

Corporation Standing Orders

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1. Introduction

The boundaries to the membership of the Board of Governors (also known as the Council or governing body) and the responsibilities of the Council, Vice-Chancellor and Academic Board are to be found in the Instrument and Articles of Government. These form the University's primary constitutional documents and provide the framework within which the Standing Orders add further detail to the operation of the Council and its committees.

The power to create the Standing Orders is set out in **Section 14 of Articles of Government**, as follows:

'The Council shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.'

The Standing Orders are the bye-laws for Norwich University of the Arts Higher Education Corporation (the "Corporation")¹, and should be read in conjunction with the Instrument and Articles of Government

2. Membership

Directions on the membership of the Council are found in **paragraph 3 of the Instrument of Government**, namely:

- 1) The Council shall consist of:
 - a) Not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
 - b) The Vice-Chancellor;
- 2) Of the appointed members:
 - a) Up to thirteen shall be independent members;
 - b) Up to two may be teaching staff of the University nominated by the Academic Board;
 - c) Up to two may be students of the University nominated by the students one of which will normally be the elected Students' Union President.
 - d) At least one² and not more than nine shall be co-opted members nominated by the members of the Council who are not co-opted members; and

¹ The University is "conducted" by the Corporation. The Council is the board of governors of the University, who are members of the Corporation. The Corporation is a separate legal body, independent of its members.

² This individual shall be a person who has experience in the provision of education (NB. not necessarily higher education)

- e) At least one co-opted member shall be a member of the professional services staff of the University nominated by the Academic Board.

The Chancellor shall not be a member of the Council

2.1 Determination of membership numbers

The **Instrument of Government paragraph 4(1)** states:

‘The Council shall make a determination with respect to its membership numbers.’

The Nominations Committee will at its annual meeting, normally in the Spring term, review the overall size and composition of the Council and make recommendations to the Council as to the membership numbers for the year ahead. In making its recommendations, the Nominations Committee will seek to avoid large fluctuations in any one year in the size and composition of the Council.

2.2 Terms of office

The **Instrument of Government Section 6.1** permit the Council to determine the period of office for all of the categories of membership.

The terms of office for members is as follows:

Independent members	3 years
Co-opted members	3 years
Staff nominees	3 years
Student governors	1 year

The appointing authority for members of the Council is as follows:

- a) Independent members: the current independent members of the Council
- b) Co-opted members (except staff and students): the Council
- c) Staff nominees: Academic Board
- d) Student governors: the students

Independent and co-opted Members (other than staff and student members) reaching the end of their term of office will be eligible for reappointment for up to two further terms of office, subject to review by the Nominations Committee and upon recommendation to, and endorsement by, the Council.

Once they have completed their term of three years, staff nominees will not be eligible to be reappointment to serve for a further term of office.

Subject to re-appointment, student members may serve for two terms: each of one year.

Members will not generally be considered for a fourth term, unless retention of a particular skill or area of expertise is required.

2.3 Attendance

Governors are expected to attend all meetings of the Council and any meetings of its committees on which they have agreed to serve.

Apologies for absence from a meeting of the Council or its committees should be submitted in advance of the meeting to the Clerk.

The Clerk will maintain a register of attendance of governors at meetings of the Council and its committees.

2.4 Resignation

A governor or alternative member (see below) may resign by sending a letter or email to the Clerk.

2.5 Removal from office

The **Instrument of Government (Section 6.3)** states if at any time the Council is satisfied that any member of the Council:

- a) Has been absent from meetings of the Council for a period of 12 months without the permission of the Council; or
- b) Is unable or unfit to discharge their functions as a member,

the Council may, by notice of writing to that member, remove him/her from office; and thereupon the office shall become vacant.

Staff or students are not eligible to serve as either staff nominees or student governors if they cease to be a member of staff or student of the University.

Co-opted governors who are staff or students of the University and who take maternity or paternity leave, will be deemed to have been granted a permitted leave of absence from the governing body for the period of their maternity or paternity leave. They may wish to resume their role as a governor once their maternity or paternity leave has ended, but alternatively may wish to exercise the option of tendering their resignation from the governing body.

The Vice-Chancellor is not subject to the requirements of the terms of office as set out above.

2.6 Alternative members

The **Instrument of Government (Section 8)** states:

“The Council may establish committees and permit such committee to include persons who are not members of Council.” (Henceforth referred to in these standing orders as “alternative members”)

Alternative members, individuals who are not members of the Council, will typically be appointed as members of a committee, where they offer skills and expertise, deemed to enhance the work of the committee, and which would otherwise not be available to support the work of the committee.

Alternative members will normally be appointed to serve for an initial term of up to 3 years, and will be eligible, subject to review, to serve for two subsequent terms of 3 years.

Prior to making a recommendation to Council as to their reappointment, Nominations Committee will review the contribution made by an alternative member, including obtaining the views of the Chair of the committee on which they have served.

3. Establishment of Committees

The **Articles of Government (Section 5)** enable Council to “establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or the Academic Board, and may delegate powers to such committees or the Chair of the Council or Vice-Chancellor.

The **Articles (Section 5.2)**, require that there is “a committee or committees to determine on such matters relating to employment policy or finance as the Council may remit to them”. Further, “the members of the committee or committees shall be drawn from the Council other than staff or student governors.”

Section 5.3 of the Articles lists matters that the Council is not allowed to delegate:

- the determination of the educational character and mission of the University
- the approval of the annual estimates of income and expenditure
- ensuring the solvency of the University and the Corporation and the safeguarding of their assets
- the appointment of the Vice-Chancellor; or
- the varying or revoking of these Articles

4. Appointment of Committee Chairs and Deputy Chairs

Committee Chairs and Deputy Chairs are appointed as follows.

- Each Committee Chair shall be appointed annually by the Council at its first meeting of the academic year, with the exception of Nominations Committee, which shall be chaired by the Chair of the Council.
- The Chair of the Council will not normally be Chair of the Finance and Resources Committee or the Remuneration Committee
- Each Committee shall annually elect a Deputy Chair, whose role is to Chair the meeting of the Committee should the Chair of that Committee be unable to attend and/or when the Committee is discussing a matter in which the Chair has a direct or indirect pecuniary interest or other family or personal interest. In such circumstances the Chair shall declare an interest and withdraw from the meeting while the matter is discussed.

5. Chair of Council

The Chair is responsible for the **leadership** of the governing body and helping to create the conditions which ensure that it operates effectively and efficiently.³

5.1 Appointment of the Chair

While the Chair is elected annually (see below), the Council will consider the means by which candidates are invited to put their name forward and a candidate is selected.

In choosing an appropriate process, the Council shall have due regard to the principles of openness, fairness and merit. Further, the Council will decide whether to seek candidates from existing members or more widely; issue a role description detailing the responsibilities of the Chair and establish, and delegate to, an Appointments Committee the detailed work of considering those candidates whose names come forward.

Membership of any Appointments Committee should exclude the incumbent Chair and the Vice-Chancellor, although both post-holders should have informal discussions with any candidate and the opportunity to make any views known to the Chair of the Appointments Committee.

If circumstances allow, an incoming Chair should be appointed as 'Chair Designate' at the beginning of the year preceding the start of their expected term of office, and have the opportunity of 'shadowing' the incumbent Chair, during the latter's last year of office. The Council may wish to consider appointing the 'Chair Designate' to the role of the Deputy Chair during this period.

5.2 Length of appointment of the Chair

The **Articles of Government (Section 7.3)** state:

'The Governors shall at their first meeting following incorporation in each year commencing on 1st September elect a Chairman and a Deputy Chairman of

³ Full details of the role and responsibilities of the Chair of Council are set-out in the role description.

their meetings for the year. The Chairman and Deputy Chairman shall always be members of the Board.'

Subject always to the general support of the governors and their annual election, the chosen governor is normally expected to express a willingness to serve as Chair for an initial term of 2/3 years from the date of their first election.

5.3 Delegated authority of the Chair

The Chair shall have delegated powers to act on the Council's behalf between its scheduled meetings in respect of:

- a. Items of routine business that would not normally merit discussion at a meeting of the Council (E.g. signing of documents)
- b. Matters relating to the implementation of policies that have already been approved by the Council
- c. Matters specifically devolved to him/her by the Council

Where an issue arises which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Council, the Chair shall have delegated authority to act on the Council's behalf. Such action may, at the discretion of the Chair, take the form of:

- a. calling a Special Meeting of the Council
- b. consulting with the members of the Council by meeting them in person or by tele- or video-conferencing, and/or engaging in telephone conversations, email or written correspondence
- c. taking Chair's action

In all cases, the Chair will exercise great care before acting on behalf of the Council.

Chair's action on matters of importance will be taken only where delaying a decision would disadvantage the University.

Where the Chair has exercised his/her delegated authority to act on behalf of the Council, a written or oral report on the action taken will be made to the next scheduled meeting of the Council which shall give its formal endorsement or otherwise to the action.

6. Deputy Chair of Council

The Chair is supported in their duties by the deputy Chair.⁴

⁴ The role and the responsibilities are detailed in the role description for the deputy chair and incorporates the role the Senior Independent Governor, as set in the Committee of University Chair's, The Higher Education Code of Governance (2020), para. 5.8

6.1 Continuity of business and emergency actions

If the Chair cannot be contacted or is incapacitated, and the matter is urgent and important the Deputy Chair may exercise delegated power based on the scope and procedures for delegated authority as set out for the Chair.

6.2 Regular review of the Chair's leadership

Normally, each year, the Deputy Chair will take soundings from the members of the governing body and regular attendees of the Council on how the Chair has discharged their role in leading the governing body. Without attributing any comments, the feedback received will be shared with the Chair by the Deputy Chair

7. Meetings and decision-making without a meeting

Meetings of the Council and its committees

The meetings of the Council and its committee may be held in-person or by suitable electronics means, or by using a combination of the two forms. The medium of the meeting will be determined by the relevant Chair in consultation with the Vice-Chancellor or appropriate member of the senior executive team and the Clerk.

Meetings of Council will normally take place face-to-face.

A member will be deemed to be present when they are in attendance in person or by electronic means.

7.1 Decisions without a meeting

The Council or its committees may consider a resolution in writing (sent by electronic mail or hard-copy form of communication) other than at a meeting providing the relevant Chair, after consulting with the Clerk, considers the circumstances are exceptional or the matter is pressing, and in the best interests of the University to expedite the matter.

A decision made without a meeting will be considered valid, provided that:

- a) a report setting out the proposed resolution together with an appropriate explanation has been circulated to all members of the governing body or committee, together with instructions as to how the member signals their agreement or disagreement with the proposed action
- b) the resolution is agreed when a majority of members signal their agreement with the proposed resolution
- c) the responses received demonstrate that the conditions for a quorum for a meeting have been met. No decision should be transacted by Council or committee unless a quorum is achieved.

The Clerk will be responsible for keeping a record of any decision taken without a meeting and reporting the decision to the subsequent meeting of the Council or committee.

7.2 Closed sessions

Meetings of the Council and its committee will normally take place with both members of the governing body and representatives of the executive team present. There may however be circumstances when members of the governing body or its committees wish to hold a “closed session”, with only members of the Council or the committee, and any specifically invited third party, present. In advance, the Chair of the Council/committee will discuss the reasons for holding a closed session with the Vice-Chancellor or, if more appropriate, the senior executive lead on the committee.

8. Frequency of meetings

The Council shall meet not less than four times per year with at least one meeting scheduled to take place each term.

The Council committees will normally meet each year as follows:

- a) Audit - three times a year
- b) Finance and Resources - three times a year
- c) Nominations - once a year
- d) People - three times a year
- e) Remuneration - once a year

Additional meetings of the Council and its committees will be held as required.

9. Communication with governors

Formal notices, papers and other information relating to the work of the Council or its committees will normally be sent to governors electronically for information or decision.

The agenda and relevant papers for a meeting should be sent to each member at least five working days in advance of the meeting.

Late papers will only be accepted with the approval of the Chair.

10. Transparency and confidentiality

The Council and its committees seek to operate in an open and transparent manner. **Section 7.12 of the Articles of Government** notes that there may be occasions when items relating to the work of the Council and its committees should be treated as confidential. This will, for example, include when the matter is commercially sensitive or contains personal information relating to named staff or students. In such circumstances the relevant papers and minutes relating to the matter should make it clear that the matter is confidential and not to be placed in the public domain. Copies of the confidential papers and minutes will be retained by the Clerk for the record.

Except where a matter is deemed to be confidential the minutes of the Council and its committees will be made on the University's website.

A register of members' interests will be published on the University's website.

