

# UNIVERSITY OF HUDDERSFIELD

## THE UNIVERSITY COUNCIL

### TERMS OF REFERENCE AND CODE OF CONDUCT FOR MEMBERS

#### Introduction

This guidance paper covers the Terms of Reference of the University Council, the procedural rules by which the Council is expected to operate, the principles by which Council Members are expected to conduct themselves and the role of Council Members.

#### Part A – Terms of Reference

##### 1. Purpose

The University Council is the Governing body of the University of Huddersfield. The terms of reference defining the Council's role, in accordance with the University's Articles of Government, are given below:

##### 2. Terms

- 2.1 The determination of the educational character and mission of the University and for oversight of its activities.
- 2.2 Enabling the University to provide education, promote learning and engage in research and other scholarly activities efficiently and economically and for applying the principles of justice and fairness in the conduct of the University.
- 2.3 The effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets.
- 2.4 Approving annual estimates of income and expenditure.
- 2.5 The appointment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and of the Secretary.
- 2.6 Setting a framework for the pay and conditions of all other staff.

##### 3. Statement of Primary Responsibilities

Listed below are the primary responsibilities of the University Council with an explanation of how they are discharged.

	<b>Primary Responsibility</b>	<b>Process</b>
A.	To approve the mission and strategic vision of the University, long term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.	Through the approval of the Strategy Map, Financial Statements and monitoring statements to Office for Students (OfS).

	<b>Primary Responsibility</b>	<b>Process</b>
B.	To delegate authority to the Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the University. To establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Vice-Chancellor.	Through the Vice-Chancellor's job description and contract of appointment.  Policies and procedures are regularly reviewed.
C.	To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.	Through the Audit Committee which reviews financial control and the effectiveness of risk assessment. Register of Interests maintained and this Code of Conduct for Council Members.  Articles of Government (sections 4, 7, 8).  Approval of Financial Statements  Staff/Student Grievance Procedure.
D.	To ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the Strategic Plan and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable universities.	Through the approval of the Financial Statements.  The Audit Committee and University Council review the University's key performance indicators
E.	To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.	Through a four-yearly review of the effectiveness of the University Council.
F.	To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.	By following both the CUC Higher Education Code of Governance and remuneration guidance, together with the Code of Conduct for Members of the University Council in Part C of this paper.
G.	To safeguard the good name and values of the University.	Through the Strategy Map and process to monitor and review risk management.
H.	To appoint the Vice-Chancellor as Chief Executive, and to put in place suitable arrangements for monitoring his/her performance.	Articles of Government (3). Performance review undertaken each year by Chair of Council which is reported to the Remuneration Committee and Council.
I.	To appoint a Secretary to the Council and to ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability.	Articles of Government (5). Performance of the University Secretary reviewed by Chair of Council (for Council business).

	<b>Primary Responsibility</b>	<b>Process</b>
J.	To be the employing authority for all staff in the University and to be responsible for establishing a human resources strategy.	Articles of Government (3, 8).
K.	To be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.	Terms of Reference of Audit Committee, for the approval of the Financial Statements.  Articles of Government (3, 4, 9, 10).
L.	To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.	Receive advice from University Officers, where necessary supported by external legal advice. Articles of Government (10).
M.	To make such provision as it thinks fit for the general welfare of students, in consultation with the Senate.	Articles of Government (8), regular student liaison, Teaching and Learning Committee.  Advice from the Pro Vice-Chancellor for Teaching and Learning.
N.	To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.	Advice from Director of Finance and Director of Estates and Facilities. Audit Committee monitors internal financial systems.  Donations Procedure and Register of Donations presented to Council annually.
O.	To ensure that the University's constitution is followed at all times and that appropriate advice is available to enable this to happen.	Through the University Secretary.

## Part B – Procedural and Operational Rules

### 1. Membership of the University Council

The current composition of Council is:

Vice-Chancellor, Ex Officio

Up to 13 External Members

2 teachers of the University nominated by the Senate and appointed under paragraph 3(2)(b) of the Instrument of Government, of whom one shall be a Dean appointed by the Deans in consultation between them.

1 student of the University nominated by the students thereof and appointed under paragraph 3(2)(b) of the Instrument of Government. In practice this is usually the Students' Union President.

1 member of the general staff nominated by the Senate for co-option under paragraph 3(2)(c) of the Instrument of Government

Up to 7 Co-opted Members, one of whom shall include the Deputy Vice-Chancellor.

## **2. University Staff in Attendance**

University Secretary/Committee Secretary

Director of Finance

Director of Estates and Facilities

Director of Human Resources

Pro Vice-Chancellors, Deans or other Directors of Service



as and when required

## **3. Quorum**

The quorum for meetings of the University Council shall be one-third of the actual current membership of the University Council (rounded up to the next whole number where the calculation of one-third does not produce a whole number), with at least half of those present being External Members.

A Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

## **4. Conduct of Meetings**

### **4.1 Mode of Operation**

The University Council shall normally hold ordinary meetings at least three times per year and hold such other ordinary meetings as may be necessary for the efficient discharge of their functions.

Subject to the provisions of the Articles, the University Council may make rules to govern the conduct of its meetings and those of any Committee or sub-Committee. In order to function efficiently, the University Council has rules for the conduct of its meetings as detailed in the Standing Orders and terms of reference in Part A of this paper.

Council Members should refer to the University Secretary for further information about the procedural rules of the Council and its Committees.

The Chair shall preside at all meetings of the University Council. If the Chair is absent from any meeting, the Vice-Chair shall preside. If both the Chair and Vice-Chair are absent from any meeting, the Members present shall elect a Member to act as Chair of that meeting.

Agenda and papers are circulated in advance for all meetings and all meetings are fully minuted.

### **4.2 Committee Structure**

Subject to the provisions of the Articles, the University Council may establish such Committees as it thinks fit, other than for such purposes as are assigned in the University's Articles to the Vice-Chancellor or the Senate.

The University Council shall determine the membership and functions of any such Committee.

Persons who are not members of the University may be appointed by the University Council to membership of any such Committee.

The University Council may also establish jointly with the Senate such Committees as the Council may determine.

The terms of reference and membership of these Committees shall be determined by the University Council.

Any Committee so established may establish sub-Committees and determine their membership and functions. Persons who are not Members of a Committee may be appointed by the Committee to membership of any such sub-Committee.

### **4.3 Delegation of Authority**

The University Council may delegate any of its powers to any Committee, to the Chair, or to the Vice-Chancellor and may confer the right of sub-delegation upon any such Committee or persons upon such terms and conditions as the University Council sees fit provided always that the University Council shall not delegate any of the following matters:

- a) the determination of the educational character of the University;
- b) the approval of the annual forecasts of income and expenditure;
- c) the approval of the final accounts;
- d) ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
- e) the appointment of the Vice-Chancellor and of the Secretary;
- f) the appointment or dismissal of the auditors; and
- g) the varying or revoking of the Articles of Government.

The University Council delegates authority to the Chair subject to recommendation from the Vice-Chancellor and senior colleagues. The University's Scheme of Delegation [link to be inserted] details the specific levels of delegation.

Where the University Council delegates any of its powers under Article 4.1, the Committee, the Chair or the Vice-Chancellor (as the case may be) to whom the power or powers have been delegated shall report to the University Council on any exercise of such a power or powers.

### **5. Appointment and Term of Office**

The term of office for each External and Co-opted Member to the University Council shall be determined by the Council, on the recommendation of the Governance and Membership Committee.

The term of office for each Council Member, except for the Student Member, Vice-Chancellor and Deputy Vice-Chancellor whose membership runs until the end of their term of office, shall be for a twice renewable period of three years.

When a Member of Council is appointed Chair or Vice-Chair of Council, or as Chair to one of its Committees, the term of office for that Council Member will re-commence from the date of appointment to that position.

The University Secretary will bring to the attention of the Governance and Membership Committee for review and advice to the Council, all appointments which extend beyond a period of 9 years - the maximum recommended in the CUC Higher Education Code of Governance for continuous service.

The appointment of two teachers of the University, one of whom shall be a Dean agreed by rotation, shall be by election by the Senate, and the nomination ratified by the Council.

The appointment of the one Member of the general staff shall be by election by the Senate and the nomination ratified by the Council.

The appointment of one student of the University shall be by nomination by the students thereof and the nomination ratified by the Council.

The University Council shall elect two of their External Members, normally on a 3-year term, to be Chair and Vice-Chair who shall be eligible for re-election.

The names of persons proposed for membership of the University Council shall be circulated to all current Members of the University Council at least three clear days before the meeting at which the appointment is made.

In the event of a vacancy in the office of Chair or Vice-Chair, the University Council shall elect at their next meeting a new Chair or Vice-Chair to hold office for the unexpired term of office of the Chair or Vice-Chair in whose place he or she is appointed.

The Vice-Chancellor shall be a Member of all committees set up by the University Council except any Audit Committee, Remuneration Committee or a Committee responsible for the suspension or dismissal of the Vice-Chancellor.

The procedures for the summoning of a meeting of the University Council for the purpose of appointing Council Members shall be as set out in Standing Order 4.1 except that it shall be called by at least ten days' clear notice.

The proceedings of the University Council shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any Member or in the accidental want of service of notice of the meeting on any Member.

## **Part C – Guidance on Conduct**

### **1. The Seven Principles of Public Life**

University Councils are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business.

Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life, and consequently Members of the University Council should observe the Seven Principles of Public Life drawn up by the Committee.

These principles are as follows:

**Selflessness** - Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

**Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity** - In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - Holders of public office should promote and support these principles by leadership and example.

Below is an outline of the general rules and conventions for the conduct of the business of governing bodies of higher education institutions, and particularly those features which underpin the underlying and fundamental principles above.

## **2. The Principles underpinning the University Council's Conduct**

### **2.1 Corporate Decision Making**

The Council will exercise its responsibilities in a corporate manner; that is to say decisions will be taken collectively by the Members acting as a body. Members will not act individually or in informal groupings to take decisions on Council business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its Committees.

Council Members must not bind the University to a course of action which it cannot carry out and must ensure that it does not continue to operate if it is insolvent.

### **2.2 Impartiality**

It is central to the proper conduct of public business that the Chair and Members of the Council should act and be perceived to act impartially and not be influenced in their role as Council Members by social or business relationships.

Thus each Member must avoid putting himself or herself in a position where there is a conflict (actual or potential) between his or her personal or other interests and those of the University.

If a Council or Committee member has a direct or indirect pecuniary, family or other personal interest in any contract, proposed contract or other matter and is present at a meeting of the University Council, a committee or sub-committee at which the contract or other matter is to be considered, he or she shall, as soon as practicable after the commencement of the meeting, disclose that he or she has such an interest. He or she shall withdraw from the meeting during consideration of the relevant item unless the other members of the University Council, or of the committee or sub-committee, decide to invite him or her to return but in that event he or she shall not vote on any question relating to that item.

A Member of the Council is not, however, considered to have a pecuniary interest in matters under discussion merely because he/she is a member of staff or a student of the Institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent Members of the Council from considering and voting on proposals to insure the Council against liabilities which it might incur.

In carrying out his or her duties, a Member will not lobby, canvas, represent or carry a mandate for any other organisation or interest.

No Member may be bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as a proxy for another Member of the Council.

### **2.3 Declaration of Interests**

Council and Committee Members must, once a year, declare any material interests they may currently have which could give rise to a conflict of interest in matters likely to be considered by Council or any of its Committees.

On appointment, you will be asked to complete a Register of Interests form for the purpose of declaring any material interests you may currently have which could give rise to a conflict of interest in matters likely to be considered by Council or any of its committees. The Register of Interests is kept in the University Secretary's Office and is updated on an annual basis.

Whilst Members are requested to make an annual declaration if there is any significant change during the course of the year to interests held, Members are requested to notify the University Secretary within 28 days.

As a Council Member you have a duty to avoid conflicts of interest which might be seen to compromise your ability to properly fulfil your obligations to the University, to ensure that any decisions taken are in the best interests of students, staff and the University as a whole, free from any considerations of personal gain, or any other interests.

You will be expected to disclose any direct or indirect interest which you may have in any matter being considered at a Council or committee meeting and the Chair will then determine the appropriate course of action.

## **2.4 Confidentiality**

Council members will often receive information of a confidential or private nature in the course of their duties, which is not yet public, or which may not be intended to be made public. The established practices of University Council would normally make clear the status of the information presented; however, as a general guide, Council confidentiality requirements include:

- Any matter expressly designated as confidential;
- Personnel matters affecting individual employees of the University;
- Any proposal to grant an honorary award; and
- Information about commercially sensitive matters, or where disclosure might lead to damage or loss to the University and/or third parties.

Matters cease to be confidential once they have been officially announced by the University. The official record of Council meetings is the approved minutes of the meeting.

Council members should not use, exploit or disclose information of a confidential nature received in the course of their duties, except to other Council members. In any event, such information should never be used for the purpose of personal or financial gain, to bring the University into disrepute, or to benefit any particular group within the University.

Even in the case of open business, it is important that members pay due regard to the principle of collective decision making when making any statement about Council discussions or decisions. Free and frank debate is the cornerstone of good governance and, as such, it is vital that members do not feel any inhibition on their ability to speak freely and express views in debate which might be controversial. For this reason, members should avoid reporting views expressed at Council meetings in ways which contradict the minutes of the meeting, or which are attributable to individual members.

**Members who are in any doubt over the confidentiality or otherwise of any matter should seek advice from the University Secretary.**

## **Staff and Student Representatives**

For the avoidance of any doubt, staff and student representatives are full members of University Council and have the same rights, responsibilities and public accountability as External Members. Being an impartial governor, requires a difficult balancing act between establishing policy at a strategic level, whilst also being a member of staff involved in the day-to-day operations of the University, or in holding a position at the Students' Union. Accordingly, such members must take particular care to guard against potential conflicts which may arise in their dual role. By way of example, staff/student representatives should not seek to address operational issues via University Council, instead, these should be resolved via the internal management structure.

Members who are staff or students recognise that their duties as Members of Council take precedence over their duties or obligations as a Member of staff or as students, or arising from their association or connection with other organisations.

Staff/student representatives must declare an interest as and when discussion and decision-making may stray into an area in which the member has an interest, for example, if a decision would impact on the School or Service to which a staff/student representative belongs, or the students or employees in that area. Whether or not the member is then asked to withdraw from the meeting, or not participate in the deliberations, they will be bound by the same rules of confidentiality which apply to all members of Council.

As Council members, staff and student representatives, must not lobby either on their own or others' behalf or act as an adviser to others on how to influence the governing body, or purport to 'represent' the interests of any particular constituency. Whilst staff and student governors are representative of the constituencies from which they are drawn, they do not represent these constituencies; all Council Members have an over-riding corporate responsibility to the role of University Council, to act objectively in the best interests of the whole University, to promote its success. Following this, neither staff or student members can be mandated to act in a particular way (unless acting under approved arrangements as a proxy for another Council Member), nor should the role of a staff governor be defined or limited in any way by any line management responsibilities to the Senior Management Team.

## **2.5 Hospitality and Gifts**

Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity; any offer of such gifts, hospitality or benefits must be reported to the Chair of Council or to the Secretary.

## **2.6 Induction and Personal Development of Members**

Members of the Council, when taking up office, will be fully briefed on the terms of their appointment and be made aware of the responsibilities placed on them for the proper management of the Institution.

They will receive copies of relevant background documents on appointment and during the induction phase (for example a copy of this document, the annual report and financial statements, financial forecast, Strategy Map, estate strategy, and notes describing the Institution's organisational structure).

The Council will provide an induction or briefing session for new Members, particularly for Members not familiar with higher education, in order to explain the responsibilities of Members of governing bodies, the function of the governing body and other bodies within HE, and the strategic objectives of the Institution.

All new members are assigned a 'mentor' (an experienced Council member) to assist with their induction. An initial meeting will be arranged for you and your mentor during the first 2 months of office and it is recommended that subsequent meetings take place on a regular basis throughout their first year of office.

One to one meetings for each Council or committee member with the Chair of Council are held on an annual basis.

Following initial induction, Members will receive regular briefings and appropriate publicity material to help them to stay up-to-date with developments.

Members are expected to attend induction sessions arranged for them and to keep themselves informed and fully briefed thereafter.

## 2.7 Remuneration and Expenses

The Council has no power to remunerate its Members, but it may pay such travelling, subsistence or other allowances as it may determine. [Claim forms](#) are available on the members' portal

## 2.8 Personal Liability

The law relating to the personal liabilities of Members of Council is complex and its interpretation is ultimately a matter for the courts. This guide does not therefore attempt a statement of the law, but gives general guidance on conduct, which covers a number of important points relating to avoiding actions which could involve a personal liability.

Members of the Council should satisfy themselves that they understand their own position, and should as already outlined above:

- act honestly, diligently and in good faith;
- be satisfied that the course of action proposed is in accordance with the University's Instrument and Articles of Government;
- not bind the University to a course of action which it cannot carry out;
- seek to ensure that the University does not continue to operate if it is insolvent;
- seek to persuade colleagues by open debate and register dissent if they are concerned that the action would be contrary to any of the above;
- avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the University.

If this advice is followed it is unlikely that personal liability could arise, particularly since the powers and responsibilities of the Council are exercised in a collective manner and decisions are made by formal resolution. Moreover, the University is a separate legal entity, distinct from its Members or officers.

However, claims involving the collective decisions and actions of the Council may be made. The University has however got suitable insurance cover, the details of which are available from the University Secretary.

## Part D – The Roles of Council Members

### 1. Role of the Council Chair

The Chair is responsible for the leadership of the University Council.

As Chair of its meetings he/she will promote its well-being and efficient operation, ensuring that its Members work together effectively and have confidence in the procedures that have been laid down for the conduct of business.

The Chair will take particular care that the Council observes the Seven Principles of Public Life applicable to all public bodies (see Part C) and that Committees which play a central role in the proper conduct of the Council's business report appropriately to the Council.

The Chair will also ultimately be responsible for ensuring that the Council operates in an effective manner, discusses those issues which it needs to discuss, and dispatches its responsibilities in a business-like way.

Through leadership of the Council, the Chair will play a key role in relation to the business of the Institution, but will take care not to be drawn into the day-to-day executive management of the Institution. The Chair works closely with the Vice-Chancellor to ensure the effectiveness of the Council and of the Institution.

## **2. Role of the Vice-Chair of Council**

The Vice-Chair of Council provides support to, and substitutes for, the Chair in the leadership of the University Council to enable it to work in an effective and efficient manner in accordance with this guidance and the University's Instrument and Articles of Government.

## **3. Role of the Chair of a Committee**

A Committee Chair is responsible for leading the Committee, ensuring Members work together effectively and observe the Seven Principles of Public Life. They will ensure that the Committee reports to the University Council and makes recommendations as appropriate according to the Committee's terms of reference. The Committee Chair will be responsible for ensuring that the Committee discusses issues it needs to discuss and dispatches its responsibilities in a business-like way, ensuring decisions taken are implemented.

## **4. Role of Council Members**

Like the Chair, External Members of the University Council will also take care not to become involved in the day-to-day executive management of the Institution.

As Council Members, this also applies to the staff and student Members of the Council, except that in the course of their employment or, in the case of student Members, in their activities as students, they may have executive responsibilities of some kind within the Institution.

Whilst the Council will rely on the Vice-Chancellor to discharge the on-going responsibilities for the operational management of the Institution and to offer guidance to the Council on issues coming before it, the Council will have a particular concern for the strategic development of the Institution.

The Council should consider and approve the University's Strategy Map which influences and guides all decisions coming before the Council.

## **5. Role of the Vice-Chancellor**

The Council is responsible for determining the overall strategic direction of the Institution. It approves the budgetary framework, appoints the head of the Institution and exercises general oversight over the Institution's performance and development.

The Vice-Chancellor, on the other hand, is responsible for the executive management of the Institution and its day-to-day direction.

The specific responsibilities of the Vice-Chancellor in relation to Council business include:

- implementing the decisions of the Council or ensuring that they are implemented through the relevant part of the University's management structure;
- initiating discussion and consultation including, where appropriate, consultation with the staff and the Senate on proposals concerning the University's future development and ensuring that such proposals are presented to the Council;
- fulfilling the duty, as the officer designated by the Council under the OfS Terms and Conditions of Funding, to alert the Council if any actions or policy under consideration would be incompatible with the Terms; and informing the Chief Executive of the OfS, if the University Council nevertheless decides to proceed.

## **6. Role of the Secretary to the Council**

The Council will appoint the University Secretary.

The Secretary to the Council has a key role to play in ensuring that procedures are followed. The Chair and Members of the Council will look to the Secretary for guidance about their responsibilities under the rules and regulations to which they are subject (including external legislation and the requirements of the OfS), and on how those responsibilities should be discharged.

The Secretary is a source of professional advice to the Council and should work closely with the Chair and the Vice-Chancellor in order to ensure the efficient management of the Council's business.

In particular, he/she should alert them if he/she considers that any proposed action would exceed the Council's powers or be contrary to the provisions of the Instrument or Articles/other legislation to which the Institution is subject, or to the terms of the OfS Terms and Conditions of Funding.

In order to fulfil the above responsibilities effectively, it is essential for the Secretary to exercise an appropriate measure of independence in respect of his/her role as Secretary to the Council and other University statutory bodies. The Secretary to the Council will combine this function with a senior administrative or managerial role within the Institution. The Secretary will exercise care in maintaining a separation of the two functions. Irrespective of any other duties which the Secretary may have within the Institution, when dealing with Council business the Secretary will properly act on the instructions of the Council itself.

**Approved by University Council, 5 July 2018**