Version approved by Council on 26 November 2024

BIRMINGHAM NEWMAN UNIVERSITY

COUNCIL STANDING ORDERS

1. Standing Orders

1.1. The business of the University Council shall be conducted in accordance with the
provisions of the Articles of Association incorporating the Instrument and Articles
of Government of the University.

1.2. The ruling of the Chair on the interpretation of these Standing Orders is final and
the Chair shall seek the advice of the Clerk to the Council on any question of
interpretation.

1.3. Particular Standing Orders may be suspended for the duration of a specific
meeting by resolution of the Council.

1.4. Standing Orders may be varied only by resolution of the Council. The Council must
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7.2. If within half an hour of the time appointed for a meeting of the Council a quorum
is not present, the meeting shall be adjourned to another day, time and place as
resolved by the Governors present at the meeting.

8. Voting
8.1. Governors are not bound in their speaking and voting by mandates given to them
by other bodies or persons. Questions arising at a meeting shall be determined
by a majority of the Governors present voting on the question. Every Governor
shall have one vote which shall be given personally and not by proxy and no
Governor may appoint an alternate Governor or anyone else to act on their behalf

10.3. Unless invited to remain by a resolution of the other Governors, a Student
Governor must withdraw from that part of a meeting of the Council at which a
named member (or prospective member) of staff or student (or prospective
student) is considered.

11. Agendas, Minutes and Papers

11.1. All items for the Agenda should normally be notified to the Clerk to the Council
no later than two weeks before the meeting at which they are to be considered.
The Agenda and papers will normally be circulated to Governors no later than one
week before the meeting.

11.2. All meetings of the Council will be minuted.

11.3. Except where the material relates to named members of staff or students of the
University or prospective members of staff or students or to other confidential
matters as identified by the Governors, the agendas, draft minutes if approved by
the Chair of the meeting, signed minutes and reports and papers considered at
meetings will be available for inspection by staff and students of the University.

12. The Election of the Chair and Vice-Chair of the Council

12.1. The Council shall elect one of its Governors (not being the Student Governor, a
Staff Governor or the Vice-Chancellor) to be the Chair for a term of office of three
years or such shorter period as the Council shall determine. The Chair must be a
practising Roman Catholic.

12.2. The Council will elect a Vice-Chair who shall preside at meetings in the absence of
the Chair. The Vice-Chair may not be the Vice-Chancellor or a Staff or Student
Governor. In the absence of both Chair and Vice-Chair, the Council should elect
one of its independent Governors (not the Vice-Chancellor or a Staff or Student
Governor) to preside at that meeting.

12.3. On completion of their terms of office, both the Chair and Vice-Chair are eligible
for re-election. The total term of office served consecutively by a Governor as a
Chair or a Vice Chair may not exceed nine years.

13. The Roles of the Chair and Vice-Chair

13.1. The Chair is responsible for the leadership of the Council and ultimately to the
stakeholders for its effectiveness. As Chair of its meetings, they should promote
its well-being and efficient operation, ensuring its members work together
effectively and have confidence in the procedures laid down for business.

ii. Reporting regularly to the Council on the business of the University and

17.4. Committee and sub-committees may, from time to time and as they see fit, co-opt members with particular expertise. Such co-opted members shall have the
same voting rights as all other members of the committee and shall count towards
the quorum.

17.5. The Council may not delegate the following:

i. Determination of the educational character and mission of the University.
ii. Approval of the annual estimates of income and expenditure.
iii. Ensuring the solvency of the University and the safeguarding of its assets.
iv. Appointment, suspension or dismissal of the Vice-Chancellor, Pro-Vice-Chancellors, or the holder of any other Senior Post.
v. Varying or revoking the Articles of Association.

17.6. All Standing Orders on quoracy, voting, resolutions, withdrawal from meetings,
minutes, the preparation and availability of the agenda and papers, as outlined
above shall apply to the committees.

17.7. Each Committee will have a Chair who shall be appointed by Council. The Chair
may act for the Committee in specific circumstances approved by the Committee
and recorded within its minutes. For issues where prior approval by the
Committee has not been given, the agreement of a quorum of members shall be
sought. The Chair of a Committee may also take ‘Chair’s Action’ between
meetings of the Committee

with relevant experience and expertise if it considers this necessary, normally in
consultation with the Vice Chancellor and/or Chair of the Council. However, it may
not incur direct expenditure in this respect without the prior approval of the Chair
of Council or the Vice-Chancellor, as appropriate.
18.3. Clerking The clerk to the Committee will be the Secretary to Council, or their nominee.
18.4. Review The Committee should periodically (and at a minimum of every four years)
undertake a review of its terms of reference and its own effectiveness and
recommend any necessary changes to Council.

v. To consider the Accounts at the end of the Financial Year and recommend
them to the Council;
vi. To consider the annual Estimates and Accounts of Newman Firmtrust Ltd,
making recommendations to the Directors of Firmtrust as appropriate;
vii. To review and discuss the annual Accounts of Newman Students’ Union;
viii. To advise the Council on matters relating to the framework for the pay and
conditions of service of all staff other than the senior members of staff;
ix. To consider regular updates and advise the Council on people related
issues, including Newman’s staffing, policies and changes to employment
law and the People Sub Strategy;
x. To review and monitor plans for the development of the University estate
and buildings, to safeguard the University’s assets and to approve any
related expenditure;
xi. To make recommendations to Council as appropriate, and;
xii. To carry out an annual review of the Committee’s effectiveness.
19. Audit and Risk Committee

19.1. Scope
It is the role of the Audit & Risk Committee (the ‘Committee’) to advise and assist
Council in respect of the entire assurance and control environment of the
University.

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The Committee should periodically (and at a minimum of every four years)
undertake a review of its terms of reference and its own effectiveness and
recommend any necessary changes to Council.

19.5. Minutes
The minutes (or a report) of meetings of the Committee will be circulated to all
Governors.

19.6. Membership
The Committee shall be appointed by the Council from among Council’s own
membership. The Committee must consist of independent Governors with no
executive responsibility for the management of the University. There shall be no
fewer than three members, at least one of whom should have a background in
finance, accounting or auditing.

Members of the Committee may not be members of the Finance and General
Purposes Committee unless:
x that member is neither the Chair of the Audit and Risk Committee or the
Finance & General Purposes Committee; and
x such membership is the subject of an explicit, recorded resolution of the
Council.

 Members should not have significant interests in the University.

The Committee may, if it considers it necessary or desirable, co-opt external
members. Co-opted members will have the same voting rights as all other
members of the Committee and shall count towards the quorum.

19.7. Quorum
The quorum for meetings of the Committee shall be two independent Governors
or one independent governor and one external co-opted member.

19.8. Frequency
Meetings shall normally be held three times each academic year. The external
auditors or Committee Clerk may request that an extraordinary meeting be held.

19.9. Attendance at meetings
The Chief Finance Officer, the head of internal audit and a representative of the
external auditors shall normally attend meetings where business relevant to them
is discussed. The Committee has where 8.66 224.93

19.10. The Terms of Reference of the Committee are:
i. To ensure that an effective internal control system, which
promotes compliance with the laws and regulations governing
the higher education sector, is in place throughout the

including any matters affecting their independence and
objectivity.
xiii. To receive a copy of the annual Financial Statements and, if
necessary, consider any issues focusing on:
x Appropriateness of accounting policies
x Changes in accounting policies and practices
x Major judgmental areas
x Significant audit adjustments
x Compliance with accounting standards, legal or other
regulations;
When satisfied, recommend them to Council for approval.
xiv. To receive reports and approve policies for Risk Management
and Value for Money; to consider their soundness and focus on
the main issues.
xv. To produce an annual report for Council to include the
Committee’s opinion on the adequacy and effectiveness of the
University’s risk management, control and governance
arrangements and arrangements for promoting economy,
efficiency and effectiveness.
xvi. To make recommendations to Council as appropriate.
xvii. To carry out an annual review of the Committee’s effectiveness.

20. Nominations and Governance Committee

20.1. Scope
It is the role of the Nominations and Governance Committee (the ‘Committee’) to
advise and assist Council in respect of matters relating to governance and the
conduct of governing body business including the appointment of independent
Governors, Chair of the Council, the Chancellor and Pro Chancellor(s), Vice-Chancellor and other Senior Post Holders as defined within the Articles.

20.2. Authority
The Committee is authorised by Council to investigate any activity within its terms
of reference. It is authorised to seek out any information it requires from any
employee and all employees are directed to cooperate with requests made by the
Committee.

The Committee is authorised by Council to obtain outside legal or other
independent professional advice and to secure the attendance of non-members
with relevant experience and expertise if it considers this necessary, normally in
consultation with the Vice Chancellor and/or Chair of the Council. However, it may
not incur direct expenditure in this respect without the prior approval of the Chair
of Council or the Vice-Chancellor, as appropriate.

perspective and complements the work of the Audit and Risk Committee
who look at safeguarding from a risk and compliance perspective.
ix. monitor and report on any governance matters delegated to it by the
Council from time to time.
20.13. To make recommendations to Council as appropriate, and;
21.14.

exceptional circumstances for recommendations from the Committee to be
considered and approved by independent members of the Council only and this
determination will be made by the Chair of the Committee in consultation with
the Chair of the Council with advice from the Clerk to the Committee and/or the
Clerk to Council, as appropriate.

A formal record of agendas, papers and minutes for the Committee will be
maintained by the Clerk to the Committee.

A confidential record of meetings will be shared with the University Secretary as
Clerk to Council; redacted if deemed necessary by the Chair of the Committee.

21.6. Membership
The Committee comprises the following individuals:
x Chair of the Council
x Vice-Chair of Council
x Three other independent members of the Council including one (normally
the Chair), drawn from each of the following sub-committees:
Finance and General Purposes Committee
Audit and Risk Committee
Nominations and Governance Committee

The Chair of the Committee will be appointed by Council from amongst the
above members, other than the Chair of Council. The Chair of the Committee
shall normally be the Vice-Chair of Council unless they decline to act.

21.7. Quorum
The quorum for meetings of the Committee is three independent Governors,
including the Committee Chair.

21.8. Frequency
The Committee will meet no fewer than three times each year.

21.9. Attendance at meetings
 The following staff members will ordinarily be in attendance:
x Vice-Chancellor (typically only in attendance for discussions about staff they
manage)
x Director of Human Resources (in both an advisory capacity and as Clerk to the
Committee); and
x University Secretary as and when invited by the Chair.

21.10. The Terms of Reference of the Committee are: