

BIRMINGHAM NEWMAN UNIVERSITY

COUNCIL STANDING ORDERS

1. Standing Orders

- 1.1. The business of the University Council shall be conducted in accordance with the provisions of the Articles of Association incorporating the Instrument and Articles of Government of the University.
- 1.2. The ruling of the Chair on the interpretation of these Standing Orders is final and the Chair shall seek the advice of the Clerk to the Council on any question of interpretation.
- 1.3. Particular Standing Orders may be suspended for the duration of a specific meeting by resolution of the Council.
- 1.4. Standing Orders may be varied only by resolution of the Council. The Council must be given no less than one week's notice of any proposals to vary Standing Orders.

2. Statement of Primary Responsibilities

It is the responsibility of the Council to undertake the following functions:

- 2.1. To safeguard and uphold the Catholic character, mission, values, strategic vision and good name of the University;
- 2.2. To determine the educational character of the University;
- 2.3. To ensure the solvency of the University, the safeguarding of its assets and the effective and efficient use of its resources;
- 2.4. To appoint the Vice-Chancellor as Chief Executive and to put in place suitable arrangements for monitoring their performance;
- 2.5. To delegate authority to the Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the institution and to establish and review on a regular basis the policies and procedures under the terms of which the Vice-Chancellor acts;
- 2.6. To appoint a Clerk to the Council and, where they also have managerial responsibilities in the University, ensure that there is appropriate separation in the lines of their accountability to the Council and to the Vice-Chancellor;

- 2.7. To appoint, and should it become necessary to do so, suspend, dismiss and/or determine the appeal of all the Senior Post Holders;
- 2.8. To approve the strategic, academic and business plans and key performance indicators of the University and to ensure that these meet the interests of stakeholders;
- 2.9. To establish and monitor systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and managing conflicts of interest;
- 2.10. To establish and maintain processes to monitor and evaluate the performance and effectiveness of Birmingham Newman University against the approved strategic plans and key performance indicators, which should be, where possible and appropriate, benchmarked against comparable institutions;
- 2.11. To establish and maintain processes to monitor and evaluate the performance and effectiveness of the Council itself;
- 2.12. To conduct its business in accordance with best practice in higher education corporate governance and with the Principles of Public Life drawn up by the Committee of Standards in Public Life;
- 2.13.

- iv. If a Governor (other than the Archbishop or Vice-Chancellor) is absent for three consecutive meetings of the Council during a period of one year, except for a reason approved by the Council;
- v. If a Governor is disqualified from acting by virtue of section 178 of the Charities Act or any statutory modification of that provision (e.g., convicted of any offence involving dishonesty or deception, been adjudged a bankrupt);
- vi. If the Council is satisfied that their conduct is prejudicial to the smooth running of the University or the work of the Council; or
- vii. If the Council is satisfied that they are incapacitated from acting or are otherwise unable or unfit to discharge the functions of a Governor.

3.7. A Governor appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place they are appointed.

4. Frequency of Meetings

4.1. The Council shall meet at least four times in each year.

5. Special Meetings

5.1. A special meeting of the Council may be convened:

5.1.1. By any six Governors or by the Chair or by the Clerk upon giving ten clear days' notice to the other members of the Council and of matter(s) to be discussed thereat.

5.1.2. In the event of an emergency (to be determined the c0 g95(event)-105(o)7(f)-4()-9

- 7.2. If within half an hour of the time appointed for a meeting of the Council a quorum is not present, the meeting shall be adjourned to another day, time and place as resolved by the Governors present at the meeting.

8. Voting

- 8.1. Governors are not bound in their speaking and voting by mandates given to them by other bodies or persons. Questions arising at a meeting shall be determined by a majority of the Governors present voting on the question. Every Governor shall have one vote which shall be given personally and not by proxy and no Governor may appoint an alternate Governor or anyone else to act on their behalf at Council meetings. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second casting vote.
- 8.2. Any member may validly participate in a meeting through the medium of conference telephone, video or internet conferencing or such other electronic or virtual means in which they may communicate simultaneously with all other participants. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote.
- 8.3. Where a meeting is attended by members through a combination of physical presence and electronic or virtual means, such a meeting shall be deemed to take place where the largest group of members participating is assembled.

9. Resolutions

- 9.1. A written resolution signed by at least 75% of those entitled to vote at a meeting of the Council is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date the signature representing a 75% majority or more is received).
- 9.2. Any resolution of the Council may be rescinded or varied by a subsequent meeting.

10. Withdrawal from Meetings

- 10.1. A Governor who has a personal interest in a matter to be discussed at a meeting of the Council must declare that interest and withdraw from the meeting before the discussion begins. The Governor may not be counted in the quorum for that part of the meeting and has no vote on the matter.
- 10.2. Unless invited to remain by a resolution of the other Governors, a Staff Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff is considered.

10.3. Unless invited to remain by a resolution of the other Governors, a Student Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff or student (or prospective student) is considered.

11. Agendas, Minutes and Papers

11.1. All items for the Agenda should normally be notified to the Clerk to the Council no later than two weeks before the meeting at which they are to be considered. The Agenda and papers will normally be circulated to Governors no later than one week before the meeting.

11.2. All meetings of the Council will be minuted.

11.3. Except where the material relates to named members of staff or students of the University or prospective members of staff or students or to other confidential matters as identified by the Governors, the agendas, draft minutes if approved by the Chair of the meeting, signed minutes and reports and papers considered at meetings will be available for inspection by staff and students of the University.

12. The Election of the Chair and Vice-Chair of the Council

12.1. The Council shall elect one of its Governors (not being the Student Governor, a Staff Governor or the Vice-Chancellor) to be the Chair for a term of office of three years or such shorter period as the Council shall determine. The Chair must be a practising Roman Catholic.

12.2. The Council will elect a Vice-Chair who shall preside at meetings in the absence of the Chair. The Vice-Chair may not be the Vice-Chancellor or a Staff or Student Governor. In the absence of both Chair and Vice-Chair, the Council should elect one of its independent Governors (not the Vice-Chancellor or a Staff or Student Governor) to preside at that meeting.

12.3. On completion of their terms of office, both the Chair and Vice-Chair are eligible for re-election. The total term of office served consecutively by a Governor as a Chair or a Vice Chair may not exceed nine years.

13. The Roles of the Chair and Vice-Chair

13.1. The Chair is responsible for the leadership of the Council and ultimately to the stakeholders for its effectiveness. As Chair of its meetings, they should promote its well-being and efficient operation, ensuring its members work together effectively and have confidence in the procedures laid down for business.

- ii. Reporting regularly to the Council on the business of the University and

17.4. Committee and sub-committees may, from time to time and as they see fit, co-opt members with particular expertise. Such co-opted members shall have the same voting rights as all other members of the committee and shall count towards the quorum.

17.5. The Council may not delegate the following:

- i. Determination of the educational character and mission of the University.
- ii. Approval of the annual estimates of income and expenditure.
- iii. Ensuring the solvency of the University and the safeguarding of its assets.
- iv. Appointment, suspension or dismissal of the Vice-Chancellor, Pro-Vice-Chancellors, or the holder of any other Senior Post.
- v. Varying or revoking the Articles of Association.

17.6. All Standing Orders on quoracy, voting, resolutions, withdrawal from meetings, minutes, the preparation and availability of the agenda and papers, as outlined above shall apply to the committees.

17.7. Each Committee will have a Chair who shall be appointed by Council. The Chair may act for the Committee in specific circumstances approved by the Committee and recorded within its minutes. For issues where prior approval by the Committee has not been given, the agreement of a quorum of members shall be sought. The Chair of a Committee may also take 'Chair's Action' between meetings of the Committee

with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

18.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

18.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

- v. To consider the Accounts at the end of the Financial Year and recommend them to the Council;
- vi. To consider the annual Estimates and Accounts of Newman Firmtrust Ltd, making recommendations to the Directors of Firmtrust as appropriate;
- vii. To review and discuss the annual Accounts of Newman Students' Union;
- viii. To advise the Council on matters relating to the framework for the pay and conditions of service of all staff other than the senior members of staff;
- ix. To consider regular updates and advise the Council on people related issues, including Newman's staffing, policies and changes to employment law and the People Sub Strategy;
- x. To review and monitor plans for the development of the University estate and buildings, to safeguard the University's assets and to approve any related expenditure;
- xi. To make recommendations to Council as appropriate, and;
- xii. To carry out an annual review of the Committee's effectiveness.

19. Audit and Risk Committee

19.1. Scope

It is the role of the Audit & Risk Committee (the 'Committee') to advise and assist Council in respect of the entire assurance and control environment of the University.

19.2.

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

19.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

19.6. Membership

The Committee shall be appointed by the Council from among Council's own membership. The Committee must consist of independent Governors with no executive responsibility for the management of the University. There shall be no fewer than three members, at least one of whom should have a background in finance, accounting or auditing.

Members of the Committee may not be members of the Finance and General Purposes Committee unless:

that member is neither the Chair of the Audit and Risk Committee or the Finance & General Purposes Committee; and
such membership is the subject of an explicit, recorded resolution of the Council.

Members should not have significant interests in the University.

The Committee may, if it considers it necessary or desirable, co-opt external members. Co-opted members will have the same voting rights as all other members of the Committee and shall count towards the quorum.

19.7. Quorum

The quorum for meetings of the Committee shall be two independent Governors or one independent governor and one external co-opted member.

19.8. Frequency

Meetings shall normally be held three times each academic year. The external auditors or Committee Clerk may request that an extraordinary meeting be held.

19.9. Attendance at meetings

The Chief Finance Officer, the head of internal audit and a representative of the external auditors shall normally attend meetings where business relevant to them is discussed. The Committee has where 8.66 224.93

19.10. The Terms of Reference of the Committee are:

- i. To ensure that an effective internal control system, which promotes compliance with the laws and regulations governing the higher education sector, is in place throughout the

including any matters affecting their independence and objectivity.

- xiii. To receive a copy of the annual Financial Statements and, if necessary, consider any issues focusing on:

- Appropriateness of accounting policies
- Changes in accounting policies and practices
- Major judgmental areas
- Significant audit adjustments
- Compliance with accounting standards, legal or other regulations;

When satisfied, recommend them to Council for approval.

- xiv. To receive reports and approve policies for Risk Management and Value for Money; to consider their soundness and focus on the main issues.
- xv. To produce an annual report for Council to include the Committee's opinion on the adequacy and effectiveness of the University's risk management, control and governance arrangements and arrangements for promoting economy, efficiency and effectiveness.
- xvi. To make recommendations to Council as appropriate.
- xvii. To carry out an annual review of the Committee's effectiveness.

20. Nominations and Governance Committee

20.1. Scope

It is the role of the Nominations and Governance Committee (the 'Committee') to advise and assist Council in respect of matters relating to governance and the conduct of governing body business including the appointment of independent Governors, Chair of the Council, the Chancellor and Pro Chancellor(s), Vice-Chancellor and other Senior Post Holders as defined within the Articles.

20.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

exceptional circumstances for recommendations from the Committee to be considered and approved by independent members of the Council only and this determination will be made by the Chair of the Committee in consultation with the Chair of the Council with advice from the Clerk to the Committee and/or the Clerk to Council, as appropriate.

A formal record of agendas, papers and minutes for the Committee will be maintained by the Clerk to the Committee.

A confidential record of meetings will be shared with the University Secretary as Clerk to Council; redacted if deemed necessary by the Chair of the Committee.

21.6. Membership

The Committee comprises the following individuals:

- Chair of the Council

- Vice-Chair of Council

- Three other independent members of the Council including one (normally the Chair), drawn from each of the following sub-committees:

 - Finance and General Purposes Committee

 - Audit and Risk Committee

 - Nominations and Governance Committee

The Chair of the Committee will be appointed by Council from amongst the above members, other than the Chair of Council. The Chair of the Committee shall normally be the Vice-Chair of Council unless they decline to act.

21.7. Quorum

The quorum for meetings of the Committee is three independent Governors, including the Committee Chair.

21.8. Frequency

The Committee will meet no fewer than three times each year.

21.9. Attendance at meetings

The following staff members will ordinarily be in attendance:

- Vice-Chancellor (typically only in attendance for discussions about staff they manage)

- Director of Human Resources (in both an advisory capacity and as Clerk to the Committee); and

- University Secretary as and when invited by the Chair.

21.10. The Terms of Reference of the Committee are:

