

**THE SENATE  
AND OTHER COMMITTEES IN THE ACADEMIC GOVERNANCE STRUCTURE**

*STANDING ORDERS - UPDATED 18.10.2017*

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- 1 The transaction of business at the Senate shall be regulated in accordance with the following Standing Orders, which were first adopted by the Senate in June 2005 and are subject to regular review.
- 2 These Standing Orders provide the framework within which all committees in the academic governance structure operate.

## **MEMBERSHIP & ATTENDANCE**

### **Senate Officers**

#### *Chair*

- 3 The Vice-Chancellor shall act as Chair of the Senate (Statute 15 (1) a).
- 4 In the absence of the Vice-Chancellor, the Deputy Chair - a Pro-Vice-Chancellor appointed by the Vice-Chancellor on the basis of the agenda for that meeting - shall act as the Chair of Senate. Any reference to the Chair in these Standing Orders shall also apply in cases where the Deputy Chair is the presiding officer.

#### *Secretary*

- 5 The University Secretary shall act as Secretary to the Senate (Statute 8.4). He or she, or a member of his or her staff to whom that responsibility has been delegated, shall record the proceedings of the Senate ensuring that its decisions and instructions are carried out.

### **Membership**

- 6 The membership of the Senate shall be in accordance with Statute 15 of the University's Charter. The membership, including ex-officio and appointed members, is outlined in the Senate constitution.
- 7 The membership of other committees in the academic governance structure is outlined in the appropriate constitutions.
- 8 The constitution, including terms of reference and membership, for all committees in the academic governance structure shall be published on the Governance website and maintained by the Governance Team.
- 9 Information on *Membership of OU Governance Committees* and how they are filled is published as *Appendix 1*.
- 10 **All categories of members have the same rights and responsibilities.**
- 11 Details of the *Role and Responsibilities of Members* is published as *Appendix 2*.

## *Electoral Procedure and Casual Vacancies*

- 12 Elections to membership of the Senate, and other committees in the academic governance structure, shall be conducted in accordance with the *Code of Practice for Elections to OU Governance Committees (Appendix 3)*. The *Code of Practice* also outlines the procedures to be followed in the event of a casual vacancy arising on the Senate, or for a Senate-elected member on another committee.

## *Co-options*

- 13 Where a constitution contains the standard co-option clause, or a clause specifying 'One X if one has not been appointed under another category', co-options shall be made in accordance with the *Code of Practice (Appendix 3)*.

## *Period of Office*

- 14 Appointed members of all committees in the academic governance structure shall normally serve for a period of four years, subject to agreed provisions for rotation. They shall be eligible for reappointment on the expiration of their term of office subject to their continued eligibility. Senate appointed members of the Council may only serve for a maximum of two periods of four years.
- 15 *Ex officio* members will serve on the committee for as long as they hold office.

## *Nominees*

- 16 Some staff or *ex officio* membership categories allow for a nominee to be appointed in place of a named role. This is detailed on relevant committee constitutions. A nominee is appointed as a regular member of the committee rather than a temporary member (alternate) as outlined below.

## *Temporary Members (Alternates)*

- 17 An associate lecturer or student member may send a temporary member to attend a specific meeting of the Senate or other committee in the academic governance structure, subject to confirmation by the Chair (via the Secretary) of the committee concerned. The temporary member shall be drawn from the Associate Lecturer (AL) or OU Student Association (OUSA) Senate Reference Group.<sup>18</sup> A 'named alternate' will be permitted for all named staff membership categories, but not elected staff member categories e.g. members elected by the Senate. The 'named alternate' must be a pre-named individual who can attend as a temporary member on behalf of the regular member. This individual could, for example, be named by the member on appointment or at the start of a committee year, or when roles change within a team, but should not be *ad hoc* or on a per-meeting basis.
- 19 Temporary members may not be requested in other circumstances, although a member may ask the Chair of the committee concerned (via the Secretary) for permission to send an observer. Should circumstances dictate that neither the regular member nor their 'named alternate' can attend any particular meeting, the attendance of another observer will be subject to the discretion and advance permission of the Chair, with rights as outlined in paragraphs 21-25 below.
- 20 All temporary members have the same voting rights as the members they are replacing. In all cases the responsibility for ensuring that the temporary member has the relevant papers, and is otherwise adequately briefed, lies with the member who initiates the change.

## **Observers and those In Attendance**

- 21 Those regularly in attendance at meetings will include the Secretary and any others specified in the constitution. Attendance at meetings by persons other than those listed in the constitution is by invitation only and must be approved by the Chair in advance of the meeting.
- 22 Non-members may be invited to be in attendance for certain agenda items or for a particular meeting, to present business or to hear and respond to the debate. The Chair may also agree to others being present to observe a meeting, for example for induction purposes.
- 23 Those in attendance or present by invitation as observers may speak with the permission of the Chair; however, they shall not be entitled to move or second a motion or amendment, or to vote on any matter before the meeting.
- 24 When classified business is under consideration, the Chair may require all observers and all those in attendance to leave the room with the exception of the Secretary of the committee concerned.
- 25 The Chair of a parent body has the right to attend the meetings of its subsidiary committees.

## **MEETINGS**

### **Ordinary Meetings**

- 26 The Senate shall meet at least three times each year.
- 27 A schedule of meetings for the Senate, and all other formal committees in the academic governance structure, shall be published in the Committee Timetable. The committee year will run from 1 September to 31 August following. Meetings shall be scheduled so as to permit the annual cycle of business, the details of which will vary from time to time, to be conducted expeditiously and effectively.
- 28 Notice of the date of each ordinary meeting shall be circulated at least 15 working days before the date of the meeting.

### **Special Meetings**

- 29 A special meeting may be convened at any time on the written request of sufficient members of the Senate to form a quorum, or by the decision of the Chair.
- 30 The request for a special meeting must propose a motion or motions. No item shall be included on the agenda of the special meeting other than those specified on the request, unless the Chair agrees that an item is directly related to its main business.
- 31 Unless otherwise determined by the Chair, members must be given at least 15 working days' notice of the special meeting, which must be held within 25 working days of the request.

### **Quorum**

- 32 The quorum for all meetings of the Senate, and other committees in the academic governance structure, shall be fifty percent plus one (50%+1) of the current membership, unless otherwise specified in the relevant constitution.

- 33 The Chair or other presiding officer shall have the power to defer items if attendance at a particular meeting is not representative of the membership, even when the overall quorum is met. A decision may be postponed only once.
- 34 In the absence of a quorum no business that requires the committee to make a decision (ie to approve) shall be transacted, other than the adjournment of the meeting. The Secretary shall arrange for the meeting to be reconvened on another occasion and at least 15 working days' notice will be given to members of the re-convened meeting.

## **BUSINESS FOR MEETINGS**

### **Agenda and Papers**

#### *Committee Business*

- 35 All items for the agenda of an ordinary meeting, other than questions, must be formally notified to the Secretary at least 15 working days before the date of the next scheduled meeting.
- 36 Business proposed with due notice by any twelve members of the Senate acting together must be included on the agenda for the next ordinary meeting, unless it falls within the scope of Matters Previously Determined. In the case of other committees within the academic governance structure, the number of members required to act together shall be fifty percent plus one (50%+1).

#### *Matters Previously Determined*

- 37 Any matter determined (approved) by the Senate or other committee in the academic governance structure shall not normally be re-opened within twelve months on the same basis as that on which the original matter was determined.
- 38 Such matters may only be re-opened if sufficient members to form a quorum, acting together, notify such a request to the Secretary at least 15 working days before the next ordinary meeting, or if the Chair determines that such a course of action is appropriate.

#### *Availability of Papers*

- 39 The normal expectation is that the agenda and supporting papers shall be made available on the intranet to all members at least 10 working days before the meeting.
- 40 Papers published less than 6 working days before the meeting will not be considered, except with the permission of the meeting.
- 41 Papers should conform to University standards for document preparation.

#### *Exceptions*

- 42 Papers for discussion at meetings shall normally be confined to those itemised on the agenda and made available to members by or on behalf of the Secretary before the meeting. Papers may, exceptionally and only with the permission of the Chair, be tabled at meetings, but only if they require urgent consideration and if time does not allow them to be circulated in the normal manner.

### **Minutes**

- 43 The unconfirmed minutes of the previous meeting shall be made available on the intranet to all members at the earliest opportunity.

- 44 The minutes of the previous meeting shall be confirmed at the following meeting, after any amendments have been added if necessary.
- 45 The minutes shall constitute the only formal record of the meeting.
- 46 The minutes of the main discussion items of each meeting of the Senate shall be forwarded to the Council. The minutes of meetings of other committees in the academic governance structure shall be forwarded to the appropriate parent body.

## **PUBLICATION OF GOVERNANCE INFORMATION**

- 47 The University operates on the principle of open access to information wherever possible, while protecting individuals' right of privacy, unless the individual subsequently agrees to the release of confidential information.
- 48 To facilitate awareness and the ability to influence policy and strategy, the Senate and other committees in the academic governance structure shall ensure the timely publication of their papers on the intranet.
- 49 Selected governance information forms part of the Freedom of Information Publication Scheme and is published on the University's external facing website.

### *Classification of Documents*

- 50 Papers should indicate a single classification category, in line with the [information classification policy](#). The classifications currently in use for committee papers are:
- a) Highly Confidential (information that would seriously harm the University's commercial interests or contravene its legal obligations if inappropriately shared, eg sensitive business plans, individual records)
  - b) Internal Use Only (information not intended for general circulation outside the University as it could inconvenience the University, but would be unlikely to result in serious harm)

### *Unrestricted*

- 51 Committee papers should normally be unrestricted and available on the intranet for any member of the University to access, unless there is good reason for them to be restricted.
- 52 Unrestricted papers should be classified 'Internal Use Only', as most will be working documents, not intended for general circulation outside the University.

### *Restricted*

- 53 Where necessary, access to papers may be restricted to the members of a specified committee and those who are required to be in attendance until it has met.
- 54 Papers dealing with commercially sensitive business, or with cases where individuals (staff or students) can be identified, must be classified 'Highly Confidential'. Access to and discussion of the paper is limited to members of the committee concerned and those who are required to be in attendance. Such papers usually retain their classification, although the committee may decide to reclassify them with effect either from the end of the meeting or from a specified time in the future. If and when reclassified, the papers should be made openly available on the intranet. If Highly Confidential documents are required as hard copy, they should be reproduced on green paper.

### *Reporting Restricted Business*

55 Restricted business shall wherever possible be presented in documents separate from those dealing with related but unrestricted matters. If the minutes of a discussion on restricted business contain restricted information, then the minutes themselves must be restricted and presented separately. If possible, however, the minutes should be written so that they do not include restricted data and may be unrestricted.

56 Where possible, the restricted business of subsidiary committees having decision-making powers shall be reported to parent bodies in the form of an unrestricted summary document, in which restricted details are not visible. Documents that are unrestricted at a subsidiary committee may not be restricted when presented to a parent body.

### *Dissemination of Business*

57 The responsibilities of members in communicating governance information is outlined in the document on the *Role and Responsibilities of Members (Appendix 2)*

## **CONDUCT OF MEETINGS**

### *Declaration of Interests*

58 Any member who has a clear and substantial interest in a matter under discussion shall declare that interest whether or not that interest is already declared. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the member. Any such declarations of interest shall be recorded in the minutes.

59 Where the Chair considers it appropriate, the member involved shall withdraw from any meeting and not speak, participate in or otherwise seek to influence any decisions taken relating to the matter under discussion.

60 Further guidance is provided in the document on the *Role and Responsibilities of Members (Appendix 2)*.

### *Conduct of Debate*

61 Members should signal their wish to speak on an issue to the Chair, who shall indicate the order in which they may speak and, in the interests of allowing all sides of an issue to be heard, may restrict the number of contributions from any member on any one agenda item.

62 Each member shall identify himself or herself if asked to do so, shall address all his or her remarks to the Chair, and will be allowed up to three minutes in which to make them unless the Chair grants a member a longer period of time.

63 Comments shall be directed to the question and discussion in hand, or to a point of order, or a point of information.

64 Those in attendance or present by invitation as observers may only speak with the permission of the Chair.

### *Questions to the Chair*

65 Any member may also ask a brief oral question or questions at the beginning of the meeting during the period provided on the agenda for this purpose (Report from and Questions to the Chair). Such questions must be on matters pertinent to the business of

the Senate or other committee and not dealt with elsewhere on the agenda. However, no formal resolution may be put as a result, other than that the matter be included as an item on the agenda for the next following meeting.

#### *Points of Information*

- 66 A member may, at the Chair's discretion, make a point of information at any time during the course of a debate.

#### *Points of Order*

- 67 A member may, at any time during the course of a debate, question whether proper procedures have been or are being followed by making a point of order, and the debate shall be suspended until the point of order has been decided by the Chair.

#### *Substantive Motions and Amendments*

- 68 The first proposition on any formal item shall be known as the original substantive motion.
- 69 All succeeding propositions on that subject made during the debate shall be called amendments. Any member may alternatively submit a written amendment to the Secretary up to 2 working days before the meeting. Any amendment can be refused by the Chair, if, in his or her opinion, its effect would be to negate the original motion or effectively to propose a new motion.
- 70 Each substantive motion or amendment must be moved and seconded before it can be discussed. Where a committee Chair or other committee member acting on behalf of a Senate committee (including a CAU committee) presents business, or when any member presents a resolution submitted in advance by twelve members, it is understood thereby to have been duly moved and seconded. Amendments shall be voted upon before the substantive motion in an order to be determined by the Chair.
- 71 If any amendment is carried the amended proposition shall then become the substantive motion. When all amendments have been voted upon the substantive motion shall be put to the vote.
- 72 The proposer of a motion or an amendment may, normally with the agreement of the original seconder, ask the permission of the Senate to withdraw the motion or amendment previously put, but no other member may propose that the motion or amendment be not put.
- 73 Those in attendance or present by invitation as observers are not entitled to move or second a motion or amendment.

#### *Procedural Motions*

- 74 When a substantive motion or amendment is under debate, no other motion shall be moved except the following procedural motions:
- a) that the motion be not put (proposer only)
  - b) that the question be now put (closure of the debate)
  - c) that the meeting be adjourned to a specific time
  - d) that the matter be deferred to the next ordinary meeting;

- e) that the matter be referred back to the appropriate committee or other body
- f) that the meeting proceed to next business;
- g) that the order of business be changed
- h) that the voting figures be recorded in the minutes
- i) that speeches be not allowed to exceed a specified time
- j) that a part or parts of a motion be voted on separately
- k) that the meeting be closed
- l) that the debate be adjourned

75 Once proposed and seconded, a procedural motion must be voted on without debate.

#### *Voting*

76 Every matter on which a formal vote is requested, apart from a vote to suspend these Standing Orders (see para 94 below), shall be determined by a simple majority of members present and voting. Voting will normally be by show of hands, although the Chair, advised by the Secretary, may rule that a close vote be taken again using division lobbies.

77 The outcome of a vote shall normally be recorded in the minutes as a majority or overwhelming majority for or against the item of business. If a count is taken, the specific number of members voting for and against an item shall be recorded in the minutes. A count may also be taken if requested by one of the members present. The name of any member voting for or against an item of business or abstaining from voting shall, on the request of that member, be recorded in the minutes

78 Those in attendance or present by invitation as observers have no vote.

79 In the case of equality of votes, the Chair or other presiding officer shall have a casting vote whether or not he or she has voted before on the motion (Statute 23 (1) d).

#### *Recording and Communicating Items under Discussion*

80 Recording committee meetings, by using any type of audio or video recording device, is not permitted. Members should ensure that they are familiar with the [Staff Use of Recording Devices at Meetings Policy](#).

81 When an item for debate is confidential, members must ensure that both the content of the presentation and the discussion remain within the meeting; members should not email or otherwise communicate with those who are not present. Further guidance on the dissemination of business is provided in the document on the Role and Responsibilities of Members (Appendix 2).

#### *Disorderly Conduct*

82 The Chair may call to order any member whom he or she considers to have strayed from the matter under discussion, or to have persistently disregarded the ruling of the Chair or behaved irregularly, or improperly, or offensively, or wilfully obstructed the business of the meeting.

83 In the event of misconduct or obstruction or general disturbance or emergency which in the opinion of the Chair renders the due and orderly dispatch of business impossible or



impractical, the Chair may, without the question being put, adjourn or suspend the sitting of the Senate or other committee in the academic governance structure for such period as may be considered expedient.

### *Matters Not Considered*

- 84 Items not considered by the close of the meeting shall normally be referred to the next ordinary meeting.
- 85 Alternatively, if there are matters that must be resolved before the next ordinary meeting, they may be dealt with by Chair's Action if it is routine business, or by electronic means if, in the judgement of the Chair, they require consideration by the committee before the next ordinary meeting.

### *Adjourned Meetings*

- 86 When a meeting is adjourned temporarily for a brief period, for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.
- 87 When a meeting is adjourned to continue on another day, at least 15 working days' notice of the calling of the adjourned meeting shall be given. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted.
- 88 At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting, when it shall take precedence over other business except for the confirmation of the minutes of the previous meeting.
- 89 Alternatively, urgent matters may be dealt with by Chair's Action or by electronic means, as outlined in paragraph 83 above.

## **DELEGATION OF POWERS**

### **Schedule of Delegation**

- 90 A Schedule of Delegation is attached as an appendix to the Senate constitution, and to other committees in the academic governance structure as appropriate.

### **Chair's Action**

- 91 The Senate may delegate authority to the Chair to act on its behalf between meetings on matters of routine business. The Chair shall be answerable to the Senate for any action which he or she takes on its behalf and a report shall be made to the next meeting of the Senate detailing any Chair's action taken.
- 92 Other committees may also delegate authority to their Chair, subject to the Chair's action being reported to the next meeting.

### **Establishment of Committees and Advisory Bodies**

- 93 The Senate, advised by the University Secretary, is responsible for considering and approving proposals for the establishment or disestablishment of Senate committees and associated bodies. The Academic Quality and Governance Committee is responsible for considering and approving proposals for changes to the constitutions of such committees.

- 94 Establishment of non-formal committees and groups (ie those that do not form part of the formal academic governance structure, but whose outputs generally inform the work of a formal committee) should normally be avoided. The formal committee whose work it informs must approve any such non-formal committee or group. The Mode of Operation of the non-formal committee or group shall then make appropriate reference to the formal committee.

## **MATTERS RELATING TO THE STANDING ORDERS**

### *Ruling by the Chair*

- 95 The ruling of the Chair on any questions of procedure, whether under Standing Orders or not, shall be final for that meeting. The ruling of the Chair may be challenged by a motion formally submitted to the next ordinary meeting of the Senate by any Senate committee or by any twelve members of the Senate acting together.

### *Suspension of Standing Orders*

- 96 Any of these Standing Orders may be suspended at any meeting after a motion to that effect, proposed by any member and duly seconded, has been passed by a two-thirds majority of those members present and voting. Such suspension shall be for a specified item of business only and shall lapse when that item is concluded.

### *Amendments to the Standing Orders*

- 97 The Senate shall approve the amendment or repeal of the Standing Orders.
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### Attachments:

- Appendix 1: Membership of University Committees
- Appendix 2: Role and Responsibilities of Members
- Appendix 3: Code of Practice for Elections to University Governance Committees

## MEMBERSHIP OF UNIVERSITY GOVERNANCE COMMITTEES

- 1 Constitutions of University committees will be published on the Governance website, together with current membership lists.
- 2 The basis for committee membership should be related to the purpose of the committee.
- 3 Membership should be as small as possible consistent with the need to achieve a balance of expertise and perspective, and to command the confidence of parent bodies, the executive and the wider University community.

### Membership Categories

- 4 The following membership categories will be found in different combinations depending on the degree of specialisation of the committee concerned. Some categories may include external members as well as members of the University.

#### *Chair*

- 5 Committees will normally have a designated ex-officio Chair, or a Chair appointed by a parent body.
- 6 In other cases, the committee should elect its own Chair from amongst any category of its own membership unless the constitution specifies otherwise; normally the period of office will be two years and the office-holder will be eligible for re-appointment. Where the constitution provides a co-option clause, this should be used where necessary to cope with any difficulties arising from the non-replacement of a member on his or her election to the Chair.

#### *Deputy Chair*

- 7 For the efficient conduct of business each committee should elect a Deputy Chair to act in the absence of the Chair, whether or not a Deputy Chair is specified in the constitution. The period of office will be two years and the office-holder will be eligible for re-appointment. A Deputy Chair would not normally be replaced as a member of the committee on his or her election to the role.
- 8 The Deputy Chair to the Senate, will be a Pro-Vice-Chancellor appointed by the Vice-Chancellor as required, based on the agenda for that meeting.

#### *Ex-officio*

- 9 Where constitutions designate particular ex-officio members, membership attaches to the office or role, not to the individual. A new holder of an existing office will therefore take up membership without the need for any special procedure.

#### *All*

- 10 This category refers to those who automatically become members of a particular body as a result of holding a specified type of post in the University (for instance, academic staff members of Central Academic Unit (CAU) Committees), without the need for any special procedure.

*Elected*

- 11 This category refers to members who are elected by a designated body or constituency following Electoral Procedures detailed in the *Code of Practice for Elections to OU Governance Committees (Appendix 3 to the Senate Standing Orders)*.

*Nominated*

- 12 Members are nominated where another body or a group or an office-holder has the right to propose names for approval by the body concerned (which may be given by Chair's action).

*Appointed*

- 13 Members are appointed where another body or a group (for example, the OU Student's Association) or an office-holder (for example, the Chair of a parent body) has the right to fill places on the body concerned.
- 14 'Appointed' is sometimes used more generally to refer to any member who is neither ex-officio nor co-opted.

*Co-opted*

- 15 Members chosen for their individual contribution in relation to the committee's Terms of Reference. Co-option is used to secure specific expertise, or to achieve a better balance overall after other membership categories have been filled, or to replace a Chair elected from the membership. Co-options are subject to approval by the parent body (for instance, co-options to Education or Research Committees are subject to approval by the Senate), which may be given by Chair's action.
- 16 **All categories of members have the same rights and responsibilities.** Further information is available in the document on the *Role and Responsibilities of Members (Appendix 2)*

## ROLE AND RESPONSIBILITIES OF MEMBERS

### *Responsibilities of Members*

- 1 All persons appointed to academic governance committees are expected to be committed to uphold the University's mission as set out in its [Charter](#) and to bring particular behaviours to meetings. They should consider issues from a strategic perspective, question intelligently, debate constructively, challenge rigorously and decide dispassionately. Members should also listen sensitively to the views of others, both inside and outside meetings.
- 2 Members should at all times observe the highest standards of academic governance in exercising their responsibilities. They should take decisions with proper concern for the University's reputation and standards, and for the principles of academic freedom
- 3 In particular, members should at all times conduct themselves in accordance with the accepted Seven Principles of Public Life drawn up by the Committee on Standards in Public Life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 4 The governance practices of the University are consistent with [The Higher Education Code of Governance](#)

### *Corporate Decision Making*

- 5 All members should exercise their responsibilities in the interests of the institution as a whole, serving its further development and enhancement, rather than in a personal or individual capacity, or as a representative of any constituency. Members nominated or appointed by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others.
- 6 The Senate and other academic governance committees shall exercise their responsibilities in a corporate manner, that is to say, decisions are taken collectively by all of the members acting as a body and all members are bound by the decisions made by that body. Members should not act individually, or as representatives of a constituency or informal groups, to take decisions on matters of governance an ad hoc basis outside the constitutional framework.

### *Declaration of Interests*

- 7 Any member who has a clear and substantial interest in a matter under discussion shall declare that interest whether or not that interest is already declared. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the member.
- 8 Where such an interest constitutes a direct or indirect financial interest, the member involved shall withdraw from any meeting and not speak, participate in or otherwise seek to influence any decisions taken relating to the matter under discussion.
- 9 Where a member has an interest which is not financial, but which is relevant to the activities of the University, that interest shall also be declared. Where the interest is substantial, the member involved shall withdraw from discussions or decisions relating to that interest. Where an interest arises from membership of a public body, and where there is no financial interest, full participation in the discussion and decision is permitted. Where a University committee has a more specific code of conduct governing its business, that code shall also be followed.

- 10 In all circumstances, members shall ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken to the actions of the body concerned. If so, the interest is sufficient for the member to declare that interest.
- 11 Members of staff of the University do not need to declare an interest or to withdraw from discussion when general terms and conditions of service of staff or a group of staff are considered. Similarly, members who are students of the University do not need to withdraw or declare an interest in issues of relevance to the student body as a whole including the setting of fees for courses. However, if a member of staff or a student has a particular interest in the issue which is greater than the interest of the group of staff or students as a whole, then that interest shall be declared and the member of staff or student shall withdraw from the meeting and not speak, participate in or otherwise seek to influence any decision taken relating to the matter under discussion.
- 12 Any such declarations of interest shall be recorded in the Minutes.

#### *Attendance*

- 13 Members are expected to attend scheduled meetings. A record of attendance will be maintained and monitored by the Secretary, and poor attendance will be considered as part of the annual effectiveness reviews, enabling specific problems to be addressed. A benchmark of 75% of all members attending each meeting should be expected. Regular attendance by a substantial number of the membership is essential to ensure the legitimacy of decisions. The quorum is fifty per cent plus one (50%+1).
- 14 Reasonable arrangements should be made to enable remote participation by those working at other University sites, subject to technological limitations and advance notice to the Secretary.
- 15 It is recognised that circumstances may sometimes prevent attendance or remote participation, and apologies should be sent to the Secretary in advance.
- 16 If a member is unable to participate remotely in a meeting because of a technical failure, consideration must first be given as to whether the meeting is still quorate (see para x above). If the meeting goes ahead, the Chair and the Secretary may consider taking comments from the member after the meeting and including them as post-meeting notes in the minutes.

#### *Non-Attendance*

- 17 If a member of a University body (other than a member in the 'ex-officio' or 'all' categories) fails to attend three consecutive meetings, the Secretary shall ask the member for an explanation, and where applicable shall also inform the body or office-holder which appointed or nominated the member, and make a recommendation to the Chair. If the Chair does not consider the explanation satisfactory, then the member must resign. A casual vacancy will then be created, which will be filled under the procedure detailed in the *Code of Practice for Elections to OU Governance Committees (Appendix 3 to the Senate Standing Orders)*.
- 18 If a member expects to be absent from the University for a period covering three or more consecutive meetings, the member must resign. The committee of which she or she is a member should if possible seek a replacement, from the same membership category.
- 19 If the absence is expected to cover two consecutive meetings, no replacement should be sought and following the period of absence the member will resume his or her place.

*Participation*

- 20 Members should be able to contribute to discussions on major issues of academic strategy, policy, priority and performance. They should ensure that they have read the relevant papers, and are otherwise adequately briefed, before each meeting.

*Dissemination of Business*

- 21 Members of committees in the academic governance structure may disseminate unrestricted business (classified as Internal Use Only) to their units or other constituencies before and after meetings as appropriate, but should remember to handle sensitive issues with discretion.
- 22 Members may consult on unrestricted matters being presented to a committee for decision, but should ensure that any issues are presented in a balanced manner.
- 23 The minutes constitute the only formal record of the meeting. Members may provide informal reports on unrestricted matters, but should be aware that such reports, particularly on forums and social networking sites, may be open to misinterpretation if taken out of context. In particular, members should exercise caution in reporting decisions, and any conditions attached to them, until they have been fully approved by the appropriate governance process and the minutes are available to confirm those decisions.
- 24 Members should not report on restricted committee business unless the matter has been reclassified as unrestricted.
- 25 Members are expected to respect the need for security regarding restricted committee business, and to shred any hard copy papers and delete electronic copies from local computer drives or mobile devices after the meeting.



## CODE OF PRACTICE FOR ELECTIONS TO UNIVERSITY GOVERNANCE COMMITTEES

### University Elections

#### *Returning Officer*

- 1 The University Secretary shall be Returning Officer for all University elections and shall be responsible for their conduct. Operational responsibility for particular elections may be delegated to a member or members of his or her staff.

#### *Representation*

- 2 Members of a University body to be elected by a constituency specified in the constitution must be members of that constituency, but are not representatives of it.
- 3 Where a member of the Senate or one of its committees is to be elected, those eligible shall normally be members of the relevant body, but exceptions to this rule may be made where a nomination is received of a member of the University who the Chair agrees has particular interests or responsibilities which make the nomination appropriate.
- 4 Members may only act as representatives of another body where the constitution so specifies. Senate members of the Council are not representatives of the Senate, although they will normally be members of the Senate. The Council has agreed that the Senate may exceptionally elect members who are not members of Senate to the Council.

#### *Equal Opportunities and Diversity*

- 5 The Senate recognises the benefits of diversity, both in its own membership and in that of other committees in the academic governance structure, and sees increasing diversity and breadth of experience amongst members as an essential element in delivering the OU's mission and in promoting the academic work of the University in teaching and research.
- 6 A diverse committee will include and make good use of differences in the skills, knowledge, experience and other distinctions between members, including protected characteristics<sup>1</sup>, socio-economic background and geographical location. The Senate respects the rights of individuals to hold different beliefs and views and to express them through appropriate contribution to discussion. A diversity of perspectives will promote more constructive and challenging debate at committee meetings, thereby helping to avoid 'groupthink' and improving governance outcomes.
- 7 Consequently, when calling for nominations, the Governance Team will remind the electorate of the benefits of diversity in enabling the Senate and its committees to discharge their duties and responsibilities effectively. Where necessary, the Governance Team will particularly encourage nominations from any groups underrepresented on a committee.
- 8 The call will emphasise that all members of a constituency should be regarded as having an equal opportunity to contribute to the work of governance and that nominees should be treated solely on the basis of their abilities and potential. Consideration should be given to a nominee's suitability in the context of the committee's terms of reference, and the

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<sup>1</sup> age, caring and dependency, disability, gender reassignment, marriage and civil partnership, political opinion, pregnancy and maternity, race, religion or belief, sex, sexual orientation

skills, knowledge, experience and independence that the committee as a whole requires to be effective.

- 9 The Academic Quality and Governance Committee will assure the Senate annually on the effectiveness of academic governance. Biennially, this report will include a review of the composition of the Senate and other committees in the academic governance structure, as well as any issues and challenges encountered when considering the diverse make-up of the Senate.
- 10 Members of University committees are strongly encouraged to undertake equality and diversity training to minimise the risk of unconscious bias in decision-making. When considering strategy or policy proposals being put to a committee, members should also ensure that an equality analysis has been conducted where necessary.

#### *Electoral Procedure*

- 11 All elections within the scope of this Code shall be conducted by means of a secret ballot. The University Secretary shall invite nominations from all members of the relevant constituency, allowing at least 10 working days to elapse before the appointed closure date. If the number of valid nominations is less than or equal to the number of places, then all those duly nominated shall be declared elected. If the number of valid nominations is greater than the number of places, a ballot shall be held, and again 10 working days shall be allowed to elapse before the close of the ballot. The University Secretary, or his or her delegate, shall keep a record of the number of votes cast.
- 12 The University Secretary may additionally specify arrangements for secret ballots to be held at meetings, for the election of Chairs and Deputy Chairs.

#### *Electoral System*

- 13 University elections shall be conducted using the single transferable vote (STV) system. The successful candidate(s) shall be those receiving the greatest number of votes, subject to any limiting conditions. In case of equality of votes, lots shall be drawn to determine the successful candidate.
- 14 In the interests of balance, a constitution may contain conditions specifying the minimum number of places to be held by a particular subcategory (e.g. by regional/national academic staff) or the maximum number of places to be held by a particular subcategory (e.g. by staff from any one unit).

#### *Casual Vacancy Procedure*

- 15 A casual vacancy occurring among Senate members shall be filled by appointment by the Chair of the Senate. The member appointed to fill a casual vacancy shall hold office for the unexpired term of office of the member in whose place he or she is nominated or appointed (Statute 23 f).
- 16 Senate-elected members on any University committee (other than statutory bodies), and other relevant vacancies, shall be filled by appointment by the committee Chair for the period up to the next election.
- 17 Associate lecturer and student vacancies shall, however, be filled by the original appointing bodies: those so appointed shall also serve to the end of the outstanding period of office.

*Co-options*

- 18 The Senate shall approve its own co-options (on the basis of recommendations from the Chair), and a subsidiary committee shall make a recommendation for approval by its parent body.

Approved by the Senate on 14 October 2015 with immediate effect