

1 August 2022

UNIVERSITY OF EAST LONDON

BOARD OF GOVERNORS

BYE-LAWS

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UNIVERSITY OF EAST LONDON

BOARD OF GOVERNORS

BYE-LAWS

These Bye-laws take effect on and from 1 August 2022 They were adopted by the Board of Governors of the University of East London at its meeting on 27 November 2018 and amended on 7 July 2022 in order to provide a framework for the operation of the Board of Governors , in each case subject to, and in accordance with, the University's Instrument and Articles of Government. If there is any inconsistency between any article in the Instrument and Articles of Government and these Bye-laws, the article in the Instrument and Articles of Government shall prevail. Defined terms shall be as set out in the Instrument and Articles of Government unless otherwise stated.

These Bye-laws are intended to comply in all respects with the obligations applicable to the University under any Act of Parliament or Statutory Instrument or any direction given by the Office for Students, the Department for Education, the Department for Business, Energy and Industrial Strategy and any other or successor regulatory body of competent jurisdiction. These Bye-laws shall be construed and applied in a manner consistent with any such requirements.

A. Board of Governors

(i) Composition of the Board of Governors

(a) The Board of Governors shall consist of not less than twelve and not more than twenty-four members which shall include:

- (i) the Vice-Chancellor and President;
- (ii) up to eighteen Independent Members;
- (iii) up to three Staff Members; and
- (iv) up to two Student Members

with the Independent Members always comprising the majority.

(ii) Appointment of new Independent Members

(a) The Secretary shall be responsible for keeping records of vacancies of Members as and when they arise.

(b) The Board of Governors has delegated authority to the Governance & Search Committee to consider membership of the Board of Governors and to make recommendations concerning the recruitment of Independent Members.

(c) In seeking candidates, the Governance & Search Committee may seek recommendations from Members and from Academic Staff. It may also, if it thinks fit, use other means, such as advertising to identify potential members.

(d) The Governance & Search Committee will consider applications for any vacancy of an Independent Member. In considering applications, the Governance & Search Committee will have regard to any identified skills shortage amongst the remaining Members. The Governance & Search Committee shall also consider the diversity of the remaining Members and shall seek to ensure a diverse membership when making a recommendation to the Board of Governors.

(e) The Governance & Search Committee shall arrange formal interviews of all applicants, such interviews to be conducted by a panel of Governors appointed by the Governance & Search Committee. In appointing Governors to the panel, the Governance & Search Committee shall seek to ensure that the panel is representative and diverse. On completion of the interviews, the panel shall write a written report to the Governance & Search Committee which would include any recommendations for appointment.

(f) The Governance & Search Committee may make such other arrangements as it thinks fit, including written submissions to assess the suitability of candidates for membership.

(f) No person may be recommended for membership unless that person shall have indicated a willingness to serve.

(g) The Governance and Search Committee's recommendations shall be given in the agenda paper for the meeting of the Board of Governors and shall be accompanied by a brief statement of the background of the recommended candidate.

(iii) Appointment of Staff Members

- (a) Under the Instrument, the Board of Governors may include two members of Academic Staff, nominated by the Academic Board.
- (b) Interested applicants should submit a completed nomination form and an up-to-date curriculum vitae to the Secretary. Applications from members of the Academic Staff will be considered for nomination by the Chair of Academic Board who will review the applications and put forward nominations to the Governance and Search Committee for consideration.
- (c) The Secretary will convene a panel of the Governance and Search Committee who will review the applications and interview the selected nominees. The panel will meet to consider the nominations and make a recommendation to the Board of Governors. The panel shall consider the diversity of the Members when making recommendations to the Board of Governors.
- (d) The Board of Governors shall determine whether to appoint nominees recommended by the panel pursuant to paragraph (c) above.
- (e) Under the Instrument, the Board of Governors may co-opt a member who is employed at the University (whether or not as a teacher). This position should be extended to members of professional and support staff who are not members of the University Executive Board or Deans of School.
- (f) Interested applicants should submit a completed nomination form and an up-to-date curriculum vitae to the Secretary. Applications from members of the professional and support staff will be considered for nomination by the Secretary who will review the applications and put forward nominations to the Governance and Search Committee for consideration.
- (g) The Secretary will convene a panel of the Governance and Search Committee who will review the applications and interview the selected nominees. The panel will meet to consider the nominations and make a recommendation to the Board of Governors. The panel shall consider the diversity of the Members when making recommendations to the Board of Governors.
- (h) The Board of Governors shall determine whether to appoint nominees recommended by the panel pursuant to paragraph (g) above.

(iv) Appointment of Student Members

- (a) The Board of Governors may appoint up to two Student Members .
- (b) UEL Students' Union shall nominate two candidates to the Board of Governors prior to the commencement of each Academic Year.
- (c) The Board of Governors shall consider the nominees and determine whether to appoint them as Student Members for the relevant Academic Year.

(v) Term of office

- (a) All Independent Members and Staff Members shall be appointed for a fixed term of three years.
- (b) The Vice-Chancellor and President shall remain a Member for so long as they shall remain in post (if they have elected to be a Member)

(c) Student Members shall be appointed for a fixed term of one year.

(vi) Annual review of members

(a) All Members are asked annually to complete a self-assessment of their contribution as a Member. The format of the self-assessment shall be set by the Governance & Search Committee from time to time.

(b) All Members shall have an annual opportunity to discuss their self-assessment with the Chair or another member of the Governance & Search Committee and to give feedback on the operation of the Board of Governors as a whole.

(c) Any issues related to governance effectiveness that emerge from these discussions be summarised (anonymised if appropriate) and presented to the Board of Governors at its summer meeting to contribute to ongoing attention to governance effectiveness.

(vii) Renewal of term

(a) In relation to Independent and Staff Members approaching the final year of their three year term, the annual review with the Chair shall explicitly cover whether or not a further term would be appropriate so that renewal or otherwise may be confirmed by the Governance & Search Committee to the Board of Governors.

(b) Each Student Members' term of office may be renewed for one further fixed term of one year subject to their re-appointment by the Students' Union as sabbatical officer.

(c) All renewals of Independent and Staff Members shall be considered by the Governance & Search Committee annually.

(d) Each Independent and Staff Member's term of office may only be renewed a maximum of two (2) times. The maximum term of office of any Independent or Staff Member is therefore nine (9) years (being three terms of three years).

(viii) Deselection of members

(a) The Secretary shall monitor the attendance of all Members at formal meetings of the Board of Governors and any Board Committee and report periodically to the Governance & Search Committee so that appropriate action may be taken.

(b) If any member of the Board of Governors becomes aware of any concerns about the continued appropriateness of membership of any Member he/she should report it in the first instance to either the Chair, the Deputy Chair or the Secretary (as appropriate) so that the matter may be looked into as set out in paragraphs (c)-(f) below.

(c) The person receiving notice of the concern in accordance with paragraph (b) above together with one other member of the Governance & Search Committee should explore the concerns raised with the Member in question and undertake any further investigation found to be necessary.

- (d) If it is found that the matter has no substance relevant to the Member's continued membership of the Board of Governors a report to that effect should be made in confidence to the Governance & Search Committee.
- (e) If it is found that the matter is such as to lead to a recommendation for the de-selection of the Member in question, a report should be made in confidence to the Governance & Search Committee and a recommendation for de-selection made to the Board of Governors.
- (f) If the Board of Governors is satisfied with a recommendation under (e) above it may by notice in writing to that Member remove him or her from office. Thereupon the office shall become vacant.

(ix) Appointment of the Chair of the Board of Governors

- (a) The Board of Governors shall appoint a Chair from amongst the Independent Members.
- (b) The appointment and conditions of office shall be conducted in accordance with Part G of these Bye-Laws.

(x) Appointment of the Deputy Chair of the Board of Governors

- (a) The Board of Governors may appoint a Deputy Chair from amongst the Independent Members.
- (b) The appointment and conditions of office shall be conducted in accordance with Part G of these Bye-Laws.

(xi) Appointment of the Senior Independent Governor

- (a) The Board of Governors may appoint a Senior Independent Governor from amongst the Independent Members. The role of the Senior Independent Governor shall be to act as a sounding board for the Chair and Deputy Chair and serve as an intermediary for the other Members. The Senior Independent Governor shall, at least annually, appraise the Chair's performance.
- (b) The appointment and conditions of office shall be conducted in accordance with Part G of these Bye-Laws.

(xii) Appointment of the Chancellor

- (a) The Board of Governors may appoint a Chancellor.
- (b) The appointment and conditions of office shall be conducted in accordance with Part H of these Bye-Laws.

(xiii) Duties and Responsibilities of the Chancellor

The Chancellor's role shall be ceremonial including responsibility for presiding over the University's graduation ceremonies.

(xiv) Appointment of the Vice- Chancellor and President

- (a) The Board of Governors shall appoint a Vice- Chancellor and President.

(b) The appointment process for the Vice-Chancellor and President shall be as follows: [TBC].

(xv) Duties and Responsibilities of the Vice-Chancellor and President

(a) The Vice-Chancellor and President shall be responsible for the following :

(i) making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;

(ii) the organisation, direction and management of the University and leadership of the staff;

(iii) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts;

(iv) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;

(v) preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates; approved by the Board of Governors; and

(vi) the maintenance of student discipline and, within the rules and procedures provided for by the University, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

(xiv) The Academic Board

(a) There shall be an Academic Board of no more than forty members, comprising the Vice Chancellor and President (who shall be Chair) and such other members of staff and students as may from time to time be approved by the Board of Governors.

(b) The Vice Chancellor and President may nominate a Deputy Chair from among the members of the Academic Board to take the chair in their place.

(c) The period of appointment of members and the selection or election of members shall be subject to the approval of the Board of Governors.

(d) The Academic Board shall consist of the following:

(i) the Vice Chancellor and President;

(ii) the Provost;

(iii) up to three Pro Vice Chancellors;

(iv) not fewer than twenty but not more than twenty-four holders of Dean of School or Head of other teaching or non-teaching Departments, or their equivalent;

(v) a teaching staff member elected by and from each School, or their equivalent, as may be identified within the University's establishment;

(vi) two non-teaching staff members by and from the non-teaching staff;

(vii) two members elected by and from all staff, representing the University as a whole;

- (viii) three students nominated by the student body; and
 - (vii) up to four co-opted members, if the membership drawn from the foregoing provisions permits.
- (b) the proceedings of the Academic Board are covered by the Academic Board's procedures which are adopted by it from time to time.

(xvii) Duties and Responsibilities of the Academic Board*

- (a) The Academic Board shall be responsible for the following:
- (i) general issues relating to the research, scholarship, teaching and courses at the University including criteria for the admission of students;
 - (ii) the appointment and removal of internal and external examiners, policies and procedures for assessment and examination of the academic performance of students;
 - (iii) the content of the curriculum, academic standards and the validation and review of courses;
 - (iv) the procedures for the award of qualifications and honorary academic titles including the powers to revoke such awards;
 - (v) the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies;
 - (vi) considering the development of the academic activities of the University and the resources needed to support them and for advising the Principal and the Board of Governors thereon;
 - (vii) advising on such other matters as the Board of Governors or the Vice Chancellor and President may refer to the Academic Board; and
 - (viii) establishing such committees as it considers necessary for purposes enabling it to carry out its responsibilities provided that each establishment is first approved by the Vice Chancellor and President and the Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

***To be further considered in light of OfS conditions of registration**

(xviii) Students

- (a) 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.
- (b) 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.

(c) In exercise of its responsibilities, the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the exclusion of a student for an unsatisfactory standard of work or other academic reason.

(d) The Board of Governors shall satisfy itself that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be appropriate, but it shall only consider such matters when of collective interest to the student body. Further, it shall ensure that both individual and collective concerns are properly considered within the University by the provision of procedures to achieve that end.

(xix) Code of Conduct and Governors' Handbook

- (a) The Secretary shall maintain a Code of Conduct and Governors' Handbook which shall be provided to all new Members upon induction and to any continuing Member upon request.
- (b) Members must adhere to the Code of Conduct and Governors' Handbook at all times.

B. Subsidiary companies

- (i) In order to determine whether to approve the incorporation of a new subsidiary, the Board of Governors has delegated authority to the Finance & Resources Committee to consider the proposal in detail and make a recommendation to the Board of Governors.
- (ii) The Finance and Resources Committee will require the following information:-
 - (a) the nature of business to be conducted by the subsidiary;
 - (b) the reason why a new subsidiary is needed;
 - (c) confirmation that the business cannot be conducted by the University or one of its existing subsidiaries;
 - (d) where reasonable, a proposed 3-year business plan for the proposed subsidiary;
 - (e) a draft set of Articles for the proposed subsidiary;
 - (f) confirmation of the proposed shareholders;
 - (g) a summary of the governance arrangements for the proposed subsidiary to include the makeup of the Board of Directors, any delegated executive authority, reporting lines to the University and arrangements for meetings; and
 - (h) advice from the University's finance team and/or external auditors as to the accounting arrangements for the proposed new subsidiary.
- (iii) Under no circumstances shall any Member, officer or employee of the University seek to incorporate a subsidiary of the University, or seek to acquire shares in a company on behalf of the University without complying with this bye-law.

C. Confidentiality protocol

- (i) The default position is that business should be conducted with openness and transparency. Minutes and supporting papers should be made available to staff and students unless individual named staff or students are discussed within those minutes and papers.

- (ii) In addition, the Board of Governors may deem other matters to be confidential where matters of commercial sensitivity are involved and where a paper treats work in progress on a sensitive matter, such as formal negotiations with staff or students. Such a paper would be expected to be published at a later stage. If the discussion takes place at a Board Committee (for example non-delegable decisions of the Board of Governors) a confidential appendix to the minutes is created.
- (iii) Business is reserved to certain categories of Member, principally where conflicts of interest may occur. Members should refrain from discussion or withdraw where their interests are being discussed, whether these are confidential matters or not.
- (iv) Otherwise, all Members are equal, the chairs having a casting vote where a vote is tied.

D. Bye-laws

(i) Interpretation of bye-laws

- (a) Any question concerning the interpretation of these Bye-laws (except in relation to any Chair's actions) shall be decided by the Chair of the Board of Governors (having sought the advice of the Secretary where necessary or appropriate) and their decision shall be final and binding (except in the case of manifest error).

(ii) Review and amendment of bye-laws

- (a) These Bye-laws shall be reviewed by the Board of Governors not less than on every other anniversary of their adoption. Any proposed amendment to these Bye-laws shall be submitted in writing to the Secretary for consideration by the Board of Governors not less than seven days prior to the date of the meeting at which it is to be considered, and shall require the endorsement of a Special Resolution of the Board of Governors.
- (b) Without limitation to paragraph (ii)(a), the Secretary shall ensure that:-
 - (1) the terms of reference for, and composition and membership of, each Body are reviewed regularly (and not less than once every Academic Year) by the Body concerned;
 - (2) without limitation to paragraph (ii)(b)(1), the terms of reference for, and composition and membership of, each Body are reviewed regularly (and not less than on every other anniversary of their adoption) by the Governance & Search Committee in relation to the Board of Governors and any Board Committee;
 - (3) the outcome of each review is reported to the Board of Governors as appropriate; and
 - (4) any proposed amendments are presented for consideration by the Board of Governors (taking account of the recommendation of the Governance & Search Committee).
- (c) Subject to the Chair of the Board of Governors' approval, the Secretary may authorise minor amendments to these Bye-laws (and the other documents referred to in them) to reflect administrative changes which have no material impact on the substance of these Bye-laws.

(iii) Suspension of bye-laws

(a) Any paragraph of these Bye-laws may be suspended with respect to any individual item of business or more generally for such period as may be specified by a Special Resolution of the Board. A motion to suspend any Bye-laws takes precedence over all other motions.

(iv) Copies of bye-laws

(a) These bye-laws shall be given to every Member and shall be available for inspection upon request to every member of staff and every student.

E. Definitions and interpretation

(i) Definitions

In these Bye-laws, words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government dated 1 August 2022. In addition the following terms shall have the following meanings:-

Academic Staff		means all Professors (excluding emeritus and honorary professors) or those of professorial rank (or equivalent), associate professors and lecturers (Grades xx) within the colleges;
Academic Year		means the period of twelve months commencing on 1 August and ending on the next following 31 July;
Board Committee		means a committee of Governors and other Members appointed by the Board of Governors to undertake specific functions and responsibilities on its behalf in accordance with the terms of reference relating to such Board Committee;
Body		means the Board of Governors and/or a Board Committee; and "Bodies" shall mean all or any of them as the context may require;
Chair		means the person appointed to Chair the Board of Governors or any Board Committee as the context may require;
Co-opted Member	Committee	means a person who is not a Governor but is appointed to a Board Committee in accordance with any terms of reference applicable to the relevant Board Committee;
Deputy Chair		means the person appointed as deputy to the Chair from time to time;
Finance & Resources Committee		means the Board Committee responsible for considering matters of business relating to the use of University finances and resources from time to time or, should such a Board Committee cease to exist at any time in the future, the Board;

Governance & Search Committee	means the Board Committee responsible for the membership and conduct of Members from time to time or, should such a Board Committee cease to exist at any time in the future, the Board of Governors;
Governors	means a member of the Board of Governors from time to time;
Member	means a member of the Board of Governors or any Board Committee from time to time, whether a Governor, a Co-opted Committee Member or another duly appointed member;
Professor	means any person with the title of professor (excluding emeritus and honorary professors);
Special Resolution	means a resolution passed by not less than 75% of the Members present and voting;

(ii) Interpretation

(a) In these bye-laws and unless the context otherwise requires, reference to:-

- (1) communications or documents in **“writing”** (or any derivation thereof) includes such communications or documents sent by e-mail or other electronic means;
- (2) **“Part”** means a part of these Bye-laws; **“paragraph”** means a paragraph of the Part of these Bye-laws in which such reference appears (unless otherwise specified); **“sub-paragraph”** means a sub-paragraph of the paragraph in which such reference appears (unless otherwise specified); and **“Parts”, “paragraphs”** and **“sub-paragraphs”** shall be construed accordingly; and
- (c) any statute or statutory provision shall be deemed to include any subordinate legislation for the time being in force under it and any statute or statutory provision which amends, extends, consolidates or replaces the same from time to time, whether before or after the date of adoption of these Bye-laws.

(b) Unless otherwise defined in paragraph A(i) and subject to paragraph A(ii)(a) above, terms defined in paragraph 1 of the Instrument shall have the same meanings when used in these bye-laws.

F. Standing Orders

BOARD OF GOVERNORS

STANDING ORDERS

1. INTRODUCTION

- 1.1 The membership and responsibilities of the Board of Governors are derived from, and determined in accordance with, the Instrument and Articles. This is further clarified through the Statement of Primary Responsibilities (as set out in paragraph 3.1 below) and the Delegated Powers agreed by the Board of Governors. These Standing Orders regulate the conduct of meetings of the Board of Governors and its sub-committees.
- 1.2 The Chair of a meeting, advised by the Secretary, is responsible for ruling on any question of interpretation of the Standing Orders. His or her ruling is final.

2. DEFINITIONS AND ADOPTION

- 2.1 These Standing Orders have been adopted by the Board of Governors at their meeting on 7 July 2022.
- 2.2 Reference to written communications or acceptances also means electronic means such as email. Meetings may be conducted though telephone or video conferencing or attendance in person (at least one meeting per year must be conducted in person, unless exceptional circumstances prevent this).
- 2.3 Reference to the Secretary means the Secretary or the Secretary's delegated representative.

3. BOARD DUTIES AND RESPONSIBILITIES

- 3.1 The Board of Governors is responsible for those matters laid down in Article 4.1 of the Articles and in doing so the Board of Governors shall have the following primary responsibilities (in accordance with the Articles, its Statement of Primary Responsibilities and CUC guidelines):
 1. To set, and agree, the mission, strategic vision and values of the institution, with the University Executive Board.
 2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff and current and future students.
 3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key

performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

4. (where the Board of Governors choose to delegate authority to the Vice Chancellor and President for the academic, corporate, financial, estate and human resource management of the institution) to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.

5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.

6. To establish processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.

7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

8. To safeguard the good name and values of the institution.

9. To appoint the Vice Chancellor and President as the head of the institution and chief executive officer, and to put in place suitable arrangements for monitoring his/her performance.

10. To appoint a Secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

11. To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.

12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution's assets, property and estate.

13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for Health, Safety and Security as Equality, Diversity and Inclusion.

14. To receive assurance that adequate provision has been made for the general welfare of students.

15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

16. To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.

17. To promote a culture which supports inclusivity and diversity across the institution.

18. To maintain and protect the principles of academic freedom and freedom of speech legislation.

19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

20. To observe the duties set out in the OfS Regulatory Framework and to ensure the University's continued compliance with the initial and ongoing conditions of registration.

- 3.2 Decisions taken by Governors must be for the benefit of the University and not serve any improper purpose or personal motive. The "benefit of the University" can be taken to mean, first and foremost, the pursuit of the University's charitable objects, the interests of its students, its staff and other users of the University's services, and the safeguarding of public and charitable funds. Consideration should be given to the long-term consequences of decisions and the impact on: education and research; the student experience and outcomes; the interests of employees; relationships with suppliers and other stakeholders; the community and environment; the financial sustainability of the University; and the University's reputation and standing.
- 3.3 Governors must take appropriate measures to ensure the University uses resources efficiently, economically, effectively and equitably, avoiding waste and extravagance. Governors have a duty both to ensure the safeguarding of public funds and to ensure the stewardship and the proper custody of the assets of the charity, including those which have been publicly funded.
- 3.4 The Board of Governors is responsible for the proper use of income derived from public and private sources in order to meet the requirements of the relevant funding body and public audit.
- 3.5 The Board of Governors operates by Governors taking majority decisions at quorate meetings. Therefore, a decision, even when it is not unanimous, is a decision taken collectively and each individual has a duty to stand by it, whether or not they were present at the meeting when the decision was taken. No Governor can act on their own without the proper authority from the Board of Governors and all carry equal responsibility for decisions made.
- 3.6 If a Governor disagrees with a decision taken by the Board of Governors or a committee, their first duty is to discuss the matter and ensure that this is recorded accurately in the minutes of the meeting. If the individual still disagrees strongly, they should consult the Chair and, if necessary, then raise the matter again with the Board of Governors when it next meets, if appropriate. Alternatively, the Governor may decide to offer their resignation from office, after consulting the Chair.

4. MEETINGS

Ordinary Meetings

- 4.1 The Board of Governors shall from time to time decide on the frequency of its ordinary meetings but shall timetable meetings at least once per term and not less than four times in each academic year (1 August to 31 July). This also applies to the Audit and Risk Committee.

- 4.2 Frequency of meetings for other committees should be determined by the Secretary and Committee Chairs.
- 4.3 An annual schedule of meetings for the coming academic year will be drawn up by the Secretary for approval at the Spring Board meeting.

Notice

- 4.4 At least twelve days' notice shall be given for each ordinary meeting.

Business, Agenda and Papers

- 4.5 A Schedule of Business for the Board of Governors or committee will be prepared by the Secretary and the Chair. It will be submitted for approval at the Board of Governors or committee's first meeting of the academic year and will form the basis for development of agendas throughout the year. The Schedule of Business will take into account any deadlines for regulatory business and may be subject to change.
- 4.6 Agendas are compiled by the Secretary and approved by the Chair of the Board of Governors or committee.
- 4.7 The agenda will detail the business to be transacted, the appointment of an acting Chair if required and such other urgent business as is agreed in accordance with point 20 below.
- 4.8 Where an urgent matter is either notified to the Secretary and the Chair consents or the Board of Governors resolves to admit the urgent business, and that matter is not reserved business, that matter may be dealt with at the meeting.
- 4.9 The agenda for any ordinary meeting shall include such business as in the opinion of the Chair, the Vice Chancellor and President or the Secretary requires the attention of the Board of Governors.
- 4.10 Any member of the Board of Governors or committee may propose items for the agenda to the Secretary, giving at least ten working days' notice from the date of the meeting in question.
- 4.11 Any matter included on the agenda must be relevant to the conduct of the affairs of the University.
- 4.12 The agenda shall normally be circulated at least seven days before the meeting, unless otherwise agreed by the Chair.
- 4.13 The business of the meeting will be split between non-confidential and confidential items. Within each section and where appropriate, the first items of business will be

to appoint an acting Chair if required, to receive apologies and approve the Minutes of the previous meeting, to deal with matters arising and other urgent business. The Board of Governors may vary the order of business by resolution.

- 4.14 Most agenda items will be supported by a brief written report, which conforms to a specified format. Papers will normally be circulated with the agenda and tabled papers will only be allowed in exceptional circumstances.
- 4.15 The Chair may agree that an item be starred '*'. Starred items will be taken as read and will pass without any discussion unless a governor(s) notifies the Secretary no less than two working days in advance of the meeting that they wish to discuss one or more of the items.
- 4.16 Agenda items will be allocated an appropriate amount of discussion time, which the Chair will ensure is not normally exceeded.

Extraordinary Meetings

- 4.17 An extraordinary meeting shall be called on the requisition of the Chair or such group of Governors as would constitute a quorum at a meeting of the Board of Governors by instruction to the Secretary. The Secretary shall convene the extraordinary meeting within twenty days of the receipt of such a requisition.

Notice

- 4.18 At least two days' notice shall be given for each extraordinary meeting. The notice will be issued by the Secretary.

Business and papers

- 4.19 Only business included in the notice of the meeting shall be transacted.
- 4.20 Papers to be considered will be circulated by the Secretary, normally with the notice.

Remote and Virtual Meetings

- 4.21 Meetings may be held remotely by electronic or virtual means whereby all participants may simultaneously communicate with each other.
- 4.22 The Board of Governors can also make decisions through written resolutions signed by a simple majority of the Board of Governors entitled to receive notice of and vote at a meeting of the Board of Governors.
- 4.23 All other Standing Orders relating to the conduct of meetings shall apply to remote or virtual meetings.

5. RESERVED BUSINESS

5.1 None of the following items of business shall be considered by an extraordinary meeting for which only two days' notice has been given or as urgent business at an ordinary meeting:

- i) The dissolution of the Corporation;
- ii) The determination of the educational character and mission of the University;
- iii) The approval of the annual estimates of income and expenditure;
- iv) The entering into any contract for acquiring or disposing of any assets of the Corporation;
- v) The appointment or dismissal of the Vice Chancellor and President;
- vi) The varying or revoking of the Articles;
- vii) The appointment or removal from office of a member.

6. CONFIDENTIAL ITEMS

6.1 Some items may be included on the agenda to be dealt with on a confidential basis if the Secretary, Chair or Vice Chancellor and President considers that the nature of the business justifies this. Normally only business dealing with identified or identifiable individuals (other than routine business) or matter associated with purchases, leases or contracts shall be dealt with in this way. That part of the agenda dealing with these items and any papers relating to these items shall not be made available to other staff or students of the University and the papers and/or relevant minutes remain confidential after the matter has been dealt with, unless the Board of Governors determines otherwise.

6.2 Confidential and reserved documents will be clearly marked as such and identified on the agenda.

7. DISPATCH OF PAPERS

7.1 The email address to which any notice, agenda or papers are to be dispatched for each member shall be that nominated by each member. The accidental omission to give notice of a meeting to, or to dispatch the agenda or papers to, or the non-receipt of such communications by a person entitled to receive them shall not invalidate any resolution passed or processing held at any meeting.

8. CONDUCT OF MEETINGS

8.1 The quorum for the meetings of the Board of Governors is set out in the Articles. The quorum for the meetings of Board Committees or meetings of the Academic Board or its committees shall not be less than fifty per cent of the membership..

8.2 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.

- 8.3 Meetings will start promptly and shall not normally exceed three hours. Rest breaks may be incorporated at the Chair's discretion.
- 8.4 Board of Governors members are obliged to have read all papers in detail before the meeting. Meetings will operate on the basis that all members are familiar with the content of each item and the boardroom will generally be a forum for constructive challenge and debate.
- 8.5 If any member has a pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting of the Board of Governors or any of its committees at which the contract or other matter is the subject of consideration, the member shall be at the meeting, and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. A Register of Personal Interest of Members will be maintained by the Secretary. Except that this paragraph shall not prevent the Board of Governors considering and voting upon proposals for the University to insure the Members against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.
- 8.6 The Chair is responsible for the orderly conduct of the meeting. Items will usually be considered as follows:
- The Chair will invite the speaker to give an introductory summary of the key issues. This may be extended at the Chair's discretion where the speaker has new information to provide.
 - The Chair will open the item to Governors for questions and comments.
 - Discussion time will not normally exceed that allocated on the agenda.
 - The Chair will provide a summary of the discussion, including any decisions made or actions agreed.
- 8.7 When speaking, members, and those in attendance, should address the Chair, who is entitled to the co-operation of members in ensuring the fair, effective and expeditious transaction of business and the observance of the courtesies of debate.
- 8.8 The Secretary to the Board of Governors will present a report on all committee meetings which have taken place since the previous Board of Governors meeting. Minutes from committee meetings are available on request.
- 8.9 A majority of the independent members present at a meeting may require all or any of the Staff Members and Student Members to withdraw from a meeting at any time during the consideration of any matter concerning a named or identifiable member of

staff, prospective member of staff, student or prospective student or when any such matter is being voted upon.

8.10 Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons

8.11 Governors should adhere to the Code of Conduct and Statement of Responsibilities.

9. DECISION MAKING

9.1 It is the practice of the Board of Governors and its committees to reach decisions by consensus. Votes are rarely taken.

9.2 Where a vote is deemed necessary by the Chair, a decision will be taken by simple majority with the Chair holding a second, casting vote to be used where there is an equal division of votes. There shall be no proxy voting.

9.3 The numbers voting for and against and any abstentions will be recorded in the minutes.

9.4 Any matter may by resolution of the Board of Governors be determined by a secret ballot. The removal of the Chair or Deputy Chair from office, or the removal of a member from office, shall be determined by a secret ballot.

9.5 Whilst committees, panels and working groups exercise their responsibilities in line with their terms of reference, it is the Board of Governors' prerogative to re-open or re-evaluate any decision as it sees fit.

9.6 The Board of Governors and its committees will operate annual self-evaluation and a formal evaluation will be undertaken.

10. ADJOURNMENT OF MEETINGS

10.1 Any meeting of the Board of Governors may, by resolution of the Board of Governors, be adjourned to such day, time and place as may be determined. If there is no quorum 20 minutes after the time appointed for any meeting to commence or the meeting becomes inquorate it shall be adjourned to such a day, time and place as may be determined by the Chair. No business shall be transacted at an adjourned meeting other than the business which was due to have been transacted at the original meeting.

11. VARIATION OF RESOLUTIONS

11.1 Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary it has been given with a notice of the meeting or included in the agenda.

12. ATTENDANCE AT BOARD MEETINGS

12.1 Members of the University Executive Board shall normally attend all meetings of the Board of Governors together with such other University staff as the Vice Chancellor and President may require. Individual staff or students of the University, not being members of the Board of Governors, may be permitted to attend as observers to meetings for non-confidential items, at the discretion of the Chair. Requests to observe meetings must be made in writing, or by email, to the Secretary at least three working days before the meeting and the Chair has the discretion to limit numbers in attendance should there be difficulties with room capacity and/or health and safety issues. The Secretary shall only be required to withdraw if he or she has any personal interest in the matter and in those circumstances the Chair shall be responsible for ensuring that a minute of that discussion is accurately produced.

13. CANCELLATION OF MEETINGS

13.1 Any ordinary meeting may be cancelled by the Chair if in his/her opinion there is insufficient business to warrant a meeting taking place. However, a meeting will not be cancelled if the effect would be to reduce the number of ordinary meetings held during the year to less than three.

14. TRANSACTING BUSINESS BETWEEN MEETINGS

14.1 From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board of Governors and Chairs of committees are empowered to take Chair's action on business arising between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Board of Governors or committee may resolve to delegate it to the Chair for action. Where such a matter is not foreseen, the relevant Chair may take action on the request of the Secretary (or their nominated deputy). The exception to this is any decision connected with reserved business on matters which the Board of Governors cannot delegate under the terms of the Article 5.2.

14.2 Chair's action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair's action is appropriate, the Chair will consider calling an Extraordinary Meeting of the Board of Governors or committee and, where the timescale prevents this, will consider other means of consulting with members wherever possible.

14.3 Any Chair's action taken will be reported to the next ordinary meeting of the Board of Governors or committee.

15. MINUTES OF MEETINGS

15.1 The draft minutes shall be prepared by the Secretary for approval by the Chair.

15.2 These will be circulated to members promptly once they have been approved by the Chair as 'Unconfirmed Minutes'.

15.3 The unconfirmed minutes shall be submitted to the next ordinary meeting and, once any motion to amend the unconfirmed minutes has been determined, the Chair will confirm the minutes, amended as required, as the only and definitive record of the meeting and the decisions taken.

15.4 The Secretary is responsible for maintaining an archive of all documentation in relation to meetings and for the publication of 'Confirmed' minutes once they have been approved at the next ordinary meeting.

15.5 The agenda and confirmed minutes of any meeting shall be made available for inspection to any member of staff or student at the University on application. However, any agenda, minutes or material which the Secretary, Chair or Vice Chancellor and President has determined should be dealt with on a confidential basis shall not be made available before the meeting of the Board of Governors and shall remain confidential after the meeting, unless the Board of Governors determines otherwise.

15.6 The University published the meeting dates of the Board of Governors and its committees and the agendas and minutes of the Board of Governors on its website. Papers relating to meetings of the Board of Governors, its committees and groups are normally available for public inspection, if requested, once they have been approved. There are occasions, however, when the record of discussions and decisions are not made available for public inspection; for example, when the Board of Governors is considering sensitive or commercial issues, or matters relating to named individuals, and for other good reasons. Such excluded items are kept confidential.

16. ACTION GRIDS

16.1 The action grids following each meeting shall be prepared by the Secretary. Once approved they will be circulated to members along with the minutes.

17. CHAIR AND DEPUTY CHAIR

17.1 .The Chair and the Deputy Chair shall be appointed in accordance with the Bylaws.

17.2 If the Chair is absent from any meeting the Deputy Chair will take the Chair. In the absence of both the Chair and the Deputy-Chair, the Independent Members present shall, before any business is transacted, choose one of their number to preside at that meeting.

18. SUSPENSION OF STANDING ORDERS

18.1 In cases of urgency, any one or more of these standing orders may, on resolution of the Board of Governors or committee, be suspended. The suspension of standing orders applies only to the meeting at which it is passed.

19. VARIATION AND REVOCATION OF STANDING ORDERS

19.1 These standing orders may only be varied or revoked by the Board of Governors at a properly constituted meeting.

20. REVIEW OF STANDING ORDERS

20.1 These standing orders will be reviewed annually.

PART G: Appointment of the Chair and Deputy Chair of the Board of Governors and the Senior Independent Governor

1. Introduction

1.1 This procedure shall be followed for the appointment of the Chair, the Deputy Chair and the Senior Independent Governor of the Board of Governors.

1.2 The appointment of the Chair, the Deputy Chair and the Senior Independent Governor must be confirmed by the Board of Governors and any variation to this procedure, or the related Bye Laws, must be confirmed by the Board of Governors.

2. The Governance and Search Committee

2.1 The Governance and Search Committee shall be responsible for advising the Board of Governors on the appointment of the Chair of the Board of Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor of the Board of Governors.

2.2 The Governance and Search Committee must, when advising the Board of Governors on the appointment of the Chair of the Board of Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor of the Board of Governors, consist entirely of members who have expressed no interest in being appointed to the position on which it is advising. Those members of Governance and Search Committee who have expressed an interest in standing for the position of Chair, Deputy Chair or Senior Independent Governor shall be required to withdraw from the part of the meeting dealing with the appointment.

2.3 There must be no fewer than six Board Members appointed to the Governance and Search Committee to deal with the appointment of the Chair, the Deputy Chair and the Senior Independent Governor. The Governance and Search Committee may seek to appoint replacement or additional members from the Board of Governors in the event of members having to stand down or there being insufficient Board Members on the Governance and Search Committee.

2.4 The Governance and Search Committee may seek the advice of members of staff, other Board Members and the UEL Students' Union as appropriate.

2.5 The Chair of the Board of Governors will not be eligible for membership of the Governance and Search Committee dealing with the appointment of his/her successor although, in accordance with section 2.4, they may be asked to provide advice.

2.6 The Deputy Chair of the Board of Governors will not be eligible for membership of the Governance and Search Committee dealing with the appointment of his/her successor.

2.7 The Senior Independent Governor of the Board of Governors will not be eligible for membership of the Governance and Search Committee dealing with the appointment of his/her successor.

3. Powers, Duties and Functions of the Governance and Search Committee

3.1 Board of Governors will agree the duties, key functions and skills of the Chair of the Board of

Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor of the Board of Governors, as advised by the Governance and Search Committee.

3.2 The Governance and Search Committee shall agree the process of appointment with Board of Governors. After agreement has been reached it shall then have freedom to determine the most appropriate way to conduct its business including the recruitment strategy for the appointment of the Chair of the Board of Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor of the Board of Governors.

3.3 All shortlisting, interviews and other forms of selection for the positions of Chair of the Board of Governors, the Deputy Chair of the Board of Governors and the Senior Independent Governor of the Board of Governors will be conducted by the Governance and Search Committee.

3.4 The Governance and Search Committee will make a recommendation to Board on the appointment of the Chair of the Board of Governors and the Deputy Chair of the Board of Governors.

4. Chair of the Board of Governors

4.1 The Chair of the Board of Governors shall be appointed by the Board of Governors.

4.2 The Chair shall normally hold office for a period of up to three years and shall be eligible for re-appointment on one further occasion. This being subject always to a maximum period of membership of Board of Governors of nine years, with six years as Chair.

4.3 The re-appointment of the Chair of the Board of Governors will require the Governance and Search Committee to be convened and a process of appointment agreed by Board of Governors in accordance with this Bye Law.

4.4 The post of Chair shall be subject to the terms of any Bye Law Ordinance of the Board of Governors as may exist from time to time.

4.5 The Chair may be recruited from existing independent Board Members or may be appointed following external advertisement and selection as determined at the time by the Board of Governors.

4.6 If the Chair is to be recruited through an external process, the Secretary will place details on publicly accessible listings and process any other advertisements determined by the Governance and Search Committee. The Governance and Search Committee may choose to engage a search consultant to assist with the appointment. Existing Board Members will be eligible to apply through the external process.

4.7 Shortlisting and interviews will be undertaken by the Governance and Search Committee. The Secretary will arrange for successful and unsuccessful candidates to be informed of the outcome as soon as possible following each stage of the process.

4.8 The Governance and Search Committee will make a recommendation to the Board of Governors on the appointment of the Chair of the Board of Governors. Offers will be subject to the receipt of satisfactory references.

5. Deputy Chair of the Board of Governors

- 5.1 The Deputy Chair will be appointed by the Board of Governors from amongst its Independent Members following a recommendation from the Governance and Search Committee.
- 5.2 The Deputy Chair shall normally hold office for no more than three years and shall be eligible for re-appointment on one further occasion.
- 5.3 The re-appointment of the Deputy Chair of the Board of Governors will require the Governance and Search Committee to be convened and a process of appointment agreed by Board of Governors in accordance with this Bye Law.
- 5.4 The post of Deputy Chair shall be subject to the terms of any Bye Law of the Board of Governors as may exist from time to time.
- 5.5 Existing independent Board Members will be expected to apply formally in writing to the Governance and Search Committee via the process agreed by Board of Governors.
- 5.6 Shortlisting and interviews will be undertaken by the Governance and Search Committee. The Secretary will arrange for successful and unsuccessful candidates to be informed of the outcome as soon as possible following each stage of the process.
- 5.7 The Governance and Search Committee will make a recommendation to the Board of Governors on the appointment of the Deputy Chair of the Board of Governors.

6. Senior Independent Governor of the Board of Governors

- 6.1 The Senior Independent Governor will be appointed by the Board of Governors from amongst its Independent Members following a recommendation from the Governance and Search Committee.
- 6.2 The Senior Independent Governor shall normally hold office for no more than three years and shall be eligible for re-appointment on one further occasion.
- 6.3 The re-appointment of the Senior Independent Governor of the Board of Governors will require the Governance and Search Committee to be convened and a process of appointment agreed by Board of Governors in accordance with this Bye Law.
- 6.4 The post of Senior Independent Governor shall be subject to the terms of any Bye Law of the Board of Governors as may exist from time to time.
- 6.5 Existing independent Board Members will be expected to apply formally in writing to the Governance and Search Committee via the process agreed by Board of Governors.
- 6.6 Shortlisting and interviews will be undertaken by the Governance and Search Committee. The Secretary will arrange for successful and unsuccessful candidates to be informed of the outcome as soon as possible following each stage of the process.
- 6.7 The Governance and Search Committee will make a recommendation to the Board of Governors on the appointment of the Senior Independent Governor of the Board of Governors.

PART H: Appointment of the Chancellor

Appointment of the Chancellor

1. Introduction

- 1.1 This procedure shall be followed for the appointment of the Chancellor of the University.
- 1.2 The appointment of the Chancellor of the University must be confirmed by the Board of Governors and any variation to this procedure, or the related Bye Laws, must be confirmed by the Board of Governors.

2. Process of Appointment

- 2.1 Board of Governors shall require the Governance and Search Committee to oversee the process for selecting a successor to the Chancellor and to recommend to the Board of Governors candidates for appointment. Governance and Search Committee shall also, if appropriate, recommend to Board of Governors the appointment of a person to serve as Acting Chancellor.
- 2.2 The Governance and Search Committee may appoint advisers as appropriate to assist with the appointment of the Chancellor.
- 2.3 The Governance and Search Committee shall have freedom to determine the most appropriate way to conduct its business, but issues relating to terms and conditions of the Chancellor are reserved for Board of Governors. The Governance and Search Committee will normally seek nominations from the University community on the appointment of the Chancellor, although it should not be bound to accept any of these nominations.
- 2.4 The Chancellor shall normally be appointed for a period of up to five years or until resignation or removal and unless so removed shall be eligible for re-appointment on one further occasion for a period of up to five years (as determined by the Board of Governors).
- 2.5 If the office of Chancellor becomes vacant by death or resignation or from any other cause before the expiration of the period of office, The Board of Governors may appoint a successor who shall hold office for the unexpired period of office of such former Chancellor.
- 2.6 The Chancellor may resign from office by writing addressed to the Board of Governors by a period of notice of at least six months (or such other period approved by Board of Governors and on his or her death, bankruptcy or mental or physical incapacity for a period of at least three months rendering him or her incapable of carrying out his or her responsibilities shall automatically cease to hold office. The Chancellor may be removed for good cause by the Board of Governors. He or she shall not be so removed by the Board of Governors unless he or she shall have been given a reasonable opportunity to have been heard in person by the Board of Governors.
- "Good cause" in this Bye-law means -
- a. Conviction for an offence which may be deemed by the Board of Governors to be such as to render the person convicted unfit for the execution of the duties of office; or
 - b. Conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of office; or
 - c. Conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise.

Version control					
Equality analyses completed	Responsible officer	Last review	Next review	Approved by	Date of approval
	University Secretary	N/A	November 2019	Board of Governors	27 November 2018
	University Secretary	27 November 2018	May 2022	Board of Governors	25 May 2021
	University Secretary	25 May 2021	May 2023	Board of Governors	24 May 2022