



St Mary's
University
Twickenham
London

BOARD OF GOVERNORS REGULATIONS

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Contents

- 1. Purpose of the Regulations**
- 2. Members of the University**
- 3. Role of the Board of Governors**
- 4. Membership of the Board**
- 5. Staff and Student Governors**
- 6. Governors Terms of Office**
- 7. Chair and Vice-Chair**
- 8. Termination of Period of Office**
- 9. Conduct of Meetings**
- 10. Committees of the Board**
- 11. Delegated Authority from the Board**
- 12. The Academic Board**
- 13. Conflict of Interests and Declaration of Interests**
- 14. Approval of Legal Documents**
- 15. Financial Scheme of Delegation and Major Financial Expenditure**

1. PURPOSE OF THE REGULATIONS

- 1.1 The purpose of the of the Board of Governors Regulations (“the Regulations”) is to set out the arrangements for governance and management of the University and for the conduct of its business. The Regulations shall reflect the requirements upon the University as set out in its Articles of Association (“the Articles”) and those of its regulating bodies including the Office for Students (“the OfS”) and The Charity Commission as well as having reference to requirements for good governance as set out by the Committee of University Chairs.
- 1.2 Where there is a conflict between the Articles of Association and the Regulations then the Articles shall take precedence and the Regulations should be amended at the earliest opportunity.
- 1.3 Where there is a conflict between the Regulations and any statutory requirements on the University then the statutory requirements shall take precedence and the Regulations should be amended at the earliest opportunity.
- 1.4 The regulations may be changed or amended by a simple majority of the Board of Governors.
- 1.5 When setting the regulations the Board of Governors shall have particular reference to 1.1, 13.1, 15.1.7, and 24.1 of the Articles.

2. MEMBERS OF THE UNIVERSITY

Liability of Members

- 2.1 The University is a Company limited by guarantee with registered number 05977277.
- 2.2 In accordance with article 8.1, the Members of the the University promise that they shall pay up to £10 towards the costs of dissolution and the liabilities incurred by the University while the contributor was a member.

Membership

- 2.3 The Members of the University shall be as follows:-
 - the Archbishop of Westminster;
 - the Director of the CES;
 - up to two persons nominated by the Archbishop who may be Governors nominated by the Archbishop under Article 13; and
 - up to two persons nominated by the CES who may be Governors nominated by the CES under Article 13; (Articles 11.4)
- 2.4 The nominated Members shall be as agreed between the Board and the Archbishop and the Director of the CES. Their names shall be entered in

the Register of Members (*Articles* 10.1). The University Secretary shall be responsible for the maintenance of the Register.

Responsibilities of Members

- 2.5 Members shall deal with any “Restricted Business” as set out in the Articles. Restricted Business term of more than 21 years, of any of the University’s land or buildings the acquisition of which land or buildings was wholly or substantially funded by the Catholic Church or the CES or any predecessor to the CES.
- 2.6 Members shall approve any amendment to the Articles.
- 2.7 Members are responsible for the application of assets should the University be dissolved.

Meetings of Members

- 2.8 A general meeting of the Members may be called by a Member or by the Governing Body by giving at least 14 days’ notice in writing which shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be served on all Members, Governors and the University’s Auditors. A general meeting may also be called on shorter notice in accordance with section 307 of the Companies Act.
- 2.9 The University Secretary shall be responsible for the arrangement of general meetings of the Members.
- 2.10 General meetings may take place in person, by telephone, virtually or other means which enable all participants to communicate simultaneously with all other participants.
- 2.11 Quorum at a general meeting is at least four to include either the Archbishop of Westminster or the Director of the CES. In the event of a deadlock, the Archbishop or in his absence, the Director of the CES, shall have a casting vote.
- 2.12 A written resolution, including without limitation by electronic communication, in accordance with the Companies Act and signed by a simple majority of Members (or in the case of a special resolution by a majority of not less than 75%) is as valid as a resolution passed at a general meeting.
- 2.13 The University Secretary shall be responsible for ensuring that any resolution made by the Members is properly made and recorded.

3 ROLE OF THE BOARD OF GOVERNORS

The responsibilities of the Board of Governors are as follows:-

- i) To preserve and develop the Catholic mission and educational character of the University;
- ii) To ensure the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets;
- iii) To approve annual estimates of income and expenditure;
- iv) To delegate functions to committees.
- v) To appoint and determine the remuneration of auditors;
- vi) To appoint (remove) a Clerk to act as secretary to the governing body;
- vii) To make Regulations.
- viii) To appoint, grade, suspend, dismiss and determine the pay and conditions of the Vice-Chancellor and the holders of other senior posts.
- ix) To create any office of the University (including without limitation the office of Chancellor)
- x) To confer any honorary title of the University upon any individual;
- xi) To exercise any powers of the University which are not reserved to a general meeting.

4 MEMBERSHIP OF THE BOARD

- 4.1 The membership of the Board shall not consist of not less than twelve and not more than twenty four persons comprised as follows:
- i. Three *ex-officio* Governors namely: the Archbishop (or nominee), the Director of the Catholic Education Service (CES) (or nominee), the Vice-Chancellor;
 - ii. Up to six Independent Governors nominated by the Archbishop and appointed by the Board;
 - iii. Up to six Independent Governors nominated by the CES and appointed by the Board;
 - iv. Three persons from within the University community appointed by the Governing Body in accordance with Regulations made by the Governing Body, two being members of Staff and one being a Student;

- v. Up to six Independent Governors co-opted by the Board at a duly constituted meeting.

4.2 Within the above parameters the Board is responsible for determining its size. The current limit on the size of the Board is 18 full members.

4.3 The articles set out essential requirements for Board composition and the University Secretary is responsible for ensuring that these are met. The following table illustrates the necessary requirements under varying Board sizes:

Ex Officio	Archbishop's nominations	CES nominations	Staff and Student	Co-optees	Total
3	3	3	3	0	12
3	3	3	3	2	14
3	4	4	3	2	16
3	4	4	3	4	18
3	5	5	3	5	21
3	6	6	3	6	24

4.4 The process for the nomination of Governors by the Archbishop and the CES may be set out in further documents or agreements. Nominations may arise from various circumstances, from responses to external advertisements or from recommendations. Individuals may be approached where a particular skill set is required.

4.5 All appointments to the Board will be made on the recommendation of the Nominations Committee which will take account of best practice in governance, promote equality and diversity, and ensure the appointment of Governors with skills and abilities appropriate to the needs of the University who also show a commitment to the work of Catholic higher education. (*Articles 13.4.8/9*).

5 GOVERNORS TERMS OF OFFICE

5.1 Governors, other than the *ex-officio* Governors shall normally be appointed for a term of three years. The Student Governor shall be appointed for a term of one year.

5.2 No Governor (other than an *ex-officio* Governor) shall serve more than three consecutive terms of office unless the Governing Body exceptionally resolves to permit a further term or terms in respect of a new or more senior role, provided that the maximum period of service in the new or more senior role does not exceed nine years.

5.3 It is the responsibility of the University Secretary to maintain necessary records of membership of the Board and to advise the Nominations Committee appropriately.

6 CHAIR AND VICE-CHAIR

- 6.1 The Archbishop or his appointed nominee shall be the Chair of the Governors and that the Governors shall elect one of their number (not being a Staff or Student Governor) to be the Independent Vice-Chair. In the absence of the Chair or Vice-Chair, the Governors shall elect one of their number (not being a Staff or Student Governor) to be chair of that meeting.
- 6.2 The Chair, the Vice-Chair or any Governor elected to chair a meeting of the Board will always be an Independent Governor (one external to the University).

7 TERMINATION OF PERIOD OF OFFICE

- 7.1 A Governor's term of office terminates automatically if:
- i. S/he is disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee;
 - ii. S/he is incapable, whether mentally or physically, of managing his or her own affairs;
 - iii. In the case of a Staff or Student Governor, if s/he ceases to be comprised in the Staff or Student Body (as defined in the *Articles*);
 - iv. S/he resigns by written notice to the Governing Body (but only if at least two Governors will remain in office).
- 7.2 The *Articles* state that a Governor's term of office also terminates if:
- i. S/he is absent from all meetings of the Governors during a period of one year without leave and the Board of Governors resolve that his or her term of office as Governor be terminated.
 - ii. S/he does not abide by the Code of Conduct approved by the Governing Body and the Governing Body resolves that his or her term of office as Governor be terminated;
 - iii. S/he is removed by the person or persons who appointed or nominated him or her after due process as determined by the Governing Body under Regulations or by ordinary resolution of the Members under the Companies Act.
- 7.3 The Nominations Committee will consider the removal of a Governor if necessary.

8 STAFF AND STUDENT GOVERNORS

- 8.1 The articles require that the Board shall include three persons from within the University community appointed by the Governing Body two being members of staff and one being a student.

Staff Governors

- 8.2 One Staff Governor should be a member of the academic staff and one Staff Governor should be a member of the non-academic staff. Academic staff' are those members of staff who are employed on an academic contract, including Professors and any other senior managers on such contracts, whether full-time or part-time. Non-academic staff includes all those members of staff who are not employed on an academic contract, whether full-time or part-time.
- 8.3 In any case of doubt on the status of an individual the Director of Human Resources will provide advice.
- 8.4 The academic Staff Governor will be nominated and elected by the Academic Board of the University from amongst its members.
- 8.5 The non-academic Staff Governor will be nominated by, and elected from, the non-academic staff of the University.
- 8.6 Elections will be arranged and managed by the University Secretary according to rules published from time to time. This will normally involve:
- i. inviting nominations from the two constituencies by publishing notice of vacancies and the election process within the University
 - ii. in the case of more nominations being received than vacancies are available, inviting short election addresses from the candidates
 - iii. the issue of voting papers to the constituencies and a ballot
- 8.7 Voting and the opening of ballot boxes will be overseen by an independent scrutineer or scrutineers appointed for the purpose. The ballot will operate on a 'first past the post' system. Electronic voting may be permitted but subject to the availability of a secure system for recording votes.
- 8.8 On appointment to the Board, Staff Governors will have the same role and responsibilities as all other Governors. They will be required to certify that they are not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee, and complete the Register of Interests. They will be required to observe any necessary confidentiality of Board papers and discussions.
- 8.9 While elected by the Academic Board and the professional services (non-teaching) staff, the Staff Governors will be expected to act as all other Governors, impartially and in the best interests of the University.

Student Governor and Student Observer

- 8.10 The Student Governor will be the Education President of the St Mary's Students Union. Arrangements for the election of the President will be made by the Students' Union.
- 8.11 The Student Governor shall be appointed for one year (Articles 13.4.11).
- 8.12 The Student Governor will be required to certify that s/he is not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee.
- 8.13 On appointment to the Board, the Student Governor will have the same role and responsibilities as all other Governors. S/he will be required to certify that they are not disqualified under the Companies Act from acting as a director of a company or under the Charities Act from acting as a charity trustee, and complete the Register of Interests. They will be required to observe any necessary confidentiality of Board papers and discussions.
- 8.14 A non-voting Student Observer is permitted to attend Board meetings.
- 8.15 The Student Observer will normally be a member of the Students' Union Executive and attend ex-officio. Arrangements for the nomination of the Student Observer will be made by the Students' Union.

9 CONDUCT OF MEETINGS

- 9.1 The Articles require that there should be at least 3 meetings of the Board in a year. Currently the Board meets five times a year.
- 9.2 The dates for the ordinary meetings of the Board will be arranged one year in advance. It may be necessary to call special or extraordinary meetings, either of the Board or its committees to deal with specific and pressing items of business. Such meetings will not necessarily consider the minutes and matters arising from the previous meeting (unless relevant to the discussion of the special or extraordinary meeting). Minutes and any reports from the special or extraordinary meeting will be submitted to the next ordinary meeting of the Board.
- 9.3 Meetings of the Board of Governors may take place in person, by telephone, virtually or other means which enable all participants to communicate simultaneously with all other participants.

Notices of Meetings

- 9.4 The meetings of the Board will be chaired by the Archbishop or his nominee or in the absence of the Chair by the Vice-Chair of the Board, or in the absence of the Chair or Vice-Chair by a Governor elected for the purpose who is not a Staff or Student Governor.

- 9.5 In the absence of the Chair or the Vice-Chair, the University Secretary will initiate this election. In such a case the University Secretary will rule on the business that may be transacted.
- 9.6 The Vice-Chancellor will not chair any meeting of the Board or its standing committees except where s/he is acting as the Chair of the Academic Board.
- 9.7 It will be the responsibility of the University Secretary to advise the Chair that at all times any meeting of the Board is quorate (9.11 below) and operating within its proper powers and responsibilities.

Chair's Action

- 9.8 There may be limited occasions when the Board of Governors or its committee delegates authority to its Chair, a senior officer or exceptionally a member to act between meetings. Such occasions may typically occur when:
- Business is unfinished for lack of information but for which a clear steer is given for when the information becomes available
 - Further discussion or clarification is required on matters of detail, policy or process
 - Business is approved by the committee subject to certain conditions being met
- 9.9 Use of delegated authority under such circumstances should be limited. The minutes of the committee will clearly record the circumstances under which authority is delegated, to whom authority to act is delegated and any budgetary or time constraints which apply to the delegation.
- 9.10 The action taken should be reported back to the committee on completion or at the next meeting of the committee.

Quorum

- 9.11 The quorum for a meeting of the Board (as stated in the Articles (14.2)) is no fewer than half of the duly appointed Governing Body from time to time excluding Staff and Student Governors.
- 9.12 If a scheduled meeting of the Board is inquorate, the meeting will be adjourned until a special meeting can be arranged. Any meeting may be adjourned by a resolution.

Voting and Resolutions

- 9.13 Every issue may be determined by a simple majority of the votes cast at a meeting (Articles 14.6). Except for the Chair who has a casting vote, every Governor shall have one vote (Articles 14.7).

- 9.14 A written resolution signed by all the Governors shall be as valid as a resolution passed at a meeting. The resolution may be contained in more than one document and will be treated as passed on the date of the last signature (Articles 14.6).
- 9.15 Exceptionally, should any Governor not be able to attend or otherwise participate in a meeting, they may provide their opinion on an issue and may vote on a properly formulated resolution notified to them by email. The consequent resolution will be as valid and effectual as if the relevant member had been present provided the following conditions are complied with:
- i. the normal rules for quoracy apply (ie a member offering their opinion or voting by email shall not affect the requirement for a meeting to be quorate);
 - ii. the normal rules for voting apply (ie a simple majority);
 - iii. any communication offering an opinion or voting on a resolution must be received by the University Secretary in advance of the meeting;
 - iv. any email must be sent from a recognised email address previously notified to the University Secretary (normally the email address used for all other communications).

Record Keeping and Minutes

- 9.16 The Board of Governors must comply with the requirements of the Companies Act and of the Charities Act and of all relevant regulatory bodies as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- annual reports;
- annual returns; and
- annual statements of account.

The University Secretary is responsible for the submission of these on behalf of the Board of Governors.

- 9.17 The Governing Body must keep proper records of:

- all proceedings at general meetings;
- all proceedings at meetings of the Governors;
- all reports of committees; and
- all professional advice obtained.

It will be the responsibility of the University to ensure that all proper records are produced and kept including minutes of meetings of the Board, and to be secured in the University archive.

- 9.18 Regard will be had to relevant legislation including the Data Protection and Freedom of Information Acts. Any matters relating to individual staff or students of the University will be treated as reserved business and minuted accordingly. Restrictions may also be applied to minutes dealing with matters of commercial confidentiality.

10 COMMITTEES OF THE BOARD

10.1 There current Committees of the Board of Governors are:-

- Audit Committee
- Nominations and Governance Committee
- Remuneration Committee
- Finance and Resources Committee
- Academic Scrutiny Committee

10.2 The terms of reference of each Committee shall be approved on an annual basis by the Board of Governors.

10.3 Unless otherwise stated, the Committees of the Board shall follow these Regulations except where otherwise approved by the Board.

10.4 The quorum for meetings of the Board of Governors' committees will be 50% of the members of the Committee or 50% of the members minus one where there are an odd number of members.

10.5 Each Committee shall have a Chair who shall be elected by the other members of the Committee. A Vice-Chair may also be elected. The Chair may be in post for a maximum of seven years.

Procedure for Co-Option to the Board's Committees

Reason for co-option

10.6 There may be times when specialist expertise is required which the Governors may be unable to provide. Similarly there are individuals who may be able to offer particular skills and expertise but may not have the time or the wider skill set to be a full Governor. In these situations it may be appropriate to co-opt that individual to one of the Board of Governor's committees.

10.7 Any candidate co-opted to one of the Board's committees will not be a member of the full Board (not a Director and Trustee) and in particular they are not a co-opted member of the Board under *Articles 13.3.5*).

10.8 Co-opted members of the Board's committees will be required to conduct themselves as any other Governor and will be provided with relevant documentation. They will be required to make a declaration of interests.

Nominations

10.9 Nominations for co-option may arise from various circumstances, from responses to external advertisements or from recommendations. Individuals may be approached for co-option where a particular skill set is required.

Procedure

- 10.10 The Nominations Committee will make all recommendations to the Board for co-option to the Board's committees. The Nominations Committee will consider the removal of a co-optee to one of the Board's committees if necessary.

Term of Office

- 10.11 The term of an office for a co-optee to one of the Board's committees will be three years in the first instance, renewable for one further term. No co-optee will serve for more than six years.
- 10.12 Subject to the procedure for appointment, a co-opted member of a committee may subsequently be considered for appointment as a Governor. Any term of co-option will not count against their term of office as a Governor. In all cases it will be for the Nominations Committee to make a recommendation to the Board.
- 10.13 A Governor who has served the maximum period of office as a member of the Board may exceptionally be co-opted as a member of one of the Board's committees if the Nominations Committee decides that their skills and expertise is still required. The individual is not a Governor (Director or Trustee) and may not receive Board papers (unless deemed relevant to their work as a co-optee to a committee).

11 DELEGATED AUTHORITY FROM THE BOARD

- 11.1 The following authorities may not be delegated:
- safeguarding of the educational character and Catholic mission of the University;
 - approval of the annual estimates of income and expenditure;
 - ensuring the solvency of the University and safeguarding the University's assets; or
 - appointment and dismissal of the Vice-Chancellor or the holders of senior posts.
- 11.2 Board of Governors will determine those matters on which decisions may be made by its committees and which will be matters for the Board to determine on recommendation from committees. Strategies and policies which fall within the *Statement of Primary Responsibilities* will always be for Board approval and the Board may reserve other matters for its decision.
- 11.3 The Board of Governors may delegate authority to its Committees, the Academic Board, the Vice-Chancellor and the holders of senior posts within the University. Delegations shall be recorded in the *Scheme of Delegation* and where applicable the committees' Terms of Reference. The *Scheme of Delegation* shall be kept under review. Financial delegations

may also be recorded in the *Financial Regulations* of the University. These shall also be kept under review.

- 11.4 The University Secretary is responsible for ensuring that the *Scheme of Delegation* and the *Financial Regulations* are properly maintained. Any changes to these should be approved by the Board of Governors.
- 11.5 In considering whether to devolve a matter, the Board will take into account its *Statement of Primary Responsibilities*, the *Articles*, appropriate legislation and the requirements of funding agencies or any other appropriate issues. The Board may be advised on such issues by the University Secretary.

12 THE ACADEMIC BOARD

- 12.1 The Academic Board is responsible for:
- i. subject to the requirements of validating and accrediting bodies (where relevant), general issues relating to the research, scholarship, knowledge exchange, teaching and courses at the University (including criteria for the admission of students);
 - ii. the appointment and removal of internal and external examiners;
 - iii. policies and procedures for assessment and examination of the academic performance of students;
 - iv. the content of the curriculum;
 - v. academic standards and the validation and review of courses;
 - vi. the procedures for the award of qualifications and the conferment of academic titles;
 - vii. the procedures for the exclusion of students for academic reasons and the procedures for student discipline and complaint;
 - viii. considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Governing Body thereon; and
 - ix. advising on such other matters as the Governing Body or the Vice-Chancellor may refer to the Academic Board.
- 12.2 The Governors have the power to award both taught and research degrees. This power is delegated to the Academic Board.
- 12.3 The Vice-Chancellor shall consult the Academic Board on the 'determination of the University's academic and other activities' (*Articles* 18). The Vice-Chancellor in consultation with the Academic Board shall regulate the admission of students
- 12.4 The Vice-Chancellor shall consult the Academic Board on the 'determination of the University's academic and other activities' (*Articles* 18). The Vice-Chancellor in consultation with the Academic Board shall regulate the admission of students (*Articles* 21.1).

- 12.5 The Board will look to the Academic Board for advice on:
- i. The setting and maintenance of the threshold standards of the University's academic awards
 - ii. The management of the quality of students' learning opportunities
 - iii. The management of the quality of public information, including that produced for students and applicants
 - iv. The enhancement of the quality of students' learning opportunities
- 12.6 The Academic Board shall have terms of reference and standing orders which shall be reviewed on an annual basis and approved by the Board of Governors.

Minutes of Academic Board

- 12.7 Proper records will be kept of all proceedings at meetings of the Academic Board and all reports of committees.
- 12.8 It will be the responsibility of the University Secretary to ensure that all proper records are produced and kept including minutes of meetings of the Academic Board, and to be secured in the University archive.
- 12.9 Regard will be had to relevant legislation including the Data Protection and Freedom of Information Acts. Any matters relating to individual staff or students of the University will be treated as reserved business and minuted accordingly. Restrictions may also be applied to minutes dealing with matters of commercial confidentiality.

Committees of the Academic Board

- 12.10 The Board of Governors permits the Academic Board to establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities in the conduct and implementation of academic policies provided that the establishment is approved by the Vice-Chancellor.
- 12.11 The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.
- 12.12 A Secretary for each committee of the Academic Board will be appointed by the relevant senior post holder.
- 12.13 The University Secretary will ensure that the provisions above apply to the committees of the Academic Board in relation to: notice of meetings, quorum, proceedings and minutes.

13 CONFLICT OF INTERESTS AND DECLARATION OF INTERESTS

- 13.1 The *Articles* (14.11) state that the Governing Body shall make Regulations relating to conflicts of interest.
- 13.2 It will be the responsibility of the University Secretary to maintain the Register of Governors' interests in accordance with Company and Charity Law. All Governors shall be required to declare any interests on

appointment to the Board and on an annual basis thereafter. The Register shall be made available for inspection. (Articles 14.15)

13.3 A Governor shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he shall have any such interest and shall not vote thereon and shall withdraw during the course of discussion, other than where proposals for the indemnity insurance of members of the Governing Body are being discussed. (Articles 14.10),

13.4 Whenever a Governor has a personal interest in a matter to be discussed at a meeting of the Governors or a committee he or she must:

- i. declare an interest before the meeting or at the meeting before discussion begins on the matter;
- ii. be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- iii. not be counted in the quorum for that part of the meeting; and
- iv. be absent during the vote and have no vote on the matter;

provided nevertheless that a Governor shall not be regarded as having a personal interest in a matter to be discussed at a meeting of the Governors or a committee merely because the matter relates to a body which nominated or appointed such Governor under Article 13.

13.5 Articles (6.5) state:

If a conflict of interest arises for a Governor because of a duty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Governors may authorise such conflict of interests where the following conditions apply:

the conflicted Governor is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting; and

the unconflicted Governors consider it is in the best interests of the University to authorise the conflict of interests in the circumstances applying.

In this Article 6.5 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Governor or a connected Person.

13.6 A conflict of interest or conflict of loyalty shall not be deemed to arise solely from the fact that any Member or Governor is also a trustee,

charity trustee, director or governor of any Catholic Diocese, Catholic educational institution or Catholic religious order or of any other charity which permits its land to be occupied by a Catholic educational institution. (*Articles 14.14*).

- 13.7 If necessary, the Chair of the meeting will determine whether or not there is a conflict of interest for any Governor at a particular time on the advice of the University Secretary.
- 13.8 The Staff Governors and the Student Governor shall be deemed to have an interest in and shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of the appointment, grading, promotion, suspension, dismissal, retirement, salary or conditions of service of or of any disciplinary or capability proceedings proposed to be taken against any member of Staff, unless invited by a resolution of the Governing Body or of the committee to remain. (*Articles 14.12*)
- 13.9 The Student Governor shall withdraw from that part of any meeting of the Governing Body or of a committee of the Governing Body at which there will be consideration of his suspension, expulsion or of any other matter relating to him except where any regulation in the disciplinary or other procedure relating to Students entitles him to be present. (*Articles 14.13*)
- 13.10 The Vice-Chancellor may be asked to withdraw for discussions which concern him/her and his/her employment.
- 13.11 It will be the responsibility of the Chair on the advice of the University Secretary to ensure that a Staff or Student Governor is not excluded unreasonably from discussions in which s/he has legitimate interests as a Director and Trustee.

14 APPROVAL OF LEGAL DOCUMENTS

- 14.1 The Governors have control of the University and its property and funds (*Articles 13.1*).
- 14.2 Reference should be made to relevant documents including the *Scheme of Delegation, Financial Regulations, Treasury Management Policy and Ethical Investment and Trading Policy ('Trading Management Policy Statement')* and *Contracts Management Policy*.
- 14.3 This Regulation sets out the approvals necessary for major legal documents. The following will require approval by the full Board:-
- i. The establishment and management of other corporate bodies (see *Financial Regulations*)
 - ii. The establishment of major strategic or collaborative partnerships and any commercial enterprise which requires

- consideration of a risk which may be posed to the name, reputation, solvency or structure of the University
- iii. The purchase, leasing or disposal of land or other significant assets
 - iv. Borrowing sums in excess of £1 million
 - v. Major items of capital expenditure in excess of £1 million
- 14.4 As stated in 2.5 of the Regulations Members of the University are responsible for dealing with matters relating to “*Restricted Business*”.
- 14.5 The Chief Financial Officer and the University Secretary will be responsible, taking such legal or other advice as may be necessary, for ensuring that any financial transaction does not breach any statute, the University’s *Financial Regulations*, the requirements of the OfS, or any other terms or covenants concerning borrowing.
- 14.6 Guidance issued by the Charity Commission on the management of charity assets also applies.

Granting of Approval

- 14.7 A legal Deed will not be executed on behalf of the Board unless authorised by resolution.
- 14.8 Every issue may be determined by a simple majority of the votes cast at a meeting (*Articles* 14.6). Except for the Chair who has a casting vote, every Governor shall have one vote (*Articles* 14.7).
- 14.9 Exceptionally approval may be secured by email or similar means by which each Governor can clearly record his/her approval (5.16 above).

Signature of Documents

- 14.10 The execution of legal documents is determined by the Companies Act (2006) (Section 44):-
- (1) Under the law of England and Wales or Northern Ireland a document is executed by a company
 - (a) by the affixing of its common seal, or
 - (b) by signature in accordance with the following provisions.
 - (2) A document is validly executed by a company if it is signed on behalf of the company
 - (a) by two authorised signatories, or
 - (b) by a director of the company in the presence of a witness who attests the signature.
 - (3) The following are “authorised signatories” for the purposes of subsection (2)
 - (a) every director of the company, and

- (b) in the case of a private company with a secretary or a public company, the secretary (or any joint secretary) of the company.
- (4) A document signed in accordance with subsection (2) and expressed, in whatever words, to be executed by the company has the same effect as if executed under the common seal of the company.
- 14.11 In making any resolution the Board will specify the necessary signatories to any legal document. These will normally include the Chair or the Vice-Chair of the Board. The Vice-Chancellor is a Director and Chief Executive and is also empowered to sign. The University Secretary may also be authorised to sign as Company Secretary with one other Director, normally either the Chair, the Vice-Chair or the Vice-Chancellor.
- 14.12 The Board may choose to delegate authority if appropriate to senior officers and any such delegation will be clearly authorised and recorded by the Board.
- 14.13 It will be the responsibility of the Clerk to ensure the safe custody of the University seal (if any) and of any legal documents which have required Board approval as above.

15 FINANCIAL SCHEME OF DELEGATION AND MAJOR FINANCIAL EXPENDITURE

Relevant Board Powers and University Regulations

- 15.1 As Directors of the company and as Trustees of the charity the Governors have control of the University and its property and funds (Article 13.1).
- 15.2 Reference should be made to other relevant documents including the Board's *Scheme of Delegation, Financial Regulations* and the *Treasury Management Policy Statement*.

Individual Responsibilities

- 15.3 The *Scheme of Delegation* sets out those responsibilities which are delegated including the responsibilities of the Vice-Chancellor as Chief Executive Officer and the Accountable Officer for OfS purposes.
- 15.4 The Vice-Chancellor's responsibilities under the Articles include management of budget and resources within the estimates approved by the Governors.
- 15.5 The Financial Regulations state that:

- i. The Vice-Chancellor may delegate certain managerial and financial responsibilities to the Senior Management Team
 - ii. The responsibilities of the Senior Management Team include taking a lead on the annual planning and allocation of resources and approval of an annual draft income and expenditure budget for submission to the Board of Governors
 - iii. The Chief Financial Officer controls day-to-day financial administration

- 15.6 The specific responsibilities of the Chief Financial Officer under the *Financial Regulations* include:
 - i. Preparing annual capital and revenue budgets and financial plans
 - ii. Preparing accounts, management information monitoring and control of expenditure against budgets and all financial operations
 - iii. Preparing the University's annual accounts and other financial statements and accounts which the University is required to submit to other authorities
 - iv. Ensuring that the University maintains satisfactory financial systems
 - v. Providing professional advice on all matters relating to financial policies and procedures
 - vi. The opening and closing of any bank account for dealing with the University's funds
 - vii. The acceptance of research grants and contracts on behalf of the University
 - viii. The agreement of costing and pricing of any 'third stream' activity including short courses, collaborative arrangements and other services falling outside tuition fees, research grants and research contracts

- 15.7 The *Treasury Management Policy Statement* states that the Chief Financial Officer will undertake any borrowing activities. Specific approval is required of the Finance and Resources Committee and of the Board of Governors for any new borrowings.

- 15.8 Budget holders are responsible to the Vice-Chancellor for financial management in their own areas and are advised by the Chief Financial Officer in executing their financial duties.