

BRUNEL UNIVERSITY OF LONDON

Council Ordinance 4

Meetings of Council and Standing Orders

Council may, at an ordinary meeting, suspend or amend a Standing Order, provided that the suspension or amendment does not conflict with the Charter, Statutes or Ordinances, and that the suspension or amendment is approved by a simple majority of those members present and voting.

1. Ordinary Meetings

- 1.1 Ordinary meetings of the Council of the University shall be held normally not less than four times each year.
- 1.2 Notice of all Ordinary meetings of the Council shall normally be published in the University Calendar by the Secretary of Council annually. The agenda for each meeting, accompanied by relevant documents, shall normally be issued to members of the Council by the Secretary, at least seven clear days before the meeting.
- 1.3 Meetings will be a hybrid of face to face and online, however members will be encouraged to attend in person whenever possible. The mode of attendance is at the discretion of the Chair of Council.
- 1.4 Ordinary meetings of Council will take place on campus and in person. Virtual attendance is by exception and with prior agreement with the Chair of Council. By contrast, meetings of Council committees may take place virtually but at least one meeting of each such committee shall take place on campus in person in each academic year.

2. Extra-Ordinary Meetings

- 2.1 An Extra-Ordinary meeting of the Council may be summoned by the Chair, or in their absence, the Deputy Chair or by the Secretary on receipt of a written request signed by any nine members of the Council stating the purpose for which a meeting is required. The Secretary shall give seven clear days' notice before the meeting. An Extra-Ordinary meeting will only consider the business specified in the request for the meeting.
- 2.2 Extra-Ordinary meetings may take place in person, virtually or by a hybrid of in person and virtual attendance.
- 2.3 A resolution in writing or in electronic form agreed by members of Council shall be as valid and effectual as if it had been passed at a meeting of Council, provided that the proposed resolution is sent to every member of Council and a simple majority (or such higher proportion as may be required by the Charter, Statutes or Ordinances depending on the nature of the resolution) of the members signify their agreement to the proposed resolution within 28 days of the date of its circulation.

3. Quorum

- 3.1 Seven members of Council shall constitute a quorum of which the independent members must constitute a majority. In the absence of a quorum, business may be discussed and decisions may either be deferred to the next quorate meeting of Council or considered to be taken by Chair's action on the advice of members present, provided no member present registers any objection.

4. Voting

- 4.1 Other than as specified in the Charter, every matter at Ordinary or Extra-Ordinary meetings shall be determined by a simple majority of the members of Council present and voting on the question. Council may require the vote to be recorded in the minutes, either by name or numerically. In the case of equality of votes on any matter, the Chair of the meeting shall have a second or casting vote.

5. Agenda, Order and Conduct of Debate

- 5.1 The agenda will be issued to each member not less than seven days before the meeting unless the Chair determines otherwise in light of the nature of business.
- 5.2 Once the agenda has been approved by the Chair, requests to remove or add items must be made through the Secretary who will liaise with the Chair. In relation to the request.
- 5.3 No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chair.
- 5.4. For routine matters, those specifically delegated to the Chair, or for urgent matters when there is no time to call a meeting, Chair's action may be used.
- 5.5. Decisions may be taken by resolution over email circulation if they are required to be made between meetings and would not require an extraordinary meeting.
- 5.6. The agenda for a meeting of Council may include items marked with an asterisk, which will signify that the item(s) so marked will be expected to pass without discussion. Not less than 24 hours before the start of the meeting any member may request that the asterisk be removed, thereby permitting discussion of the item.
- 5.7. Members may wish to raise questions of detail with the authors of papers in advance of the meeting with a view to improving the effectiveness of the meeting.

6. Reserved Matters

- 6.1. The University is open and transparent in the dissemination of information throughout the institution. However, in order to protect certain of its interests and subject to various statutory requirements (for example, relating to data protection or freedom of information), items of business considered confidential or sensitive may be declared to be Reserved Matters.
- 6.2. Papers will be clearly marked if they contain Reserved Matters and members must respect and comply with the requirement to keep the contents of such papers private and confidential.
- 6.3. The University will periodically review the classification of papers and minutes marked as 'reserved' – particularly when originally classed as reserved to protect commercial interests.

7. Publication of documents

- 7.1. The agenda and papers for each meeting will be published on the University's virtual boardroom software. This is a password-controlled environment in which relevant papers, which may include Reserved Matters can be shared

together with other documents and materials that may support the business of Council.

- 7.2. Notice of the publication of agenda and papers will be circulated to members by email.
- 7.3. The Secretary to Council may from time to time issue guidance on the format and content of papers and minutes for Council.

8. Minutes

- 8.1. Minutes of every meeting shall be kept by the Secretary, who shall be responsible for maintaining a master file of all minutes and papers and subsequently archiving them. The Secretary shall circulate the unconfirmed Minutes to the Chair as soon as reasonably practical after each meeting.
- 8.2. The minutes of each meeting shall, after confirmation, be signed by the Chair at the succeeding meeting.

9. Chair's Action Between Meetings

- 9.3. The following categories of business may be conducted by the Chair of Council or any of its committees.
 - (i) Business which is unfinished at Council or committee meeting for lack of information or the absence of a quorum but on which a clear steer is given to guide the decision when the information becomes available;
 - (ii) Business which is approved at Council or committee subject to certain conditions to be met by the management or other parties and signed off by the chair;
 - (iii) Business involving signature/s to the detailed formal paperwork associated with a prior decision of Council or committee such as the sale of a building;
 - (iv) The signing of routine contracts that commit the University or a subsidiary company, above a certain level of expenditure;
 - (v) Routine decisions on Senior University Officers (Chair of Council/Remuneration Committee only);
 - (vi) Urgent business between meetings, canvassing the support of other Council and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of Council or committee and should only be taken where there is material risk to the University or a subsidiary company.
- 9.4. Where a Chair's Action takes place, this will be recorded in the minutes of the next meeting.