

## Standing Orders: Council Committees

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## **STANDING ORDERS: COUNCIL COMMITTEES**

The following Standing Orders shall apply to the following Council governance Committees: Audit, Risk and Assurance Committee; Governance and Compliance Committee; Resources and Performance Committee; Redundancy Committee; Remuneration Committee; and Investments Committee.

Other Committees at Aberystwyth University may adopt these Standing Orders by resolution.

### **1. INTERPRETATION**

1. Any questions relating to the interpretation of these Standing Orders should be raised with the relevant Committee Clerk or the Clerk to the Council in the first instance. Where necessary, such questions shall be referred to the relevant Committee Chair, whose determination shall be final.
2. Should there be any discrepancy between these Standing Orders and the Charter, Statutes, Ordinances or Regulations, the latter shall be regarded as authoritative.

### **2. POWERS AND RESPONSIBILITIES**

The powers and responsibilities of each governance Committee shall be as outlined in their respective terms of reference.

### **3. OFFICIAL LANGUAGES**

1. Article II of the Supplementary Charter states that Welsh and English shall be the University's Official Languages.
2. As a minimum, the notice and agenda of governance committees shall be bilingual.
3. Members shall have the right to address a meeting in Welsh or English. In consultation with the relevant Committee Chair, the Committee Clerk shall arrange for simultaneous interpretation facilities should a request be received for such facilities.

### **4. MEMBERSHIP**

1. The membership of a Committee shall be as outlined in the relevant terms of reference.
2. Appointment of Independent Members

Independent Members of sub-committees shall be appointed by Council. The Governance and Compliance Committee may make recommendations. Such members may include persons who are not current members of Council.

3. Election of Senate Members

1. Elections shall be run by the University Secretary, as Clerk to the Senate, and appointments shall be made by and from serving Senate members. A notice of election shall be issued to Senate members and nominations shall be invited for representative(s) within a reasonable period of notice.

2. Each nomination, to be valid, shall be proposed and seconded by Senate members. A nominee may either propose himself / herself, or signify in writing his / her consent to be nominated.
  3. If the number of nominations exceeds the number of places allocated to a department then an election shall be held by ballot of all Senate members.
  4. Any ballot shall be conducted by the Alternative Transferable Vote method (or Single Transferable Vote method where there are two vacancies to fill). The candidate(s) with the highest number of votes shall be elected.
  5. Election processes shall usually be held so that the result can be presented to the last Senate meeting of an academic year for ratification.
4. Appointment of Student Members and / or Representatives
1. Such individuals shall be appointed by Aberystwyth University Students' Union on the understanding that the individuals appointed are prepared to serve on the sub-committee in question for the whole academic year.
  2. Aberystwyth University Students' Union shall advise the Clerk to the Council of the names and contact details of the individuals appointed by 01 October annually.
5. Appointment of Non-academic Staff Members
1. Such individuals shall be drawn from a pool of three elected non-academic staff members, comprising of the non-academic staff member elected to Council and the two non-academic staff representatives elected to Senate.
  2. The pool of elected non-academic staff members shall come to a mutual agreement at the beginning of each academic year on which governance sub-committees they will serve.
  3. A representative from the pool of elected non-academic staff members shall advise the Clerk to the Council by 01 October annually of the name of the representative who will serve on each governance sub-committee. Such appointments shall remain in force for the remainder of the academic year.
6. Periods of office
1. Ex-officio members, being members by virtue of holding a specific office, shall be members for as long as they hold an office which qualifies for this category of membership.
  2. Unless otherwise provided for, Independent Members shall be appointed for an initial term of three years, with reappointment possible by mutual agreement for further terms of up to three years.
  3. Senate Members shall be elected for an initial term of three years, and shall be eligible for re-election for further terms.

4. Student Members and / or Representatives shall serve in line with periods of office agreed by Aberystwyth University Students' Union, which shall normally be a term of office of one year, renewable for one further term of one year.
5. Non-academic staff Members shall serve for as long as they remain a member of the pool of elected non-academic staff members.
6. Any casual vacancies shall be filled for the remainder of the term of office of the Member vacating his / her place, in accordance with the procedure outlined in 4.2 to 4.4 above.

7. Declaration of Interest

1. Each Independent Member of a committee, where they are not also a member of Council, is required to declare on an annual basis any personal interest, financial or otherwise, which is likely (or would, if publicly known, be perceived as being likely) to interfere with the exercise of a Member's independent judgement.
2. A Committee Member who has a personal interest in any matters under discussion at any Committee meeting shall as soon as practicable disclose the fact of his / her interest to the meeting and shall withdraw as necessary from that part of the meeting.
3. A Committee Member is not considered to have a pecuniary or personal interest in matters under discussion merely because he / she is a member of staff or a student at the University.

8. Resignation, Retirement and Removal of Members

1. With the exception of ex-officio Members, Members may tender their resignation from a Committee at any time by informing the relevant Chair and Clerk. The relevant procedure shall then be followed to appoint a replacement member.
2. Ex-officio members shall cease to be a member of a Committee when they no longer hold that office.
3. Independent Members shall serve until the end of the term of office agreed when they were appointed or re-appointed.
4. Senate Members shall cease to be a member of a Committee either at the end of the term of office agreed when they were elected or re-elected, or when they cease to be a member of Senate.
5. Student Members and / or Representatives shall cease to be a member of a Committee either at the end of the term of office agreed when they were appointed or re-appointed, or when they cease to be a member of Aberystwyth University Students' Union.
6. Non-academic staff Members shall cease to be a member of a Committee when the appointment by which they qualify for inclusion in the pool of elected non-academic staff members expires.
7. On the recommendation of the relevant Committee Chair, Council may, by resolution, remove a Member from a Committee. Such Members shall be invited to make written

representations, and attend and address the Council meeting at which the resolution is to be considered.

9. Chair

1. Committee Chairs shall be appointed by Council.
2. Unless otherwise provided for in the relevant terms of reference, should the appointed Chair be absent for a meeting, Committee Members shall elect by show of hands one of the Independent Members present to preside at that particular meeting. Where no Independent Members are present, one of the other Committee Members present may be elected to preside.

**5. COMMITTEE CLERK**

An individual shall be appointed to act as the Committee's Clerk, and shall work in collaboration with the Clerk to the Council to ensure effective governance arrangements.

**6. CONDUCT OF BUSINESS**

Unless otherwise noted, the Standing Orders detailed in this section shall apply to all Members and those non-members in attendance at meetings.

1. Ordinary Meetings

1. Ordinary Meetings of the Committee shall be held in line with the schedule outlined in the relevant terms of reference.
2. The dates of Ordinary Meetings shall be notified to the Committee during the preceding academic year.
3. Should it become necessary to alter the date of an Ordinary Meeting of a Committee, the Committee Chair shall instruct the Committee Clerk to consult with Members on proposed alternate dates. Members shall normally be given at least 14 calendar days' written notice in advance of any rescheduled Ordinary Meeting.

2. Special Meetings

1. A Special Meeting of the Committee may be held at such date and time as may be determined by the Committee Chair, and shall be convened by the Committee Clerk at the written request of the Committee Chair, the Chair of Council, the Vice-Chancellor, or at least one half of the Committee Members.
2. At any Special Meeting, the business shall be restricted to that of which notice has been given, and such business as is declared by the Committee Chair to arise directly out of that business. The minutes of any Special Meeting shall be reported to the next Ordinary Meeting.

3. Notice of a Meeting

1. Notice of each Ordinary Meeting shall be sent by the Committee Clerk to all Members of the Committee at least seven calendar days before the date of such a meeting.

2. Notice of Special Meetings shall be sent by the Committee Clerk to all Members of the Committee as soon as the written request detailed at 6.2.1 is received. Every effort shall be made to provide Members with reasonable advance notice of such a meeting.
3. Notices of meetings shall be sent by postal or electronic means to the last address registered with the Committee Clerk.
4. No meeting of the Committee shall be invalid by reason only of a failure to give notice of such meeting to any person or body entitled to receive such notice.

4. Agendas and Committee Paperwork

1. The agenda and papers for consideration at a Meeting shall normally be circulated by postal or electronic means to Members at the same time as the Notice of the Meeting. Where this is not practicable for valid reasons, then papers shall usually be circulated to Members no later than two working days prior to the meeting.
2. Only papers circulated to Members by the Committee Clerk shall usually be considered by the Committee.
3. Papers circulated during a Meeting shall only be considered at the sole discretion of the Committee Chair.
4. The order of business at Ordinary and Special Meetings shall be set out in the agenda arranged by the Committee Clerk, as determined by the Committee Chair. The Committee Chair may revise the order of business during the meeting.

5. Confidentiality

1. All Committee business shall be confidential to the University. Individual reports circulated for consideration by Members should not be disclosed outside the University without the express permission of the Committee Chair, in consultation with the Committee Clerk.
2. Unless an individual report has been specifically marked upon circulation as 'Restricted', 'Commercial in Confidence' or 'Confidential', Members may share relevant information within their Faculties, Departments or other constituencies (including the student body) on the understanding that those with whom the information is shared shall not disclose that information outside the University.
3. All proceedings of the Committee shall remain confidential both during and following a Meeting, including but not limited to: the details and content of discussions and information on voting. This includes the points of view, opinions and positions expressed by other individual members.
4. No person other than the Committee Chair, an individual authorised to do so by the Committee Chair, or the Chair of Council, may issue a statement in any form on behalf of the Committee concerning the business or proceedings of that Committee.
5. Where it is believed that an individual is not respecting the above provisions in relation to Confidentiality, the Committee Chair may ask the individual for clarification and, where appropriate, ask them to desist. In doing so, the Committee Chair shall have due regard for the provisions outlined separately in the section relating to the 'Behaviour'.

6. Attendance and Participation

1. With the agreement of the relevant Committee Chair, Members may participate remotely in Committee meetings where absence from the actual meeting is unavoidable. Such methods shall include electronic participation, and by means of audio and video conferencing.
2. Any individual participating remotely shall be counted as if they were present at the actual meeting location for quoracy purposes.
3. The terms of reference of a Committee shall detail the names of those non-members who shall be invited to serve in attendance all Meetings of that Committee. The Committee Chair shall be empowered to invite any other non-members to be in attendance for individual Meetings of the Committee.

7. Discussions, Motions and Amendments

1. Any Member wishing to bring forward business and / or a motion for substantive debate at an Ordinary Meeting of the Committee shall give written notice to the Committee Clerk not less than 14 calendar days before the meeting date.
2. The Committee Chair may adjourn a meeting of the Committee.
3. Members shall address the Committee Chair and direct their contributions to the matter under discussion, or to a personal explanation or a point of order. The Committee Chair may use his / her discretion to specify a maximum time available for each contribution, presentation, or debate.
4. Those in attendance at a meeting shall be entitled to contribute to the discussions at the invitation of the Committee Chair.
5. No discussion shall be allowed on a Motion or Amendment which has not been seconded, save that a Motion or Amendment may be proposed without notice by the Committee Chair without being seconded and shall become the Motion or Amendments before the Committee.
6. Every Motion or Amendment shall, unless notice has already been given, be handed to the Committee Chair in writing, unless the Committee Chair permits such Motions and Amendments to be proposed orally.
7. Every Amendment must be relevant to the Motion on which it is moved, and shall not have the effect of introducing a new proposal into or of negating the Motion before the meeting. The question of relevance and negation shall be decided by the Committee Chair.
8. All variations upon a Motion shall be deemed Amendments and shall be treated as such, unless made by the mover of the original Motion with the consent of the Committee Chair or a majority of the Members present.
9. Save with the consent of the Committee Chair, no Member shall speak more than once on a Motion or a particular Amendment, save:

1. that the mover of a Motion or Amendment shall have the right to reply at the close of the debate on the Motion or Amendment as the case may be;
  2. on a point of order, which by definition shall relate only to an alleged breach of a Standing Order; or
  3. by way of personal explanation which shall be in clarification of part of a former contribution or speech made by that member, which may appear to have been misunderstood.
10. The ruling of the Committee Chair on a point of order or on the admissibility of a personal explanation shall not be open to discussion.
  11. When a Motion is under debate, other than the tabling of Amendments, no other Motion shall be moved except the following procedural resolutions:
    1. to adjourn the meeting;
    2. to adjourn the debate;
    3. to proceed to the next business;
    4. that the question be now put;
    5. that a part or parts of a Motion be voted on separately;
    6. that the subject of debate be referred back.
  12. Only one Amendment may be moved and discussed at a time, and no further Amendment shall be moved until the Amendment under discussion has been disposed of.
  13. If an Amendment is lost, other Amendments may be moved on the original Motion. If an Amendment is carried, the Motion as amended shall take the place of the original Motion, and shall become the substantive Motion upon which any further Amendment may be moved.
  14. A Motion or Amendment may be withdrawn by the mover and seconder with the consent of the Committee Chair or a majority of the Members present.
  15. A Motion to rescind an earlier decision of the Committee shall require notice of a Motion, and presented to the Committee Clerk not less than 21 calendar days before the date of a meeting. This shall not apply to such motions proposed by the Chair of Council, the Vice-Chancellor, or the Committee Chair.
8. Voting Procedures
1. Every Motion or Amendment shall be determined by simple majority of Committee Members present and voting, except where otherwise specified.
  2. Voting shall usually be by show of hands. However, a secret ballot may be held at the request of the Committee Chair, the mover and seconder of a Motion, or any two other Members, as long as the Committee Clerk has received due notice of the intention to



call for a secret ballot and has made provisional arrangements to enable such a ballot to be held.

3. Where practicable, secret ballots may be conducted by electronic means.
4. In the case of equality of votes, the Committee Chair shall have a second or casting vote. The Committee Chair shall not be obliged to exercise this casting vote. Where the Committee Chair declines so to vote, the Motion shall be declared 'not carried'.
5. The Committee Chair shall be entitled to call for a recorded vote should the matter to be determined be considered of exceptional importance to the well-being of the institution. A Member other than the Committee Chair shall be entitled to propose that a matter be determined by a recorded vote. Such a proposal, if seconded, shall be put to the Committee and determined by a simple majority, by show of hands.

9. Quorum and Validity of Proceedings

1. The quorum of a Committee shall be as outlined in the relevant terms of reference. In the absence of a quorum, any business transacted shall be advisory and no decision shall be taken, other than the adjournment of the meeting.
2. The proceedings of the Committee shall not be invalidated by any deficiency in its actual membership, or by any defect in the appointment or qualifications of its Members.

10. Behaviour

If at a meeting of the Committee any individual persistently disregards the rulings of the Committee Chair or behaves irregularly, improperly, offensively, or wilfully obstructs the business of the Committee, and thereby in the opinion of the Committee Chair renders the due and orderly dispatch of business impossible, the Committee Chair may without question either:

1. instruct the individual in question to excuse themselves from the discussion; or
2. adjourn or suspend the meeting for such a period as the Committee Chair shall consider expedient.

11. Record of Committee Business

1. A formal minute shall be prepared of each Ordinary and Special Meeting, and shall be considered a true account of the proceedings when approved at the next meeting of the Committee.
2. A record of the attendance of Members shall be kept, and attendance at each meeting shall be reported in the minutes. Any apologies for absence from a meeting shall be submitted in advance to the Committee Clerk.

12. Dealing with Matters of Urgency

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

## **7. AMENDMENTS AND SUSPENSION OF STANDING ORDERS**

1. Sections of these Standing Orders which do not embody clauses of the Charter, Statutes or Ordinances may be revoked, amended or supplemented to by the Council, usually on the recommendation of the Charter Committee. Any amendments directly as a result of revisions to the University's Charter, Statutes, and Ordinances may come into effect without need for a separate resolution by Council.
2. These Standing Orders shall be reviewed by the Charter Committee on behalf of Council at intervals not exceeding five years.
3. Sections of these Standing Orders which do not embody clauses of the Charter, Statutes or Ordinances may be suspended for a specific item of business following a successful vote on a Motion to that effect. The suspended Standing Order(s) shall again apply immediately following the conclusion of discussions on the item of business in question.