ROLE OF A COMMITTEE CHAIR

Being a committee Chair is a very important role. It will be an interesting activity and at times will be challenging. Your role is to ensure that the business which comes to your committee is dealt with appropriately, and that the committee reaches a consensus, so enabling the business to move on through the committee structure. It is essential that you are familiar with your committee’s Terms of Reference so that you are aware of what decisions your committee is authorised to make. You also need to be aware of the reporting lines of your committee and where it fits in the committee structure.

The School Calendar contains diagrams showing the committee structure 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 Governing Body.

You will need to work very closely with your committee Secretary. Notes have been prepared about the roles of committee Secretary and of committee member and you may find it useful to read these.

MEMBERSHIP AND TERMS OF REFERENCE

1. Details of the membership of all committees and their Terms of Reference are set out in the School's Standing Orders, which can be found at: http://mercury.soas.ac.uk/directorate/policydocuments/SOASStandingOrders.pdf

2. Along with the section of Standing Orders which details the procedures for the conduct of meetings (Annex I.i), the Terms of Reference should form the first item on the agenda of the committee’s first meeting of each academic session. These describe what can be discussed at the meeting, the areas about which the committee has the authority to make decisions, and those for which it can only make recommendations to a higher level committee. Your committee cannot decide to alter its Terms of Reference. Changes to Standing Orders are ultimately approved by Governing Body.

3. You need to be aware of who the members of your committee are. Not everyone who attends the committee meetings will be a member of the committee. Full members of the committee are listed in the School Calendar. These are the only people who are able to vote on an issue in the unlikely event that a vote should be required. Occasionally a committee may agree to co-opt a member, in order to make use of their expertise (please see Standing Orders Annex I.v for details of which committees may co-opted members and how this should be done). Co-opted members are treated in the same way as full members, but do not have the right to vote on issues of policy. Others present may be ‘in attendance’, there to offer advice when this is required, but they cannot vote.

4. 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 (e.g. Promotions Committees). The School has a legal obligation to respect an individual’s right to confidentiality and privacy. For further information on this, see ‘Freedom of Information and Data Protection: Guidance for Committee Servicing’ (http://www.soas.ac.uk/about/index.cfm?navid=3252).

5. Please check the date and venue of each of the meetings of your committee in the School Calendar. As Chair, if you feel it necessary you may call additional meetings of the committee during the session. You must give those who attend the meetings notice of each new meeting (see Annex I.i of Standing Orders for exact timing, as this will depend on whether the committee has lay members), and your committee Secretary will need to book a room for each meeting that is not listed in the Calendar.

CONFLICT OF INTEREST

6. The School's Standing Orders, which contain information about the School's Governance, state the following:

There is a general duty on all members of Governing Body 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 Governing Body 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 Clerk to the Governing Body 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 Governing Body or its committees, may lead to action by Governing Body including removal from office.

7. If, as Chair, you discover in the course of discussion that you have a financial or other beneficial interest in the item of business under consideration, you should immediately end the discussion, explaining to the committee that you feel you may have a conflict of interest, and refer the matter to the Clerk to the Governing Body.

8. You should also draw the attention of committee members to the possible implications of these rules for internal conflicts of interest caused by sectional and personal considerations.

AGENDA

9. You will need to agree with your committee Secretary who needs to be contacted before each meeting to see whether they have items for the agenda. You may decide that the committee Secretary should only contact committee members and those in attendance. Alternatively, the business of your committee may be such that it is appropriate to remind others in the School of the deadline for papers, as items are more likely to come from individuals who do not attend meetings of your committee.

10. You may need to hold several meetings with your committee Secretary to agree the agenda for a committee meeting. You may find that you receive items from members which are outside your committee’s Terms of Reference. If you have any doubts about whether your committee should be discussing an item please speak to the Academic Services Manager.

Open and reserved agendas

11. Depending on the nature of the items discussed by your committee, the committee may need two agendas - an open agenda and a reserved agenda.

12. As few items as possible should be placed on a reserved agenda. If an item is put onto a reserved agenda, it is important that you know why. Reserved items will normally be (as set out in Standing Orders Annex I.i) 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.

13. The School aims to make as much committee information as possible publicly available by publishing open minutes and open agendas (but currently not appendices or tabled papers) promptly on the intranet, and on the external website after a delay of approximately 12 months. Doing so will make the work of SOAS's committees more open and transparent, and will help us to meet our obligations under Freedom of Information legislation. Much committee business is routine and non-sensitive, so it makes sense to disseminate this information within the School and place this information in the public domain.

14. To achieve the goal of publishing open business, committee Secretaries need to take 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.

15. Detailed guidance has been produced by the Data Management Officer on what types of item should go into open and reserved business: see ‘Freedom of Information and Data Protection:
Guidance for Committee Servicing (http://www.soas.ac.uk/about/index.cfm?navid=3252). It is important that all committee Secretaries and Chairs read this guidance. Failure to draw the correct distinction between open and reserved business could not only lead to access to information being restricted unnecessarily; in some situations, disclosing information incorrectly could be unlawful (e.g. because doing so violates the Data Protection Act), or could lead to legal action against the School by a third party.

Confidentiality
16. 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.

17. Student members of committees are treated in the same way as all other committee members, and receive all papers.

Format of agenda
18. There may be items which appear on every agenda (standing items) or ones that appear at particular times of the year. The committee Secretary should keep a note of the latter ones for future reference.

19. At the first meeting of the committee in each session, the first item on the agenda should be the committee noting its membership and Terms of Reference along with the procedure for the conduct of meetings (Annex I.i of Standing Orders), followed by approval of the minutes of the previous meeting. For every other agenda the first item should be the approval of the minutes of the previous meeting, followed by ‘Matters Arising’. You will need to agree with the committee Secretary the order of the remaining items on the agenda, and how they are to be presented to the committee.

20. You might find the following definitions helpful when determining how papers are to be presented to the committee:

- **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

21. The final item on the agenda should be ‘Any Other Business’. The same order of business applies on the reserved agenda.

Knowing the agenda
22. You must make sure that you have read papers carefully before putting them on the agenda. At the meeting you will need to be both well informed and impartial, so having read a paper you may wish to discuss it with the originator. Along with the committee Secretary, you will need to decide whether a paper contains information which means it should appear on the reserved rather than the open agenda. You also need to make sure that you are familiar enough with the business on the agenda that you will not be surprised by the contents of any of the papers at the meeting.

Items to note
23. Routine items which the committee is being asked to note would not normally be discussed at the meeting. The committee Secretary may, with your permission, 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 is informed by 9am on the day before the meeting that a member wishes to discuss this particular item.

To follow/tabled papers
24. Someone submitting a paper may ask that the item be put on the agenda, but the paper itself be sent out after the agenda has been distributed, but before the meeting, as the paper will not be ready in time to distribute with the agenda. Your permission is required for this to happen. It is not good practice, as committee members will only have a limited time to consider the paper, so should be
strongly discouraged unless absolutely necessary. This item would be listed on the agenda as ‘to follow’.

25. Sometimes people will ask to ‘table’ a paper. This means that the item is put on the agenda, but the paper is not circulated to individuals until they arrive at the meeting. This can only happen with your explicit approval. Again, this is not good practice, as it does not allow committee members the opportunity to consider items in advance of the meeting, and should only be allowed in exceptional circumstances. This item would be listed on the agenda as ‘to be tabled’.

26. As Chair, you have the final say on which items appear on the agenda (assuming they come within the remit of the committee).

**Distribution of papers**

27. Agendas should be sent out, under confidential cover in advance of the meeting. Please see Annex I.i of Standing orders for full details. This means that the agenda will need to be finalised at least a week before the meeting. Agendas cannot be altered once they have been sent out. Please ensure that you have time to meet with the committee Secretary in the weeks running up to the meeting, as the committee Secretary will be working to tight deadlines.

**Speakers**

28. Having considered the papers, you may decide to invite someone from outside the committee to speak to an item on the agenda, especially if they have written the document concerned. The committee Secretary will need to make the arrangements and to agree a time for the person to arrive at the meeting. The individual should leave after their item has been discussed, or before this if the committee needs to discuss the matter without them being present.

29. You should try to meet with the committee Secretary before the committee meeting, to discuss how items are to be handled and to identify items that may generate considerable discussion.

**Chair’s Action**

30. Occasionally there may be items that your committee is asked to deal with which are so urgent that a decision has to be made before the next meeting of the committee. In this case they can be dealt with by Chair’s Action. This is when you make a decision on behalf of the committee. This should only happen when it is absolutely necessary.

31. If, under the committee’s Terms of Reference, an item has to be passed to another committee (once you have taken Chair’s action) the committee Secretary of your committee will need to provide to that committee the paper and a coversheet explaining any action that you have taken. The paper will also need to appear on the next agenda of your committee, so that members may note the action you have taken.

32. It may also be agreed that certain minor routine items may regularly be dealt with by Chair’s Action. Again, the result of this will need to be reported to your committee, and to any other committee that needs to be informed of the matter.

**MEETINGS**

33. At the meeting itself, ensure that you and the committee Secretary sit next to each other. You may need to speak to each other during the meeting.

34. You should consider carefully where you sit in the room, and the layout of the tables. It is important that you can be clearly seen by everyone in the room, and that you can see everyone, so that you are at all times aware of which members wish to speak. If several wish to do so, it is your job to decide the order in which they speak. As far as possible you should be the focal point of those present.

**Co-option/Non-attendance**

35. Committee members who are unable to attend a meeting should have informed you or the Secretary in advance. Some may ask if they can send a substitute to attend on their behalf. Standing Orders (Annex I.v) states that Governing Body, Academic Board, Finance and General Purposes Committee, Quality Audit and Assurance Committee, Promotions Committee, Governing Body Membership Committee, Senior Staff Remuneration Committee and the Percival David Foundation Council have no powers of co-option or provision for alternates where members are absent.
For other committees:

   i) with the committee’s approval, the Chair of each committee may agree that additional
   members of the committee may be co-opted, subject only to the provision that co-opted
   members may not vote at meetings where matters of policy are being determined;

   ii) with the agreement of the committee, the Chair may authorise an alternate to be present in
   place of an absent member of the committee.

36. You do not have to agree to this, as you may feel it would be too disruptive to the working of the
committee to have someone present who is not aware of all the issues that have previously been
discussed. If you do agree, then you will need to confirm with the committee at the start of the
meeting that they are happy for a substitute to be present.

Quoracy
37. You, with the committee Secretary, will need to ensure that the meeting is quorate. Quoracy is
defined in Standing Orders (one-third of the membership, except for Governing Body, F&GPC and
Academic Board). You should be aware of which people in the room are full members of the
committee, as only full members count towards quoracy. No formal business can be transacted
without a quorum of members present.

General
38. Part of your role is to ensure that the meeting starts on time, and that all items on the agenda are
covered. Agenda items will normally be taken in the order in which they appear. You may have a
good reason to alter the order, and, if so, you should explain the changed order of business to the
committee. For example, you 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. Alternatively, there may be an item on the reserved agenda which it
would be appropriate to discuss alongside an item on the open agenda.

39. Generally the first item on either an open or reserved agenda should be the approval of the
previous set of minutes. Committee members should have raised with you before the meeting any
issues they have concerning the accuracy of the minutes. They cannot object to minutes if they
simply do not like what was agreed. It is your decision as to whether a suggested amendment to the
minutes is put to the committee for approval. If you think an amendment is appropriate, you should
agree with committee Secretary and the individual committee member a revised form of words. If
possible this negotiation should be done before the meeting of the committee at which the minutes are
approved. The committee can then be asked to agree this amendment at the start of the next
meeting, when the minutes are formally approved.

40. After the minutes of the previous meeting have been approved, the next item should be ‘Matters
Arising’. Only issues which do not appear as substantive items on the agenda should be taken here.
To ensure that everything is covered, ask for a brief update on each of the items on the Action Sheet
(attached to the minutes) at this point. This will allow the committee to gain a view of action taken
since the last meeting, and will also remind committee members of action points they may have
forgotten.

41. You are responsible for the flow of business through the meeting and for determining when the
committee should move on to the next item on the agenda. Before moving on to the next item, it is
good practice to summarise any discussion and its outcome, so that the committee Secretary and the
others present are fully aware of what has happened.

42. Your role as Chair means that you are there to facilitate discussion, and to ensure that everyone
has a say where appropriate. There is a fine line to be drawn between allowing someone to express
their views and allowing someone to monopolise the meeting. Annex l.i of Standing Orders outlines
general rules relating to the conduct of meetings. You are there to help the committee to work
towards a consensus, to provide background information where necessary, and for ensuring decisions
are reached (in situations where the committee is being asked to make a decision). You need to
maintain the pace (and peace!) of the meeting, and ensure that the committee does not get bogged
down in unnecessary detail. It is your place to see that responsibility for any necessary action is
allocated appropriately and recorded.
43. Even if a member wishes to comment directly on something said by another member, their comments should always be made through the Chair. It may be necessary for you to ask members to observe this rule strictly.

44. 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.

45. After consideration, the committee may decide that it is not ready to make a decision about a particular item (if that is what it is being asked to do) and may defer consideration of the item to a future meeting. It may also refer an item to another committee for consideration.

46. The Standing Orders of the School clearly state (Annex I.i) 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. No papers may be tabled without the consent of the Chair’.

Any other business
47. The last item on each agenda will be ‘Any Other Business’. Before the meeting committee members should ask if you are happy for them to raise an issue under ‘Any Other Business’. They should not be allowed to introduce any major items under this heading. Only minor items should be raised here, and they should really be items for information, rather than discussion. Once again the reason for this is that committee members will not have had an opportunity to consider such items before the meeting, so limiting the effectiveness of any discussion.

48. Papers should not be introduced ‘out of the blue’ at the meeting. It is unfair on the committee members to expect them to make decisions based on papers they have not had the opportunity to read in advance.

49. On very rare occasions (perhaps because, before completing the agenda, the committee runs out of time, or is about to become inquorate) you may decide to adjourn the meeting and reconvene it at another time. This is not good practice, as all members may not be able to attend the second part of the meeting, and extending the meeting will delay the passage of items through the committee structure. However, it requires much less paperwork than ending the meeting with part of the agenda not dealt with, and calling another meeting to deal with remainder of the agenda. This is because, if the meeting is adjourned and reconvene, there is no need to produce minutes of the first part of the meeting and a new agenda for the second part of the meeting, as (for committee purposes) they are the same meeting. Members should therefore be asked to bring all of their papers to the second part of the meeting, whenever that takes place. A certain amount of notice must be given when reconvening a meeting - please the Annex I.i of Standing Orders for details.

50. Please note that no changes can be made to the agenda between the two parts of an adjourned meeting. During the second part of the meeting the committee should not revisit items dealt with in the first part.

Extraordinary Meetings
51. Occasionally, it may be necessary to call an Extraordinary Meeting of the committee. Details of how this can be done are found in Annex I.i 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 ‘any other business’ be allowed.

MINUTES
52. The committee Secretary should draft minutes (one set for open business and one for any reserved items), which should include an action sheet showing those responsible for taking any necessary action, and the deadline for completion. Please note that the committee may only have an open agenda, but if during discussions items arise which fall into the categories mentioned under the guidelines relating to Freedom of Information then the Secretary will need to produce two sets of minutes, one open and one reserved.

53. You need to approve the minutes before they are sent out.
Circulation of minutes
54. The minutes should be circulated as soon as possible after the meeting. For committees which meet more than once a term, it is acceptable for hard copies of the minutes to go out up to a week after the meeting. For committees which meet once a term or less please see section on ‘minutes on the intranet and website’ for details of the timing of the distribution of minutes. You should make sure that you have time to consider the draft minutes as soon as they are completed.

55. Committee members may raise with you (usually through the committee Secretary) issues concerning the accuracy of the minutes. They cannot object to the minutes if they simply do not like what was agreed. To reiterate, it is your decision as to whether you are prepared for an amendment to the minutes to be put to the committee for approval, and any such discussion should take place before the next meeting of the committee. If you agree to an amendment, this is approved by the committee when the minutes of the meeting are approved at the start of the next meeting. The minutes which have already been sent out are not recalled and amended.

Minutes on the intranet and website
56. It is important that the open minutes (and agendas) of committee meetings are made available promptly to staff, and in due course to the wider community outside SOAS. This will improve communication within the School and transparency in the School’s operations, in accordance with the objectives for the period 2006 - 2016 in ‘SOAS 2016 - A Vision and Strategy for the Centennial’.

57. A series of committee web pages has been created on the external website. These pages include password protected links to open minutes and agendas which are only accessible to intranet users, and non-protected links to open minutes and agendas which are accessible to the public. Password protection is normally removed from minutes and agendas 12 months after the end of the term or summer period to which they relate, once they have been reviewed by the Data Management Officer.

58. All SOAS committees should now aim to create open and reserved agendas and minutes, taking into account the guidance on how to subdivide business at http://www.soas.ac.uk/about/index.cfm?navid=3252. The committee Secretary should send open minutes (and agendas) to the DMO for addition to the committee’s web page according to the following procedures, which have been discussed with the Clerk to the Governing Body, and have been agreed as School policy. Access will be restricted to intranet users for approximately 12 months (see above):

a. If the Committee meets more than once a term, the Secretary should wait until the minutes are approved at the following meeting before sending them in electronic form to the Data Management Officer. Minutes should be sent out in hard copy to committee members as soon as possible after the meeting.

b. If the committee meets once per term or less frequently, draft open minutes should be agreed by the Chair and then the Secretary should circulate them electronically to committee members for comment. Members should be given two weeks to respond. Any suggested amendments should be discussed with the Chair. The resulting draft minutes should be sent out in hard copy to committee members and in electronic form to the DMO. The minutes will need to be formally approved at the next meeting of the committee in the normal way. This gives members the opportunity to check the reporting of their comments before the draft minutes are made available widely within the School, given that this will take place before the committee has had a chance to approve the minutes at its next meeting.

Further action
59. You should agree with the committee Secretary whether any papers need to be referred on to other committees, and also agree what should be said on the coversheet that should go with each paper.

60. 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. You should also receive an email reminder of the action you need to take from the committee Secretary. When you have carried out the required action please let the committee Secretary know, as the committee Secretary is required to keep a record of it. You should report back to the next meeting on what you have done. This should happen when ‘Matters Arising’ are discussed.
61. Your committee may need to produce an annual report for its ‘parent’ committee. If so, the committee Secretary should produce a first draft for your comment.

Jan Airey
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