

**Dated 26 July 2016**  
**(Revised 1 December 2016, 31 January 2017, 17 July 2018 and July 2020)**

**UNIVERSITY OF PLYMOUTH**

**BOARD OF GOVERNORS and BOARD COMMITTEES**

**SENATE and SENATE COMMITTEES**

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**BYE-LAWS**

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## UNIVERSITY OF PLYMOUTH

### BOARD OF GOVERNORS and BOARD COMMITTEES SENATE AND SENATE COMMITTEES

#### BYE-LAWS

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**UNIVERSITY OF PLYMOUTH**  
**BOARD OF GOVERNORS and BOARD COMMITTEES**  
**SENATE and SENATE COMMITTEES**

**BYE-LAWS**

These Bye-laws take effect on and from 1 August 2016. They were adopted by the Board of Governors of the University of Plymouth at its meeting on 26 July 2016 in order to prescribe the terms of reference for, and other terms relating to, specified officers of the University and to regulate the conduct of business and meetings (ordinary and special) of the Board of Governors and, to the extent appropriate, of any committee of the Board of Governors, the Senate and any committee of the Senate, in each case subject to, and in accordance with, the University's Instrument and Articles of Government (including, without limitation, Article 6.1 of the University's Articles of Government).

These Bye-laws were revised on 1 December 2016, 31 January 2017, 17 July 2018 and 16 July 2020.

These Bye-laws are intended to comply in all respects with the obligations applicable to the University under any Act of Parliament or Statutory Instrument or any direction given by the Office for Students, the Department for Education, the Department for Business, Energy and Industrial Strategy and any other or successor regulatory body of competent jurisdiction. These Bye-laws shall be construed and applied in a manner consistent with any such requirements.

**PART A: DEFINITIONS AND INTERPRETATION**

**A1 Definitions**

In these Bye-laws and unless the context otherwise requires, the following terms have the following meanings:-

**Academic Staff** means all Professors (excluding Emeritus and Honorary professors) or those of professorial rank (or equivalent), associate professors and lecturers (Grades 7 and 8) within the faculties; and, in the case of the Faculty of Medicine & Dentistry, shall include any person with such title who holds contracts of employment with both the University and the National Health Service referred to as a Follett Contract.

**Academic Year** means the period of twelve months commencing on 1 August and ending on the next following 31 July;

**Acting Chair** means the Member selected to serve as chair of a meeting of:-

- (a) the Board in accordance with paragraph D1.5;
- (b) a Board Committee in accordance with paragraph D2.5;

- (c) the Senate in accordance with paragraph E1.9.2; and
- (d) a Senate Committee in accordance with paragraph E2.5;

<b>Articles</b>	means the University's articles of government which came into force and effect on 1 August 2016, as subsequently amended or replaced; and reference to an "Article" shall mean a provision of the Articles as so defined;
<b>Board</b>	means the Board of Governors of the University but does not include any Board Committees;
<b>Board Committee</b>	means a committee of Governors and other Members appointed by the Board pursuant to paragraph D2 to undertake specific functions and responsibilities on its behalf in accordance with the terms of reference relating to such Board Committee;
<b>Body</b>	means the Board, a Board Committee, the Senate and/or a Senate Committee (as the case may be); and "Bodies" shall mean all or any of them as the context may require;
<b>Chair</b>	means the person appointed to chair a Body; and references to the "Chair" shall mean the Chair of the relevant Body as the context may require;
<b>Clerk</b>	in relation to a Body, means the person appointed to act as clerk, and to provide secretarial and administrative support, to that Body;
<b>Committee</b>	means a Board Committee and/or a Senate Committee as the context may require;
<b>Conflicted Member</b>	means a Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Member or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Corporation, or has a separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Corporation;
<b>Connected Person</b>	means, in relation to a Member, a person with whom the Member shares a common interest such that they may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that Member, being either a member of that person's family or household or a person or body who is a business associate of that Member but (for the avoidance of doubt) excluding a company with which

	the Member's only connection is an interest consisting of no more than 1% of the voting rights;
<b>Constitution</b>	means the Instrument and Articles of the University;
<b>Co-opted Member</b>	means a person who is not a Governor but is appointed to the Board pursuant to paragraphs 4(2)(c) and 4(4) of the Instrument, and to any other Body pursuant to, and in accordance with, the terms of reference applicable to such Body;
<b>Corporation</b>	means the University of Plymouth Higher Education Corporation;
<b>Executive</b>	means the senior management team of the University, comprising the Vice-Chancellor and the University Executive Group or any successor body from time to time;
<b>Governor</b>	means a member of the Board from time to time other than a Co-opted Member of the Board or a Board Committee;
<b>Head of School</b>	means any member of the University's staff employed to lead a school within a faculty or, in the case of the Institute of Education, the director of that Institute;
<b>Independent Governor</b>	means a Governor who is neither the Vice-Chancellor, a Staff Governor nor a Student Governor and is appointed as Governor pursuant to paragraph 4(2)(a) of the Instrument;
<b>Instrument</b>	means the University's instrument of government which came into force and effect on 1 August 2016, as subsequently amended or replaced;
<b>meeting</b>	means an ordinary meeting or special meeting of a Body;
<b>Member</b>	means a member of a Body from time to time, whether a Governor, a Co-opted Member or another duly appointed member;
<b>ordinary meeting</b>	means each routine meeting of a Body held pursuant to paragraph F1 (excluding any special meeting);
<b>Professor</b>	means any person with the title of professor or clinical professor (excluding emeritus and honorary professors);
<b>Programme Leader</b>	means any person who is responsible for running a taught programme;

<b>Registrar and Secretary</b>	means the person appointed as registrar, secretary and chief operating officer of the University and as secretary to the Board who shall be deemed to be the “Secretary” for the purposes of the Instrument; and reference in these Bye-laws to the “Registrar and Secretary” shall include reference to their duly authorised representative(s) as the context so requires;
<b>Research Staff</b>	means all staff at the University holding posts of professorial rank (or equivalent) or the title of research institute director, senior research fellow or research fellow;
<b>Reserved Business</b>	means any of the matters referred to in paragraph F9;
<b>Restricted Business</b>	means any of the matters referred to in paragraph E1.12;
<b>Returning Officer</b>	means the person referred to in paragraph E1.6.1(a);
<b>Senate</b>	means the senate of the University, as constituted pursuant to the Articles (and further details of which are set out in paragraph E1);
<b>Senate Committee</b>	means a committee of, and appointed by, the Senate pursuant to paragraphs E2 - 7 to undertake specific functions and responsibilities on its behalf in accordance with the terms of reference relating to such Senate Committee;
<b>special meeting</b>	means a meeting (other than an ordinary meeting) of a Body held pursuant to paragraph F2;
<b>Special Resolution</b>	means a resolution passed by not less than 75% of the Members present and voting;
<b>Staff Governor</b>	means a Governor drawn from the academic or professional staff of the University and appointed as Governor pursuant to paragraph 4(2)(b) of the Instrument and paragraph D1.2;
<b>Student Governor</b>	means a Governor drawn from the students of the University and appointed as Governor pursuant to paragraph 4(2)(b) of the Instrument and paragraph D1.2;
<b>Technical Staff</b>	means any member of the University’s staff (including, without limitation, any technical manager, technical specialist, technician, senior technician and dive instructor or specialist) who is employed primarily to maintain technical equipment or carry out practical work within science and engineering laboratories or art studios at the University (including,

without limitation, the day-to-day running of the laboratory or studio, ensuring the functionality and safety of machines or equipment, controlling materials kept in stock, conducting experiments, assisting students with research projects and, depending on their level and grade, undertaking practical teaching and demonstrations);

**terms of reference** in relation to any particular Body, means the terms of reference for such body as set out in Parts D or E of these Bye-laws (as the case may be); and

**Vice-Chair** means the person appointed as vice-chair in respect of a Body and, in the case of the Vice-Chair of the Board, as described in paragraph C2; and references to the "Vice-Chair" shall mean the Vice-Chair of the relevant Body as the context may require.

## **A2 Interpretation**

2.1 In these Bye-laws and unless the context otherwise requires, reference to:-

2.1.1 communications or documents in "**writing**" (or any derivation thereof) includes such communications or documents sent by e-mail or other electronic means;

2.1.2 "**Part**" means a part of these Bye-laws; "**paragraph**" means a paragraph of the Part of these Bye-laws in which such reference appears (unless otherwise specified); "**sub-paragraph**" means a sub-paragraph of the paragraph in which such reference appears (unless otherwise specified); and "**Parts**", "**paragraphs**" and "**sub-paragraphs**" shall be construed accordingly; and

2.1.3 any statute or statutory provision shall be deemed to include any subordinate legislation for the time being in force under it and any statute or statutory provision which amends, extends, consolidates or replaces the same from time to time, whether before or after the date of adoption of these Bye-laws.

2.2 Unless otherwise defined in paragraph A1 and subject to paragraph A2.1 above, terms defined in paragraph 1 of the Instrument shall have the same meanings when used in these Bye-laws.

## **PART B: UNIVERSITY OFFICERS**

### **B1 Chancellor**

- 1.1 *Appointment:* The Board shall appoint the Chancellor of the University (having taken account of the recommendation of the Nominations Committee). During a vacancy in the office of the Chancellor or during their inability through illness or any other cause to perform their duties, the duties of that office shall be performed by the Vice-Chancellor.
- 1.2 *Tenure:* The Chancellor shall hold office for a fixed period of not normally less than five years as determined by the Board, or until earlier resignation. The Chancellor may resign by notice in writing to the Board and may be removed for good cause by the Board. The Chancellor's period of appointment may be extended for such further period as shall be determined by the Board.
- 1.3 *Role:* The Chancellor shall perform such role and discharge such duties as shall be specified by the Board from time to time. The Chancellor shall not have powers to bind the University to a course of action.
- 1.4 *Remuneration:* The Chancellor shall not be member of any Body, nor a student or staff member of the University and shall receive no remuneration other than reimbursement of expenses incurred in accordance with paragraph H2.

### **B2 Pro-Chancellor**

- 2.1 *Appointment:* Unless the Board otherwise determines, the Chair of the Board will be appointed as Pro-Chancellor of the University. During a vacancy in the office of a Pro-Chancellor or during their inability through illness or any other cause to perform their duties, the duties of that office shall be performed by the Vice-Chancellor.
- 2.2 *Tenure:* The Pro-Chancellor shall hold office for the duration of their term of office as Chair of the Board. In the event that they cease to be Chair of the Board, their position as Pro-Chancellor shall cease simultaneously. The Pro-Chancellor may resign as Pro-Chancellor by notice in writing to the Board while continuing in the role of Chair of the Board.
- 2.3 *Role:* The Pro-Chancellor shall perform a representative and ambassadorial role for the University and in that capacity shall perform such tasks and discharge such duties as shall be specified by the Board from time to time. Without limitation to the separate powers exercisable by the Chair of the Board, the Pro-Chancellor shall not have powers to bind the University to a course of action.
- 2.4 *Remuneration:* The Pro-Chancellor shall receive no remuneration other than reimbursement of expenses incurred in accordance with paragraph H2.

### **B3 Vice-Chancellor**

- 3.1 *Appointment:* The Board shall appoint the Vice-Chancellor, having taken account of the recommendations of the appointment panel established by the Board (of which the Chair of the Board and at least one Member of the Senate shall be members) and of the Nominations Committee. Upon the occurrence of a vacancy or expected vacancy in the office of the Vice-Chancellor, the post of Vice-Chancellor shall be advertised nationally. During a vacancy in the office of Vice-Chancellor or during their inability through illness or any other cause to perform their duties, the Board may appoint, on

such terms and conditions and for such periods as it shall think fit during such vacancy or absence, an acting Vice-Chancellor.

3.2 *Tenure:* The Vice-Chancellor shall be appointed for such term (and upon such terms and conditions of employment) as the Board shall think fit, or until earlier resignation.

3.3 *Role:* The Vice-Chancellor shall be the principal, chief executive and vice-chancellor of the University and shall perform such tasks and duties, and exercise such powers as shall be specified by the Board from time to time (subject as provided in the Constitution and these Bye-laws). The Vice-Chancellor may delegate the exercise of any or all of such powers or duties except where the Constitution or these Bye-laws specifically prohibit such delegation.

#### **B4 Deputy Vice-Chancellors**

4.1 *Appointment:* Up to three Deputy Vice-Chancellors of the University may be appointed following in each case an University selection process chaired by the Vice-Chancellor and in which an Independent Governor will participate. Upon a vacancy or expected vacancy or during a period of incapacity for any reason, the Vice-Chancellor shall decide how any interim period will be covered and will report this to the Board.

4.2 *Tenure:* Each Deputy Vice-Chancellor may hold office for an indefinite term or a fixed term as agreed between the successful candidate and the University, or until earlier resignation. A fixed term shall normally be of five years' duration but may be extended for such further period of up to four years as may be agreed by the University.

4.3 *Role:* The Deputy Vice-Chancellors shall be responsible to the Vice-Chancellor for such aspects of the organisation, management and conduct of the University within their respective portfolios as may be assigned to them from time to time by the Vice-Chancellor.

#### **B5 Registrar and Secretary**

5.1 *Appointment:* The Registrar and Secretary shall be appointed following an University selection process chaired by the Vice-Chancellor and in which an Independent Governor will participate. Upon a vacancy or expected vacancy or during a period of incapacity for any reason, the Vice-Chancellor shall recommend, and the Board may approve, how any interim period will be covered.

5.2 *Tenure:* The Registrar and Secretary shall be appointed for such term (and upon such terms and conditions of employment) as may be agreed by the University, or until earlier resignation.

5.3 *Role:* The Registrar and Secretary shall serve as registrar, secretary and chief operating officer of the University, shall be responsible for the provision and procurement of the University's non-academic services, shall act as secretary to the Board (and shall be deemed to be the "Secretary" for the purposes of the Instrument) and shall perform such tasks and duties, and exercise such powers as shall be specified by the Vice-Chancellor from time to time (subject as provided in the Constitution and these Bye-laws).

#### **B6 Chief Financial Officer**

6.1 *Appointment:* The Chief Financial Officer shall be appointed following an University selection process chaired by the Vice-Chancellor and in which an Independent

Governor will participate. Upon a vacancy or expected vacancy or during a period of incapacity for any reason, the Vice-Chancellor shall decide how any interim period will be covered and will report this to the Board.

6.2 *Tenure:* The Chief Financial Officer shall be appointed for such term (and upon such terms and conditions of employment) as shall be agreed by the University, or until earlier resignation.

6.3 *Role:* The Chief Financial Officer shall be responsible for the financial strategy, sustainability, management and conduct of the University, the maintenance of its financial records and the production of its financial statements and accounts, and shall perform such tasks and duties, and exercise such powers as shall be specified by the Vice-Chancellor from time to time.

## **B7 Executive Deans**

7.1 *Appointment:* An Executive Dean shall be appointed for each of the University's faculties following in each case a University selection process chaired by the Vice-Chancellor and in which an Independent Governor will participate. Upon a vacancy or expected vacancy or during a period of incapacity for any reason, the Vice-Chancellor shall decide how any interim period will be covered and will report this to the Board.

7.2 *Tenure:* Each Executive Dean may hold office for an indefinite term or a fixed term as agreed by the University, or until earlier resignation. A fixed term shall normally be of five years' duration but may be extended for such further period of up to four years as may be agreed by the University.

7.3 *Role:* Each Executive Dean shall serve as dean of their respective faculty, shall be responsible for the performance and management of that faculty and shall perform such tasks and duties, and exercise such powers, as shall be specified by the Vice-Chancellor from time to time.

## **B8 Other Officers**

8.1 The Vice-Chancellor may recommend to the Board, and the Board may approve, the appointment of any other officer of the University.

8.2 *Appointment:* Any such officer may be appointed pursuant to a University selection process chaired by the Vice-Chancellor and in which an Independent Governor will participate.

8.3 *Tenure:* Any such officer shall be appointed for such term (and upon such terms and conditions of employment) as shall be agreed by the University, or until earlier resignation.

8.4 *Role:* Any such officer shall perform such tasks and duties, and exercise such powers, as shall be specified by the Vice-Chancellor from time to time.

## **PART C: BOARD OFFICERS**

### **C1 Chair of the Board of Governors**

- 1.1 The Chair of the Board shall be appointed pursuant to paragraph G3.
- 1.2 The role of the Chair of the Board is to:-
  - 1.2.1 lead the Board;
  - 1.2.2 serve as a Pro-Chancellor of the University and as such, perform the role and functions described in paragraph B2;
  - 1.2.3 together with, and on behalf of, the Board:-
    - (a) hold the Executive to account for its leadership of the University;
    - (b) establish performance objectives for the Vice-Chancellor, conduct regular reviews of performance against those objectives and make recommendations to the Reward and Remuneration Committee accordingly;
    - (c) undertake the functions outlined in the Constitution;
    - (d) consider and approve the University's strategy objectives and values and agree a road map with the Executive to monitor their implementation;
    - (e) provide constructive challenge and support to the Executive in delivering the University's strategy;
    - (f) monitor the University's performance against its strategic objectives;
    - (g) support the Executive in further enhancing the University's relationships with its stakeholders, particularly in Plymouth and the South-West, and with its regulators;
    - (h) develop a succession plan for their role; and
    - (i) support (or arrange Board support for) the process for the recruitment of Executive members;
  - 1.2.4 ensure that the Board reflects the appropriate mix of skills and experience effectively to fulfil its responsibilities, and is reflective of the communities in which it operates; and
  - 1.2.5 review the performance of individual Members of the Board to ensure that:-
    - (a) the proceedings of the Board are conducted in accordance with the principles of governance best practice and in as transparent a way as possible;
    - (b) there is a clear succession plan for Members of the Board;

- (c) all Members of the Board receive a thorough induction when taking up office and are made aware of the responsibilities placed on them for the proper governance of the University;
- (d) opportunities for further development for all Members of the Board are regularly offered in accordance with their individual needs, with appropriate financial provision being made for this support; and

1.2.6 discharge formal tasks including the following:-

- (a) acting as Chair of Board meetings;
- (b) acting as Chair of the Nominations Committee;
- (c) serving as ex officio Member of the Honorary Awards Committee;
- (d) serving as Member of at least one other Board Committee;
- (e) attending graduation ceremonies and other University events;
- (f) acting as the Board's primary contact with the Vice-Chancellor and ensuring clear communications and a constructive relationship between the Board and the Executive; and
- (g) conducting annual performance appraisals of Governors.

## **C2 Vice-Chair**

2.1 The Vice-Chair of the Board shall be appointed pursuant to paragraph G4.

2.2 The role of the Vice-Chair of the Board is to:-

- 2.2.1 provide appropriate advice and support for the Chair of the Board;
- 2.2.2 on occasions when the Chair of the Board is unable to discharge their office as Chair as a result of a potential conflict of interest or unavoidable absence, assume the role of Acting Chair and chair meetings of the Board and relevant Board Committees;
- 2.2.3 support the Chair of the Board in the fulfilment of their duties, including (without limitation):-
  - (a) representing the Board or the University in circumstances where the Chair would otherwise fulfil this role;
  - (b) attending internal and external meetings as necessary;
  - (c) maintaining relationships with Governors (including Independent Governors, Staff Governors and/or Student Governors) and other Members of the Board and Board Committees; and

- (d) representing the Board within the University and maintaining a positive profile with students, staff and wider stakeholders; and

2.2.4 chair the Reward and Remuneration Committee.

### **C3 Senior Independent Governor**

3.1 The Senior Independent Governor shall be an Independent Governor (other than the Chair or Vice-Chair of the Board) appointed pursuant to paragraph G4.

3.2 The role of the Senior Independent Governor is to:-

3.2.1 be available to any Governor (whether individually or collectively) should they have concerns which contact through the normal channels of Chair of the Board, Vice-Chair, Vice-Chancellor or Registrar and Secretary has failed to resolve or where such contact is inappropriate;

3.2.2 lead an annual appraisal of the Chair of the Board's performance, including an annual meeting of Independent Governors without the Chair, as part of a process agreed with the Board;

3.2.3 liaise with the Board and the Vice-Chancellor about the Chair of the Board's objectives, in consultation with the Chair;

3.2.4 become involved in any exceptional circumstances when the Board has concerns about the performance of the Chair of the Board, the Vice-Chair or the Vice-Chancellor, or when the normal relationship between the Chair, the Vice-Chair and Vice-Chancellor has failed to resolve matters of concern.

**PART D: BOARD OF GOVERNORS, BOARD COMMITTEES AND DELEGATED AUTHORITY**

**D1 Board of Governors**

**1.1 Terms of Reference**

**3.1 *The Board of Governors***

*The principal responsibilities of the Board of Governors are:-*

- 3.1.1 the approval and monitoring of the University's strategic plan;*
- 3.1.2 the oversight of the University's activities, with particular reference to its charitable status;*
- 3.1.3 the effective and efficient use of resources, including approval of the University's annual financial forecasts and annual audited accounts;*
- 3.1.4 the solvency of the University and for safeguarding its reputation and assets;*
- 3.1.5 the approval of procedures for the appointment, reward and remuneration, appraisal, suspension and dismissal of the Vice-Chancellor;*
- 3.1.6 the approval of procedures for the appointment, reward and remuneration, appraisal, suspension and dismissal of the Secretary; and*
- 3.1.7 any matter prescribed by statute or the Secretary of State as its responsibility.*

Article 3.1 of the Articles refers.

**4 DELEGATION OF FUNCTIONS OF THE BOARD OF GOVERNORS**

- 4.1 Subject to paragraph 4.2 of this Section, the Board of Governors shall be entitled to delegate all or any of its functions, powers and duties to any person or body.*
- 4.2 The Board of Governors shall not delegate responsibility for:-*
  - 4.2.1 the approval of procedures for appointing or dismissing the Vice-Chancellor;*
  - 4.2.2 the approval of the University's strategic plan;*
  - 4.2.3 the approval of the University's financial forecasts and annual audited accounts;*
  - 4.2.4 ensuring the solvency of the University;*
  - 4.2.5 the appointment of the University's auditors; and*
  - 4.2.6 the amendment or revocation of these Articles.*

Within the framework of the Articles, the Board is responsible for:-

- 1.1.1 the appointment and dismissal of the Chancellor;
- 1.1.2 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor;
- 1.1.3 the approval of annual estimates of income and expenditure;
- 1.1.4 reviewing the composition and structure of management and making appointments as provided in Part B;
- 1.1.5 the determination of the educational character and mission of the University and oversight of its activities;
- 1.1.6 the solvency of the University and the Corporation and the safeguarding of their assets;
- 1.1.7 setting a framework for the pay and conditions of service of staff other than the Vice-Chancellor; and
- 1.1.8 any other matters brought expressly within the ambit of the Board's responsibilities by the Articles,

provided that the Board shall exercise the responsibilities set out in paragraphs D1.1.1 and 1.1.2 above by resolution, and the responsibilities set out in paragraphs D1.1.3 – 1.1.8 by resolutions addressed, proposals made or approvals given to (or, as the case may be, withheld from) the Vice-Chancellor.

Article 4 of the Articles refers.

## 1.2 **Composition and Membership**

### **4. MEMBERSHIP OF THE BOARD OF GOVERNORS**

- (1) *The Board of Governors shall consist of:-*
  - (a) *not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and*
  - (b) *the Vice-Chancellor, unless they choose not to be a member.*
- (2) *Of the appointed members:-*
  - (a) *up to thirteen shall be independent members;*
  - (b) *up to two may be academic staff at the University nominated by the Senate one will be a professional services member of staff and up to two may be students of the University nominated by the students thereof; and*
  - (c) *at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.*

- (3) *Independent members shall be persons appearing to the Board of Governors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.*
- (4) *The co-opted member required by sub-paragraph 4(2)(c) above shall be a person who has experience in the provision of education.*
- (5) *A person (other than a person appointed in pursuance of sub paragraph 4(2)(b) above) who is:-*
  - (a) *employed at the University (whether or not as an academic member of staff);*
  - (b) *a full-time student at the University; or*
  - (c) *an elected member of any local authority,*

*is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.*
- (6) *For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when they have been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by them in the students' union.*
- (7) *It shall be for the Board of Governors to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.*

Paragraph 4 of the Instrument refers:-

Alongside independent governors, the Board will include the following members: the Vice-Chancellor, two Student Governors, and three Staff Governors. The Student Governors shall comprise the then current President and one other sabbatical officer nominated by the University of Plymouth Students' Union as elected from time to time, and two of the Staff Governors shall be nominated from time to time by the Senate from within its membership. A third staff governor will be an elected member from professional services in compliance with Paragraphs 4.2.c, 4.4 and 4.5 of the Instrument of Government, this staff governor will be a member of professional services nominated by two professional services colleagues.

### 1.3 **Tenure**

Members of the Board (whether Independent Governors or Co-opted Members) shall be appointed for a term of office of not less than one year and not more than three years. Their terms of office may be extended in accordance with the terms of paragraph 7(1) of the Instrument.

### 1.4 **Quorum**

- 5.1 *The quorum for meetings of the Board of Governors shall be one-half rounded up to the next whole number of the total actual membership of the Board of Governors, with independent members always being in the majority. The*

*quorum shall be made up of those attending in person, by telephone or such other electronic or other means in which all participants may communicate simultaneously with all other participants.*

Article 5.1 of the Articles refers:-

### 1.5 **Acting Chair**

If the Chair of the Board is not present at the commencement of a Board meeting, the Vice-Chair of the Board shall chair that meeting. If the Vice-Chair is not present at the commencement of a meeting, the Members present shall select one of the Independent Governors present as Acting Chair to preside over the meeting. If an election is required for such purpose, it shall be held in accordance with the provisions of paragraph G4.10 at the meeting at which the Acting Chair is to preside.

### 1.6 **Secretary and Clerk to the Board of Governors**

The Registrar and Secretary shall attend Board meetings as the secretary to the University. Secretarial and administrative support for the Board will be provided or procured by the Clerk to the Board.

### 1.7 **Frequency of Meetings**

Ordinary meetings of the Board shall be held at such intervals and on such dates as the Board shall from time to time agree. Subject thereto, at least five ordinary meetings of the Board shall be held in each Academic Year.

### 1.8 **Attendance**

In accordance with, and subject to, paragraph F4.7:-

1.8.1 the Deputy Vice-Chancellors, the Registrar and Secretary and the Chief Financial Officer shall be entitled to attend meetings of the Board; and

1.8.2 such other members of the Executive and such other professional experts as the Board may determine may attend meetings of the Board, by invitation.

## **D2 Board Committees**

2.1 Except to the extent otherwise provided in these Bye-laws, these Bye-laws shall apply equally to the Board and any Board Committee created by the Board from time to time.

2.2 The Board shall establish such Board Committees as are specified in the University's Constitution from time to time, and (subject thereto) may establish such further standing or advisory Board Committees and delegated authorities for such purposes and with such powers as the Board may think fit from time to time in order to perform, or assist and advise the Board on the discharge of, any of its functions and responsibilities. As at the date of these Bye-laws, the Board has established the following Board Committees:-

2.2.1 Audit Committee;

2.2.2 Finance Committee;

2.2.3 Health and Safety Assurance Committee;

- 2.2.4 Honorary Awards Committee (jointly with the Senate);
- 2.2.5 Nominations Committee; and
- 2.2.6 Reward and Remuneration Committee
- 2.3 The authorities and responsibilities (including their extent and scope) conferred on a Board Committee, its composition and membership, its quorum requirements and the frequency of its meetings shall be as expressly set out in these Bye-laws.
- 2.4 In addition to taking such action as may be authorised by its terms of reference, each Board Committee shall have authority to take such action as it deems fit which is within the general scope of its responsibilities, is urgently required during the period between meetings of the Board Committee and is reported in full at the next meeting of the Board.
- 2.5 Each Board Committee shall consist of a Chair (as specified in this Part D or otherwise appointed in accordance with paragraph G4) and such number of Members as set out in this Part D. If the Chair of the Board Committee is not present at the commencement of a Board meeting, the Vice-Chair of the Board Committee appointed pursuant to paragraph G4 shall chair that meeting. If no such Vice-Chair has been appointed or if the Vice-Chair is not present at the commencement of a meeting, the Members present shall select one of the Independent Governors present as Acting Chair to preside over the meeting. If an election is required for such purpose, it shall be held in accordance with the provisions of paragraph G4.10 at the meeting at which the Acting Chair is to preside.
- 2.6 The Members of each Board Committee shall be appointed by the Board (having taken account of the recommendations of the Nominations Committee) in accordance with the provisions of this Part D and having regard to the range of qualifications and experience necessary for the proper and effective discharge of the functions of the Board Committee, and the need for an equitable balance in the composition of the Board Committee in terms of the gender, age, ethnicity and economic and social background of the Members. The Board (having taken account of the recommendation of the Nominations Committee but in its discretion) may resolve to remove any Member of a Board Committee at any time from such membership.
- 2.7 Members of each Board Committee (whether Independent Governors or Co-opted Members) shall be appointed for a term of office of not less than one year and not more than three years (unless otherwise agreed by the Board, having taken account of the recommendation of the Nominations Committee and subject to the terms of paragraph 7(1) of the Instrument). A Governor's membership of any Board Committee shall be contingent on their continuing membership of the Board. An Independent Governor shall be a Member of at least one Board Committee.
- 2.8 The proceedings, procedures and business of each Board Committee shall be regulated by these Bye-laws and by such further terms as the Board may stipulate for such Committee from time to time; but subject thereto, each Board Committee may regulate its own procedures and may deal with any matter delegated to it as it so resolves.
- 2.9 Each Board Committee shall report to the Board at its next meeting (such reports to be a standing item for all ordinary meetings of the Board) and provide the minutes of its meetings (in draft or final form) for noting by the Board.

- 2.10 The Board may dissolve a Board Committee at any time as it thinks fit.
- 2.11 A structure diagram of the Board and its Committees is set out in Appendix 1.

### **D3 Audit Committee**

#### **3.1 Terms of Reference**

The Audit Committee is responsible to the Board for:-

- 3.1.1 supporting the Board in discharging its responsibility for the adequacy and effectiveness of the University's risk management and control and governance arrangements;
- 3.1.2 ensuring that systems are in place to achieve and maintain data quality;
- 3.1.3 ensuring that systems are in place for the economic, efficient and effective operation of the University and for the prevention of fraud;
- 3.1.4 reviewing the University's approach to value for money;
- 3.1.5 making recommendations as to the appointment of internal and external auditors and monitoring their performance;
- 3.1.6 ensuring the probity of the University's financial statements; and
- 3.1.7 undertaking such other work as the Board may require.

#### **3.2 Composition and Membership**

The Audit Committee shall consist of the following:-

- 3.2.1 a Chair;
- 3.2.2 a maximum of four Independent Governors; and
- 3.2.3 a maximum of two Co-opted Members, each with relevant professional expertise.

#### **3.3 Quorum**

The quorum for meetings of the Audit Committee shall be three Members (of whom two shall be Independent Governors).

#### **3.4 Clerk to the Audit Committee**

The Clerk to the Board will act as clerk to, and provide or procure secretarial and administrative support for, the Audit Committee.

#### **3.5 Frequency of Meetings**

The Audit Committee will hold at least four ordinary meetings each Academic Year on such dates as the Chair thereof shall agree.

## **D4 Finance Committee**

### **4.1 Terms of reference**

The Finance Committee is responsible to the Board for:-

- 4.1.1 considering and making recommendations in relation to the University's financial strategy (including annual and long term capital and revenue plans);
- 4.1.2 ensuring that systems are in place to achieve financial viability and effective financial management of capital projects;
- 4.1.3 considering and making recommendations in relation to the University's financial statements and management accounts;
- 4.1.4 advising as and when appropriate on the financial management of the University;
- 4.1.5 exercising the delegated authority conferred upon the Committee by the Schedule of Financial Limits;
- 4.1.6 oversight of the University's Implementation Plan; and
- 4.1.7 undertaking such other work as the Board may require.

### **4.2 Composition and Membership**

The Finance Committee shall consist of the following:-

- 4.2.1 a Chair;
- 4.2.2 a maximum of four Independent Governors; and
- 4.2.3 a maximum of three Co-opted Members, each with relevant professional expertise.

### **4.3 Quorum**

The quorum for meetings of the Finance Committee shall be three Members (of whom two shall be Independent Governors).

### **4.4 Clerk to the Finance Committee**

The Clerk to the Board will act as clerk to, and provide or procure secretarial and administrative support for, the Finance Committee.

### **4.5 Frequency of Meetings**

The Finance Committee will hold at least four ordinary meetings each Academic Year on such dates as the Chair thereof shall agree.

## **D5 Health and Safety Assurance Committee**

### **5.1 Terms of Reference**

The Health and Safety Assurance Committee's responsibilities are:-

- 5.1.1 To assure the Board of Governors that the University is complying with the statutory and other relevant health and safety requirements and with its own procedures as set out in the University Health and Safety Policy.
- 5.1.2 To make recommendations for areas of improvement or for further work as necessary.
- 5.1.3 To assure the Board of Governors that the University has in place resources and organisational arrangements for effective risk management to implement health and safety policy and meet its obligations.
- 5.1.4 To assure the Board of Governors that health and safety audit provision is appropriate.
- 5.1.5 To keep under review the outcomes and management of the audit programme.
- 5.1.6 To benchmark and monitor the University's progress against health and safety performance objectives and targets.
- 5.1.7 To request reports from the University Safety Committee and the University Head of Health and Safety.
- 5.1.8 To report its findings to the Board.

The Committee will conduct its work by receiving and reviewing reports alongside challenging and testing the procedures undertaken by the University to comply with health and safety obligations and health and safety outcomes.

The Committee is not a policy or advisory committee.

The Committee will not itself undertake audits. Audits are carried out by the University's Internal Auditors on request of the Executive and as approved by the Audit Committee of the Board of Governors.

The Vice-Chancellor as Chief Executive Officer of the University has the ultimate responsibility for ensuring that the University complies with the statutory requirements of the Health and Safety at Work Act 1974. The Committee is not responsible for health and safety at the University or for taking decisions about policy or operational matters.

### **5.2 Composition and Membership**

The Health and Safety Assurance Committee shall consist of the following:-

- 5.2.1 Chair – independent governor with relevant corporate experience including health and safety and health and wellbeing
- 5.2.2 Other independent governors as appointed from time to time by the Board, if required and agreed by the Board, up to a maximum of two in addition to the Chair.
- 5.2.3 Up to four external members with senior health and safety experience gained outside of the University in different organisational settings

5.3.4 A Deputy Vice–Chancellor

5.3.5 Registrar and Secretary

5.3.6 University Head of Health and Safety – in attendance at meetings

External members will be appointed for a maximum of 3 years and will be appointed to ensure a spread of skills and experience.

### **5.3 Quorum**

The quorum for meetings of the HSAC shall be one third of its current membership (rounded up to the nearest whole number) with at least one external member in attendance.

### **5.4 Clerk to the HSAC**

The Clerk to the Board will act as clerk to, and provide or procure secretarial and administrative support for, the HSAC Committee

### **5.5 Frequency of Meetings and Committee Business**

5.5.1 The HSAC will meet twice per year, in March and October, minutes of these meetings will be provided to the Board of Governors.

5.5.2 The Chair of HSAC will formally report to the Board annually (July meeting) on the work of the Committee and provide assurance that all matters are identified and addressed.

## **D6 Honorary Awards Committee**

### **6.1 Terms of Reference**

Acting on behalf of the Board and the Senate, the Honorary Awards Committee is responsible for:-

6.1.1 advising the Vice-Chancellor and the Chair of the Board on candidates for consideration for the award or revocation of an honorary degree or honorary fellowship of the University, and/or such other honorary awards as may be adopted by the University from time to time; and

6.1.2 reviewing the criteria for, and management of, honorary awards.

### **6.2 Composition and Membership**

The Honorary Awards Committee shall consist of the following:-

6.2.1 the Vice-Chancellor who shall act as Chair of the Honorary Awards Committee;

6.2.2 Chair of the Board;

6.2.3 a maximum of four Independent Governors;

6.2.4 a maximum of two Deputy Vice-Chancellors;

- 6.2.5 a maximum of three Members nominated by or on behalf of the Senate;
- 6.2.6 a maximum of two Co-opted Members; and
- 6.2.7 a maximum of two Student Governors.

### 6.3 **Quorum**

The quorum for meetings of the Honorary Awards Committee shall be one-third (rounded up to the next whole number) of the then current total membership of that Committee.

### 6.4 **Clerk to the Honorary Awards Committee**

The Clerk to the Board will act as clerk to, and provide or procure secretarial and administrative support for, the Honorary Awards Committee.

### 6.5 **Frequency of Meetings**

The Honorary Awards Committee will hold at least three ordinary meetings each Academic Year on such dates as the Chair thereof shall agree. Electronic/telephone attendance is permitted.

## **D7 Nominations Committee**

### 7.1 **Terms of Reference**

The Nominations Committee is responsible to the Board for:-

- 7.1.1 regularly reviewing the size, structure and composition (including the skills, knowledge, experience and diversity) of the Board and its Committees, and making recommendations to the Board with regard to any changes.
- 7.1.2 the recruitment and selection of Governors and Co-opted Members of Board Committees in accordance with the University's equality and diversity policies, and making recommendations as to their re-appointment;
- 7.1.3 making recommendations to the Board regarding the appointment of the Chair and Vice-Chair of the Board, the Senior Independent Governor and the Vice-Chancellor;
- 7.1.4 formulating plans for, and making recommendations to the Board regarding, the succession of Governors, other Members and Board officers;
- 7.1.5 overseeing the induction process for new Governors, and training on an ongoing basis for all Governors and other Members as appropriate;
- 7.1.6 determining processes for Governors' and other Members' performance reviews;
- 7.1.7 the timing and conduct of Board and Board Committee effectiveness reviews (whether internal or external);
- 7.1.8 the confirmation of membership of Board Committees upon recommendation of the Chair and the relevant Committee; and

7.1.9 undertaking such other work as the Board may require.

## 7.2 **Composition and Membership**

The Nominations Committee shall consist of the following:-

7.2.1 Chair of the Board who shall act as Chair of the Nominations Committee;

7.2.2 Vice-Chair of the Board;

7.2.3 Chairs of the other Board Committees; and

7.2.4 the Vice-Chancellor.

## 7.3 **Quorum**

The quorum for meetings of the Nominations Committee shall be three Members (of whom two shall be Independent Governors).

## 7.4 **Clerk to the Nominations Committee**

The Clerk to the Board will act as clerk to, and provide or procure secretarial and administrative support for, the Nominations Committee.

## 7.5 **Frequency of Meetings**

The Nominations Committee will hold at least four ordinary meetings each Academic Year on such dates as the Chair thereof shall agree.

## **D8 Reward and Remuneration Committee**

8.1 The Reward and Remuneration Committee is responsible on behalf of the Board for:

8.1.1 providing an independent view and governance check on executive pay and the University's strategic approach to total rewards;

8.1.2 approving the University's reward framework and compensation philosophy;

8.1.3 agreeing the remuneration of the Vice-Chancellor and roles reporting directly to the Vice-Chancellor;

8.1.4 keeping under review the remuneration for all roles that form part of the Executive;

8.1.5 approving institutional targets and performance-related pay awards for all eligible members of the University; and

8.1.6 giving retrospective audit oversight to Senior Manager grade staff costings and equal pay monitoring.

In carrying out its responsibilities, the Reward and Remuneration Committee will take into account all relevant factors (including, without limitation, all legal and regulatory requirements, relevant OfS and sector guidance, the external operating environment, the financial position of the University, the value, breadth and complexity of all roles

under consideration and the contribution of the role-holder, set against national sector benchmarking data).

## **8.2 Composition & Membership**

The Reward and remuneration Committee shall consist of the following:

8.2.1 The Vice-Chair of the Board who shall act as the Chair of the Reward and Remuneration Committee;

8.2.2 The Chair of the Board

8.2.3 The Chair of the Finance Committee

8.2.4 Two independent governors

The Vice-Chancellor shall be in attendance except when the Committee is making decisions about his or her reward and remuneration.

The Human Resources Director shall be in attendance to act as an advisor to the Committee.

## **8.3 Quorum**

The quorum for meetings of the Reward and Remuneration Committee shall be three independent governor members.

## **8.4 Clerk to the Reward and Remuneration Committee**

The Registrar and Secretary will act as clerk to, and provide or procure secretarial and administrative support for, the Reward and Remuneration Committee.

## **8.5 Frequency of Meetings**

The Reward and Remuneration Committee will hold at least two ordinary meetings each academic year on such dates as the Chair thereof shall agree.

## **D9 Task And Finish Groups**

The Board may establish task and finish groups to deal with specific projects or items of business (in particular but without limitation, if outcome-driven or time-limited) and shall specify terms of reference for, and the composition and membership of, each such group which shall include provision for its duration and end-date.

## PART E SENATE AND SENATE COMMITTEES

### E1 Senate

#### 1.1 Terms of Reference

Subject to the overarching responsibilities of the Board and the specific responsibilities of the Vice-Chancellor:-

1.1.1 Article 3.3.1 of the Articles prescribes that the Senate shall be responsible for:-

##### **"3.3.1**

- (a) *the strategic oversight of the University's activities in relation to teaching, learning and assessment; research; and any other academic matters impacting on the student experience;*
- (b) *providing assurance to the Board of Governors in relation to areas of academic governance; and*
- (c) *advising on the academic implications of significant University developments."*

When complying with 3.3.1(a), Senate will take into account the interests of staff and in all cases the overriding need to ensure institutional sustainability.

1.1.2 Without limitation to Article 3.3.1 of the Articles, the Senate has specific authority to:-

- (a) approve the University's academic strategies, policies and regulations relating to teaching, learning and assessment, research, and the student experience; ensuring that they are relevant, consonant with the University's strategic plan, comprehensive, fair and compliant with external and legal requirements; and that they reflect sector best practice;
- (b) monitor and evaluate the implementation of those strategies, policies and regulations;
- (c) oversee the University's academic portfolio, including the addition or discontinuation of programmes and awards;
- (d) monitor the University's research performance;
- (e) approve and review the University's academic collaborations and partnerships, subject where appropriate to the final authority of the Board;
- (f) award degrees, diplomas and certificates including those awarded jointly with other institutions recognised for this purpose;
- (g) propose to the Board the names and recipients of honorary awards;
- (h) ensure the quality and standards of all University awards (wherever delivered); confirm that curricula offered are appropriate, challenging and dynamic, that programmes are subject to annual monitoring and regular review, that outcomes of monitoring and review are acted upon in a timely manner, and that the University continues to meet the requirements of relevant external agencies (including validating and accrediting bodies

and national bodies with responsibility for the assessment of quality and teaching and research excellence);

- (i) consider reports from external validating, accrediting or reviewing bodies and ensure appropriate action plans are in place;
- (j) ensure that assessment of all University awards is conducted in accordance with agreed regulations and policies and reviewed as appropriate by external examiners approved by or on behalf of the Senate in accordance with agreed policies and procedures;
- (k) suspend or remove examiners for negligence or misconduct during their term of office and in the case of death, illness or resignation of an examiner, or in the event of suspension or removal, appoint a substitute who shall have authority to act during the examination then in progress or next ensuing;
- (l) make regulations for the discipline of students of the University;
- (m) oversee student discipline, appeals and complaints and expel any student deemed guilty of grave misconduct;
- (n) approve and review regulations and policies in relation to the admission of students;
- (o) approve and review policies and procedures for the award of honorary academic titles;
- (p) identify appropriate schemes of delegation and reporting mechanisms in relation to Senate Committees in order that the Senate is able to monitor, evaluate and report on their work; and
- (q) report regularly to the Board about the ways in which it is fulfilling its obligations, and provide appropriate evidence to the Board of the robustness of the University's academic governance arrangements.
- (r) nominate from amongst its number, for Board consideration, two members of academic staff to serve on the Board of Governors

1.1.3 The Senate shall be consulted about the following matters so that it is able to advise on the academic impact of proposals:-

- (a) the University's mission, vision, values and strategy; any relevant sub-strategies in relation to commercialisation, estates and internationalisation; and the development of academic priorities within such strategies;
- (b) proposals to create, merge or discontinue schools, faculties or academic disciplines;
- (c) the University's approach to the national Research Excellence Framework, Teaching Excellence Framework or any successor schemes;
- (d) the resources necessary to support the University's academic activities (including the allocation of research funding); and

- (e) the process for the appointment of the Vice-Chancellor and other Executive-level academic roles (with at least one Member of the Senate involved in the formal appointment process of the Vice-Chancellor).

1.1.4 In fulfilling the responsibilities described in this paragraph E1.1, the Senate will operate at all times in accordance with the Nolan Principles of public life (as referred to in paragraph G1.1) and in the best interests of the University as a whole.

## 1.2 Composition and Membership

The Senate shall comprise the following Members:-

### 1.2.1 Ex-officio Members

(a)	the Vice-Chancellor (as Chair)	1
(b)	Deputy Vice-Chancellors (with academic responsibilities)	3
(c)	Executive Deans (with academic responsibility for faculties)	from each faculty
(d)	Associate Deans (Teaching and Learning)	One/two per faculty
(e)	Associate Deans (Research)	one per faculty
(f)	Director of Academic Partnerships	1
(g)	Students' Union President	1
(h)	Students' Union Vice-President Education	1
(i)	Students' Union Vice-President International and Outreach	1
(j)	Director of Library and Educational Development	1
(k)		1
(k)	Director of Doctoral College	1
(l)	Director of Research and Innovation	1
(m)	Registrar and Secretary	1
(n)	Academic Registrar (Clerk to Senate)	1
	Maximum Total Ex-officio Members	23

### 1.2.2 Elected Members (elected in accordance with paragraphs E1.4 – 1.6)

(a)	Heads of School (elected by and from the Heads of School Forum)	one per faculty
(b)	Students (elected by and from school and course representatives)	2
(c)	Academic Staff	28
(d)	Research Staff (elected by and from the Researchers Forum)	1
(e)	Technical Staff	1
(f)	Faculty Business Manager (elected by and from the Faculty Business Manager Forum)	1
	Maximum Total Elected Members	38

### 1.2.3 Partner College Member

1

#### 1.2.4 Co-opted Members

up to 3

1.2.5 The maximum total membership of the Senate will be 63 Members.

### 1.3 Use of Co-opted Members

Co-opted Members will only be used to ensure that the Chairs of Senate Committees are represented on the Senate (should they not be ex-officio Members).

### 1.4 Elections of Academic Staff Members of the Senate

1.4.1 In order to ensure a balanced membership of Academic Staff across faculties and levels of staff, each faculty will manage its own elections of Academic Staff to the Senate on the basis of the following key principles:-

- (a) Subject to sub-paragraph (b) below, the quota allocated to each faculty will be based on its respective share of the University's total academic full time equivalents;
- (b) The allocation referred to in sub-paragraph (a) above shall be reviewed by the Clerk to the Senate prior to each proposed election of Academic Staff members to the Senate, to ensure that the allocation to each faculty continues to reflect its respective share of the University's total academic full time equivalents;
- (c) Each faculty may fill vacancies up to the limit of its quota as referred to in sub-paragraph (a) above provided that for each faculty:-
  - (i) at least one Member shall be a Professor (if more than one, being the Professor with the most votes);
  - (ii) at least one Member shall be a Programme Leader (if more than one, being the Programme Leader with the most votes); and
  - (iii) the remainder shall be from any level or category of Academic Staff within the faculty (as determined by the 'first past the post' method).
- (d) For the purposes of the election within the academic staff category, the following definitions apply:
  - (i) Academic Staff means all Professors (excluding Emeritus and Honorary) or those of professorial equivalence, Associate Professors, Senior Lecturers or Readers (Grad 9) and Lecturers (Grade 7/8) within the faculties. In the case of the Faculty of Medicine and Dentistry, any person with such title who holds contracts of employment with both the University and the National Health Service (referred to as a Follett Contract)
  - (ii) Professor means all those with the title of Professor or Clinical Professor, excluding Emeritus and Honorary professors
  - (iii) Programme leader means someone who is charged with running a taught programme.

- 1.4.2 Any member of Academic Staff with an employment contract greater than twelve months prior to 1<sup>st</sup> January immediately preceding the relevant election, shall be eligible to stand for election to the Senate in the Academic Staff category. A member of staff on a fixed term contract must be able to serve a minimum of 12 months on Senate, within the parameters of their existing contract, to be eligible for nomination.

## **1.5 Election of Technical Staff Member of the Senate**

- 1.5.1 One member of the Technical Staff shall be elected to the Senate.
- 1.5.2 Any member of the Technical Staff with an employment contract greater than twelve months prior to 1<sup>st</sup> January immediately preceding the relevant election, shall be eligible to stand for election to the Senate in the Technical Staff category. A member of staff on a fixed term contract must be able to serve a minimum of 12 months on Senate, within the parameters of their existing contract, to be eligible for nomination.

## **1.6 General Provisions for Elections to the Senate**

### **1.6.1 Returning Officers and Deputy Returning Officers**

- (a) The Clerk to the Senate shall act as Returning Officer and shall be responsible for overseeing the integrity of the election process, resolving any questions, issues or complaints relating to the election process, and declaring results.
- (b) The Faculty Business Manager or Head of Administration for each faculty shall act as deputy returning officer for the election of Academic Staff members to the Senate by their respective faculty, and shall be responsible for verifying lists of eligible staff and administering such elections within their own respective faculty; and the Faculty Business Manager of the Faculty of Science and Engineering shall be the deputy returning officer for the election of the Technical Staff member to the Senate and shall be responsible for verifying the list of eligible staff and administering such election for the whole University.
- (c) Neither the Returning Officer nor the deputy returning officers shall be eligible to vote in the Senate elections.
- (d) The Returning Officer and deputy returning officers may nominate other University staff under their supervision to discharge any or all of their respective responsibilities with respect to any Senate election (in the case of the deputy returning officers, subject to the prior approval of the Returning Officer).
- (e) The Returning Officer may appoint such independent third party as they think fit to manage the voting process and any other aspects of Senate elections.

### **1.6.2 Nomination of Candidates**

- (a) All staff eligible for Senate election (whether within the categories of Academic Staff or Technical Staff) will be notified by the relevant deputy

returning officer of, and invited to nominate themselves (using a standard nomination form) for, each proposed Senate election, each such notice and invitation to be issued by e-mail on the same day and time.

- (b) To stand in such election, each candidate should be an eligible member of the Academic Staff or Technical Staff (as the case may be) and their candidature should be seconded by another eligible member of the same category provided that such eligible staff member may support the nomination of more than one candidate. Ex officio Members of the Senate may vote and nominate candidates for Senate elections in accordance with this sub-paragraph (b) but may not themselves stand in such election.
- (c) Candidates who wish to nominate themselves for the Senate elections shall (within such period not exceeding 14 days as shall be specified for the purpose) submit a completed nomination form, accompanied by a candidate statement (which shall not exceed 150 words in length and shall set out how they propose to uphold, discharge and perform the responsibilities, expectations and conduct of Senate Members referred to in sub-paragraph (d) below) provided that the omission of a candidate statement shall not invalidate a candidate's nomination for election. Candidates shall be deemed to have agreed to the publication of their candidate statement to all electors in the event of a ballot being held.
- (d) In submitting their nomination forms, each candidate shall be required to confirm their commitment to:-
  - (i) the maintenance and enhancement of academic quality and standards at the University and to uphold, discharge and perform the responsibilities, expectations and conduct of Senate Members, as described in these Bye-laws; and
  - (ii) devote sufficient time to their membership of the Senate for the purposes of sub-paragraph (i) above, and that they have discussed and agreed such commitment with their line manager.
- (e) Candidates shall not campaign or otherwise promote their candidature for Senate elections.
- (f) Details of each election (including the names, and where provided, the statements of each candidate, the election timetable and names of the Returning Officer and deputy returning officers) shall be published on the University's sharepoint pages. .

### 1.6.3 Conduct of Voting

- (a) The voting for Senate elections shall be conducted by electronic means and shall be accessible via desktop, laptop, mobile or tablet devices.
- (b) Not less than seven days' prior notice shall be given to the relevant electorate of the period during which votes may be cast in a Senate election.

- (c) Each elector in the election for Technical Staff shall have one vote; and each elector in an election for Academic Staff shall have the number of votes specified for the purpose. No elector may vote more than once for any one candidate.
- (d) No elector may transfer, assign, charge, surrender or otherwise dispose of or deal with any right to vote. Nor may an elector exercise their voting rights in accordance with the instructions or for the benefit of any other party.
- (e) The 'first past the post' principle shall apply to Senate elections. Each vote cast for the purposes of a Senate election shall be counted equally with all other votes cast and no provision shall be made for a voter to indicate an order of preference between candidates.
- (f) In the event of:-
  - (i) only one candidate being nominated for election either generally or within a particular category of candidates referred to in paragraph E1.4.1 (c), that candidate shall be deemed to have been elected without an election being held;
  - (ii) no nominations being received for election either generally or within a particular category of candidates so referred to, the relevant post shall remain vacant until the next Senate election is held and then shall be included for the purposes of such election; and
  - (iii) a tie between candidates, the relevant deputy returning officer shall determine by random allocation the order of the candidates so tied.
- (g) The successful candidate in the Technical Staff elections, and the list of successful candidates in the Academic Staff elections, shall be notified to all members of the eligible electorate and shall be published on the University's website through such media as the Returning Officer shall consider appropriate. Such notice shall include the name, job title, faculty and allocated term of office of each successful candidate, together with the number and percentage total voter turn-out of the eligible electorate in aggregate and by faculty.

#### 1.6.4 Election Complaints

- (a) Any complaints or appeals relating to the election process shall be made in writing via e-mail to the Returning Officer and should identify which elections rules are alleged to have been broken with supporting evidence as appropriate.
- (b) A complaint against a candidate (or anyone acting on their behalf) or in respect of the administration and conduct of the election shall be submitted in writing to the Returning Officer before the close of the voting period and will be reviewed and assessed by the Returning Officer within three working days of it being lodged.
- (c) A complaint relating to the conduct of the vote count shall be made to the Returning Officer immediately following the vote count (and in any event within one working day thereafter).

- (d) In the event that the Returning Officer decides to uphold a complaint, they may either suspend the election, disqualify one or more candidates and/or recommend changes to the election process.
- (e) The decision of the Returning Officer in relation to an election complaint is final except where the Returning Officer is demonstrated to have acted in a manner which is improper, biased or partisan in which case the candidate concerned shall have a right of appeal to the Vice-Chancellor.

#### **1.6.5 Procedural Irregularities**

The accidental omission to notify (or the non-receipt of any such notice by) any eligible staff (whether within the categories of Academic Staff or Technical Staff) of a Senate election or any other person entitled to receive such notice, and any other defect in the elections process, shall not invalidate such election unless the Returning Officer, acting reasonably and in good faith, considers such omission or defect to be of such order as materially and adversely to have affected the integrity and outcome of the election process.

### **1.7 Terms of Membership**

- 1.7.1 Ex-officio Members of the Senate will continue as Members for so long as they continue to occupy the relevant role listed in paragraph E1.2.1.
- 1.7.2 Subject to paragraph E1.7.3, elected staff Members of the Senate (whether within the categories of Academic Staff or Technical Staff) will hold office for three Academic Years, expiring on 31<sup>st</sup> July provided that they remain eligible for membership during that period.
- 1.7.3 Up to one third of Academic Staff Members of the Senate will be subject to election or re-election every year as a result of an initial staggering of membership terms following the inaugural elections to Senate.
- 1.7.4 Elected student Members of the Senate will hold office for one year.
- 1.7.5 Co-opted Members of the Senate will hold office for one year.
- 1.7.6 Any elected Member is eligible to stand for re-election for not more than one further term of office. The maximum continuous term is six years. Elected Members who have served two consecutive terms of an aggregate of six years in office are eligible to stand for re-election to the Senate at a later date provided that there has been a clear break in their service as an elected Member of at least three years.
- 1.7.7 Candidates elected or appointed to fill a casual vacancy which arose during the course of a period of office shall serve the remainder of the unexpired period of office.

### **1.8 Quorum**

The quorum for meetings of the Senate shall be one-third (rounded up to the next whole number) of the then current total membership of the Senate.

### **1.9 Chair and Acting Chair**

1.9.1 The Vice-Chancellor shall be the Chair of the Senate.

1.9.2 If the Chair is not present at the commencement of a meeting, a Deputy Vice-Chancellor nominated by the Vice-Chancellor shall chair that meeting. If such Deputy Vice-Chancellor is not present at the commencement of a meeting, any other Deputy Vice-Chancellor so present shall chair that meeting. If no Deputy Vice-Chancellor is present, the meeting shall be adjourned in accordance with paragraph F5.2.

#### **1.10 Clerk to the Senate**

The Academic Registrar will act as Clerk to, and provide secretarial and administrative support for, the Senate.

#### **1.11 Frequency of Meetings**

The Senate will meet at least three times per Academic Year on such dates as the Chair thereof shall agree provided that the Vice-Chancellor may call a special meeting of the Senate at any time in accordance with paragraph F2.

#### **1.12 Restricted Business**

1.12.1 Any matter relating to a named employee or student (or prospective employee or student) or other specified individual (including their personal affairs) and any other matter decided upon by the Senate is an item of Restricted Business for the Senate.

1.12.2 Restricted Business shall only be considered at a meeting of the staff Members of the Senate of which at least five days' notice has been given (Documents in respect of Restricted Business will be circulated only in password-protected electronic form or, if the Chair so specifies or agrees, in hard copy form.

### **E2 Senate Committees**

2.1 Except to the extent otherwise provided in these Bye-laws, these Bye-laws shall apply equally to the Senate and any Senate Committee created by the Senate from time to time.

2.2 The Senate may establish such standing or advisory Senate Committees and delegated authorities, for such purposes and with such powers as the Senate considers fit from time to time (subject in each case to the formal approval of the Vice-Chancellor) in order to perform, or assist and advise the Senate in the discharge of, any of its functions and responsibilities. As at the date of these Bye-laws, the Senate has established the following Senate Committees:-

2.2.1 Academic Development and Partnerships Committee;

2.2.2 Honorary Awards Committee (jointly with the Board);

2.2.3 Research and Innovation Committee;

2.2.4 Student Life Committee

2.2.5 Teaching, Learning and Quality Committee and

- 2.2.6 Doctoral College Board.
- 2.3 The authorities and responsibilities (including their extent and scope) conferred on a Senate Committee, its composition and membership, its quorum requirements and the identity of its Chair shall be as expressly set out in these Bye-laws.
- 2.4 In addition to taking such action as may be authorised by its terms of reference, each Senate Committee shall have authority to take such action as it deems fit which is within the general scope of its responsibilities, is urgently required during the period between meetings of the Senate Committee and is reported in full at the next meeting of the Senate.
- 2.5 Each Senate Committee shall consist of a Chair and such number of other Members as specified in this Part E. If the post designated to act as Chair in this Part E is vacant for any reason (whether permanent or temporary), the role of Chair shall be discharged by such University officer (whether or not a member of the relevant Senate Committee) and for such period as the Vice-Chancellor shall specify. If the Chair is not present at the commencement of a meeting of a Senate Committee, a Deputy Vice-Chancellor who is a Member of the relevant Senate Committee shall chair that meeting. If no such Deputy Vice-Chancellor is present at the commencement of a meeting, the meeting shall be adjourned in accordance with paragraph F5.2.
- 2.6 The Members of each Senate Committee shall be elected (in accordance with paragraphs E1.4 – 1.6 above), appointed or nominated in accordance with the relevant provisions of this Part E provided that:-
- 2.6.1 the Vice-Chancellor shall be an ex-officio Member of each Senate Committee; and
- 2.6.2 any such nomination shall have regard to the range of qualifications and experience necessary for the proper and effective discharge of the functions of that Senate Committee, and the need for an equitable balance in the composition of the Senate Committee in terms of the gender, age, ethnicity and economic and social background of the Members.
- 2.7 The Member's term of office and terms of membership shall be specified in the relevant terms of reference set out in this Part E provided that the Senate may resolve to remove any Member of a Senate Committee at any time from such membership.
- 2.8 The proceedings, procedures and business of each Senate Committee shall be regulated by these Bye-laws; subject thereto, each Senate Committee may regulate its own procedures and may deal with any matter delegated to it as it so resolves.
- 2.9 Each Senate Committee shall report to the Senate at its next meeting (such reports to be a standing item for all ordinary meetings of the Senate) and provide the minutes of its meetings (in draft or final form) for noting by the Senate.
- 2.10 The Senate may dissolve a Senate Committee as it thinks fit at any time.
- 2.11 A structure diagram of the Senate and the Senate Committees is set out in Appendix 2.

## **E3 Academic Development and Partnerships Committee**

### **3.1 Terms of Reference**

The Academic Development and Partnerships Committee is responsible to the Senate for the strategic overview of the University's taught undergraduate and postgraduate provision (including partnership provision) and for its research degree portfolio (including professional doctorates) through:-

#### **3.1.1 advice to the Senate on:-**

- (a) the University's current and future academic development and priorities, including the academic portfolio of awards and in particular, consideration of an annual review from faculties (including Academic Partnerships and the Doctoral College) of their academic portfolios (including partnership arrangements) and of the University's strategic plan; analysis of national data and the University's own data relating to the higher education landscape and, in particular, programme trends; and agreeing specific actions (for review at subsequent meetings) to maximise the University's competitive position and in the light of this analysis:-
- (b) proposals for changes to the University's portfolio of awards;
- (c) proposals for the introduction of new discipline areas or the cessation of existing subject teaching, based upon thorough market analysis; and
- (d) proposals for changes to the University's partnership portfolio;

#### **3.1.2 consideration and approval where appropriate (at full Committee meetings or via Chair's Action in accordance with paragraph F6.2) of:-**

- (a) specific proposals from faculties (including Academic Partnerships) for the introduction of new or revised programmes, including changes to programme title;
- (b) proposals for new partnership arrangements; and
- (c) proposals from the Doctoral College or faculties in relation to new professional doctoral programmes.

#### **3.1.3 liaison as appropriate with the Doctoral College Board , the Teaching, Learning and Quality Committee, other appropriate Board or Senate Committees or other University committees or bodies to ensure that the responsibilities of the Senate in relation to their areas of interest are effectively addressed, and**

#### **3.1.4 consideration of such other matters as the Vice-Chancellor and/or the Senate may refer to the Academic Development and Partnerships Committee.**

### **3.2 Composition and Membership**

#### **3.2.1 The Academic Development and Partnerships Committee shall comprise the following Members (or, in each case, their duly authorised representatives):-**

Vice-Chancellor (ex officio)

Deputy Vice-Chancellor (International and Planning) who will act as Chair of the Committee (subject as provided in paragraph E2.5)  
Director of Academic Partnerships  
Executive Dean of each faculty  
Director of the Doctoral College  
Chief Financial Officer  
Director of External Relations  
Head of Student Administration  
Head of Student Recruitment and Admissions  
Representative of the University of Plymouth Students' Union  
Representative of the University's partner colleges

3.2.2 Without limitation to paragraph F4, the Committee Administrator may attend meetings of the Academic Development and Partnerships Committee.

### **3.3 Terms of Membership**

Each ex-officio Member of the Academic Development and Partnerships Committee will continue as a Member for so long as they continue to occupy their respective role as listed in paragraph E3.2.

### **3.4 Quorum**

The quorum for meetings of the Academic Development and Partnerships Committee shall be one-third (rounded up to the next whole number) of the then current total membership of the Committee.

### **3.5 Clerk to the Academic Development and Partnerships Committee**

The Quality Assurance Advisor will act as Clerk to, and provide or procure secretarial and administrative support for, the Academic Development and Partnerships Committee.

### **3.6 Frequency of Meetings**

The Academic Development and Partnerships Committee will hold at least four ordinary meetings each Academic Year on such dates as the Chair thereof shall agree.

Restricted business that deals with potentially commercially sensitive and confidential planning information is a matter for University staff members of ADPC only.

### **3.7 Sub-Committees**

3.7.1 The Academic Development and Partnerships Committee may establish sub-committees and delegated authorities, for such purposes and with such powers as the Senate may approve from time to time in order to assist and advise the Committee in the discharge of its functions and responsibilities.

3.7.2 Reports from each sub-committee will be standing items on the agenda of all ordinary meetings of the Academic Development and Partnerships Committee.

## **E4 Doctoral College Board**

### **4.1 Terms of Reference**

4.1.1 The Doctoral College Board reports to Senate and is responsible for the governance and strategic enhancement of doctoral research within the University. It will deliver an Annual Report, including an Action Plan, to Senate at the end of the academic year.

- (a) To foster a vibrant and growing community of doctoral researchers through cohort development and strategies for improved recruitment;
- (b) To provide oversight for research training, career development opportunities and support for doctoral and postdoctoral early career researchers on fixed term contracts through all stages of the researcher journey;
- (c) To ensure an open, friendly and caring postgraduate research culture and environment that promotes equality and inclusion and values diversity;
- (d) To develop and monitor policies related to funding for postgraduate researchers;
- (e) To encourage cross-disciplinary and cross-faculty collaboration, working and engagement between researchers in order to enrich student experience and opportunity;
- (f) To identify and encourage best practice in the management and enhancement of postgraduate research degrees;
- (g) To provide strategic direction for the distribution of doctoral funding initiatives, particularly University Studentships;
- (h) To facilitate, develop and approve national and international partnerships and consortia for PGR activity;
- (i) To develop and monitor appropriate marketing strategies for postgraduate research;
- (j) To receive the minutes of Faculty Doctoral Committees;
- (k) To review the performance and experience of our research degree students and early career researchers on fixed term contracts against national standards and benchmarks.

## 4.2 **Composition and membership**

The Doctoral College will comprise the following Members (or, in each case, their duly authorised representatives):

### 4.2.1 **Ex officio Members**

Deputy Vice Chancellor (Research & Enterprise) – Chair  
Director of the Doctoral College  
Deputy Director of Doctoral College (Arts & Humanities)

Deputy Director of Doctoral College (Health)  
Deputy Director of Doctoral College (Science & Engineering)

)  
Head of Library and Digital Strategies, Research and Engagement  
Data Analytics Manager

Director of Research & Innovation (or nominee)  
Director of Academic Partnerships (or nominee)  
Chief Marketing Officer (or nominee)  
UPSU President (or nominee)

Committee administrator

#### 4.2.2 **Elected Members**

One Director of Studies elected by all Directors of Studies, for a period of up to 2 years.

#### 4.2.3 **Nominated Members**

One School Postgraduate Research Co-ordinator (or Professional Doctorate Programme Leader) from each Faculty (three in total)

One postgraduate research student from each Faculty (three in total)

One postdoctoral early career researcher on a fixed term contract

One manager of researchers

One Head of School

One Associate Dean Research

4.2.4 Without limitation to paragraph F4, the Committee Administrator may attend meetings of the Doctoral College Board.

### 4.3 **Terms of Membership**

Each ex officio Member of the Doctoral College Board will continue as a Member for so long as they continue to occupy their respective role as listed at paragraph E4.2.1

### 4.4 **Quorum**

The quorum for meetings of the Doctoral College Board shall be one-third (rounded up to the next whole number) of the then current total membership of the Committee.

### 4.5 **Clerk to the Doctoral College Board**

The Director of the Doctoral College will act as Clerk to, and provide or procure secretarial and administrative support for, the Doctoral College Board

### 4.6 **Sub-Committees**

4.6.1 The Doctoral College Quality Sub-Committee is responsible for PGR Quality, Management and Enhancement issues within the University.

4.6.2 In addition, Doctoral College Board may establish such further sub-committees and delegated authorities, for such purposes and with such powers as the Senate may approve from time to time in order to assist and advise the Board in the discharge of its functions and responsibilities.

4.6.3 Reports from each sub-committee will be standing items on the agenda of all ordinary meetings of Doctoral College Board.

## **E5 Honorary Awards Committee**

See Paragraph D6.

## **E6 Research and Innovation Committee**

### **6.1 Terms of Reference**

6.1.1 The Research and Innovation Committee is responsible to the Senate for the governance and strategic enhancement of research and innovation within the University and its purpose is to support the successful delivery of the research and innovation strands of the University's 2020 strategy. The Research and Innovation Committee's specific objectives are to:-

- (a) advance the achievement of world-leading, international excellence in research and innovation in key thematic areas;
- (b) monitor and review the implementation of the University's Research and Innovation Strategy;
- (c) monitor and review research performance across the University in order to advise the Executive on the allocation of funds to support the University's research and innovation strategy (including the physical infrastructure requirements necessary to support world class research);
- (d) monitor and review innovation performance across the University in order to advise the Executive on the allocation of funds to support the University's research and innovation strategy (including the physical infrastructure requirements necessary to support cutting edge innovation performance);
- (e) monitor and maintain research integrity and ensure the compliance of research and innovation activities with all applicable legal, regulatory and ethical requirements;
- (f) encourage an enterprise-based approach towards research and innovation through identifying and fostering the means by which the University can respond to emerging research and commercialisation opportunities;
- (g) encourage and facilitate the identification of opportunities to secure income and support for research and commercialisation through the pursuit of competitive funding, with the aim of increasing University income;
- (h) promote research with high impact and innovation through engagement with diverse communities of users, beneficiaries and audiences (including the indirect contribution of research and innovation through reputation building and synergies with teaching);
- (i) ensure an open, friendly, caring and inclusive research and innovation community and culture that promotes equality and inclusion and values diversity;
- (j) sustain effective support for post-doctoral and early career researchers through identifying and promoting good practice in faculties, schools, research institutes and research centres;

- (k) work with the Senate's Doctoral College Board to foster and develop a vibrant and growing community of research students;
- (l) regularly review the establishment and development of University research centres and research institutes with annual or bi-annual reviews of their performance against agreed targets;
- (m) promote an understanding of REF requirements in relation to outputs, environment and impact in preparation for REF 2020;
- (n) review the implementation of the electronic repository and publication management information systems required for REF 2020;
- (o) review the activities and decisions of the Research Ethics and Integrity Committee and the Doctoral College Board; and
- (p) promote public engagement with, and understanding of, the University's research and innovation outcomes and projects.

6.1.2. The Research and Innovation Committee shall deliver the following:-

- (a) an annual report to the Senate at the end of each Academic Year; and
- (b) approval of new, and/or dissolution of existing, research centres and research institutes.

## 6.2 Composition and Membership

The Research and Innovation Committee will comprise the following Members:-

### 6.2.1 Ex Officio Members

Vice-Chancellor (ex officio)  
 Deputy Vice-Chancellor (Research and Enterprise) who shall act as Chair of the Committee (subject as provided in paragraph E2.5)  
 Director of Doctoral College  
 Director of Research & Innovation  
 Director of Information Technology  
 Head of Research Support and Development  
 Director of External Relations  
 Associate Dean (Research) (or their duly authorised representative) for each Faculty  
 Director of the Marine Institute (MI)  
 Director of the Plymouth Institute of Health and Care Research (PIHR)  
 Director of the Sustainability Institute (SI)

### 6.2.2 Elected Members

A Research staff member elected by and from the Researchers' Forum

### 6.2.3 Co-opted Members

The Research and Innovation Committee may co-opt up to three additional Members to ensure that a full range of research paradigms and activities are represented at its meetings.

#### **6.2.4 Attendance**

Without limitation to paragraph F4, a representative of the Finance Team and the Committee Administrator may attend meetings of the Research and Innovation Committee.

### **5.3 Terms of Membership**

6.3.1 Each ex-officio Member of the Research and Innovation Committee will continue as a Member for so long as they continue to occupy their respective role as listed in paragraph E5.2.1.

6.3.2 Co-opted Members will hold office for one year.

6.3.3 Elected Members will hold office for three years.

### **6.4 Quorum**

The quorum for meetings of the Research and Innovation Committee shall be one-third (rounded up to the next whole number) of the then current total membership of the Committee.

### **6.5 Clerk to the Research and Innovation Committee**

The Head of Research Support and Development will act as Clerk to, and provide or procure secretarial and administrative support for, the Research and Innovation Committee.

### **6.6 Frequency of Meetings**

The Research and Innovation Committee will meet at least three times each Academic Year (with a presumption that it will meet at least once each term) on such dates as the Chair thereof shall agree.

### **6.7 Sub-Committees**

6.7.1 As at the date of these Bye-laws, the Research and Innovation Committee has the following sub-committees:

- (a) REF2021 Steering Group
- (b) Institutes Steering Group
- (c) GCRF Steering Group
- (d) Research Ethics and Integrity Committee.

6.7.2 In addition, the Research and Innovation Committee may establish such further sub-committees and delegated authorities, for such purposes and with such

powers as the Senate may approve from time to time in order to assist and advise the Committee in the discharge of its functions and responsibilities.

- 6.7.3 Reports from each sub-committee will be standing items on the agenda of all ordinary meetings of the Research and Innovation Committee.

## **E7 Student Life Committee**

### **7.1 Terms of reference**

The Student Life Committee is responsible to the Executive and to the Senate for the evaluation and enhancement of students' experiences of life and learning with the University, and in particular for:-

- 7.1.1. progressing the development, monitoring and implementation of the 'Students as Partners' strategy;
- 7.1.2. in consultation with students, acting as a 'think tank' to consider issues relevant to students' experiences of life and learning, initiate action, provide opportunities for input and review by the student body and others, and refer matters to other Board or Senate Committees or other University committees or bodies as appropriate;
- 7.1.3 identifying and promoting examples of best practice, innovation and initiative that enhance the student experience and student engagement;
- 7.1.4 reviewing and further developing policies and procedures for the enhancement of the student experience and student engagement;
- 7.1.5 receipt and consideration of relevant internal reports and management information that provide the evidence-base for students as partners; and
- 7.1.6 appointing time-limited "task and finish" groups to address specific issues.

### **7.2 Composition and Membership**

- 7.2.1 The Student Life Committee shall comprise the following Members (or, in each case, their duly authorised representatives):-

Vice-Chancellor (ex officio)

Deputy Vice-Chancellor (Education and Student Experience) who will act as Co-Chair (to chair alternate meetings of the Committee) (subject as provided in paragraph E2.5)

University of Plymouth Students' Union President who will act as Co-Chair (to chair those Committee meetings not chaired by the Deputy Vice-Chancellor (Education and Student Experience))

Deputy Vice-Chancellor (Research and Enterprise)(ex officio)

Director of Doctoral College or nominee

Director of Library & Educational Development or nominee

Director, Technology & Information Services or nominee

Director of External Relations or nominee

Director of Estates and Facilities  
University of Plymouth Students' Union Chief Executive

University of Plymouth Students' Union Vice-President Welfare & Diversity

University of Plymouth Students' Union Vice-President Education

University of Plymouth Students' Union Vice-President Activities

Four UPSU Part- Time Officers Three members of the Academic Staff representing different faculties but including a member with specific engagement in postgraduate teaching

Three members of staff from the University's professional services

One member of Academic Partnerships

### 7.2.2 **Attendance**

Without limitation to paragraph F4, the Committee Administrator may attend meetings of the Student Life Committee; and additional forum chairs, students and staff may be invited to attend such meetings to discuss or advise on specific items on the relevant agenda.

### 7.3 **Terms of Membership**

Each ex-officio Member of the Student Life Committee will continue as a Member for so long as they continue to occupy their respective role as listed in paragraph E6.2.1.

### 7.4 **Quorum**

The quorum for meetings of the Student Life Committee shall be one-third (rounded up to the next whole number) of the then current total membership of the Committee.

### 7.5 **Clerk to the Student Life Committee**

The Clerk to the Senate (or their duly authorised representative) will act as clerk to, and provide or procure secretarial and administrative support for, the Student Life Committee.

### 7.6 **Frequency of Meetings**

The Student Life Committee will meet at least four times a year.

### 7.7 **Sub-Committees**

7.7.1. The Student Life Committee has the following subcommittee:

(a) Operations sub-committee

7.7.2. In addition, the Student Life Committee may establish such sub-committees and delegated authorities, for such purposes and with such powers as the Senate may approve from time to time in order to assist and advise the Committee in the discharge of its functions and responsibilities.

7.7.3. If any such sub-committee is established, reports from each sub-committee will be standing items on the agenda of all ordinary meetings of the Student Life Committee.

## **E8 Teaching, Learning and Quality Committee**

### 8.1 **Terms of Reference**

The Teaching, Learning and Quality Committee is responsible to the Senate for the quality, evaluation and enhancement of teaching, learning and assessment practice and for the maintenance of academic standards in the programmes of the University through:-

- 7.1.1 progressing the development, monitoring and implementation of the University Teaching, Learning and Student Experience Strategy and action plans;
- 7.1.2 the promotion and encouragement of best practice, appropriate innovation and initiatives which strengthen links between all students, staff, teaching and research;
- 7.1.3 promoting strategies focused on quality enhancement of teaching and learning, and staff development to promote excellent practice;
- 7.1.4 reviewing and further developing policies, procedures and regulations for the maintenance of academic standards and enhancement of the student experience of teaching and learning;
- 7.1.5 oversight of programmes of academic audit and quality review, and providing advice to the Senate on the implications of, and responses to, external developments;
- 7.1.6 receipt and consideration of relevant internal and external reports and management information;
- 7.1.7 appointing limited life groups or sub-committees to accomplish specific tasks;
- 7.1.8 the appointment and removal of external examiners for undergraduate and postgraduate taught programmes;
- 7.1.9 receiving an annual report from the Student Appeals Office Manager which will include data on appeals, formal complaints received, and cases referred to the Office of the Independent Adjudicator for Higher Education (or any successor body of competent jurisdiction), and making recommendations for amendments to process or regulations;
- 7.1.10 receiving an annual report from the University's Doctoral College;
- 7.1.11 making changes to regulations and procedures as indicated to ensure the best student experience, and refer individual matters to relevant managers or other committees; and
- 7.1.12 providing an annual report to the Senate.

## 8.2 **Composition and Membership**

The Teaching, Learning and Quality Committee shall comprise the following Members:-

### 8.2.1 **Ex Officio Members**

Vice-Chancellor (ex officio)  
Deputy Vice-Chancellor (Education and Student Experience) who shall act as Chair of the Committee (subject as provided in paragraph E2.5)Academic Registrar

Associate Deans (Teaching and Learning) from each faculty  
Director of Academic Partnerships  
Director of Library and Educational Development  
Head of Educational Development  
Head of Careers and Employability Service  
Head of Student Administration

Head of Digital Education  
Chair of Quality and Standards Sub-committee

#### **8.2.2 Nominated Members**

- (a) Two students nominated by the University of Plymouth Students' Union (normally to include the Education Sabbatical Officer).
- (b) One Associate Head of School (Teaching and Learning) nominated by each faculty.

#### **8.2.3 Elected Members**

One Member will be elected by and from the Senate.

#### **8.2.4 Attendance**

Without limitation to paragraph F4, the Committee Administrator may attend meetings of the Teaching, Learning and Quality Committee.

### **8.3 Terms of Membership**

8.3.1 Each ex-officio Member of the Teaching, Learning and Quality Committee will continue as a Member for so long as they continue to occupy their respective role as listed in paragraph E7.2.1.

8.3.2 Members nominated by the University of Plymouth Students' Union will hold office for one year.

8.3.3 Members nominated by each faculty will hold office for three years.

### **8.4 Quorum**

The quorum for meetings of the Teaching, Learning and Quality Committee shall be one-third (rounded up to the next whole number) of the then current total membership of the Committee.

### **8.5 Clerk to the Teaching, Learning and Quality Committee**

A representative from Academic Registry will act as Clerk to, and provide or procure secretarial and administrative support for, the Teaching, Learning and Quality Committee.

### **8.6 Frequency of Meetings**

The Teaching, Learning and Quality Committee will meet at least six times each Academic Year (with a presumption that it will meet twice each term) on such dates as the Chair thereof shall agree.

## 8.7 **Sub-Committees**

7.7.1 As at the date of these Bye-laws, the Teaching, Learning and Quality Committee has the following sub-committees:-

- (a) Quality and Standards Sub-Committee;
- (b) Faculty Teaching, Learning and Quality Committees.

8.7.2 In addition, the Teaching, Learning and Quality Committee may establish such further sub-committees and delegated authorities, for such purposes and with such powers as the Senate may approve from time to time in order to assist and advise the Committee in the discharge of its functions and responsibilities.

8.7.3 Reports from each sub-committee will be standing items on the agenda of all ordinary meetings of the Teaching, Learning and Quality Committee.

## **PART F: GENERAL CONDUCT OF MEETINGS**

### **F1. Ordinary Meetings**

- 1.1 Ordinary meetings of each Body shall be held at such intervals as shall be specified in Parts D or E (as the case may be) for each such Body or as the Board shall from time to time otherwise decide in writing. To the extent reasonably practicable, a schedule of the dates of ordinary meetings of the Board, the Board Committees, the Senate and the Senate Committees for each Academic Year shall be provided to each Member and published on the University's SharePoint prior to the start of that Academic Year.
- 1.2 An ordinary meeting may be cancelled by the Chair if, in their opinion, there is insufficient business to warrant the meeting taking place, subject to the agreement of all members of the Body concerned.

#### *Notice, Agenda and Papers*

- 1.3 Unless a majority of the relevant Body shall agree otherwise, the Clerk to that Body shall give not less than seven days' notice of each ordinary meeting (such notice to feature the date, time and venue of the meeting) to all the Members and other persons entitled to attend such ordinary meeting, and other designated recipients. Notice shall be dispatched (in each case to such address as the relevant Member or other person shall notify to the Clerk in accordance with paragraph F3.1) by e-mail or other electronic means unless, in the case of Independent Governors only and at the commencement of their term as Member of the Board, an Independent Governor elects in writing to receive their papers in hard copy format, in which case hard copies of the notice and any supporting papers (as appropriate) shall be dispatched by first class post or by hand to such Independent Governor (to such address as they shall have notified to the Clerk in accordance with paragraph F3.1) on the same day as the notice is circulated by e-mail or other electronic means. Those Independent Governors not expressing a preference will receive electronic copies only.
- 1.4 Unless otherwise agreed by the Chair, each notice of a meeting shall incorporate or be accompanied by an agenda, setting out the business to be carried out at the relevant meeting and prepared in accordance with paragraph F1.5, and shall be accompanied by any papers, reports, documents or other materials to be considered at such meeting. If it is not reasonably practicable to distribute papers with the agenda, such papers shall be issued to Members, other persons entitled to attend such ordinary meeting and other designated recipients not less than two days prior to the date of the meeting. Papers may be tabled at meetings at the sole discretion of the Chair.
- 1.5 The agenda for each meeting shall be prepared by the Clerk to the relevant Body and approved by the Chair prior to issue. The business to be carried out at each meeting shall be as set out in the agenda, together with any other urgent business agreed in accordance with paragraph F1.6. Each matter for consideration by the relevant Body shall be clearly identified in the agenda as to whether it is for decision, discussion, noting or for information purposes only. The inclusion and order of items of business in the agenda and whether any of them should be regarded as Reserved Business or Restricted Business (as the case may be) shall be at the discretion of the Chair. The agenda for any ordinary meeting shall include:-
  - 1.5.1 such business as, in the opinion of the Chair, requires the attention of the Body concerned; and

- 1.5.2 any item within the general responsibilities of the relevant Body which any two or more Members request to be included, such request to be in writing and notified to the Clerk not less than ten days prior to the date of the meeting. The Chair shall have discretion to decide whether any such item shall be considered at the meeting or referred to another Body or University officer.
- 1.6 An urgent matter (other than Reserved Business or Restricted Business) which is not included in the agenda for a meeting or of which a full period of notice has not been given may still be considered or dealt with at that meeting when:-
- 1.6.1 a Member notifies the Clerk at or prior to the commencement of the meeting that they wish to have that matter addressed at the meeting under “any other business”; and
- 1.6.2 the Chair so consents.

While it is not possible to lay down specific and comprehensive criteria for late business of this nature, such business should be kept to a minimum and conducted only when necessary for the efficient functioning of the University.

- 1.7 Agenda items may be marked with an asterisk (\*) if regarded by the Chair as straightforward and uncontroversial and to be approved or noted without the need for further discussion. Such items (referred to as “**Starred Items**”) shall not be discussed and shall be deemed to have been approved or noted by the Members. However, Members may notify the Clerk at or before the commencement of the meeting if they wish such Starred Items to be unstarred, in which case (unless the Chair otherwise decides at the commencement of the meeting), they shall be subject to full consideration by the relevant Body in the order set out in the agenda.
- 1.8 Subject to a quorum being present, meetings shall commence at the time set out in the notice of that meeting and shall continue until the business set out in the agenda has been addressed. At each meeting and unless the Body concerned resolves to vary the order of business or the agenda otherwise specifies, the order of business shall be as follows:-
- 1.8.1 in the case of Board and Senate meetings, to hear obituaries in respect of recently deceased students, former students, staff members and former staff members of the University;
- 1.8.2 (if the Chair or, in their absence, the Vice-Chair is not available) to appoint an Acting Chair of the meeting pursuant to the provisions of Part D or E (as appropriate);
- 1.8.3 to receive apologies and introductions;
- 1.8.4 to receive notifications of items of any other business;
- 1.8.5 to receive any declarations of conflicts of interest in relation to items on the agenda pursuant to paragraph G2;
- 1.8.6 to consider and decide the confidentiality or otherwise of items on the agenda pursuant to paragraph G5;

- 1.8.7 to approve the minutes of the previous meeting as a correct record, to address any Members' comments and to deal with any necessary redactions and any matters arising;
- 1.8.8 to deal with any items on the agenda (whether orally or supported by a paper) for decision, discussion, noting or for information purposes only;
- 1.8.9 to deal with any other business as the Chair agrees and which has been notified to them at or prior to the commencement of the meeting or pursuant to paragraph F1.6; and
- 1.8.10 to confirm the date of the next meeting.

## **F2 Special Meetings**

- 2.1 A special meeting shall be called on the requisition (as communicated in writing to the Clerk) of either the Chair (or, in the Chair's absence, the Vice-Chair or the Acting Chair, as the case may be) or such number of Members as would constitute a quorum at a meeting of the relevant Body. The requisition shall state the reason for calling the special meeting and the nature of the business to be addressed (including the text of any resolution proposed).
- 2.2 Unless the Body concerned resolves to accept a shorter period of notice, the Clerk shall give not less than two days' prior notice of each special meeting, or not less than five days' notice of any special meeting at which Reserved Business or Restricted Business is to be considered. Subject to the foregoing, such notice shall be given in accordance with paragraphs F1.3 and F1.4.
- 2.3 Unless otherwise agreed by the Chair, each notice of a special meeting shall state the reason for calling the special meeting and the nature of the business to be addressed (including the text of any resolution proposed) and shall be accompanied by any papers to be considered at the special meeting. The business to be carried out at each special meeting shall be as set out in that notice. No other business shall be considered at the special meeting.

## **F3 Dispatch of Papers**

- 3.1 Each Member and other designated person entitled to attend any meeting shall notify the Clerk to the Body concerned in writing of a designated e-mail, electronic or other address within the United Kingdom to which any notice, agenda or papers may be dispatched for receipt by such Member or other person. Any person who fails to provide such an address shall not be entitled to receive notices from the University.
- 3.2 Meeting notices, agendas or documents shall be dispatched in accordance with paragraph F1.3 and F1.4 and shall be deemed to have been given when sent by e-mail or other electronic means (in the absence of any evidence that such electronic communication was interrupted or disrupted) or, if appropriate, when delivered by hand or 48 hours after the envelope containing them was posted. Proof that an envelope containing any such notice, agenda or other documents was properly addressed, prepaid and posted, and that an electronic communication containing the same was properly addressed and sent, shall in each case be conclusive proof that the notice, agenda or document was duly served.
- 3.3 Any person present in person at a meeting shall be deemed to have received notice of that meeting and of the purposes for which it was called.

- 3.4 The accidental omission to send notice of a meeting, agenda or other document to, or the non-receipt of such documents by, a Member or any other person entitled to receive them shall not invalidate any resolution passed at, or other proceeding of, any meeting.
- 3.5 Any reference in these Bye-laws to a period of notice shall exclude the day on which any relevant document was dispatched and the day on which the meeting (for the purposes of which it is issued) was held.

#### **F4 Attendance at Meetings**

- 4.1 Members are obliged to attend meetings of the Body of which they are Members unless such attendance is not reasonably practicable, in which case apologies shall be sent to the Clerk in advance of the relevant meeting. A record of attendance of Members shall be kept, and their attendance shall also be recorded in the minutes of the meeting.
- 4.2 If any Member fails to attend three consecutive meetings of a Body of which they are members, a report on their non-attendance shall be made to the Nominations Committee (where the Body is the Board or a Board Committee), or to the Senate (where the Body is the Senate or a Senate Committee) and, following consideration of the report, the Nominations Committee may recommend to the Board, (or, as appropriate, the Senate or the relevant Senate Committee may resolve) that the Member concerned be removed from membership of the relevant Body.
- 4.3 Subject to the approval of the Chair concerned (and provided that any such Member shall be able to communicate with all other participants while attending the meeting by such means), Members may attend meetings of a relevant Body either in person or by means of telephone communication, video-conferencing or other electronic means pursuant to any general arrangements approved by the Chair of the Board from time to time (where the relevant Body is the Board or a Board Committee) or by the Vice-Chancellor from time to time (where the relevant Body is the Senate or a Senate Committee).
- 4.4 The Chair and Vice-Chair of the Board shall be entitled to attend meetings of each Board Committee of which they are not Members, and to speak (but not vote or count in the quorum) at such meetings provided that they may only attend a meeting of the Audit Committee or the Finance Committee with the prior consent of the Chair of that Committee in accordance with paragraph G5.3.4.
- 4.5 Any Governor may notify the Chair of each Board Committee of which they are not a Member of their wish to attend a meeting of such Board Committee as an observer and shall be entitled to attend such meeting and to speak (but not to vote or count in the quorum at such meeting) provided that:-
- 4.5.1 their attendance shall be subject to the approval of the Chair and to paragraph G5.3.4;
  - 4.5.2 attendance at meetings of the Finance Committee by members of Audit Committee as observers should not be routine but only at the invitation of the Chair of the Finance Committee for particular business; and
  - 4.5.3 attendance at meetings of the Audit Committee by members of Finance Committee as observers should not be routine but only at the invitation of the Chair of the Audit Committee for particular business.

- 4.6 The Chair of the Senate shall be entitled to attend meetings of each Senate Committee of which they are not a Member, and to speak (but not vote or count in the quorum) at such meetings.
- 4.7 The Vice-Chancellor, the Deputy Vice-Chancellors, the Registrar and Secretary and the Chief Financial Officer shall be entitled (and such other members of the Executive and such other professional experts as the Board may determine, shall be entitled) to attend and contribute to the discussions at all meetings of the Board and any Board Committee (subject to paragraph G5.3.4) but shall not be entitled to vote or be counted in the quorum at such meetings unless they are a Member of the Board or relevant Board Committee.
- 4.8 Without limitation to paragraph F4.7 but subject to paragraph G5.3.4, the Chair may invite any member of the Executive, other staff member or student of the University or any other person who is not a Member to attend for, and contribute to, specific items on the agenda of a meeting of any Body, or to attend any such meeting as observer (other than with respect to Embargoed, Restricted or Strictly Confidential items as determined by the Chair in accordance with paragraph G5.2). Requests to observe such meetings shall be made in writing (including e-mail) to the Clerk to the Body concerned at least five days prior to the relevant meeting. The Chair may, in their discretion, decline such request or limit the numbers in attendance if the person making the request has a personal interest in the matter or may have a disruptive effect on the conduct of the meeting, or on account of issues concerning room capacity or health and safety. No invitee or observer shall be entitled to speak (except to the extent permitted by the Chair) or vote or be counted in the quorum at such meetings.
- 4.9 Subject to paragraphs F4.4 – 4.8 and except as otherwise expressly provided in these Bye-laws, attendance at meetings of any Body is confined to those persons identified as Members thereof in the terms of reference for the Body concerned, and the Clerk. No other person may attend (whether as participant or observer).

*Meetings of Independent Governors only*

- 4.10 Subject to paragraph F4.11, a majority of the Independent Governors:-
- 4.10.1 may on occasion decide to meet without any members of the Executive (including the Vice-Chancellor) or any Staff Governors or Student Governors being present. The Registrar and Secretary and the Clerk to the Board may attend such meetings unless requested not to attend or to leave. The Chair and/or Vice-Chair may be requested to leave the meeting when the matter to be discussed concerns the performance of their respective duties (in which case an Acting Chair shall be elected in accordance with the provisions of Part D or E (as appropriate)). Any such meeting pursuant to this paragraph F4.10.1 shall be treated as a special meeting; and
- 4.10.2 present at a meeting may require all or any of the members of the Executive (including the Vice-Chancellor and Registrar and Secretary) or any Staff Governors and/or Student Governors in attendance to withdraw from that meeting or part of a meeting during the period when a particular matter is being considered, decided or voted upon.
- 4.11 It is acknowledged that the Higher Education Code of Governance (as varied from time to time) of the Committee of University Chairs makes provision for Staff Governors and Student Governors not to be routinely excluded from discussions of the Board and for governing bodies to encourage the full and active participation of Staff Governors and

Student Governors. Accordingly, the rights of Independent Governors under paragraph F4.10 will only be exercised when deemed absolutely necessary.

## **F5 Conduct of Meetings**

### *Quorum*

- 5.1 The quorum for the meetings of each Body shall be as set out in relation to that Body in Part D or E (as the case may be).

### *Adjournment*

- 5.2 If no quorum is present within 30 minutes after the time appointed for any meeting to commence or where a meeting ceases to be quorate due to the departure of one or more of its Members, or if the Chair of the Body is not present at the commencement of the meeting and no Acting Chair is, or can be, appointed under these Bye-laws, no further business may be transacted at a meeting other than reports and Starred Items that do not require a decision or the approval of the Body concerned, or the adjournment of the meeting. Any items for decision or approval shall be deferred to the next meeting of that Body. The meeting shall be adjourned to such a day, time and place as the Chair may determine (if necessary by Chair's action pursuant to paragraph F6.2). No business shall be conducted at an adjourned meeting other than the business which was due to have been conducted at the original meeting. At the adjourned meeting, such business may be completed even in the absence of a quorum. At least three days' notice of any adjourned meeting shall be given unless, by resolution of the Body concerned, the meeting is adjourned to later on the same day.

### *Conduct of Debate*

- 5.3 The Chair shall:-

- 5.3.1 invite an appropriate Member, University officer or third party (or, in each case, their duly authorised representative) to introduce, present or prepare a paper for each item on the agenda of a meeting;
- 5.3.2 provide all Members wishing to ask questions or comment with respect to that item with adequate opportunity to do so (although they may remind Members of the need for brevity);
- 5.3.3 bring the discussions of such item to a close after an appropriate period; and
- 5.3.4 then summarise the arguments made and express the consensus of the meeting.

If there is no dissent, that consensus shall be recorded as a resolution of the Body concerned. If the Chair considers that there is no such consensus or if so requested by any one Member or if so required by these Bye-laws, then the resolution will be determined by vote in accordance with paragraph F5.10. Where appropriate, the Chair may at their discretion escalate issues to the Board or the Senate (as appropriate) for decision and/or ratification.

- 5.4 The person presenting business to a meeting and the author of a paper to be submitted at a meeting:-

- 5.4.1 will draw the attention of the Members to those aspects or recommendations which raise matters of principle or give rise to implications of importance;
- 5.4.2 will provide Members with an opportunity to raise matters or queries relating to the presentation or paper; and
- 5.4.3 are responsible for ensuring that their presentation or paper contains clear explanations and all the information necessary for the Body concerned to make an informed decision of the matter at hand.

Any such paper shall be prepared in the standard format, and with a cover sheet of the type, specified by the Registrar and Secretary in order to ensure each paper is consistent with accepted practice and conforms with the terms of reference of the Body concerned.

- 5.5 Without limitation to paragraph F5.4 and to ensure that agenda items are dealt with efficiently at meetings, Members should seek any factual information they may require prior to the meeting whenever reasonably practicable to do so, and notify any apparent errors in papers outside the meeting itself.
- 5.6 While no fixed limits are set for the length of discussions at meetings or the number of items each Member may address, Members should be conscious of the need for business to be conducted efficiently and will need to gauge the number and duration of their contributions accordingly. Members are also expected to address the meetings and their colleagues with courtesy and respect, to permit others to address the meeting in silence and not to interrupt them (unless raising a point of order), and not to behave in an improper or disorderly manner. The Chair shall maintain order at the meeting and will rule on any interruptions or misbehaviour by Members or other attendees.
- 5.7 The adoption of reports and recommendations of any Body and any motion or proposal from the Chair may be considered without being seconded. Any other proposal or motion recommended by a Member shall be seconded in order to be considered by the relevant Body, failing which it will lapse. No substantive proposal or motion may be proposed at a meeting which is in substance the same as that previously proposed and considered at the same meeting. A Member may move amendments to a proposal or motion provided that the effect of any such amendment is not to negate the purpose of the original proposal or motion. One amendment may be moved and discussed at any one time. Other amendments may be discussed once the first amendment has been decided. A Member may withdraw a proposal, motion or amendment with the consent of the seconder and of the Body concerned.
- 5.8 Proposals to any Body may be:-
  - 5.8.1 approved (with or without amendment) by a majority of the Members present. Where a vote is deemed necessary for this purpose, it will be held in accordance with paragraph F5.10 below;
  - 5.8.2 rejected (in which case the matter is closed as far as that meeting is concerned although it may be considered afresh at a subsequent meeting);
  - 5.8.3 transferred to a Committee or sub-committee of the relevant Body (in which case the person responsible for the proposal should submit a memorandum to the next meeting of such Committee or sub-committee, explaining the reasons for the transfer); or

- 5.8.4 referred back to the originating Committee or sub-committee of that Body for further consideration (in which case the person responsible for the proposal is responsible for submitting a memorandum to the next meeting of such Committee or sub-committee, explaining the reasons for the reference back. The Committee or sub-committee shall then consider the matter afresh, together with such additional information as it shall consider fit and then bring back a further recommendation to the referring Body as soon as reasonably practicable).

#### *Points of Order and Procedural Motions*

- 5.9 Each Member may draw to the attention of the Chair a breach of the general law, the Constitution, these Bye-laws or any other policy or procedure of the University and such a point of order shall be heard immediately and take precedence over all other business of the meeting until it has been determined. The Chair will rule on a point of order, having taken the advice of the Clerk or the Registrar and Secretary as they consider appropriate.

#### *Voting*

- 5.10 Unless otherwise resolved by the Body concerned and subject to paragraph G2, a vote shall be determined by a show of hands (subject to paragraph F5.11) and by a simple majority of those present and voting (except in the case of a Special Resolution). Each Member shall have one vote. Those Members not present in person but by electronic means shall exercise their vote through the Chair. In the event of an equality of votes, the Chair shall have a casting vote. No proxy votes shall be permitted. An abstention shall not count as a vote. If no such majority is secured, the relevant motion or resolution shall be regarded as not having been passed.
- 5.11 The removal of the Chair or Vice-Chair of the Board or any other Member from office shall be determined by secret ballot. Any other matter shall be determined by a secret ballot if the relevant Body so resolves or if so requested by at least two Members and the Chair of the relevant Body so agrees.

### **F6 Decision-making outside Meetings**

#### **6.1 Written Resolutions**

A resolution in writing signed by not less than 75% of the current Members of the relevant Body shall be as valid as if it had been passed as a Special Resolution at a meeting of that Body. In addition, a resolution may be passed by an exchange of e-mails or other electronic means provided that a copy of the final resolution has been:-

- 6.1.1 circulated to all members (other than those who would be regarded as having a conflict of interest pursuant to paragraph G2) and not less than 75% of them have confirmed their agreement by e-mail to the Clerk; and

- 6.1.2 signed by the Chair and is accompanied by copies of the affirming e-mails.

Such a resolution shall be treated as having been passed at a duly convened meeting of the Body concerned held at the location of the Chair. The Clerk to the Body shall be responsible for maintaining appropriate records of such resolutions and for reporting them to the next meeting of the relevant Body.

## 6.2 Chair's Action

- 6.2.1 All matters not specifically delegated by a relevant Body shall be dealt with at meetings of that Body (whether ordinary or special meetings). However, the Chair (or in the Chair's absence, the Vice-Chair or the Acting Chair, as the case may be) shall have delegated authority to take any decision on behalf of the Body concerned in relation to:-
- (a) items of routine business that would not merit discussion at a meeting of that Body;
  - (b) implementation of decisions that have already been taken by that Body;  
or
  - (c) matters arising in the period between meetings of the Body concerned requiring immediate action which are within the financial limits laid down in the University's financial regulations and which would not justify holding a special meeting.

Where they consider it appropriate, the Chair shall, by electronic or other means, seek to secure the authorisation of any such action from the Body concerned.

- 6.2.2 In relation to matters which, in the reasonable view of the Chair (or, in the Chair's absence, the Vice-Chair or the Acting Chair, as the case may be) are too urgent or important to defer until the next ordinary meeting of the relevant Body or because of the expiry prior to the next meeting of a deadline applicable to the matter concerned, the Chair (or in the Chair's absence, the Vice-Chair or the Acting Chair) shall have delegated authority to call a special meeting of that Body in accordance with paragraph F2, consult the Members of the Body by correspondence or e-mail, or take Chair's action.
- 6.2.3 For the avoidance of doubt, neither the Chair, the Vice-Chair nor the Acting Chair shall have delegated authority to take any decision connected with Reserved Business or Restricted Business or matters which the Body concerned cannot delegate under the terms of the Constitution, these Bye-laws or other requirements to which the Body is subject.
- 6.2.4 In any circumstances where the Chair (or the Vice-Chair or the Acting Chair, as the case may be) takes Chair's action, they shall only do so with great care, in circumstances where to delay action would seriously prejudice the University's interests and having consulted the Clerk or the Registrar and Secretary on the most appropriate course of action; and they will submit a report (written or verbal) to the next meeting of the Body concerned which shall consider and endorse (or not, as the case may be) the action taken.

## F7 Variation of Resolutions

No resolution of any Body may be varied or rescinded at a subsequent meeting of the Body concerned unless notice of the proposal or motion to vary or rescind was contained in the notice of the subsequent meeting, a paper setting out the rationale for the proposal or motion is produced for the meeting and that Body duly decides to adopt the proposal or motion.

## **F8 Minutes of Meetings**

- 8.1 The minutes of each meeting should not purport to be a verbatim record of the meeting but should summarise in reasonable detail the business conducted and all resolutions passed at the meeting (in the order in which they were considered), refer to the documents and papers considered, record those who attended the meeting (including the names of any invitees or observers pursuant to paragraph F4), apologies for absence, declarations of interest and actions arising from the business discussed, and state the date, time and venue of the next meeting; and all paragraphs of the minutes should be sequentially numbered.
- 8.2 Draft minutes of each meeting shall be prepared by the Clerk to the Body for approval by the Chair and shall be circulated prior to, or submitted at, the next ordinary meeting for approval by the relevant Body as a whole. Once any proposal to amend the draft minutes has been determined and the Body has approved the minutes, the Chair will confirm and sign or otherwise endorse the minutes (amended as required) as the only and definitive record of the meeting and the decisions taken. The Chair may require the minutes to be redacted or amended to remove any confidential items within paragraph G5.
- 8.3 Once approved or redacted in accordance with paragraph F8.2, a signed or approved copy of the minutes shall be retained (in a minute book or other record) by the Clerk and copies of the minutes shall be openly accessible through the University's intranet.

## **F9 Reserved Business**

- 9.1 The following items of business are items of Reserved Business for the Board:-
- 9.1.1 the dissolution of the Corporation;
  - 9.1.2 the making, variation or revocation of the Constitution; ;
  - 9.1.3 the appointment or removal of a Member from office;
  - 9.1.4 any matter relating to the personal affairs of specified employees (or prospective employees) of the University (including, without limitation, their dismissal), specified students (or prospective students) of the University or any other identified individual;
  - 9.1.5 any other matter referred to in paragraph D1.1; and/or
  - 9.1.6 any other matter decided upon by the Board.
- 9.2 Reserved Business shall only be considered at a meeting of the Board of which at least five days' notice has been given (but not, for the avoidance of doubt, at any other meeting of the Board or any meeting of any other Body) and shall only be decided by a Special Resolution of the Board. Documents in respect of Reserved Business will be circulated only in password-protected electronic form or, subject to paragraph F1.3, in hard copy form.

## **PART G: GENERAL CONDUCT OF MEMBERS**

### **G1 Conduct of Members**

- 1.1 Each Body shall conduct its business in a fair, proper, transparent and ethical manner, having regard to the values of the University as stated in its strategy and to the Nolan principles of public life (namely selflessness, integrity, objectivity, accountability, openness, honesty and leadership); and shall act in the best interests of the University as a whole.
- 1.2 Members of the Board, the Senate, any Committees or other Bodies, and other officers of the University designated to act for or on behalf of any Body shall:-
  - 1.2.1 conduct themselves in full compliance with the following:-
    - (a) the Nolan principles of public life (as referred to in paragraph G1.1);
    - (b) the Committee of University Chairs' Higher Education Code of Governance;
    - (c) the Terms and Conditions of Funding for Higher Education Institutions and Terms of Conditions of Research England Grant issued by the Office for Students and Research England ; and
    - (d) any other legal and regulatory requirements applicable to the University and any such Body; and
  - 1.2.2 undertake periodic review and self-evaluation exercises as specified by the Board from time to time.

### *Independence of Governors*

- 1.3 Members shall exercise their independent judgement at all times when speaking, resolving, voting or otherwise discharging their functions and responsibilities as Members and shall not be bound by the mandates or instructions given by, or incur any obligations towards, or assume the role of representing the views of, any other person or body.
- 1.4 Members shall:-
  - 1.4.1 prepare fully for meetings to enable informed and evidence-based discussion at, and decision-making by, their respective Bodies;
  - 1.4.2 provide supportive and constructive challenge on issues considered by their respective Bodies and be open to challenge in return;
  - 1.4.3 apply balanced judgement to their deliberations; and
  - 1.4.4 take collective responsibility for decisions taken by their respective Bodies notwithstanding any differences of opinion.

### **G2 Conflicts of Interest**

- 2.1 Subject to paragraph G2.2, any Member of any Body who becomes a Conflicted Member in relation to any matter must:-

- 2.1.1 declare the nature and extent of their interest before discussion begins of the matter;
  - 2.1.2 withdraw from the meeting for that item after providing any information reasonably requested by the other Members;
  - 2.1.3 not be counted in the quorum for that part of the meeting; and
  - 2.1.4 be absent during the vote and have no vote on the matter,
- and discuss the matter as necessary with the Chair of the respective Body.
- 2.2 When any Member is a Conflicted Member, the Members who are not Conflicted Members (if they form a quorum without counting the Conflicted Member and are satisfied that it is in the best interests of the Corporation to do so) may authorise the Conflicted Member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Member, to:-
    - 2.2.1 continue to participate in discussions leading to the making of a decision and/or to vote;
    - 2.2.2 disclose to a third party information confidential to the Corporation;
    - 2.2.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Member or a Connected Person of any payment or material benefit from the Corporation; or
    - 2.2.4 refrain from taking any step required to remove the conflict.
  - 2.3 A Register of Personal Interests of Members of all Bodies will be maintained by the Registrar and Secretary and details of any interest disclosed pursuant to paragraph G2.1 shall be recorded in such Register and in the minutes of the relevant meeting. Such Register shall be updated at the commencement of each Academic Year and promptly upon any changes in interests of Members or in the membership of any Bodies.
  - 2.4 The Registrar and Secretary or relevant Clerk shall be required to withdraw from any meeting if they have any similar interest in the subject matter of the meeting and in those circumstances, the Chair shall be responsible for ensuring the production of an accurate minute of the discussions.

### **G3 Chair of the Board**

- 3.1 The Chair of the Board will serve a single term of three Academic Years (unless otherwise resolved by the Board). Subject to paragraph 7(1) of the Instrument, the term of office of the Chair as Governor shall be extended to allow them to serve their full term of office as Chair of the Board.
- 3.2 All Independent Governors shall be eligible to serve as, and to apply for the post of, Chair of the Board.
- 3.3 During the final year of office of the Chair of the Board or otherwise upon the occurrence of a vacancy or expected vacancy in such office (whether upon resignation, removal from office, expiry of term or otherwise), the Board (acting through the Nominations Committee (or any successor Committee) but subject as provided in this

paragraph G3.3) will initiate and conduct an appointment process (including an external search and the national advertising of the vacancy) to appoint a new Chair of the Board for a term of office of three Academic Years (adjusted so as to conclude at the end of an Academic Year). However, the Board may (in appropriate circumstances, having taken account of the recommendation of the Nominations Committee, and with the unanimous consent of the Members of the Board) dispense with the need for an external search for a new Chair of the Board if one of the Independent Governors is identified as a suitable candidate and is willing to serve. If more than one such candidate is identified, the Chair of the Board shall be elected in accordance with the provisions of paragraphs G4.6 – 4.10.

- 3.4 In the event that an external search is conducted, the Board may designate a new Member recruited for such purpose to serve as the Chair of the Board without a further ballot. Whether selected or elected, the new Chair of the Board shall commence their appointment at the meeting of the Board next following their appointment or election, or at the beginning of the next Academic Year (as appropriate).

#### **G4 Vice-Chair of the Board, Chair and Vice-Chair of Board Committees and Senior Independent Governor**

- 4.1 All Independent Governors shall be eligible to serve as, and to apply for, each of the following posts (each a “**Relevant Post**”):-

4.1.1 the Vice-Chair of the Board;

4.1.2 the Chair of each Board Committee (except the Nominations Committee and the Honorary Awards Committee, the Chair of which shall be appointed as provided in Part D);

4.1.3 the Vice-Chair of each Board Committees; and

4.1.4 subject to paragraph G4.2, the Senior Independent Governor.

All Governors shall be eligible to make nominations and vote in an election for any Relevant Post (subject to paragraph G4.2).

- 4.2 Neither the Chair nor Vice-Chair of the Board shall be eligible to serve as, or be involved in or consulted as part of the appointment process for, the Senior Independent Governor or be entitled to make nominations or vote in an election for such post.

- 4.3 Each holder of a Relevant Post will serve a single term of three Academic Years (unless otherwise resolved by the Board). Subject to paragraph 7(1) of the Instrument, their respective terms of office as Governor shall be extended to allow them to serve their full terms in the Relevant Post. The periods of office of the Chair and Vice-Chair of each Body shall be so arranged as not to expire within three months of each other.

#### *Appointment of Vice-Chair of the Board, the Chair or Vice-Chair of each Board Committee and the Senior Independent Governor*

- 4.4 Before the holder of a Relevant Post completes their period of office, or otherwise upon the occurrence of a vacancy or expected vacancy in a Relevant Post (whether upon resignation, removal from office, expiry of term or otherwise), the Board will appoint or elect an eligible Governor within paragraph G4.1 to replace them with effect from the day on which their period of office expires. The Nominations Committee (or any successor Committee) will recommend to the Board a suitable candidate who is willing

to serve, or whether a ballot should be held to elect a candidate to a Relevant Post from the current membership of the Body concerned, or whether an appointment process (including an external search and the local or national advertising of the vacancy) should be conducted for this purpose.

- 4.5 Any such external search process shall be conducted by the Nominations Committee (or any successor Committee). The Board may designate a new Member recruited by means of such process to serve as the holder of the Relevant Post without a further ballot.

*Election of Chair and Vice-Chair of the Board, the Chair or Vice-Chair of each Board Committee and the Senior Independent Governor*

- 4.6 If the Board wishes a ballot to be held for the election of a Chair of the Board pursuant to paragraph G3 or for a Relevant Post pursuant to this paragraph G.4 (but subject to paragraph G4.10), the Clerk to the relevant Body shall be instructed to arrange such a ballot in accordance with this paragraph G4.

- 4.7 The Clerk to the relevant Body shall invite nominations of eligible Governors for the position of Chair of the Board or the Relevant Post (as the case may be) from all the Governors (subject to paragraph G4.2), any such nominations to be received not later than 5pm on the tenth day following the date of such invitation. A nomination must be proposed and seconded by Governors other than the nominee. The proposer must certify that the nominee is willing and eligible to stand.

- 4.8 If:-

4.8.1 no nominations have been received for the relevant position in accordance with paragraph G4.7, an election will be held at the first meeting of the Board following the commencement of the next Academic Year pursuant to paragraph G4.10;

4.8.2 one or more such nominations have been received, a notice of the nominations will be circulated to all Governors (subject to paragraph G4.2) who may submit further nominations not later than 5 pm on the fifth day following the dispatch of such notice;

4.8.3 only one nomination has been received by 5pm on the fifth day following the dispatch of the notice referred to in paragraph G4.8.2, the nominated Governor shall be deemed elected at the next meeting of the Board or the commencement of the next Academic Year (as the case may be); and

4.8.4 more than one nomination is received by 5pm on the fifth day following the dispatch of the notice referred to in paragraph G4.8.2, the Clerk to the relevant Body shall send a ballot paper to each Governor who shall be invited to rank the candidates in order of preference. Ballot papers shall be returned to the Clerk not later than 5pm on the fourteenth day after the date of dispatch of the ballot papers.

- 4.9 An election of a Chair of the Board or for a Relevant Post pursuant to paragraph G4.8 shall be decided as follows:-

4.9.1 the candidate receiving the highest number of first preferences shall be deemed to be elected;

- 4.9.2 if two or more (but not all) of the candidates have the highest number of first preferences, those candidates not receiving the highest number of first preferences shall be excluded from the election and their votes shall be allocated to each voter's next highest preference candidate who remains in contention; the candidate then having the highest number of votes cast shall be deemed to be elected; or
- 4.9.3 if all the candidates have the highest number of first preferences or, following the operation of paragraph G4.9.2, more than one candidate has the highest number of votes cast, the successful candidate shall be determined by the Clerk to the relevant Body drawing lots.

#### *Conduct of an Election at a Meeting of the Board or Board Committee*

- 4.10 Where the Board or Board Committee resolves that the election of a Chair of the Board or for a Relevant Post should be conducted at a meeting of the Board or relevant Board Committee and where more than one Governor is duly nominated and seconded and has accepted the nomination, the election shall be held by way of secret ballot. Each Governor present shall be entitled to cast one vote. If:-
  - 4.10.1 one Governor attracts the largest number of votes, they shall be elected;
  - 4.10.2 more than one, but not all, of the candidates each receive the highest number of votes, a further election shall be held involving only those candidates who received the highest number of votes at the previous election; and
  - 4.10.3 more than one candidate in either of these elections receives the same number of votes, the successful candidate shall be determined by the Clerk to the relevant Body drawing lots.

#### *Removal of Chair, Vice-Chair or holder of Other Relevant Post*

- 4.11 The Chair of the Board or holder of any Relevant Post may be removed from office by resolution of the Board (having taken account of the recommendation of the Nominations Committee) provided that notice of that resolution is included with the notice for the relevant meeting. In accordance with paragraph G2, upon any resolution being proposed for the Board to remove the Chair, the Chair shall withdraw from the meeting and the Vice-Chair shall assume the role of Acting Chair of that meeting in accordance with paragraph C2.2.2. Upon any resolution being proposed for the Board to remove the Chair and the Vice-Chair, the role of Acting Chair of the relevant meeting will be assumed by the Senior Independent Governor.

### **G5 Publication of Information and Confidentiality**

- 5.1 Notwithstanding paragraph G6 but subject as provided in this paragraph G5 and to any binding confidentiality obligations on the Body concerned or the University (whether under applicable legislation or contractual or other binding arrangements), all the business of each Body shall be regarded as unrestricted and non-confidential and so available for general distribution by the relevant Clerk unless otherwise determined by the Chair or by resolution of the Body concerned. Following each meeting, the agenda for such meeting, the approved minutes of such meeting and previous meetings, and the reports, papers, materials or other documents submitted to, and considered at, such meeting shall be made generally available to any member of staff or student of the University.

5.2 Subject to paragraphs G5.3 and 5.4, papers for meetings shall be categorised as follows:-

5.2.1 **“unrestricted”** - if the information concerned is already in the public domain or is or should be available for general distribution or discussion with Members and other colleagues before the relevant meeting;

5.2.2 **“Embargoed Information”** - if the information concerned should be kept confidential and not be disclosed by any member prior to discussion at the relevant meeting but (subject to the confirmation of the Chair at the meeting) would be available for general circulation or discussion after the meeting; or

5.2.3 **“Restricted”** or **“Strictly confidential”** - If the information concerned relates to:-

- (a) a named employee or student (or prospective employee or student) or other specified individual;
- (b) commercially confidential matters; or
- (c) matters of policy or other matters, the premature disclosure of which might damage the University’s interests,

the material or paper containing it should be kept strictly confidential and access to it restricted to the members of the relevant Body only, both before and for an indefinite period after the meeting, unless specifically released with the authority of the Chair.

There shall be a general presumption that papers should be categorised as “unrestricted” unless (as so determined by the Chair or by resolution of the Body concerned) there is a strong reason to support an alternative categorisation or paragraph G5.3 applies. However, it should be noted that any such information is subject to the Freedom of Information Act 2000 and related regulations and in the absence of a relevant exemption from disclosure thereunder, such internal categorisations may be overridden by that Act. In the case of doubt, consideration should be given as to whether it is appropriate to circulate the information in writing and the advice of the University’s Freedom of Information and Data Protection Specialist should be sought.

5.3 Notwithstanding paragraphs G5.1 and 5.2, the whole business of the meetings, and the contents of the notice of meeting, agenda and any papers circulated to Members, of the Finance Committee, the Audit Committee and the Reward and Remuneration Committee of the Board shall (unless otherwise determined by the Chair or by resolution of such Committee) be restricted and dealt with on a strictly confidential basis. In such circumstances:-

5.3.1 no such information shall be disclosed to, or discussed with, any person who is not a Member of the relevant Committee without the consent of the Chair;

5.3.2 such information shall be and remain confidential after the matter has been dealt with and shall not be made available to other staff or students of the University or otherwise, whether before or after the relevant meeting;

5.3.3 each Member shall store securely all copies of such information; and

5.3.4 notwithstanding paragraph F4, no Governors, other Members, officers, staff members, students, observers, invitees or other persons may attend meetings of such Committees (other than Members entitled to attend the relevant meeting) except with the prior consent of the Chair.

5.4 Notwithstanding paragraphs G5.1 and 5.2, the whole or any part of the business of the meeting and the contents of the notice of meeting, agenda and any papers circulated to Members for the purposes of any meeting of any Body may, at the discretion of the Chair or by resolution of the Body concerned, be restricted and dealt with on a strictly confidential basis. In such circumstances:-

5.4.1 no such information shall be disclosed to, or discussed with, any person who is not a Member of the Body concerned without the consent of the Chair;

5.4.2 each Member shall store securely all copies of such information;

5.4.3 any Governors, other Members, officers, staff members, students, observers, invitees or other persons in attendance (other than Members entitled to attend the relevant meeting) shall be required to withdraw from such part of the meeting provided that if the Registrar and Secretary and Clerk are required to withdraw, they shall be advised on their return to the meeting of any resolutions made so that they can be recorded in the minutes; and

5.4.4 unless the relevant Body otherwise resolves, that part of the agenda and minutes, and any papers, relating to such confidential items shall be and remain confidential after the matter has been dealt with and shall not be made available to other staff or students of the University or otherwise, whether before or after the relevant meeting.

Confidential status under this paragraph G5.4 shall generally (but not exclusively) be confined to “Embargoed”, “Restricted” or “Strictly Confidential” matters within the descriptions set out in paragraph G5.2.3.

5.5 No press or other public statement or communication to staff or students of the University on behalf of, or relating to the business or affairs of:-

5.5.1 the Board or any Board Committee shall be made except by or with the approval of the Chair of the Board or Board Committee as appropriate, or by the Clerk acting on a resolution of the Board or relevant Board Committee to such effect; or

5.5.2 the Senate or any Senate Committee shall be made except by or with the approval of the Chair of the Senate or Senate Committee as appropriate, or by the Clerk acting on a resolution of the Senate or relevant Senate Committee to such effect.

## **G6 General Duty of Confidentiality**

6.1 For the purposes of this paragraph G6, “**Confidential Information**” means all information or data (whether oral, visual or recorded in writing, in any other medium or by any other method) relating to the operations, processes, services, materials, data, plans, ideas, intentions, proposals, opportunities, terms of business, research, know-how, design and other intellectual property rights, trade secrets, software, finances, customers, employees, students and business affairs of the University or any company or other party in which the University has any interest.

- 6.2 Subject to paragraphs G5 and 6.4, each Member shall treat as strictly confidential all Confidential Information received or obtained from, or in respect of, the University or any company or other party in which it has an interest, and agrees and undertakes:-
- 6.2.1 not to make or publish any statement containing or relating to, or otherwise disclose, any Confidential Information to any other person without the Board's prior written consent; and
  - 6.2.2 to use the Confidential Information solely in connection with the performance of their duties and responsibilities as a Member and not otherwise or for the benefit of any third party.
- 6.3 Each Member hereby agrees to ensure that any Confidential Information disclosed or submitted in writing or any other tangible form to them shall be treated with the same care and discretion to avoid disclosure as they use with their own information which is not to be disclosed. Any Confidential Information disclosed orally shall be treated in the same way as if it had been reduced to writing at the time of disclosure to the Member.
- 6.4 The provisions of paragraphs G6.1 - 6.3 will not apply to the whole or any part of any Confidential Information which:-
- 6.4.1 at the time of disclosure, has already been published pursuant to, and in accordance with, paragraph G5, or is otherwise in the public domain other than through unauthorised disclosure or other breach of this paragraph G6;
  - 6.4.2 after disclosure to the Member, is subsequently published pursuant to, and in accordance with, paragraph G5 or comes into the public domain other than through unauthorised disclosure or other breach of this paragraph G6;
  - 6.4.3 is otherwise permitted to be disclosed pursuant to, and in accordance with, paragraph G5;
  - 6.4.4 the Member can demonstrate was known to, or independently developed by, them and not acquired from using or referring to, or otherwise derived from, the Confidential Information;
  - 6.4.5 was lawfully acquired from third parties who had a right to disclose it with no obligations of confidentiality to the University; or
  - 6.4.6 is required to be disclosed by any applicable law (including without limitation, the Freedom of Information Act 2000) or the order of a court or regulatory body of competent jurisdiction but only to the extent of such required disclosure and the Member so required shall notify the University promptly of any such requirement (to the extent reasonably practicable to do so).
- 6.5 Each Member may copy materials containing Confidential Information only to the extent necessary to perform their duties and responsibilities as a Member. As soon as they cease to be a Member, they shall return to the University all materials and items containing or constituting Confidential Information.
- 6.6 If a Member loses any material or item containing any Confidential Information, they shall immediately notify the Registrar and Secretary of the loss and all the circumstances relating thereto.
- 6.7 This paragraph G6 shall continue in full force and effect without limitation of time.

## **PART H: PAYMENT TO INDEPENDENT GOVERNORS AND OTHERS**

### **H1 Provision in Instrument**

Paragraph 9(1) of the Instrument provides:-

#### **“9(1) MEMBERS ALLOWANCES**

*The Board of Governors may pay the Members such reasonable allowances for the discharge of their duties as Members (including travelling and subsistence expenses and compensation for loss of earnings) as the Board of Governors may from time to time determine.”*

### **H2 Reimbursement of Expenses**

- 2.1 Subject to the provisions of the University’s Constitution, the University’s legal and regulatory obligations and requirements, the University’s financial regulations and the following terms and conditions, the University shall reimburse expenses duly and properly incurred by the Chancellor and any Independent Governor in the discharge of their duties as such to the University.

#### *Travel Expenses*

- 2.2 The University will reimburse travel expenses incurred in attending meetings of the Board or its Committees, University award ceremonies, national and regional governance conferences or meetings, and other formal meetings with members of the University provided that the University will not reimburse expenses incurred in attending events such as Peninsula Arts, concerts, exhibitions and other social functions.

- 2.3 The reimbursement of travel expenses is subject to the following terms and conditions:-

2.3.1 *Use of private car:* The Chancellor or an Independent Governor will be paid at the mileage rates specified by the University from time to time. In claiming such payments, the claimant will need to identify the date, starting location, destination and purpose of the journey. The Chancellor and each Independent Governor will be responsible for ensuring that any vehicle used for this purpose is insured for business use.

2.3.2 *Public Transport:* The University will reimburse the cost of second class return rail fares, car parking at railway stations and, where necessary, the costs of using taxis for travel to and from railway stations. There may be exceptional instances where first class rail travel is a more cost effective option, or there are circumstances that necessitate it, in these cases prior authorisation from the University Registrar & Secretary is required. In claiming such payments, the Chancellor or the Independent Governor will need to identify the date, starting location, destination and purpose of the journey, and enclose tickets and receipts for all expenses claimed.

#### *Subsistence Expenses*

- 2.4 The reimbursement of subsistence expenses will be subject to the following terms and conditions:-

- 2.4.1 The University will reimburse the Chancellor and the Independent Governors for meals and snacks associated with travel to, or necessary overnight stays preceding, meetings of the Board or its Committees, University award ceremonies, national and regional governance conferences or meetings, and other formal meetings with members of the University.
- 2.4.2 In accordance with the University's financial regulations, claims for amounts in excess of £5.00 should be accompanied by appropriate receipts.
- 2.4.3 Any claims for entertainment expenses (which may include alcoholic drinks) should be accompanied by appropriate receipts and such details of the purpose of the entertainment and those entertained (including the name of the organisation they represent) as the University's Finance Department may request. The University will not reimburse the cost of alcoholic drinks unless incurred by the Chancellor or an Independent Governor in the course of entertaining guests on behalf of the University.
- 2.4.4 While the University will reimburse subsistence expenses incurred by the Chancellor and the Independent Governors on the basis set out in this paragraph H2.4, it will not reimburse the expenses incurred by or on behalf of their spouses, partners, family members, friends or other associates who may accompany them.

#### *Accommodation*

- 2.5 In the event that the Chancellor or any Independent Governor requires accommodation for the purposes of attending meetings or conferences or discharging other duties on behalf of the University, they should notify the Vice-Chancellor's office for advice on whether the costs of such accommodation would be met by the University and:-
  - 2.5.1 if so, in order that such accommodation may be arranged and invoiced directly to the University; or
  - 2.5.2 if not, for advice on suitable accommodation and for assistance in making appropriate arrangements at the expense of the Chancellor or Independent Governor (as the case may be).

### **H3 Compensation for Loss of Earnings**

Subject to the provisions of the University's Constitution, the University's legal and regulatory obligations and requirements and the University's financial regulations, the University may pay Independent Governors compensation for loss of earnings by reason of their attendance at meetings of the Board or its Committees, University award ceremonies, national or regional governance conferences or meetings and other formal meetings with members of the University (but not, for the avoidance of doubt, in attending events such as Peninsula Arts, concerts, exhibitions and other social functions), or otherwise in carrying out the University's business provided that any such payment shall only be made in exceptional circumstances, and shall be of such amount and upon such terms, as in each case agreed by the Chair of the Board, the Chair of the Finance Committee and the Vice-Chancellor, having regard to the Independent Governors' duties as charity trustees.

## **PART I        GENERAL**

### **I.1        University Seal**

1.1        Paragraph 10 of the Instrument provides:-

#### **“10        SEAL OF CORPORATION**

*“(1)        The application of the seal of the Corporation shall be authenticated by the signature of the chair of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors or the Secretary.*

*“(2)        The Corporation Seal shall be held under secure arrangements by the Secretary.”*

1.2        The Registrar and Secretary shall be responsible for the safe-keeping of the University seal and for having the seal affixed to documents in accordance with the provisions of this Bye-law.

1.3        All documents requiring to be sealed in pursuance of a resolution of the Board or in the exercise of the Board's powers and duties shall have the seal affixed to them in the presence of any two of the following:-

1.3.1     the Chair of the Board and any other Independent Governor;

1.3.2     the Vice-Chancellor; and

1.3.3     the Registrar and Secretary.

1.4        Every such document shall be attested by the signatures of the two persons in whose presence the seal was affixed.

1.5        Sealings shall be reported to the Board at least annually and at such other intervals as the Board shall specify.

### **I.2        Register**

An entry of the sealing of all documents shall be registered in a book provided for the purpose, signed by those in whose presence the seal was affixed.

### **I.3        Other Instruments**

All instruments which, not being under the seal of the University, require to be signed on behalf of the University, including cheques and other negotiable instruments, shall be signed, drawn or endorsed by such person or persons and in such manner as shall be specified in the University's schedule of delegation and/or financial regulations (as amended from time to time) or as the Vice-Chancellor shall from time to time direct.

## **PART J      BYE-LAWS**

### **J1      Interpretation of Bye-Laws**

Any question concerning the interpretation of these Bye-laws (except in relation to any Chair's Actions) shall be decided by the Chair of the Board (having sought the advice of the Registrar and Secretary where necessary or appropriate) and their decision shall be final and binding (except in the case of manifest error).

### **J2      Review and Amendment of Bye-laws**

2.1 These Bye-laws shall be reviewed by the Board not less than on every other anniversary of their adoption. Any proposed amendment to these Bye-laws shall be submitted in writing to the Registrar and Secretary for consideration and approval by the Board not less than seven days prior to the date of the meeting at which it is to be considered.

2.2 Without limitation to paragraph J2.1, the Registrar and Secretary shall ensure that:-

2.2.1 the terms of reference for, and composition and membership of, each Body are reviewed regularly (and not less than once every Academic Year) by the Body concerned;

2.2.2 without limitation to paragraph J2.2.1, the terms of reference for, and composition and membership of, each Body are reviewed regularly (and not less than on every other anniversary of their adoption) by the Nominations Committee in relation to the Board and any Board Committee, and by the Senate in relation to the Senate and any Senate Committee;

2.2.3 the outcome of each review is reported to the Board or the Senate as appropriate; and

2.2.4 any proposed amendments are presented for consideration by the Board (taking account of the recommendation of the Nominations Committee) or by the Senate, as appropriate.

2.3 Subject to the Chair of the Board's approval (or, in the case of amendments to Part E only, subject to the Chair of the Senate's approval), the Registrar and Secretary may authorise minor amendments to these Bye-laws (and the other documents referred to in them) to reflect administrative changes which have no material impact on the substance of these Bye-laws.

### **J3      Suspension of Bye-laws**

Any paragraph of these Bye-laws may be suspended with respect to any individual item of business or more generally for such period as may be specified by a Special Resolution of the Board. A motion to suspend any Bye-laws takes precedence over all other motions.

This is a true copy of the Bye-laws adopted by the Board of Governors of the University of Plymouth with effect on and from 1 August 2016 (as revised on 1 December 2016, 31 January 2017, 20 February 2018, 17 July 2018 and July 2020).

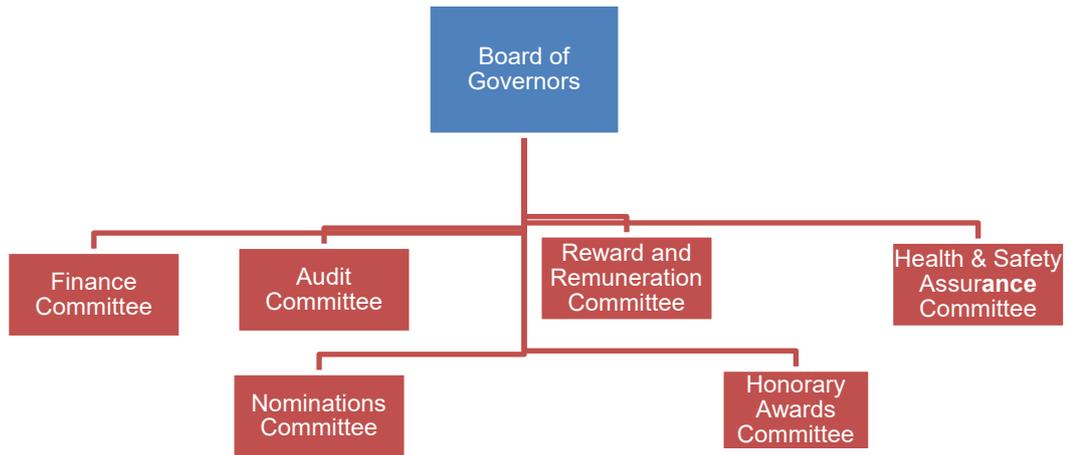


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Chair of the Board of Governors

July 2020

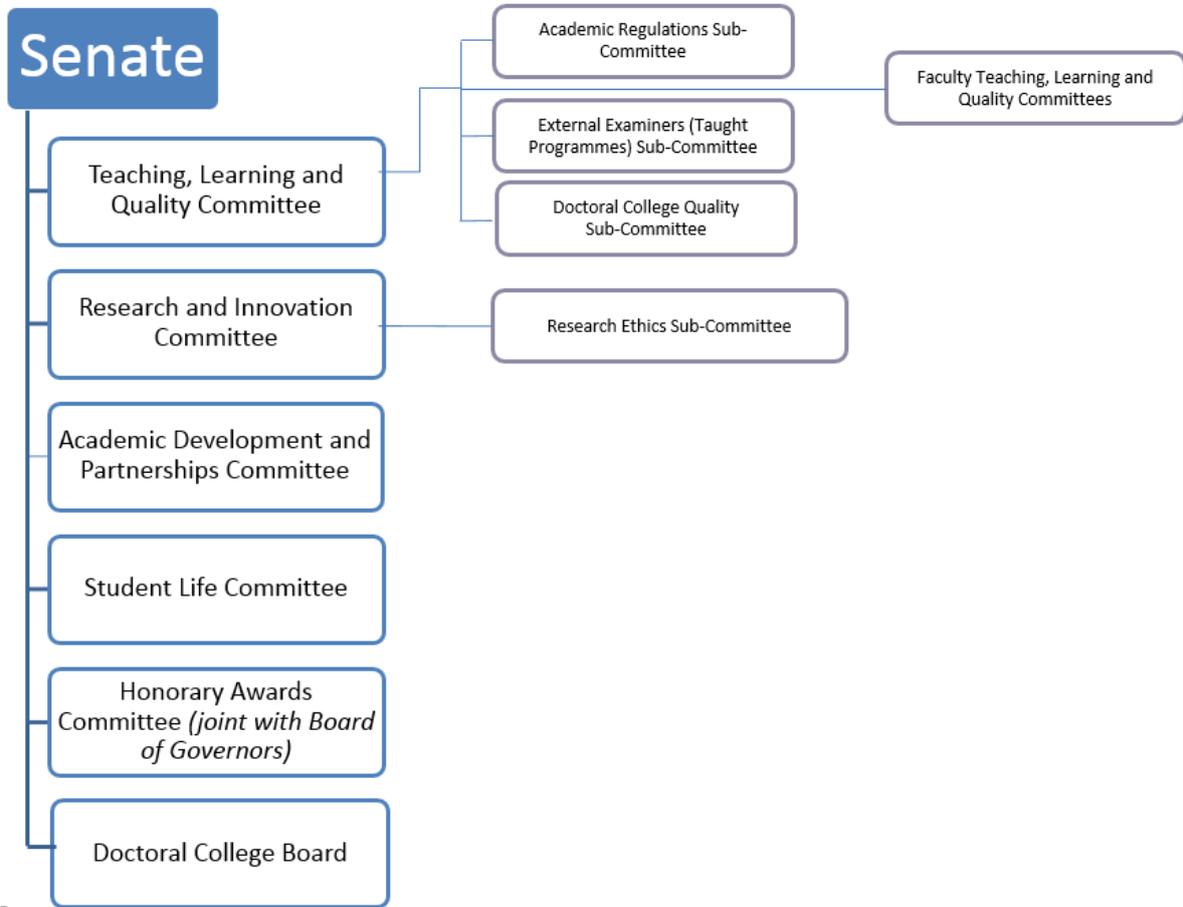
## APPENDIX 1

### Structure diagram of the Board and Board Committees



## APPENDIX 2

### Structure diagram of the Senate and Senate Committees



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### APPENDIX 3

#### Record of Amendments

Version	Date	Author	Changes
1	26.7.2016	Matthew Jackson University Solicitor	First version approved by Board of Governors
2	1.12.2016	Matthew Jackson University Solicitor	Revised version to incorporate change of name of Governance & Nominations Committee and changes to the terms of reference of the Governance & Nominations Committee, Audit Committee and Honorary Awards Committee, approved by Board of Governors on 30.11.16
3	31.1.17	Matthew Jackson University Solicitor	Revised version to incorporate terms of reference for the Health and Safety Assurance Committee, to place provisions for the Nominations Committee in alphabetical order, and to extend paragraph G5.3 to include the Reward and Remuneration Committee.
4	20.02.18	Gordon Stewart Registrar & Secretary	Revised version to incorporate updated terms of reference for Health and Safety Assurance Committee (D5) and updated terms of reference for Reward and Remuneration Committee (D8)
5	17.07.18	Gordon Stewart Registrar & Secretary	Updated following the required biennial review by Board of Governors