



# **Standing Orders for Meetings of the Council**

**2023-24**

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# Standing Orders for meetings of the Council 2023-24

These Standing Orders for the governance of the proceedings of the University Council have been drawn up in accordance with Ordinance 10, which states that the Council shall determine Standing Orders which shall govern its proceedings and which shall be approved annually by the Council.

## Ordinance 15 - Standing Orders for the Council

### 1. Ordinary Meetings

- 1.1. Ordinary Meetings of the Council shall be held on such days and at such times as are published in the University Calendar each year, provided that at least three Ordinary Meetings are held each year.
- 1.2. Notice of each Ordinary Meeting shall be circulated by the Registrar and Secretary, or their nominee, at least ten working days before the date of the meeting.
- 1.3. The Agenda for each Ordinary Meeting shall be circulated by the Registrar and Secretary, or their nominee, at least five working days before the date of the meeting.

### 2. Special Meetings

- 2.1. A Special Meeting of the Council may be convened at any time by the Chair, and shall be convened at the request of any one of the Pro-Chancellors, the Vice-Chancellor or the Treasurer, or at the written request of at least six other members of the Council.
- 2.2. At least three working days' notice of a Special Meeting, stating generally the nature of the business to be transacted, shall be sent to each member of the Council and the meeting shall not be competent to transact any business other than that mentioned in the notice or directly arising therefrom.

### 3. Attendance

- 3.1. Members should attend all meetings of the Council and Council Away Days. They may attend in person or virtually by means of video or teleconference, subject to the approval of the Chair.
- 3.2. Failure to attend two or more meetings of Council in a given academic year may result in the removal of membership of the Council and its committees, unless mitigating circumstances have

been notified to the Registrar and Secretary or their nominee, and accepted by the Chair of Council.

- 3.3. External members of the Council may request to take a period of leave in accordance with the University's *Leave Policy for External Council and Committee Members*.
- 3.4. Requests from internal members wishing to take a period of leave will be considered within the context of the University's suite of leave policies.

## **4. Quorum**

- 4.1. there shall be a quorum at a meeting of the Council when not less than half of the members, rounded up to a whole number, which shall include a majority of external members, are present.
- 4.2. In the absence of a quorum no business shall be transacted other than the adjournment of the meeting. In such a case, the Chair shall appoint a date, time and place at which the meeting shall be reconvened. At least three working days' notice of the calling of the adjourned meeting shall be given.
- 4.3. The proceedings of the Council shall not be invalidated by any vacancy in its number or by any defect in the appointment or qualification of the members.

## **5. Adjourned Meetings**

- 5.1. The procedures for adjournment owing to the absence of a quorum are set out in Standing Order 4.2.
- 5.2. When a meeting is adjourned temporarily for a brief period, for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.
- 5.3. When a meeting is adjourned to continue on another day, at least three working days' notice of the calling of the adjourned meeting shall be given. At the adjourned meeting, only the unfinished business for which the original meeting was called shall be transacted.
- 5.4. At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next Ordinary Meeting of the Council, where it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

## **6. Chair of the Council**

- 6.1. In the absence of the Chair, the longest serving Pro-Chancellor present shall take the Chair at meetings of the Council. In the absence of the Chair and the Pro-Chancellors, the meeting shall elect its own Chair.

## **7. Secretary of the Council**

- 7.1. The Registrar and Secretary shall be the Secretary of the Council. They, or a member of their staff to whom they have delegated the responsibility, shall have the duty of recording the proceedings of Council and of ensuring that its decisions and instructions are carried out.

## **8. Business for Meetings**

- 8.1. Members of the Council intending to bring forward any item of business at an Ordinary Meeting shall give written notice of such business to the Registrar and Secretary or their nominee, at least ten working days before the date of the meeting. Business of this kind will not be considered in the absence of the member concerned unless that member has secured the agreement of another member to present it and has so informed the Registrar and Secretary or their nominee.
- 8.2. Where possible, at least two days' notice shall be given to the Registrar and Secretary or their nominee of any matter that a member wishes to raise under 'Any Other Business'. The Chair shall be duly notified by the Registrar and Secretary or their nominee, and have the right to rule whether any such items shall be taken at the meeting.
- 8.3. Papers for discussion at meetings shall be confined to those circulated by the Registrar and Secretary or their nominee. Papers will be made available in an electronic format only, except where the provision of hard copy papers constitutes a reasonable adjustment within the law, under relevant legislation.

## **9. Reserved Business**

- 9.1. In accordance with Ordinance 24, paragraphs 1 and 2, a student member and observers in attendance shall be required to withdraw from a meeting when it discusses a reserved area of business. The minutes and other records which relate to the discussion of reserved areas of business shall not at any time be made available to student members or observers.
- 9.2. The Chair shall have power to declare whether a matter is a reserved area of business or not, consulting as appropriate, and their decision shall be final in accordance with Ordinance 24, paragraph 3.

## **10. Confidentiality**

- 10.1. Confidential items, and any accompanying papers, shall be indicated as such on the Agenda and/or the cover sheet which accompanies the report. Such items shall not be made available to anyone other than members of the Council before, during or after the meeting at which they are considered. Council's discussion pertaining to these items shall not be disclosed to or discussed

with anyone who is not a member of the Council, unless the Chair makes a declaration to the contrary.

- 10.2. Papers classified as 'Open' or without a classification, as indicated on the cover sheet which accompanies the report, shall not be divulged or disclosed to anyone who is not a member of the Council prior to the meeting. Unless stated otherwise at the meeting, papers classified as 'Open' may be shared without restriction upon the close of a meeting.

## **11. Starring of Agenda Items**

- 11.1. Those items of business which the Registrar and Secretary has previously determined as requiring discussion by the Council shall be indicated as such by means of a star on the Agenda paper.
- 11.2. The first item of business at an Ordinary Meeting, following 'Welcome and Announcements' and 'Declarations of Interest', shall be 'Starring of Agenda Items'.
- 11.3. Members wishing to star additional items for discussion should notify the Registrar and Secretary or their nominee no later than noon two working days before the meeting. In exceptional circumstances and at the sole discretion of the Chair, items may be starred for discussion after this time but prior to the commencement of the meeting.
- 11.4. Council members wishing to star items for discussion following the commencement of a meeting are required to propose a motion to suspend the Standing Orders, in accordance with Standing Orders 13, 14, 17 and 23.
- 11.5. All unstarred items shall be deemed to have been noted or approved as appropriate without discussion.

## **12. Minutes**

- 12.1. The Minutes shall be circulated to all members of the Council, save that the section of the Minutes relating to Reserved Business shall not be circulated to the student member or observers.
- 12.2. After the confirmation of the Minutes, amended if necessary, they shall be signed by the Chair.

## **13. Motions and Amendments**

- 13.1. The Chair shall be able to propose a motion or amendment at any time without the need for it to be seconded.
- 13.2. No discussion shall be allowed on a motion or amendment which has not been seconded, but such a motion or amendment shall, if the mover so desires, be entered in the Minutes. All

motions except formal motions and all amendments shall, if the Chair so decides, be handed to the Registrar and Secretary in writing, signed by the mover.

- 13.3. When seconding a motion or amendment, a member may, if the intention to do so is declared, reserve a supporting speech until later in the debate.
- 13.4. Every amendment must be relevant to the motion on which it is moved, and the question of relevancy shall be decided by the Chair.
- 13.5. Amendments shall not have the effect of negating the original motion.
- 13.6. When only one amendment is made upon a motion, it shall be discussed and a vote taken between the original and amended motions. Where there is more than one amendment, each shall be discussed separately, and a vote taken on whether it should be incorporated in the main motion. Finally, a vote shall be taken on the amended main motion.
- 13.7. The mover of a motion shall have the right of reply and shall be the last speaker, but they shall in their reply confine themselves to answering previous speakers and shall not introduce any new matter.
- 13.8. If an amendment is moved, the mover of the original motion shall also have a right of reply at the close of the debate on the amendment. The mover of the amendment shall have no right of reply to the debate on their amendment.

## **14. Voting**

- 14.1. Except where specifically provided otherwise, motions and amendments shall be determined by the majority of members present and voting. There shall be no casting vote allowed to the Chair and in the case of the voting being equal, the motion shall be lost.
- 14.2. Voting shall be by show of hands (or equivalent notification by any members attending by video or teleconference), unless any member requests a ballot which shall be taken if supported by a majority of members present in such manner as the Chair shall direct (taking account of any members attending the meeting by video or teleconference).
- 14.3. The number of members voting for and against an item of business shall, on the request of any member, be recorded in the Minutes. The name of any member voting for or against an item of business or abstaining from voting shall, on the request of that member, be recorded in the Minutes.

## **15. Points of Order**

- 15.1. At any time in the course of a discussion, a member may speak to a point of order, and the discussion shall be suspended until the point of order has been decided by the Chair.



## **16. Conduct of Debate**

- 16.1. The speech shall be directed to the question and discussion in hand or to a point of order or a point of explanation.
- 16.2. The Chair may impose a formal time limit on speech to ensure that there is an opportunity for a diverse range of voices and perspectives to be heard. The Chair may alter the time limit if necessary.
- 16.3. No member shall speak more than once on the same question, except at the invitation of the Chair, to second a motion, in reply to an amended motion, to provide an explanation or by leave of the meeting.
- 16.4. Those present by invitation as observers may speak in accordance with Standing Orders, but shall not be entitled to move or second a motion or amendment or to vote on any matter before the meeting.

## **17. Procedural Motions**

- 17.1. When a motion or amendment is under debate, no other motion shall be moved except the following procedural motions:
  - That the motion be not put
  - That the motion be now put (closure of the debate)
  - That Standing Orders be suspended for a specified item of business
  - That the meeting be adjourned to a specific time
  - That the matter be deferred to the next Ordinary Meeting
  - That the matter be referred to the appropriate committee
  - That the order of business be changed
  - That the voting figures be recorded in the Minutes
  - That speeches be not allowed to exceed a specified time
  - That a part or parts of a motion be voted on separately
  - That the meeting be closed
  - That the debate be adjourned

- 17.2. Procedural motions shall have a proposer and a seconder and shall be debated in order of precedence as indicated in 17.1 above. A motion for the closure of debate shall be put to the vote without discussion. If it is carried, the mover of the original motion shall have a right of reply as provided in Standing Order 13.7 and the original question shall then be put forthwith.

## **18. Disorderly Conduct**

- 18.1. If any member persistently disregards the rulings of the Chair or behaves irregularly, or improperly, or offensively, or wilfully obstructs the business of the meeting, it shall be competent for a member to move 'that the member named be not further heard' or 'that the member named leave the meeting' and the motion, if seconded, shall be put and determined without discussion.
- 18.2. If, after a motion under Standing Order 18.1 has been carried, the misconduct or obstruction is continued and in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.
- 18.3. In the event of general disturbance which, on the ruling of the Chair, renders the due and orderly dispatch of business impracticable, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.

## **19. Rescinding a Resolution**

- 19.1. No resolution of the Council shall normally be rescinded within six calendar months.

## **20. Declaration of Interest**

- 20.1. Any member of the Council who has a clear and substantial interest in a matter under discussion shall declare that interest whether or not that interest is already declared in the Register of Interests. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the member.
- 20.2. Where such an interest constitutes a direct or indirect financial interest, the member involved shall withdraw from any meeting and not speak, participate in or otherwise seek to influence any decision taken by the Council relating to the matter under discussion.
- 20.3. Where a member has an interest which is not financial, but which is relevant to the activities of the University, that interest shall also be declared. Where the interest is substantial, the member involved shall withdraw from discussions or decisions relating to that interest. Where an interest arises from membership of a public body, and where there is no financial interest, full participation in the discussion and decision is permitted.

- 20.4. In all circumstances, members of Council shall ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken to the actions of Council. If so, the interest is sufficient for the member to declare that interest.
- 20.5. Members of staff of the University do not need to declare an interest or to withdraw from discussion when general terms and conditions of service of staff or a group of staff are considered. However, if a member of staff has a particular interest in the issue which is greater than the interest of the group of staff as a whole, then that interest shall be declared and the member of staff shall withdraw from the meeting and not speak, participate in or otherwise seek to influence any decision taken by the Council relating to the matter under discussion.
- 20.6. Any such declarations of interest shall be recorded in the Minutes.

## **21. Delegation of Powers**

- 21.1. In accordance with Section 2 of the University Statutes, there shall be Committees of the Council with responsibility for audit, remuneration and nominations. The Council may, from time to time, establish additional standing, special and advisory Committees, Sub- Committees or Boards. In accordance with Ordinance 22, the Council shall determine annually the membership and terms of reference of these committees, and these shall be published in the University Calendar.
- 21.2. In addition, there shall be a schedule of specific powers formally delegated by the Council to other bodies, over and above those covered by Standing Order 21.1, which shall be approved annually.
- 21.3. The Council may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine business. The Chair shall be answerable to Council for any action which they take on its behalf and a written report shall be made to the next meeting of Council detailing any Chair's action taken for endorsement by Council.
- 21.4. In all cases, the Council shall be ultimately accountable and shall accept corporate responsibility for the actions taken.

## **22. Chair's Ruling**

- 22.1. The Chair shall determine all questions of procedure not expressly provided for in these Standing Orders subject to the consent of the meeting, absence of consent being determined by a two-thirds majority in support of a challenge to the ruling of the Chair.

## **23. Suspension of Standing Orders**

- 23.1. Any of these Standing Orders may be suspended at any meeting after a motion to that effect has been passed by a majority of two-thirds of the members present and voting. Such suspension shall be for a specified item of business only and shall lapse when that item is concluded.

## **24. Amendments to Standing Orders**

- 24.1. Amendment or repeal of Standing Orders shall require the approval of two-thirds of those present and voting on the motion for amendment or repeal.

## **25. Code of Conduct**

- 25.1. Contravention of Standing Orders 3, 10, 18 or 20 may constitute a breach of the Code of Governor Conduct and could result in the suspension or removal of membership of the Council and its committees. Allegations of misconduct will be investigated in accordance with Ordinance 41 and Ordinance 43, and the University's Whistleblowing Policy, as appropriate.