Court.

8 Powers of Court

Court shall have the following powers:

- 8.1 Court may at the Annual Meeting of Court comment and advise on any matter relating to the University, and may:
- 8.1.1 pose questions to the Chair of the Board of Trustees on the activity of the Board of Trustees in the preceding year and the plans for the year ahead;
 - 8.1.2 pose questions to the Vice-Chancellor and all the University's senior management on the execution of the strategy of the University;
 - 8.1.3 pose questions to the Board of Trustees on the financial statements;
 - 8.1.4 offer advice and independent opinion on the activity of the University; and
 - 8.1.5 ask questions and offer comment to the Board of Trustees and the University's senior management on any aspect of the University's business.

- 8.2 Court shall appoint the Chancellor and the Pro-Chancellors on the nomination of the Board of Trustees.
- 8.3 Court shall have power to approve extensions to prescribed terms of office for the Chancellor and Pro-Chancellors.
- 8.4 Court shall appoint two of its members to serve on the Nominations Committee.
- 8.5 Court may establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be prescribed in writing by Court.

9 **Staff: Dismissal, Discipline, Grievance Procedures and related matters**

9.1 **Application and Scope**

- 9.1.1 This Statute relates to the conduct and discipline, performance, dismissal, suspension and grievances of employees and shall apply to all employees of the University except the Vice-Chancellor.
- 9.1.2 This Statute shall be construed to give effect to the following guiding principles:
- (a) the principle of academic freedom, as set out in Article 19.1 of the Charter;
 - (b) to enable the University to provide education, promote learning and engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness and seek to advance the principles of equality and diversity.
- 9.1.3 In the case of conflict the provisions of this Statute shall prevail over those of any other Statute or of any Ordinance or procedure made under or to give effect to this Statute.
- 9.1.4 Nothing in any contract of employment entered into shall override or exclude the provisions of this Statute.

9.2 **Procedures**

- 9.2.1 The Board of Trustees shall by Ordinance prescribe the procedures for dismissing employees on the grounds of conduct, capability (performance and ill health), redundancy, illegality and some other substantial reason as defined by the Employments Rights Act 1996 as amended, extended or re-enacted from time to time.
- 9.2.2 Such Ordinances shall provide for:
- (a) the right of employees to be accompanied at any formal meetings held under the Ordinances by a work colleague or trade union representative;
 - (b) the University to have the power to suspend any employee to investigate alleged misconduct or for any other good or urgent reason;
 - (c) appropriate penalties, which shall include warnings and dismissal;
 - (d) the right of appeal against a notice of dismissal given to an employee;
 - (e) any dismissal made under such Ordinance to remain in force pending the outcome of any appeal;

- (f) employees to receive a reasoned decision in writing in respect of any formal action taken under the Ordinances.

9.2.3 The Board of Trustees shall ensure that there is a grievance procedure in place to consider complaints raised by employees concerning their employment, which relate to themselves as individuals or their personal dealings or relationships with other employees at the University. The grievance procedure will not apply:

- (a) in respect of the outcome of any matter dealt with under this Statute; or
- (b) where the Board of Trustees has prescribed or the University has in place other procedures.

9.2.4 The Board of Trustees shall be the body responsible for monitoring the effectiveness of the Ordinances and procedures prescribed by it under this Statute.

10 **Decision making**

10.1 Acts or resolutions of the Board of Trustees or of any other body of the University with decision making authority (each "**a decision making body**") shall not be invalidated because of:

10.1.1 a procedural defect of which the decision making body is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the decision making body and the decision making body is asked to consider whether the decision should stand;

10.1.2 a technical defect in the appointment of a member of which the decision making body is unaware at the time;

10.1.3 a technical defect in the giving of notice of which the decision making body is unaware at the time; or

10.1.4 any vacancy in the body doing or passing it;

nor will such acts or resolutions be invalid by reason of any want of qualification by or invalidity in the election or appointment of any member of the decision making body whether present or absent.

11 **Contracts**

11.1 The University may make the following binding contracts:

11.1.1 a contract which to be valid and binding is required to be made in writing and executed as a deed, provided the contract is made in writing, is signed by two persons acting under the express or implied authority of the Board of Trustees and has the University seal affixed to it;

11.1.2 a contract which to be valid and binding is required to be made in writing, provided the contract is made in writing and is signed by a person acting under the express or implied authority of the Board of Trustees; and

11.1.3 a contract which would be valid and binding even if made only verbally, provided it is made in writing or verbally on behalf of the University by any person acting under the express or implied authority of the Board of Trustees.

12 Interpretation of Statutes

- 12.1 These Statutes shall be interpreted so as not to conflict with the Charter. In the event of any inconsistency between these Statutes and the Charter, the Charter shall take precedence.
- 12.2 Words defined in the Charter shall have the same meaning in these Statutes unless the context indicates otherwise.

University of Bristol

Statutes

1 Composition of the Board of Trustees

1.1 The Board of Trustees shall comprise the following members:

1.1.1 "**Independent Trustees**", who may not be members of Staff, who shall be:

- (a) "**Nominated Trustees**", being up to sixteen individuals appointed by the Board of Trustees, following consideration of nominations made by the Nominations Committee; and
- (b) the "**Alumni Association Trustee**", being one member of the Alumni Association, appointed as prescribed by Ordinance.

1.1.2 The following "**University Trustees**", who shall be:

- (a) the Vice-Chancellor;
- (b) a Deputy Vice-Chancellor or Pro Vice-Chancellor, nominated by the Vice-Chancellor;
- (c) "**Academic Trustees**", being between one and three members of academic Staff, appointed as prescribed by Ordinance; and
- (d) "**Professional Services Trustees**", being between one and two members of professional services Staff, appointed as prescribed by Ordinance.

1.1.3 "**Student Trustees**", being between one and two Students or Full-time Officers, appointed as prescribed by Ordinance.

1.2 Subject to Statute 1.2.6, Trustees shall hold office for the following terms:

1.2.1 Independent Trustees

- (a) An Independent Trustee shall hold office for a term of three years, but the Board of Trustees may determine that any term of an Independent Trustee should be shorter or longer (up to a maximum of four years) in order to facilitate succession planning for the Board of Trustees.
- (b) At the end of a term, an Independent Trustee shall be eligible for reappointment. Subject to Statute 1.2.1(c) and (d), an Independent Trustee may serve in office for a maximum of nine years in total.
- (c) An Independent Trustee who has served in office for a total of nine years shall be eligible for reappointment for one further term of one year if, on the recommendation of the Nominations Committee, the Board of Trustees resolves that it would be in the best interests of the University for the Independent Trustee to be reappointed.
- (d) An Independent Trustee serving as the Chair who has been reappointed for a term of one year in accordance with Statute 1.2.1(c) may be reappointed for a further term of up to one year, to be determined by the Board of

Trustees on their reappointment, if the Board of Trustees considers that exceptional circumstances apply which mean that it would be in the best interests of the University for the Independent Trustee serving as the Chair to be so reappointed.

1.2.2 The Vice-Chancellor

- (a) The Vice-Chancellor shall hold office as a Trustee for as long as they hold office as Vice-Chancellor of the University.
- (b) The term of office of the Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as Vice-Chancellor of the University.

1.2.3 Deputy Vice-Chancellor or Pro Vice-Chancellor

- (a) A Deputy Vice-Chancellor or Pro Vice-Chancellor appointed in accordance with Statute 1.1.2(b) shall hold office as a Trustee for a term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment) and subject to such criteria in relation to reappointment as the Board may subject to Statutes 1.1.2(b) and 1.2.3(b) determine.
- (b) The term of office of a Deputy Vice-Chancellor or Pro Vice-Chancellor shall terminate with immediate effect upon their ceasing to hold office as a Deputy Vice-Chancellor or Pro Vice-Chancellor of the University.

1.2.4 Academic Staff Trustees and Professional Services Trustees

- (a) Academic Staff Trustees and Professional Services Trustees shall hold office for terms of up to three years. The Board of Trustees shall determine the length of an Academic Trustee or a Professional Services Trustee's term on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, an Academic Trustee or Professional Services Trustee shall be eligible for reappointment, subject to serving in office for a maximum of nine years in total.
- (c) The term of office of an Academic Trustee or a Professional Services Trustee shall terminate with immediate effect upon their ceasing to be a member of the academic Staff or the professional services Staff, as the case may be.

1.2.5 Student Trustees

- (a) Student Trustees shall hold office for a term of up to three years, such term to be determined by the Board of Trustees on their appointment (or, as the case may be, reappointment).
- (b) At the end of a term, a Student Trustee shall be eligible for reappointment, subject to serving in office for a maximum of three years in total.
- (c) The term of office of a Student Trustee shall terminate with immediate effect upon their ceasing to be eligible for appointment as a Student Trustee under Statute 1.1.3.

1.2.6 A Trustee's term of office shall terminate automatically in accordance with the Ordinances, which shall prescribe the circumstances in which a Trustee may resign,

shall be disqualified or may be removed from office and which may make provision for any term of office of a Trustee who is in office on the date on which these Statutes become effective to continue notwithstanding any limitation on the maximum number of terms of office and/or maximum period of service provided by Statute 1.2.

2 Decision-making by the Board of Trustees

- 2.1 The quorum for meetings of the Board of Trustees shall be ten Trustees, of whom a majority shall be Independent Trustees.
- 2.2 Subject to Statute 2.4, the quorum for meetings shall be made up of Trustees attending in person, by telephone or by such other electronic or virtual means in which all participants may communicate simultaneously with other participants.
- 2.3 In the absence of a quorum at the beginning of and during a meeting of the Board of Trustees, no resolutions shall be passed.
- 2.4 The Board of Trustees may consider a resolution, except for a Special Resolution, proposed in writing other than at a meeting of the Board of Trustees in accordance with procedures prescribed by Ordinance.

3 Delegation by the Board of Trustees

- 3.1 Subject to Statute 3.2, the Board of Trustees may, in accordance with a written scheme of delegation or otherwise in writing, delegate to:
 - 3.1.1 any Trustee;
 - 3.1.2 a committee of the Board of Trustees (including Senate) which includes one or more Trustees; or
 - 3.1.3 the Vice-Chancellor or other members of Staff;any of its functions under the Charter, Statutes and Ordinances, including its powers and discretions, in accordance with provisions and subject to any limitations (including any powers which may not be delegated) prescribed by Ordinance.
- 3.2 The Board of Trustees may not delegate its powers:
 - 3.2.1 to appoint and dismiss the Vice-Chancellor;
 - 3.2.2 to approve the University strategy recommended by the Vice-Chancellor;
 - 3.2.3 to amend the Charter under the provisions of Article 16;
 - 3.2.4 to make, add to, amend or revoke Statutes or Ordinances;
 - 3.2.5 to adopt the University's financial statements; or
 - 3.2.6 to appoint the University's auditors.
- 3.3 Subject to Statute 4.2.1, delegation by the Board of Trustees to a committee may authorise the committee to sub-delegate any functions (including any powers and discretions) delegated to it to:
 - 3.3.1 a sub-committee established by the committee;

- 3.3.2 any member of the committee or of any sub-committee established by it; or
- 3.3.3 Officers or other members of Staff.
- 3.4 Delegation by the Board of Trustees to the Vice-Chancellor may authorise the Vice-Chancellor to sub-delegate any functions (including any powers and discretions) delegated to them to Officers or other members of Staff.
- 3.5 Subject to Statutes 3.1.2 and 4.1, the Board of Trustees may:
 - 3.5.1 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees; and
 - 3.5.2 from time to time appoint advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Ordinance or as determined by the Board of Trustees.

4 **Delegation by Senate**

- 4.1 Article 8.1 of the Charter provides for delegation by the Board of Trustees to Senate.
- 4.2 Senate may, in accordance with provisions and subject to any limitations (including any limitation as to a power which may not be delegated by Senate) prescribed by Ordinance;
 - 4.2.1 delegate any of the functions delegated to it under the Charter, Statutes and Ordinances or otherwise by the Board of Trustees, including its powers and discretions, in accordance with a written scheme of delegation or otherwise in writing to:
 - (a) a committee of Senate established by it pursuant to Statute 4.2.2;
 - (b) any member of a committee referred to in Statute 4.2.1(a) above; or
 - (c) the Vice-Chancellor or other members of Staff;
 - 4.2.2 establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate; and
 - 4.2.3 appoint from time to time advisory boards on such terms as it may think fit, whose constitution, functions, powers and proceedings shall be as prescribed by Academic Regulation or as determined by Senate.

5 **Auditors**

- 5.1 The Board of Trustees shall appoint (and may remove) an auditor or auditors to audit the annual financial statements of the University. Every such auditor shall be a member of a recognised supervisory body and eligible for appointment under the rules of that body.

6 **Membership of Court**

6.1 **Core Members of Court**

- 6.1.1 The Core Members of Court shall be as follows:
 - (a) Elected Members:

- (i) thirty Alumni Association Representatives elected by and from the Alumni Association (who must include the chair of the Alumni Association Committee and the Alumni Association Trustee), of whom five should be elected exclusively from the international alumni (but if no international members put themselves forward for election, then the full number of representatives can be appointed in such a manner as the Alumni Association shall determine);
 - (ii) five Emeriti elected by and from the Emeritus Professors;
 - (b) Nominated Members:
 - (i) twenty members nominated by their organisations, drawn from civic, cultural and community organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol;
 - (ii) twenty members nominated from unions, professional organisations, business community and industry or other knowledge-intensive organisations including (but not limited to) organisations or bodies located in or around the City of Bristol;
 - (iii) five representatives from amongst those formally elected to represent the people of the City of Bristol and its surrounding areas;
 - (c) Ex officio Members:
 - (i) the Chancellor;
 - (ii) the Pro-Chancellors;
 - (iii) Honorary Fellows of the University.
- 6.1.2 The normal term of office for an Elected Member shall be four years and Elected Members may be re-elected for a further four year term (in accordance with this Statute 6.1).
- 6.1.3 The normal term of office for a Nominated Member shall be four years and Nominated Members may be reappointed for one further four year term (in accordance with this Statute 6.1), provided that the Nominated Member remains associated with the nominating organisation or body and retains the nomination of the nominating organisation or body.
- 6.1.4 An individual may be appointed as an Elected Member or Nominated Member notwithstanding that they have previously held office in any other category provided that they may only serve as a member of Court (in any category of membership) for a maximum period of ten consecutive years. In the event that an individual has served for ten consecutive years, they may be eligible for appointment as a Core Member only after a year has elapsed since they retired as a member of Court (in any category of membership).
- 6.1.5 All appointments will be overseen by the Nominations Committee and approved by the Chancellor (for the avoidance of doubt, this shall include any variation to the normal term of office).

6.2 Additional Appointed Members of Court

- 6.2.1 The Chancellor may appoint up to twenty Additional Appointed Members from the body of honorary graduates or nominations put forward by civic, cultural and community, professional, industry and business organisations or bodies including (but not limited to) organisations or bodies located in or around the City of Bristol. The nomination process shall be conducted in such a manner as the Nominations Committee considers appropriate from time to time.
- 6.2.2 The term of office of Additional Appointed Members shall be one year and all appointments will be made by the Chancellor on the recommendation of the Nominations Committee.
- 6.2.3 In exercising their power to appoint Additional Appointed Members, the Chancellor shall consult and engage with a range of different organisations and bodies in order to ensure that there is appropriate diversity among the Appointed Members and that they include representatives of the City of Bristol and are able to reflect and support the strategic aims of the University and the interests of current and future Students.

6.3 Attendees of Court

- 6.3.1 The Attendees of Court will be invited to Court with the purpose of informing members of Court as required. Attendees of Court will be as follows (provided that if (i) the Board of Trustees approves an amendment to the title of any of the offices referred to below; or (ii) the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to that office with the title as amended or the person holding that office with their alternative job title, as the case may be):
- (a) twenty individuals elected by and from members of Staff;
 - (b) the Full-time Officers;
 - (c) the Board of Trustees;
 - (d) the Vice-Chancellor;
 - (e) the Pro Vice-Chancellors;
 - (f) the Chief Operating Officer & Registrar;
 - (g) University Secretary;
 - (h) the Chief Financial Officer; and
 - (i) the Secretary & Clerk to Court.
- 6.3.2 Other members of Staff may be invited to Court to attend meetings of Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court.

6.4 Any member of Court may resign by a letter sent to Court through the Secretary.

6.5 Court may remove members of Court, other than those who are Ex Officio Members, for good cause (as defined in the Charter).

- 6.6 If the Chancellor considers (in their reasonable opinion) that a member of Court shall be removed for good cause and the matter is urgent and it is not practicable to refer the matter to Court for a decision, the Chancellor (following consultation with the Vice-Chancellor) may remove such member, provided that this decision be reported to Court at the next meeting of Court following such removal.

7 Meetings of Court

- 7.1 All meetings of Court shall be held in Bristol.
- 7.2 An Annual Meeting of the Court shall be held each year. The Board of Trustees shall determine the date and venue for each Annual Meeting.
- 7.3 The Chancellor shall determine the agenda for each Annual Meeting in consultation with the Vice-Chancellor and the Board of Trustees. The Board of Trustees shall present a report of its proceedings during the preceding academic year, including a report on any changes to the Charter, Statutes and Ordinances that, in the opinion of the Board of Trustees, relate directly to Court, the Alumni Association and/or the Students' Union, a report from the Vice-Chancellor and the University's senior management on the execution of the University's strategy in the preceding year; and the audited financial statements for the preceding financial year. A copy of the report and statement shall be sent to every member of Court at least seven days before the meeting. The Chancellor may call a meeting of Court at any time and shall call a meeting to be held within eight weeks of the receipt by him or her of a written request to do so from the Board of Trustees or from no fewer than twenty-five members of Court. The Chancellor shall determine the date and place of any meeting so called.
- 7.4 The Secretary shall send notice of every meeting of Court not less than thirty five days before the day fixed for such meeting. Any member of Court wishing to bring forward any business at a meeting shall give the Secretary written notice of it not less than twenty days before the day appointed for the meeting. Not less than seven days before any meeting of Court the Secretary shall send every member of Court a statement of all business, and no business shall be considered at the meeting except that included in the statement. For the purposes of this Statute, any notice or written communication to the Secretary may be given by email.
- 7.5 The quorum of Court shall be twenty-five. If there is not a quorum present at a meeting, the Chancellor shall adjourn the meeting to a time later the same day. If there is still no quorum present, the meeting may be adjourned to another day as the Chancellor thinks fit.
- 7.6 The procedure at meetings of Court shall be in accordance with standing orders approved by Court.

8 Powers of Court

Court shall have the following powers:

- 8.1 Court may at the Annual Meeting of Court comment and advise on any matter relating to the University, and may:
- 8.1.1 pose questions to the Chair of the Board of Trustees on the activity of the Board of Trustees in the preceding year and the plans for the year ahead;
 - 8.1.2 pose questions to the Vice-Chancellor and all the University's senior management on the execution of the strategy of the University;

- 8.1.3 pose questions to the Board of Trustees on the financial statements;
 - 8.1.4 offer advice and independent opinion on the activity of the University; and
 - 8.1.5 ask questions and offer comment to the Board of Trustees and the University's senior management on any aspect of the University's business.
- 8.2 Court shall appoint the Chancellor and the Pro-Chancellors on the nomination of the Board of Trustees.
- 8.3 Court shall have power to approve extensions to prescribed terms of office for the Chancellor and Pro-Chancellors.
- 8.4 Court shall appoint two of its members to serve on the Nominations Committee.
- 8.5 Court may establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be prescribed in writing by Court.

9 Staff: Dismissal, Discipline, Grievance Procedures and related matters

9.1 Application and Scope

- 9.1.1 This Statute relates to the conduct and discipline, performance, dismissal, suspension and grievances of employees and shall apply to all employees of the University except the Vice-Chancellor.
- 9.1.2 This Statute shall be construed to give effect to the following guiding principles:
- (a) the principle of academic freedom, as set out in Article 19.1 of the Charter;
 - (b) to enable the University to provide education, promote learning and engage in research efficiently and economically; and
 - (c) to apply the principles of justice and fairness and seek to advance the principles of equality and diversity.
- 9.1.3 In the case of conflict the provisions of this Statute shall prevail over those of any other Statute or of any Ordinance or procedure made under or to give effect to this Statute.
- 9.1.4 Nothing in any contract of employment entered into shall override or exclude the provisions of this Statute.

9.2 Procedures

- 9.2.1 The Board of Trustees shall by Ordinance prescribe the procedures for dismissing employees on the grounds of conduct, capability (performance and ill health), redundancy, illegality and some other substantial reason as defined by the Employments Rights Act 1996 as amended, extended or re-enacted from time to time.
- 9.2.2 Such Ordinances shall provide for:
- (a) the right of employees to be accompanied at any formal meetings held under the Ordinances by a work colleague or trade union representative;

- (b) the University to have the power to suspend any employee to investigate alleged misconduct or for any other good or urgent reason;
- (c) appropriate penalties, which shall include warnings and dismissal;
- (d) the right of appeal against a notice of dismissal given to an employee;
- (e) any dismissal made under such Ordinance to remain in force pending the outcome of any appeal;
- (f) employees to receive a reasoned decision in writing in respect of any formal action taken under the Ordinances.

9.2.3 The Board of Trustees shall ensure that there is a grievance procedure in place to consider complaints raised by employees concerning their employment, which relate to themselves as individuals or their personal dealings or relationships with other employees at the University. The grievance procedure will not apply:

- (a) in respect of the outcome of any matter dealt with under this Statute; or
- (b) where the Board of Trustees has prescribed or the University has in place other procedures.

9.2.4 The Board of Trustees shall be the body responsible for monitoring the effectiveness of the Ordinances and procedures prescribed by it under this Statute.

10 Decision making

10.1 Acts or resolutions of the Board of Trustees or of any other body of the University with decision making authority (each "**a decision making body**") shall not be invalidated because of:

- 10.1.1 a procedural defect of which the decision making body is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the decision making body and the decision making body is asked to consider whether the decision should stand;
- 10.1.2 a technical defect in the appointment of a member of which the decision making body is unaware at the time;
- 10.1.3 a technical defect in the giving of notice of which the decision making body is unaware at the time; or
- 10.1.4 any vacancy in the body doing or passing it;

nor will such acts or resolutions be invalid by reason of any want of qualification by or invalidity in the election or appointment of any member of the decision making body whether present or absent.

11 Contracts

11.1 The University may make the following binding contracts:

- 11.1.1 a contract which to be valid and binding is required to be made in writing and executed as a deed, provided the contract is made in writing, is signed by two persons acting under the express or implied authority of the Board of Trustees and has the University seal affixed to it;

11.1.2 a contract which to be valid and binding is required to be made in writing, provided the contract is made in writing and is signed by a person acting under the express or implied authority of the Board of Trustees; and

11.1.3 a contract which would be valid and binding even if made only verbally, provided it is made in writing or verbally on behalf of the University by any person acting under the express or implied authority of the Board of Trustees.

12 Interpretation of Statutes

12.1 These Statutes shall be interpreted so as not to conflict with the Charter. In the event of any inconsistency between these Statutes and the Charter, the Charter shall take precedence.

12.2 Words defined in the Charter shall have the same meaning in these Statutes unless the context indicates otherwise.

COURT STANDING ORDERS

CRT1 Annual Meeting

Statute 7

An Annual Meeting of the Court shall be held each year. The Board of Trustees shall determine the date and venue for each Annual Meeting. The Chancellor shall determine the agenda for each Annual Meeting in consultation with the Vice-Chancellor and the Board of Trustees. The Board of Trustees shall present a report of its proceedings during the preceding academic year, including a report on changes to the Charter, Statutes and Ordinances that, in the opinion of the Board of Trustees, relate directly to Court, the Alumni Association and / or the Union of Students, and an audited statement of accounts for the preceding financial year. A copy of the report and statement shall be sent to every member of Court at least seven days before the meeting.

CRT2 Attendance at Meetings

Statute 6

The Attendees of Court will be invited to Court with the purpose of informing Members of Court as required. Attendees of Court will be as follows (provided that if (i) the Board of Trustees approves an amendment to the title of any of the offices referred to below; or (ii) the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to that office with the title as amended or the person holding that office with their alternative job title, as the case may be):

- Twenty individuals elected by and from employees of the University
- The elected Sabbatical Officers of the Union of Students
- The Board of Trustees (including, for the avoidance of doubt, the Chair, Deputy Chair and Treasurer)
- The Vice-Chancellor
- The Pro-Vice-Chancellors (including Deputy Vice-Chancellor(s))
- The Registrar & University Secretary
- The Chief Operating Officer & Registrar
- The Chief Financial Officer
- The Secretary & Clerk to Court

Other members of the University's staff may be invited by Court to attend meetings of the Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court – only members can exercise voting rights.

CRT3 Agenda Despatch Deadline and Summons

Statute 7

The Secretary shall send notice of every meeting of Court not less than thirty-five days before the day fixed for such meeting.

Not less than fourteen days before any meeting of Court the Secretary shall send every member of Court a draft statement of all business, to include a request for any questions to be received not less than ten days before the meeting.

Not less than seven days before any meeting of Court the Secretary shall send every member of Court a (final) statement of all business, and no business shall be considered at the meeting except that included in the statement.

CR4 Appointment and re-appointment of Court members
Statute 6

See CRT11 below

CR5 Appointment of Committees
Statute 8.5

Court may establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be prescribed in writing by Court.

CR6 Business at the Meeting
Statute 7.4

Any member of Court wishing to bring forward any business at a meeting shall give the Secretary written notice of it not less than twenty days before the day appointed for the meeting. The Chancellor will consider whether the business is appropriate to bring to the Court meeting, or whether it could be dealt with separately in a different 'forum'. This shall not apply to business brought forward by the Board of Trustees.

CRT7 Chair of Court
Charter, Article 12.1 and 13.1

The Chancellor is the President of Court and presides over Court meetings. The Pro-Chancellors may, in the absence of the Chancellor preside at meetings of the Court.

CRT8 Conflict of Interests

[The University's Conflict of Interest Regulations apply.](#)

CRT9 Decisions between meetings and Chair's Action

Where necessary for the good of the University, the Chancellor may take decisions on the behalf of Court between meetings (including but not limited to vacation periods). Such decisions will be reported to the next meeting of Court.

CRT10 Frequency of meetings
Statute 17

An Annual meeting is held in December in Bristol.

CRT11 Membership of Court

Core Members of Court

Statute 6

Elected Members

- Thirty Alumni Association Representatives elected by and from the Alumni Association, of whom five should be elected exclusively from the international alumni (but if no international members put themselves forward for election, then the full number of representatives can be appointed in such manner as the Alumni Association shall determine);
- Five Emeriti elected by and from the emeritus professors;

Nominated Members

- Twenty Members nominated by their organisations, drawn from civic, cultural and community organisations or bodies including (but not limited to) organisations or bodies located in or around the city of Bristol;
- Twenty Members nominated from unions, professional organisations, business community and industry or other knowledge-intensive organisations including (but not limited to) organisations or bodies located in or around the city of Bristol;
- Five representatives from amongst those formally elected to represent the people of the City of Bristol and its surrounding areas;

Ex Officio

- The Chancellor;
- The Pro-Chancellors;
- Honorary Fellows.

The normal term of office for an Elected Member shall be four years and Elected Members may be re-elected for a further four-year term.

The normal term of office for a Nominated Member shall be four years and Nominated Members may be re-appointed for one further four-year term, provided that the Nominated Member remains associated with the nominating organisation or body and retains the nomination of the nominating organisation or body.

All appointments will be overseen by the Nominations Committee of the Board of Trustees (the Nominations Committee) and approved by the Chancellor (for the avoidance of doubt, this shall include any variation to the normal term of office).

Additional Appointed Members of Court

The Chancellor may appoint up to twenty Additional Appointed Members from the body of honorary graduates or nominations put forward by civic, cultural and community, professional, industry and business organisations or bodies including (but not limited to) organisations or bodies located in or around the city of Bristol. The nomination process shall be conducted in such manner as the Nominations Committee considers appropriate from time to time.

The term of office of Additional Appointed Members shall be one year.

In exercising his or her power to appoint Additional Appointed Members, the Chancellor shall consult and engage with a range of different organisations and bodies in order to ensure that there is appropriate diversity among the Appointed Members and that they include representatives of the City of Bristol and are able to reflect and support the strategic aims of the University and the interests of its current and future students.

CRT12 Motions

No business shall be considered by Court which has not appeared on the agenda paper for the meeting unless at least two-thirds of the members of Court present at the meeting shall declare that there is urgency. A motion for urgency shall be decided on without debate.

Urgency shall not be declared for any motion to make, amend, extend or aggregate a Standing Order of Court.

The Chancellor may at any time put a motion to Court whose effect will be to terminate the item of business under discussion at the time. A motion to this effect shall be decided upon without debate.

CRT13 Quorum
Statute 7.5

The quorum of Court shall be twenty-five. If there is not a quorum present at a meeting, the Chancellor shall adjourn the meeting to a time later the same day. If there is still no quorum present, the meeting may be adjourned to another day as the Chancellor thinks fit.

CRT14 Questions Procedure

Court members will be provided with the opportunity to ask questions at the Court meetings in an open forum during the Vice-Chancellors Questions & Answers session.

Any member of Court wishing to bring forward a question for the Court meeting shall give the Secretary written notice of it not less than ten days before the day appointed for the meeting. The questions will be taken in the order in which they were submitted to the Secretary. There will be a maximum time allocated to this session at the meeting. After that time, other questions will be responded to electronically outside of the meeting. Where possible, the University Executive will respond to questions received in advance of the meeting and publish those on our public facing website.

CRT15 Reporting Arrangements
Ordinance 11

The Alumni Association will receive an annual account of the meeting of Court.

CRT16 Secretary

The Head of Governance (or nominee) will be Secretary of Court.

CRT17 Special Meeting
Statute 7.3

The Chancellor may call a meeting of Court at any time and shall call a meeting to be held within eight weeks of the receipt by him or her of a written request to do so from the Board of Trustees or from no fewer than twenty-five members of Court. The Chancellor shall determine the date and place of any meeting so called.

Any such meeting will be summoned on the earliest convenient day, normally in term time. A statement of the reasons for calling the meeting, and the nature of the business to be transacted and the wording of any resolution, shall accompany the notice of summons. No other business, except that so indicated, shall be considered at the special meeting.

CRT18 Standing Orders

These Standing Orders must be adhered to at all times.

CRT19 Substitutes/Deputies

The Pro Chancellors may act for the Chancellor in his/her absence.

The Pro Chancellors may also deputise for the Chancellor on committees or working groups of Court.

No other deputisation will be allowed.

CRT20 Voting

Voting on a motion at the meeting, as distinct from voting in an election, shall be carried out by one of three methods:

- a) Show of hands without counting. A vote on a show of hands shall be counted on the request of any two members present.
- b) Show of hands with counting - in which case the numbers for and against the motion, and the number of abstentions, will be recorded in the minutes of the meeting.
- c) In exceptional circumstances, the Chancellor may choose to move to a secret ballot.

Results of all votes taken shall be recorded in the minutes

COURT STANDING ORDERS

CRT1 Annual Meeting

Statute 7

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CRT2 Attendance at Meetings

Statute 6

The Attendees of Court will be invited to Court with the purpose of informing Members of Court as required. Attendees of Court will be as follows (provided that if (i) the Board of Trustees approves an amendment to the title of any of the offices referred to below; or (ii) the person for the time being holding any of the offices referred to below shall have an alternative job title, references to the relevant office shall be interpreted as references to that office with the title as amended or the person holding that office with their alternative job title, as the case may be):

- Twenty individuals elected by and from employees of the University
- The elected Sabbatical Officers of the Union of Students
- The Board of Trustees (including, for the avoidance of doubt, the Chair, Deputy Chair and Treasurer)
- The Vice-Chancellor
- The Pro-Vice-Chancellors (including Deputy Vice-Chancellor(s))
- The University Secretary
- The Chief Operating Officer & Registrar
- The Chief Financial Officer
- The Secretary & Clerk to Court

Other members of the University's staff may be invited by Court to attend meetings of the Court as may be appropriate to the business of the meeting. For avoidance of doubt, Attendees will not be entitled to vote at meetings of Court – only members can exercise voting rights.

CRT3 Agenda Despatch Deadline and Summons

Statute 7

The Secretary shall send notice of every meeting of Court not less than thirty-five days before the day fixed for such meeting.

Not less than fourteen days before any meeting of Court the Secretary shall send every member of Court a draft statement of all business, to include a request for any questions to be received not less than ten days before the meeting.

Not less than seven days before any meeting of Court the Secretary shall send every member of Court a (final) statement of all business, and no business shall be considered

at the meeting except that included in the statement.

CR4 Appointment and re-appointment of Court members
Statute 6

See CRT11 below

CR5 Appointment of Committees
Statute 8.5

Court may establish such committees as it may from time to time determine, whose constitution, functions, powers and proceedings shall be prescribed in writing by Court.

CR6 Business at the Meeting
Statute 7.4

Any member of Court wishing to bring forward any business at a meeting shall give the Secretary written notice of it not less than twenty days before the day appointed for the meeting. The Chancellor will consider whether the business is appropriate to bring to the Court meeting, or whether it could be dealt with separately in a different 'forum'. This shall not apply to business brought forward by the Board of Trustees.

CRT7 Chair of Court
Charter, Article 12.1 and 13.1

The Chancellor is the President of Court and presides over Court meetings. The Pro-Chancellors may, in the absence of the Chancellor preside at meetings of the Court.

CRT8 Conflict of Interests

[The University's Conflict of Interest Regulations apply.](#)

CRT9 Decisions between meetings and Chair's Action

Where necessary for the good of the University, the Chancellor may take decisions on the behalf of Court between meetings (including but not limited to vacation periods). Such decisions will be reported to the next meeting of Court.

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Statute 17

An Annual meeting is held in December in Bristol.

CRT11 Membership of Court

Core Members of Court

Statute 6

Elected Members

- Thirty Alumni Association Representatives elected by and from the Alumni Association, of whom five should be elected exclusively from the international alumni (but if no international members put themselves forward for election, then the full number of representatives can be appointed in such manner as the Alumni Association shall determine);
- Five Emeriti elected by and from the emeritus professors;

Nominated Members

- Twenty Members nominated by their organisations, drawn from civic, cultural and community organisations or bodies including (but not limited to) organisations or bodies located in or around the city of Bristol;
- Twenty Members nominated from unions, professional organisations, business community and industry or other knowledge-intensive organisations including (but not limited to) organisations or bodies located in or around the city of Bristol;
- Five representatives from amongst those formally elected to represent the people of the City of Bristol and its surrounding areas;

Ex Officio

- The Chancellor;
- The Pro-Chancellors;
- Honorary Fellows.

The normal term of office for an Elected Member shall be four years and Elected Members may be re-elected for a further four-year term.

The normal term of office for a Nominated Member shall be four years and Nominated Members may be re-appointed for one further four-year term, provided that the Nominated Member remains associated with the nominating organisation or body and retains the nomination of the nominating organisation or body.

All appointments will be overseen by the Nominations Committee of the Board of Trustees (the Nominations Committee) and approved by the Chancellor (for the avoidance of doubt, this shall include any variation to the normal term of office).

Additional Appointed Members of Court

The Chancellor may appoint up to twenty Additional Appointed Members from the body of honorary graduates or nominations put forward by civic, cultural and community, professional, industry and business organisations or bodies including (but not limited to) organisations or bodies located in or around the city of Bristol. The nomination process shall be conducted in such manner as the Nominations Committee considers appropriate from time to time.

The term of office of Additional Appointed Members shall be one year.

In exercising his or her power to appoint Additional Appointed Members, the Chancellor shall consult and engage with a range of different organisations and bodies in order to ensure that there is appropriate diversity among the Appointed Members and that they include representatives of the City of Bristol and are able to reflect and support the strategic aims of the University and the interests of its current and future students.

CRT12 Motions

No business shall be considered by Court which has not appeared on the agenda paper for the meeting unless at least two-thirds of the members of Court present at the meeting shall declare that there is urgency. A motion for urgency shall be decided on without debate.

Urgency shall not be declared for any motion to make, amend, extend or aggregate a Standing Order of Court.

The Chancellor may at any time put a motion to Court whose effect will be to terminate the item of business under discussion at the time. A motion to this effect shall be decided upon without debate.

CRT13 Quorum
Statute 7.5

The quorum of Court shall be twenty-five. If there is not a quorum present at a meeting, the Chancellor shall adjourn the meeting to a time later the same day. If there is still no quorum present, the meeting may be adjourned to another day as the Chancellor thinks fit.

CRT14 Questions Procedure

Court members will be provided with the opportunity to ask questions at the Court meetings in an open forum during the Vice-Chancellors Questions & Answers session.

Any member of Court wishing to bring forward a question for the Court meeting shall give the Secretary written notice of it not less than ten days before the day appointed for the meeting. The questions will be taken in the order in which they were submitted to the Secretary. There will be a maximum time allocated to this session at the meeting. After that time, other questions will be responded to electronically outside of the meeting. Where possible, the University Executive will respond to questions received in advance of the meeting and publish those on our public facing website.

CRT15 Reporting Arrangements
Ordinance 11

The Alumni Association will receive an annual account of the meeting of Court.

CRT16 Secretary

The Head of Governance (or nominee) will be Secretary of Court.

CRT17 Special Meeting
Statute 7.3

The Chancellor may call a meeting of Court at any time and shall call a meeting to be held within eight weeks of the receipt by him or her of a written request to do so from the Board of Trustees or from no fewer than twenty-five members of Court. The Chancellor shall determine the date and place of any meeting so called.

Any such meeting will be summoned on the earliest convenient day, normally in term time. A statement of the reasons for calling the meeting, and the nature of the business to be transacted and the wording of any resolution, shall accompany the notice of summons. No other business, except that so indicated, shall be considered at the special meeting.

CRT18 Standing Orders

These Standing Orders must be adhered to at all times.

CRT19 Substitutes/Deputies

The Pro Chancellors may act for the Chancellor in his/her absence.

The Pro Chancellors may also deputise for the Chancellor on committees or working groups of Court.

No other deputisation will be allowed.

CRT20 Voting

Voting on a motion at the meeting, as distinct from voting in an election, shall be carried out by one of three methods:

- a) Show of hands without counting. A vote on a show of hands shall be counted on the request of any two members present.
- b) Show of hands with counting - in which case the numbers for and against the motion, and the number of abstentions, will be recorded in the minutes of the meeting.
- c) In exceptional circumstances, the Chancellor may choose to move to a secret ballot.

Results of all votes taken shall be recorded in the minutes