

# O5. Standing Orders of Senior CITY ULE Boards and Committees & Decision-Making

## 1. Status and Scope

'Standing Orders' of Senior University Committees sets out arrangements for regulating their conduct and operation.

This Ordinance may be amended or repealed by the CITY ULE Executive Board, on the recommendation of the CITY ULE Senate.

'Must' is used in the Ordinance for mandatory matters; 'should' is applied where a provision is strongly recommended, and 'may' where desirable and considered effective practice. Variance from, and suspension of, this Ordinance is allowed for minor, specific matters only, on the approval of the committee applying its provisions. The Chair of the Committee must consult the CITY ULE Vice-President (CEO) or the Academic Provost (CAO) where they have queries about the nature or implications of any variance from the Standing Orders.

## 2. Definitions and descriptions of key deliberative and decision-making bodies

The CITY ULE's decision-making and review bodies must fall within the following definitions and titles:

- **The 'Board'**: The CITY ULE Executive Board, chaired by the Vice-President, responsible for the executive management and leadership of the University.
- **Boards**: Other 'Boards' exist as formal decision-making bodies within the CITY ULE, including at a senior organisational level.
- **The Senate**: The primary academic advisory and decision-making body of the CITY ULE.
- **Committees**: Formal decision-making and review bodies which must report to a parent body. These are sometimes referred to as subcommittees, and may also have designated sub-groups or committees reporting to them. Committees may also be faculty or departmental in location.
- **Joint Committees**: are those reporting to/comprising membership of more than one, but not normally more than two bodies (e.g., the Council and the Senate) drawing representatives from each body. Committees are empowered to set up sub-groups on a permanent and task and finish basis, and may work closely with other committees and bodies, including through a referral rather than a reporting relationship.
- **Groups**: These are usually less formal advisory or 'task and finish' in nature, as sub-groups of CITY ULE Executive Board, or other committees such as of the CITY ULE Senate. They may be called Project, Steering, Working, Advisory, Task and Finish Groups, for example.
- **Panels**: A focused group set up for a specific purpose, e.g. Promotion Panels, Disciplinary Panels.
- **Forums**: These tend to be advisory gatherings to share good practice and disseminate ideas, and by nature are less formal.

Meetings must be held 'physically' (i.e. in person), virtually (by video conferencing) or as a mixture of the two, to facilitate flexibility of scheduling and attendance.

An 'Ordinary' meeting refers to a meeting to review and decide upon scheduled business in line with a committee's published calendar and cycle. 'Ordinary' as a prefix does not need to be used in the title of such meetings unless there is a need to designate it as distinct from an 'Extraordinary' Meeting.

An 'Extraordinary' Meeting must be set up where specific and/or urgent business needs to be considered outside a committee's schedule calendar and cycle. No business must be considered outside a committee's scheduled calendar and cycle. No business must be considered at an Extraordinary Meeting except that which gives rise to the meeting and is specified within the notice of meeting issued by the committee secretary. The term 'Special' Meeting may be used and has the same meaning as an Extraordinary Meeting.

### 3. Terms of Reference and Membership

All committees must have approved and published terms of reference comprising defined membership categories, which are:

- subject to annual review by the body itself, normally at the start of the academic year and no later than the end of the calendar year, with any proposed changes to terms of reference and membership, subject to scrutiny by the chair, the committee secretary and the committee, with full consideration of the impact on other committees, members and the 'parent' body. Material changes may be proposed and effected during the year where it is beneficial to do so;
- approved by the parent committee at its next meeting following recommendation of the changes. Minor changes such as to role titles or to wording which is simply clarificatory can be made by the committee without onward approval by the parent committee.

The constitution and membership of the CITY ULE Board of Directors, the CITY ULE Executive Board and of the CITY ULE Senate are in the Ordinances.

Each formal committee must have its terms of reference. One or more (rather than all of the below) categories (where relevant) should be applied to describe each formal committee's membership:

- **Members:** Those who have full contribution, decision-making and voting rights (the opposite to 'attendees')
- **Ex officio members:** Membership by virtue of holding a specific position in the University. The term of office of such roles is normally coterminous to the role-holder's primary University role.
- **Elected members:** Members appointed by means of an election (normally from amongst a constituency).
- **Nominated members:** Members nominated by an individual or group, normally drawn from a designated group of staff.
- **Representatives:** Often used interchangeably with elected or nominated members, where an individual drawn from a designated body holds a place on a committee (e.g. academic staff representative, student representative).
- **Attendees:** Individuals in attendance are not members of a committee and hold none of the rights of members, but are present to advise or be accountable to that body.
- **Observers:** Individuals invited as committee guests, with the same status as attendees, but who are not normally expected to contribute to discussions.

Committee membership must be proportionate to the nature and scale of the business overseen by the body. The majority of formal committees are not intended to be wholly representative of all CITY ULE stakeholders who may have a view or position on the work of the committee. Unduly large numbers of members should be avoided unless there is a constitutional requirement for this.

Committee membership vacancies which fall due to the early departure of a member before the end of their term should be filled in a timely manner. However, this should be balanced with being pragmatic (i.e. it would be acceptable to defer holding an election as a one-off exercise for a single vacancy on a large body comprising multiple elected members until the next appropriate point at which multiple vacancies would be filled).

Equality, diversity and inclusion must be considerations for committee membership, including race, disability, age, gender, and sexual orientation. Gender diversity should be a consideration.

The CITY ULE Senate and Executive Board are empowered to request that a review of any of its committees' terms of reference, membership or reporting takes place.

## 4. Election and nomination of members

Elections of members to committees comprises the holding of an anonymous ballot - normally online - to elect one or more candidate(s) drawn from and voted by an eligible constituency within the CITY ULE. Elections must be conducted with fairness, probity and independence, with clear and published timetables for each stage of an election.

Nominations to a committee is where an individual is put forward from a specific group of individuals, and approved by the committee, or its parent body as appropriate. The chair of the committee from which nominations are made may make an initial recommendation and have the casting vote on nominations put forward.

## 5. Terms of office

Other than for ex officio membership, a three-year term of office normally applies for members of a committee, which may be subject to renewal. General exceptions to a three-year term on the CITY ULE Senate and their committees, includes:

- student representative terms which are for one year, renewable for one further year;
- in the case of elected members an individual is not eligible for re-election until one year has elapsed from the end of the previous term of office to which they were elected.

The CITY ULE Senate terms of office are as follows:

- coterminous with their primary CITY ULE role for ex officio members;
- an equal to their term in their post for Heads of Department or School nominated to the Senate, or a shorter timeframe if the remainder of appointment as a HoD is for less than the term in post). Terms on the Senate for these role-holders may be extendable in exceptional circumstances on a short-term basis, i.e. six months, with good reason and at the approval of the Senate. Where an individual's term as a HoD is extended, the Dean of the School will have the final say on whether they wish an individual HoD to remain as a nominee on the Senate, seeking advice from the CITY ULE Provost;
- a three-year term for elected and other nominated staff and student membership categories on the CITY ULE Senate, unless the term of the role on the basis of which they are elected or nominated is less.

An appointment start date of 1 August is used for elected and nominated memberships. However, this default date may be varied where it is pragmatic to do so, to:

- enable appointments throughout the year which reflect the actual date a person may reasonably be elected or nominated, and facilitate staggered terms of office;
- ensure a full three-year term remains for appointments where vacancies arise and are filled after the default date;
- align most effectively to a committee's schedule of business.

Any member of a University committee, other than those holding ex officio membership (and who are not leaving the CITY ULE) may resign at any time agreeing a resignation date by writing to the chair and secretary of the committee. Leave of absence from committee membership may be granted in exceptional circumstances, at the discretion of the chair.

Use of named alternates or proxies for committee members who are unable to attend a meeting is not advised, but may be used provided that the member who would be absent has sought the permission of the committee chair and/or secretary in advance of the meeting, for a named substitute to join the meeting.

## 6. Key committee role-holders

All formal committees must have a chair who is a named individual who leads the committee, appointed by the committee from amongst its membership, and approved by the parent committee as part of its membership.

The role-holder of chair, where this is not ex officio, should be subject to annual review (this can be as part of the annual review of terms of reference and need not be a standalone exercise each year, but must be subject to scrutiny on a periodic basis).

In circumstances where deemed necessary, committees and other bodies may be formally co-chaired. Co-chairs may operate by rotation between or within a given meeting.

There should be a named Vice-Chair or Deputy Chair of a committee to deputise and assume all the powers and duties of the Chair in their absence, or in the event they need to recuse themselves from all or part of a meeting.

## 7. Meeting cycle and frequency

Committee meeting cycles:

- should be scheduled and communicated one academic year in advance;
- must include sufficient notice of the date, time, locations and any video-conferencing links for an Ordinary Meeting of a committee being given to all members of a committee.

Where there is no substantive business to discuss or decide upon at a scheduled meeting, it should be deferred or cancelled under the instruction of the chair. See Chair's Actions and Written Resolutions section of these Standing Orders.

## 8. Meeting agendas, papers and minutes

Committee agendas must follow the University template and structure, and:

- be drafted by the Secretary and confirmed with the Chair, consulting sponsors and authors of committee papers/items;
- reflect the wider business cycle for the committee as shared with the committee;
- contain key information, including the date, time, location and other key information about the meeting, whether physical or virtual or both, with headings and follow a template where provided, with clear item description, coding and numbering;
- be published, as appropriate.

Formal meetings must require preparation of effective committee papers/items approved by senior staff sponsor(s) of the item, reflecting the advice of other colleagues. Committee papers must:

- be concise, clear, risk and evidence-based, consulted on ahead of circulation, and accompanied by a clear cover sheet following CITY ULE requirements or guidelines;
- have clear headings and follow a template where provided, with clear item description, coding and numbering, and item classification.

All formal committees require timely production of minutes of each meeting, or written resolutions and Chair's Actions taken outside the meetings, for formal confirmation/approval at the committee's next meeting. Minutes are categorised as:

- **Draft:** as initially written by the committee secretary
- **Unconfirmed:** agreed by the Chair
- **Confirmed:** formally approved by the committee as an accurate record ahead of/at its next meeting.

Where unconfirmed minutes are not circulated to the committee membership ahead of the next meeting, there must be a timely circulation of key decisions and actions on a need-to-know basis. Separate guidance exists on the production, circulation and publication of minutes (redacted where required).

The generic deadlines for receipt and circulation of finalised meeting committee papers should be adhered to as follows:

- submitted to the committee secretary 10 days before the date of the meeting;
- circulated by the committee secretary to committee members no less than five working days ahead of the scheduled meeting.

## 9. Meeting management and conduct

### 9.1 Quoracy

To be quorate a minimum number of formal committee members must be present at a meeting (physically, virtually or in combination) for decisions made to be valid. The quorum for a committee should be 50% plus one of its members (the 'plus one' means that arithmetical 50% being rounded up to the nearest whole number), discounting vacancies, unless otherwise specified.

For some committees, quoracy must be informed by ensuring that there is a spread of representation from each of the membership categories.

Where a quorum is not reached at the start of the meeting, no business shall be undertaken other than to adjourn the meeting. Where a meeting is adjourned, the business unable to be considered due to the inquorate meeting may form part of:

- a meeting later that day if the meeting goes into recess until a quorum is achieved

- convening a subsequent scheduled Ordinary Meeting which includes the adjourned business
- holding an Extraordinary Meeting solely to discuss adjourned business
- covering the adjourned business by written resolution or Chair's Action. This option must not be used where multiple, non-standard decisions need to be taken.

## 9.2 Decision making

The types of formal decision (i.e. an 'approval' rather than generation of an action):

- **Resolution:** a 'resolution' must be recorded as formal approval of a strategy, plan, policy or formal report, contract or other transaction. A Special Resolution is one of heightened significance, requiring not less than three-quarters of the Committee's membership present and in favour to pass it.
- **Written Resolution:** is a means of approving urgent matters for decision 'by circulation' where neither an Ordinary or Extraordinary Meeting takes place. A written resolution has the same standing and criteria as a resolution made at a meeting, but the means of securing it is in writing (i.e. via electronic means and when passed by means of a written response to a formal proposal from members seeking approval) as if a meeting had taken place. A written resolution shall be as valid and effective as if it had been passed at a meeting. A simple majority of members of the Committee are required to approve a written resolution, unless it is a Special Resolution which would not be passed in this form unless there was exceptional reason to do so. A written resolution must be accompanied by:
  - a clear and full statement or item setting the context, basis and recommendation sought as would be expected in a convened meeting;
  - a record of responses to the written resolution and any queries raised and resolved in the course of it being passed, maintained by the committee secretary;
  - production by the committee secretary of a minute as would be produced for an item discussed and decided upon in a convened meeting and for presenting to the next convened meeting.
- **Chair's Action:** is where the committee chair gives approval to a decision on behalf of the committee. Chair's Action must normally be reserved for standard, routine or one-off transactions and decisions, which are not strategically or operationally significant enough to merit a collective committee decision. The same production and recording requirements for a written resolution apply.

Any perceived or actual conflicts of interests of committee members or attendees should be disclosed to the chair and/or secretary of the committee as soon as it comes to light in relation to any item of business on the agenda or arising from a meeting. The interest should be disclosed to the entire meeting, managed appropriately and recorded in the minutes.

All committee members must conduct themselves with probity and accountability and committees and their members should take decisions in the best interests of the CITY ULE, through reaching consensus where there is not clear agreement. A material point of dissent made by one or more committee members on a position or decision must be recorded anonymously in the minutes, unless the member(s) concerned express a desire for disclosure.

In circumstances where consensus is unable to be reached, the chair may call a vote. The CITY ULE does not operate a formal 'motions' model. Where voting does take place in a meeting it must be:

- by show of hands in the interests of transparency when an Ordinary Meeting takes place in person

- by electronic voting by video-conferencing, which by default will normally be confidential as to the way in which members voted
- by a mix of the above methods if the meeting is held in a hybrid format
- by secret ballot in the event that this is specifically requested or determined due to the sensitive or confidential nature of the topic being voted.

The minutes must record who voted in the meeting, the outcome of the vote (including percentages 'for' and 'against' and other options) and any abstentions. Where there is a tied vote (i.e. an equal number of votes cast for each option/position), the chair must have the casting vote.

Where the nature of decision is particularly sensitive or significant, and agreement cannot be reached by members of the committee, the chair may put a recommendation to the committee to make:

- minor adjustments to the proposed recommendation for collective approval and recording of such in the meeting;
- refer the item for adjustment to be brought back to a future Ordinary or Extraordinary Meeting or for written resolution of the Committee where time-critical.