



## **BOARD OF GOVERNORS**

### **Rules and Bye Laws**

**RAVENSBOURNE UNIVERSITY LONDON BOARD  
OF GOVERNORS**

## **RULES AND BYE LAWS**

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## 1 INTRODUCTION

The University's Instrument and Articles of Government (Appendices A & B) provide for the making of regulations and procedures for the government of the University. The Rules and Bye Laws which follow are drawn up in accordance with these and are in any case subject to the provisions of the Articles of Government.

The Board of Governors has adopted the Committee of University Chairs' Higher Education Code of Governance (published December 2014), which identifies the key values and practices on which the effective governance of UK HEIs is based. We report on our application of the Code each year in our Annual Report and Financial Statements.

## 2 THE BOARD OF GOVERNORS

### 2.1 Responsibilities of the Board of Governors

The responsibilities of the Board of Governors are set out in our Articles of Government approved by the Privy Council 21 May 2018 and are:

- a) the determination of the educational character and mission of the University and for the oversight of its activities;
- b) the appointment or dismissal of the Vice Chancellor;
- c) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- d) approving annual estimates of income and expenditure;
- e) keeping accounts and records, and appointing auditors, in accordance with the provisions of the Act;
- f) the determination of the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans or other payments paid or made by funding bodies, and to the provisions of the Education Acts, and any relevant regulations, orders or directions made by the Secretary of State);
- g) the approval of policies and procedures relating to the appointment, grading, assignment of duties to, appraisal of, suspension, dismissal and determination of the pay and conditions of service of the holders of such senior posts as the Board may determine;
- h) the approval of a framework for employing all other staff and regulating their employment;
- i) ensuring that there are in place policies and procedures for the government and conduct of the University, including, for all other staff, staff performance, discipline, dismissal and grievance, and for dealing with student discipline, complaints and academic appeals; and
- j) the appointment or dismissal of the Clerk to the Board who shall act as secretary to the Board of Governors.

The Board of Governors has agreed a Statement of Primary Responsibilities (Appendix C) and a Scheme of Delegation (Appendix D), reviewed by the Board of Governors annually, which sets out if and how these responsibilities are delegated.

### 2.2 Appointments

The Board of Governors shall determine the size of the Board of Governors. The Nominations Committee shall make recommendations to the Board of Governors regarding membership planning for the Board and its committees. It shall recommend to the Board the number of governors in each variable category of membership of the Board (subject to the limits imposed by the Instrument of Government). The variable categories are:

- a) **independent members** (persons independent to the University having experience of industrial, commercial or employment matters or the practice of any profession. At least half of all the members of the Board of Governors must be independent members).
- b) **co-opted members** (at least 1 and not more than 9 governors may be nominated as lay co-opted members by independent members of the Board of Governors. Co-opted members may be independent to the University).

- c) **staff members** (staff members are elected from the academic and professional staff bodies and are co-opted members of the Board)
- d) **student members** (the President of the Students Union is a co-opted member of the Board for the duration of their term of office as President).

All members shall be appointed by the Board of Governors at a quorate meeting.

#### 2.2.1 Appointment of independent members

Independent members of the Board will be appointed for an initial term of 3 years, following national advertisement and interview of applicants. Membership planning and recruitment shall be overseen by the Nominations Committee. Membership can be renewed for a further three years with the agreement of the Board of Governors, and thereafter (in exceptional circumstances) for a third and final term of no more than three years. Officers of the Board of Governors (i.e. Chair and Deputy Chair) are elected from the independent members of the Board of Governors.

#### 2.2.2 Appointment of lay co-opted members

Lay co-opted members shall be independent of the University and shall be appointed in the same way as independent members. Under the Instrument of Government, the University must co-opt at least 1 member who has experience in the provision of education,

#### 2.2.3 Appointment of staff members- academic and professional service staff

The Instrument of Government includes up to two members of academic staff nominated by the Academic Board following election by academic staff members. Up to two members of the nonteaching staff can be co-opted professional services staff members following election by professional staff members. Staff members must be appointed by a majority vote at a quorate meeting of the Board.

#### 2.2.4 Appointment of student members of the Board

The President of the Student Union, who has been elected to the post by and from all the students of the University, shall usually be a student member of the Board of Governors.

### **2.3 Period of office of members**

The term of office of a member of the Board of Governors or one of its Committees shall formally begin as per their official appointment letter, and will commence following the date on which the appointment is confirmed at a quorate meeting of the Board. The individual may be invited to meetings as an observer prior to formal appointment if appropriate. Members will usually be appointed for an initial term of three years, which may be renewed with the agreement of the Board. A third term of three years may be agreed by the Board of Governors in exceptional circumstances.

All staff members shall be appointed for 2-year terms of office, which shall be renewable for a second term of 2 years subject to agreement by the Board. Renewals for a third term of office shall be decided by the Board only in exceptional circumstances. Staff members may re-stand for nomination or election no sooner than 2 years after the completion of their last term of office.

Student members shall be appointed for 1-year terms of office to coincide with their term of office within the Student Union.

### **2.4 Induction and provision of information for new governors**

The Clerk to the Board shall provide to each newly-appointed member of the Board information which shall include a copy of the Instrument and Articles of Government; these Rules and Bye Laws; the CUC's Higher Education Code of Governance; the most recent set of Annual Accounts and Financial Statements; the Strategic Plan; the Office for Students' terms and conditions of funding and other guidance documents as may be relevant.

## **2.5 Chair of the University**

A recruitment group (normally led by the Deputy Chair of the Board of Governors), membership of which will be agreed by the Board of Governors, shall be responsible for the appointment of the Chair of the University on behalf of the Board of Governors. The group shall be determined at a meeting of the Nominations Committee at which time the present Chair and any other interested parties shall withdraw. The Chair of the University shall chair meetings of the Board of Governors.

## **2.6 Authority of the Chair**

The Chair of the University may take decisions on behalf of the Board of Governors on any matters, which are in his or her opinion urgent (but not of sufficient importance to justify the calling of a special meeting of the Board), or non-contentious. All such decisions shall be reported to the next meeting of the Board and recorded in its minutes.

## **2.7 Expenses for Board members**

Ravensbourne University London will reimburse the reasonable travelling and other out of pocket expenses incurred by Board members in attending meetings and on other official University business, in accordance with the current Financial Regulations and Procedures of the University.

## **2.8 Attendance at meetings**

Attendance from all members of the Board and its Committees at all meetings of the Board and its committees of which they are a member is important. From January 2019 (the rule will not apply retrospectively) the Board of Governors will permit members of the Board to be absent for up to two meetings of the Board per academic year, and one committee meeting per academic year. Exceptional circumstances will be considered with additional absence agreed by the Chair of the Board and relevant committee Chair. The Instrument of Government provides for the Board of Governors to remove any member if satisfied that the member is unable or unfit to discharge their functions.

## **2.9 Officers and others 'in attendance'**

Terms of reference of the Board and its committees set out those entitled to attend. In addition other officers of the University or persons involved in some aspect of its business may be invited to attend meetings of the Board and its committees for specific agenda items where this will facilitate discussion and/or decision making.

Officers of the University and others who are 'in attendance' at meetings shall receive the meeting papers (with the exception of Reserved Area business) and may take part in debates but may not vote.

## **3 CHANCELLOR**

The University shall appoint a Chancellor who will play an important ambassadorial role for the University. The Chancellor will not be a member of the Board of Governors. An appointment group shall be convened which shall be chaired by the Vice Chancellor and shall include staff and student members and at least one independent member of the Board of Governors. This group shall make a recommendation to the Board of Governors on the process of appointment. The Board of Governors must approve the final appointment of the Chancellor and the terms of his or her office on the recommendation of the group and at a quorate meeting of the Board.

## **4 STUDENTS' UNION**

The Education Act 1994 states that the governing body must 'take such steps as are reasonably practicable to secure that the students' union ... operates in a fair and democratic manner, and is accountable for its finances'. Accordingly the governing body is required to prepare a code of practice (appendix G) setting out how the provisions of the Education Act 1994 are to be implemented, which should be reviewed every 5 years. The Board of Governors must approve the constitution of the Students' Union.

## **5 COMMITTEES OF THE BOARD OF GOVERNORS**

### **5.1 Establishment of Committees**

The Board may establish committees for any purpose or function. An Emergency Committee of the Board of Governors is set up to deal with extraordinary issues as quickly as possible. The Board, when establishing a committee, shall appoint its Chair and shall determine its constitution, membership and terms of reference, and these shall be annexed to the Bye Laws. Current Committees of the Board are:

#### 5.1.1 Audit Committee

- Terms of reference are set out in Appendix J
- Members of Audit Committee may not also be members of the Finance Committee
- Representatives of the Internal Auditors shall normally be invited to be in attendance
- The Committee will meet at least three times each financial year

#### 5.1.2 Finance Committee

- Terms of reference are set out in Appendix K
- The Committee shall normally meet three times in each academic year

#### 5.1.3 Nominations Committee

- Terms of reference are set out in Appendix L
- The Committee shall normally meet twice in each academic year

#### 5.1.4 HR & Remuneration Committee

- Terms of reference are set out in Appendix M
- The Committee shall normally meet three times in each academic year

#### 5.1.5 Emergency Committee

- Terms of reference are set out in Appendix N
- Members of the Emergency Committee will be the Chairs of Committees
- The Committee will meet when required

All committees established by the Board shall make written reports of their proceedings and recommendations to the Board, other than the Remuneration Committee which will make an annual report to the Board on its work during the previous year.

### **5.2 Appointments to Committees**

The Board of Governors, when appointing lay members to its committees, shall usually make the terms of those appointments reflect the member's term of office on the Board of Governors.

Committees may, with the agreement of the Board, appoint members who are not themselves members of the Board of Governors. The term of those appointments shall normally be for three years, renewable for a second term with the agreement of the Board and, in exceptional circumstances with the agreement of the Board, for a third and final term of three years.

Where a committee's terms of reference allow for staff members who are to be 'appointed by the Board', this will be done following nomination by the Vice Chancellor. The appointment will be subject to Board confirmation in the usual way.

## **6 MEETINGS OF THE BOARD OF GOVERNORS & ITS COMMITTEES**

### **6.1 Meetings**

The Board of Governors shall hold its ordinary meetings at such times and in such places as it shall determine, and it shall meet at least four times in each academic year. Each year there shall be a joint meeting of the Board of Governors and the Academic Board focused on academic governance.

Each year the Clerk to the Board of Governors shall prepare a Calendar of Meetings for the Board and its committees for the following academic year.

The Chair or another Governor independent of the University as appropriate may determine that a special or extraordinary meeting of the Board be held. Members shall be given as much notice as possible of any such meeting.

### **6.2 Quorum**

The quorum for meetings of the Board of Governors shall be nine members of whom at least five shall be independent members or co opted members independent of the University. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

The Terms of Reference (appendices J-N) shall include the quorum for meetings of each Committee.

### **6.3 Declarations of Interests**

At the start of each meeting of the Board or one of its Committees, the Chair will remind members of their duty to declare any pecuniary, family or other material personal interest in a matter before a meeting. If any interest is declared, the Chair will decide whether the member may stay for that item but not vote on it, or must leave the meeting while the item is discussed.

The Clerk to the Board will require all members of the Board to declare interests for the publicly available Register of Interests on an annual basis. Guidance on what constitutes a conflict of interest and how it should be handled will be provided to all members of the Board of Governors (appendix I).

### **6.4 Decisions**

The Board may act by a resolution passed by a majority of members present and voting at a quorate meeting. If the votes cast for and against the resolution are equal the Chair of the meeting shall have a second or casting vote.

### **6.5 Reserved area business**

The following conditions will result in reserved area business being considered:

- a) Matters which, if they were to be discussed outside the context of privileged information available to the Board, might jeopardise the financial stability, financial standing or competitive position of the University, its reputation, or its academic standards and quality.
- b) Matters relating to a named prospective or present member of staff, and in the case of a student governor, a named prospective or present student. Student and staff governors and members of committees, as appropriate, may be required to withdraw from a meeting of the Board of Governors, or a committee thereof, during that part of the meeting.

The minutes of such business shall be classified as Reserved Area business, and shall not be made available to members of Ravensbourne University London staff (other than the Vice Chancellor and Clerk unless they are the subject of the minutes) or students.

## **6.6 Minutes**

The Clerk shall be responsible for keeping written minutes of all proceedings and resolutions of the Board and any committees that it shall establish. The minutes, if signed by the Chair of a succeeding meeting of the Board or the committee, shall be prima facie evidence of the facts stated in them.

## **7 BOARD AND COMMITTEE PAPERS & PROCEDURES**

### **7.1 Drafting board and committee papers**

Guidelines for authors in preparing papers has been approved by the Executive team and is included at appendix O. The guidelines include a standard format for coversheets.

### **7.2 Communication**

Meeting papers will be provided to members electronically in advance of meetings. Other notices and information such as changes to dates of forthcoming meetings may be sent electronically.

### **7.3 Publication of proceedings**

Governors have agreed to publish information about proceedings (unreserved) of the governing body in accordance with good practice;

- a) A full set of papers of unreserved business will be made available in the University Library. The agenda and minutes of Board of Governors meetings will be published on the intranet although staff may request any of the supporting papers from the Clerk;
- b) Minutes of Board of Governors meetings will not be published until they had been confirmed at the meeting following and the version then published will be that agreed version;
- c) Agendas and papers of sub-committees will not be published but minutes of their meetings will form part of Board of Governors meeting papers.

### **7.4 Security of board & committee papers**

All members of the Board and all its committees should observe the following in line with Data Protection legislation when dealing with papers:

- a) Any papers or information sent to them in connection with University business, or communications containing personal data, are securely stored and are not retained unnecessarily when their usefulness is over.
- b) Any information provided to them by the University or in connection with University business, either on paper or electronically, is used only for the purposes for which it was supplied and under no circumstances is passed to persons or organisations outside the University.

### **7.5 Procedure for obtaining Board approval of documents**

7.5.1 It is essential that any documents issued by the University on behalf of the Board of Governors have the approval of the Board in advance, normally after being considered at a meeting of the Board.

7.5.2 Any changes requested by the Board at that meeting must be made and the revised document approved by the Chair or Deputy Chair before it is issued.

7.5.3 There will be circumstances under which the above procedure cannot be followed, for instance to meet an external deadline when no meeting of the Board is scheduled. Under such circumstances one of the following options is available:

- a) an extraordinary meeting of the Board may be called, which must be quorate, and the procedure in (7.5.2) above followed. If it is not quorate, (b) below will apply



b) if an extraordinary meeting cannot be convened, the document must be circulated (in hard copy or electronically) and enough indications of agreement received in response to represent a majority of governors. A reasonable time must be allowed for governors to respond and it is suggested this be at least a week. The Chair will decide whether any changes requested as a result of this consultation are to be incorporated into the document and thereafter the procedure in (7.5.2) above will be followed.

7.5.4 If necessary, and at the Chair's discretion, an extension to any external deadline will be sought from the external organisation to allow the Board to see and comment on the document before its submission.

## **8 AMENDMENTS**

Any changes to these Rules and Bye Laws shall be approved by the Board of Governors

## **9 DISTRIBUTION**

Members of the Board of Governors, Ravensbourne University London Intranet