

STANDING ORDER 4: Committee structure and procedures

1. INTRODUCTION

- 1.1. Subject to the provisions of Paragraph 17.2 of the Articles of Association, the Court of Governors has the power to delegate any of its powers to any committee consisting of one or more members¹. Additionally, the Court has the power to establish a committee for any purpose and to determine the number of members of each committee, the terms on which they are to hold or vacate office and the rules of conduct of each committee².

2. PURPOSE

- 2.1. This standing order was formally approved by resolution of the Court on 22 November 2017. The purpose of the standing order is to:
- (i) determine the matters reserved for the Court;
 - (ii) clarify the committee structure of the Court, including a determination with respect to the number of committees;
 - (iii) specify the categories of information that should be included in the terms of reference for each of the standing committees;
 - (iv) make a determination with respect to delegation of authority by a committee; and
 - (v) specify procedures for meetings of committees (supplementary to those provided in Paragraph 26 of the Articles of Association).

3. COMMITTEE STRUCTURE OF THE COURT OF GOVERNORS

3.1. STANDING COMMITTEES

- 3.1.1. The Court has established five standing committees:

- Academic Council
- Audit Committee
- Governance and Nominations Committee
- Remuneration Committee
- Resources Committee

- 3.1.2. Each standing committee shall have terms of reference approved by the Court. Terms of reference must state the committee's name, its functions and any delegated authority, the number of members of each variable category, the designated chair, frequency of meetings and the quorum³.

¹ Paragraph 16.1.1, Articles of Association

² Paragraph 16.1.2, Articles of Association

³ See Annex A for the terms of reference template

- 3.1.3. The committee terms of reference are reviewed by the committee at the first meeting of each academic year. The committee members may agree recommendations for amendments to the terms of reference; such recommendations shall be subject to the approval of the Court.
- 3.1.4. The Governance and Nominations Committee reviews the Court's committee structure and composition and membership of all standing committees and makes recommendations for changes to the structure and appointments to the committees. Such recommendations shall be subject to the approval of the Court.

3.2. AD HOC COMMITTEES

- 3.2.1. The Court may establish ad hoc committees as and when required. The Court shall approve the terms of reference and, where appropriate, specify the lifespan of such a committee.

3.3. DELEGATION TO GROUPS OR INDIVIDUALS

- 3.3.1. Subject to provisions in the Articles, a committee may delegate any of its powers to any group or individual, including, without limitation, to the Chair of the committee. Subject as aforesaid, it may also delegate to any member of the staff of the University such of its powers as it considers desirably to be exercised by them. Any such delegation may be made upon such terms and subject to such conditions as the committee may impose and may be revoked or altered by the committee.

4. COMMITTEE PROCEDURES

4.1. COMMITTEE CHAIRS

- 4.1.1. The Chair of the committee or in their absence the Deputy Chair shall preside as Chair of the meeting. If neither the Chair nor Deputy Chair are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chair.

4.2. NON-QUORATE MEETINGS

- 4.2.1. No powers may be exercised at any meeting unless a quorum of members is present.
- 4.2.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present:
- (i) the meeting shall stand adjourned to such time and place as the members may determine. Such a determination may be made at the meeting or subsequently; or
 - (ii) the members present may conclude only business that is marked on the agenda as being 'For information'; and/or
 - (iii) the Chair may direct the Clerk to take action for the committee to consider by correspondence any or all of the business that is marked on the agenda as being 'For discussion and/or decision'.
- 4.2.3. A declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

4.3. **WRITTEN RESOLUTIONS**⁴

- 4.3.1. The provisions that follow apply only to written resolutions at committee level. Rules relating to written resolutions that would otherwise have been proposed at a general meeting of members are stated in Paragraph 8 of the Articles of Association.
- 4.3.2. A resolution in writing agreed by a simple majority⁵ of the members who would have been entitled to vote upon it had it been proposed at a committee meeting shall be effective provided that:
- (i) a copy of the proposed resolution has been sent to every eligible member; and
 - (ii) a simple majority of members has signified its agreement to the resolution in writing and within the period agreed by the committee.
- 4.3.3. A resolution in writing may comprise one or several copies to which one or more members have signified their agreement.

4.4. **WORKING GROUPS**

- 4.4.1. All working groups of the Court or of one of its sub-committees will follow the protocols provided at Annex B.

5. **MONITORING AND REVIEW**

- 5.1. The Court will monitor this standing order and review its effectiveness annually. The standing order may be amended by the Court from time to time.

⁴ “**written**” or “**in writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise and includes electronic documents

⁵ I.e. more than half of all members entitled to vote upon it at a committee meeting