



**UNIVERSITY
ACADEMY 92**
MANCHESTER

COMMITTEE STANDING ORDERS

Implementation date:	October 2019
Version number:	1.0

Document:
Implementation from:
Review date:
Owner:

Committee Standing Orders
August 2019
2020/21
Registrar and Secretary

<u>Document type</u>		Strategy
		Policy
	✓	Regulations
		Procedure
		Code of Practice
		Guidance
<u>Area of UA92 business</u>	✓	Governance & Compliance
		Student Affairs
		Academic
		Finance & Operations
		External Affairs
		Other
<u>Document Name:</u>	Committee Standing Orders	
<u>Author:</u>	Registrar and Secretary	
<u>Owner (if different from above):</u>	Registrar and Secretary	
<u>Document control information:</u>		
Version number:	1.0	
Date approved:	26 th September 2019	
Approved by:	UA92 Board / UA92 Executive	
Implementation date:	1 st October 2019	
Review due:	2020/21 academic year for implementation from August 2021	
Document location:		
<u>Consultation required:</u>		
Equality & Diversity	Yes	
Legal considerations (including Consumer Rights)	Not applicable	
Information Governance	Not applicable	
Students	Not applicable	
Employee Engagement Forum	Not applicable	
External	Not applicable	

REVISION HISTORY			
Version	Date	Revision description/Summary of changes	Author
1.1	16 th June 2021	Updated changes to roles	Registrar and Secretary

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Review date: 2020/21
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1 Purpose

- 1.1 The purpose of Committee Standing Orders is to detail the rules and regulations which govern all Committees and the management and operation of them, and to provide a framework to enable the consistency of practice across University Academy 92 (UA92) Committees.

2 Scope

- 2.1 UA92 may establish such Committees as it considers necessary to enable it to carry out its business. All Committees at UA92 will be approved by the UA92 Board and Executive.
- 2.3 Committee Standing Orders will apply to all formally constituted UA92 Committees and Sub-Committees, Working Groups, Panels, Boards or Groups (collectively known as Committees for the purposes of this document).
- 2.3 These Standing Orders will be observed by all Committees and may not be suspended.
- 2.4 Any questions relating to these Standing Orders should be directed to the relevant Committee Secretary in the first instance or the Registrar and Secretary.

3 Committee Standing Orders

3.1 Declarations of Interest

- 3.1.1 The UA92 Board and UA92 Directors are required to declare on an annual basis any personal interest, pecuniary interest or otherwise, which is likely (or would, if publicly known, be perceived as being likely) to interfere with the exercise of that person's independent judgement.
- 3.1.2 A Committee Member who has a personal interest in any matters under discussion at any Committee meeting will disclose as soon as practical their personal interest to the meeting. In addition, they should not contribute to the debate or any vote(s) in relation to that item of business and depending on the nature of the interest may need to withdraw from that part of the meeting.
- 3.1.3 A Committee Member is not considered to have a personal or pecuniary interest in matters under discussion merely because they are a member of staff or a student at UA92.
- 3.1.4 If a Committee Member fails to comply with standing order 3.1.1, 3.1.2 and/or 3.1.3, that Committee Member may have their membership withdrawn for the remainder of the period of tenure and may be the subject of disciplinary action.

3.2 Membership

3.2.1 The membership of a Committee will be as outlined in the membership and terms of reference.

3.2.2 Members of UA92 Committees will be categorised as follows:

- i. Ex-officio: means by virtue of office and role is required to be part of the Committee due to the nature of their role in UA92.
- ii. Nominated: will normally be nominated by the relevant Director of Service for the team for which the post is to represent.
- iii. External/independent: will be external to UA92 and will be appointed by the UA92 Board for members of UA92 Board or the UA92 Executive for all other Committees.
- iv. Elected staff: will normally be elected by the UA92 staff body.
- v. Students: will normally be elected by the UA92 student body.

3.2.3 Periods of Office

- i. Ex-officio: will be members for as long as they hold an office which qualifies for this category of membership.
- ii. Nominated: will be members for one year.
- iii. External/independent members: Unless otherwise provided for, Independent Members will be appointed for an initial term of three years, with reappointment possible by mutual agreement for further term of up to three years.
- iv. Elected staff will be elected for an initial term of three years, and will be eligible for re-election for further terms.
- v. Student Members will normally serve a term of office of one year, renewable for up to two further terms of one year.
- vi. Any casual vacancies will be filled for the remainder of the term of office of the Member vacating his / her place.

3.2.4 Elected members

- i. Elected members will normally retire in an annual cycle in such a way that the elected membership is renewed every three years. Normally this will involve one third of the elected membership retiring each year.
- ii. The Registrar and Secretary will act as Returning Officer for the election of members.
- iii. The nominal roll for elections is maintained by People team and includes all employees of UA92 employed on a permanent or fixed term contract in a full time or fractional full-time post. It does not include staff employed on Contractor or Hourly paid contracts.

3.2.5 Appointment of Committee Chairs

- i. UA92 Board and Committees: UA92 Board will appoint the Chair.
- ii. All other Committees: UA92 Leadership team will appoint the Chair.

3.2.6 With the exception of any meetings of the UA92 Board and Leadership team, all members of staff have the right to attend ordinary and extraordinary

meetings as observers in their capacity as individuals but must notify the Committee Secretary in advance of their intention to attend.

- 3.2.6 Provision is made for the co-option of up to two members to all Committees, with the exception of the UA92 Board. A maximum of 2 co-options may be made to UA92 Committees by the Committee Chair. The resolution co-opting a member to the Committee will specify the period of the co-option.

3.3 Election of Members

- 3.3.1 The determination of elected members will be by ballot, using the system of the Single Transferable Vote (STV), through an e-voting platform.
- 3.3.2 The call for nominations will allow a period of at least seven days in which nominations will be lodged with the Returning Officer.
- 3.3.3 Candidates for election will be invited to produce a brief manifesto for publication.
- 3.3.4 Ballots will normally be held following this seven-day period, with a minimum of a further seven days normally permitted for the casting of votes.
- 3.3.5 If a further nomination period is required to fill all committee vacancies, the election ballot can be re-scheduled to allow for all elections to take place simultaneously.
- 3.3.6 Results of elections will be published.

3.4 Ordinary Meetings

- 3.4.1 Ordinary Meetings of the Committee will be held in line with the schedule outlined in the UA92 Governance Calendar.
- 3.4.2 The dates of Ordinary Meetings will be notified to the Committee at the start of the academic year.
- 3.4.3 Should it become necessary to alter the date of an Ordinary Meeting of a Committee, the Committee Secretary will consult with Members on proposed alternate dates. Members will normally be given at least 7 calendar days' written notice in advance of any rescheduled Ordinary Meeting.

3.5 Extraordinary Meetings

- 3.5.1 An Extraordinary Meeting of the Committee may be held at such date and time as may be determined by the Committee Chair and will be convened by the Committee Secretary. Where possible, Committee Members will normally be given at least 7 calendar days' written notice in advance of any Extraordinary Meeting.

3.5.2 At any Special Meeting, the business will be restricted to that of which notice has been given, and such business as is declared by the Committee Chair to arise directly out of that business. The minutes of any Extraordinary Meeting will be reported to the next Ordinary Meeting.

3.6 Confidentiality

3.6.1 All Committee business will be confidential to UA92. Individual reports circulated for consideration by Committee Members should not be disclosed outside UA92 without the express permission of the Committee Chair, in consultation with the Committee Secretary.

3.6.2 Unless an individual report has been specifically marked upon circulation as 'Restricted', 'Commercial in Confidence' or 'Confidential', Members may share relevant information with staff within their teams on the understanding that those with whom the information is shared will not disclose that information outside UA92.

3.6.3 All proceedings of the Committee will remain confidential both during and following a Meeting, including but not limited to: the details and content of discussions and information on voting and the points of view, opinions and positions expressed by other individual members.

3.6.4 No person other than the Committee Chair or an individual authorised to do so by the Committee Chair, may issue a statement in any form on behalf of the Committee concerning the business or proceedings of that Committee.

3.6.5 Where it is believed that an individual is not respecting the above provisions in relation to Confidentiality, the Committee Chair may ask the individual for clarification and, where appropriate, ask them to stop doing so.

3.7 Restricted, Commercial in Confidence or Confidential agenda items and reports

3.7.1 'Restricted Items' will normally be items that contain personal information or information provided in confidence e.g. Minutes of Boards of Examiners.

3.7.2 'Commercial in Confidence' items will normally be items that contain commercially sensitive information e.g. new partnership developments.

3.7.3 'Confidential' items will normally be items that contain confidential information e.g. financial information.

3.7.4 These items will only be made available to the relevant members of the Committee.

3.8 Attendance and Participation

- 3.8.1 Committee members will be able to attend meetings in person or remotely via Microsoft Teams.
- 3.8.2 Any individual participating remotely will be counted as if they were present at the actual meeting location for quoracy purposes.
- 3.8.3 The Committee Chair will be empowered to invite any other non-members to be in attendance for individual Meetings of the Committee.

3.9 Quorum

- 3.9.1 The UA92 Board will be quorum if the representative of shareholder A and shareholder B are present. The quorum of UA92 Committees will be 50% of the total membership.
- 3.9.2 Any member of the Committee has the right to challenge the quorum at any time during the meeting. When a challenge is made, the Committee Secretary will undertake a count of members present. If the Committee is found to be inquorate, the meeting can continue, but any decisions taken can be subject to challenge.
- 3.9.3 Co-opted members and members 'In Attendance' have the same entitlements as other members, but are not entitled to vote and are not counted in determining the quoracy of the Committee.

3.10 Agendas and Committee Paperwork

- 3.10.1 The agenda and papers for consideration at a Meeting will normally be circulated by electronic means to Members at the same time as the Notice of the Meeting. Where this is not practicable for valid reasons, then papers will usually be circulated to Members no later than two working days prior to the meeting.
- 3.10.2 Only papers circulated to Committee Members by the Committee Secretary will usually be considered by the Committee.
- 3.10.3 Papers circulated during a Meeting will only be considered at the sole discretion of the Committee Chair.
- 3.10.4 The order of business at Ordinary and Special Meetings will be set out in the agenda arranged by the Committee Secretary, as determined by the Committee Chair. The Committee Chair may revise the order of business during the meeting.
- 3.10.5 Papers for circulation with the agenda must reach the Secretary at least seven working days in advance of the meeting.

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- 3.10.6 Papers submitted after the published deadline must be approved by the Chair for inclusion on the agenda.
- 3.10.7 The agenda will provide an indication of the nature of each agenda item and the purpose of presenting it to the Board.
- 3.10.8 The agenda and related documents will be circulated seven days prior to the date of a meeting.
- 3.10.9 With the exception of the UA92 Board and Leadership team and any restricted items for any Committees, the agenda and meeting papers for all Committees will be made accessible to the UA92 community via SharePoint.
- 3.10.10 Under the provisions of the Freedom of Information Act 2000, confirmed agendas, meeting papers and minutes will be made available to members of the public in accordance with the UA92's Publication Scheme. Committees may determine to withhold some items from publication under the exemptions specified in the Act.

3.11 Record of Committee Business

- 3.11.1 A formal minute will be prepared of each Ordinary and Extraordinary Meeting and will be considered a true account of the proceedings when approved at the next meeting of the Committee.
- 3.11.2 A record of the attendance of Committee Members will be kept, and attendance at each meeting will be reported in the minutes. Any apologies for absence from a meeting will be submitted in advance to the Committee Secretary.

3.12 Decision making Procedures

- 3.12.1 In the debate of an ordinary item of business there may not necessarily be the formal articulation of a motion, but a conclusion may be reached which appears to be generally acceptable to the members. In this case, the Chair would simply ask whether there were any objections, without taking a vote. If there were no objections the conclusion reached would be recorded as the resolution of the debate and as such, the decision of the meeting.
- 3.12.2 Where a consensus is not reached, the item of business will be determined by simple majority of Committee Members present and voting.
- 3.12.2 Voting will usually be by show of hands. However, a secret ballot may be held at the request of the Committee Chair, the mover and seconder of a Motion, or any two other Committee Members, as long as the Committee Secretary has received due notice of the intention to call for a secret ballot and has made provisional arrangements to enable such a ballot to be held.

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3.12.4 Where practicable, secret ballots may be conducted by electronic means.

3.12.5 With the exception of the UA92 Board, in the case of a tied vote, the Committee Chair will have casting vote. The Committee Chair will not be obliged to exercise this casting vote. Where the Committee Chair declines so to vote, the Motion will be declared 'not carried'.

3.12.6 The Committee Chair will be entitled to call for a recorded vote should the matter to be determined be considered of exceptional importance to the well-being of the institution.

3.12.7 Committee Members are entitled to propose that a matter be determined by a recorded vote. Such a proposal, if seconded, will be put to the Committee and determined by a simple majority, by show of hands.

3.12.8 The Committee Secretary will record the results of any vote.

3.13 Dealing with Matters of Urgency/Chairs Action

3.13.1 The Committee Chair will be empowered, after consultation with the Committee Secretary, to approve matters on behalf of the Committee, and will report thereon to the next Ordinary Meeting of the Committee. These will typically be matters of urgency which cannot be reasonably considered by members in a timely manner.

3.14 Adjournment of Meetings

3.14.1 A meeting of a Committee may be adjourned by resolution of the Committee or on finding that the meeting is inquorate.

3.14.2 If a meeting is adjourned, the Committee Chair and Secretary will decide the date, time and location of the reconvened meeting. The Secretary will circulate notice of the reconvened meeting to all members.

3.15 Changes to Standing Orders

3.15.1 The Registrar and Secretary will review Committee Standing Orders periodically and any proposals for changes to Committee Standing Orders will be considered by the UA92 Leadership team.

3.15.2 The UA92 Leadership team will then make a recommendation to the UA92 Board to approve the revisions to the Committee Standing Orders.

4 Related documentation

- UA92 Committee Terms of Reference;
- UA92 Committee Calendar;
- UA92 Committee Membership.

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