

REMOVAL OF A GOVERNOR

1. Introduction

The Instrument of Government of the University provides that:

“If at any time the Board of Governors is satisfied that any member of the Board of Governors:

- (a) has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
- (b) is unable or unfit to discharge the functions of a member,

The Board of Governors may by notice in writing to that member remove him from office; and thereupon the office shall become vacant.”

The Board has adopted the following rules to regulate the removal of a member from office in these circumstances.

2. Absence from Meetings

- (i) If a Governor has been absent from Board meetings for a period of nine months without the permission of the Board, the Chair or Deputy Chair will contact the Governor pointing out that he or she may be removed from office if they are absent for a period of twelve months and seek an indication as to whether they are likely to commence attendance at meetings within the twelve month period, whether they wish to continue as a Governor and any other comments the Governor may wish to make. Clearly, the tone of the correspondence will be sensitive to any known circumstances, such as illness.
- (ii) Once the Governor has been absent for twelve months, at the next meeting the Chair or Deputy Chair will submit a confidential report on the circumstances to the Board and the Board will consider whether or not to remove the Governor from office. In the event that the Governor attends that meeting, he or she will be given the opportunity to address the Board, but will, if the Board so resolves, withdraw from the meeting for any discussion and vote.

3. Unable or Unfit to Discharge the Functions of a Member

- (i) The removal of a Governor from office against their wishes is not a step to be taken lightly. Depending on the circumstances, removal from office could be damaging to an individual's reputation. Nonetheless, if the interests and reputation of the University are materially disadvantaged by a particular Governor then the Board must be prepared to act.
- (ii) Possible circumstances in which a member might be removed could include:
 - (a) a criminal conviction;
 - (b) actions which bring the University into disrepute;
 - (c) actions which call into question their ability to uphold the Nolan principles of Public Life and in particular selflessness, objectivity and honesty in discharging the role of a Governor, including any failure to declare a material interest;

- (d) serious illness;
 - (e) breach of confidentiality in connection with Board business;
 - (f) bankruptcy.
- (iii) Careful reflection would be required before any Governor is removed simply because their views were not shared by the majority of the Board or they were critical of the University's policies.
- (iv) If any Governor considers that another Governor is unable or unfit to discharge the functions of a member they should first approach the Chair (or Deputy Chair if the Governor in question is the Chair) and the Chair or Deputy Chair will decide whether to approach the Governor in question on an informal basis to discuss the concerns which have been expressed.
- (v) If the matter is not resolved, the Governor who has raised the concern will be informed. Notwithstanding any other rules of the Board, the Governor will need to secure the support of a quorum of the Board before placing the issue on a Board agenda.
- (vi) The Governor who has raised the concern will submit a motion for the removal from office, together with a justification. The Governor concerned will be entitled to seek legal advice in preparing that justification at the University's expense, having first discussed this with the Chair or Deputy Chair and agreed a reasonable limit to the costs involved.
- (vii) The matter will be taken as confidential business. The Governor whose position is under review will be given the opportunity to address the Board but, if the Board so resolves, will withdraw from any discussions and a vote.
- (viii) The Governor whose position is under review will have been given at least twelve days notice (disregarding the day on which the notice is given and the day of the meeting) of the meeting, the resolution and the reasons for it.