



ORDINANCES

1. PREAMBLE

- 1.1 These Ordinances take effect from 9 August 2024.
- 1.2 The purpose of the Ordinances is to codify the procedures by which the powers articulated in the University's Charter and Statutes, and expanded upon in the University's Scheme of Delegation, are exercised.
- 1.3 Particular emphasis is placed on the following protocols: the procedures for appointing and removing various Officers of the University; the constitution of various committees and bodies of the University as well as the procedures for appointing and electing members to, and removing members from, same; the procedures applicable to the conduct of Matriculation to the University as well as those applicable to the conferral and removal of awards and honoraria; the procedures applicable to the issuing of Deeds and use of the University Seal; the constitution and functioning of the University's Scheme of Delegation and associated committee Terms of Reference; the principles underpinning the University's governance framework and the procedures applicable to the conduct of meetings; and, finally, the procedures applicable to the interpretation of the University's Ordinances.

2. DEFINITIONS

- 2.1 *University*: the University of Buckingham;
- 2.2 *Charter*: the Royal Charter of the University, first granted on February 11th 1983 and as amended 2017, 2019 and 2021.
- 2.3 *Statutes*: the Schedule to the Royal Charter of the University, first approved on February 11th 1983 and as amended in 2017, 2019 and 2021.
- 2.4 *Convocation*: means the Convocation of the University, that is: the complement of Members of the University.
- 2.5 *The Council*: the Council of the University, that is: the governing body of the University.
- 2.6 *The Senate*: the Senate of the University, that is: the governing academic authority of the University.
- 2.7 *Ordinances*: the procedures by which the powers articulated in the Charter and Statutes, and expanded upon in the Scheme of Delegation, are exercised.
- 2.8 *Scheme of Delegation*: the limits (both decision-making and financial) within which the powers articulated in the University's Charter and Statutes by committees, bodies and/or individuals will be exercised.
- 2.9 *Committees*: formally constituted groups tasked with exercise final and delegated powers and potential advisory responsibilities on behalf of the Council, the Senate or the Vice-Chancellor.
- 2.10 *Bodies*: independent or quasi-independent organisations (either incorporated or unincorporated) that are affiliated with the University and exercise some potential advisory responsibilities to the Council, the Senate or the Vice-Chancellor on behalf of their stakeholders.

- 2.11 *Officers*: all those described as such in the University's Charter and Statutes, as well as those appointed by the Council from time to time.
- 2.12 *Members*: all those described as such in the University's Charter and Statutes as well as those the Council, in consultation with the Senate, shall declare such from time to time.

3. OFFICERS OF THE UNIVERSITY

General

- 3.1 Officers of the University are appointed by the Council for the terms of office as laid out below.

The Chancellor

- 3.2 The Chancellor is the titular head of the University and presides over meetings of its Convocation.

Procedure for the appointment of the Chancellor

- 3.3 On notice of a vacancy in the Chancellorship, the Council shall require the Nominations and Governance Committee to form an appointment panel consisting of the Vice-Chancellor and members from both the Council and the Senate, ensuring that there is an independent member majority and staff and student member representation.
- 3.4 A nominations process will usually be conducted to enable the University community (staff, students, alumni and members) to put forward the names of individuals whom they feel would be suitable for the role.
- 3.5 The appointment panel shall advise the Nominations and Governance Committee which shall then make a recommendation to the Council to nominate an appointment to the vacant position.
- 3.6 The Chancellor shall be appointed by the Convocation on the nomination of the Council. The Chancellor shall be installed at a meeting of members of the Convocation held for that purpose.
- 3.7 The Chancellor shall hold office for six years or until resignation, or until removal in accordance with Statute 16.9 and Ordinances 3.42 - 3.52 whichever is the earlier.
- 3.8 Unless so removed from office the Chancellor shall be eligible for re-appointment for one further term in accordance with the Ordinances.
- 3.9 The Chancellor may resign by writing to the Council.
- 3.10 The Chancellor is neither a member of University staff nor a trustee of the University and does not receive remuneration.

The Vice-Chancellor

- 3.11 The Vice-Chancellor of the University is the Chief Executive Officer, the principal academic and administrative Officer of the University, and the Chair of the Senate.

Procedure for the appointment of the Vice-Chancellor

- 3.12 On notice of a vacancy in the Vice-Chancellorship, the Council shall require the Nominations and Governance Committee to form an appointment panel consisting of members from both the Council and the Senate, ensuring that there is an independent member majority and staff and student member representation. An external advisor, usually a Vice-Chancellor of another institution, may be appointed to support the panel.
- 3.13 The appointment panel shall liaise with the Council and the Director of Human Resources to determine whether a recruitment campaign is needed and, if so, what form this should take.
- 3.14 The appointment panel shall advise the Nominations and Governance Committee which shall then nominate to Council for its approval an appointment to the vacant position.
- 3.15 The Vice-Chancellor shall hold office for such period and upon such terms and conditions as may from time-to-time be determined by the Council and having regard to the Vice-Chancellor's general responsibility to the University for maintaining and promoting the efficiency and good order of the University. The Vice-Chancellor shall by virtue of office be a member of the Convocation, the Council, the Senate, and committees of these bodies, as required.
- 3.16 The Vice-Chancellor may be removed by the Council in accordance with Statute 16.9 and Ordinances 3.42 – 3.52.
- 3.17 The Vice-Chancellor may resign by writing to the Council.

Deputy and/or Pro Vice-Chancellor(s)

- 3.18 There may be a Deputy and/or Pro Vice-Chancellor(s) of the University who will exercise and perform such functions and duties of the Vice-Chancellor as the Vice-Chancellor or, if the Vice-Chancellor should be incapacitated, the Council may delegate to them.
- 3.19 The number of Deputy and/or Pro Vice-Chancellor(s) of the University will be determined by the Council from time to time.

Procedure for the appointment of the Deputy and/or Pro Vice-Chancellor(s)

- 3.20 On notice of a vacancy of the Deputy and/or Pro Vice-Chancellor(s), the Council shall require the Nominations and Governance Committee to form an appointment panel consisting of the Vice-Chancellor and members from both the Council and the Senate, ensuring that there is an independent member majority.
- 3.21 The appointment panel shall liaise with the Director of Human Resources to determine whether a recruitment campaign is needed and, if so, what form this should take.
- 3.22 The appointment panel shall advise the Nominations and Governance Committee which shall then nominate to Council an appointment to the vacant position.
- 3.23 The Deputy and/or Pro Vice-Chancellor(s) shall be appointed by the Council.
- 3.24 The Deputy and/or Pro Vice-Chancellor(s) shall hold office for such period, with such title and upon such terms and conditions as may from time-to-time be determined by

the Council. They shall by virtue of office be members of the Convocation, the Council, the Senate, and committees appointed by any of those bodies, as required.

- 3.25 The Deputy and/or Pro Vice-Chancellor(s) can be removed from office by the Council as prescribed by Statute 16.9 and Ordinances 3.42 – 3.52.
- 3.26 The Deputy and/or Pro Vice-Chancellor(s) may resign by writing to the Council.

Chief Financial Officer

- 3.27 A Chief Financial Officer may be appointed by the Council and shall hold office for such period, with such title, and upon such terms and conditions as may from time-to-time be determined by the Council.

Procedure for the appointment of a Chief Financial Officer

- 3.28 On notice of a vacancy in the role of the Chief Financial Officer, the Council shall require the Nominations and Governance Committee to form an appointment panel consisting of the Vice-Chancellor and members from both the Council and the Senate, ensuring that there is an independent member majority.
- 3.29 Following said process, and after consultation with the Nominations and Governance Committee, a nomination will be made to Council for an appointment to be made to the position.
- 3.30 The Chief Financial Officer shall be responsible to, but not a member of, the Council through the Vice-Chancellor.
- 3.31 The Chief Financial Officer shall be removed by the Council in accordance with Statute 16.9 and Ordinances 3.42 – 3.52.
- 3.32 The Chief Financial Officer may resign by writing to the Council.

Secretary to the Council

- 3.33 A Secretary to the Council shall be appointed by the Council and shall hold office for such period, with such title, and upon such terms and conditions as may from time-to-time be determined by the Council.

Procedure for the appointment of the Secretary to the Council

- 3.34 On notice of a vacancy in the role of the Secretary to the Council, the Council shall require the Nominations and Governance Committee to determine a process for making an appointment to the vacant position.
- 3.35 Following said process, and after consultation with the Nominations and Governance Committee, a nomination will be made to Council for appointment to the position.
- 3.36 The Secretary to the Council shall be responsible to, but not a member of the Council. The Secretary shall report directly to the Chair of Council who shall be responsible for setting the Secretary's objectives.
- 3.37 The Secretary to the Council shall be removed by the Council in accordance with Statute 16.9 and Ordinances 3.42 – 3.52.
- 3.38 The Secretary to the Council may resign by writing to the Council.

Deans

3.39 The procedure for the appointment of Deans, and their functions, is at discretion of the Vice-Chancellor, in consultation with Senate.

Academic staffing matters

3.40 The Vice-Chancellor may establish the rules, procedures and criteria for the decisions relating to academic staffing matters, in consultation with the Senate.

Other Officers of the University

3.41 Informed by the Nominations and Governance Committee, the Council shall appoint such other Officers as deemed necessary with such title, duties, and upon such terms and conditions as the Council may determine from time to time, provided that no member of the academic staff shall be appointed to the Office except on the recommendation of the Senate.

Procedure for removal of Officers of the University

3.42 The Chair of the Council shall at any time request the Council to consider the dismissal and removal from office of an Officer of the University where:

- The Chair considers that there are grounds for such dismissal and removal from office under the *good cause* provisions of Statute 16.9 and Ordinance 3.43.
- The Chair has received a written request from any member of the Council seeking the dismissal and removal from office of an Officer of the University and the Chair considers that it raises sufficient grounds under the *good cause* provisions of Statute 16.9 and Ordinance 3.43 for the matter to be referred to the Council for decision.
- The Chair has received written request(s) seeking the dismissal and removal from office of an Officer of the University under the *good cause* provisions of Statute 16.9 and Ordinance 3.43 from eight or more members of the Council.

3.43 *Good cause* when used in reference to removal from office, membership, patronage or place means:

- Conviction of any offence which the Council considers to be such as to render the person concerned unfit for the execution of the duties of the office held;
- Conduct which the Council determines to be such as to bring the University into disrepute; and/or
- Conduct which the Council considers to be such as to render the person concerned unable to perform the duties of the office held or to comply with the conditions of tenure of that office and/or the 'fit and proper person' requirements of the Office for Students.

3.44 Where the Council shall be asked to consider the dismissal and removal from office of an Officer of the University, the Chair of the Council shall notify them of this not less than five working days in advance of the meeting.

3.45 Following consultation with the Council, the Chair of the Council may suspend them from their duties and may exclude them from the precincts of the University or any part thereof:

- where the Council is to be asked to consider their dismissal and removal from office; or
- at any other time where a simple majority of the Council considers that this is appropriate.

- 3.46 Before taking any decision on the proposed dismissal and removal from office of an Officer of the University, the Council shall require the Nominations and Governance Committee to investigate any matter or establish any facts and make a written report and recommendation to the Council. Should a member of the Nominations and Governance Committee be in conflict with the proceedings of the investigation then that member shall recuse themselves from the investigation. The Nominations and Governance Committee shall determine how any such investigation shall be progressed, save that they shall be afforded the opportunity to make written or oral representations, as the Nominations and Governance Committee consider appropriate, before reporting back to the Council.
- 3.47 The Nominations and Governance Committee shall present a written report and supporting evidence from the investigation at any meeting of the Council at which the dismissal and removal from office of an Officer of the University is to be considered under this procedure. The Officer of the University shall be invited to attend and present to the Council before a decision is made and may be accompanied by a representative. The Chair may request them to absent themselves from any part of that meeting.
- 3.48 The Council is required to ascertain if there are grounds for dismissal and removal from office under the *good cause* provisions of Statute 16.9 and Ordinance 3.43. A secret ballot shall be held, which shall be determined by a two-thirds majority of the members present and voting on the question. The Council's decision shall be final.

Removal of an Officer of the University for Disciplinary or Performance Reasons

- 3.49 In the event that an Officer of the University is to be subject to dismissal from University employment as a result of either a disciplinary proceeding or a performance review, then, notwithstanding their Statutory Rights under Employment Law, they shall be formally dismissed from the University in accordance with the University's procedures for these circumstances.
- 3.50 Should they be dismissed from University employment, then a note of the dismissal, and a de facto note of dismissal from the Council, shall be recorded in the minutes of the Council.
- 3.51 If after a dismissal an appeal is successful, and that Officer of the University is reinstated to their employment by the University then that Officer of the University shall be restored to good standing and readmitted to role of Officer and a note to that effect shall be recorded in the minutes of the Council.
- 3.52 Nothing in Ordinances 3.42 to 3.51 shall operate to vary from or deprive any Officer of the University of their Statutory Rights under any contract of employment subsisting between them and the University.

4. THE COURT OF PATRONS

- 4.1 There shall be a Court of Patrons whose privileges shall be determined by the Council.
- 4.2 The Court is principally an advisory body, and its sole purpose and authority is in the exercise of power to advise the Vice-Chancellor on any fundraising initiatives, who chairs meetings of the Court.
- 4.3 The Court meets a minimum of twice a year. At each meeting the Court receives a semi-annual update on the University's fundraising activities.

- 4.4 The Vice-Chancellor, in consultation with the Director of Fundraising, reviews and makes recommendations to the appointment and reappointment of members of the Court, in agreement with the Chancellor.
- 4.5 The membership of the Court is published on the University's website.
- 4.6 The Court of Patrons shall be serviced by the Director of Fundraising and Alumni.

5. THE CONVOCATION

- 5.1 For the purposes of presenting graduands and for conferring of Degrees and/other awards of the University, there shall be a meeting of the Convocation called especially for the purpose. Notice of the date of such meeting shall be given by the Registrar and Chief Administrative Officer; notice shall be given in the form determined by the Registrar and Chief Administrative Officer in consultation with the Vice-Chancellor.
- 5.2 For the purposes of installing the Chancellor, there shall be a meeting of the Convocation called especially for the purpose. Notice of the date of such meeting shall be given by the Registrar and Chief Administrative Officer; notice shall be given in the form determined by the Registrar and Chief Administrative Officer in consultation with the Vice-Chancellor.

6. HONORARIA

- 6.1 Honorary Degrees and honorary appointments may be conferred and removed by the University in accordance with the relevant policy as amended from time to time.

Removal of an Honorary Award or Title

- 6.2 Honorary awards or titles may be revoked in accordance with the relevant policy as amended from time to time.

7. DEEDS AND USE OF THE COMMON SEAL

- 7.1 The University holds a "common seal" (hereinafter referred to as the *University Seal*) under Articles 2 and 12 of the Charter.

Deeds

- 7.2 Where the University is to be a party in a deed, English law requires for certain deeds that the University Seal be affixed to the deed and signed on behalf of the University (attested). This procedure outlines how and when and when not the University Seal should be used.
- 7.3 For a document to be executed as a deed, the document should clearly describe itself as a deed. It is no longer a requirement for all deeds to be sealed. In general, warranties (e.g. collateral warranty or sub-contractor warranty) and guarantees will not require the University Seal.
- 7.4 In general, the circumstances under which a deed may be required include:
- Conveyances of land, or of any interest in land and certain mortgages;
 - Leases of land for terms over three years;
 - Assents, legal charges of land and transferring title to property; and/or
 - The grant of powers of attorney.

- 7.5 A deed may also be preferred where:
- There is doubt about whether there is adequate consideration (i.e. the price paid by one party in exchange for a benefit from the other, for example where a guarantee is given by a third party);
 - The parties to a contract wish to take advantage of an extended period to bring an action for breach of contract (12 years under a deed as opposed to 6 years under a normal contract); and/or
 - A contract is subsequently varied or otherwise amended and it is not clear that all the parties are providing fresh consideration.
- 7.6 It is conventional to use a deed where:
- There are indemnities against certain tax liabilities;
 - There is an assignment of intellectual property;
 - There is a release of a security; and/or
 - A guarantee is given to a bank for amounts previously advanced.
- 7.7 No authority to commit the University extends to any contract that is illegal or which does not comply with obligations laid down by any government authorities.
- 7.8 Members of the University with the authority to sign Deeds are:
- The Chair of the Council;
 - The Vice-Chair of the Council;
 - The Treasurer;
 - The Vice-Chancellor;
 - The Deputy and/or Pro Vice-Chancellor(s);
 - The Chief Financial Officer; and
 - The Registrar and Chief Administrative Officer.
- 7.9 None of these signatories shall sign a Deed the per-annum value of which exceeds the limits set out in the University's Delegation of Authority.
- 7.10 A manual (wet-ink) signature is only required if the document is to be filed with HM Land Registry or with Companies House. An electronic signature is permitted for other purposes, and it is not necessary for the signatures to take the same form (for example, one wet and one electronic signature is permitted).
- 7.11 Witnesses shall be independent members of the Council, the Secretary to Council and/or the Registrar and Chief Administrative Officer.

The University Seal

- 7.12 The University Seal may be used in the execution of documents deemed to be deeds. Usually, such documents would describe themselves as a deed.
- 7.13 The use of the University Seal is not necessary for agreements entered into by the University which are not in the form of a deed, i.e. most of the agreements (simple contracts) to which the University is a party.
- 7.14 The University Seal may also be affixed to agreements and documents where its use is required by the law of other countries and/or desirable for ceremonial reasons.

Procedure for use of the University Seal for deeds

- 7.15 The University Seal should only be affixed to deeds containing the following attestation clause: *Executed as a deed by affixing the common seal of the University of Buckingham in the presence of: (signature of University Officer; Signature of Member of the Council).*

- 7.16 Documents committing the University to obligations, including all contracts and agreements, are reviewed by ~~the Head of~~ Legal Services and the Chief Financial Officer (or equivalent) prior to being presented to authorised signatories for signature.
- 7.17 Once signed and sealed, a copy of the deed should be retained for 12 years (limitation period) in hard copy and electronically, as the full and final version (agreements not signed as deeds need only be retained for 6 years).
- 7.18 The Secretary to Council has custody and use of the University Seal, on behalf of the Council, and will maintain a record of instances where the University Seal has been affixed to deeds. A report will be made to the following meeting of the Council to report, as required, any non-academic documents to which the University Seal has been affixed.

Procedure for use of the University Seal for awards

- 7.19 The Registrar and Chief Administrative Officer has use of the University Seal, on behalf of the Senate, and will maintain a record of instances where the University Seal has been affixed to awards. A report will be made to the following meeting of the Senate to report, as required, any awards to which the University Seal has been affixed.

8. THE COUNCIL

- 8.1 In accordance with Statute 15, there shall be a Council of the University that shall be the governing body of the University.

Membership of the Council

- 8.2 In accordance with the proportionate number of members prescribed in these Ordinances from time to time, the Council shall comprise ex-officio, independent and elected members of at least 15 and no more than 25 members.

Ex-Officio Members

- 8.3 The Vice-Chancellor, Deputy and/or Pro Vice-Chancellor(s), and the President of the Students' Union shall be ex-officio members.

Independent Members

- 8.4 There shall be independent members nominated by the Nominations and Governance Committee who shall be appointed by the Council and shall form a majority of the overall membership of the Council. Independent members are external to, and not employed and/or contracted by, the university.
- 8.5 Independent members shall be invited to serve an initial term of three years and shall be eligible for re-appointment for up to two further terms, each of three years.

Elected Members

- 8.6 There shall be three members of the Senate elected by that body from among its elected members. The term of office is three years coterminous with membership of the Senate, with eligibility for re-election for, no more than two further terms.
- 8.7 There shall be a member of professional services staff to be elected from among their own number. The term of office shall be three years, with eligibility for re-election for no more than two further terms.

- 8.8 The procedure for the election of staff members to the Council is established in Ordinances 10.5 – 10.13.

Other Nominated Members

- 8.9 There shall be a student nominated, and replaced from time to time, by the Students' Union, in accordance with its procedures. The term of office shall be one year or until the student ceases to be a student of the University, whichever is earlier. For the avoidance of doubt, sabbatical officers of the Student's Union are considered students of the University.
- 8.10 There shall be an alumnus nominated, and replaced from time to time, by Convocation, in accordance with its procedures. The term of office shall be three years, with eligibility for reappointment for, normally, no more than two further terms.

The Chair of the Council

- 8.11 There shall be an independent member of Council appointed Chair of the Council.
- 8.12 The Chair of the Council shall hold office for three years or until resignation, or until removal by Council in accordance with Statute 16.9 and Ordinances 3.43 and 8.36 – 8.42, whichever is earlier.
- 8.13 Unless so removed from office, the Chair of Council shall be eligible for reappointment for up to two further terms, each of three years.
- 8.14 The Chair may resign by writing to the Council.

The Vice-Chair of the Council

- 8.15 There shall be an independent member appointed Vice-Chair of the Council.
- 8.16 The Vice-Chair of the Council shall hold office for three years or until resignation, or until removal by Council in accordance with Statute 16.9 and Ordinances 3.43 and 8.36 – 8.42, whichever is earlier.
- 8.17 Unless so removed from office, the Vice-Chair of the Council shall be eligible for reappointment for no more than two further terms, each of three years.
- 8.18 The Vice-Chair may resign by writing to the Council.

The Treasurer

- 8.19 There shall be an independent member of Council appointed Treasurer.
- 8.20 The Treasurer shall be the Chair of the Finance and Resources Committee and the lead member for Council regarding the university's financial management, though it is recognised that the responsibilities of the role are also to some degree shared across the membership of the Finance and Resources Committee.
- 8.21 The Treasurer shall hold office for three years or until resignation, or until removal by Council in accordance with Statute 16.9 and Ordinances 3.43 and 8.36 – 8.42, whichever is earlier.
- 8.22 Unless so removed from office, the Treasurer shall be eligible for reappointment for up to two further terms, each of three years.

8.23 The Treasurer may resign by writing to the Council.

Procedure for the appointment of the Chair, Vice-Chair, Treasurer and sub-committee chairs

8.24 The members of the Council may nominate preferred existing independent members to the Nominations and Governance Committee for appointment to these positions and, subject to its view, may propose a nominee to Council for approval.

8.25 In the event there are no internal nominees or the Nominations and Governance Committee prefers to opt for an external appointment, the committee shall liaise with the Secretary to Council, and the Director of Human Resources as required, to determine the nature of such a recruitment campaign.

8.26 The Nominations and Governance Committee will consider nominations and recommend preferred nominees to the Council for approval.

Procedure for the appointment of independent members of the Council

8.27 The Nominations and Governance Committee oversees the appointment process for independent members and, while Council members and staff may suggest individuals to become independent members, the committee will prioritise the use of open advertising and/or external search firms to facilitate candidate searches, and consider candidates from a wide range of backgrounds, proposing appointments on merit and against objective criteria, having due regard to the benefits of diversity on Council and at the university.

8.28 Candidates proposed internally will be required to engage in the committee's recruitment processes in the same way as those identified via its open advertising for candidate searches.

Procedure for the appointment of members to Council's sub-committees

8.29 Independent members of Council are able to put themselves forward for positions on sub-committees and the Chair of Council may also be able to make approaches to independent members to seek their interest in becoming members of Council sub-committees. The Nominations and Governance Committee will oversee the membership of the sub-committees and report these annually to Council for approval.

8.30 Independent members of the Council are normally expected to serve on at least one of the Council sub-committees.

8.31 Staff and student members of the Council are prescribed as members of some Council sub-committees within the terms of reference of those committees.

Co-opted members of Council sub-committees

8.32 The sub-committees of Council are able to co-opt additional members from outside of the University to bring specialist advice and input to the business of the sub-committees of the Council and assist them in their work. They are external to, and not employed and/or contracted by, the University. Co-opted members are not members of Council and therefore are not trustees of the University.

8.33 Co-opted members shall take part in debates at sub-committees but shall not be entitled to vote.

8.34 For the purposes of quoracy, co-opted members shall not be included in the membership count of Council sub-committees.

- 8.35 Co-opted members are subject to the requirements set out 11.7 and 11.8 and shall serve an initial term as determined by the sub-committee in question, though not exceeding three years and shall be eligible for re-appointment, serving up to a maximum of nine years in total.

Procedure for the removal of members of the Council

- 8.36 The Secretary to Council shall at any time request the Council to consider the removal from the Council any member of the Council where:
- The Secretary to Council considers that there are grounds for such removal under the *good cause* provisions of Ordinance 3.43.
 - The Secretary to Council has received a written request from any member of the Council seeking the removal from the Council of any member of the Council and the Chair considers that it raises sufficient grounds under the *good cause* provisions of Ordinance 3.43 for the matter to be referred to the Council for decision.
 - The Secretary to Council has received written request(s) seeking the removal from the Council any member of the Council under the *good cause* provisions of Ordinance 3.43 from eight or more members of the Council.
- 8.37 Where the Council shall be asked to consider the removal of a member of Council, the Secretary to Council shall notify said member of the Council of that fact not less than five working days in advance of the meeting.
- 8.38 Following consultation with the Council, the Secretary to Council may suspend a member of the Council from their duties and may exclude them from the precincts of the University or any part thereof where the Council is to be asked to consider their removal from the Council.
- 8.39 Before taking any decision on the proposed dismissal and removal from office of an Officer of the University, the Council shall require the Nominations and Governance Committee to investigate any matter or establish any facts and make a written report and recommendation to the Council. Should a member of the Nominations and Governance Committee be in conflict with the proceedings of the investigation then that member shall recuse themselves from the investigation. The Nominations and Governance Committee shall determine how any such investigation shall be progressed, save that said member of the Council shall be afforded the opportunity to make written or oral representations, as the Nominations and Governance Committee consider appropriate, before reporting back to the Council.
- 8.40 The Nominations and Governance Committee shall present a written report and supporting evidence from the investigation at any meeting of the Council at which the removal of a member of the Council is to be considered under this procedure. Said member of the Council shall be invited to attend and present to the Council before a decision is made and may be accompanied by a representative. The Secretary to Council may request said member of the Council to absent themselves from any part of that meeting.
- 8.41 The Council is required to ascertain if there are grounds for removal from the Council under the *good cause* provisions of Ordinance 3.43. A secret ballot shall be held, which shall be determined by a two-thirds majority of the members present and voting on the question. The Council's decision shall be final.
- 8.42 Nothing in Ordinances 8.36 to 8.41 shall operate to vary from or deprive any employee of the University of their Statutory Rights under any contract of employment subsisting between them and the University.

Powers of the Council

8.43 Subject to the Charter and these Statutes as well as the legal framework applicable to the provision of higher education in England, the Council shall, in addition to all other powers vested in it, operate the powers of the Council as stated in the Charter and Statutes through such regulations, policies and procedures as approved by the Council from time to time.

Sub-committees of Council

8.44 In accordance with Statute 16.2, Council shall establish sub-committees, with such membership and delegated powers as are deemed necessary by the Council, to facilitate the discharge of their responsibilities. Council's sub-committee structure consists of the:

- Audit and Risk Committee;
- Finance and Resources Committee;
- Nominations and Governance Committee;
- Remuneration Committee;
- Honorary Awards and Appointments Committee (joint sub-committee of the Council and the Senate); and
- Inclusion Committee (joint sub-committee of the Council and the Senate).

8.45 Notwithstanding the creation and removal of University sub-committees as part of a formal governance review by the Council, the Council may consider the need to create, amend the remit or remove a sub-committee(s).

8.46 Prior to the establishment of a sub-committee, draft Terms of Reference shall be prepared and submitted for approval.

8.47 A simple majority shall endorse the creation of a sub-committee.

8.48 Sub-committees may themselves establish their own sub-committees or working groups in accordance with this procedure.

Terms of Reference

8.49 Terms of Reference shall be established for sub-committees in accordance with the Charter and Statutes and the Scheme of Delegation. Terms of Reference may be established for lower sub-committees and/or working groups.

8.50 Terms of Reference may also include activities that the sub-committee may undertake in fulfilling its authorities, powers and/or potential responsibilities.

Procedure for review of Terms of Reference

8.51 Annually, the Terms of Reference for all sub-committees of the Council shall be reviewed by their respective memberships and recommended to Council for approval. Terms of Reference for lower sub-committees and/or working groups may be reviewed similarly.

Secretarial services to the Council and its sub-committees

8.52 Responsibility for the provision of secretarial services to the Council and its sub-committees rests with the Secretary to Council who shall provide advice with regard to the Council's obligations, rights and responsibilities under the University's Charter, Statutes, Ordinances and Scheme of Delegation and in accordance with the legal

framework from time-to-time applicable to the provision of higher education in England.

9. THE SENATE

- 9.1 In accordance with Statute 17, there shall be a Senate of the University that shall be the governing academic authority of the University.

Membership of the Senate

- 9.2 In accordance with the proportionate number of members prescribed in these Ordinances from time to time, the Council shall comprise ex-officio, appointed and elected members.

Ex-Officio Members

- 9.3 The Vice-Chancellor, Deputy and/or Pro Vice-Chancellor(s), the Deans and the President of the Students' Union shall be ex-officio. For the avoidance of doubt, the term *Dean* shall be taken to mean Deans, Deputy Deans, Associate Deans, interim Deans and acting Deans.

Elected Members

- 9.4 There shall be two members from each Faculty elected by the academic staff of that Faculty as prescribed in Ordinances 10.8 – 10.13.
- 9.5 There shall be eight members from across the academic staff elected by the body of academic staff as a whole as prescribed in Ordinances 10.8 – 10.13.
- 9.6 Elected members shall serve an initial term of three years and shall be eligible for re-election as prescribed in Ordinance 10.13.

Appointed members

- 9.7 Appointed members shall be appointed by a simple vote of the Senate. Appointed members have no voting rights.
- 9.8 For the purposes of quoracy, appointed members shall not be included in the membership count.

Co-opted Members

- 9.9 There shall be co-opted members as required by the Senate.
- 9.10 Co-opted members shall take part in debates but shall not be entitled to vote.
- 9.11 For the purposes of quoracy, co-opted members shall not be included in the membership count.
- 9.12 Co-opted members will be external to the University.
- 9.13 Co-opted members shall serve an initial term as determined by the Senate and shall be eligible for re-appointment.
- 9.14 On notice of co-opted members approaching the end of their tenure, the Vice-Chancellor shall call for a vote as to whether that co-opted member shall continue membership of the Senate for a further term. The Senate shall allow a co-opted

member to be re-appointed more than once on the proviso that this procedure is followed.

Procedure for the appointment of the Chairs and Vice-Chairs of the Senate's sub-committees

- 9.15 The members of the Senate, excluding appointed and co-opted members, shall nominate their preferred candidates to the Vice-Chancellor for the positions of the Chairs and Vice-Chairs of Senate sub-committees.
- 9.16 The Registrar and Chief Administrative Officer will arrange a secret ballot of the ex-officio members of the Senate for each role; the outcome of these votes shall be determined by simple majority in the case of two candidates or first-past-the-post in the case of three or more candidates.
- 9.17 The Vice-Chancellor will upon receipt of the name of the preferred nominees confirm the appointment(s) at the next meeting of the Senate.
- 9.18 In the event that an elected Chair or Vice-Chair is not a member of the Senate, their appointment to the Senate will be subject to the requirements of 9.7. Where possible, it is expected that Chairs and Vice-Chairs elected in such circumstances will stand for election to the Senate at the next opportunity.

Procedure for the appointment of staff to the Senate's sub-committees

- 9.19 Members of the Faculties and Professional Services Divisions shall nominate, from among their number, their preferred candidates to the Chairs of the Senate sub-committees for the positions of members of the Senate sub-committees.
- 9.20 In the event that there are insufficient positions to accommodate all recommended nominees, Faculty Registrars (in the case of the Faculties) and the Assistant Registrar (Academic Compliance) (in the case of the Professional Services Divisions) will arrange a secret ballot of the members of the given constituency in accordance with the procedures given in Ordinances 10.8 – 10.13; the outcome of these votes shall be determined by simple majority in the case of two candidates or first-past-the-post in the case of three or more candidates.

Powers of the Senate

- 9.21 The Senate is the governing academic authority of the University and shall, subject to the powers reserved to the Council and to those conferred by the Council on the Vice-Chancellor under the Charter and Statutes, take such measures and act in such a manner as shall promote the academic work of the University in teaching, research and scholarship, and regulate and superintend the education and discipline of the students of the University. The Senate shall operate the powers of Senate as stated in the Charter and Statutes through such regulations, policies and procedures as approved by the Senate from time to time.

Sub-committees of the Senate

- 9.22 Senate's sub-committee structure consists of the:
- University Assessment, Learning and Teaching Committee
 - University Research Committee
 - Boards of Study
 - Honorary Awards and Appointments Committee (joint sub-committee of the Council and the Senate); and
 - Inclusion Committee (joint sub-committee of the Council and the Senate).

- 9.23 The Senate may consider the need to create, amend the remit or remove a sub-committee(s).
- 9.24 Prior to the establishment of a sub-committee, draft Terms of Reference shall be prepared and submitted for approval.
- 9.25 A motion shall be presented to a formal or statutory body and a vote held. A simple majority shall endorse the creation of a sub-committee.
- 9.26 Sub-committees may themselves establish their own sub-committees or working groups in accordance with this procedure.

Terms of Reference

- 9.27 Terms of Reference shall be established for all sub-committees in accordance with the Charter and Statutes and the Scheme of Delegation. Terms of Reference may be established for lower sub-committees and/or working groups.
- 9.28 Terms of Reference may also include activities that the sub-committee may undertake in fulfilling its authorities, powers and/or potential responsibilities.

Procedure for review of Terms of Reference

- 9.29 Annually, the Terms of Reference for all sub-committees of the Senate shall be reviewed by their respective memberships and recommended to the Council and/or the Senate for approval, as applicable. Terms of Reference for lower sub-committees and/or working groups may be reviewed similarly.

Secretarial services to the Senate and its sub-committees

- 9.30 Responsibility for the provision of secretarial services to the Senate and its sub-committees rests with the Registrar and Chief Administrative Officer who shall provide advice with regard to the Senate's obligations, rights and responsibilities under the University's Charter, Statutes, Ordinances and Scheme of Delegation and in accordance with the legal framework from time-to-time applicable to the provision of higher education in England.

10. ELECTIONS TO STATUTORY BODIES

Conduct of Elections

Register of Members

- 10.1 The Secretary to the Council shall be responsible for maintaining a Register of Members of the Council and for monitoring vacancies and eligibility for re-election and/or re-appointment.
- 10.2 The Registrar and Chief Administrative Officer shall be responsible for maintaining a Register of Members of the Senate and for monitoring vacancies and eligibility for re-election and/or re-appointment.

Cycle of Elections

- 10.3 Elections to the Council will be held as soon as vacancies arise.

- 10.4 Elections to the Senate and its sub-committees will be held once annually in the autumn; and include elections to the Chair and Vice-Chairship of sub-committees if necessary.

Returning Officers

- 10.5 The Secretary to the Council shall be the Returning Officer for elections to the Council.
- 10.6 The Registrar and Chief Administrative Officer shall be the Returning Officer for elections to the Senate.
- 10.7 With regard to their respective Statutory Bodies, Returning Officers will be responsible for:
- The publication of the Notification of Election;
 - Preparing and distributing nomination and ballot arrangements;
 - Checking nominations for eligibility and confirming the final candidate list;
 - Making arrangements for the secure conduct of the election, including the use of a sealed ballot box or electronic voting system;
 - Announcing the election result to candidates and the electorate.

Notification of the Election

- 10.8 The Notification of the Election sent by the Returning Officer will include:
- The number of vacancies available;
 - The term of office;
 - The eligibility criteria for candidature;
 - Reference to the instruments governing the election;
 - A copy of the Nomination Paper or link to an online version of same;
 - A note of the election timetable.

Nominations

- 10.9 Self-nominations must be submitted to the Returning Officer by close-of-business on the date specified in the timetable. Each nomination must be supported by another member of the electorate. Members of the electorate may nominate as many candidates as they wish, up to the number of vacancies available at that election.

Ballot Papers

- 10.10 When the nominations have been confirmed by the Returning Officer, the Ballot Paper listing the final candidate list will be distributed to the electorate.

Results

- 10.11 The names of those elected will be announced to all candidates within two working days of the election.
- 10.12 The names of elected candidates will be published to the University within four working days of the election including a full breakdown of the voting figures and turnout.

Electorate and Candidature

- 10.13 The table below outlines the staff eligible to vote and stand for candidature in each election.

Election Type	Electorate (Eligibility to Vote)	Candidature (Eligibility to Stand)
Council – Elected Senate Membership	Senate	Elected Senate Members
Council – Elected Professional Services Membership	Professional Services staff	<p>Professional Services staff employed on a contract of three years or more with an FTE of 0.5 or above and having not less than three years to run on said contract.</p> <p>Ex-officio members of the Council, Officers of the University and members who have already served for three terms, or who are currently serving a term of three years are ineligible to stand.</p>
Senate - Faculty Elected Membership	Academic staff from the requisite Faculty	<p>Academic staff from the requisite Faculty employed on a contract of three years or more with an FTE of 0.5 or above and having not less than three years to run on said contract.</p> <p>Ex-officio members of Senate, and members who have already served for three terms or who are currently serving a term of three years are ineligible to stand.</p>
Senate - Open Elected Membership	Academic staff	<p>Academic staff employed on a contract of three years or more with an FTE of 0.5 or above and having not less than three years to run on said contract.</p> <p>Ex-officio members of Senate, and members who have already served for three terms or who are currently serving a term of three years are ineligible to stand.</p>
Chairs and Vice-Chairs of Senate sub-Committees	Senate	<p>Academic or professional services staff employed on a contract of three years or more with an FTE of 0.5 or above and having not less than three years to run on said contract.</p> <p>Ex-officio members of Senate, and members who have already</p>

		served for three terms, or who are currently serving a term of three years are ineligible to stand.
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11. GOVERNING THE UNIVERSITY

- 11.1 The University’s approach to governance is underpinned by Charity Commission guidance and the following:
- The Office for Students’ *Regulatory Framework*, in particular the public-interest governance principles;
 - The Committee of University Chairs’ *Higher Education Code of Governance, Audit Code of Practice* and *HE Senior Staff Remuneration Code*
 - The *Charity Governance Code*;
 - The *Seven Principles of Public Life (the ‘Nolan Principles’)*

Principles of Governance and Management

- 11.2 While the Council shall ensure that there is a clear distinction between governance and management, the Council shall also ensure that both governance and management share a mutual aim to continue to create and maintain an institution that is committed and conducive to providing a teaching, learning and research environment that allows for both academic freedom and freedom of speech within the law.
- 11.3 The Council shall ensure that governance focuses on the development, design and provision of policies, strategies and monitoring objectives through appropriate key performance indicators.
- 11.4 In accordance with the Committee of University Chairs *Higher Education Code of Governance*, the Council shall conduct of an independent review of governance effectiveness at least every three years and ensure that the accepted findings of the review are acted upon appropriately and in good time.
- 11.5 To ensure that the management of the University is fit for purpose, all Council members shall:
- Satisfy themselves that the University business processes and procedures are adequate, necessary and efficient by asking questions and seeking responses from the management of the University that are consistent and reasonable; and
 - Not seek to interfere with the management of the University nor directly investigate issues themselves (other than when required to do so as a matter of policy).

Remuneration

- 11.6 With regard to remuneration, the University provides a written commitment through this Ordinance and within the terms of reference of the Remuneration Committee to comply with the Higher Education Senior Staff Remuneration Code published by the Committee of University Chairs.

Conflicts of Interest

- 11.7 All those representing the University, including members of the Council, the Senate and the Executive shall adhere to the University's *Conflicts of Interest Policy and Procedure* which shall be amended by the Council from time to time.
- 11.8 As part of the appointment process to the Council, the Executive Group and for staff positions deemed to have senior management responsibilities and/or to exercise control or significant influence over the provider a *Declaration and Fit and Proper Person Form* should be completed and on an annual basis thereafter to enable verification with regard to the extent to which individuals meet the requirements of the OfS's 'fit and proper person' test and to enable any potential or actual conflicts of interest to be managed appropriately.

12. CONDUCT OF MEETINGS

Schedule of Meetings

- 12.1 No later than nine months prior to the commencement of the academic year, the Secretary to the Council and the Registrar and Chief Administrative Officer will jointly prepare and publish the University Calendar.
- 12.2 No later than one month prior to the commencement of the academic year, the Secretary to the Council and the Registrar and Chief Administrative Officer (or their nominees) will circulate to all members a "save-the-date" invite for the full cycle of meetings to be held that year.
- 12.3 There shall normally be one ordinary meeting of the Council and of the Senate per quarter.
- 12.4 Extraordinary meetings of the Council and the Senate may, in cases of urgency, be summoned by the Chair and Vice-Chancellor respectively.
- 12.5 Notice of extraordinary meetings, together with the agenda paper, shall normally be issued to every member not later than one week prior to the meeting.
- 12.6 Meetings shall be scheduled so as to align with deadlines for their parent committees or statutory bodies.

Organisation of Meetings

- 12.7 Whereas the Secretary to the Council shall be responsible for the organisation of meetings for both the Council and its sub-committees, the Registrar and Chief Administrative Officer shall be responsible for the organisation of meetings for both the Senate and its sub-committees.
- 12.8 Normally no later than four weeks prior to any ordinary meeting, the Secretary (or nominee) will meet with the Chair to finalise the draft agenda.
- 12.9 Normally no later than three weeks prior to any ordinary meeting, the Secretary (or nominee) will circulate to all members a meeting reminder, along with the draft agenda and call for papers.
- 12.10 Normally no later than one week prior to any ordinary meeting, the Secretary (or nominee) will circulate to all members a meeting confirmation, along with the final agenda and associated papers.

- 12.11 Any member of any committee may request that an item be placed on the agenda by notice in writing to the Secretary not less than ten working days before the date of the meeting.
- 12.12 If the Chair declines to accept an item on the agenda the Chair or Secretary shall notify the member in question. The Chair's decision not to accept an item for the agenda can be raised as a point of order at the next meeting before consideration of other business.
- 12.13 No business shall be taken at any ordinary meeting, which does not appear on the agenda paper without the approval of the Chair.

Reserved Business

- 12.14 Student and staff members shall not be routinely excluded from discussions.
- 12.15 Reserved business may include such matters which the Chair considers to be commercially or operationally sensitive.
- 12.16 The Chair may decide in any case of doubt whether a matter is one to which Ordinances 12.14 – 12.15 apply and their decision shall be final.

Quorum

- 12.17 Convocation shall have no specific quorum.
- 12.18 There shall be a quorum at any meeting of the Council if not less than one-half of the membership are present, of whom a majority shall be independent members.
- 12.19 There shall be a quorum at any meeting of Senate if not less than half of the membership are present.
- 12.20 The quorum for Exam Senate (a sub-group of Senate) is 33%.

Chairs' Responsibilities

- 12.21 Chairs are responsible, with secretarial support, for:
- Ensuring the meeting abides by its Terms of Reference;
 - Bringing the meeting to order and regulating the conduct of the meeting;
 - Following the agenda and controlling the amount of time spent on each item;
 - Leading the Board towards an agreed decision or conclusion;
 - Ensuring that agreed actions are appropriate and delegated and implemented within an agreed timescale;
 - Approving all agendas and minutes prior to issue and ensuring they are circulated to all members as well as those on the distribution list; and
 - Agreeing meeting dates and ensuring these are circulated to all members.

Vice-Chairs' Responsibilities

- 12.22 Vice-Chairs will assume all responsibilities of the Chair in their absence and to act as a sounding board for the Chair.

Secretary or their Nominees' (Servicing Officers) Responsibilities

- 12.23 The University's Secretaries and Servicing Officers are responsible for the administration of committee meetings, and work with their respective Chairs to ensure the effective operation of same. They are responsible for:

- Understanding the purpose and terms of reference of the committee, and its relationship to other committees across the University;
- Booking the date, time and location of meetings in consultation with the Chair;
- Drafting an agreed agenda in consultation with the Chair;
- Managing the receipt and distribution of meeting invitations, agendas, papers and minutes to members;
- Assisting and advising the Chair, as appropriate, during the meeting;
- Taking an accurate record of proceedings;
- Maintaining accurate records of decisions made and any Chair's actions taken;
- Circulating approved minutes to all members as well as those on the distribution list;
- Maintaining up-to-date membership lists broken down by category of member and end-of-tenure dates;
- Monitoring expected members' end-of-tenure dates; and
- Organising elections as necessary.

Induction and training

12.24 All members of the Council and the Senate will be properly inducted and trained for their roles.

Attending meetings

12.25 All members are expected to be present at all meetings. Those unable to attend meetings with good reason should submit their apologies to the Secretary at the earliest opportunity.

12.26 Members may validly participate in a meeting via electronic conferencing or online means provided that, in the view of the Chair, those participating in that meeting are able to communicate effectively with each other

12.27 Unless so mandated within Terms of Reference, attendance by a substitute is not possible at meetings of the Council and its sub-committees. Attendance by substitutes is permitted at meetings of Senate.

12.28 Members who are unable to attend are encouraged to submit written comments to any papers to the Chair and Secretary no later than three days prior to the meeting to enable them to be considered at the meeting.

12.29 Members who miss more than three meetings in a row shall work with the Chair and Secretary to explore options. In the case of the Council, meeting attendance and member engagement is monitored by the Nominations and Governance Committee and is one means through which the renewal of members' terms of office are considered.

12.30 Meetings of Council, Senate and their respective sub-committees are usually closed meetings though requests from those not covered below to attend meetings will be considered by the relevant Chair on a case-by-case basis.

12.31 The Chief Financial Officer, the Registrar and Chief Administrative Officer, the Director of Academic and Student Services and the Secretary will usually attend and speak at meetings of the Council, and will report on issues pertinent to the Council, as required or determined by the Council. Other members of staff may attend meetings, as required, to report on substantive matters before the Council. Some members of staff may observe business of the Council with the prior consent of the Chair. Observers are not permitted to take part in the business of the meeting or otherwise contribute unless so permitted by the Chair.

- 12.32 The Registrar and Chief Administrative Officer, the Director of Academic and Student Services and the Head of Library Services will usually attend and speak at meetings of the Senate, and will report on issues pertinent to the Senate, as required or determined by the Senate. Other members of staff may attend meetings, as required, to report on substantive matters before the Senate. Some members of staff may observe business of the Senate with the prior consent of the Chair. Observers are not permitted to take part in the business of the meeting or otherwise contribute unless so permitted by the Chair.
- 12.33 Attendees of meetings of the Council and Senate sub-committees are set out within their Terms of Reference and others beyond those prescribed may attend meetings as business requires.

Pre-Meeting Behaviours

- 12.34 All members shall familiarise themselves with the Terms of Reference of any committee of which they are a member and be aware for what and to whom the meeting is accountable.
- 12.35 The nominal deadline for the submission of papers for committees is two weeks prior to the meeting in question unless stated otherwise.
- 12.36 Papers submitted must be of an appropriate standard and follow the report writing templates and guidance issued by the Secretary to the Council.
- 12.37 Once paperwork has been received, members shall fully read the contents of the agenda.

In-Meeting Behaviours

- 12.38 Members shall behave in a courteous and reasonable manner so as to provide a supportive environment for decision-making.
- 12.39 Members shall take an active part in discussion so that the views of all can be heard.
- 12.40 Members shall concentrate, focus upon, and contribute to the work of the meeting and not conduct other work while present at a meeting.
- 12.41 Members shall accept the decision taken at a formal or statutory body meeting and shall not attempt to reverse or undermine approved decisions.

Voting

- 12.42 Every effort shall be made to reach a decision by consensus so that members collectively own and are accountable for decisions taken at a formal or statutory body meeting.
- 12.43 Should it prove necessary to vote on any matter then, except where noted elsewhere in these Ordinances, it shall be determined by a simple majority.
- 12.44 Each member present, with the exception of co-opted members who cannot vote, shall have one vote; in the case of an equal vote, the Chair shall have an additional casting vote.
- 12.45 Votes on motions (whether taken in person or by means of an electronic vote - including those conducted via correspondence between meetings) shall be executed

by a show of hands or an electronic poll unless the meeting shall determine that a secret ballot be held.

- 12.46 No member of the Council or the Senate shall vote in an election to a paid office for which that member is a candidate.
- 12.47 Once a decision has been taken members are collectively responsible for upholding the decision, even if they abstained or voted against it.
- 12.48 No resolution may be rescinded or altered in the quarter in which it is passed or in the quarter immediately following, nor may any resolution which has been rejected be moved again in the quarter in which it was rejected or in the quarter immediately following, unless the notice of the proposal to rescind or alter a resolution which has been passed, or to re-introduce a rejected proposal, be signed by six members of the applicable committee.

Chair's Action

- 12.49 Chairs are authorised to take action between meetings in exceptional circumstances only.
- 12.50 Normally, the basis on which Chair's action is to be taken is that the Chair is satisfied that there is a clear and urgent business need for a decision, and that it is not possible to consider the matter at an ordinary meeting, give notice of an extraordinary meeting to enable it to be considered or to give a reasonable amount of time to enable the matter to be considered by correspondence.

Procedure for taking Chair's Action

- 12.51 The secretary should be contacted with the detail of an issue and a cogent explanation as to why this issue is of a sufficiently urgent nature that the only option available is for urgent action to be taken by the Chair.
- 12.52 Further to discussion with the Chair, and on the agreement of the Chair that there is a clear and urgent business need for a decision (i.e. that the matter requires sufficiently urgent action that it is not possible to consider the matter at an ordinary meeting, give notice of an extraordinary meeting or to give a reasonable amount of time to enable the matter to be considered by correspondence), the matter and the way in which it is to be addressed will be brought to the attention of the wider membership and the relevant action then taken by the Chair.
- 12.53 Further to discussion with the Chair, if the Chair is not content to take action in this way, one of the following approaches will usually be pursued:
- The matter will be deferred for decision at the next ordinary meeting.
 - An extraordinary meeting will be called to consider the matter.
 - The matter will be considered by correspondence.
- 12.54 Any matter taken by Chair's action will be reported to the next ordinary meeting for noting.

Record of Proceedings

- 12.55 Chairs shall ensure that all meeting decisions and actions are formally recorded.
- 12.56 A record in the form of minutes shall be made of the proceedings of all committees.

- 12.57 Confidential items shall be respected; however, confidentiality shall not be interpreted so as to impede the work of any committee.
- 12.58 Approval to minutes of a meeting being confirmed as an accurate record of proceedings will usually be sought at the next ordinary meeting.
- 12.59 Approved minutes of meetings of the Council will be published on the University's website with the redaction of content kept to a minimum, usually for reasons of commercial or other sensitivity.

13. INTERPRETATION OF ORDINANCES

- 13.1 These Ordinances shall be interpreted in such manner as not to conflict with the Charter or Statutes or with the legal framework from time-to-time applicable to the provision of higher education in England.

14. REVIEW OF ORDINANCES AND SCHEME OF DELEGATION

- 14.1 Notwithstanding the Council's power to agree amendments to the Ordinances and Scheme of Delegation at any stage by a two thirds majority, a light touch review of the Ordinances and Scheme of Delegation will be undertaken at least on an annual basis, with an in-depth review undertaken at least every three years, in both cases led via the Nominations and Governance Committee for approval by the Council.

15. REFERENCES TO THE ORDINANCES CONTAINED IN THE STATUTES

- 15.1 Any references to the Ordinances contained within the Statutes not otherwise covered by these Ordinances should be taken to mean 'Regulations'.