

COUNCIL STANDING ORDERS

(Regulations made by the Council of the University of Birmingham pursuant to Section 9 of its Statutes, to regulate the conduct of Council business)

Meetings

- 1 Ordinary Meetings of the Council shall be held on such days and at such time and place as the Council may from time to time determine provided that at least three Ordinary Meetings shall be held each year.
- 2 A Special Meeting of the Council may be convened at any time at the request of the Pro-Chancellor, or the Vice-Chancellor, or by not less than one third of the remaining members requesting a Special Meeting in writing to the Registrar and Secretary.
- 3 Notice of each Ordinary Meeting of the Council accompanied by an agenda shall be circulated to each member by the Registrar and Secretary at least seven days before the date of the meeting. No business other than that arising out of matters referred to in such agenda shall be considered except with the consent of the Pro-Chancellor or, in his/her absence, the Chairperson of the meeting.
- 4 Members of the Council intending to bring forward any special business at an Ordinary Meeting shall give written notice of such business to the Registrar and Secretary at least fourteen days before the date of the meeting (this period of notice is to allow time for any supporting papers for the item to be compiled and circulated with the agenda). Special business of this kind will not be considered in the absence of the member giving written notice of the matter unless s/he has requested some other member to present it in his/her place and informed the Registrar and Secretary of such a request.
- 5 At least seven days' notice of a Special Meeting stating generally the nature of the business to be transacted shall be sent to each member of the Council and the meeting shall not be competent to transact any business other than that mentioned in the notice or directly arising therefrom.
- 6 The Chairperson shall have power to adjourn any meeting of the Council provided that no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting which was adjourned. No notice of any adjourned meeting shall be necessary unless it be adjourned for 14 days or more.
- 7 No communication shall be circulated from members of the University (individually or as group) to the Council, other than via the Registrar and Secretary, who shall consult in case of doubt with the Pro-Chancellor and / or Vice-Chancellor.

Chairperson

- 8 The Pro-Chancellor shall Chair meetings of Council. In the absence of the Pro-Chancellor the Deputy Pro-Chancellor shall take the Chair. In the absence of both the Pro-Chancellor and Deputy Pro-Chancellor, the Vice-Chancellor shall take the Chair and in his/her absence also the meeting shall elect its own Chairperson.
- 9 The Pro-Chancellor or, in his/her absence, the Deputy Pro-Chancellor, shall have authority to act on behalf of the Council between meetings of the Council and shall report any such action to the next Ordinary Meeting of the Council.

Secretary

- 10 The Registrar and Secretary shall be the Secretary of the Council. S/he, or a member of his/her staff to whom s/he has delegated the responsibility, shall have the duty of recording the proceedings of Council and of ensuring that its decisions and instructions are carried out.

Quorum and Voting

- 11 Council meetings shall be quorate provided that the lay members present (Class IV) exceed in aggregate those present in Classes I, II and III (i.e. non-lay members).
- 12 Motions shall be passed by simple majority voting except in the case of special resolutions recommending amendments to the Charter where, as required by Section 11(2) of the Statutes, the count of members shall be "not less than two-thirds of those present and voting". Voting shall be by show of hands unless any member demand a division which shall be taken in such manner as the Chairperson shall direct.

Conduct of Business

- 13 When the Pro-Chancellor deems it to be necessary, urgent business may be conducted between meetings by means of postal or email responses to a circulated item.

Executive Summaries

- 14 All items presented to Council should be accompanied by an Executive Summary of a length not exceeding one side of A4 paper.

The Executive summary shall make clear:

- the parts of the paper which require discussion or where the views of Council are being sought;
- any recommendations for action or decision by the Council

Organisation of Items on the Agenda

- 15 The agenda will normally be organised into four sections: preliminary items, strategic items requiring discussion and decision, substantive matters requiring Council's approval and matters for report or for information. Save when it is a question of factual accuracy, items in the section "for report or for information" on the agenda will be "noted", "received" or "approved" as appropriate without discussion. However, if a member of Council wishes to discuss an item in this section of the agenda, s/he shall notify the Registrar and Secretary, the notice to reach him / her a minimum of forty-eight hours before the meeting. If the request is not submitted by the deadline, the Pro-Chancellor shall notify Council of the request at the start of the meeting. The adoption of reports and recommendations of committees or of University officers and any consequent resolutions form substantive resolutions, which do not require seconding, and may or may not be discussed, as appropriate.
- 16 Items which refer to individual members of the University, or which are commercially sensitive will be included in the agenda, but marked "Confidential". The associated minute shall not be published or circulated, save to members of the Council and to such other members of the University as may be necessary on a "need to know" basis. Requests from others to be provided with the information contained in such minutes must be made in accordance with the Data Protection Act 1998, the Freedom of Information Act 2000, the Environmental Information Regulations 2004, or related legislation, and will be dealt with on a 'case-by-case' basis.
- 17 In discussing items, Council should avoid assuming responsibility which it has delegated to a sub-committee or individual.

Approval of Items

- 18 The following may be moved without notice:
- (1) accuracy of the minutes
 - (2) the proposals listed in Standing Order 28 (1) (a) to (d)
 - (3) reference to a committee
 - (4) leave to withdraw or to amend a motion. If the motion has been formally seconded, the motion may only be withdrawn with the approval of the seconder. The withdrawal of the motion shall terminate discussion of it.
 - (5) change of precedence for an item of business specified in the agenda
 - (6) suspension of Standing Orders in accordance with the provisions of Standing Order 42

Motions and Amendments

- 19 A motion or amendment shall not be discussed unless it has been proposed and seconded. A motion from the Chair does not require to be seconded. If written notice has not been given before the meeting, the Chairperson may require the motion or amendment to be put in writing and handed to the Chairperson before it is further discussed or put to the meeting. A member

when seconding a motion or amendment may, if s/he then declares an intention to do so, reserve a speech until later in the debate.

Addressing the meeting

- 20 A member when speaking shall address the Chairperson. If two or more members speak simultaneously the Chairperson shall call on one to speak and the other or others shall then be silent. While a member is speaking the other members shall remain silent, unless raising a point of order.

Declaration or Conflict of Interest

- 21 A member who has a direct or indirect interest in an item on the agenda shall declare that interest as soon as practicable after the commencement of the item, and must do so before addressing the meeting. He or she should then judge whether it is appropriate to take part in the consideration or discussion of the matter or to vote on any question with respect to it, and whether it is appropriate to leave the meeting during the consideration of the relevant matter.
- 22 Where a member declares an interest, but decides not to withdraw, or where an interest is not declared, notwithstanding it being entered in the Register of Members' Interests, the Pro-Chancellor may remind Council that the member has an interest and may, with the approval of Council, require the member concerned to withdraw until consideration of the matter has been completed. (see also Section 16 of the University's Code of Practice on Corporate Governance and Related Procedural Matters).

Amendments to motions

- 23 An amendment shall be
- (a) to leave out words
 - or (b) to leave out words and insert or add other words
 - or (c) to insert or add words.

Such omission, insertion or addition of words shall not have the effect of negating the motion before the Council.

Order in which amendments shall be made

- 24 (1) One amendment only may be moved and discussed at a time and no further amendments shall be moved until the amendment under discussion has been dealt with.
- (2) 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 motion upon which any further amendments may be moved.

Right of reply

- 25 (1) The mover of a motion has a right of reply at the close of the debate on the motion, immediately before it is put to the vote. In his / her reply

(s)he shall confine him/herself strictly to matters raised in the course of the debate.

- (2) If an amendment is moved, the mover of the original motion shall also have a right of reply at the close of the debate on the amendment. The mover of the amendment shall have no right of reply to the debate on his / her amendment.

Points of order

- 26 (1) A member may raise a point of order and shall be entitled to be heard forthwith.
- (2) A point of order shall relate only to an alleged breach of a Standing Order or statutory or common law provision and the member shall specify the Standing Order or statutory or common law provision and the way in which s/he considers it has been broken.
- (3) The ruling of the Chairperson on a point of order shall not be open to discussion.

Motions which may be moved during debate

- 27 When a motion is under debate no other motion shall be moved except:
 - (1) to amend the motion
 - (2) to postpone consideration of the motion
 - (3) that the subject of debate be referred back to the committee
 - (4) that the question be now put
 - (5) to proceed to the next business
 - (6) to adjourn the debate
 - (7) to adjourn the meeting
 - (8) to suspend Standing Orders under Standing Order 42

Closing motions

- 28 (1) A member may move without comment at the conclusion of a speech by another member:
 - (a) that the question be now put.
If the motion is seconded the Chairperson shall immediately put to the vote the motion that the question be now put and then, if it is passed, give the mover of the original motion the right of reply under Standing Order 25 before putting the motion to the vote.
 - (b) that the Council proceed to the next business
If the motion is seconded the Chairperson shall immediately put the motion to the vote.
 - (c) that the debate be now adjourned
 - (d) that the Council do now adjourn.
If the motion is seconded, the Chairperson shall immediately put the adjournment motion to the vote. The mover of the original motion has no right of reply on that occasion.

- (2) A second motion during discussion of the same item of business "that the Council proceed to the next business" or "that the Council do not adjourn" shall not be made within a period of one hour unless moved by the Chairperson.

Rescinding of previous Council resolution

- 29 (1) No motion to rescind any resolution passed in the Council within the preceding six months, and no motion or amendment to the same effect as one which has been negatived within the preceding six months, shall be moved unless the notice thereof given in pursuance of Standing Order 4 bears the names of at least six members of the Council.
- (2) When any such motion has been disposed of by the Council, no member shall move a similar motion within a further period of six months.
- (3) This Order shall not apply to motions moved in or in respect of the report or recommendation of a committee.

Committees

- 30 The Council may appoint standing, substantive or advisory committees, boards and sub-committees for such purposes and with such powers as it thinks fit, may appoint to them persons who are not members of the Council and may make regulations for their proceedings. Subject thereto, each committee, board or sub-committee may regulate its own procedure and may deal with any matters delegated to it.
- 31 Subject to the proviso in Standing Order 26 (1) Council may suspend or dissolve any standing, substantive or advisory committee, board or sub-committee.
- 32 The Chairperson of each committee, board or sub-committee of the Council shall be appointed by the Council.
- 33 The Council may delegate authority to Standing Committees or Committees or Special Committees and shall specify the extent of the powers of each such Committee in terms of reference approved by Council for each of its Standing Committee or Committees or Special Committees. In addition to taking such action as may be authorised by its terms of reference, each Substantive Committee or Special Committee shall have authority in case of urgent need between meetings of the Council to take such action as it deems fit provided that the matter concerned falls within the general ambit of its responsibilities and provided also that each and every matter in which such action is taken is reported to the next following meeting of the Council.
- 34 The Pro-Chancellor and the Vice-Chancellor shall be ex officio members of all committees, boards and sub-committees of the Council excepting only the Audit Committee. (The Vice-Chancellor will withdraw from the Remuneration Committee when his/her salary, terms and conditions (and where appropriate severance payment) are under consideration.)

- 35 The quorum for each committee, board or sub-committee of the Council shall be not less than one third of the total number of members, excluding the ex officio members as defined in Standing Order 34.
- 36 Each committee, board or sub-committee may at its discretion co-opt in any one academic year not more than two persons for periods not exceeding one academic year.
- 37 Between ordinary meetings of any committee or board the Chairperson of the committee or board shall have power to act on behalf of the committee or board on any matter requiring an immediate or early decision unless in the opinion of the Chairperson the nature of the business is such as to justify the summoning of a special meeting of the committee. Where the Chairperson of a committee or board is in doubt about the course of action s/he should take, and where it is for any reason impractical to call a special meeting of the committee, the Chairperson shall consult as many members of the committee as possible and the Vice-Chancellor (who in turn may wish to consult the Pro-Chancellor or Deputy Pro-Chancellor) before coming to any decision. Any decisions taken by the Chairperson under these delegated powers shall be reported to the next succeeding meeting of the Committee.

Delegation of Powers

- 38 Items of business specified for specific decision by Council in Statutes, Ordinances or Regulations may not be delegated and shall be subject to discussion and approval at the next available ordinary meeting.

Authority to approve items which will require expenditure of less than £2m (or of such a figure as Council shall determine) may be delegated.

Appointment Committees

- 39 The procedures for making senior appointments are specified in Ordinances. Save where indicated differently in the Ordinances or agreed by Council, appointments to Council and to its committees shall be made by the Council on a recommendation of the Council Membership Committee. Other appointments are made in accordance with custom and practice.
- 40 Except in special cases where Council makes prior alternative arrangements, each Appointment Committee is authorised to approve the making of a firm offer of appointment to a selected candidate.

Use of the Common Seal of the University

- 41 Any contract or other document required by law to be made under seal shall be validly executed if it is sealed with the Common Seal of the University and signed by the following persons in whose presence the Seal is affixed:
- (1) a Member of the Council and
 - (2) the Registrar and Secretary (or nominated deputy)

Suspension of Standing Orders

- 42 Standing Orders may be suspended by a resolution passed by a two-thirds majority of members present and voting.

Amendments to Standing Orders

- 43 Any amendment necessary to the Standing Orders shall be presented to the first Ordinary Meeting of Council in each academic year.
- 44 These Standing Orders shall be presented to Council at its first Ordinary Meeting in each academic year for approval. The Membership and Powers and Duties of the Council shall also be circulated at that meeting. A copy shall be provided to each new member of Council as he or she takes up appointment.
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