

Council Standing Orders

The role and responsibility of Council is set out in the University's Charter, Statutes and Ordinances.

1. Chair

- 1.1 The Pro-Chancellor chairs the meetings of Council. A Deputy Pro-Chancellor shall chair the meeting in the absence of the Pro-Chancellor, in order of longest-serving.

2. Membership

- 2.1 Council members are appointed and reappointed in accordance with the membership composition set out at Statute 9 and the appointment arrangements specified in that Statute and the Nominations Committee's terms of reference. The only addition to this is that Senate-appointed members to Council are initially appointed through an election of Senate members. The University is an exempt charity and as such members are trustees and must discharge their responsibilities as such.
- 2.2 Members should ensure that the responsibilities of Council are exercised in the best interest of the University, rather than representative of any constituency, and there is a collective responsibility for all decisions.
- 2.3 Members may be removed from office in accordance with Statute 9.3, which allows for removal from membership for 'good cause'. The definition of 'good cause' is defined in the Statutes, but its meaning is also extended to include any behaviours that do not accord with the Seven Principles of Public Life, the expectations of a trustee, or may compromise the University in any way (for example in relation to any regulatory requirements).

3. Attendance

- 3.1 Members should endeavour to attend all Council meetings. Where members are unable to attend apologies should be submitted to the Committee Secretary in advance of the meeting. Members' attendance is published in the annual financial statements. Members may be permitted to attend meetings virtually, where it would not otherwise be possible for them to attend the meeting, but physical attendance should be the normal expectation. In the event of virtual attendance, members must provide sufficient notification so that arrangements can be made to allow for this.
- 3.2 Individuals who are not members of Council may be invited to attend (parts of) Council meetings as business requires.

4. Council Sub-Committees and Senate

- 4.1 Council has sub-committees with defined terms of reference and membership, and including, where appropriate, delegated authority to take action on behalf of Council. These sub-committees will regularly report on their work to Council as well as make recommendations and seek approvals where relevant. In addition, Senate will also regularly report to Council on its work.
- 4.2 The normal expectation is that Council members will serve on at least one sub-committee, and will be in a position to report back to each body on relevant activity of the other, but that the chair would be the principal conduit between bodies.
- 4.3 Council is expected to recognise the responsibilities of Senate for the academic life of the University and welfare of students and act in accordance with the requirements set out the Charter, Statutes and Ordinances to take full account of the respective responsibilities of the two bodies in relation to one another.

5. Papers

- 5.1 Papers, together with a coversheet, must be submitted by the relevant deadline, unless there is prior agreement for late submission. Authors of papers should follow the guidance for preparing Council papers. The agenda and papers will normally be circulated seven calendar days before the scheduled meeting, electronically, to all members and other designated recipients. The Chair will have the option to receive a hard-copy of the papers, which will be posted on the day of electronic circulation.
- 5.2 The circulation of late/abled papers require the agreement of the Vice-Chancellor or, in the event of a dispute, the Chair.
- 5.3 The Vice-Chancellor is responsible for determining the final agenda items to be considered by Council based upon the proposals of the Deputy Chief Executive (Operations) and Secretary. In the event of a dispute concerning the determination of the Vice-Chancellor, the Chair shall take the final decision. The Chair retains the right to alter the agenda and request the inclusion or omission of papers at any point (in the event that the information concerns the Chair then a Deputy Pro-Chancellor will make a final ruling).

6. Council Discussion

- 6.1 Normally substantive business will be presented to Council by the relevant officer or Council member. Items for report do not need to be discussed unless there are any issues members or officers wish to raise.
- 6.2 The Council agenda provides indicative timing guides for discussion items, but this is not a set limit. Members are not restricted to the amount of times they may speak, but are requested to be mindful of the need for brevity and consider the amount/length of their interventions accordingly. The Chair is responsible for ensuring there

is sufficient discussion of items, including that all members wishing to have an adequate opportunity to speak. The Chair may remind members for brevity or call to order a member that they consider is speaking outside of topic or the remit of Council. The Chair may also determine that discussion should be brought to a close.

6.3 It is expected that members address colleagues with respect and courtesy.

6.4 The Chair may also ask a member to leave the room where they consider they may be conflicted with a matter under discussion or their behaviour is inappropriate.

7. Decision Making

7.1 Council decisions are normally made on the basis of consensus amongst members. Decisions may be made through a formal vote where the Chair determines that this is appropriate or where it is requested by a member. In the event of a vote, a proposal will be approved where a majority of members present vote in favour of the proposal (this excludes the specific requirements for a 'Special Resolution' as set out in the Charter for the purpose of amending the Charter). Voting at a meeting will be carried out by a show of hands of all members present. The Chair shall have the casting vote in the event of a tied position.

8. Confidentiality

8.1 All Council business must be treated as confidential to Council members and, in particular where business is marked as confidential (under whatever category), and must not be shared with any person who is not a member of Council without appropriate consent (e.g. from the Vice-Chancellor, the Deputy Chief Executive (Operations) and Secretary, the Pro-Chancellor). Members are responsible for ensuring the secure storage (and disposal where there are hard copies) of papers and other information relating to Council business. Members may provide hard copy documentation to the Committee Secretary for destruction. In the event a member discloses confidential information the matter would be drawn to the attention of the Chair by the Deputy Chief Executive (Operations) and Secretary and further action would be determined based on the seriousness of the disclosure.

8.2 Papers and other information will be disclosed to all Council members unless there is a good reason to withhold the information (for example due to a serious conflict of interest). If the withholding of information is disputed by the member the Chair will make a final ruling on whether it should be shared. In the event that the information concerns the Chair then a Deputy Pro-Chancellor will make a final ruling.

9. Quorum

9.1 The quorum for meetings of Council shall be no less than half the members, rounded up to a whole number, which shall include a majority of independent members. In the absence of a quorum, no business shall be transacted other than an adjournment of the meeting (Statute 9.7).

10. Meetings and Extraordinary Meetings

- 10.1 Council shall normally meet six times a year on dates that will be published prior to the start of the academic year. Occasionally meetings may be rearranged during the academic year where there is a specific need and good reason to do so and members will be provided with reasonable advance notification where this occurs.
- 10.2 Extraordinary meetings of Council may be convened with the agreement of the Chair. A Deputy-Pro Chancellor and the Vice-Chancellor must agree in the event that the reason for convening an extraordinary meeting concerns the Chair. Members shall normally be given at least seven days' notice of any meeting and the business to be transacted. Papers for extraordinary meetings will normally be circulated five days in advance of the meeting.

11. Minutes

11. Council minutes shall be taken by the Committee Secretary and approved at the following meeting. Approved minutes will be published on the University website with the exception of confidential items.

12. Declaration of Interests and other information requirements

- 12.1 Members must complete the register of interests in accordance with the University's procedure, which includes that members are asked to review and update their record on an annual basis. Members should also alert the Deputy Chief Executive (Operations) and Secretary of significant changes outside the annual update. In addition, members should declare any interests at the start of a meeting where they relate to a matter under discussion and/or during discussion where it is apparent there is a potential or potential for a perceived conflict of interest. The Chair will determine whether the member may participate in discussion and/or in decision-making and/or is required to leave the room.
- 12.2 Members must also provide any other information that the University requires in order to fulfil its regulatory requirements. This information is normally captured as part of the completion and update of the register of interests.

13. Chair's Action

- 13.1 The Pro-Chancellor (or designated Chair in the event of absence) has delegated authority to take action on behalf of Council between meetings. Chair's action may only be taken where decisions are routine/immaterial matters and/or there is a need to expedite University business and it is reasonable not to call an extraordinary meeting. Chair's actions will be reported to Council at the next reasonable opportunity.

14. Standing Orders

- 14.1 The Chair has the final ruling on the interpretation of these Standing Orders, except for Chair's Action. The Chair will seek the advice of the Deputy Chief Executive (Operations) and Secretary on any question of interpretation of these Standing Orders. The Charter, Statutes and Ordinance shall take precedence in the event there is inconsistency with the Standing Orders.

November 2018