

**COU13D011**

**Title: Terms of Reference and Membership of the Council**

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1. COUNCIL MEMBERSHIP 2012/13

Ex-Officio: The Chairman of the Council – Mr R. Jewson, JP, MA, Hon DCL (2016)  
The Vice-Chancellor – Professor E.D.J. Acton  
The Treasurer – Mr J. Sisson, FCA (2016)  
Pro-Vice-Chancellors – Professor D.J. Richardson (2014)  
Professor N. Ward (2018)\*

Members appointed by the Senate –  
Dr M. Blyth (2015)  
Vacancy

Member elected by the Support Staff – Mrs E. Slaymaker (2015)

Independent Members – Mr D. Edwards (2014)  
Mr J. Greenwell, CBE, DL (2016)\*  
Mr G. Jones (2014)  
Ms V. Keller-Dorsey (2016)  
Ms L. McGillivray (2015)  
Dr K. Skoyles (2014)  
Vacancy

Student Representatives –  
Mr J. Levell (2014) and Ms R. Rawle (2014)\*

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 2013/14 onwards**

Executive Deans of Faculty – HUM – Professor Y. Tasker (2017)  
FMH – Professor I. Harvey (30.9.2013)  
SCI – Professor P. Gilmartin (2016)  
SSF – Professor J. Collier (2018)\*

**(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.
4. Council will appoint, from amongst its independent members, the Chair, the Deputy Chair and Treasurer.
5. The Deans of the Faculties are not members of Council, but attend with full speaking rights. They assist Council in its understanding of matters before it and proffer advice. They do not have a vote, and care has to be taken, particularly when the views of Council are being summarised by the Chair, that undue weight is not given to the views of the Executive Team overall because of the Deans' presence in numbers.

### **Meetings**

6. 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 opportunity and risk management. The timing of these 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**

7. 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**

8. 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**

9. 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. In the absence of the Chair at a meeting of Council, the Deputy Chair will preside, and in the absence of the Deputy Chair, a Chair will be elected for the meeting.

### **Declaration of Interest**

10. A member of Council who has a pecuniary, family or other personal interest, whether or not in common with others, in any matter under discussion at any meeting at which he or she is present which may result in a conflict of interest shall declare that interest at the meeting and shall withdraw from that part of the meeting unless the meeting requests otherwise. A member who wishes to record in advance that he or she has interests that may make such disclosure necessary may do so by notifying the Registrar and Secretary of the interest; the Registrar and Secretary will inform the Chair of Council. In any case, any member declaring an interest will not vote on the relevant issue.

### **Committees**

11. 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.
12. 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.
13. Where Council has not determined the matter, the filling of vacancies in the membership of committees will be determined by the Council Membership Committee.
14. The provisions of clauses 9,10, 20-24 and 25 of this Ordinance will apply to committees of Council and any references to Council shall be deemed to be references to the committee in question;
15. The quorum for committees will be one-third of current members rounded up to the nearest whole number.

### **The Common Seal**

16. 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 and 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.
17. 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.
18. The use of the Seal shall be reported to the Council at the Ordinary meeting next following such use.
19. 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 and Reserved Business**

20. Where there is good reason for papers to be confidential and/or to remain confidential after the meeting for a period of time these will normally be printed on blue paper. Council will determine whether the paper will remain confidential after the meeting and for what period of time, normally on the recommendation of the paper's author. Circumstances where confidentiality is important could include where commercial issues are involved, where the reputation of the University, any of its ventures or any of its partners could be at risk, or where sensitive issues affect identifiable individuals. However, Council wishes to make as much information as possible open and reports should be constructed so that sensible redactions can easily be made to enable the bulk of material to be published more quickly.
21. If it is proposed that the minute of any discussion should remain confidential for a period of time after the meeting that will be approved by Council, normally on the basis of a recommendation provided in the report.
22. The Registrar & Secretary may determine that any business to be put before Council should be designated as both confidential and reserved, and this will normally be printed on yellow paper. In such circumstances student members will not receive papers and will withdraw from the meeting when the business is discussed. Council has determined that the amount of reserved business should be kept to a minimum and normally only be in circumstances where sensitive issues affect identifiable staff or students whether as individuals or groups.
23. From time to time Council may receive papers which are classified as "Secret", normally printed on pink paper. Such papers will be issued at the meeting and collected following the discussion. The content of these papers, Council discussions and prospectively any minutes will remain confidential at all times.
24. Members have personal responsibility for safeguarding the confidentiality of reports and Council discussions in accordance with this Ordinance, and for the safekeeping of papers.

### **Chair's Action**

25. In the case of business requiring urgent attention between meetings, the Chair of Council, shall, when it is her or his opinion that it is not practical or proportionate to call an extraordinary meeting, have delegated authority to exercise the powers and functions of Council, subject always to the provisions of the Charter and Statutes. The exercise of such delegated authority will be reported to a subsequent meeting of Council, but will not require ratification.