

## **PART 5: Standing Orders of the Higher Education Corporation of the Arts University Bournemouth**

These Standing Orders are designed to give effect to the rules of Governance set out in The Instrument and Articles of Government appearing in Part 2, and should be read in conjunction with the Instrument and Articles, and the Introduction to this governance documentation (Part 1).

### **STANDING ORDER 1: Membership of the Board of Governors**

- 5.1.1 Membership of the Board of Governors is determined in accordance with the provisions of the Instrument. Members will comprise independent members; co-opted members; academic staff members; student members; and the Principal and Vice-Chancellor. The Board shall determine, from time to time, its membership numbers, and the number of appointments in each category. All members, irrespective of their category of membership, have the same obligations and rights, as set out in this governance documentation.
- 5.1.2 The criteria and rules for the selection and appointment of both independent members and co-opted members are attached as Appendix Two.
- 5.1.3 The designated student member of the Board of Governors will be the Students' Union President and they shall serve as a member for the Academic Year in which they act as Students' Union President.
- 5.1.4 The Academic Board shall nominate one member of academic staff to the Board of Governors who will serve for a two-year term, and become eligible for a further and final two-year term. The Academic Board shall further nominate one member of professional services staff to be co-opted to the Board of Governors who will serve for a two-year term, and become eligible for a further and final two-year term. Wherever possible it shall be arranged that nominations for the two AUB governors do not occur at the same time, but rotate at intervals.
- 5.1.5 Independent members serve a four-year term at the conclusion of which they become eligible for a further and final term of four years. In exceptional circumstances, a further term in excess of two terms may be permitted. This is to ensure that valuable skills or knowledge are not lost to the Board of Governors should circumstances warrant an extension of the two-term limit. Co-opted members serve a term agreed at the time of their co-option, but not to exceed the maximum terms available to independent members. The student governor serves for one year; and AUB staff governors serve for a term of two years, and are eligible for a further term of two years.
- 5.1.6 Members vacate office in the circumstances set out in Paragraph 6 of the Instrument as follows:
  - a) by giving written notice of resignation to the University Secretary and Registrar and which will become effective from the date of receipt of the notice or date of resignation specified in the notice whichever shall be the later; or

- b) if at any time the Board of Governors are satisfied that any member of the Board of Governors has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors.

5.1.7 Without prejudice to the foregoing, if a member of the Board commits by act or omission a serious or a repeated breach of the Primary Responsibilities of the members or of these Standing Orders or otherwise risks bringing the reputation and/or the governance of the Institution into disrepute, that member may be made the subject of a resolution put to the Board by its Chair for the removal of that member. Such a resolution shall be considered by the Board at its next convenient meeting at which the member in question shall be entitled to attend, to speak and to vote. If the resolution is passed by a majority of two thirds of those entitled to vote then Chair shall remove that member by notice in writing that will take effect on delivery, whereupon the post shall become vacant.

5.1.8 In the event that a member vacates office as described above, the appointment of a replacement member shall be considered by the Search & Governance Committee within a reasonable timescale.

5.1.9 Where a member of the Board of Governors appointed as a staff or student member ceases before the end of their period of office to be a member of staff or a student of the University, as the case may be, their office shall become vacant at the same time and a replacement member shall be appointed as soon as possible.

## **STANDING ORDER 2: Appointment of Chair of the Board and Vice Chair of the Board**

5.2.1 The Board of Governors shall appoint a Chair of the Board from among their number (other than the Principal and Vice-Chancellor, or staff or student governor). The Chair will hold office for the period fixed by the Board of Governors, but no longer than one term of four years. A further term may be permitted to ensure that valuable skills or knowledge are not lost to the Board of Governors should circumstances warrant, provided that the Chair shall not serve beyond two four-year terms. Upon appointment the Chair of the Board will automatically begin a new term of membership of the Board, linked to the office of the Chair.

5.2.2 All current members of the Board of Governors may nominate or second an eligible Member for the post of Chair of the Board.

5.2.3 A communication by the University Secretary and Registrar (by letter or electronic communication) requesting appropriately nominated and seconded candidates will be sent to all current members for return to the University Secretary and Registrar by a specified date. Posting may be effected by pre-paid first class post to the address of the recipient held by the University Secretary and Registrar, or email to the address similarly held. Service of documents by first class mail shall be deemed to have been duly delivered to UK addresses 48 hours after dispatch and by email on the day of dispatch.

5.2.4 Posting to the correct registered address or receipt of communication by email will be deemed to be proof of receipt of the nomination paper and / or ballot paper.

- 5.2.5 Candidates identified through appropriately completed nominations will be contacted by the University Secretary and Registrar to confirm their willingness to stand.
- 5.2.6 The University Secretary and Registrar will prepare a ballot paper showing the candidates for the post of Chair of the Board. One ballot paper and an appropriate reply envelope will be sent to each eligible voting member for return by a specified date.
- 5.2.7 In the event of there being only one nomination that person will be appointed without the need for a ballot unless an objection is raised in writing to the University Secretary and Registrar within 5 working days of receipt of notice from the University Secretary and Registrar advising the same. In the event of an objection a ballot can then be prepared in accordance with Standing Order 5.2.6. If the nominated member does not receive one third of the ballots cast then a further round of nominations in accordance with 5.2.3ff will commence, until the position is filled.
- 5.2.8 Following the election the University Secretary and Registrar will write to all members advising them of the result.
- 5.2.9 The procedure for the election of the posts of Chair of the Board may be varied by the agreement of the full Board of Governors but subject to the limitations on eligibility contained within the Instrument and Articles of Government.
- 5.2.10 The Chair shall appoint a Vice Chair of the Board from among the independent members of the Board, who will hold office for the period fixed by the Chair, but no longer than one term of four years. In exceptional circumstances, a further term in excess of one term may be permitted to ensure that valuable skills or knowledge are not lost to the Board of Governors should circumstances warrant an extension to a two term limit. The Vice Chair of the Board will **not** automatically begin a new term of membership linked to the Office.
- 5.2.11 The Chair of the Board or Vice Chair of the Board of the Board may resign office by notice in writing given at any time to the University Secretary and Registrar. At the first meeting following expiry of their term of office or resignation, the Governors shall appoint a new Chair of the Board from among their number.

### **STANDING ORDER 3: Senior Independent Governor**

- 5.3.1 The role of Senior Independent Governor will provide support to the Chair and Vice Chair in the leadership of the Board of Governors; to help develop and improve Board and Committee practices; and to take the lead on Board matters where it would not be feasible for the Chair or Vice Chair to be involved.
- 5.3.2 The Senior Independent Governor will be appointed by the Chair from the independent members of the Board, other than the Chair and Vice Chair. The Senior Independent Governor will hold office for ~~the a~~ period ~~fixed by the Chair, but no longer than one term of four~~

~~yearsof two years, renewable until the expiry of that member's term on the Board. In exceptional circumstances, a further term in excess of one term may be permitted to ensure that valuable skills or knowledge are not lost to the Board of Governors.~~ The Senior Independent Governor will **not** automatically begin a new term of membership linked to the Office.

5.3.3 The Senior Independent Governor may resign office by notice in writing given at any time to the University Secretary and Registrar, without prejudice to that Governor's position as an Independent Governor of the University. The Chair of the Board may then appoint a new Senior Independent Governor, as described at para 5.3.2.

5.3.4 The Senior Independent Governor will:

- a) Be the person (other than the Chair or Vice Chair) to whom concerns about Board and Committee governance can be raised
- b) Lead any Governing Body Effectiveness Review
- c) Lead any review of the Chair of the Board (informed by feedback from Board members and relevant members of University staff) and discuss outcomes of the review with the Chair, highlighting areas of strength and identifying improvements which could be made in the leadership of the Board
- d) Support and provide advice and guidance to the Chair in the leadership of the Board member review process, which provides the basis for determining whether a member's term of office is renewed
- e) Identify any mentorship or development needs within the Board
- f) Lead the Governors' Development Day, and provide advice and guidance to new Board members as required
- g) Be a member of the Search & Governance Committee
- h) Not, by virtue of the role, be precluded from chairing any Committees of the Board.

#### **STANDING ORDER 4: Attendance by members at meetings**

5.4.1 Members are required to give the University Secretary and Registrar as much notice as possible of their absence from a meeting. A Register of Attendance is maintained and reported on at the end of the year. If absence of six months or more is envisaged, the member concerned should, through the University Secretary and Registrar, obtain the Corporation's prior permission.

### **STANDING ORDER 5: Attendance by Non-members at meetings**

- 5.5.1 Members of the Corporation and the University Secretary and Registrar are the only persons entitled to attend all meetings of the Corporation. The Board of Governors is responsible for determining who else will be permitted to attend Corporation Meetings. Members of the University's staff may be asked to attend in order to provide appropriate information and advice from time to time. Members of the public may apply to the University Secretary and Registrar for permission to attend a meeting. Their attendance will be taken as the first Agenda item. Members of the public who are allowed to attend will have no right to speak unless invited, and will be required to leave when confidential matters are discussed.

### **STANDING ORDER 6: Convening meetings**

- 5.6.1 The governing body shall meet sufficiently often and normally not less than four times a year, in order to discharge its duties effectively.
- 5.6.2 Extraordinary meetings may be convened upon receipt of a written request from the Chair of the Board or from at least four members, of whom at least two must be independent members. The request shall specify the object of the desired meeting. Upon the receipt of such a request, the University Secretary and Registrar shall convene a meeting to be held within two weeks of the receipt of the request. The Agenda shall set out the business to be considered and no business other than that so specified shall be taken.
- 5.6.3 Meetings shall normally be convened by the University Secretary and Registrar, who shall send to each Governor agenda papers so that these may, in the normal course of the letter post, reach him or her five clear working days before the meeting.
- 5.6.4 The Agenda for any meeting will be agreed by the Chair of the Board (or Committee Chair), the Principal and Vice-Chancellor (other than at the Audit Committee) and the University Secretary and Registrar. Members who require items to appear on the Agenda should give the University Secretary and Registrar at least 14 days clear notice, and copies of any documents supporting the item(s).
- 5.6.5 No prior notice is required for items raised under Any Other Business, but the Chair of the meeting may use discretion in ruling that any such item is out of order or shall be deferred for consideration at the next meeting.

### **STANDING ORDER 7: Procedures at meetings**

- 5.7.1 If both the Chair of the Board and Vice Chair of the Board are absent from any meeting of the Board of Governors, the Governors present shall appoint one of their number (other than the Principal and Vice-Chancellor, staff or student governors) to act as Chair for that meeting.

- 5.7.2 A member may exceptionally participate in a meeting through the medium of conference telephone, video-conferencing or any similar form of communication equipment, provided that all persons participating in the meeting are able to communicate with each other throughout the entire meeting. A member so participating shall be deemed to be present in person at the meeting, and shall accordingly be counted in the quorum and in any vote. In the event of a secret vote, those participating in such manner accept that it may be necessary for them to disclose their vote to the Secretary. This power may be invoked at the sole discretion of the Chair of the meeting, with a view to balancing on the one hand the value of the contribution that may be made to the substance of the meeting and on the other to the importance of preserving the value of personal attendance at Board meetings.
- 5.7.3 The quorum shall be one-third rounded up to the next whole number of the total actual membership of the Board of Governors plus one, with independent members always being in the majority
- 5.7.4 If at the time appointed for a meeting a sufficient number to form a quorum is not present, the meeting shall stand adjourned and shall be reconvened at the earliest convenient date.
- 5.7.5 At every ordinary meeting of the Governors, the Minutes of the previous ordinary meeting shall be taken as the first business and, if accepted as complete and accurate, shall be signed by the Chair of the meeting as a true record. The Minutes of any extraordinary meeting shall also be considered at the next ordinary meeting.
- 5.7.6 At quorate meetings, every question shall be determined by a majority of the votes of members present, and voting by a show of hands. Where there is an equality of votes, the Chair shall have a second or casting vote. A majority of members present and entitled to vote may call for a secret ballot.
- 5.7.7 In the event of equality of votes on any issue, the Chair shall ask for a re-vote and, if there is still an equality of votes for and against, may give a casting vote whether or not they have voted originally.
- 5.7.8 The Chair may require the withdrawal of staff or student governors or members of committees, if appropriate, at meetings where a named member of staff or student, or prospective member of staff or student is being considered; and the withdrawal of the Principal and Vice-Chancellor from any meeting or part thereof where his or her or her own position is under discussion.
- 5.7.9 Any Governor who is aware of any pecuniary, family or other personal interests in any matter under discussion shall declare it at every meeting of the Corporation and its Committees. The Board of Governors will establish a Register of Interests for this purpose, but the interests should be stated at the appropriate point of the meeting, whether or not such interests have been recorded in the Register.
- 5.7.10 Any Governor declaring an interest should automatically withdraw from the meeting when the relevant business is reached unless exceptionally, where the Chair is satisfied that proper disclosure has been made and that the person in question has a valuable contribution to make that is not materially affected by the conflict disclosed, the Chair invites that person to stay. If the Governor stays in

the meeting, they may contribute to the discussion but is not entitled to vote unless the Chair indicates otherwise. A Governor shall not be precluded from participating in discussion of any item of business solely because they are a Governor, employee or student of the University.

- 5.7.11 All declarations of interest and rulings relating thereto shall be fully minuted.
- 5.7.12 Paragraph 5.7.9 above shall not prevent the entire Board of Governors considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.
- 5.7.13 Where the independent members of the Board of Governors are the appointing authority, they will meet as a committee of the Corporation for this purpose and the same procedures for meetings shall apply as for the Board of Governors set out in paragraphs 5.2.1 and 5.7.1 – 5.7.11 with the exception of paragraph 5.7.8. The quorum for the appointing committee shall be five.
- 5.7.14 Where the Board of Governors is the appointing authority, appointments shall normally be made at ordinary meetings and the rules and procedures shall be those set out in paragraphs 5.7.1 – 5.7.9 above. Where exceptionally the Board may need to meet between ordinary meetings to act as the appointing authority an Extraordinary Meeting of the Board shall be convened and rules and procedures as set out in paragraphs 5.7.1 – 5.7.8 above shall apply.

#### **STANDING ORDER 8: Decisions by email**

- 5.8.1 At the discretion of the Chair or as agreed by the Board of Governors, where an urgent decision is required, decisions may be passed by the exchange of emails or similar electronic means, provided that all members (not having a personal interest in the matter such that the member would have been asked to withdraw) are copied into or otherwise participate in the documentary exchange.
- 5.8.2 For such a decision to be validly passed, a copy of the final decision must be passed to all members (save those conflicted as above), not less than 75% of whom must reply to the Secretary to confirm their agreement.
- 5.8.3 A copy of the decision signed by the Chair and accompanied by a copy email from each member indicating their vote shall be treated as properly passed by a meeting of the Board of Governors duly convened and held.
- 5.8.4 The Secretary shall be responsible for ensuring that decisions made by email are reported to the next meeting of the Board of Governors, and for retaining an appropriate record.

## STANDING ORDER 9: Publication of papers and minutes

5.9.1 Subject to paragraph 5.9.2 below, the following items will be made available for public inspection in the [University Library and Learning Resource Centre of the University](#), or in such other location of the University as the Corporation may determine:

- The Agenda for Meetings of the Corporation
- The unconfirmed minutes of the Corporation Meetings (ie a draft which has been approved by the Chair of the Meeting)
- Signed Minutes of the Corporation
- Any report, document or other paper considered at such Meeting of the Corporation

5.9.2 The [Board recognises the need for transparency, and its legal obligations under the Freedom of Information Act. It equally acknowledges the reasonable rights of confidentiality as set out in the General Data Protection Regulations. As such, the following items are considered by the Corporation to be excluded matters and therefore will not be made available for public inspection, nor disclosed under any Freedom of Information request:](#)

~~— Personal information relating to an individual~~

- Information provided in confidence by a third party who has not authorised disclosure

~~— Financial or other information relating to a procurement decision and or relating to the University's negotiating position~~

- Information relating to the negotiation position of the University in industrial relations matters

~~— Information relating to the financial position of the University where disclosure might harm the University or its competitive position as the Corporation shall in their absolute discretion determine~~

- Matters which are deemed to be commercially sensitive in the meaning of the Freedom of Information Act
- Legal advice received from or instructions given to the University's Solicitors
- Information [already](#) planned for publication [within a reasonable timescale](#)

~~Any other matter which, by reason of its nature, the Corporation have, in their absolute discretion, decided should be treated as confidential.~~

[Other matters will be considered on a case-by-case basis, with the expectation that information will be published unless it is covered by the General Data Protection Regulations, or an explicit exemption under the Freedom of Information Act.](#)

5.9.3 In addition Corporation Minutes will be available on the intranet. If it is not convenient to provide immediate access to documents, an interested party will be given an appointment, usually within five working days.

5.9.4 Photocopies of public documents will be provided on payment in advance of the University's reasonable fee.



## **STANDING ORDER 10: Code of Conduct**

5.10.1 As a condition of their membership of the Corporation, members of the AUB Board of Governors will:

- (a) Support the aims and objectives of the Arts University and promote the interests of the University and its students in the wider community;
- (b) work co-operatively with other members of the Board of Governors in the interest of the University;
- (c) acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Board of Governors prevails, it will be supported;
- (d) base their view on matters before the Governors on an honest assessment of the available facts, unbiased by partisan or representative views;
- (e) acknowledge that as an individual Governor, they have no legal authority outside the meeting of the Board of Governors and its committees;
- (f) understand that an individual Governor does not have the right, other than through the Chair of the Board and the Corporation's agreement, to make statements or express opinions on behalf of the Corporation;
- (g) resist any temptation or outside pressure to use the position of Governor to benefit himself or herself or other individuals or agencies;
- (h) declare openly and immediately any personal conflict of interest arising from a matter before the Corporation or from any other aspect of membership of the Corporation;
- (i) respect the confidentiality of those items of business which the Corporation decides from time to time will remain confidential
- (j) take or seek opportunities to enhance his or her effectiveness as a Governor through participation in training and development programmes and by increasing his or her own knowledge of the University
- (k) give priority as far as practicable, to attendance at meetings of the Corporation and its committees;
- (l) have regard to his or her broader responsibilities as a Member of the Board of a public institution including the need to promote public accountability for the actions and performance of the Corporation.

In particular, Governors must bear in mind the possible application to them of paragraphs 5.7.9 – 5.7.10. Governors should not allow any conflict of interest to arise which might interfere or be perceived as interfering with the exercise of their independent judgements

### **STANDING ORDER 11: Committees of the Board**

5.11.1 The Articles define the responsibilities of the Board of Governors, the Principal and Vice-Chancellor and the Academic Board. Provision is also made for Committees of the Board of Governors to undertake responsibility for functions that are delegated by the Board of Governors.

5.11.2 The following functions cannot be delegated:

- 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 safeguarding their assets
- the appointment and dismissal of the Principal and Vice-Chancellor
- the variation or revocation of the Articles

5.11.3 The Corporation has established the following Committees:

- Audit & Risk
- Finance & Resources
- Human Resources
- Remuneration
- Search & Governance.

5.11.4 Committees will be appointed by the Chair (in consultation with the Committee Chairs) from members of the Board of Governors together with persons who appear to the Board of Governors to have experience or knowledge likely to be of assistance to the Committee. Committee membership will be confirmed annually by the Board at its first meeting of the year. The terms of reference of each Committee is given as an Appendix to these Standing Orders.

5.11.5 On the recommendation of the Chair of the Board, the Board of Governors will confirm annually at its first meeting of the year (with the exception of the Search & Governance Committee which will be chaired by the Chair of the Board) the appointment of Committee Chairs. Committee Chairs will hold the office for a period normally not exceeding four years.

5.11.6 The Board of Governors, exercising its powers under Clause 5 of the Articles set out in the Instrument of Government, may establish and/or dissolve committees or ad hoc groups to assist it from time to time as the need arises. The Scheme of Delegation<sup>1</sup> sets out how matters may be delegated.

5.11.7 There will be not less than **five** Board members on each Committee, of which a majority must be independent members.

5.11.8 The Search & Governance Committee may also appoint to any Committee, persons who are not members of the Board but who appear to have knowledge of or experience in matters relevant to the Committee's function.

### **STANDING ORDER 12: Committee business**

5.12.1 All committees shall discharge their duties as set out in the Instrument of Government and in these Standing Orders, and as directed by the Board.

5.12.2 Save where expressly provided to the contrary, the business of Committees shall be to consider and report with recommendations and/or proposed resolutions to the Board upon the matters set out in their terms of reference.

5.12.3 Decisions taken at Committee meetings shall be by a simple majority vote, with the Chair of the Committee having a casting vote if required.

5.12.4 Save where otherwise provided in the Instrument of Government and/or the Standing Orders which refer to individual Committees, the following Standing Orders shall apply to Committees formed by the Governing Body:

- a) Three independent members of a Committee present at any meeting shall constitute a quorum
- b) The University Secretary and Registrar shall be the Secretary to each Committee, shall prepare and distribute the agenda and shall prepare and distributes minutes of each Committee meeting
- c) A member of the Committee may be deemed to attend in accordance with the provisions of para 5.31 above
- d) The Chair of the Board may attend meetings of any Committee at their discretion, save for the Audit & Risk Committee which they may attend by invitation.

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<sup>1</sup> See Part 4

### **STANDING ORDER 13: Committee Chairs**

- 5.13.1 On the recommendation of the Chair of the Board, the Board will confirm annually at its first meeting of the year (with the exception of the Search & Governance Committee which will be chaired by the Chair of the Board) the appointment of Committee Chairs. Committee Chairs will hold the office for a period normally not exceeding **four** years. If the Committee Chair is absent from any meeting of a Committee, the members present will choose one of their number to act as Chair of that meeting.
- 5.13.2 A Committee Chair may at any time, by notice in writing to the University Secretary and Registrar, resign his or her post.

### **STANDING ORDER 14: Meetings**

- 5.14.1 The Audit & Risk, Finance & Resources and the Human Resources Committees will meet at least **three** times a year with a meeting being held at least once in each of the three terms. The Remuneration Committee will meet at least **twice** annually at the end of the year. The Search & Governance Committee will meet at least **once** annually.
- 5.14.2 All committees may convene additional meetings if required.
- 5.14.3 All Committee meetings will be summoned by the University Secretary and Registrar who will send to the members written notice (which may be electronic) of the meeting and a copy of the Agenda, at least **five** working days in advance thereof. The University Secretary and Registrar shall be the Clerk to each committee and will take minutes and publish these to the Board.
- 5.14.4 When a Committee member has any interest in any agenda item, that interest must be declared at the start of the meeting. The member so declaring will take no part in the discussion of that item.

### **STANDING ORDER 15: Minutes**

- 5.15.1 Following each Committee meeting, the minutes will be made available to all members to review, before being posted on the Governors' Reading Room for the information of other Board members. The Chair will sign a copy of the minutes to confirm them as a true record.

### **STANDING ORDER 16: Attendance at Meetings**

5.16.1 The Chair of each Committee may invite other members of the Board of Governors to attend the meeting and this practice is to be encouraged. Members thus invited or who express the wish to attend will have no right to vote.

#### **STANDING ORDER 17: Establishment of Academic Board**

5.17.1 The Articles set out the requirement for an Academic Board of the University, whose membership and procedures for meetings are set out in this Standing Order.

5.17.2 There shall be an Academic Board of no more than 24 members, comprising the Principal and Vice-Chancellor (who shall be Chair of the Academic Board) and such staff and students as may from time to time be approved by the Board of Governors. The Principal and Vice-Chancellor may nominate a Deputy Chair of the Academic Board from among the members of the Academic Board to take the Chair of the Board in his or her place; this will normally be the Deputy Vice Chancellor.

5.17.3 The Board of Governors will confirm, from time to time, the constitution of the Academic Board. The Academic Board will include, as a minimum, the Principal and Vice-Chancellor, Deputy Vice Chancellor; senior academic staff; the senior staff member with responsibility for quality and standards; and the Chairs of the reporting committees Learning, Teaching and Quality Committee; Research and Knowledge Transfer Committee; and Equalities Committee. It will also include academic staff elected by the academic staff, and at least one student representative (the President of the Students' Union). For the avoidance of doubt, there must always be a majority of academic staff on Academic Board; and this majority shall be established by excluding the Chair.

The Head of Quality and Standards shall act as secretary to Academic Board but shall not be a member.

5.17.4 The Board of Governors shall nominate one independent member of the Board of Governors to attend meetings of the Academic Board. This provides a formal link between the Governing Body and the Academic Board. For the avoidance of doubt, this is a non-voting role on Academic Board.

5.17.5 Elected members serve for a term of three years, with the possibility of a second term by agreement

5.17.6 The Academic Board is the sovereign academic body of the University, and shall meet no less frequently than **three** times in each academic year. It shall report at least annually to the Board of Governors on the security of academic standards of awards, and the quality of the student experience.

5.17.7 The Academic Board has the authority to establish committees, and to devolve operational responsibility for specific aspects of its work

to these committees, as set out in their terms of reference. The terms of reference and constitution will in each case be confirmed by Academic Board. The Scheme of Delegation<sup>2</sup> sets out the terms under which matters may be delegated.

5.17.8 The terms of reference and standing orders for all Academic Board committees are contained in the University's Quality Assurance Handbook, which is published annually and available on the University website and intranet.

#### **STANDING ORDER 18: Appointment of staff**

5.18.1 Each member of staff shall serve under a contract of employment with the Corporation.

5.18.2 Upon the occurrence of a vacancy or expected vacancy for the post of Principal and Vice-Chancellor, the post shall be advertised nationally.

#### **STANDING ORDER 19: Conduct of staff**

5.19.1 After consultation with the staff, the Board of Governors shall make rules relating to the conduct of the staff.

#### **STANDING ORDER 20: Suspension and dismissal of members of UMT**

5.20.1 The Chair of the Board or, in the absence of the Chair of the Board, the Vice Chair of the Board may suspend from duty, with pay, a member of the University Management Team for allegations of misconduct or other good and urgent cause. The Chair of the Board, or Vice Chair of the Board, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.

5.20.2 If the Chair of the Board or, in their absence, the Vice Chair of the Board, or a majority of the members of the Governing Body consider that it may be appropriate for the Governing Body to dismiss a member of University Management Team, the Chair of the Board, or Vice Chair of the Board as appropriate shall refer the matter to a Special Committee of the Governing Body which shall be convened as soon as possible to examine the facts, investigate the grounds for dismissal and to make a report to the Governing Body.

5.20.3 The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the Committee, including oral representations, for which purpose they may be accompanied and represented by a friend.

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<sup>2</sup> See Part 4

- 5.20.4 The Special Committee shall prepare a written report for consideration by the Governing Body, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case and any considerations which the Committee considers should be taken into account in the Governing Body's consideration of the matter. The report shall not contain recommendations as to the decision to be taken by the Governing Body.
- 5.20.5 The Governing Body shall consider the report of the Special Committee and shall take such action as it considers appropriate which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Governing Body, including oral representations, for which purpose they may be accompanied and represented by a trade union representative, or a fellow employee at AUB. The Special Committee has the right to permit representation by someone other than a trade union representative or AUB employee at its sole discretion, and subject to the circumstances of the request.
- 5.20.6 The Special Committee shall consist of **five** members of the Governing Body. The Chair of the Board, the Vice Chair of the Board and the Principal and Vice-Chancellor shall not be eligible for membership of the Special Committee.
- 5.20.7 The Governing Body shall make rules specifying procedures for the conduct of the Special Committee.

#### **STANDING ORDER 21: Grievance Procedures**

- 5.21.1 After consultation with the staff the Board of Governors shall make rules specifying procedures according to which staff may seek redress of any grievances relating to their employment.

#### **STANDING ORDER 22: Students**

- 5.22.1 A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- 5.22.2 The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion.
- 5.22.3 In exercise of their responsibilities under Article 3.3.1, the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

5.22.4 The Board of Governors shall determine procedures to ensure students have an appropriate opportunity to raise matters of proper concern to them at all levels in the University and to provide for the procedures to be followed to that end.

### **STANDING ORDER 23: Membership and Chairs of Boards of Subsidiary Companies**

5.23.1 The University shall be the sole beneficial owner of all the shares of all its subsidiary companies and has the right to nominate Chairs of the Boards and Directors to the boards of subsidiary companies.

5.23.2 The University Secretary and Registrar together with the Director of Finance as the nominated Officer of each company is responsible for a systematic annual review of the membership of subsidiary company boards of directors; identifying current and forthcoming vacancies and any constitutional matters; and advising accordingly the Chair of the Board or Vice Chair of the Board, the Principal and Vice-Chancellor and relevant Committee Chairs.

5.23.3 Members of the Governing Body serving as Directors of subsidiary companies are required to comply with the fiduciary duties as set out in these Standing Orders.

### **STANDING ORDER 24: Appointment and powers of the Chancellor**

5.24.1 The Board of Governors may appoint a Chancellor upon nomination of the Principal and Vice-Chancellor and subject to the approval of the Board of Governors.

5.24.2 The Chancellor shall not be appointed as a member of the Board of Governors.

5.24.3 The Board of Governors shall determine the period of office of the Chancellor. A person appointed as Chancellor shall hold and vacate office in accordance with the term of their appointment and shall, on completion of their period of office, be eligible for re-appointment.

5.24.4 The title of Chancellor shall be an honorary title. The Chancellor shall act as the ceremonial head of the University, presiding at official events of the University with an advocacy role, representing and promoting the University to the wider community.

5.24.5 A person appointed as Chancellor shall become eligible for appointment as a member of the Board of Governors upon ceasing to be Chancellor.

5.24.6 The role of Chancellor will be to act as the ceremonial head of the University with the following responsibilities:



- to attend relevant ceremonial occasions, in particular the Annual Graduation Ceremonies
- to visit the University from time to time during the year and to support its vision, purpose, mission, commitments and values
- to support, where possible, other events during the University year
- to act as ambassador in support of the University, advancing its interests to appropriate national and regional audiences
- to act as advocate to the University, with regard to supporting its mission and future ambitions in higher education and the creative industry contexts.

#### **STANDING ORDER 25: Statements on behalf of the Corporation**

5.25.1 Unless otherwise agreed by the Board of Governors in individual circumstances, statements on behalf of the Board of Governors will be made only by the following:

- the Chair of the Board
- the Principal and Vice-Chancellor

#### **STANDING ORDER 26: Allowances to members**

5.26.1 Governors at the Arts University Bournemouth do not receive remuneration, but are entitled to claim reasonable expenses in accordance with the University's Travel and Subsistence Policy. The University also provides all Governors with Directors and Officers Liability insurance.

#### **STANDING ORDER 27: Amendments to Standing Orders**

5.27.1 The University Secretary and Registrar will review the provisions of this document from time to time in order to suggest to the Board of Governors improvements and amendments to meet changes in circumstances. Any amendments to these Standing Orders will require the prior approval of the Board of Governors unless they are made necessary by the provision of any Statute or Statutory Instrument in which event they will be implemented at the prescribed date.

## APPENDIX ONE: COMMITTEES OF THE BOARD

### AUDIT & RISK COMMITTEE

#### 1. Establishment

The Audit & Risk Committee has been established under Article 5 (4) of the Articles of Government and in accordance with the requirements of the HEFCE Audit Code of Practice and the Handbook of Audit Committees in Higher Education Institutions (CUC 2008/06).

#### 2. Constitution

- (a) The Committee will comprise not less than **five** independent members of the Board;
- (b) A Chair will be appointed from the independent members;
- (c) Relevant members of the University Executive will attend the Committee by invitation of the Chair;
- (d) The following are not eligible for membership of the Audit & Risk Committee:
  - the Chair of the Board;
  - the Principal and Vice Chancellor;
  - the Chair of the Finance & Resources Committee;
  - Staff and Student members of the Board
- (e) The Chair of the Board attends meetings of the Audit & Risk Committee by invitation.

#### 3. Auditors

- (a) Representatives of the Internal Auditors and of the External Auditors will be invited to attend as necessary;
- (b) The Internal or External Auditors may request a meeting if they consider it necessary.

#### 4. Terms of Reference

- (a) To advise the Board on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External

Auditors, and any questions of resignation or dismissal of the External Auditors;

- (b) To discuss with the External Auditors, before the audit begins, the nature and scope of the audit;
- (c) To discuss with the External Auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the External Auditors may wish to discuss (in the absence of management where necessary);
- (d) To consider and advise the Board on the appointment and terms of engagement of the internal audit service (and the Head of Internal Audit if applicable), the audit fee, the provision of any non-audit services by the Internal Auditors, and any questions of resignation or dismissal of the Internal Auditors;
- (e) To review the Internal Auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations and management's response; and promote co-ordination between the Internal and External Auditors. The Committee will ensure that the resources made available for Internal Audit are sufficient to meet the institution's needs (or make a recommendation to the governing body as appropriate);
- (f) Keep under review the effectiveness of the risk management, control and governance arrangements, and in particular review the External Auditors' management letter, the Internal Auditors' annual report, and management responses;
- (g) To monitor the implementation of agreed audit-based recommendations, from whatever source;
- (h) To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate the Office for Students, as the Higher Education regulator, have been informed;
- (i) To oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy;
- (j) To satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness;
- (k) To receive any relevant reports from the National Audit Office (NAO) and its equivalents in Scotland, Wales and Northern Ireland, the regulators and other organisations;
- (l) To monitor annually the performance and effectiveness of the External and Internal Auditors, including any matters affecting their objectivity, and make recommendations to the Board concerning their reappointment, where appropriate;
- (m) To consider elements of the annual financial statements in the presence of the External Auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the regulators' accounts directions;
- (n) In the event of the merger or dissolution of the institution, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed;

- (o) To ensure in accordance with the Statement of Primary Responsibilities of the Board that equality and inclusivity, health and safety practices and procedures are observed and that equal opportunities are promoted within the remit of the Committee;
- (p) To consider any other matters referred to the Committee by the Board.

## **FINANCE & RESOURCES COMMITTEE**

### **1. Establishment**

The Finance & Resources Committee has been established under Article 5(2) of the Articles of Government.

### **2. Constitution**

- (a) The Committee will comprise not less than **five** members consisting of:
  - The Principal and Vice-Chancellor;
  - At least three members of the Board.
- (b) A Chair will be appointed from independent members other than the Chair of the Board;
- (c) The Chair of the Board may attend meetings of the Committee at their discretion;
- (d) Relevant members of the University Executive will attend the Committee by invitation of the Chair.

### **3. Terms of Reference**

- (a) To consider and advise the Board on all aspects of the University's finances, financial policies and controls;
- (b) To consider and make recommendations to the Board on the annual and long term financial plans;
- (c) To consider, review and report on the periodic management accounts of the University and its subsidiary and allied companies;
- (d) To consider capital projects and advise the Board on the financial implications of the same;
- (e) To consider and make recommendations to the Board on the solvency of the University and safeguarding its assets, including insurances;
- (f) To consider advice on any relevant taxation issues;
- (g) To advise the Board on investments and borrowing and to seek appropriate advice from external sources;

- (h) To consider and advise the Board on all matters connected with the cost of staffing of the University, including the funding of current and projected staffing needs and recruitment policy;
- (i) To consider and make recommendations to the Board on the strategic development and cost of management of the University's estate;
- (j) To consider and make recommendations to the Board on any matter concerning carbon management and sustainability policies that ensure legal compliance and which meet organisational needs as directed by the Board;
- (k) To ensure in accordance with the Statement of Primary Responsibilities of the Board that equality and inclusivity, health and safety practices and procedures are observed and that equal opportunities are promoted throughout its estate;
- (l) To consider, monitor and make recommendations on the financial KPIs;
- (m) To ensure in accordance with the Statement of Primary Responsibilities of the Board that equality and inclusivity is promoted in relation to financial matters throughout the institution;
- (n) To consider any other matters referred to the Committee by the Board.

## HUMAN RESOURCES COMMITTEE

### 1. Establishment

The Human Resources Committee has been established under Article 5(2) of the Articles of Government.

### 2. Constitution

- (a) The Committee will comprise not less than **five** members consisting of:
- The Principal and Vice-Chancellor;
  - At least three other members of the Board.

[At the discretion of the Chair of the Board, one or more members may be appointed to the Committee with significant expertise in matters of human resource management. If no such members are appointed, the Committee will include at least four members of the Board. Independent Board members will always comprise the majority of the membership.](#)

- (b) A Chair will be appointed from the independent members, other than the Chair of the Board;
- (c) The Chair of the Board may attend meetings of the Committee at their discretion;
- (d) Relevant members of the University Executive will attend the Committee by invitation of the Chair.

### 3. Terms of Reference

- (a) To ensure the University has appropriate HR and Equality & Diversity Strategies in supporting AUB's Strategic Plan;
- (b) To ensure the University has related HR policies which are legally compliant and which meet organisational needs (including Health & Safety for staff, Safeguarding, Well-being, Equality & Diversity for staff and students; and Staff Development);
- (c) To oversee the application of the University's Remuneration Framework for staff aligned to AUB's salary scale;
- (d) To report to the Board on relevant issues/risks including:
- Key performance and risks relating to people;
  - Proposals for changing terms and conditions to large groups of staff;

- Significant employee/industrial relations issues;
- (d) To consider any other matters referred to the Committee by the Board.



## REMUNERATION COMMITTEE

### 1. Constitution

The Remuneration Committee (REM) has been established under Article 5(3) of the Articles of Government.

### 2. Membership

(a) The Committee will comprise not less than **five** members consisting of:

- Chair of the Board;
- The Vice Chair of the Board;
- Three other Independent Members (normally including the Chair of the HR Committee and the Chair of the Audit & Risk Committee);

(b) A Chair of the Remuneration Committee will be appointed from the independent members, other than the Chair of the Board;

(c) The University's Principal and Vice-Chancellor, Deputy Vice Chancellor and Chief Operating Officer are required to attend as and when necessary to provide context and relevant information about reward matters below that of Senior Postholders. They will under all circumstances leave the meeting before discussion of their own remuneration.

### 3. Terms of Reference

(a) To provide assurance annually to the Board on the conditions of service and remuneration of the University's Senior Postholders<sup>3</sup>, having regard to:

- Remuneration Committee approved recommendations from the Principal and Vice-Chancellor (or nominated deputy) in respect of Senior Postholders other than the Principal and Vice-Chancellor;
- Evidence of individual performance of Senior Postholders against their objectives, as measured by annual appraisal conducted prior to the end of year Remuneration Committee;
- Internal equities and comparative information on salaries and other emoluments and conditions of service for similar posts in the Higher Education Sector;
- The performance of the University against its key performance indicators, as determined by other factors of benchmarking within the HE sector and taking account of any other relevant benchmarks as deemed appropriate by the Remuneration Committee;
- The need to reward exceptional performance and attract and retain Senior Postholders.

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<sup>3</sup> AUB Senior Postholders are defined as individuals who are remunerated outside of the national Framework Agreement (the salary structure for HE staff) and Joint Negotiating Committee for Higher Education Staff (JNCHES) process, which negotiates the annual cost of living increase applicable to the salary structure.

- (b) To determine and decide the conditions of service and remuneration of the Principal and Vice Chancellor;
- (c) To ensure the University has appropriate policies covering all aspects of senior post holders' terms of employment, recognising that the HR Committee has oversight of the University's employment policies;
- (c) To receive assurance that the remuneration and annual uplift position of all other AUB employees is applied in accordance with the annual sector negotiation process;
- (d) To approve the annual Remuneration Report for recommendation to the Board;
- (e) To consider any other matters referred to the Committee by the Board and AUB management.

**4. Frequency of Meetings**

This Committee will normally meet at least **twice** a year. Once in the spring term and once in the summer term. Other meetings will be arranged as deemed necessary by the Chair of the Remuneration Committee.

**5. Reporting Procedures**

The minutes of the Committee will be made available to members of the Board. These will also be referenced in the annual Remuneration Report, and published with that Report on the University's website.

**6. Clerking arrangements**

The Head of Human Resources will be the Clerk to the Remuneration Committee.

## SEARCH & GOVERNANCE COMMITTEE

### 1. Establishment

The Search and Governance Committee has been established under Article 5(5) of the Articles of Government.

### 2. Constitution

- (a) The Committee will comprise not less than **five** members usually consisting of:
- the Chair of the Board who will act as Chair of the Committee;
  - the Vice Chair of the Board;
  - the Principal and Vice-Chancellor;
  - the Committee Chairs;
- (b) Relevant members of the University Executive will attend the Committee by invitation of the Chair.

### 3. Terms of Reference

- (a) To advise the governing body on the operation and effective discharge of the University's responsibility for corporate governance and the appropriate delegation of the Board's authority;
- (b) To advise the governing body on proposed changes to its Instrument, Articles of Government and Standing Orders;
- (c) To make recommendations to the governing body in respect of the process for the appointment of a Principal and Vice-Chancellor or acting Principal and Vice Chancellor, and for the appointment of a Deputy Vice Chancellor; and for the appointment of a Chief Operating Officer;
- (d) To make recommendation to the governing body in respect of the appointment of:
- Independent Governors to be elected by the Board;
  - Co-opted Governors to the Board;
  - Non-Governor Members of Committees of the Board;
- (e) To review and monitor the membership needs of the Board and its Committees and to solicit, receive and review the names of potential members;

- (f) To advise the Board on the appointment of Board representatives on other bodies;
- (g) To advise the Board on the establishment, terms of reference, composition, membership and disestablishment of any such Committees;
- (h) To monitor and report to the Board on the effective operation of the Board, its Committees and time or task-limited working groups;
- (i) To recommend to the Board, as appropriate, the establishment, terms of reference and composition of any time or task-limited working groups deemed necessary to develop, advance or review the Committee's business;
- (j) To ensure in accordance with the Statement of Primary Responsibilities of the Board that equality and inclusivity is observed in this Committee's practices and that equal opportunities are promoted throughout the governance of the institution;
- (k) To consider any other matters referred to the Committee by the Board.

#### **4. Frequency of Meetings**

This Committee will normally meet at least **once** a year and more frequently as necessary.

## **APPENDIX TWO: The recruitment and selection of independent members**

1. Independent members will have experience of, and have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
2. Recruitment and selection of candidates to become independent members will be undertaken by the Search & Governance Committee, having regard to number and skills and diversity of existing Board members and the needs of the Institution
3. Vacancies and job and candidate descriptions shall be determined by the Search & Governance Committee from time to time as necessary
4. To facilitate an open and effective recruitment process, vacancies shall be advertised on the AUB website and in at least one appropriate external media source
5. Candidates may also be invited by the Chair to apply and candidates may be referred to the Chair for this purpose.
6. The Search & Governance Committee shall draft and modify from time to time as necessary a form of application for completion by all candidates and conduct correspondence with all potential candidates with the assistance of the secretariat
7. The material for the potential candidates will include a list of factors that will disqualify applications and such material as the Committee may consider useful to disclose
8. Candidates shall be invited to attend an interview. The interview will be conducted by, as a minimum, the Chair (or in the Chair's absence, the Vice Chair or Senior Independent Governor) and the Principal and Vice Chancellor; at the Chair's sole discretion, additional members of the Board may be invited to join the interview process. The interviewers shall select the successful candidate(s) and invite the Board to approve the appointment(s).

### The recruitment and selection of co-opted members

9. This category of membership may be used to provide experience in the provision of education; experience as a member of the AUB professional services; or more generally, to provide skills or expertise which are not covered by the existing membership. This may be to support the Board during a project or similar new developments, but also permits the recruitment of an exceptional prospective Governor but where the total number of independent members already meets the specified maximum.

10. Candidates for co-option shall be nominated by those members of the Board who are not co-opted.
11. Nominations shall be made to the Chair, who will determine whether or not there is a case for a candidate to be co-opted. At the Chair's sole discretion, the nominee may be invited to submit additional supporting information (such as a curriculum vitae) or to meet with the Chair and/or other members of the Board.
12. In appointing a co-opted member to the Board, the Chair will also agree the term of office, which shall be no longer than the term of office of independent members. A period of co-option may be extended by the Chair but the total time served by any Governor shall not exceed the limits set out in paragraph 5.5 of the Standing Orders.
13. Further to the above, the Chair of the Board may co-opt individuals to join one or more of the Board Committees only and for such period as is determined by the Chair, in consultation with the Chair(s) of the Committee(s) to which the member is co-opted. The purpose of such appointments will be to offer particular experience and expertise to the work of that Committee.