

## **ROLE OF A COMMITTEE MEMBER (Updated September 2015)**

Being a committee member is about much more than simply attending meetings, although that is one of a committee member's tasks! You should see it as an active not a passive role. Obviously you do need to attend meetings, but you also need to be aware of what your committee is authorised to do, and to work with the other members of the committee to reach a consensus, so enabling business to be completed, or to move on through the committee structure.

Details of the membership and terms of reference of all committees are set out in the School's Standing Orders which can be found at:

<http://www.soas.ac.uk/admin/governance/standingorders/>

When the committee structure was reviewed in 2007, certain general principles were agreed. These principles form the foundation on which the committee structure is based. The principles are set out in Annex 1 of this document.

### **MEMBERSHIP AND TERMS OF REFERENCE**

1. You need to be aware of who the other members of your committee are. Not everyone who attends the committee meetings will necessarily be a member of the committee. Members of the committee are listed in the School Calendar. Some committees have people 'in attendance'. They are there to offer advice when this is required.
2. SOAS committees normally contain two categories of member. Some members are 'ex-officio', which means that they are members of the committee by virtue of the post they hold in the School. Others are nominated members. Members may have been nominated by, for example, Faculties, the Pro-Directors, the Registrar or the Students' Union Executive Committee, and will have been put forward because of the particular skills, interests or expertise they have.
3. With the exception of student committee members (who are appointed for one year, with the possibility of reappointment for a further year), internal committee members who are not ex-officio are appointed with the expectation that they will serve a minimum of three years, and a maximum of five years on a committee (see Standing Orders Annex XX).
4. Irrespective of their route to the committee, all committee members are expected to work together to help the overall governance of the institution, for the benefit of the School as a whole.
5. Unless explicitly stated in the Terms of Reference of a Committee (e.g. a Trade Union representative) members of committees are not at meetings as representatives of a particular group. Members are on committees as individuals, and are chosen because they have skills, knowledge or interests relating to the areas dealt with by the committee. While members may be from a particular group, and can bring the views of that group to the meeting, once at the meeting, the interests of the School must be the overriding consideration.
6. Given this, it would not normally be possible for another individual to attend a meeting in place of a committee member who was unable to attend a meeting. However, if it were known in advance that a committee member would be unable to attend two or more consecutive meetings, then an alternative member could be nominated, where someone with suitable skills or knowledge was available. The process of nomination would be as for the original member.
7. Details of the membership of the committee and its Terms of Reference should form part of the agenda of the committee's first meeting of the academic session. It is essential that you are aware of the committee's Terms of Reference. These describe the areas with which the committee should be dealing.

8. It is important to remember that, whatever the item under discussion, a committee is not empowered to discuss individuals, or individual cases, unless this is explicitly set out in the committee's Terms of Reference. The School has a legal obligation to respect an individual's right to confidentiality and privacy.

9. Once your membership of a committee has been confirmed, please check the date and venue of each of the meetings in the School Calendar. You will also find in the School Calendar a diagram showing the hierarchy of committees within the School. This will show you whether any committees report to your committee, and to which committee(s) your committee needs to report. All committees are ultimately responsible to the Board Trustees.

## **CONFLICT OF INTEREST**

10. The School's Standing Orders, which can be found at <http://www.soas.ac.uk/admin/governance/standingorders/>

contain details of the Terms of Reference of all Committees and information about the School's governance, state the following:

There is a general duty on all members of the Board Trustees and its Committees to disclose at the earliest practical opportunity any financial or other beneficial interests they or any close associate or any organisation in which they hold office of employment may have in any transaction and consideration between the University and a third party. The circumstances in which such a declaration is appropriate are when the Board Trustees or any of its Committees has business which is relevant to those interests or when in the course of the meeting the member becomes aware that they have or may have a financial or other beneficial interest in a specific item of business to be transacted.

The proper manner of indicating a conflict or potential conflict of interest is to inform the Secretary (as Clerk to the Board Trustees) in advance of the meeting or to draw it to the attention of the Chair of the meeting as the member becomes aware of a conflict during the course of discussion.

The non-disclosure of interest, if established as material to the business of the Board Trustees or its Committees, may lead to action by the Board Trustees including removal from office.

11. You should also think about the possible implications of these rules for internal conflicts of interest caused by sectional and personal considerations. For example it would be inappropriate for

- a) a committee member to take part in discussions of a contract or outsourcing arrangement if they, or one of their family, have an interest in a company that is one of the bidders, or
- b) a student member of a committee to take part in discussions concerning the nomination of external examiners for the programme on which they are a student.

12. In some circumstances the committee may decide that it would be desirable for the individual to withdraw from the meeting for that item.

## **AGENDA**

13. All items on the agenda must be within the committee's Terms of Reference.

14. One category of items on the agenda will be 'standing items', so-called because they

- a. appear on every one of the agendas for a particular committee (the Director's Report to Academic Board would be an example), or
- b. appear at particular times of the year (such as consideration of visiting examiners' reports)

15. Most committees have responsibilities relating to particular areas of School strategy and policy, so another group of items are those concerned with proposed changes to School strategy or policy, which need to be considered and approved through the committee process.

16. A third category of items are ad hoc issues which fall within the committee's Terms of Reference.

### **Papers to go on the Agenda (Appendices)**

17. If you have an item which you would like put on to the agenda, you should contact the committee Secretary informally to check whether the item falls within the Terms of Reference of the committee, and whether it can go forward to the next meeting of the committee. It might not always be possible to do this. Someone else may have already put forward a paper on the same issue for the next meeting, and the Secretary is likely to suggest that you contact that individual with a view to producing one paper for the committee to consider. Alternatively the Chair might wish to discuss the issue you are proposing at a future meeting, and may ask you to produce a paper for that meeting instead. Please remember that the Chair has the final say over what appears on the agenda.

18. There are Guidelines for producing committee papers which can be found at:  
<http://www.soas.ac.uk/admin/governance/policies/file72069.pdf>

19. It is important that committees receive an appropriate level of information and detail, in an easy to follow format, to enable them to complete their work effectively and efficiently. Papers need to be as focused and as short as possible, setting out the facts that the committee needs in order to do whatever it is being asked to do.

20. Your committee secretary will be able to offer advice about writing a committee paper, if you should need it.

### **Deadlines**

21. In order that committee papers are produced on time, there are strict deadlines which must be met. Given that committee papers should be sent out far enough in advance to allow committee members enough time to read through them before the meeting, and the Secretary will need time to organise and produce the agenda, the Secretary will generally need to be made aware of planned papers at least 4 weeks in advance of the meeting. The Chair and Secretary are responsible for setting a deadline which will allow the timely dispatch of papers. This means that, effectively, you need to start thinking about agenda items at least a month before a scheduled meeting.

### **Open and reserved papers**

22. You should receive an agenda and papers for each meeting several days before the meeting takes place and it is important to take the time to read them before you attend the meeting.

23. Depending on the nature of the items discussed by the committee, some committees may have two agendas - an open agenda and a reserved agenda (the latter should always be on yellow paper, so should be easy to identify). As few items as possible will have been placed on a reserved agenda. Reserved items will normally be (as set out in Standing Orders Annex XIV) where matters under discussion are of a sensitive nature for reasons of protocol or commercial interest or because they relate to individual or identifiable staff or students. These provisions have to be interpreted in light of the Freedom of Information Act and related legislation such as the Data

Protection Act, which now define the legal framework for rights of access to information held by the School.

24. Committee Secretaries will have taken into account of Freedom of Information factors when setting open and reserved agendas. Essentially, this involves:

\*Identifying items which match certain categories, and placing them on the reserved agenda. These items should go on the reserved agenda because they would be likely to generate information that would be exempt if they were to be requested under Freedom of Information. The record of the discussion of these items should go in to reserved minutes.

\*Placing **all other items** on the open agenda. The record of the discussion of these should appear in the open minutes.

25. Detailed guidance has been produced by the Information Compliance Manager on what types of items should go into open and reserved business: see 'Freedom of Information and Data Protection: Guidance for Committee Servicing' which can be found at (<http://www.soas.ac.uk/infocomp/foi/committees/>).

**26. It is essential that all committee members recognise that items which appear on a reserved agenda should be dealt with in the strictest confidence. It is possible that to reveal such information could in some circumstances be unlawful or lead to legal action.**

27. If you do not understand something on the agenda you should contact the committee Secretary.

#### **What the committee is being asked to do**

28. Items listed on the agenda will indicate how they are to be dealt with by the committee, so the committee may be asked to note/receive/consider/approve/recommend/endorse items. The following definitions may be of help to you:

- \* **To note:** to acknowledge information given. There is generally no need to discuss the item in question
- \* **To receive:** to formally receive the document or information. The committee is not being asked to make a decision
- \* **To consider:** to discuss the topic/document. The committee is not being asked to make a decision about it but is being asked for its views
- \* **To approve:** to discuss and reach a decision about something wholly within the committee's remit
- \* **To recommend:** to discuss an issue and recommend action to another body
- \* **To endorse:** to support a decision made elsewhere

#### **Starred items**

29. Items which the committee is asked to note would not normally be discussed at the meeting. The Secretary may have put an asterisk by such items. In this case there should be a note at the top of the agenda stating that such items will not be discussed at the meeting unless the Chair/Secretary is informed by 9am on the day before the meeting that you wish to discuss a particular item.

#### **To follow/tabled papers**

30. There may be items mentioned on the agenda that are marked 'to follow'. This means that the paper will be sent to you in advance of the meeting but was not ready at the time the agenda was prepared and circulated. Please try to avoid this if you are preparing a paper for the committee. This is not good practice as the members will have only limited time to consider your paper. You must ask permission from the Chair for the paper to be sent out after the agenda has been distributed.

31. There may also be items that are marked 'to be tabled'. This means that you will not receive the item until the meeting itself. Again, it is not good practice to table papers, as committee members do not have an opportunity in advance of the meeting to consider the item. Committee members are strongly discouraged from tabling items, and this is only allowed with the express permission of the Chair.

### **Any other business**

32. The Standing Orders of the School clearly state (Annex XIV) that 'no business will be transacted at a meeting other than that specified in the agenda paper, except for any matter of which the Chair has been advised in advance, which s/he considers urgent and which has arisen too late to be specified in the agenda'.

33. Committee agendas used have 'Any Other Business' as their final item. However, some committee members assumed that this meant that they could raise any issue that they wished to, whether or not it fell within the committee's remit, and irrespective of whether the matter had been discussed with the Chair or Secretary in advance of the meeting. Agendas therefore no longer include 'Any Other Business' as a standing item.

34. This does not mean that issues cannot be raised which do not appear on the agenda, but these issues must be discussed with the Secretary/Chair in advance, so that the Chair can decide whether the item is urgent and falls within the remit of the Committee.

35. Major items which require the committee to make a decision should not be raised in this way. As previously mentioned, committee members will not have had an opportunity to consider such items before the meeting, so limiting the effectiveness of any decision. If such an item is so urgent that it cannot wait until the next scheduled meeting, it may be necessary to hold an additional meeting to consider it.

### **MEETINGS**

36. The Chair will usually take items on the agenda in the order in which they appear. The Chair may have a good reason to alter the order, and, if so, should explain the changed order of business to the committee. For example, the Chair may have asked someone from outside the committee to attend the meeting at a particular time to speak to an item on the agenda, so that item will need to be discussed when the individual arrives.

37. After consideration, the committee may make a decision about a particular item (if that was what it was asked to do) or it may decide that it does not have enough information to make a decision and defer consideration of the item until this information is available. It may also refer an item elsewhere for consideration before taking the matter forward.

38. It is sometimes the case that more than one committee has an interest in a particular area. This is unavoidable, given the nature of the issues dealt with, but this needs to be managed. Committees which share areas of interest also have some overlapping committee membership. If you are on several committees which have linked responsibilities, it is important that you share with each committee the outcome of any discussions at other committees.

39. The Chair is responsible for the flow of business through the meeting and determines when the committee should move onto the next item. If the Chair is about to move to the next item and you are not sure of what has been agreed about the item under discussion please ask for clarification.

40. While the Chair is there to lead to the meeting, it is important that you take responsibility for making the points that you feel are necessary. Comments should all be addressed to the Chair. This means that, even if you wish to comment directly on something said by another committee member, you should always address them through the Chair. However strongly you feel about

something, your comments should always be made in a professional manner and, whatever the situation, personalities should not be brought into it. Please see Annex XIV of Standing Orders for further information on the procedures for the conduct of meetings. As mentioned earlier, while committees may talk about situations in general, they must not discuss individuals, or individual cases (except where it is specifically the business of the committee to do so).

41. Whilst it is the duty of the Chair to ensure that all members of the committee are able to contribute, it is equally the case that the business of all committees can only be properly conducted if the authority of the Chair is respected. Committee members are required to co-operate with the Chair to ensure the fair and effective transaction of business, and the observance of the courtesies of debate.

### **Extraordinary Meetings**

42. Occasionally, it may be necessary to call an Extraordinary Meeting of the committee. Details of how this can be done are found in Annex XIV of Standing Orders. It is important to note that the purpose of an extraordinary meeting must be clearly stated when the request for it is made. The agenda for the meeting should only contain papers directly relevant to the issue(s) under discussion. The meeting is not asked to approve minutes, deal with matters arising, nor will discussion of other issues be allowed.

### **MINUTES**

43. Committee Secretaries are responsible for distributing copies of the minutes to committee members, and for ensuring that information is placed on the School website at an appropriate time.

44. Please read the minutes as soon as you receive them, as you need to inform the committee Secretary as soon as possible if you do not agree with any part of the minutes. You may only raise issues concerning the accuracy of the record. You cannot object to the minutes if you simply do not like what was agreed. You should then discuss with the Chair (usually through the committee Secretary) a revised form of words. Please note that the Chair is responsible for deciding the final content of the minutes that go out to committee members for approval, and the Chair may not agree that a change is necessary.

45. At the meeting you may have been asked to take some action concerning matters on the agenda. The minutes and the Action Sheet, which should be attached to them, should act as a reminder to you of what you need to do. When you have carried out the required action please let the committee Secretary know, as he or she is required to keep a record of it. You will be asked to report back to the next meeting on what you have done. Action points will only be removed from the Action Sheet once confirmation has been received that the action is complete.

### **OPEN PAPERS ON THE WEBSITE**

46. In September 2013, the Information Commissioner's Office updated its guidance on information it would expect universities to publish proactively in order to meet their publication scheme commitments under the Freedom of Information Act 2000.

47. To ensure compliance with this Act, it has been agreed that the open agenda, open appendices and open minutes of any committee meeting should be published on the School website after the minutes of that meeting have been approved at the following meeting of the committee.

Jan Airey  
Secretariat Manager

## Principles on which the committee structure is based

### 1. Committees should be strategic, not operational.

It has been agreed that the role of most committees is to develop School strategies and to monitor their delivery. Committees are not expected to assume responsibility for operational areas which are the responsibility of others (such as the Professional Services Directorates, or the Deans). This enables a group of individuals, with a range of experience, expertise and responsibilities, to contribute towards establishing the direction in which the School is heading, whilst leaving those with particular operational skills and knowledge to determine how we get there.

Where committees have responsibility for dealing with specific operational issues (for example LTQC), this is set out in the Committee's terms of reference.

### 2. Membership

#### a) Committees should be as small as practicable

Committees need to be a size which will allow discussion and debate to flourish, in order that consensus can be reached. It is pretty difficult to ensure that this happens when numbers get into double figures, let alone when the committee numbers 30+. Large committees are also wasteful of people's time.

#### b) Committees contributed to the governance of the School.

The role of committee members is not to represent a particular group or interest. Members are on committees as individuals, bringing their skills and expertise to help with the overall governance of the institution, to the benefit of the School as a whole. While members may be from a particular group, and can bring the views of that group to the meeting, once at the meeting, the interests of the School must be the overriding consideration.

The only exception to this non-representative role is where committees (such as Health & Safety) have, for example, Trade Union representatives on them, and are required to do so.

This view of committee membership is supported both in the School's Standing Orders and in the guidance produced by the Committee of University Chairs (CUC), which the School is required to follow.

#### c) Given the strategic nature of committees, membership should include those who are responsible for ensuring delivery on strategies at senior level.

Much of what committees do is about devising, proposing and refining strategies for the School, and then monitoring its implementation. Directors of Professional Services on a committee need be able to take an overview of what is achievable, and then (where appropriate) to ensure that the colleagues for whom they are responsible actually deliver. It is not necessary for every operational manager whose area falls within the remit of a committee to be a member of that committee or to attend every single meeting. They may attend for items where they have specific responsibility if the committee feels this would help with its work.

Directors of Professional Services should only be members of those committees at which their areas of responsibility are discussed on a regular basis. Otherwise, they should be invited to attend particular meetings where specific items are discussed.

Some academic committee members will be there because they have been nominated by their Faculty in order to bring certain experience or expertise to meetings. However, depending on the

committee, for the reasons outlined above, it may also be necessary to have senior academic managers as members as well.

That is not to say that committees cannot ask for reports from individuals who are not members (they can, and have always been able to do this), and individuals can be asked to attend parts of meetings to speak to any papers they may have written, or provide advice where this is required. However, they would not be expected to attend every meeting, and should only attend for a specific item.

### **3) Committees can invite specialists to attend parts of meetings**

In the past, the number of people 'in attendance' at some committee meetings outnumbered the members. When the current committee structure was put in place, it was agreed that it was wasteful to have people who were not members attending every meeting of the sub-committees of Academic Board and Resources & Planning Committee, so these committees do not have people 'in attendance'. This should not stop these committees inviting individuals with particular expertise to attend parts of meetings to speak to papers if they can make a valuable contribution, and committees currently do this on a regular basis.

### **4) Communication**

#### **a) The 'owners' of information are best placed to ensure that this information is communicated to those who need it**

Committees are not suitable vehicles for the effective communication of information across the School, and it would be wrong to expect them to fulfil this function for which they are clearly not designed. It is the responsibility of the Committee Secretary to ensure that if someone provides a paper for a committee, and is not then at the committee meeting to hear the outcome of any discussion, they are told what has happened.

However, the owner of a policy/procedure etc is by far the best person to know who else in the School needs to be informed about it, and is therefore responsible for making sure that this is done.

#### **b) Committees with Chairs and membership in common**

Where more than one committee has an interest in a particular area, the membership of committees is designed to ensure that there is some level of overlapping membership. It is reasonable to expect members who are on both committees to share with one committee the outcome of any discussion at the other committee.

In addition to this, Chairs of committees have been chosen for the same reason. Wherever possible, committees that have areas in common are chaired by the same individual. It is intended that this should ensure the exchange of information between, and continuity across, committees which deal with related business.

Committee Secretaries also have a responsibility to liaise with Chairs and other Committee Secretaries to ensure that papers move through the committee structure in an appropriate way, and that there is clarity in relation to which items are dealt with by each committee.

### **5) Negotiation**

School committees are not a mechanism for negotiating with the senior executives of the School. There are formal mechanisms in place for such negotiations, and committees are not one of them.

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