Standing Orders

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0.1	April 2022	First draft by Lucy Sanderson, Governance Officer for consideration by Senate
0.2	April 2022	Minor amendments made by Lucy Sanderson, Governance Officer, following suggestions made by Senate at its meeting on 28 April 2022.
1	May 2022	Standing Orders approved by Council on 20 May 2022
1.1	July 2024	Amendments deemed sufficiently minor to be considered and approved by Senate (19 August 2024) and Council Chair's action (22 August 2024). The change includes an additional point around attendance and quoracy under 14.4.

1.   General Principles for University Committees

1.1   The University is committed to the highest standards of openness, integrity and accountability, and expects that its staff, governors and student and co-opted committee members as well as those associated with the University will act in good faith, impartially and in accordance with their positions of trust.

1.2   The University expects staff, governors and those associated with the University to observe the University's Code of Conduct, as defined in the Financial Regulations, which reflects the Nolan Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

1.3   The University complies with the Office for Students (OfS) ongoing conditions of registration specifically those set out in Condition E of the regulatory framework, including upholding the public interest governance principles.[1]

1.4   The University acts in accordance with the Committee of University Chairs (CUC) Higher Education Code of Governance which set out key values and elements that form an effective governance framework. Together with the Nolan Principles, the core values provide an ethical framework and are the foundations blocks for effective governance: Integrity, Sustainability, Inclusivity, Innovation and growth, Excellence, and Community.

1.5   The University Strategy for 2021-2026 sets out our University Values, where we commit to working to: respect each other by being open, fair and promoting diversity; build strong communities by working effectively together in a supportive way; create positive change by being ambitious in our learning, expertise and action.

1.6   The University promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution. Diversity in this context does not just mean protected characteristics – it includes a diversity of voice, attitude and experience. It is a means of ensuring that under-representation and differences in outcomes are challenged and, where practicable, followed by a course of corrective action that ensures fair outcomes for all.

2.   Roles and Responsibilities

2.1   *The Chair*

2.1.1   The role of the Chair is to provide **leadership** and **direction** to the committee.

2.1.2   Committee chairs will be appointed via the appropriate nomination procedures, either by the 'parent committee'[2] or via the procedures set out in the Nominations Committee. This information is normally provided in the terms of reference for the committee.

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[1]   Public interest governance principles - Office for Students.
[2]   Of which the committee is a sub-committee of a superior committee.

2.1.3   The Chair will ensure that the work of the committee is consistent with its agreed remit and terms of reference, and where applicable the Charter, Statutes and Ordinances and any relevant Governance Codes, Schedule of Delegations and Financial Delegations, ensure the committee only takes decisions within its authorised powers, ensure that the committee's business is conducted in an orderly fashion, follows good governance principles and ensure that issues of interest to other committees or to the wider organisation are appropriately referred.

2.1.4   Committee Chairs play a key role in building a strong community of practice and promoting an inclusive culture as part of the work of their committee. Chairs are required to undertake an appropriate EDI induction and raise awareness among committee members of unconscious bias in decision-making.

2.2   *The Secretary*

2.2.1   The role of the Secretary is to manage the effectiveness of Committee business.

2.2.2   The Secretary will be familiar with the committee's terms of reference, and where applicable, the Charter, Statutes and Ordinances or Schedule of Delegations, Financial Delegations and any relevant governance codes, so that appropriate advice can be given in relation to the committee's business. The Secretary will work with the Chair to ensure meetings run smoothly and will monitor the progress and scheduling of the committee's business, including reporting/receiving reports from other committees.

2.2.3   The Secretary should be proactive in ascertaining whether meeting arrangements are accessible to committee members, this includes but is not limited to, ensuring the papers are in a format that is accessible to all and that the content is clear (see section 5), ensuring the meeting scheduling is in line with University expectations (see section 18) and being mindful of other requirements such as the physical accessibility of meeting rooms and any assistive technology that may be required.

2.2.4   The Secretary plays a key role in supporting the Chair to promote an inclusive culture as part of the work of their committee. EDI considerations should be embedded into the recruitment and appointment procedures around membership, the management of the business of the committee, meeting timings, locations, and the ability to join virtually.

2.3   *The Members*

2.3.1   The role of the members is to actively participate in deliberations and decision-making to allow business to effectively flow through the committee structure. Members should question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governance meetings. There are different types of memberships, ex officio, appointed, co-opted, lay members and in attendance roles, this has been expanded upon in Section 3 on Membership and in the Glossary of Terms.

Members are expected to:

- read the papers circulated for each meeting, attend meetings regularly and contribute to discussion as and when appropriate;
- demonstrate an active commitment to the work and values of the University, to enable the University to deliver its objectives and strategy in a sustainable, inclusive and principled manner which stands up to public scrutiny;
- disclose any pecuniary, family or other personal interest in any matter under discussion at any meeting (see section 9).

2.3.2   Members should work together in a supportive way; respect each other by being open and fair; and promote University values around diversity.

2.3.3   The members will take responsibility to understand what decisions the committee is authorised to make, as set out in the terms of reference, Charter, Statutes and Ordinances or Schedule of Delegations and Financial Delegations. Committee members should have an understanding of collective responsibility and endeavour to make decisions in the best interest of the University.

2.3.4   Committee members should work within the Standing Orders and consult with the Secretary, Governance Services and the University webpages to recognise the proper separation between governance and executive management.

2.3.5   Members should be responsive to requests for action or active participation from the Chair and Secretary outside the meeting, for example, participation in induction and training events provided by the University or other bodies as appropriate, consideration of business via correspondence or if colleagues are being consulted about future committee dates.

2.4   *Deputy Chair*

2.4.1   Each committee should have a Deputy Chair, appointed via the appropriate nomination procedures, either by the parent committee or via the Nominations Committee. The role of the deputy is to ensure resilience in the functioning of the committee in the case of absence of the Chair or decisions in which the Chair is conflicted.

3.   **Membership**

3.1   *Recruitment of new members*

3.1.1   There are specific arrangements in place for the recruitment of new members to Council and Senate sub-committees where membership is neither ex-officio, by virtue of an individual's role or subject to an election process as in the case of categories of member on Council (Statute 9.1b Senate Appointed Members) and Senate at (Ordinance 5c Class II members for Senate).

3.1.2 Nominations Committee has the delegated responsibility to succession plan for Council Sub-Committee members and joint Council and Senate Sub-Committee members; however, Committee Chairs have a role in advising Nominations Committee as to their requirements in terms of skills, knowledge and experience to ensure due regard for diversity in the membership composition of their committee. Chairs and secretaries will interact with relevant colleagues to identify potential pools, depending on the role and context of the committee, taking advice from Equality, Diversity and Inclusion specialists as appropriate.

3.1.3 Council Committee Chairs and secretaries will also have due regard for any specific membership requirements arising from CUC committee specific codes of practice.

3.1.4 Outside of formal effectiveness reviews, the Chair is responsible, with input from others, for the review and monitoring of the optimal size of, the skills, knowledge and experience requirements on committees and ensure appointment or reappointment recommendations are made to optimise the membership in this regard.

3.1.5 In the case that the ex officio members create an imbalance in representation from one particular diversity group, the Chair and Secretary, taking advice where required, will consider membership composition as part of the annual review of terms of reference.

3.1.6 The Chair should take into consideration that increasing diversity on committees can put a burden on under-represented groups and consider a range of ways in which such perspectives may be considered and fed in to decision-making where appropriate.

3.1.7 Where appropriate, shadowing and mentoring opportunities may be made available for individuals wish to get involved in the Governance structure without having a formal membership on a committee, as part of their professional development. Any individual participating would need to undertake the same induction processes and would need to recognise the responsibilities around confidentiality. Expressions of interest can be raised through Governance Services and will be subject to the approval of the Chair, following discussion with the Deputy Chief Executive (Operations) and Secretary

3.2 *Commitments required of new members*

3.2.1 New committee members are asked to make the following commitments: to make collective decision; to contribute constructively to discussion; to allocate adequate time to read and consider papers ahead of the meeting; and to be responsive to communications from the Chair and Secretary in between meetings. Potential and new members should be aware that this will be a commitment for up to three years, and to demonstrate a genuine interest in the business of the committee.

3.2.2 Individuals need to be appraised of why they have been appointed, examples include: appointed as an individual with a set of skills or expertise suited to the scope of the committee; appointed by virtue of their role; or appointed in a category in relation to a particular group of individuals (students, Faculty, etc.). Members should take appropriate responsibility for decision making, in line with the committee terms of reference.

3.2.3 Members should contribute to the positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution. Members should be mindful of the University Values, set out in the Strategy, the requirement to act in accordance with the University's code of conduct and the Nolan principles.

3.3 *Appointment procedures*

3.3.1 Membership appointments and terms of office are usually approved by the 'parent' committee; however, the procedures, clearly articulated in the terms of reference for the Nominations Committee, are applicable for Council Sub-Committees.

3.3.2 For membership appointments or renewals outside of Council Sub-Committees, if necessary, Chair's action is permissible to expedite a swift decision; any decisions made through this route should be reported at the next formal meeting.

3.4 *Membership terms of Office*

3.4.1 Membership terms will normally be for three years and there is the option to be renew for a further three years, subject to mutual agreement, stipulations in the Charter and Statutes and relevant approvals procedures.

3.4.2 The term for Council lay-member on any committee will be co-terminus with their Council membership term.

3.4.3 If a person ceases to be eligible to the category by which they were appointed, their membership would cease at that point.

3.4.4 Where appropriate, fixed term membership appointments should be considered to ensure a wide and evolving participation and that membership is suitably renewed.

3.4.5 Should someone wish to step down before they reach the end of their membership term, this can be accommodated but it is requested that advance notice is given to the Secretary to ensure a replacement can be made ahead of the next meeting, if possible.

3.5 *Vacancies*

3.5.1 The proceedings of a committee shall not be invalidated by reason of any vacancy in its membership, unless there is a procedure that stipulate a specific quorum (see Section 12).

3.5.2   Any committee vacancies will be monitored and managed by the Committee Secretary and Chair, reporting to parent committees and senior colleagues as appropriate and following the guidelines set out in the Standing Orders.

3.6   *Co-opted members*

3.6.1   Where the terms of reference permit and subject to the considerations in section 3.1, the Chair, in consultation with the committee, may decide, where relevant and appropriate, to invite a co-opted member onto the committee. Depending on the committee, the individual may be required to follow the procedures to determine that they are a 'fit and proper person' and they may be asked to complete the declarations of interest procedures.

3.6.2   Certain committees may have established procedures to undertake due diligence to ensure individuals meet with the ethical standards expected of those in positions of trust. If established procedures are not set out in terms of reference or sector standards, advice should be sought on the guidance and standard operating processes for due diligence when co-opting committee members from Governance Services. Examples on undertaking due diligence include, checking the register of disqualified Charity Trustees and the register of disqualified Company Directors.

4.   Induction

4.1   The Secretary will provide an induction to the purpose and business of the committee for all new members. Using knowledge of the terms of reference, the Standing Orders and any relevant governance codes, the Secretary will make clear the responsibilities of the Committee and the interactions with other committees, including parent and sub-committees. There is a template available which provides the basis of the induction.

4.2   As part of the commitment to delivering the University Values, appropriate EDI training and learning resources will be embedded as part of inductions, this will include raising awareness of unconscious bias in decision-making.

5.   Business of the Committee

5.1   The Secretary will be familiar with the reporting arrangements to and from parent committees and should work with the Chair to plan for this on the forward schedule and ensure appropriate arrangements are in place. Reporting requirements, in some cases, will be stipulated in terms of reference.

5.2   Unless papers are specifically required to be in an alternative format i.e. it is a designed report or to a regulatory or third party's specification, papers are required to be submitted using the standard University paper template available on the Managing Committees intranet site and through Governance Services. This ensures that documents are easy to read, the Committee/meeting has all the information they need and more importantly, the report is accessible.

5.3   When beginning to write papers, proposals or presentations for a committee or meeting, contributors are invited to think about the pathway that it may need to follow. The majority of documents which go to Council or Senate will need to be received by other meetings beforehand and will need time for Senior Officers to review them. No papers should be a surprise to the Chair, the Secretary and lead members of staff associated with committee will brief the Chair on upcoming items of business. Equality, Diversity and Inclusion considerations should be addressed from the outset. Lead Officers, Sponsors or the commissioner of the report should be able to clarify this. Guidance on governance routes can be sought from Governance Services team.

5.4   It is an Office for Students (OfS) regulatory requirement that any event or matter, that negatively affects, or could negatively affect the University's: eligibility for OfS registration, compliance with the conditions of registration, eligibility for degree awarding powers or compliance with the criteria for degree awarding powers or the eligibility for university title, are reported as part of its regulatory framework. In response to this, the University has a policy concerning reportable events which must be followed. If you think that a proposal, activity or request for decision-making, being submitted to a University Committee could constitute a reportable event, please seek advice on these matters from the Director of Strategic Planning and Governance (or, in their absence, the Head of Governance Services).

5.5   It is the expectation that committee reports/papers will be brief and clearly explain their purpose. Individuals may need to seek advice from the Secretary, in the first instance. The Secretary may have queries or suggestions for changes in the paper.

5.6   All committee papers should be accompanied with the relevant cover sheet fully completed with details matching those in the report especially the purpose, dates and outcome intended.

5.7   Following the submission of a paper, individuals may be asked to speak to the item in the meeting. If this is the case, it is reasonable to expect the Committee to have read the content in advance. The Secretary can advise on estimated start time and duration of the item. It is important that individuals keep within the item timing, have the latest version of the paper from the Secretary and are clear on what the Committee is being invited to do.

5.8   The Committee agenda and papers will normally be circulated seven calendar days before the scheduled meeting, electronically, to all members and other designated recipients.

5.9   The circulation of late/tabled papers require the agreement of the Chair. It is strongly advised that this is avoided to allow Committee members sufficient time to review documents ahead of the meeting.

6. **Discussion of Committee business**

6.1 Items for report or for information do not normally need to be discussed unless there are any issues members wish to raise. Therefore, authors of these papers will ordinarily not be invited to attend.

6.2 Members are not restricted to the number of times they may speak, but are requested to be mindful of the need for brevity and consider the amount/length of their interventions accordingly and time allotted for discussion.

6.3 The Chair will outline what the committee is being asked to do for each item of business. The Chair is responsible for ensuring there is sufficient discussion of items, including that all members wishing to have an adequate opportunity to speak. The Chair may remind members for brevity or call to order a member that they consider is speaking outside of topic or the remit of the committee. The Chair may also determine that discussion should be brought to a close.

6.4 It is expected that members will address colleagues with respect and be open to a diversity of voice, attitude and experience.

6.5 As part of embracing the University Values, staff should be respectful of gender identity and expression, in the conduct of University Committees, pronouns should never be assumed including in the written record (see Section 22).

6.6 A person who is 'in attendance' at a meeting, attends because of the position they hold, normally to be kept informed and/or to provide information. They do not have voting rights on the committee and do not contribute to quoracy. At the discretion of the Chair, those 'in attendance' will be expected and able to input into discussion and provide expertise.

7. **Suggestion for items**

7.1 If an individual would like to suggest an item or a paper for consideration at a committee, the Secretary must be notified at least one month in advance of any given meeting, so this can be discussed with the Chair. Alternatively, committee members may raise suggested items at a committee meeting under the 'forward schedule' or 'date of the next meeting' items. Papers, together with a coversheet, must be submitted by the relevant deadline, set by the Secretary, unless there is prior agreement for late submission.

7.2 Reports should only be tabled at the meeting if it is completely unavoidable, as members often feel unprepared to discuss them in such circumstances.

7.3 The Chair is responsible for determining the final agenda items to be considered by the committee. The Chair, with advice from the Secretary, retains the right to alter the agenda and request the inclusion or omission of papers at any point. Where a Chair refuses to take an item, the Chair or the Secretary will provide a reason, in relation to the terms of reference, the Charter, Statutes and Ordinances and/or any relevant Governance Codes, Schedule of Delegations or Financial Delegations.

8. **Sub-committees and working groups**

8.1 A committee may consider, in discussion with relevant colleagues, establishing sub-committees and/or time-limited working groups to oversee specified elements of University activity relating to its terms of reference. Such groups must be clear on their purpose, remit and responsibilities in line with delegated authority of their parent committee. Before establishing such, the Chair and Secretary will consult with the Head of Governance Services and/or the Director of Strategic Planning and Governance in order to confirm whether suitable resource exists to support such committees and to advise on drafting terms of reference that will set out responsibilities in a way which does not contradict or undermine existing committees' role and responsibilities.

8.2 It is expected that sub-committees and time limited working groups will regularly report on their work to the parent committee as well as make recommendations and seek approvals where relevant.

9. **Conflicts of interest**

9.1 Members should declare any interests at the start of a meeting where they relate to a matter under discussion and/or during discussion where it is apparent there is a potential for a real or perceived conflict of interest, unless the interest has been previously formally registered on the record. The Chair will determine whether the member may participate in discussion and/or in decision-making and/or is required to leave the room (see section on decision-making). Declarations should be recorded in the minutes alongside how the conflict was managed.

9.2 Members of all University Committees should have read the guidance on conflict of interests available on the staff intranet.

9.3 The University requires members of key decision-making bodies and senior management to disclose relevant personal interests by completing a declaration of interest form. Governance Services manages this process.

10. **Decision-making**

10.1 The Chair and members should consider whether a diversity of voice, attitude and experience has been heard as part of the consideration. Decision-making will normally be by member only consensus[3] following a discussion of an agenda item and its recommendations.

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[3] Cambridge English Dictionary defines consensus as: 1) a generally accepted opinion; wide agreement; 2) a generally accepted opinion among a group of people; 3) agreement among a group of people.

10.2 On occasions where it is not possible for a committee to reach a consensus, a proposal will be approved where a majority of members present vote in favour of the proposal. Council and some of its Sub-Committees require a lay member majority for business to be formally transacted: this balance must be maintained in any vote. Normally a simple majority – that is, over 50%, will be sufficient. In the event of a tie, the Chair shall have the right of a casting vote. Ex officio, nominated and co-opted members can participate in voting.

10.3 Where accepted, substitute members (see section on substitute members) shall have full power to speak and vote so long as the member for who they are substitute is absent.

10.4 The Chair may ask a member to leave the meeting where they consider they may be conflicted (see section 9) with a matter under discussion or their behaviour is inappropriate.

11. Items via correspondence and Chair's action

11.1 The Chair can take action on behalf of the Committee between meetings only when decisions are routine/immaterial matters and/or there is a demonstrable need to expedite University business and it is reasonable not to call an extraordinary meeting.

11.2 Where decisions (as described above) require input from members, at the discretion of the Chair, items may be considered 'via correspondence', meaning an exchange of emails or similar electronic means. Comments from members will be submitted to the Secretary who will forward a compilation of responses to the Chair. For decisions considered via correspondence to be validly passed, not less than half the members plus one (see section on quoracy) must reply to the Secretary to with any relevant comments and to confirm their agreement. The Chair will consider collated comments and confirm decision with the Secretary.

11.3 In the event that the item for consideration is sensitive or confidential in nature, the Secretary can advise on the most appropriate route to submit comments.

11.4 Chair's actions and items considered by correspondence will be reported to the committee at the next reasonable opportunity.

12. Quoracy

12.1 'Quoracy' is the minimum number of members of a committee who must be present (in-person or digitally) to carry out the business of the committee.

12.2 The 'quorum' is usually the number of members that would constitute a majority; this is normally half the members plus one. In cases where there is an odd number of members, the number will be rounded up to the nearest whole. There may be

specific procedures around membership and quoracy for example, the requirement for there to be a lay membership majority (Council, Audit Committee and Nominations Committee). Where this is the case, the relevant terms of reference should be consulted.

12.3   In case of 'inquoracy', where there are too few members present to carry out business, depending on the urgency and nature of business there are a number of options available to the Chair.

12.4   Firstly, if the business does not require immediate action, the Chair can propose that the meeting is rescheduled for a time when the majority of members (half the number plus one) are available.

12.5   Secondly, and if the business is urgent, the Chair can continue with an inquorate meeting, noting that decisions cannot be made, gather comments from those present as part of the notes from the meeting, circulate via correspondence following the guidelines set out above.

13.   Confidentiality

13.1   Any committee business marked as restricted and commercial in confidence or restricted and confidential must be treated as confidential to members and should therefore not be shared with any person who is not a member of the committee without appropriate consent from the Chair. Where items are not marked as restricted and confidential there may be the opportunity for members to disseminate information or gather feedback from relevant colleagues outside the committee. As papers are circulated before the meeting, colleagues will be reminded of the confidentiality of papers by the Chair, as part of the meeting.

13.2   Members are responsible for ensuring the secure storage (and disposal where there are hard copies) of papers and other information relating to committee business. Formal records of papers and minutes are retained, in line with records retention periods, by Governance Services.

13.3   The actual proceedings of committee meetings themselves are private, and statements made by individuals during those meetings are confidential. This is reflected in the approach to drafting the minutes which are the formal record of the meeting, statements are not normally attributed to individuals, unless there is a valid reason to do so.

14.   Attendance

14.1   It is expected that apologies for absence will be submitted to the Secretary as soon as is reasonably possible. Absences of committee members at meetings can cause issues around quoracy and occasionally hold up business from progressing through the committee structure, so it is important that this is carefully managed.

14.2 Understandably, in cases of longer-term absence from scheduled committee meetings (Sabbatical, Parental, Maternity and/or Sick Leave) the Chair will liaise with the Secretary and other colleagues where appropriate to ensure any interim arrangements are handled with sensitivity.

14.3 In the event that an individual fails to attend a committee meeting, without mitigating circumstances, for more than three consecutive meetings, the Secretary will consult with the Chair to consider if there is a case to arrange for a replacement representative. Where this relates to an ex officio role on the committee this will be taken into consideration as part of the annual review of the terms of reference. The Chair has the option to report attendance statistics annually to the Committee or parent committee if relevant/appropriate.

14.4 If an ex officio member indicates at the beginning of an academic year that they will not be in attendance at a committee throughout the year, then their attendance or non-attendance will not count towards quoracy. This arrangement does not preclude comments on items of business being sought from the member even though they may not be participating in meetings.

15. Virtual Attendance

15.1 For scheduled in-person meetings, members are encouraged to physically attend the meetings however, there may be the option to attend meetings virtually (via video conference), where the Chair allows and where it would not otherwise be possible for them to attend the meeting. If members require to join virtually, the Secretary should be notified as soon as possible and with 48 hours' notice at the minimum so that arrangements can be made to allow for this.

15.2 It should be noted that virtual attendance at an 'in person' meeting usually works best with a smaller number of total participants in the meeting as a whole.

15.3 Guidance on the use of Microsoft Teams for video conferencing is available from the Governance Services team.

16. Attendance for one item

16.1 Individuals may be invited to attend a committee meeting for one item to deliver a paper, presentation or answer questions on a proposal. The Secretary can advise on estimated timings and expectations (see business of the committee). Those attending for one item, will normally be asked to wait outside the meeting room and will be invited into the meeting when the committee has reached the relevant agenda item. If the meeting is taking place digitally, the Secretary will provide instruction on the appropriate point to join the meeting.

17. Substitute member attendance (Senate and Senate sub-committee)

17.1 In the context of Senate and Senate sub-committees, substitution will be managed by exception only.

17.2 With regard to Senate and its sub-committees, should there be an occasion where it is not possible for the member to attend, either in person, or virtually, ex officio or nominated members may, following discussion and approval of the Chair, send a substitute colleague to be in attendance. It is important that the Chair and Secretary are consulted at least 10 working days ahead of the scheduled meeting to ensure arrangements can be put in place.

17.3 Substitute members will be given a briefing on the business of the committee in advance of the meeting and at a minimum, they will receive the Standing Orders and terms of reference of the committee they are attending.

17.4 The only circumstance in which a person who is not normally a member of a committee can attend and vote at a meeting is when the person is formally acting in a post which has ex officio membership of a committee. The members in the acting roles votes according to their views, and are not bound to vote on the instructions of the office holder they are acting for.

18. Meeting scheduling

18.1 The majority of Senate and its sub-committee meetings are scheduled between the core hours of 10am to 4pm; this is part of the University commitment to Athena SWAN. Where this is not possible, members will be informed as soon as possible and advised on options for joining virtually.

18.2 Council and Senate sub-committees are scheduled in advance of the start of the academic year; members are encouraged to check the 'Timetable of Meetings' at the start of the year and submit apologies to the Secretary.

18.3 In the booking of venues for committee meetings, secretaries and chairs need to be mindful of access requirements for members and attendees. It is best practice to assume wheelchair access is required for all meetings.

19. Additional meetings, movement or cancellations

19.1 Where there is insufficient business to justify a committee meeting, following the Secretary's consultation with the Chair, the meeting should be cancelled giving reasonable notice to members (at least 5 working days).

19.2 Extraordinary meetings of sub-committees may be convened with the agreement of the Chair, if there is a demonstrable need for governance-based urgent business to be discussed or decisions made. Consideration should also be given as to whether the business could be undertaken by correspondence.

19.3 Where the date/time of a scheduled meeting has to be changed, or should the need arise for an extraordinary meeting to take place; members will be provided with reasonable advance notification, once this has been discussed and confirmed with the Chair. The Chair may need to consult with the Chair of the parent committee. Members shall normally be given at least seven days' notice of any meeting and the business to be transacted.

20.   Frequency of meetings

20.1   The frequency of the committee meetings will normally depend on the flow of business and reporting expectations. Some committees meet termly, monthly or in line with the frequency of Council, Senate and or other parent committee.

21.   Minutes

21.1   The Secretary has responsibility to take minutes at the committee meetings which will be approved at the following meeting. Minutes will be taken according to agreed conventions and will not be a verbatim transcript of the meeting. The purpose of the minutes is to ensure key decisions, actions are captured as an accurate record of the meeting, while maintaining requirements around handling confidential items, and ensuring information governance considerations have been observed.

21.2   Once drafts have been agreed with the Chair, the Secretary will endeavour to circulate minutes to members within two weeks of the meetings and will ensure that the necessary follow up action is taken.

22.   Reference to individuals in committee documentation

22.1   Individuals should be addressed with their preferred personal pronouns, where they have made these clear to the committee (or its Chair and/or Secretary). People at Lancaster University have the option to include their pronouns in their email signatures. This helps to normalise the practice and is an easy way to prevent misgendering. It also helps to demonstrate that pronouns should never be assumed.

23.   Standing Orders

23.1   The Chair will seek the advice of the Director of Strategic Planning and Governance and/or the Head of Governance Services on any question of interpretation of these Standing Orders. The Charter, Statutes and Ordinances shall take precedence in the event there is inconsistency with the Standing Orders.

Appendix to the Draft Standing Orders: Glossary of Terms

Advisory Group: outside of the governance structure, advisory groups can support the Vice-Chancellor, Senior Officers, Faculty Deans, Heads of Departments and Professional Services Directors in management decision-making. These groups do not have formal delegated authority from Council or Senate and report to the role they support.

Agenda: The agenda provides the details of the items of business to be considered at a meeting. There are standard templates for you to use, available on the Managing Committees intranet page.

Apologies: Committee members or attendees who are unable to attend a meeting are normally expected to give advance notice of their planned absence (apologies) to the committee secretary. This allows the secretary to brief the chair and anticipate any issues around quoracy. Should an individual not notify the secretary in advance, their non-attendance will be recorded as an apology automatically.

Appointed members: Individuals who are put forward by a particular body to sit on a committee. The body/individual who has the responsibility to put forward an individual may be stipulated in the terms of reference or standing orders. Examples of this could include: an individual appointed by a particular Faculty, by the Students' Union, by Senate, by a Professional Services division. Some appointments are made through a process of election.

Attendees/in attendance: A person who is 'in attendance' at a meeting attends because of the position they hold, normally to be kept informed and/or to provide information. They do not have voting rights on the committee and do not contribute to quoracy.

Chair: The person who is appointed, by the parent committee or via another route stated in the terms of reference, to provide leadership and direction to the committee. The Chair leads the meeting, with support from the Secretary, ensuring the committee's business is conducted in an orderly fashion and the Committee works within its remit at all times. The Chair is expected to work closely with the Secretary. The Chair is responsible for determining and signing off the agenda in consultation with the Secretary.

Chair's brief: Normally an annotated agenda, drafted by the secretary and/or support staff, to guide the Chair during the meeting and to act as an aide memoire for both the Chair and Secretary. More details are available in the Committee Servicing Guidelines on the intranet page.

Committee member: The role of the committee member is to proactively work with the others on the committee to reach a consensus and allow business to flow through the committee structure. They will take direction from the Chair and have a good understanding of the terms of reference.

Committee: Committees are a key part of the decision-making process of an organisation. They enable a group of individuals to meet, discuss issues, share information, achieve consensus, make collective decisions, or refer recommendations to a superior body. Being a member or servicing a University Committee is an excellent development opportunity where you will gain insight into University decision-making as well as develop an understanding of governance.

Confidential: See also 'Restricted'. Confidential information must be treated as confidential to members and should therefore not be shared with any person who is not a member of the committee without appropriate consent from the Chair. Confidential business should be labelled in accordance with the categorisations set out under the 'Restricted' section of this document.

Co-opted member: Most committees make provision in their terms of reference for one or more co-opted members – that is members who are invited by the other members to join the committee. A committee will usually co-opt members who provide expertise missing in the other members, or who balance the membership in some way (gender, academic discipline, and the like). Co-opted members are full members of a committee, with full speaking and voting rights.

Council: Council is the governing body of the University. It is the legal entity and ultimate authority of the University and it is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.

Declaration of interest and conflict of interest: A conflict of interest is a set of circumstances that creates a risk that professional judgement or actions regarding a primary interest will be unduly influenced by a secondary interest. Interests need to be managed and it is best practice to have an item on the agenda, for committee members to declare any interests they may have in business being considered, at the beginning of each meeting. For more information on what is a direct, indirect interest and what to do if there is a conflict, please see the guidance which is available on the intranet page.

Delegated Authority/delegations: An authority explicitly obtained from another body that has the authority to delegate, this will normally be stated in the Charter, Statutes or Ordinances, Schedule of Delegations and/or terms of reference. In order for effective governance to take place, particular areas of University business can be delegated to individuals or committees with appropriate skills, experience and expertise, as well as, sufficient time to scrutinise items appropriately in line with what has been set out in the delegations.

Deputy Chair: Each committee should have a Deputy Chair, appointed via the appropriate nomination procedures, either by the parent committee or via the Nominations Committee. The role of the deputy is to ensure resilience in the functioning of the committee in the case of absence of the Chair.

Ex Officio: An 'ex officio' committee member has membership by virtue of his/her/their position or office. Examples include: the Vice-Chancellor, the Students' Union President or the Faculty Executive Dean. The individual post holder may change over time, but the role will be represented on the committee for as long as the terms of reference and/or Charter, Statues and Ordinances stipulate.

Forward schedule: An important tool to allocate items to future committee meetings, this will be informed by the business from previous years, actions agreed at previous meetings, external and internal reporting deadlines, sector developments and planned policy developments. The Chair and Secretary will work on the forward schedule collectively and the document should be made available to committee members at each meeting. There are standard templates for you to use, available on the Managing Committees intranet page.

Governance: Governance is the constitutional forms and processes through which universities govern their affairs, governance arrangements identify who is responsible and accountable for setting the University's direction and for overseeing its operations. There is more information available on the University website.

Governance Services: Governance Services delivers committee operations and governance advice which supports effective decision-making. The team is responsible for the care and servicing of the main governing bodies of the University: the Council and the Senate. The team plays a key role in sharing best practice to those servicing committees and of those contributing proposals/papers to University committees. This is achieved through training sessions, ad hoc advice/guidance, the Managing Committees intranet page and community of practice Teams site.

In Camera: This is a legal term to define a meeting that takes place in private. In a committee context, this would allow members to cover information not recorded in the minutes or divulged to the public. Normally only full members of the committee would be present at in camera meetings.

Lay member: A lay member is external to the University, often drawn from a professional background (e.g. Finance, HR, etc.), normally working on a voluntary basis, lay members bring a wealth of knowledge and expertise to discussions and they provide an important balance of support and challenge in University decision-making.

Membership and composition: The composition of the committee sets out the description of the committee (ex officio, appointed and in attendance roles) without the individual names, e.g. the Vice-Chancellor, Pro-Vice-Chancellor with the most relevant portfolio, Senate representative, Head of Governance Services, etc. The composition is normally contained within the terms of reference and cannot be changed except by the parent committee. The composition may also allow for 'co-opted' members. Membership lists include the individuals currently occupying the relevant positions on the Committee, in addition to the position they hold e.g. Professor Andy Schofield (Vice-Chancellor, in the Chair) and Claire Geddes (Head of Governance Services).

Minutes: A formal written record of what took place at a committee meeting, including key decisions, actions, attendance and business considered. They are final only when they have been confirmed at a subsequent meeting. Minutes are written with information governance considerations in mind, meaning they are fit for public consumption. A shortened version of the minutes, a written report of the meeting, may be submitted to the parent committee on a termly or annual basis, depending on the nature of the business of the committee.

Parent committee: A committee is generally a sub-committee of a superior committee. For example, Education Committee is a sub-committee of Senate and Finance and General Purposes Committee is a sub-committee of Council. Sub-committees will report key decisions and key items of business to their parent committee, the frequency of these reports may be set out in terms of reference or through agreement with the Chair of the parent committee. Terms of reference and memberships are normally approved by the parent committee. A committee may wish to establish sub-committees and working groups to oversee specified elements of University activity relating to its terms of reference.

Quorum/quoracy: The quorum for a committee meeting is the minimum number of members required to make the meeting valid. If a meeting is inquorate, it cannot make decisions on behalf of the committee. It can hold discussions and make recommendations for later confirmation or rejection by the committee.

Restricted: See also 'Confidential'. Restricted information is data that is only intended to be viewed by selected recipients. Any committee business marked as restricted and commercial in confidence or restricted and confidential must be treated as confidential to members and should therefore not be shared with any person who is not a member of the committee without appropriate consent from the Chair.

Restricted and Confidential information may include senior management discussion items, strategic development items, and draft papers which are not ready for publication. It would also include any documentation that includes personal data about individuals, which should not be in the public domain e.g. sensitive personal data, salary details, appointment information.

Restricted and Commercial in Confidence may include senior management discussion items, strategic development items where there is a particular commercial sensitivity, and other commercially sensitive material.

Where items are not marked as restricted there may be the opportunity for members to disseminate information or gather feedback from relevant colleagues outside the committee. This will be stated as part of the meeting by the Chair.

Secretary: The role of the Secretary is to manage the committee's business. The Secretary will be familiar with the committee's terms of reference, and where applicable, the Charter, Statutes and Ordinances or Schedule of Delegations, Financial Delegations and any relevant governance codes, so that appropriate advice can be given in relation to the committee's business. The Secretary will work with the Chair to ensure meetings run smoothly and will monitor the progress and scheduling of the committee's business, including reporting/receiving reports from other committees.

Secretary's note: A Secretary's note may be included in minutes to provide members with relevant information, which was not available at the meeting, or to report on relevant activity since the meeting.

Senate: The Senate is the academic authority of the University and has primary responsibility for the academic work of the University, both in teaching and in research, and for the regulation and superintendence of the education and discipline of the students of the University.

Senior Officers and Executive Management: The Vice-Chancellor is responsible for the management of the University and acts as its Chief Executive. The Vice Chancellor's Executive Team support the leadership and strategy of the University.

Standing Orders: The rules on the way in which the business of committees, in particular Council, Senate and their sub-committees, are conducted -for example, rules of debate, methods of voting, powers of the chair.

Terms of reference: Terms of reference set out the purpose of the Committee, which superior (parent) committee it reports to and if any sub-committees report to it. These cannot be changed by the committee itself, but only the parent committee.

Via correspondence: The consideration of business outside of the meeting schedule via email or similar electronic communications. Any decisions made through this route should be reported at the next formal meeting.