

STANDING ORDER 5: Proceedings of the Court of Governors

1. INTRODUCTION

- 1.1. Article 7 of the Articles of Association ('the Articles')¹ specifies procedures for Court of Governors ('the Court') meetings including matters such as the quorum and voting arrangements and states that the Court will make rules for "*the conduct of meetings of the Court of Governors and its committees*"².

2. PURPOSE

- 2.1. This standing order was formally approved by resolution of the Court on 2 October 2024. The purpose of the standing order is to specify the rules for proceedings of meetings of the Court.

3. RULES FOR PROCEEDINGS OF THE COURT OF GOVERNORS

- 3.1. The proceedings of the Court will not be invalidated by any failure to appoint, or any defect in the appointment or qualification of any governor, or during any period when the number of appointed governors falls temporarily below the number required by Article 5.2.
- 3.2. Any decision or resolution of the Court may be rescinded or varied at a subsequent meeting if all governors have received 14 days' notice in writing of the intention to rescind or vary the decision or resolution.
- 3.3. Unless the Court determines otherwise, the following procedure applies to meetings of the Court and committees of the Court. References in this standing order to the Court or the governors is, where appropriate, applicable also to committees of the Court and members of a committee of the Court.
- 3.4. The Court specifies in a schedule of business the types of business to be discussed or minuted at meetings of the Court or committee and the purpose and action that apply in respect of the consideration of each type of business.
- 3.5. A resolution in writing signed by all the governors entitled to receive notice of a Court meeting or a committee of the Court is as valid and effectual as if it had been passed at a meeting of the Court or a committee of the Court duly convened and held. The resolution may consist of several documents in the same form each signed by one or more governors or committee members.
- 3.6. All or any governors may participate in a meeting of the Court or committee of the Court by means of an online meeting tool (e.g., Microsoft Teams), a conference telephone or other communication equipment that allows all participants in the meeting to hear each other. A person participating in this way is deemed to be present in person at the meeting and is entitled to vote or be counted in a quorum accordingly. Such a meeting is deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair is.

4. MONITORING AND REVIEW

- 4.1. The Court will monitor this standing order and review its effectiveness annually. The standing order may be amended by the Court from time to time.

¹ University of Westminster Articles of Association (October 2024)

² Procedures for committee meetings are covered in Standing Order 4 Committee structure and procedures.