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De Montfort University Standing Orders

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Introduction

The University's Instrument and Articles of Government are the primary authority on the role of, and conduct of business by, the Board of Governors at De Montfort University. The Instrument and Articles of Government can be found on the [DMU website](#).

These Standing Orders provide supplementary rules and operating procedures as to how the obligations set out in the Instrument and Articles of Government, in particular the responsibilities, constitution and powers of the Board of Governors, will be met. The Standing Orders also provide operational guidance for identified roles connected to the operation and function of the Board of Governors. A copy of the Standing Orders will be issued to all Governors and University Leadership Board members on appointment, or following any addition, material amendment or revocation.

The detail, and principles, set out in the Standing Orders will primarily be of benefit and interest to Governors. The detail and principles are, however, also applicable to all other University Committees, Boards and other groups, so will be of interest to staff and students who are involved, in whatever capacity, in those Committees, Boards or other groups.

It is the primary responsibility of the Secretary to the Board of Governors to monitor the implementation and effectiveness of the Standing Orders. The Board of Governors, via the Audit and Risk Committee and with the support of the Secretary, will review the Instrument and Articles of Government and the Standing Orders at least annually to ensure they are fit for purpose and reflect good practice at that time.

The Secretary will also be the primary contact should any of the Standing Orders require interpretation, or advice be required by the Board of Governors, any University Committee or Chairs thereof. The Chair of the Board or relevant Committee, having sought advice from the Secretary as required, is responsible for coming to a view on any question of interpretation of the Standing Orders.

If you have any questions about any of the Standing Orders, please contact the Secretary at: clerksoffice@dmu.ac.uk.

- (c) To delegate authority to the head of the institution, as chief executive, 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.
- (d) To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
- (e) To establish processes to monitor and evaluate the performance and effej-0.013 Tc 0.013 Tw (he per)4.

- (2) Should a vacancy arise for the Chair role, a recruitment campaign will commence. Current independent governors, as well as external candidates, may apply for the role. Following the completion of the recruitment campaign, the Board of Governors will be asked to approve the appointment of the proposed new Chair.
- (3) It shall be the normal expectation upon initial appointment that, in the interests of continuity, the Chair will continue in their role for an initial term of three years.
- (4) The tenure of the Chair is co-terminus with the role holder's term of office as a governor. The Chair may be re-appointed up to a maximum period as a Governor of nine years (three terms of three years).
- (5) At the end of the first and second terms, the Chair shall consider whether they wish to continue in the role for a further term of three years. Should they wish to continue, the Board, excluding the role-holder themselves, will consider their re-appointment to the position:
 - a. If approved, the role-holder continues as Chair for a further term of three years, subject to them continuing as an Independent Governor.
 - b. If not approved, a recruitment process of a new Chair will commence (see 2).
- (6) Alternatively, if at the end of the three-year term, or at any other point, the Chair wishes to step down from their role, a recruitment process will commence (see 2).

STANDING ORDER 6
The role of the Chair of the Board

Leadership of the Board

- (1) The Chair is responsible for the leadership of the Board of Governors. As Chair of its meetings, they are responsible for ensuring that the necessary business of the Board is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- (2) Working with the Secretary, the Chair should ensure that the Board of Governors acts in accordance with the Instrument and Articles of Government, within the University's internal rules and regulations, and with all legal, charitable and regulatory requirements.
- (3) The Chair should ensure that the Board exercises collective responsibility. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- (4) The Chair

- (8) The Chair will ensure that an up-to-date Register of the Interests of members of the Board of Governors is maintained, and that any conflict of interest that might interfere or be perceived as interfering with the exercise of independent judgement is identified and managed appropriately, in order that the integrity of the Board's business is maintained.
- (9) The Chair is responsible for ensuring that the Board properly exercises its responsibilities in the furtherance of its charitable purposes as an exempt charity.
- (10) The Chair has a role, as part of the Board, for ensuring the university's ongoing regulatory compliance.

The business of the University

- (11) The Board of Governors has responsibility for determining the educational character and mission of the University. The Chair will ensure that there are appropriate procedures in place for the Board to assess the performance of the University against its strategic objectives.
- (12) The Chair should establish a constructive and supportive, but also challenging, working relationship with the Vice-Chancellor, recognising the proper separation between strategic and operational management, avoiding involvement in the day-to-day executive management of the University. The Chair will meet regularly with the Vice-Chancellor to facilitate this approach.
- (13) The Chair may from time-to-time be required to take part in some civic and ceremonial university functions.

The External Role

- (14) The Chair will represent the Board of Governors and the University externally and will be a member of the Committee of University Chairs (CUC).
- (15) The Chair may be asked to use appropriate personal influence and networking skills on behalf of the University.

Personal attributes

- (16) The Chair will have a strong personal commitment to Higher Education and particularly to the values, aims and objectives of the University.
- (17) The Chair will, at all times, act fairly and impartially in the interests of

Government and its

STANDING ORDER 9
Appointment of Committee Chairs

- (1) Committee Chairs are usually appointed from among the independent governors of the Board. Should there be no interest from existing governors to serve as a Committee Chair, or in other circumstances that require it, the Board may opt instead to recruit a new individual to be appointed as an independent governor and Committee Chair.
- (2) The tenure of a Committee Chair is co-terminus with the role holder's term of office as a governor. A Committee Chair may therefore be re- re

keep the Board informed of items of Committee business as appropriate, and escalate matters when deemed necessary.

- (9) The Chair will recognise the proper separation between governance and operational management, and avoid involvement in the day-to-day executive management of the university.
- (10) The Chair may from time-to-time be required to take part in some civic and ceremonial university functions.

The external role

- (11) The Chair may be asked to use their own networking skills on behalf of the University.

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(3) The process by which a

STANDING ORDER 21
Quorum

- (1) In accordance with the University's Instrument and Articles of Government, 'the quorum for meetings of the Board of Governors is half of the Governors, of whom a majority shall be Independent Governors'.
- (2) In the event that a quorum is not achieved, it will be at the Chair's discretion to decide whether to:
 - (a) adjourn the meeting;
 - (b) adjourn the meeting and seek a view of members electronically;
 - (c) proceed with the meeting, noting only any substantive items and seek a view of members on matters at the following ordinary meeting; or
 - (d) proceed with the meeting and seek a view of members electronically (see Standing Order 31 – 'Decisions by email').
- (3) The quorum for meetings of each Committee of the Board of Governors is detailed within the respective Committee constitution.

STANDING ORDER 22
Meetings of the Board of Governors

- (1) The Board of Governors and its Committees should meet as often as is necessary for the effective discharge of their responsibilities. There shall normally be at least six ordinary meetings of the Board of Governors and a strategic away day meeting in an academic year.
- (2) A calendar of ordinary meetings for the forthcoming academic year will be produced annually by the Governance Office. The Board of Governors and its Committees will each approve its schedule of forthcoming meetings at the final meeting of the previous academic year. In exceptional circumstances, the Chair (in the case of the Board) and Committee Chairs (in the case of Committees) may approve changes to the schedule of meetings. The number of Committee meetings per year is detailed within their respective terms of reference.
- (3) Additional meetings may be held if business requires it and extraordinary meetings may be held at such time as the Chair

of the Chair in this matter, it shall be open to the Chair and the majority of the other Governors, in their absolute discretion, to determine how the meeting should proceed.

(4) The above items 1-

- (3) The Chair may require an observer to withdraw from a meeting in the interest of the proper conduct of the meeting. Observers will be required to withdraw from any reserved, confidential or commercially sensitive business.

STANDING ORDER 27

The agenda

- (1) The agenda for ordinary meetings of the Board of Governors shall be divided into the following parts:
 - (a) Strategic items;
 - (b) Assurance items;
 - (c) Governance items; and
 - (d)

- (n) To deal with governance items of business specified in the agenda;
- (o) To receive and consider any items for noting, including the minutes of Committees

STANDING ORDER 31
Decisions by email

- (1) In exceptional circumstances, usually at the discretion of the Chair, or as agreed by the Board of Governors, where an urgent decision of the Board is required and it is not possible to convene either an in-person or virtual meeting, decisions may be made by the exchange of emails, or similar electronic means, provided all* members are copied into or otherwise participate in the electronic exchange.
- (2) For such a decision to be validly made, a copy of the proposed decision must be circulated by the Secretary or their nominee to all* members, and the quorum must reply to the Secretary or their nominee to confirm their agreement.
- (3) The Secretary or their nominee shall be responsible for ensuring that decisions made by email are confirmed electronically to the Board. All Board decisions made outside of a meeting are reported to the next ordinary meeting.

