



## **Terms of Reference and Standing Orders of Academic Board**

**Effective from 1 September 2020**

## **MEMBERSHIP OF ACADEMIC BOARD**

1. The Academic Board shall consist of the following members:
  - 1.1. The Principal.
  - 1.2. Those holders of such posts among the Management Team whom Council has determined should be Academic Board Members.
  - 1.3. Those holders of such posts among the Members of Non-Academic Staff whom Council has determined should be Academic Board Members.
  - 1.4. Three students of the College, who are representative of and elected by the whole student body in accordance with procedures established by the Students' Union.
  - 1.5. The President of the Students' Union.
  - 1.6. The heads of each Academic Unit (or in the event that the head of an academic unit is an Academic Board member in another capacity, another member of academic staff in the relevant Academic Unit appointed in accordance with the procedure prescribed in the Standing Orders).
  - 1.7. Ten or the sum of the number of members set out in paragraphs 2.1 to 2.3 of Statute 5 (whichever the higher). Members of Academic Staff who shall be elected from and by the Members of Academic Staff in accordance with the procedures prescribed in the Standing Orders of Academic Board.
  - 1.8. The Members of Academic Staff elected to Council as set out in paragraph 3.2 of Statute 3.
  - 1.9. Up to three co-opted members, who will be appointed by Academic Board in accordance with the procedures prescribed in the Standing Orders of Academic Board. Co-opted appointments shall be reported to Council.

## **CO-OPTED MEMBERS**

2. Staff who are appointed to the Academic Board to provide specialist knowledge not otherwise represented by the Board. Such members do hold voting rights.

## **INVITED OBSERVERS**

3. Staff who are invited by the Chair to observe meetings of the Academic Board and who would not normally be invited to contribute to discussions. Invited observers are not members of the Academic Board and as such do not hold voting rights.
4. The list of invited observers will be approved by the Academic Board at the start of each academic year. Any amendments to this list will be brought to the attention of members prior to the start of the meeting to allow for any comments on this change.

## **IN ATTENDANCE**

5. Staff who are requested by the Chair to attend meetings of the Academic Board and who speak to matters by the invitation of the Chair. Such individuals do not hold voting rights.

## **PURPOSE**

6. The Academic Board shall be responsible for the academic work of the College in teaching and examining and in research. It may also advise the Council on the general management of the College.

## **TERMS OF REFERENCE**

7. Without prejudice to Section 9 of the Royal Holloway and Bedford New College Act 1985, and subject as appropriate to the Statutes, Ordinances and Regulations of the University of London, the powers and duties of the Academic Board shall be:
  - 7.1. To regulate and control all teaching and the duration and structures of degree programmes;
  - 7.2. To regulate and control all teaching and the duration and structures of diploma and certificate programmes;
  - 7.3. To award Royal Holloway and Bedford New College academic qualifications, and to make recommendations for the award of University of London academic qualifications;
  - 7.4. To award certificates, diplomas, or other academic awards to persons who have fulfilled the conditions of award;
  - 7.5. To regulate the admission of persons to programmes of study;
  - 7.6. To plan the academic development of the College;
  - 7.7. To maintain and enhance the quality of the College's academic provision;
  - 7.8. To award College scholarships, prizes and other distinctions;
  - 7.9. To award honorary titles other than Emeritus Reader, Emeritus Professor, or Visiting Professor;
  - 7.10. To regulate all College examinations and to appoint internal and external examiners;
  - 7.11. To terminate the appointment of any examiner for negligence, misconduct, or other good cause;
  - 7.12. To promote research in the College and to require reports on research from time to time;
  - 7.13. To assure the quality of teaching and research in the College;
  - 7.14. To establish School Boards, as appropriate, and to determine their constitution, terms of reference and standing orders;
  - 7.15. To establish committees, boards or panels, and to delegate responsibilities to such bodies as appropriate, in accordance with any requirements laid down in the statutes or by the Council;
  - 7.16. To consider any matter referred to the Board by the Council or the Principal.
8. Subject to the provisions of the Statutes, the regulations and any directions of the Council, the Academic Board may regulate its procedures and the conduct of its business and may, with the Council's approval, make Standing Orders for these purposes.

## **STANDING ORDERS**

9. These Standing Orders are made by the Academic Board in accordance with Statute 5.
10. Academic Board may amend these Standing Orders as required, provided that the amendment is approved by two thirds of those present and voting.
11. Minor amendments may be made by the Secretary to the Academic Board to reflect changes in job title and other administrative matters which have no material effect to the substance of the standing orders. Any such changes must be reported to the next meeting of the Academic Board following the change.
12. Every member shall receive a copy of the Standing Orders and College Statutes on becoming a member of the Academic Board.

## **SUSPENSION OF STANDING ORDERS**

13. In cases of urgency, any standing order may be suspended at any meeting of the Academic Board provided that two thirds of the members present and voting agree. The suspension shall affect only business transacted at that meeting of the Academic Board.

## **CHAIR OF THE ACADEMIC BOARD**

14. The Chair will be the Principal. In the absence of the Principal, the Deputy Principal (Academic) shall act as Chair. In the event that neither the Principal nor Deputy Principal (Academic) is available to Chair the meeting, the Principal or Deputy Principal (Academic) will designate the Senior Vice-Principal (Academic Strategy, Partnerships and Resources) or the Senior Vice-Principal (Education) as Chair.
15. The Principal shall be an ex officio member of all committees established by the Academic Board.

## **SECRETARY TO THE ACADEMIC BOARD**

16. There shall be a Secretary to the Academic Board who will be a senior member of the academic administration, normally the Director of Student and Academic Services, appointed by the Principal.
17. It is the responsibility of the Secretary to ensure that minutes shall be taken of all formal meetings of the Academic Board. These minutes shall be agreed at the next meeting of the Academic Board. No motion or discussion shall be allowed except to their accuracy.

## **MEETINGS**

18. Meetings shall be held a minimum of once per term.
19. The quorum of all meetings shall be one third of the total membership. The majority of attendees shall be the Heads of Academic Units and the elected members of academic staff.
20. Agendas and papers will be circulated at least seven days in advance of the meeting. Any member of the Academic Board may submit a request to the Chair for any item(s) of business to be included on the agenda. The inclusion and order of items of business shall be agreed by the Academic Board Executive Committee, and any late additions shall be at the discretion of the Chair. If the Chair does not include the item on the agenda, an explanation will be provided in the meeting as to which committee will consider the item.
21. If, seven days before the date of an Ordinary Meeting, the Chair has not received notice of any business which is, in the Chair's view, of sufficient importance to justify the holding of the meeting, the Chair shall have the power to cancel the meeting, provided that six clear days' notice of such cancellation be given to members of the Academic Board.
22. The Chair may at any time, and the Secretary of the Academic Board shall at the request in writing of eight members, call a Special Meeting of the Academic Board.
23. When a Special Meeting of the Academic Board has been called, written notice shall be sent by email to members six working days before the date of the meeting except that, where in the opinion of the Chair there is urgency and the Chair so directs, the notice may be sent three working days before the meeting.
24. Matters proposed as a vote shall be decided by a simple majority. In the case of equal votes supporting either option, the Chair of the meeting will have a second and casting vote. The number of members voting for and against and those abstaining will be recorded in the minutes.

25. In exceptional circumstances, and only with the agreement of the Chair, any member may participate in a meeting through electronic means. A member so participating will be deemed to be present in person and shall accordingly be counted in the quorum and be entitled to vote.

### **DECISIONS BETWEEN MEETINGS**

26. Where an urgent matter requires decision between meetings of the Academic Board, in the first instance the Chair will attempt to call a meeting of the Academic Board Executive Committee, to whom the power has been delegated to consider significant items of urgent business. Chair's Action should only be used in extremis.
27. Any decisions taken by Chair's Action shall be reported to the next ordinary meeting of the Academic Board.

### **REPORTS TO THE COUNCIL**

28. The Academic Board shall report its proceedings to the meetings of Council and provide an annual report at a time determined by the Council.
29. In the case of a division on any matter on which the Board makes representations or recommendations to the Council, the report to the Council shall record the substance of all motions considered by the Board and the numbers who voted for and against or who abstained from voting on each motion.
30. All members of the Academic Board will be required to submit a declaration of interests in line with College processes. This will be reported to Council as part of the College's Register of Interests.

### **COMMITTEES OF THE ACADEMIC BOARD**

31. The Academic Board shall create committees to fulfil specific tasks as delegated to them. The Terms of Reference of each committee will be subject to approval by the Academic Board Executive Committee and be received by the Academic Board for information.
32. In order to fulfil the duties as set out in the terms of reference Committees can seek approval of Academic Board to co-opt and to amend their membership.
33. The Committees of the Academic Board and their Terms of Reference including any delegated powers are available on the College website.
34. In exceptional circumstances, and only with the agreement of the Chair of Academic Board, any member may participate in a meeting of a committee of the Academic Board through electronic means. A member so participating will be deemed to be present in person and shall accordingly be counted in the quorum and be entitled to vote.

### **ELECTIONS OF ACADEMIC STAFF TO THE ACADEMIC BOARD**

35. The Director of Student and Academic Services shall act as Returning Officer for the elections.
36. The Director of Student and Academic Services shall give notice of the elections by email and on the College intranet to the members of the electorate at least four weeks before voting is due to take place, and shall at the same time invite nominations.
37. Any change in the number of vacancies will be dealt with by a separate election process unless it occurs

between the call for nominations and the close of the period for nominations. In such an event, notification of the change in vacancies will be made to the electorate by email and on the College intranet within 2 working days of the Returning Officer being informed of the change. The deadline for receipt of nominations will not be affected by any amendment to the number of vacancies.

38. Each nomination shall be signed by the candidate and by a proposer and seconder and be accompanied by a statement (not exceeding 300 words) about the candidate. Nominations shall be received by the Returning Officer at least one week before voting is due to take place.
39. In the event that the number of nominations received are an equal number to, or fewer than, the number of vacancies, the candidates will be elected unopposed to the Board without the need for an election. The outcome will be published on the College intranet within 5 working days of the appointment.
40. If a greater number of nominations than the number of vacancies are received an election will be held. The election will be conducted electronically or in the event that an electronic system is not available, by postal vote.
41. Each member of the electorate may cast their vote only once.
42. Votes shall be cast and counted in accordance with a simple majority system for both electronic and postal voting.
43. The candidates' nomination statement and proposers will be provided to the electorate when voting opens.

#### **Electronic Method**

43. The electorate shall be informed by email and on the College intranet when the electronic voting system is open for voting and at the same time when the voting will close, and will be provided with instructions on how to cast a vote. The closing date will not be less than two weeks after notification of the opening of the electronic voting system.
44. The electronic record of the vote will be retained until the next Academic Board meeting, after which it will be destroyed. The electorate will be notified by email and on the College intranet when the results are announced that the record will be open to for inspection during this period.

#### **Postal Method**

45. Voting papers shall be issued to all members of the electorate at least two weeks before the date on which the votes are to be counted. The electorate shall be informed of the closing date for the receipt of voting papers at the same time as they are issued.
46. The Returning Officer shall collect and scrutinize the voting papers and shall declare invalid any paper that:
  - 46.1. Does not bear a validation number
  - 46.2. Indicates an inappropriate number of preferences
  - 46.3. Has been defaced
47. The electorate will be informed by email and on the College intranet not less than 2 weeks in advance of when the counting of the vote will take place and will be offered the opportunity to observe the count. Any member of the electorate who wishes to observe the count must inform the Returning Officer not less than one week ahead of the count. The Returning Officer reserves the right to restrict

the number of observers above 5 people if this causes logistical problems which would delay the count.

48. The records of the vote and count will be retained until the next Academic Board meeting, after which they will be destroyed. The electorate will be notified by email and on the College intranet when the results are announced that the record will be open for inspection during this period.

### **Outcome**

49. The candidate(s) with the highest number of votes shall be elected. In the event of two or more candidates receiving an equal number of votes, and there being fewer vacancies than the number of candidates with equal votes, the candidate(s) to be declared elected shall be determined in the presence of those candidates by the Returning Officer with the single toss of a coin.
50. The Returning Officer shall publish the results of all filled vacancies on the College intranet within 5 working days and the Academic Board will be informed of the result at the next meeting.
51. Any allegation of irregularity in the process of filling the elected positions should be brought to the attention of the Returning Officer or in the case that the matter involves the Returning Officer, the Chair of the Academic Board, immediately and no later than 2 months of the notification of the outcome of the election or the appointment of candidates if no election has been necessary. The Academic Board Executive Committee will be notified at the time any allegation is received. The investigation should normally be concluded within 2 weeks. The findings of an investigation will be presented to the Academic Board Executive Committee which will determine any action to be taken. The matter will be reported to the Academic Board at its next meeting or earlier by email if required by the Academic Board Executive Committee.
52. In the event of an unforeseen circumstance which is not covered by the Standing Orders, the matter will be referred to the Academic Board Executive Committee to determine the most appropriate way of proceeding. Any resulting amendments necessary to the Standing Orders will be brought to the next meeting of the Academic Board for approval.

### **APPOINTMENT OF STUDENT MEMBERS TO THE ACADEMIC BOARD**

53. The Students' Union constitution, over which Council has oversight, prescribes the election of all sabbatical and non-sabbatical officers of the Union. The Students' Union shall, as soon as is possible and no later than four weeks before the first meeting of the Academic Board of the academic year, inform the Secretary of the three students who shall sit on the Academic Board, having been elected to their office in line with the procedures established in the constitution.
54. At least one of the three student members (Statute 5, paragraph 2.4) shall normally hold an office in the Students' Union which is associated with the academic work of the College.

### **TERMS OF OFFICE**

55. Elected members of Academic Staff shall hold office for three years from 1 October in the academic year of their election. If still eligible for election at the end of the three years, they may be re-elected for a second term of office for a further period of no longer than three years. On the completion of 2 consecutive terms of office elected members will retire. They are not eligible to be re-elected until a full calendar year has passed following their retirement from the Academic Board.

56. In the event of a vacancy arising before the designated end of a term of office, the Secretary shall arrange an election as soon as reasonably practicable. The replacement member's first term of office will conclude on the date originally attributed to the member vacating office.
57. Elected student members shall hold office for one year from 1 August in the calendar year of their selection and shall then retire. Student members may be re-elected for a second term of office. If a Student Member vacates office mid-term, a replacement may be supplied by the Students' Union, provided this person has been elected to that office by the entire student body.
58. Co-opted members shall hold office for up to three years from the date of their membership. They may be co-opted for a further three years. They will then normally retire and will not be eligible for co-option onto Academic Board until a full calendar year has passed following the date of their retirement. The Chair of the Academic Board may, in exceptional circumstances, allow a co-opted member to remain on the Academic Board for one additional year following the completion of two terms of office.
59. The Principal, those members of the College Management Team and of the Professional Services who Council have determined should be members of Academic Board, the President of the Students' Union and the Heads of Academic Units shall remain on the Academic Board as long as they hold the relevant office.
60. Elected Members and Student Members shall vacate office if they cease to hold the status of staff or student under which they were elected.
61. A Head of an Academic Unit cannot hold an elected position on Academic Board. However, if the Head of an Academic Unit is an Academic Board Member in another capacity, they shall nominate another Member of Academic Staff in the relevant Academic Unit to sit on the Academic Board. This nomination must be approved by the Chair of Academic Board.
62. An elected member of Council cannot hold an elected position on the Academic Board.

#### **RESIGNATION OF MEMBERS AND REMOVAL FROM OFFICE**

63. Any member who resigns during a fixed term of office shall be required to submit their resignation in writing to the Chair of the Academic Board.
64. Any elected member of the academic staff who misses three consecutive ordinary meetings shall cease to be a member unless the Academic Board Executive Committee decides otherwise.



## **APPENDIX - PROCEDURES**

### **Procedure to co-opt an individual to the Academic Board**

- When it is identified by the Academic Board Executive Committee that a particular set of skills which would be of importance to the business of Academic Board are not currently possessed by a member, an individual with those skills will be sought.
- The Secretary will approach either the Heads of School, Head of the relevant Professional Service or the Chief Executive Officer of the Students' Union, dependent on the skills required, to ask that they seek an individual from within their section who possesses the necessary skills.
- Once one or more individuals have been identified, the Secretary will be informed and provided with a statement from their Head of School, Head of Service or CEO which explains how they meet the skills gap.
- The Secretary will contact all of the proposed individuals to ascertain whether they are willing to sit on Academic Board. Once assent has been given, the Academic Board Executive Committee will consider all of the individuals proposed.
- The recommendation of the Academic Board Executive Committee will be communicated to the members of the Academic Board to advise them of the intended co-option and provide a period of not less than 10 working days to raise any queries or objections.  
If it is agreed to co-opt the individual to the Academic Board, a formal vote will take place before the start of the next meeting of the Academic Board to formalize the individual's status.

### **Procedure for requiring an elected member of Academic Staff to step down following a change in the number of members set out in paragraphs 2.1 to 2.3 of Statute 5**

- If there is a change in the number of members set out in paragraphs 2.1 to 2.3 of Statute 5 which requires a reduction of the number of elected members on the Academic Board, action will only be taken once the member(s) who are on their second term of office reach the date on which they were due to step down.
- When this time is reached, the Academic Board Executive Committee will consider how to redress the balance.

### **Procedures for a Head of an Academic Unit to choose a replacement if they are a member of the Academic Board by another means**

- If a Head of an Academic Unit is a member of the Academic Board by virtue of a different role, they must nominate a member of their Academic Unit to act in their stead as a representative member of the department.
- The Head of the Academic Unit may only choose one person to replace them on the Academic Board and this person will remain on the Academic Board for as long as the Head of the Academic Unit is a member of the Academic Board by another means.
- It is recommended that the nominee has significant experience as an academic member of staff and has demonstrated engagement with the running of the Academic Unit or with academic governance.
- The Head of the Academic Unit shall advise the Chair of the Academic Board of their nominee at least four weeks prior to the next meeting and this will be considered for approval by the Academic Board Executive Committee. This is to ensure that the nominee meets the description above. If the choice is not approved, the Head of the Academic Unit will be informed and provided with reasons for this decision.
- The Head of the Academic Unit will be invited to repeat the process until the Committee approves of the choice.