

Procedure

Council Procedures Effective from November 2012

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1. Effectiveness of Council and performance of the University (Articles 2 and 3.1 refer)

1. Council shall determine further procedures for the conduct of a regular review of its own effectiveness and of the overall performance of the University.

2. Committees of Council (Article 3.2 refers)

Constitutions and membership

1. The constitution, membership and operation of committees of Council are set out in terms of reference specific to each committee, in line with Article 3.2. These are deemed to be Procedures of Council and are approved by Council.
2. The constitutions of committees specify the number of its core members, including the number of independent/co-opted members of Council.
3. Having been reviewed by the Chair of Council, chairs of committees and Vice Chancellor, Governance Committee has delegated powers from Council to appoint members to Council's committees on an annual basis. In doing so Governance Committee takes account of personal skills, experience and expertise, continuity of function, attendance records, personal development and, where it can be accommodated, personal preference.
4. In the same way, Governance Committee appoints the chairs of the committees except where this is specified in the constitutions of the committees. Chairs of committees are appointed for two year terms which are renewable.
5. Where a committee vacancy arises during the year, Governance Committee seeks to fill the vacancy as soon as possible.
6. During their term of office the Chair of Council is excluded from being Chair of Resources Committee, Governance Committee and Audit Committee.
7. A full list of committee memberships is reported at least annually to Council and published in the Governance Handbook.

Co-option of additional members

8. In addition, subject to the recommendation of the Chair of Council, chairs of committees and Vice Chancellor to Governance Committee, additional specialist members (who may be other Council members with the requisite skills) may be co-opted to committees for one year, renewable for one additional year and exceptionally for one further additional year.
9. A limit to the number of these additional members shall be specified in the constitution of each committee.

10. Members co-opted in this way have full voting rights on Council's committees.
11. Members co-opted in this way who are not Council members shall be bound by confidentiality agreements for the duration of their office and shall complete and return declarations of their interests at the same time as Council members (see below).

Delegation of powers

12. Delegated powers of committees (and the Vice Chancellor and other officers of the University) are set out in a Scheme of Delegation, in line with Article 3.2d), which is deemed to be a Procedure of Council and is approved by Council. The Scheme of Delegation is published in the Governance Handbook.

3. Membership of Council (Article 3.3 refers)

Independent and co-opted members

1. Council members are drawn from the widest possible number of suitable sources and are of the highest calibre it is possible to recruit.
2. Subject to the above, a balance of skills, background experience, sectoral interests, gender and ethnic background is sought and positive action is taken to recruit members with disabilities.
3. Governance Committee approves a list of the skills and experience above and determines annually the priority skills and experience sought in new Council members to fill vacancies.
4. After advertisement, head-hunting or receipt of individual nomination conducted by the Clerk, under the direction of the Chair of Council, Chair of Governance Committee and Vice Chancellor, candidates meet with the Clerk and, if appropriate, subsequently with the Chair, Chair of Governance Committee and Vice Chancellor who recommend candidates to Council for formal appointment, having reported and discussed the candidates with Governance Committee.
5. Governance Committee recommends to Council the approval of exceptional terms of office under Article 3.3b).

Elected employee members of Council

6. Under the Instrument of Government Council is the appointing body for elected employee members of Council.
7. The period of office of elected employee members of Council is four years, renewable for a further four years.

8. In the event of a vacancy arising, the Governance Committee determines how it will be filled, taking account of the timing since the last election.
9. Elections are conducted by the Clerk according to procedures in writing approved by Governance Committee.
10. Only Established / Permanent staff are eligible for nomination and are able to vote in the Council elections
11. Nominations must be proposed and seconded in each case. All nominees should be contacted by the proposer to seek their agreement to being nominated
12. Neither the Returning Officer or the Clerk to the Council will be eligible to stand in the election to avoid electoral malpractice

In the event that only one eligible nomination is received no ballot will be held and the nominated candidate will be declared as elected

Senate nominated members of Council

13. Under the Instrument of Government Council is the appointing body for Senate nominated members of Council.
14. The members are nominated from and by members of Senate, using procedures approved by Senate.
15. The period of office of Senate nominated members of Council is two years, renewable for a further two years.
16. A Senate nominated member of Council ceases to be a member of Council if and when they cease to be a member of Senate.
17. In the event of a vacancy arising, the Governance Committee determines how it will be filled, taking account of the timing since the last Senate nominations.

Staff Members on Sub-committees

18. As approved by the Governance Committee, elected staff members of Council are full members of Council and are allocated to a sub-committee as detailed in their constitution with the exceptions of Audit Committee and Remuneration Committee;

Briefing and induction of Council members

19. All new Council members receive a briefing and induction in their roles and responsibilities, organised by the Clerk and kept under review by the Governance Committee.

20. All existing Council members receive opportunities for further training and development in their roles and responsibilities, organised by the Clerk and kept under review by the Governance Committee.

4. Election to the post of Chair or Deputy Chair of Council (Article 3.48 refers)

1. Only independent and co-opted members of Council are eligible to act in the role of Chair or Deputy Chair of Council.
2. Every two years, the Chair and Deputy Chair of Council are elected from the independent and co-opted members of Council, using the following procedures. There shall be no distinction in eligibility for election to the post of Chair or Deputy Chair of Council between independent and co-opted members of Council.
3. The current Chair and Deputy Chair of Council may stand for re-election.
4. Any member of Council may nominate or second an eligible member (as above) as a candidate for election as Chair or Deputy Chair of Council and any member of Council may vote in a subsequent election.
5. Upon retirement of the incumbent Chair from the Council or upon his/her decision not to stand for re-election as Chair of Council, the Council may decide to seek to recruit a new member of Council (providing there is a vacancy) as the new Chair. This will not preclude existing members of Council eligible to do so applying.
6. External applicants for the post of Chair will be recruited in accordance with the procedures for new members (Section 3) amended as follows:
 - a) Applications by any existing eligible Council members and new applicants will be considered equally.
 - b) Initial screening will be by the Vice Chancellor and Chair of Governance
 - c) Selection of the candidate to be recommended to Council for approval as Chair will be made by a panel consisting of the Chair of Governance, Vice Chancellor and two independent or co-opted members of Council.
7. Where there are no external candidates the posts of Chair and Deputy Chair of Council will be filled by a simple ballot organised by the Clerk to the Council. If only one nomination is received for either post that person is declared elected without the need for a ballot
8. Where a ballot is to take place:
 - The Clerk prepares a ballot paper listing the candidates for the posts of Chair and Deputy Chair and sends one ballot paper and reply envelope, as appropriate, to each eligible voting member (as above) to be returned to the Clerk by the deadline specified by the Clerk.

- The Clerk writes to all members of Council advising them of the result of the election.
9. All communications by the Clerk above are 'Notices' under the Articles and comply with the rules for these, as specified in section 1 of the Articles. All communications shall be in writing, as defined under section 1 of the Articles.

Role Descriptors for Chair and Deputy Chair of Council

10. The CUC Guide for Members of Higher Education Governing Bodies in the UK states that 'The Chair is responsible for the leadership of the governing body and ultimately to the stakeholders for its effectiveness. As chair of its meetings he/she should promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.'

The Chair will exercise responsibility in the following areas;

- Leadership
 - i. The Chair is responsible for the leadership of the Council. As Chair of its meetings, he/she is responsible for ensuring that the necessary business of the Council is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
 - ii. The Chair should ensure, through a good working relationship with the Chairs of the Committees of the Council and by other means, that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Council.
 - iii. The Chair should ensure that the Council acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Clerk in any case of uncertainty.
 - iv. The Chair should ensure that the Council exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
 - v. The Chair will be formally and informally involved in the process for the recruitment of new members of the Council, and should encourage all members to participate in induction events organised by the University and to participate in appropriate external training events such as those organised by the Leadership Foundation.
 - vi. The Chair will be responsible for the appraisal/review of the performance of the Vice-Chancellor/Chief Executive, and will make recommendations to the Remuneration Committee accordingly. The Chair will be likely to play a key part in the appointment of the Vice Chancellor and in the event that any disciplinary procedure needs to be invoked against any senior employee of the University.

- vii. The Chair will be responsible for contributing to the appraisal/review of the performance of the Clerk to the Council, taking care to ensure that any other duties the Clerk may perform for the institution are excluded from consideration, and will make recommendations accordingly.
- Standards
 - i. The Chair is responsible for ensuring that the Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership and be committed to the University's values of clarity, openness, respect and delivery on commitments.
 - ii. The Chair shall ensure that the Clerk maintains an up-to-date Register of the Interests of members of the Council, and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Council business shall be and shall be seen to be maintained.
 - iii. Since the University is a Charity, the Chair shall be responsible for ensuring that the Council exercises efficient and effective use of the resources of the University for the Furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.
 - The Business of the University
 - i. The Chair is responsible for ensuring that the Council exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the Council has approved.
 - ii. The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action (ensuring that such protocols are drawn up if none exist). All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Council.
 - iii. The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Vice Chancellor or Chief Executive, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
 - iv. The Chair shall be a member of the following Committees of the Council: Governance Committee (meets up to three times a year), Resources Committee (meets three times a year), Remuneration Committee (meets twice a year) and Honorary Awards Committee (meets once a year). The Chair shall not chair the Resources Committee nor the Governance Committee. The Chair is expected to attend and take on a ceremonial role in the annual graduation ceremonies which usually take place in early September.
 - v. The Chair will act as formal signatory on behalf of the University eg in connection with the use of the Seal or to enter into legal agreements or contracts the value of which exceed £500,000.

- The External Role
 - i. The Chair will represent the Council and the University externally. The Chair will be a member of the Committee of University Chairs and will, where possible, attend the GuildHE Practical Governance Network.
 - ii. The Chair will be asked to use personal influence and networking skills, where appropriate, on behalf of the University, preferably on the broader national stage. The University operates nationally, but is also a significant player in its immediate sub-region. It is expected that the Chair has an understanding of the University's local context, and that his/her personal influence is transferable to this context.
 - iii. The Chair will be asked to play a major ambassadorial role in liaising between key external stakeholders and the University. This role in particular should be exercised in a carefully co-ordinated fashion with the Vice Chancellor and other senior employees and staff of the University
11. Instrument of Government, October 2007, para 7.1 states that “the Council shall appoint from among its members a Chairman and any other officers which the Council may determine” this being said, as well as a Chair, a deputy Chair is also appointed to;
- deputise for the Chair in their absence
 - chair the Governance Committee
 - sit as a member of Resources and Remuneration Committee
 - be involved with the recruitment of new Council members, including short-listing and interviewing
 - with assistance from the Clerk, propose memberships of Council committees and subsidiary company boards
 - be involved in the recruitment (and disciplinary if necessary) of senior University staff
 - Chair or being a panel member of Stage 3 staff grievances/disciplinarys

5. Clerk to the Council (Article 3.5 refers)

1. The Chair of Council and Vice Chancellor approve the job description and note of rights and responsibilities of the Clerk to Council and jointly discuss with the Clerk any conflict of interest that may arise during the course of their duties.

6. Conduct of Council meetings (Article 4 refers)

Quorum

1. The terms of reference of all committees of Council (which are also 'Procedures' of Council) specify the quorum for each committee in line with Article 4.1a).
2. If a meeting becomes inquorate during its course, Council and its committees may decide on how to conduct the rest of any decision-taking business, including appropriate delegation to the Chair, Vice Chancellor or to another committee, but subject to the importance of the business and to Article 3.2d).
3. A member of Council, if absent from the meeting, may be deemed to be participating in the meeting of Council or its committees if, by means of the appropriate technology, they can hear all the proceedings and all other members can hear their contribution. The Chair of Council may set a reasonable limit to the number of members who may be deemed to be participating in this way at any one time.
4. Proxies and alternates may not attend Council in place of appointed Council members.
5. Observers may attend at the discretion of the Chair.

Interests of members

6. At induction, the Clerk shall draw Article 4.1c) to the attention of all members of Council, including employee and student members of Council.
7. Annually the Clerk is responsible for compiling a Register of Interests including related party transactions, prior to the approval of the University's financial statements. This is reported to the Governance Committee.
8. Any conflicts of interest are declared by individual members at the start of all meetings of Council and its committees.
9. Members may claim reasonable travelling and subsistence expenses for attendance at meetings by application to the Clerk.

Meetings

10. Council meets at least once an academic term in line with Article 4.1e). Committees of Council meet according to the needs of the business conducted and in accordance with the calendar published for the year ahead.
11. The Clerk prepares the calendar and also a Business Cycle which shows standard and non-standard items for the year ahead. These documents are procedures of Council and will be published in the Governance Handbook.

12. Notification of the business to be conducted at Council or its committees is sent to members at least five working days before the meeting, authorised by the Clerk.
13. Only members of Council and the Clerk may place items of business on the agenda and these items shall be lodged with the Clerk no later than ten working days before the meeting.
14. Minutes of meetings, approved by the Chair, are circulated to members within ten working days of the meeting.
15. A decision of Council or its committees may be rescinded at a later meeting provided notice has been given of this intention on the agenda for the later meeting.

Chair's action and decisions by correspondence

16. The conduct of Chair's action and the occasions on which it may be used are set down in the Scheme of Delegation, approved by Council.
17. If a matter is urgent, a decision of Council or its committees that cannot be delegated to the Chair may be taken by correspondence provided that a sufficient number of members to form a quorum of Council or committee participates in the decision (subject to legal advice).
18. All communications by the Clerk above are 'Notices' under the Articles and comply with the rules for these, as specified in section 1 of the Articles. All communications shall be in writing, as defined under section 1 of the Articles.

Confidentiality

19. Council business is open, transparent and a matter of public access, subject to Article 4.2.
20. In line with Article 4.2 further procedures relating to the confidentiality of business are specified in the Scheme of Delegation approved by Council.
21. Observers may attend Council meetings at the discretion of the Chair.

7. The Vice-Chancellor

1. The Vice Chancellor is the accountable officer under the Financial Memorandum with the Higher Education Funding Council for England, unless the Funding Council, in discussion with the University, determines otherwise.
2. Subject to Council's powers and the Financial Memorandum the Vice Chancellor may delegate to other employees of the University. The extent of this delegation is made clear in the procedures and regulations of the University.

3. At times the Vice Chancellor may decide only to delegate to members of the Senior Management Team.
4. The Senior Management Team is advisory to the Vice Chancellor and has terms of reference which set down its responsibilities and which will be distinct from those of Senate.
5. Members of The Senior Management Team will be in attendance at relevant committees in line with the relevant committee's Constitution

8. Senate (Article 6 refers)

1. Council approves detailed terms of reference and membership categories of Senate which are published in the Council Committees: Constitutions and Terms of Reference.
2. The period of office for elected representatives to Senate is two years, renewable for a further two years.
3. Council also approve the procedures for the conduct of elections to Senate which is published in the Council Committees: Constitutions and Terms of Reference.
4. The student representatives on Senate are the President of the Students' Union and the Vice President (Education) until the Students' Union and Council shall jointly determine otherwise.
5. Proxies and alternates may not attend Senate in place of appointed Senate members.
6. Observers may attend at the discretion of the Chair.

9. Employee Matters (Article 7 to 10 refers)

Conduct

1. In line with Article 8.1, Council approves Employee disciplinary procedures and keeps them (and the title of the procedures) under review and receives regular reports on the operation of these and the number of cases recorded.

Dismissal

2. In line with Articles 9.1 and 9.2, Council approves procedures for the dismissal of employees on grounds of conduct, capability, ill-health, redundancy or any other legal reason, including procedures for suspension where appropriate. Rights of appeal and rights to representation are included in the procedures. These procedures are adapted as appropriate for Senior Employees. Council keeps the

procedures under review and receives regular reports on the operation of these and the number of cases recorded.

10. Students (Article 11 refers)

Students' Union

1. The Vice Chancellor recommends to Council how it can carry out its duties under Article 11.1 and sets up a monitoring mechanism to be agreed with the Board of Trustees of the Students' Union so that the respective responsibilities of the Council and Board of Trustees can be fulfilled in parallel and in collaboration.
2. The constitution of the Students' Union shall be reviewed by Council at least every five years, with the assistance of Governance Committee. The principles of the Students' Union constitution shall be consonant with those of the University's Instrument and Articles in relation to such matters as terms of office and the like.
3. In line with Article 11.2, Senate approves academic misconduct offences regulations and receives regular reports on the operation of these and the number of cases recorded.
4. In line with Article 11.3, Senate approves quality assurance procedures which include feedback from students. The Vice Chancellor approves other channels of feedback from students. Senate and Council will receive regular reports on the results of these.
5. In line with Article 11.3, Senate approves academic appeals regulations and receives regular reports on the operation of these and the number of cases recorded.
6. In line with Article 11.3, Senate approves formal student complaints procedures and Senate and Council receive regular reports on the operation of these and the number of cases recorded. The Clerk has delegated authority for the interpretation of the complaints procedure on behalf of Council.
7. In line with Article 11.4, Council approves student disciplinary procedures and receives regular reports on the operation of these and the number of cases recorded.

11. Seal (Instrument of Government refers)

1. The Chair of Council and chairs of its committees including the Vice Chancellor are the currently approved members of Council who can witness the use of the Seal.
2. Use of the Seal is proposed on a form obtainable from the Clerk, with the signed authority of a senior person and the Director of Finance. The Clerk signs the form once the sealing has taken place.

12. Wholly Owned Subsidiary Companies

Procedure for nominating and publishing the membership and Chairs of boards of directors of wholly owned subsidiary companies

1. The University is the sole shareholder of all its wholly owned subsidiary companies and has the right to nominate chairs and Directors to the boards of wholly owned subsidiary companies.
2. Subject to the condition that senior University employees and independent Council members, taken together, must make up a majority of the membership of each company board, normally at least one member of Council and one member of the Senior Management Team sit on the board of each company. Any independent Council member or member of SMT may be nominated by the process below as a director of a University wholly owned subsidiary company.
3. Chairs of wholly owned subsidiary companies must be appointed from either independent members of Council or members of SMT, but the chairs of Council, Resources Committee, Audit Committee and Senate may not be nominated as Chairs of any University wholly owned subsidiary company's board of directors.
4. Directors external to the University may also be nominated to the boards by the process below. Where external directors are appointed their term of office will be limited to two years, renewable for one further term.
5. Annually the Clerk to the Council, with the Nominated Officer of each company, is responsible for a systematic review of wholly owned subsidiary company boards of directors' membership lists: identifying current and forthcoming vacancies and any constitutional factors and advising the Chair, Deputy Chair of Council, Vice Chancellor and relevant board chairs.
6. The Vice Chancellor, advised by the Senior Management Team and in consultation with the Chair of Council and company board chairs, makes proposals to the Governance Committee as to which individual independent members of Council and members of the Senior Management Team may be nominated to fill vacancies.
7. In considering the nominations, the Governance Committee takes into account personal skills, experience and expertise, continuity of function, attendance records, personal development and, where it can be accommodated, personal preference.
8. Governance Committee approves the nomination of chairs and members of the boards of directors on behalf of Council.
9. In accordance with the Articles of Association of the companies, the boards of directors of the companies, or the companies in General Meeting, formally appoint the nominated chairs and directors.

10. Chairs of the boards of directors will be appointed for a period of two years, renewable
11. In accordance with the Articles of Association of the companies, a resolution in General Meeting may be passed to remove directors from office.
12. Vacancies arising during the year are considered by Governance Committee at its next meeting, so that vacancies are carried for as short a time as possible.
13. Full membership lists of the boards of directors of wholly owned subsidiary companies are reported at least annually to Council and published in the Governance Handbook.
14. Boards of directors of wholly owned subsidiary companies notify Council when appointing advisers or consultants to the companies; these advisers or consultants sign a confidentiality agreement and take out their own indemnity insurance.

Procedure for nominating the shareholder's representatives at General Meetings

15. The University as shareholder has the right to appoint representatives to attend General Meetings of the companies. Two representatives are appointed for each company. One of these is the Vice Chancellor as trustee shareholder. The other representative is a nominated current independent Council member.
16. Annually the Clerk to the Council, with the Nominated Officer of each company, is responsible for a systematic review of the University's representatives: identifying current and forthcoming vacancies and any constitutional factors and advising the Chair, Deputy Chair of Council, Vice Chancellor and relevant company board chairs.
17. The Vice Chancellor, advised by the Senior Management Team and in consultation with the Chair of Council and chairs of the company boards, makes proposals to the Governance Committee as to which individual members of Council may be nominated as the shareholder's representatives to each wholly owned subsidiary company board.
18. The independent Council members who act as representatives may or may not be directors of the relevant wholly owned subsidiary companies.
19. Governance Committee approves the nomination of representatives on behalf of Council.
20. The University's representatives are reported at least annually to Council and published in the Governance Handbook.
21. The above standard accountability arrangements may be varied for a particular wholly owned subsidiary company for specific business purposes.

22. The Governance Committee, on behalf of Council, may approve proposals to vary the composition of boards of directors and the University's representatives at General Meetings if satisfied that these arrangements will materially enhance the development and profitability of the company within the overall requirement of protecting the University, as a charity, from both a financial and reputational perspective.

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