

COU11D007

Title: Terms of Reference and Membership of the Council
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1. COUNCIL MEMBERSHIP 2011/12

Ex-Officio: The Chair of the Council – Mr R. Jewson (2013)
The Vice-Chancellor – Professor E.D.J. Acton
The Treasurer – Mr J. Sisson, FCA (2013)
Pro-Vice-Chancellors – Professor D.J. Richardson* (2014)
Professor T.B. Ward (2015)

Members appointed by the Senate –
Professor N. Norris (2013) and Professor C. Waddams (2012)

Member elected by the Support Staff – Mr S. Thompson (2012)

Independent Members – Sir Richard Dales (2013)
Mr D. Edwards (2014)
Mr G. Jones* (2014)
Ms V. Keller-Dorsey (2013)
Ms L. McGillivray (2012)
Dr K. Skoyles* (2014)
Mr David White (2013)

Student Representatives –
Mr R. Bloomer* (2012) and Mr M. Myles* (2012)

Officers who regularly attend Council –
The Registrar and Secretary – Mr B. Summers
Director of Planning – Mr I. Callaghan
Senior Assistant Registrar – Dr L. Moulard
Senior Administrative Assistant (Committee Office) – Mrs R. Phillips

*** - denotes a new member of Council for 2011/12 onwards**

Executive Deans of Faculty – HUM – Professor D. Peters Corbett (2015)
FMH – Professor I. Harvey (30.9.2013)
SCI – Professor P. Gilmartin (2016)
SSF – Professor N. Ward (2013)

(The Executive Deans of Faculty may attend and have the right to debate, but not to vote)

2. TERMS OF REFERENCE

Membership

1. The membership of Council is nine independent members, the Vice-Chancellor, the Pro-Vice-Chancellor Academic, Pro-Vice-Chancellor Research, Enterprise and Engagement, two members of staff appointed by ballot amongst members of the Senate (of which at least one shall be a member of the academic staff), one member of the support staff elected by those staff, two students nominated by the executive of the Students Union.
2. Council is the appointing authority in relation to any member (other than the Vice-Chancellor or Pro-Vice-Chancellors) and must approve the appointment of any prospective members put forward by nomination or election arrangements.
3. All members of Council will be given appropriate induction on appointment.

Meetings

4. There shall be at least six ordinary meetings of the Council in each academic year, including an extended meeting to review and discuss strategy and risk management. The timing of those meetings will be approved by Council. Council may agree additional ordinary meetings subject to at least seven days notice being given for such meetings. Extraordinary meetings may be summoned by the Chair. At least fourteen days notice shall be given for Extraordinary meetings together with information as to the items to be discussed. It will not be necessary to circulate all papers at the time the notice of the meeting is given.

Agendas

5. The Agenda for any meeting will include such items as may be determined appropriate by the Registrar & Secretary, the Vice-Chancellor or the Chair of Council, or such items as have been requested by Council. Agenda and papers should normally be circulated seven days before each meeting.

Quorum

6. The quorum shall be one-third (rounded up to the nearest whole number) of the current members provided always that there is at least one-third (rounded up to the nearest whole number) of the current independent members present. In the event that the independent members present at the meeting do not constitute a majority, then a majority of the independent members present shall be able to require, before or immediately after a decision is taken, that a decision is deferred until the next meeting or will not take effect until and unless it is ratified at that meeting.

Conduct of Business

7. The conduct of business shall be directed by the Chair of the meeting and the Chair's ruling on any point shall be final. All motions except those from the Chair, must be seconded before being put to the meeting. The Chair will normally summarise the consensus in the meeting and if there is no dissent the matter will be deemed to be Resolved *nem com*. If the Chair considers it appropriate, or there is a request for a vote, such vote will take place by show of hands.

Committees

8. Council shall establish standing or ad hoc committees as it considers appropriate and delegate to such committees such powers and duties as it shall think fit. All members of committees shall hold office for three years subject to, in the case of a serving member of Council, their continued membership of Council. Every committee of Council shall

have power to appoint sub committees and to delegate to such sub committees such of its powers and duties as the board or committee shall think fit.

9. Council may take any decision which is within the powers and duties it has delegated to a committee where it thinks fit to do so.
10. Where Council has not determined the matter, vacancies in the membership of standing committees will be determined by the Council Membership Committee.

The Common Seal

11. Where the execution of any contract or document has been approved by Council, or has been approved in accordance with delegated authority from Council, or is deemed by the Registrar & Secretary as being necessary to implement decisions taken by Council or decisions taken in accordance with powers delegated by Council, the Seal shall be affixed and witnessed by the Registrar & Secretary, the Vice-Chancellor or one of the Pro-Vice-Chancellors. In the absence of the Registrar & Secretary, the seal may be witnessed by the Vice-Chancellor and one of the Pro-Vice-Chancellors.
12. The Registrar & Secretary shall keep a Sealing register recording the particulars of the document sealed, the date of sealing and the identity of the person witnessing affixing of seal.
13. The use of the Seal shall be reported to the Council at the Ordinary meeting next following such use.
14. In every case where the Seal has been used and the instrument has been signed or purports to have been signed in good faith and in accordance with these regulations then the instrument shall be binding in favour of any third party and shall not be affected or varied in any way by any irregularity of procedure or any failure to comply with the terms of these regulations.

Confidentiality

15. There are three types of classified documents in the University:
 - 15.1 **Confidential** (printed on blue paper): papers which members may retain but which they must not show to others or use as a background for general discussion without the approval of the body concerned, even when the decisions have been published;
 - 15.2 **Confidential and reserved** (printed on yellow paper): as category 15.1 but in addition falling within the category of "reserved areas of business";
 - 15.3 **Secret** (printed on pink paper): papers which a member may not retain. Such papers will be issued to members at the meeting and collected from them before they leave the meeting. On no account shall the contents of these papers be discussed or made known even when the decisions have been published.
16. Members have a personal responsibility for safeguarding the confidentiality of documents and for the safekeeping of committee papers.

Reserved Areas of Business

17. The Registrar & Secretary may determine that any business to be put before Council should be designated as "reserved". In such circumstances student members will not receive papers and should withdraw from the meeting when reserved business is being discussed. Reserved business will be those matters affecting the personal position of employees or prospective employees of the University, or the admission and academic assessment of students. This will normally include any business pursuant to Statute 7. A decision on the appointment of the Vice-Chancellor would not normally be reserved.

Chair's Action

18. In the case of business requiring urgent attention between meetings of Council or a committee or other body appointed by Council, the Chair of Council, or the Chair of such committee or other bodies as may be the case, shall, when it is her or her opinion that it is not practical or proportionate to call a special meeting, have delegated authority to exercise the powers and functions of Council or such committee or other body, subject always to the provisions of the Charter and Statutes. The exercise of such delegated authority will be reported to a subsequent meeting of the appropriate body, but will not require ratification.