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WINCHESTER

Standing Orders of the Board of Governors

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Standing Orders of the Board of Governors

1. These Standing Orders comply with the requirements of the Memorandum and Articles of Association. Where any conflict arises between the requirements of these Standing Orders and those of the Memorandum and Articles of Association, the latter shall take precedence.

2. If at meetings of the Board any question arises as to whether any of the following Standing Orders have been complied with, the decision of the Chair of the meeting shall be final, subject only to the Memorandum and Articles of Association.

Meeting Schedule

3. The Board shall hold ordinary meetings at least five times every academic year. The meetings shall be held on such days and at such hours as determined by the Board of Governors. The dates for these meetings will be circulated to the Board with appropriate notice time. The meeting schedule for the Board will be a standing item at all Board meetings to record any updates.
4. The agenda and any accompanying papers shall ideally be circulated to all Governors not less than five days before an ordinary meeting. The agenda shall include the place, date and time of the meeting.
5. An extraordinary meeting may be summoned at any time by the Chair or any four Governors upon not less than seven days' notice being given to the other Governors of the matter to be discussed.

Quorum

6. The quorum for meetings of the Governors shall be ten Governors, of whom at least six shall be External Governors. If a meeting is quorate, but less than half the Governors present are External Governors, a majority of the External Governors present shall be able to require that a decision be deferred to the next meeting or reached electronically outside the meeting. If a decision is made outside of the meeting this will be recorded in the minutes of the subsequent meeting. No decision shall be deferred more than once under this provision.
7. If, at the time appointed for a meeting or at any time during a meeting, the number of Governors required to form a quorum is not present, the meeting shall be indefinitely adjourned and a special meeting shall be summoned as soon as it is convenient.
8. A meeting shall be deemed to be quorate if the number of Governors present would have been enough to form a quorum but for the withdrawal from the meeting of any Governor or Governors for an item as required by the Memorandum and Articles of Association.
9. If circumstances require it, provision will be made in exceptional circumstances to enable Governors to attend Board meetings virtually.

Procedure at meetings of the Board of Governors

10. Meetings of the Board of Governors shall be chaired by the Chair of the Board of Governors, or, if the Chair is not present, or is present and conflicted, or unwilling to act, the Vice-Chair, if they are present and willing. In the absence of the Chair or the Vice-Chair, the Governors present shall elect a Chair of the meeting from amongst the External Governors who are present.
11. Every matter shall be determined by the majority of Governors present and, if it is required, by voting. In the case of equality of votes, the Chair of the meeting shall have a second or casting vote irrespective of whether they have voted previously on the same question. No Governor shall have a second vote in any other circumstance.
12. Meetings will be conducted to ensure all members are able to contribute to proceedings.
13. Only one amendment to any proposal shall be submitted for discussion at any one time.

However, before that amendment is disposed of, any member may give notice of any further amendment to be moved afterwards. If an amendment is carried, the amended proposal shall take the place of the original proposal, and any further amendments may then be discussed.

14. Unsuccessful motions or amendments shall not be recorded in the Minutes unless the Board of Governors otherwise directs. The number of those who have voted for and against any motion or amendment, and of those who have abstained shall be recorded in the Minutes, unless the Board of Governors directs otherwise.
15. At any meeting of the Board of Governors, a resolution or amendment put to the meeting shall be decided on a show of hands, unless a secret ballot of members present is demanded by at least a quarter of the members present. If such a ballot is duly demanded it shall be taken in the manner which the Chair directs, and the result of the ballot shall be deemed to be a resolution of the meeting at which the ballot is demanded.
16. Except by leave of the Chair, or as resolved by the Board of Governors, the names of those who vote on a motion shall not be recorded in the Minutes.
17. A ballot of all members of the Board of Governors may be held if such a ballot is demanded by at least a quarter of the members present and the result of the ballot shall be deemed to be a resolution of the meeting at which the ballot is demanded.
18. Any resolution of the Board of Governors may be rescinded or varied at a subsequent meeting if notice of the proposal to rescind or vary the resolution has been given to all Governors and if the subject matter of the resolution (and any proposed variation) appeared in the notice of such meeting.
19. Any meeting at which a quorum is present may be adjourned by resolution, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
20. Unless invited by a resolution of the other Governors present at the meeting to remain, all Staff Governors, the Student Governor and any person in attendance shall withdraw from that part of any meeting at which there is consideration of a named member of staff or prospective member of staff.
21. Unless invited by a resolution of the other Governors present at the meeting to remain, the Student Governor shall withdraw from that part of any meeting of the Governors at which there is consideration of a named student or prospective student.
22. Any Staff Governor to whom notice of the termination of their role as Governor has been given shall withdraw from that part of any meeting at which there is consideration of the appointment of a successor.
23. Any Governor who has a monetary, family or other personal interest in any matter under discussion at a meeting shall declare this interest and withdraw from the meeting during consideration of and voting on the matter. Except that this Article shall not prevent the Governors considering and voting upon proposals for the University to ensure members of the Governors against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying premiums.

Delegation to the Chair

24. The Chair may, under delegated authority, act on behalf of the Board of Governors between meetings. Such action will normally comprise the signing of routine documents or the detailed implementation of matters already agreed by the Board. Chair's action may also be taken between meetings where delaying a decision would disadvantage the University. In such an

instance an update will be submitted to the next meeting of the Board of Governors and the actions recorded formally in the meeting minutes.

Suspension of Standing Orders

25. Subject always to the requirements of the Memorandum and Articles of Association, suspension of any Standing Order shall be effected by a two-thirds majority of those present excepting that the Standing Orders 1, 2, 6, 7 and 8 shall not be suspended.