

Medr (Commission for Tertiary Education and Research)

Standing Orders for the Conduct of Board Business

Contents

1. Introduction	1
2. Background	2
3. Membership of the Board	2
4. Quorum for Board meetings.....	3
5. Frequency and location of Board meetings	3
6. Attendance at Board meetings	4
7. Welsh Government representatives.....	4
8. Observers	4
9. Other participants	4
10. Withdrawal of non-Board Members.....	4
11. Register of attendance	5
12. Order of Business.....	5
13. Agenda and Papers	6
14. Decisions at Board meetings.....	6
15. Minutes	6
16. Financial and Other Interests of Members.....	7
17. Board Committees	7
18. Joint working with other bodies	8
19. Disclosure of Board Proceedings.....	8
21. Variation and Interpretation of Standing Orders	9
Annex A - Sustainable development principle	10
Annex B - Categories of Board papers	

1. Introduction

These Standing Orders for the Conduct of Board Business have been made by the Medr Board.

These Standing Orders shall, where applicable, be read and interpreted together with the organisation's statutory powers and functions. No Standing Order is to be made, read,

applied or suspended in a way that contravenes any rule of law, legislative provision, or the terms of the Framework Document.

As a minimum, the Board will initially review these Standing Orders every year.

2. Background

The Commission for Tertiary Education and Research (brand name 'Medr') is the regulatory body, established under the Tertiary Education and Research (Wales) Act 2022 (TERA), responsible for the funding, oversight and regulation of tertiary education and research in Wales. Tertiary education encompasses all post-sixteen education, including further and higher education, adult community learning and work-based education, apprenticeships, and local authority-maintained school sixth forms. As a public body, Medr acts as a delivery agent for the Welsh Ministers and its primary role is to fulfil its statutory duties and policy responsibilities set within the context of the Welsh Government's Strategic Priorities, as set out in the statement of priorities published by the Welsh Ministers pursuant to section 13 of TERA.

3. Membership of the Board

In accordance with Schedule 1 of TERA, Medr will have a Board that will consist of a maximum of seventeen members comprising a Chair, Deputy Chair (who will be the Chair of the Research and Innovation Committee), the Chief Executive and up to fourteen Ordinary Members.

For Medr to be formally constituted, there will be at least seven members, including the Chair, Deputy Chair, Chief Executive and at least four Ordinary Members.

The Welsh Ministers will be responsible for appointing the Chair, Deputy Chair, and Ordinary Board members and the appointment of the first Chief Executive. Subsequent appointments to the Chief Executive role will be made by Medr's Board, with the approval of the Welsh Ministers.

The Chair, Deputy Chair and Ordinary Members will be appointed through a public appointments exercise. Appointments will be regulated by the Commissioner for Public Appointments and follow the Governance [Code of Practice](#) on Public Appointments.

In addition to the Ordinary Board members referred to above, the Board will also include Associate Members. An Associate Member is not eligible to vote in any proceedings.

There will be at least four Associate Members, which will include:

- at least two tertiary education workforce representatives, one to represent the academic workforce, and one to represent the non-academic workforce, both of whom will be appointed by the Welsh Ministers.
- one Medr staff member, appointed by the Board's Staff Member Appointment Committee; and
- at least one person appointed by the Welsh Ministers to represent learners in tertiary education.

4. Quorum for Board meetings

Quorum means the minimum number of eligible members that must attend a meeting in order for decisions made to be valid.

The quorum for a meeting of the Board will be **50% of Ordinary Members, (rounded up if required) plus one**. The Chair (or their nominee) and the Deputy Chair are included in this number. The Chief Executive must also attend for the meeting to be quorate. If the Chief Executive is unable to attend, they must nominate a member of the senior management team to deputise. The Chief Executive can delegate authority to this individual to cast a vote on their behalf.

If a quorum is not present at a meeting of the Board, the Chair or their nominee shall declare that a quorum is not present and the meeting shall be adjourned. The consideration of any business not transacted shall be adjourned to a date and time to be fixed by the Chair or to the next meeting of the Board.

5. Frequency and location of Board meetings

The Board shall normally meet on at least four occasions each calendar year, with an expectation that the Board will meet in person between 4-6 times. Additionally and as necessary, the Board will also engage in online meetings (expected to be once a month and usually less than 2 hours to facilitate updates and information sessions).

Board meetings may be held either in person or online, as the Board determines.

Meetings shall normally be held on Tuesday, Wednesday or Thursday, usually at Medr's offices in Cardiff, with an expectation that at least one in person meeting will be held in North or West Wales, but may be held at other times and locations at the Board's discretion.

The Board will agree at one of its regular meetings each year the times and locations of all its meetings for the following year.

Board meetings will take place at any convenient location and may include virtual attendance, although it is expected that Board Members will make every effort to attend at least 70% of meetings in person. As a minimum, the location will be publicised at least two weeks before the meeting. Where meetings are called under exceptional circumstances, Medr will publicise the location as soon as reasonably possible.

The Board will normally hold an annual public meeting, or meetings, to further the public understanding of its work and to announce the publication of its latest Annual Report and Accounts.

The Board may decide, or the Chair may request, that the Board Secretary convene a special meeting of the Board to deal with business that cannot wait until the next meeting.

6. Attendance at Board meetings

In addition to Board Members, meetings of the Board shall normally be attended by the following members of Medr staff:

- the Board Secretary;
- other members of staff to present papers and respond to questions for specific agenda items; and
- other members of staff at the Chair's discretion, to hear debate where the Board's discussion will inform their work or as part of their professional development.

7. Welsh Government representatives

Although they should not routinely attend, the Welsh Ministers reserve the right for their officials to attend Medr's Board meetings in an advisory and/or observer capacity. The Board may also invite them to attend to provide particular advice or information.

Medr must provide the Welsh Government's Partnership Team (the team in the Welsh Government responsible for managing the strategic relationship with Medr) with advance agendas and papers for Board meetings to allow it to consider whether officials wish to attend and contribute to discussions. Papers should be provided to the Partnership Team at the same time as they are provided to Board Members. Medr should also highlight to the Partnership Team any novel, contentious, repercussive, or difficult issues to be addressed at the Board meeting.

Welsh Government officials will play no part in the decision-making process of the Board.

8. Observers

Observers may be invited to attend Board meetings. They may, with the permission of the Chair, speak and contribute to discussions, but may not take part in Board decisions.

9. Other participants

The Chair may, if they think it desirable, invite a representative of another body or individual to attend a Board meeting, either for a particular agenda item or for the whole meeting. Any such invitation shall be notified to the Board Secretary.

10. Withdrawal of non-Board Members

The Chair may request the withdrawal of members of staff and/or observers and/or other non-member participants if they deem it appropriate at any time during a Board meeting or during the meeting of a Board Committee or Working Group. In such a case, the Board Secretary, or the person acting on their behalf, shall remain to minute that part of the meeting, save in such cases as the Chair shall determine.

11. Register of attendance

A register of attendance shall be maintained by the Board Secretary, or by the person acting on their behalf, for all Members attending Board and Board Committee and Working Group meetings, and the names of all present at a meeting shall be recorded in the minutes to those meetings.

12. Order of Business

The normal order of business at Board meetings shall be as follows:

- i. introductory remarks (at the Chair's discretion)
- ii. apologies for absence
- iii. declarations of interest
- iv. to approve as a correct record the minutes of the previous Board meeting
- v. matters arising
- vi. Chair's Report
- vii. reports from the Chairs of Board Committees (as required)
- viii. Chief Executive's Report, as required (including items which may require discussion and/or decision by the Board and reports on the exercise of delegated authority and on matters agreed by the Board by correspondence between meetings)
- ix. papers for discussion
- x. any other business
- xi. date of next meeting
- xii. papers for approval without discussion
- xiii. papers for information
- xiv. reserved business (as required) - items for consideration by Board members only, without staff, although normally the Board Secretary will be present to take a note of the discussion and record any decisions.

A schedule of key matters for consideration by the Board for the year shall be drawn up by the Board Secretary and shall include, amongst other things, regular (quarterly for financial performance) reports for the current financial year on:

- performance against the Board's strategic and operational plans, including updates on recurrent, capital and running costs budgets;
- the cash-flow profile, including the projected year-end balance; and
- key balance sheet information, including information on debtors and creditors and on cash.

The order of business may be varied at the Chair's discretion.

Papers for information will be discussed at the meeting if any Member notifies the Board Secretary before the meeting.

Any matter not specified in the notice of the meeting may be dealt with if, in the opinion of the Chair or Chief Executive, it is of an urgent nature at such stage of the meeting as the Chair considers appropriate. The Chair and Chief Executive have delegated authority to conduct urgent business between meetings in accordance with the requirements set out in the Board's Scheme of Delegation.

13. Agenda and Papers

The Board Secretary shall liaise with the Chair over the agenda for forthcoming Board meetings.

The agenda and supporting papers will be dispatched to Members no later than seven days before the meeting. Any additional papers may only be despatched or tabled with the consent of the Chair or Chief Executive.

More detailed information on the various categories and structure of Board papers is set out in **Annex B** to these Standing Orders.

14. Decisions at Board meetings

The Chair shall ensure that Board business is conducted in an orderly fashion and that all Members are able to contribute to the discussion. The Chair is also responsible for leading the meeting to reach decisions.

Discussions and decisions at Board meetings shall take place in accordance with:

- the [Code of Conduct for Board Members of Public Bodies June 2019](#) which is based on the Seven Principles of Public Life (the Nolan Principles);
- the sustainable development principle of the Well-being of Future Generations Act 2015 (as referenced at **Annex A**); and
- the Board's Scheme of Delegation.

All decisions at Board meetings are to be reached on the basis of agreement by consensus. In the absence of consensus, and where it is proposed and seconded by two Ordinary Board Members, the Board Secretary may be requested to count and record a vote by a show of hands of Ordinary Board Members.

The Board acts on the basis of collective responsibility. Board Members are encouraged to express any differing views within the Board's internal decision-making process, but once a decision is reached that decision is binding on all Members.

15. Minutes

Minutes of every Board meeting shall be submitted to the next meeting of the Board. All minutes of Board Committees shall be submitted to Board as soon as possible after they have been approved by the Chair of the Committee concerned and shall be marked 'unconfirmed' if not yet approved by the Committee.

The Chair shall seek confirmation that the minutes of the last meeting be approved as a correct record of that meeting. No discussion shall take place upon the minutes except upon their accuracy (matters arising are dealt with as a separate agenda item). If no question is raised about their accuracy, or if a question is raised then as soon as it has been answered, the Chair shall sign the minutes. All signed minutes shall be retained in a secure location by the Board Secretary.

16. Financial and Other Interests of Members

All Board members are required by their *Terms and Conditions for Appointment as Board Member for the Commission for Tertiary Education and Research*, issued by the Welsh Government on their appointment, to declare any private interests - financial or otherwise - which may, or may reasonably be perceived to, conflict with their public duties as a member of the Medr Board. Board members also must comply with the [Code of Conduct for Board Members of Public Bodies June 2019](#), including the requirements in the Code on handling conflicts of interest. Members will be required to record their declared interests by completing Medr's *Declaration of Interests* form, and it is the responsibility of each member to ensure that details of their declared interests are kept up to date. Members declared interests will be published on Medr's website.

If a Member declares an interest in a matter to be considered at a Board meeting the disclosure shall be recorded in the minutes of the meeting. As set out in the Welsh Government's Framework Document for Medr, it is the Chair's personal responsibility to ensure appropriate arrangements are in place to manage conflicts of interest. In such circumstances, the Chair (or Deputy Chair in their absence, or if the Chair is conflicted) will determine whether a Board Member should withdraw from the meeting during discussion of the item concerned.

All Board Members will be treated consistently when considering conflicts, or perceived conflicts, of interest with respect to matters being discussed by the Board. Wherever possible, Board Members will be notified in advance if there is an item on the Board's agenda – whether in the main agenda, or under reserved business matters - in which they have an actual or potential conflict of interest and therefore might be required to withdraw from the meeting for the discussion of that item.

17. Board Committees

The Board is required to establish three statutory committees under Schedule 1 of TERA:

- a Research and Innovation Committee;
- a Quality Committee; and
- a Staff Member Appointment Committee.

The **Research and Innovation Committee** will advise Medr on matters relating to research and innovation and is intended to help ensure Medr acts as a champion for Welsh research at the UK and global level. The Board's Deputy Chair will be the Chair of the Research and Innovation Committee.

The **Quality Committee** will advise Medr on the quality of all tertiary education funded, or otherwise secured, by Medr. It will also consider matters of policy related to those functions. An Ordinary Member must be appointed as the Chair of the Quality Committee.

The **Staff Member Appointment Committee** will be responsible for appointing a Medr staff member to become an Associate Member. The Committee will comprise the Chair and the Ordinary Members.

In line with Welsh Government requirements for sponsored bodies, Medr must also establish an **Audit and Risk Assurance Committee (ARAC)** to advise its Accounting Officer and the Board on the adequacy of arrangements within the organisation for internal audit, assurance, external audit, and corporate governance matters.

In establishing its ARAC, Medr should refer to the guidance set out in the [HM Treasury Audit and Risk Assurance Committee Handbook](#). The ARAC will report, and be accountable, to the Board as a sub-Committee of that Board and will be Chaired by an Ordinary Member who should have recent and relevant financial experience and a professional qualification from an accounting body.

The Board may establish such other Committees as it sees fit under Schedule 1 of TERA. It shall determine their membership and Terms of Reference and shall keep the structure and scope of each Committee's activities under review.

There shall be Terms of Reference and Standing Orders for all Board Committees which shall include the quorum for Committee meetings; the terms of office of Committee members; arrangements for identifying a Deputy Chair to cover meetings in the absence of the Chair; and that each Committee shall submit an Annual Report to the Board.

The Board may at any time:

- dissolve a Committee (with the exception of those Committees required by statute or under the terms of the Welsh Government's Framework Document);
- alter its membership;
- amend its Terms of Reference or Standing Orders; or
- withdraw any powers delegated.

18. Joint working with other bodies

The Board works with a range of partner bodies within Wales and the UK in order to achieve its objectives and meet Welsh Government priorities. Some of these partnerships are formalised with a Memorandum of Understanding or other type of agreement which establishes the expectations of both partners. The Board receives regular progress reports on joint working arrangements.

19. Disclosure of Board Proceedings

The Board has agreed to publish after each Board meeting a brief summary of all the key points discussed by the Board.

20. Compliance with Welsh Language standards

The Board is committed to compliance with applicable Welsh Language Standards.

21. Variation and Interpretation of Standing Orders

Failure to comply with Standing Orders is a disciplinary matter that could result in an individual's dismissal from employment or removal from the Board.

Where necessary, the Standing Orders can be altered, suspended, or revoked, in whole or in part, to ensure the effective operation of the Board. They remain in force unless and until they are altered, suspended, or revoked.

Proposals for any changes to these Standing Orders can be made by the Chair, the Chief Executive and/or any Member(s) of the Board. Any changes must be agreed by the majority (see Standing Order 5 on quorum) of Board Members.

Where the Standing Orders do not make specific provision, the Chair, in consultation with the Chief Executive, can determine procedures for the conduct and proceedings of the Board. Advice and guidance should be sought from the Board Secretary before any decisions are made.

Reviewed and updated: November 2024

Annex A - Sustainable development principle

Board decisions will be made in accordance with the sustainable development principle of the Well-being of Future Generations Act 2015 - namely, that Medr is acting in a manner that seeks to ensure that the needs of the present are met without compromising the ability of future generations to meet their own needs.

Where relevant, Board papers requiring a decision will set out the considerations that have been given to the five values which define the principle:

Long term approach – balancing short-term needs with the desire to safeguard the ability to address longer-term needs.

Prevention – how taking action may prevent problems from occurring or getting worse.

Integration – how our well-being objectives may impact upon each of the well-being goals, on their other objectives, or on the objectives of other public bodies.

Collaboration – how acting in collaboration may help us to meet our wellbeing objectives.

Involvement – the importance of involving people with an interest in achieving the well-being goals and ensuring that those people reflect the diversity of the area which the body serves.

Annex B - Categories of Board papers

Board papers will typically fall into one of the following three categories:

For discussion

For papers where discussion of the issues and/or decisions by the Board are required:

For discussion and decision: matters reserved to the Board under the Scheme of Delegation or not included in the powers delegated to the Chair or Chief Executive.

For discussion, no decision required, but where, for example, a steer from Board is requested, or Board is asked to discuss and note.

For discussion and decision: other matters where a decision from Board is requested.

For approval without discussion

Papers where the Board's agreement is required but where the issues are not contentious and where full discussion is not necessary, including issues requiring ratification by the Board. When either a 'For discussion' or 'For approval without discussion' agenda item is requesting authority to be delegated to the Chair and/or Chief Executive, the paper will state whether the delegated authority is being sought: (a) because it is beyond that set out in the Scheme of Delegation; (b) for some other reason.

For information

Papers where Board agreement is not required but the content is presented for the information of Members and discussion is not felt to be required.

The Chief Executive's Report will normally contain shorter items which are brought to the Board for discussion, for approval without discussion, or for information, including, as appropriate, reports on exercises of delegated authority through the Scheme of Delegation and reports on matters agreed by the Board by correspondence between meetings.

The Matters Arising report will summarise progress against agreed actions and matters raised at previous Board meetings, including, as appropriate, reports on the exercise of authority delegated by the Board to the Chair and/or Chief Executive, and reports on matters agreed by the Board by correspondence between meetings.

Some Board papers, or items in the Chief Executive's Report, will contain confidential material and will be marked 'Restricted - Members and Observers Only' or 'Restricted - Members Only'. In the latter instance, the papers will not be despatched to observers or Medr staff members and may or may not be made available to them for the Board meeting, at the discretion of the Chair or the Chief Executive.

Structure of Board papers

Board papers will typically have the following general structure:

Issue

A brief explanation of the purpose of the paper, including whether the issues presented relate to the delivery of a Corporate Strategy objective or Operational Plan task, and why they are being presented at this time.

Recommendation(s)

This section sets out the recommendations to which the Board's agreement is sought.

Board members' interests

Any specific members' interests relating to the items being presented, above and beyond interests already declared.

Further information

Name and full contact details of paper author.

Main body of paper

Details of the main issues being presented, seeking the Board's views, asking it to approve recommendations or provide steers, or inviting it to receive matters for information (depending on the category of paper).

Financial implications

Details of the financial implications, current or future, for the Board of agreeing the recommendations in the paper.

Communications implications

Details of any communications implications of the paper, including any publicity or media implications.

Impact assessment

Details of whether there has been an impact assessment of the issues in the paper to assess the likely positive or negative impact with respect to meeting Medr's responsibilities under:

The Equality Act 2010

The Welsh Language Standards 2018

The Well-being of Future Generations (Wales) Act 2015

Risk Assessment

Details of any inherent or residual risks, current or future, arising from the issues covered by the paper.

Document control

Version	Date	Author	Reason
0.1		GD	1 st draft prepared for agreement by Board
1.0	06/10/2023	GD	Standing Orders reviewed by Board
1.1	12/10/2023	GD	Amended following Board meeting
1.2		GD	Approved by Julie Lydon on behalf of Board
2.0	09/02/2024	RJ	Approved by Board 23 February 2024
2.1	Aug 2024	DH	<ul style="list-style-type: none"> Replaced 'CTER' references with 'Medr'. Removed references to the Establishment Period. Revised section 19 to refer to publishing a summary of meeting discussions, as agreed by the Board at its meeting on 16 July 2024.
3.0	Nov 2024	DH	Approved by Board 19 November 2024