

## University Board, Senate and Committees Policy and Procedures

### 1 SCOPE AND PURPOSE

- 1.1 This document, known as the "**BSC Policy and Procedures**", is approved by the University Board on the recommendation of Audit, Risk and Governance Committee under the University's Instrument and Articles of Government. It constitutes the policies, procedures and determinations made by the Board in relation to the composition and proceedings of the Board, Senate and committees, as required by those principal governing documents.
- 1.2 Its purpose is to provide a framework under the University's Scheme of Delegation to facilitate:
  - 1.2.1 good decision-making by those bodies with delegated authority for decision-making;
  - 1.2.2 accountability for, and oversight of, the exercise of delegated functions; and
  - 1.2.3 the provision of the information needed by the University Board by way of assurance of the University's compliance with its legal and regulatory obligations including the Office for Students' (OfS) conditions of registration and terms and conditions of funding bodies.
- 1.3 The BSC Policy and Procedures applies to the University Board, Senate and all formal BU committees including committees of the Board, of Senate and executive committees (as described at **Section 5** below and illustrated in the Committee Structure diagram set out at **Appendix 1**).
- 1.4 In this document, where the context allows, the Board, Senate and formal committees are referred to collectively as "**Committees**".
- 1.5 The BSC Policy and Procedures implement elements of, and should be read in conjunction with, the Committee of University Chairs (CUC) Higher Education Code of Governance 2020 (the "**CUC Code**"), which is formally adopted by the Board.
- 1.6 Further best practice guidelines for those who support Committees detailing operational matters are contained in the Committee Guidelines.

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### 3 KEY RESPONSIBILITIES

3.1 The BSC Policy and Procedures are of particular relevance to members of the University Board, Senate and formal committees (such members referred to collectively in this document as "**Members**"), the Chairs and Deputy Chairs of those Committees and all BU staff and students who attend or support Committees. Key responsibilities are set out below.

#### 3.2 **Members**

- 3.2.1 To contribute effectively to the business and outcomes of the Committee, including by attending all meetings of the Committee wherever possible; preparing adequately in advance; and following up on actions.
- 3.2.2 To represent their constituency on the Committee if appropriate. However, staff and student Members of the University Board and Board Committees must understand that they have the same status and responsibilities as the Independent Members and do not represent their staff or student constituencies; they have a responsibility to the Board and the University which overrides any responsibilities they may have (or may perceive to have) to colleagues in their constituencies. They must understand the difference between their two roles and the different responsibilities and reporting requirements for each and remember their duties to keep information obtained in one capacity confidential when acting in any other capacity.
- 3.2.3 The Code of Conduct, which applies to all Board Members and co-opted members of Board Committees, prescribes in more detail the duties and responsibilities of those Members.

#### 3.3 **Chairs**

- 3.3.1 To ensure the effective conduct of the Committee (within its Terms of Reference), ensuring that business is being progressed and facilitating meaningful discussion and sound decision-making.
- 3.3.2 To ensure that arrangements are in place to enable the preparation and circulation of agendas and papers; for accurate minutes of meetings to be taken and presented to the Chair and Members for formal approval; and for non-confidential minutes to be published where required. It is the Chair's responsibility (together with the Committee Secretary) to ensure that Admincontrol is used by the Committee to preserve confidentiality, information security and the integrity of recordkeeping (see 14.8 below).
- 3.3.3 The role of the Chair of the Board is prescribed in the role description approved by the Board.

#### 3.4 **Deputy Chairs**

- 3.4.1 All Committees should have a Deputy Chair who can chair meetings in the absence of the Chair.
- 3.4.2 The Deputy Chair of the Board is appointed by the Board under a process recommended by the Nominations Committee and approved by the Board.
- 3.4.3 Other Committee Deputy Chairs are appointed in accordance with the Committee's Terms of Reference.

#### 3.5 **Management and support of Committees**

In recognition of the wide variation of Committees and staff roles, there is no set terminology for those who manage and support formal committees. Common terms used are “clerk” and “secretary”. In this BSC Policy and Procedures, the term **“Secretary”** is used generically, unless specifically referring to the Clerk to the University Board. The responsibilities of the Secretary are:

- 3.5.1 To work with the Chair to ensure that meetings are effectively organised; that the outcomes are recorded and communicated; and that confidentiality, information security and the integrity of recordkeeping are preserved via the use of Admincontrol (as set out in more detail at 3.3.2 and Section 4)
- 3.5.2 To work with the Chair to ensure that Committees act only within their delegated powers and that any potential conflicts of interest are identified and managed in accordance with the University’s Conflicts of Interest Policies & Procedures.
- 3.5.3 To ensure that the appropriate Committee business is progressed according to the Committee’s Terms of Reference and to provide guidance and support to the Committee (especially the Chair).
- 3.5.4 To maintain membership records and work with the Chair to ensure effective appointment, induction and training of new Members.
- 3.5.5 In addition, the Clerk to the University Board has specific responsibilities and authority as approved by the Board in accordance with the Articles of Government and the CUC Code.

## **4 OTHER RELEVANT DOCUMENTS**

- 4.1 Articles of Government
- 4.2 Instrument of Government
- 4.3 University Board Statement of Primary Responsibilities
- 4.4 Scheme of Delegation
- 4.5 The CUC Higher Education Code of Governance
- 4.6 Code of Conduct for University Board Members
- 4.7 Committee Guidelines
- 4.8 Conflicts of Interest Policy and Procedures
- 4.9 Data Protection Policy
- 4.10 BU Publication Scheme

All of these documents are published on the BU website or the Committee of University Chairs website or are available on the staff intranet.

## **Section 1 - Governance structure and delegation framework**

### **5 OUTLINE OF THE UNIVERSITY’S GOVERNANCE STRUCTURE**

- 5.1 The responsibilities of the University Board, the Vice-Chancellor and Senate are prescribed by the Articles of Government. In summary:
  - 5.1.1 The University Board oversees the strategic development of the University and ensures the effective use of resources and the general solvency of the institution. Further details of the Board’s role are set out in its Statement of

Primary Responsibilities and the Scheme of Delegation, which details the decisions which are reserved to the Board. The Board comprises members from within higher education, industry and commerce as well as students and staff (both academic and non-academic). The Vice-Chancellor and some other members of the University Executive Team are Board Members (as agreed by the Board from time to time). All Board Members are charity trustees of the University and have the legal duties of charity trustees. The Head of Legal Services and Corporate Governance is the Clerk to the Board. This is a separate, independent role appointed by the Board and with a direct reporting line to the Chair of the Board.

- 5.1.2 As the University's governing body and board of charity trustees, the Board is ultimately responsible for all decisions taken in relation to management and operation of the University. However, in order to ensure the effective management and operation of the University, the Board delegates many of its functions, powers, discretions and decision-making authority to its Committees; Senate; and the Vice-Chancellor (subject always to the provisions of the Articles of Government). The Scheme of Delegation sets out the principles governing delegation by the Board and the specific functions which are delegated to Board Committees, the Vice-Chancellor and Senate.
- 5.1.3 Senate is the academic governing body of the University and is responsible to the Vice-Chancellor and the University Board for monitoring and advising on the academic work of the University. Senate provides annual assurances to the Board including on how Senate and its Committees are ensuring that academic standards and quality is maintained.
- 5.1.4 The Vice-Chancellor is responsible to the Board for the management and leadership of the University. The Vice-Chancellor is also the University's accountable officer with personal responsibility to the Board for ensuring compliance with the OfS's terms and conditions of funding and for providing the OfS with clear assurances about compliance.
- 5.1.5 The Vice-Chancellor delegates their powers, functions and decision-making authority to the Executive committees who support the work of, and are accountable to, the Vice-Chancellor.

## 6 FORMAL COMMITTEE STRUCTURE

- 6.1 The formal committee structure underpins the University's systems of delegation, accountability and assurance.
- 6.2 Formal committees:
  - 6.2.1 Are those set out in the Appendix to this BSC Policy and Procedures.
  - 6.2.2 Explicitly support the strategic development of BU, fulfil a statutory requirement, or perform a governance role.
  - 6.2.3 Have been formally established (following the appropriate approvals procedure as set out in **section 5**, subject to the requirements of the Articles of Government) and operate within a defined structure under delegated authority from one of the following:
    - (a) the University Board (for Board Committees);
    - (b) Senate (for Senate Committees, to be approved by the Vice-Chancellor and University Board in accordance with the Articles of Government); or

- (c) the University Executive Team (UET) acting under delegated authority from the Vice-Chancellor (for Executive Committees).
- 6.2.4 Operate within a structure that clearly illustrates the links between the Committees and their Parent Committees (see below) and identifies accountability and responsibility, as reflected in the Scheme of Delegation.
- 6.2.5 Have approved Terms of Reference which are publicly available and kept under regular review (at least annually) – see **12** below.
- 6.2.6 Have an appropriate membership set out in the approved Terms of Reference. See also **section 2** below on membership.
- 6.2.7 Are formally documented in terms of agendas, papers and minutes.
- 6.2.8 Are supported by short-life working/task groups or individuals wherever possible, rather than another formal committee.
- 6.2.9 Are reviewed regularly to ensure effectiveness.
- 6.3 In this document the "**Parent Committee**" of a formal committee means the Board, Senate, UET or other formal committee establishing the relevant committee (as the case may be).

## Section 2 - Composition

### 7 UNIVERSITY BOARD

#### Membership

- 7.1 The University's Instrument of Government (paragraph 4) requires the Board to make a determination with respect to its membership numbers, fixing the number of members in each variable category (subject to the limits prescribed by paragraph 3 of the Instrument) and ensuring that at least half of all the Board's members are independent.
- 7.2 The Board has determined that its membership comprises the following:
  - 13 Independent Members (Including the Chair and Deputy Chair)
  - 2 Co-opted Independent Members
  - The Vice-Chancellor (acting ex-officio)
  - Such other members of the University Executive Team as formally approved by the Board on the recommendation of Nominations Committee (Co-opted members)
  - 1 Senate Member (nominated by Senate under paragraph 3(2)(b) of the Instrument of Government in accordance with the procedure approved by the Board) (Co-opted member)
  - 1 academic staff Member (Co-opted member)
  - 1 professional and support staff Member (Co-opted member).
  - The President of the Students' Union (deemed for the purpose of their membership of the Board to be nominated by the students under paragraph 3(2)(b) of the Instrument of Government).
  - 1 student Member (Co-opted member).

- 7.3 Subject to paragraph 7.4, all Board Member appointments are subject to approval by the full Board and this is non-delegable under the Articles of Government. Nominations Committee is responsible to the Board for agreeing, and subsequently overseeing, the process for the appointment of all Board Members and making recommendations for appointment, re-appointment and removal, as detailed in its Terms of Reference.
- 7.4 In the event of a dispute in relation to the appointment of a Board Member, the provisions of paragraph 5 of the Instrument of Government shall take precedence over any provision of this BSC Policy and Procedures or any process determined by the Nominations Committee.

### **Terms of office**

- 7.5 In accordance with the determination required by the Instrument of Government (paragraph 6) the periods of office of Board Members are as follows (subject to earlier termination in accordance with the University Board Members' Code of Conduct):

#### **7.5.1 Independent Members (including Co-opted Independent Members)**

- (a) In order to ensure a planned and progressive refreshing of the membership the normal maximum term of office for Independent Members is 3 terms of 3 years.
- (b) The total maximum term of office on the Board for an Independent Member (including the Chair and Deputy Chair) must not exceed 9 years unless there is exceptional justification.

#### **7.5.2 Executive Members**

- (a) The Vice-Chancellor acts ex-officio.
- (b) Other members of the University Executive Team appointed to the Board shall hold office as Board Member for so long as they hold office in their respective executive roles (and therefore effectively hold office ex-officio, despite being co-opted by the Board).

#### **7.5.3 Senate Member and co-opted staff Members**

- (a) The Senate Member and co-opted staff Members are appointed for a term of 3 years and may be reappointed for one further term of 3 years on the recommendation of the Nominations Committee, subject to the approval of the Board. These terms are subject to remaining a member of Senate or staff as the case may be.

#### **7.5.4 President of the Students' Union**

- (a) The President of the Students' Union shall hold office as Board Member for so long as they hold office as President. This is normally a one year term, subject to a maximum term of 2 years.

#### **7.5.5 Co-opted student Member**

- (a) The student Member appointed by the Board shall hold office for so long as they remain a BU student, up to a maximum term of 2 years (which is non-renewable). Their term shall terminate automatically when they cease to be a student.

## **Chair and Deputy Chair**

- 7.6 The Nominations Committee will make recommendations to the Board on the process for selecting a Chair and Deputy Chair of the Board from the Board's Independent Members.
- 7.7 The Chair and Deputy Chair will be appointed for a term of 3 years and may serve a maximum of 3 terms of office in these roles. This term of office excludes any time spent serving in any other capacity on the Board subject to the overall maximum term of office requirements set out in 7.5. To ensure continuity, every effort will be made to ensure that the Chair and Deputy Chair appointments are not co-terminus. If necessary, terms of office will be adjusted to ensure that both appointments do not cease at the same time.

## **8 BOARD COMMITTEES**

- 8.1 In accordance with article 5.3 of the Articles of Government, membership of Board Committees shall be as set out in their Terms of Reference, which are approved by the Board (see **Section 2**).
- 8.2 The Chair and Deputy Chair of Board Committees are appointed by the Board following a process recommended by the Nominations Committee.

## **9 SENATE**

### **Membership**

- 9.1 In accordance with Articles of Government (article 4.3), the Board has approved Senate's membership to be as follows:
- Vice-Chancellor (Chair)
  - PVC Education and Quality (Deputy Chair)
  - PVC Student Experience
  - PVC Research and Knowledge Exchange
  - Chief Operating Officer [Note that the Chief Operating Officer will leave the membership once all three PVCs in post]
  - Finance Director [Note that the Finance Director will leave the membership once all three PVCs in post]
  - Academic Registrar
  - Director of Student Services
  - Head of Research Development and Support
  - Executive Deans of Faculties
  - President of the Students' Union
  - Vice-President (Education) of the Students' Union
  - Chief Executive of the Students' Union
  - Two members of academic staff from each Faculty, freely elected triennially by the academic staff of that Faculty in accordance with the procedure set out at 10 below.
  - Two members of the professional and support staff freely elected triennially by the professional and support staff in accordance with the procedure set out at 10 below.

- One member of the professoriate in each Faculty nominated by the Executive Dean and approved by the Chair.
- Deputy Chair of Academic Standards and Education Committee
- Deputy Chair of Research and Professional Practice Committee
- One Research Ethics Committee Panel Chair
- One senior member of the University Hospitals Dorset NHS Foundation Trust.

### **Terms of office**

- 9.2 The academic and professional and support staff members shall serve on Senate for a period of 3 years and elections will be held triennially in accordance with the procedure set out below.
- 9.3 In line with best practice, elected members of Senate will be eligible to serve only one further term after this (subject to re-nomination and election). Beyond this, they may exceptionally be invited to remain for one further year in order to preserve continuity of membership in the event that no replacement candidate has been identified.
- 9.4 Professorial appointments to Senate by the Vice-Chancellor are subject to the same term lengths as set out above.
- 9.5 Where a member is appointed as the Senate Member of the Board their term on Senate may be extended from 3 to 4 years without the requirement for an election.

### **Secretary to Senate**

- 9.6 The Chair of Senate will appoint a Secretary to Senate. This will normally be a member of staff in a management post related to academic governance.

## **10 ELECTION OF STAFF MEMBERS TO SENATE**

- 10.1 Procedures for the election of staff members to Senate are set out below.

<b>Position</b>	<b>Constituency</b>	<b>Nominees</b>
Faculty Academic Staff (two per Faculty)	All members of academic staff within the relevant Faculty	Any member of academic staff from the respective Faculty shall be eligible for nomination
All Professional and Support Staff (two)	All members of professional and support staff	All members of professional and support staff

- 10.2 Members of staff are those as defined by Human Resources, who will provide the details of staff in any constituency. In the event of any dispute regarding which staff are to be included in a constituency, the Senate Secretary should be consulted. They will be the deciding authority and their decision will be final.
- 10.3 Professional and Support Staff include demonstrators, manual, technical and maintenance staff.
- 10.4 Permanent members of staff can nominate, vote and be nominated (for the appropriate constituency).
- 10.5 Fixed-term members of staff can nominate and vote for the appropriate constituency. However, fixed-term members of staff can only be nominated for the appropriate



constituency if their appointment runs for the duration of the elected member vacancy (normally 3 years).

- 10.6 The election of members of Senate shall normally be conducted by an on-line, confidential ballot under the oversight of the Senate Secretary.
- 10.7 The election of Senate members to represent a newly established Faculty, or a Faculty affected by restructuring and/or staff transfer, where the changes affect 20% or more of those academic staff within a Faculty eligible for election, shall proceed immediately following the effective date of establishment or change, as determined by the Chair of Senate.
- 10.8 An elected member vacancy which arises during a term of office shall be filled by election.

### **Nominations**

- 10.9 Nominations, duly proposed, seconded and agreed by the nominee, shall be submitted to the person designated by the Secretary to Senate before an appointed deadline, not less than seven days after the invitation to submit nominations has been issued. Instructions for submitting nominations will be published on the nomination form and/or the information accompanying the announcement of the election.
- 10.10 Elected members must be nominated by, and have their nominations seconded by, members of the constituency they will be representing.
- 10.11 Those nominated shall be required to complete a nomination form. All the information contained within the nomination form will be made available to voters.

### **Election Process**

- 10.12 Where an election is necessary, the process will be managed by the Secretary to Senate and a ballot will take place as follows:
  - 10.12.1 Each member of the constituency shall receive an email notifying them of the process for voting.
  - 10.12.2 Each member of the constituency shall be entitled to vote for one candidate only.
  - 10.12.3 Voting will be confidential.
  - 10.12.4 Votes received outside the election period shall be void.
  - 10.12.5 The candidate(s) with the highest number of votes shall be declared elected.
  - 10.12.6 In the event of a tie (and if no candidate wishes to concede) the voting period may be extended to allow extra time for constituents to vote, provided that voter turnout was less than 100%. If the tied result persists, a winner shall be selected from among the tied candidates by a random process chosen and conducted by the Secretary to Senate, witnessed by one or more independent parties.
  - 10.12.7 The results of the election shall be published in the University.
  - 10.12.8 A paper version which applies the same principles as above may be used as required to support the process. In the case of a paper election, ballot papers shall be counted by the person designated by

the Secretary to Senate and the results verified by the Secretary to Senate.

## **11 EXECUTIVE COMMITTEES**

- 11.1 Membership of the University Executive Team (UET) will be as defined by the Vice-Chancellor having consulted with Nominations Committee.
- 11.2 Membership of other formal executive committees will be defined within their Terms of Reference as approved by the relevant Parent Committee.

## **12 TERMS OF REFERENCE**

- 12.1 The Statement of Primary Responsibilities of the Board (together with the provisions of the Articles of Government and this BSC Policy and Procedures in relation to membership, quorum and frequency of meetings) constitute the Terms of Reference of the Board. The Board will review its Statement of Primary Responsibilities annually.
- 12.2 Each formal committee will review its Terms of Reference at least once per year, or more frequently if the need for review arises. Any amendments should be approved by the Parent Committee. The Terms of Reference template is available as an Appendix to the Committee Guidelines.
- 12.3 The Secretary to Senate will co-ordinate the periodic review of the Terms of Reference for all Senate Committees, including any common Faculty level Senate Committees and Faculty Academic Boards. Any proposals for amendments should be submitted to the Secretary to Senate in the first instance.
- 12.4 Similarly, the Secretary to the University Executive Team will co-ordinate the periodic review of the Terms of Reference for any Executive Committees reporting to UET. Any proposals for amendments should be submitted to the UET Secretary in the first instance.
- 12.5 Any matter brought to or considered by a Committee which falls outside the Committee's delegated authority as set out in its Terms of Reference or for which authority has been delegated by that Committee should be referred to the Committee or individual with the appropriate delegated authority. Where this is the Committee's Parent Committee, this would normally be done through the submission of the minutes with the appropriate cover sheet. Where a matter is being referred to a Committee other than the Parent Committee (for example, if a matter is referred back to a sub-committee or if Senate wished to refer a matter to the University Executive Team), the Secretary will be responsible for liaising with the Secretary of the receiving Committee to ensure the matter is progressed, including the submission of any relevant papers and minute extracts.

## **Section 3 - Proceedings**

### **13 CALLING MEETINGS**

#### **Frequency and notice**

- 13.1 The University Board normally meets at least 5 times per year and must meet at least once each semester. A meeting of the Board may be requisitioned by any three Members or by the Chair, via the Clerk to the Board.
- 13.2 Board meetings will be convened by the Clerk to the Board and at least 5 clear working days' notice must be given of every Board meeting to all those Members

entitled to attend. Accidental omission to give, or failure to receive notice, shall not invalidate the proceedings at the meeting. A Board meeting may be called at shorter notice only with the agreement of at least three-quarters of those Members entitled to attend.

13.3 Senate must meet at least once each semester.

13.4 Other formal Committees must meet as often as is required to undertake their responsibilities and in accordance with their Terms of Reference.

#### **Setting of Committee dates**

13.5 The dates for the University Board and Board Committees are set well in advance by the Corporate Governance Team in consultation with Chairs. The 3-year schedule of meeting dates is available on the Committee Pages of the Staff Intranet.

13.6 The dates for all other Committees are set locally but consideration must be given to setting dates so that matters can be progressed in a timely manner to Parent Committees. Sub-committees should normally meet sufficiently in advance of the Parent Committee to which they report to enable appropriate flow of business.

#### **Changes to Committee dates**

13.7 Exceptionally, scheduled Committee dates may need to be changed. In this case, the Secretary should ensure that the change is communicated to all Members. Where Committee dates are changed, the effects on the timescale for reporting to Parent Committee(s) should be considered as well as other deadlines.

#### **Extraordinary Meetings**

13.8 Occasionally, it may be necessary to call an extraordinary meeting of a Committee (for example, due to the volume of business or an important relevant development which requires prompt action). In this case, the Secretary should ensure that the extraordinary meeting is communicated to all Members. The timescales for reporting to Parent Committees should be taken into account when setting the dates of extraordinary meetings.

13.9 For Board meetings, see the additional requirements at 13.2 regarding the notice period required.

### **14 AGENDAS AND PAPERS**

#### **Agendas**

14.1 It is the responsibility of the Committee Secretary to draft the agenda for approval by the Chair.

14.2 The following items will be included in the agenda in addition to the main items of business: Committee name; date, time and location of meeting; the approval of the minutes of the previous meeting along with matters arising; any other business; the date and time of the subsequent meeting and declarations of interests as a standing item (in accordance with the Conflicts of Interest Policy and Procedures). (See an Appendix of the Committee Guidelines: Agenda Template). Where there is a regular pattern of business throughout the academic year, an indicative agenda should be developed.

14.3 Wherever possible, agenda items will be organised in accordance with a logical structure as agreed with the Chair, taking into account the relative importance of each item and the time required for debate. Where practical, items for information only should be grouped towards the end of the agenda, allowing adequate time for more pressing committee business.

- 14.4 Anyone wishing to request that an item is placed on the agenda for a Committee meeting should communicate with the Secretary. The Chair has discretion over whether the item is included on the agenda.

### **Papers**

- 14.5 The relevant Committee paper template must be used for papers, which is available from the relevant Secretary.
- 14.6 Standard actions a Committee may take:

Note	Used for papers that are presented for information only and no decision is required.
Consider or consider and confirm the assurance provided	Sometimes used for papers where there is a need to make explicit that deliberation and discussion is required. It should normally be used with another term outlining the required final decision or action, for example 'consider and approve', 'consider and recommend' or 'consider and note'.  Where a key purpose of the paper is to provide assurance for legal or regulatory purposes, the Committee should be asked to "consider and confirm" whether it is satisfied on the basis of the information provided in the paper that the regulatory assurance served by the paper is being met.
Endorse	Used for papers where the Committee is being asked to show its support but formal approval is not required.
Approve	Used for papers and delegations which the Committee is being asked (and has the authority) to approve as per the Scheme of Delegation.
Recommend	Used for papers where the Committee does not have authority to approve and so must recommend approval to another (normally higher) committee or individual member of staff that does have authority.
Ratify	Used for a paper detailing Chair's action which has already been approved OR to ratify decisions made by an inquorate meeting.
Agreed – covers actions arising in the meeting	To be used in minutes where the Committee agreed upon a course of action.

### **Distribution of papers**

- 14.7 It is difficult for Committee members to contribute effectively if they have insufficient time to read and consider papers. Wherever possible, therefore, Committee documentation (agenda and papers) will be distributed at least one week prior to a meeting. To support this, paper authors will be informed in advance of paper deadlines by Secretaries and will endeavour to adhere to these deadlines. It is noted that UET has different timelines due to the frequency of meetings being weekly.
- 14.8 To preserve information security and confidentiality and ensure the integrity of record keeping (including for audit purposes), all formal committees are required to use Admincontrol. It is the responsibility of the Committee Chair and Secretary to ensure this requirement is met.
- 14.9 The use of late and tabled papers will be kept to a minimum and only used where absolutely necessary and agreed in advance by the Committee Chair. The Secretary

is responsible for ensuring that copies of any tabled papers are filed electronically with the rest of the meeting documentation after the meeting.

- 14.10 Care must be taken to ensure that any sensitive or confidential papers are clearly marked as such on their coversheet and are only distributed to those who are entitled to receive them. It may be appropriate to draw attention to the confidential nature of any papers when distributing the meeting packs to ensure Members are aware that they must not be shared with others. The Code of Conduct which applies to Board Members contains further detail about Board Members' obligations to protect confidential and sensitive information.

## 15 MINUTES, ACTIONS AND REPORTING

### Minutes

- 15.1 Minutes are a formal permanent record of what has been agreed by whom and what actions are to be taken by whom and by when. They form an audit trail of decision making and therefore have an important governance function.
- 15.2 Minutes also have an important regulatory purpose: they can form part of an external audit or regulatory review and may form the basis of regulatory action. Minutes may also be used in legal proceedings. Minutes therefore need to be written for a professional audience, which includes regulators and auditors and other third parties. Non-confidential minutes are publishable and therefore accessible by the University's staff, students and other stakeholders and must be written with that in mind.
- 15.3 It is recommended that Committees use the BU published minutes template (See the Appendix of the Committee Guidelines, Minutes template). Where this template is not used, the following items must be included in the minutes: status (confirmed or unconfirmed); Committee name; date of meeting; attendance; any declarations of interests (or confirmation that there were none); main discussion points; decisions / actions taken and the view of those members who dissent from the Committee's recommendations (see below); and clearly identified action points with owners. In terms of recording decisions made at Committees, normally:
  - 15.3.1 Decisions are made by Committees, not individuals and in the minutes of a meeting specific comments or opinions will not normally be ascribed to an individual unless they are specifically linked to a decision.
  - 15.3.2 Disagreement by an individual Member with a decision made by their Committee will be recorded appropriately in the relevant minutes.
  - 15.3.3 Other than this, a Committee member may request that their particular opinion be recorded.
- 15.4 Normally, minutes should be written and sent to the Chair for approval in a timely manner following the meeting. In the event that the approval and circulation of the minutes is likely to be delayed (for example if the Chair is unavailable to approve the draft), an e-mail listing the agreed actions should be circulated to the membership so that actions arising at the meeting can be progressed.
- 15.5 Once the draft minutes have been approved by the Chair, their status becomes 'Unconfirmed'. The Chair approved version should then be circulated to the membership (and other attendees if appropriate). Any proposed corrections or other issues should be raised by Members at the next meeting to be considered then. Once the minutes are approved by the Committee, they become 'Confirmed' and may be published if appropriate.
- 15.6 Further guidance on the style and content of minutes is provided in the Committee Guidelines document.

### **Keeping track of actions**

- 15.7 A record of actions and their progress must be kept and reviewed periodically by the Committee (normally by attaching it to the previous minutes for consideration under 'matters arising') (See Appendix 1 of the Committee Guidelines for an action register template). Records of actions must include sufficient clarity on the action required, the person(s) responsible for action delivery and the deadline. The Secretary is responsible for ensuring that the actions register is kept up to date and for obtaining status reports from those tasked with actions. Ultimate responsibility for completing actions, however, rests with the individuals to whom the action has been delegated.
- 15.8 A full copy of the Actions Register should be kept by the Secretary.

### **Reporting to Parent Committees**

- 15.9 Reporting by Committees to their Parent Committees is a core part of the University's delegation and assurance framework.
- 15.10 Committees will report promptly as detailed in their Terms of Reference, normally via the submission of their minutes to the next meeting of the Parent Committee.
- 15.11 Minutes being reported to a Parent Committee may be accompanied by a cover sheet if requested by the Chair (see template in the Appendix to the Committee Guidelines).
- 15.12 In addition to reporting through Committee minutes, Senate provides reporting to the Board which will include assurances on how Senate and its relevant Committees are reviewing their own effectiveness and ensuring that academic governance is robust and effective (as required by the CUC Code) and academic quality is maintained. The Senate Secretary will be responsible for ensuring that these reports are produced and submitted to the Board, via the Senate Chair. To ensure that it has appropriate oversight of the University's partnership arrangements, and in line with the principles set out in the CUC Code for managing specific academic risks, the Board receives annual reports from the relevant committees on the current status of high-risk partnerships.
- 15.13 To enable the University to meet its regulatory reporting requirements under the OfS Regulatory Framework, OfS Terms and Conditions of Funding and Research England Terms and Conditions, the Board's Audit, Risk & Governance Committee will report annually to the Board on its activities and provide the relevant assurances required by the Board including appropriate evidence.

## **16 ATTENDANCE**

- 16.1 All Members are generally expected to attend all meetings of their Committee, unless they are unable for good reason to attend. The Code of Conduct provides additional detail in relation to attendance by Board Members at meetings of the Board and its Committees. Attendance will be monitored.
- 16.2 A Member who is unable to attend a meeting should submit their apologies in advance to the Secretary together with any comments on the agenda (and/or papers).
- 16.3 Typically, if a Member has missed two meetings in a row without good reason, the Chair shall be informed and discuss the matter with the Member and take any appropriate action. Under the Instrument of Government, a Board Member who has been absent from meetings of the Board for a period of 6 months without the permission of the Board may be removed from office by the Board.

## **Member substitution**

- 16.4 As Board Members are charity trustees, which is a personal office, they may not send a substitute to act in their place to meetings of the Board or Board Committees
- 16.5 It may be appropriate for Members who are unable to attend a Senate or Executive Committee meeting to send a suitable substitute on their behalf, but Member substitution is only permitted if provided for in the Committee's Terms of Reference and approved in advance by the Chair.

## **Attendance by observers**

- 16.6 Observers may attend Committee meetings only if authorised in advance by the Committee Chair. The Secretary should be informed whenever an observer intends to attend a meeting.
- 16.7 Observers are not permitted to contribute to the business of the Committee unless invited by the Chair.

## **17 QUORUM**

- 17.1 The Board has determined in accordance with the Articles of Government (Article 7.3) that the quorum for Board meetings shall be a minimum of 10 Members, of whom at least 6 must be Independent Members or co-opted Independent Members. For a Board meeting to be quorate, Independent Members (including co-opted Independent Members) must always form the majority.
- 17.2 The quorum for Senate and all other formal Committee meetings will be as set out in the Terms of Reference as approved by the relevant Parent Committee or by the Board.
- 17.3 Where a Committee's membership includes different cohorts or categories of Members (e.g. student Members for the student voice perspective), Committees and Parent Committees should when setting the quorum requirement consider whether it would be in the interests of good governance for the quorum to include a specified number of Members in those cohorts or categories.
- 17.4 A Member shall be regarded as being present at a meeting for the purpose of the quorum at any time when they are attending personally or by such electronic means as have been approved in accordance with 18.1.
- 17.5 In the absence of a quorum, the Chair may decide to adjourn or proceed to consider items on the agenda and continue inquorate. If the latter, all final decisions made must be formally ratified via a written resolution (in accordance with 22 below) or at the subsequent quorate meeting of the Committee. Where a matter is not a final decision and is referred to a Parent Committee, the Committee Chair (in consultation with the Committee Secretary) may request a written resolution or may approve an alternative mechanism for achieving additional Committee member contributions prior to the meeting of the Parent Committee at which the final decision is due to be taken.

## **18 FORMAT OF MEETINGS AND PARTICIPATION**

- 18.1 Subject to 18.2, meetings may be held either in person or by suitable electronic means determined by the Committee Chair in consultation with the Committee Secretary provided that all Members participating in the meeting may communicate with all the other participants any information or opinions they have on any particular item of the business of the meeting. In determining whether Members are participating in a meeting, it is irrelevant where any Member is or how they communicate with each other. If all the Members participating in a meeting are not in

the same place, the chair of the meeting may decide that the meeting is to be treated as taking place wherever any of them is.

- 18.2 Scheduled meetings of the Board are normally held in person. The format of meetings for Board Committees and all other Committees will be determined on a case by case basis by the Committee Chair in consultation with the Secretary.

## **19 CONDUCT OF MEETINGS AND DECISION-MAKING**

### **Chair**

- 19.1 Meetings will be chaired by the Committee Chair.
- 19.2 In the absence of the Chair and Deputy Chair from a Board or Board Committee meeting, the Members present may choose an Independent Board member to act as chair for that meeting.

### **Conduct**

- 19.3 To enable open discussion and debate within Board and committee meetings, which is actively encouraged and in which responsible opinion, challenge and analysis is welcomed, Members must act responsibly, reasonably and respectfully in the interests of the University in raising, listening to and considering matters.

### **Decision-making**

- 19.4 Voting is not normally used to reach a decision within a Committee but where a consensus cannot be reached through discussion, the chair of the meeting may call for a vote by a show of hands (and the chair may themselves vote).
- 19.5 Subject to 19.6, and unless otherwise approved in Terms of Reference, voting shall be by a simple majority. If a motion being voted upon only receives 50% of the vote, therefore, the motion will have failed because it did not receive more than half of the vote.
- 19.6 Under the Articles of Government, a proposed alteration of the Articles can only be approved by the Board if supported by not less than three-quarters of Board Members present and voting.
- 19.7 A procedural defect of which the relevant Committee is unaware at the time does not invalidate decisions taken.

## **20 CONFLICTS OF INTEREST**

- 20.1 Board Members have a legal obligation to act in the best interests of the University and to avoid situations where there may be a potential, real or perceived conflict of interest.
- 20.2 All Committee Members must comply with the University's Conflicts of Interest Policy & Procedures (and should therefore ensure they are familiar with its requirements). This confirms that it is the responsibility of all Members:
- 20.2.1 to identify situations in which they have a conflict of interest, or situations where there is potential for a conflict of interest to arise;
- 20.2.2 to disclose those situations to the University; and
- 20.2.3 where required, to take appropriate measures to manage a conflict of interest.
- 20.3 In particular, under the Conflicts of Interest Policy & Procedures:



- 20.3.1 Members must declare any interest they have in the business to be conducted at a Committee meeting (a standing item is included on the agenda of every Committee meeting for the declaration of interests); and
- 20.3.2 the appropriate measures to be taken to manage any conflicts of interest identified and declared may include (among other measures) the Member not taking part in discussions, decisions, or meetings about the matter causing the conflict.

## 21 DECISIONS BETWEEN SCHEDULED MEETINGS

- 21.1 Where an item of business arises between scheduled meetings of the Board or a Board Committee which cannot be deferred until the next scheduled meeting, the Chair may:
  - 21.1.1 convene an extraordinary meeting to deal with the matter (see 13.8 above);
  - 21.1.2 ask the Members to consider a written resolution, in accordance with and subject to the restrictions set out at 22 below; or
  - 21.1.3 take the decision under delegated authority by Chair's action, in accordance with and subject to the restrictions set out at 23 below.
- 21.2 21.1 must apply to the University Board and Board Committees. Other formal Committees may specify alternative means of conducting business between meetings provided that appropriate records are retained and decisions are ratified at the next meeting.

## 22 WRITTEN RESOLUTIONS

- 22.1 Where the Chair of the Board or the Chair of a Board Committee asks Members to consider a resolution in writing in accordance with 21.1.2:
  - 22.1.1 To be valid and effectual, the resolution must be signed by at least three-quarters of the Members (with at least half of those signing being Independent Members).
  - 22.1.2 Members may sign a written resolution in hard copy or electronically. Where a Member is unable to sign the resolution, the Member may signify their agreement to the resolution by email, provided they supply a signed resolution as soon as reasonably practicable afterwards.
  - 22.1.3 Members should be notified when the resolution is circulated of the means by which they can feed back comments or questions on the resolution (and if Member feedback indicates that a discussion is required, the Chair should consider whether an extraordinary meeting should be called instead of the decision being passed by written resolution).
  - 22.1.4 The following decisions of the Board may **not** be passed by written resolution:
    - (a) a decision to amend the University's Articles of Government under Article 11; or
    - (b) a decision to remove a Board Member from office under paragraph 6(3) of the Instrument of Government; or
    - (c) the appointment or dismissal of the Vice-Chancellor and of the Clerk to the Board under paragraph 5.4 of the Articles of Government.

## **23 DELEGATED AUTHORITY**

- 23.1 The Board delegates authority through the Scheme of Delegation and the Financial Regulations. Committees and/or individuals to whom authority has been delegated may not then sub-delegate that authority.
- 23.2 Certain reserved matters may not be delegated by the Board, and these are set out in the Articles of Government and the Scheme of Delegation.

## **24 CHAIR'S ACTION**

- 24.1 The Board, Senate or other Committee may only delegate authority to its Chair, the VC or other officers to act on its behalf if approved and defined in writing (normally through the Scheme of Delegation, the Financial Regulations or the minutes of the relevant discussion). The Committee retains accountability for the actions taken and the action taken must be reported back to the next meeting of the Committee and formally ratified through the minutes.

## **25 ACCESSIBILITY**

- 25.1 Reasonable adjustments should be made for Members with disabilities. These may relate to, for example, ensuring meeting venues are accessible or providing documentation in an alternative format.
- 25.2 Members should be asked upon joining the Committee about any additional requirements they may have in order to fulfil their role as a Member and are encouraged to disclose any additional requirements arising during their term so that reasonable adjustments can be considered.
- 25.3 Further information is available on the Dignity, Diversity and Equality pages of the staff intranet at <https://staffintranet.bournemouth.ac.uk/workingatbu/equalityanddiversity/>

# **Section 4 – Publication of Committee documentation**

## **26 COMMITMENT TO OPENNESS AND TRANSPARENCY**

- 26.1 In line with the CUC Code and the public interest governance principle of accountability, the University Board is committed to conducting, as far as is practicable, its affairs in an open and transparent manner.
- 26.2 BU publishes information on the use of public funding, value for money and other performance information on its website, as well as any other information that supports regulatory compliance (including with information legislation – see below) and accountability to all stakeholders.
- 26.3 The University's commitment to openness and transparency is reflected in its Publication Scheme, under which it routinely publishes certain information, including the confirmed non-confidential minutes of some Committees. Further detail is set out at 28 below.

## **27 INFORMATION LEGISLATION**

- 27.1 The University is subject to a number of different pieces of information legislation, which give individuals legal rights in regard to obtaining information held by the University and place responsibilities on the University in terms of the disclosure of information and the protection and processing of personal data.

- 27.2 In particular:
- 27.2.1 as a publicly funded Higher Education Institution, BU is subject to the Freedom of Information Act 2000 and the Environmental Information Regulations 2004; and
  - 27.2.2 like most organisations in the UK, BU is subject to the Data Protection Act 2018 and UK General Data Protection Regulation (UK GDPR).
- 27.3 The key point is that all members of staff should be aware that all University business, including that of Committees, is potentially a matter of public interest and may be subject to an information request. This includes communications made in all formats (from official papers and minutes to emails, and even post-it notes).
- 27.4 There are exemptions which can be applied to information such that it is non-disclosable (either as part of routine publishing or following an information request). However, the exemptions are very specific and many are subject to a public interest test in the event of an information request being received (this is where information must be released unless the public interest in maintaining the exemption outweighs the public interest in releasing it).
- 28 The seriousness of breaching information legislation cannot be underestimated and there may be reputational and financial consequences, including fines. Further information and guidance can be sought from Legal Services.
- 29 **PUBLICATION**
- 29.1.1 Certain Committee documentation is published through the University's dedicated Committee SharePoint site. This SharePoint site can be accessed through the staff intranet and also externally by the public through the BU Website.
  - 29.1.2 Routinely published information currently comprises:
    - (a) Non-confidential agendas and confirmed minutes of the University Board.
    - (b) Non-confidential minutes of the Remuneration Committee. Minutes of other Board Committees are available on request.
    - (c) Non-confidential agendas, papers and confirmed minutes of Senate.
    - (d) Non-confidential agendas of key Senate Committees. Minutes are available on request.
    - (e) Non-confidential confirmed minutes of University Executive Team.
    - (f) Committee Terms of Reference.
  - 29.1.3 There are two types of information which need to be removed from Committee documentation prior to publication:
    - (a) Information protected by the Data Protection Act 2018 or UK GDPR.
    - (b) Freedom of Information and Environmental Information Regulations exemptions.
  - 29.2 The responsibility for deciding the status of information (confidential or non-confidential) resides with the Committee Chair but they will be guided by recommendations from the Clerk/Secretary. Legal Services can also advise on information disclosure requirements.

- 29.3 Where confirmed non-confidential minutes are routinely published (as detailed in the relevant Terms of Reference) Members should be made aware that the minutes will be made publicly available. This is very important as the names of Members will be contained within the minutes and there are Data Protection implications. If a Member objects, Legal Services should be consulted.
- 29.4 One full set of final committee documentation including any late or tabled papers (scan any documents not received electronically) must be kept in Admincontrol.
- 30 RESERVED BUSINESS**
- 30.1 Reserved Business is business where, for reasons of confidentiality or conflicts of interests, specified members or attendees should not be present. Reserved business will be determined by the Chair in consultation with the Secretary. They should also agree whether specified individuals should receive redacted agendas, papers or minutes.
- 30.2 The CUC Code emphasises that student and staff Members of the Board share the same legal responsibilities and obligations as other Members and must not be routinely excluded from discussions.
- 30.3 For example, the following matters should be discussed under the heading 'Reserved Business' and exclude the Members specified:
- 30.3.1 No student Member shall be present during discussions relating to the admission, progression, assessment (or other similar matter) of another student or the award of bursaries to named students. No student Member should normally be present during discussions relating to the appointment or employment of individuals to the University unless deemed appropriate by the Chair of the Board.
- 30.3.2 Members of staff who are Members of the Board shall not be present during discussions at which there is consideration of their own employment or that of a person whose post is senior to their own. Having given notice of termination of their employment, they should not normally be present in any part of a meeting where the appointment of their successor is being discussed unless the Chair of the Board specifically requests them to be present in an advisory capacity for part of the discussion. The information made available to observers (specifically external observers) should be carefully considered and approved by the Chair.

## **Section 5 – The process for establishing new Committees**

### **31 University Board Committees**

Coordinated by the Clerk to the Board who will liaise with the Chair of the Board and Board Members as appropriate. In accordance with the CUC Code the Board will have, as a minimum, an Audit Committee, a Remuneration Committee and a Nominations Committee. The Terms of Reference and delegated authority for these Committees will be as approved by the Board.

### **32 Senate Committees**

32.1.1 Coordinated by the Senate Secretary and Senate Committee secretaries.

32.1.2 A paper detailing the rationale and proposed Terms of Reference (in the standard template) should be submitted to the Senate Secretary. If the proposed new committee has a Parent Committee, then the proposal and concept must have been approved by the proposed Parent Committee before the paperwork is submitted.

32.1.3 The Committee requires approval by the Vice-Chancellor, Senate and the University Board.

### 33 **Executive Committees**

33.1.1 Executive committees are approved by the Vice-Chancellor, UET and the Board.

33.1.2 Following approval, the Terms of Reference in the standard format should be published on the Committee pages of the staff intranet.

33.2 Any changes to Terms of Reference must be approved in accordance with **Section 2** above.

## **Section 6 – Reviewing Committee effectiveness**

34 As part of ensuring compliance with OfS Condition of Registration E2: Management and Governance, the University Board will regularly review the adequacy and effectiveness of its own governance arrangements, with external input, particularly with regard to the public interest governance principles. In practice, this is done by:

34.1 regular review of the University's governing documents, including the University Board's Statement of Primary Responsibilities, the Scheme of Delegation, the Code of Conduct for the University Board and this BSC Policy and Procedures; and

34.2 a regular, full and robust review of governance effectiveness with independent input, in line with the CUC Code which recommends this review takes place every three years.

35 The Board must also receive assurances that Senate and its Committees are similarly reviewing their own effectiveness, including an external review of Senate effectiveness every 3 years.

36 All formal Committees must periodically review their own effectiveness. Such reviews would normally be overseen by the Secretary, working closely with the Committee Chair. The precise timing and format for the reviews is a matter for the Committee. Reviews may take the form of a survey of members and attendees, one to one discussions with members, a 'self-reflection' group discussion (possibly as an adjunct to a scheduled meeting) or other methods as agreed by the Committee. Whatever format the review takes, it should aim to address the following questions as a minimum:

36.1.1 Is the Committee meeting all of its responsibilities as set out in its Terms of Reference and the Scheme of Delegation?

36.1.2 Is the Committee Membership effective and does it include all of the necessary skills and experience required to conduct the Committee's business?

36.1.3 Does the Committee receive all of the information that it needs in order to fulfil its responsibilities?

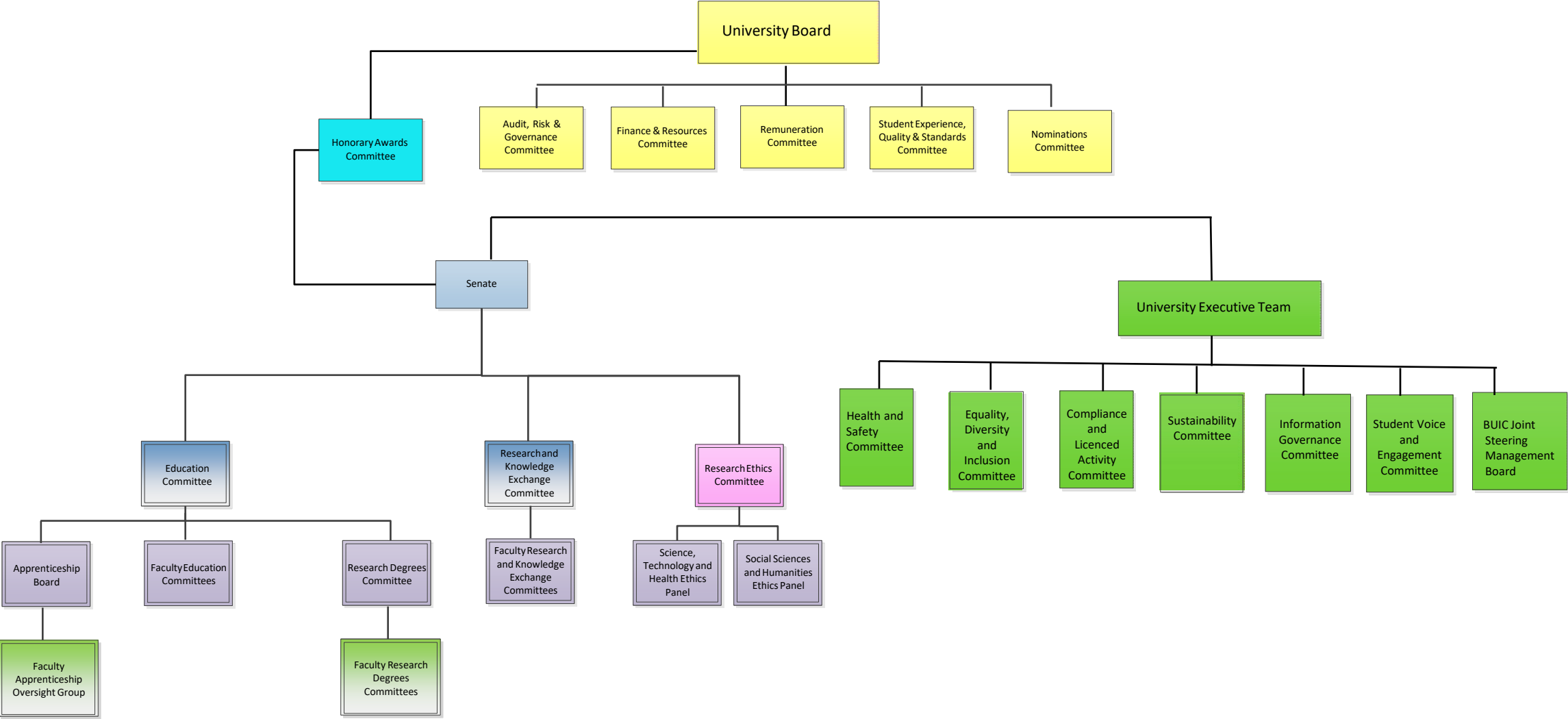
36.1.4 Are the Committee administrative support arrangements fit for purpose?

37 The Secretary should summarise the outcomes of the review in a paper for the Committee's consideration, including any recommendations for action. The Parent Committee should be informed of the completion of the review and its outcomes via the minutes of that meeting.

## **Section 7 – Further information**

- 38     Templates are available for all requirements of this BSC Policy and Procedures in the Committee Guidelines on the Committees page of the staff intranet.
- 39     Further guidance on all aspects of this BSC Policy and Procedures can be sought from:
  - 39.1   the Corporate Governance Team at [BoardClerk@bournemouth.ac.uk](mailto:BoardClerk@bournemouth.ac.uk);
  - 39.2   the Academic Quality Team within Academic Services at [academicquality@bournemouth.ac.uk](mailto:academicquality@bournemouth.ac.uk) for matters of academic governance; or
  - 39.3   Research Development & Support at [research@bournemouth.ac.uk](mailto:research@bournemouth.ac.uk) for research Committees.

Appendix One - University Board, Senate and Committees Policy: Formal Committee Structure (Revised November 2023)



**Key:**

Senate Standing Committees Chaired by UET members reporting directly to Senate

Sub-Committee reporting to Senate Standing Committee

Committee reporting to Senate Sub-Committee

Senate Standing Committee with Independent Chair

**Key:**

University Board Committee Structure

Joint Senate and Board Committee

Senate Committee

Executive Committee Structure