

University Council – Operational Guidelines

- These Operational Guidelines set out how the Council operates under the authority of and within the framework provided by the University Statutes and Ordinances, in particular Sections 4 and 5 of the Statutes relating to the Council and its powers.
- If there is a conflict between the Statutes and Ordinances and the Operational Guidelines, the former take precedent.
- The Council has adopted the Operational Guidelines, which are reviewed annually, to promote the efficient and proper consideration of business.
- The interpretation of the Operational Guidelines (subject to the provisions of Statutes and Ordinances) shall be the responsibility of the Chair and their ruling shall be final.
- The role and responsibilities of a Council member are set out in the Appendix to the Operational Guidelines.

1. Meetings

- 1.1 Five ordinary meetings of the Council (normally on afternoons in October, December, February, April and June), together with a Strategy Away-day (in April/May), are held in each academic year. Dates of meetings are set during the preceding year (the academic year runs from September to August) to give members as much notice as possible.
- 1.2 A Special Meeting of the Council may be convened at any time at the request of the Pro-Chancellor and Chair of Council (the Pro-Chancellor), or the Vice-Chancellor and Chief Executive (the Vice-Chancellor), or by not less than one third of the remaining members requesting a special meeting in writing to the Secretary. At least seven days' notice of a Special Meeting stating generally the nature of the business to be considered shall be sent to each member of the Council by the Secretary and the meeting shall not consider any business other than that mentioned in the notice or directly arising from it.
- 1.3 The Pro-Chancellor and Chair of Council has the power to adjourn a meeting of Council either temporarily or to an alternative date.

2. Chair of Council Meetings

- 2.1 The Pro-Chancellor shall chair meetings of Council. In the absence of the Pro-Chancellor, **the Deputy Chair (NB this is a new Officer)** shall take the Chair. In the absence of both the Pro-Chancellor and the Deputy Chair, the Council shall elect its own Chair from amongst the independent members for the meeting.
- 2.2 Between ordinary meetings of Council the Pro-Chancellor or in their absence the Deputy Chair shall have the authority to act on behalf of the Council on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Pro-Chancellor or Deputy Chair as appropriate, the convening of a special meeting. This is on the understanding that, if any such matter is expected to be of significant interest or controversy, members of Council will be consulted by correspondence before any decision is taken or a special meeting of Council will be scheduled. Any action taken by the Chair on behalf of the Committee shall be confirmed in writing and shall be reported to the next ordinary meeting of the Council.

3. Agenda and Papers

- 3.1 The Secretary shall compile the agenda in consultation with the Vice-Chancellor and the Pro-Chancellor or in her/his absence the Chair for the meeting.
- 3.2 Members of Council may submit to the Secretary written questions or items for discussion to be placed on the agenda of a Council meeting. Such matters should be sent in time to allow circulation with the agenda and other papers.
- 3.3 The Pro Chancellor or in their absence the Chair for a meeting may exclude from the agenda any proposed item which may be out of order.
- 3.4 The agenda and papers for a Council meeting will, whenever possible, be sent to members at least seven days in advance of the meeting. If a paper is not available for circulation with the agenda and papers, consideration of the paper will normally be deferred until the next meeting, unless one of the following criteria apply:

- ❖ that the Pro-Chancellor or in their absence the Chair agree that it has not been possible to prepare the paper by the submission deadline for good reason (eg external information was not available) and the matter is of sufficient urgency that it cannot be deferred until the next meeting
- ❖ that the Pro-Chancellor or in their absence the Chair agrees that important new information published after the submission deadline should be received at the meeting.

If possible, where these criteria apply, the late paper will be circulated to members prior to the meeting. Papers may be tabled at a meeting in exceptional circumstances and with the prior approval of the Chair, but the practice is discouraged as it does not allow members time to consider the content in detail. Where tabled papers are permitted, they should be circulated to any members not in attendance immediately after the meeting.

- 3.5 The Pro-Chancellor or, in their absence, the Chair of the meeting, may exceptionally allow additional business to the matters arising from the agenda to be considered at a meeting under 'Any Other Business'. No prior notice will be needed for matters brought up under 'Any Other Business' but the Chair may use discretion in ruling that any of these items are out of order or that they shall be deferred for consideration until the next meeting.
- 3.6 The order of business for Council meeting shall be as follows:
 - ❖ **Governance Matters (for noting and approval, normally without discussion)**
 - ❖ Apologies for absence
 - ❖ Declarations of Conflicts of Interest
 - ❖ Constitutional Matters
 - ❖ **Minutes and University News (for noting and approval, normally without discussion)**
 - ❖ Minutes of previous meeting(s)
 - ❖ Pro-Chancellor and Chair of Council's Report
 - ❖ Vice-Chancellor and Chief Executive's Report
 - ❖ President of the Students' Union's Report
 - ❖ **STRATEGIC ISSUES (main business of the meeting for discussion and approval)**
 - ❖ **Minutes and Reports of Council Committees (Executive Summaries for formal endorsement, normally without discussion)**
 - ❖ **Any other business**
 - ❖ **Date of Next Meeting**
 - ❖ **Review of the Meeting**
 - ❖ **Resources and background material for the meeting (providing full versions of documentation for information).**

- 3.7 Business identified on the agenda as **Confidential** may not be divulged to anyone else outside the Committee. All **Confidential** business is restricted under the Freedom of Information Act and is not routinely published by the University. A separate set of minutes of the discussion of the **Confidential** items is produced.
- 3.8 The remainder of business is open/public information and information. Members are free to discuss public/open items with non-members
- 3.9 The minutes of open/public business are published on the website of the University after they have been confirmed by the Chair.
- 3.10 A cover sheet will be provided for each Council/Committee paper indicating the author, purpose and the recommended action required by the Council/Committee.
- 3.11 Subsequent to a meeting of Council or one of its Committees, the Secretary of Council or the Committee may disclose resolutions and associated papers to authorised officers who properly require the information. Any information which is classified as **Confidential** business will be identified as such for the recipient.

4. Secretary

- 4.1 There shall be a Secretary of the Council appointed by the Council on the recommendation of the Vice-Chancellor. S/he, or a member of their staff to whom they have delegated responsibility, shall record the proceedings of Council and ensure that its decisions and instructions are carried out.

5. Attendance at Meetings, including via Telephone and Video Conference

- 5.1 Failure to attend any meeting of Council or one of its Committees for a period of six months will normally result in disqualification from membership of Council and its Committees (unless mitigating circumstances have been notified to, and accepted by, the Chair of Council).
- 5.2 Attendance at meetings of the Council by persons other than members of Council is by invitation only. Any such attendance must be approved by the Chair in advance of the meeting.
- 5.3 Any member may validly participate in a meeting through the medium of conference telephone, video conferencing, or similar form of communication equipment. In order to ensure that this may be achieved the member should contact the Council/Committee secretary no later than 12:00 noon on the day before the meeting to ensure that the technical arrangements are in place. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. In the unlikely event of a secret ballot, those participating in such manner shall accept that it may be necessary for them to disclose their vote to the secretary.

6. Quorum and Voting at Council Meetings

- 6.1 The quorum for a meeting of the Council will exist when not less than one-half of the members are present including a majority who are not current members of staff or students. Matters of business requiring a decision by vote shall be determined, except where specifically provided otherwise, by the majority of members present and voting on the question. Members must be present at the meeting either physically or via teleconference in order to qualify to vote. In the case of a tied vote the Chair shall have a second or casting vote. Voting shall be by show of hands unless the Chair directs otherwise.

7. Declaration of Interest

- 7.1 In the performance of their functions, members of Council and Council committees are under an obligation to act in the best interests of the University. A member of the Council who has a financial, family or other personal interest in any matter under discussion at any meeting of the Council or one of its committees at which they are present shall, as soon as practicable, disclose the fact of their interest to the meeting and shall withdraw from that part of the meeting.
- 7.2 An internal member is not, however, considered to have a financial interest in matters under discussion merely because they are a member of staff or a student of the institution.

8. Committees

- 8.1 The Council may establish committees with such membership as deemed necessary to assist in the discharge of its responsibilities. The Chair of each committee of the Council shall be appointed by the Council.
- 8.2 The Council may delegate authority to Committees and shall specify the extent of the powers of each such Committee in terms of reference approved by Council.
- 8.3 The Pro-Chancellor and the Vice-Chancellor shall be ex officio members of all committees of the Council, except for the Audit Committee.
- 8.4 The quorum for each committee of the Council shall be specified in the terms of reference for the Committee and shall include a majority of independent members.

9. Payment of Expenses

- 9.1 Reimbursement of fares and expenses of persons travelling on Council business are payable in accordance with the University's financial regulations and procedures, and subject to approval by the Director of Governance.

10. Declaration of Gifts and Hospitality

- 10.1 Members are required to follow the approved guidance on the acceptance and declaration of business gifts and hospitality as approved by Council from time to time.

11. Register of Declaration of Interests

- 11.1 The Director of Governance shall maintain a register of the following interests of members of Council and Executive Officers and of their families and of any other person with whom they have a close connection:

- Names of firms or organisations in which they have a substantial interest
- Personal or family interests in University employees
- Personal interests in other Higher Education Institutions

- 11.2 A further such register shall be maintained in respect of all staff with the ability to commit the University to significant level of expenditure. The Director of Governance should be consulted in any cases of doubt on what to declare.

12. Amendment of the Operational Guidelines

- 12.1 A copy of the Operational Guidelines shall be provided to each new member of Council as they take up appointment. The Operational Guidelines, and any proposed amendments, shall be received for consideration at the first Ordinary Meeting of Council in each academic year.

13. Custom and Precedent

13.1 Where no written guidance is laid down, custom and precedent will apply to the conduct of University's business.

Approved by the Council of Aston University on 28th November 2017

Appendix: The Role of a Member of the University Council

Term of Office:	3 years
Time Commitment:	Estimated to average 6-9 days per year including involvement at least one of Council's Committees. This will primarily involve daytime engagements, although there may be some evening commitments. Council members will also be invited to attend Degree and Awards Ceremonies and other University events such as the annual Charter Dinner.
Remuneration:	The role is not remunerated, travel and subsistence expenses are paid
Method of Appointment:	Ex Officio, Appointed, Elected

The Council is the governing body of the University. Council comprises 15 members and meets five times each year. A majority of Council's members are from outside the University (the independent members), contributing a wide range of experience and expertise from the public and private sectors. Five Council members are University staff and one is a student (the President of the Students' Union). All Council members are offered induction, training and development.

Council members are expected to exercise their responsibilities in the interests of the University as a whole rather than as representatives of any constituency. The University maintains a register of interests of Council members which is available for public scrutiny.

The role of independent members of Council is similar to that of the non-executive directors of a company. They bring to the Council a wide range of knowledge and expertise, and apply balanced and disinterested judgement to its work, and are thereby able to:

- ensure that issues are considered from a wide range of perspectives
- act as a "critical friend" through independent scrutiny of strategic and financial issues
- provide an external view on the work of the Council and the University
- offer specialist skills, experience and expertise
- give an independent view on governance and possible internal conflicts of interest
- provide useful contacts and access to external networks
- advise on the image and public presentation of the University
- act as an ambassador for the University, promoting its activities externally and assisting with philanthropic activity and University fund raising.

The qualities expected of independent members include:

- strong commitment to and enthusiasm for the University and to its objectives
- general understanding of higher education and the role of universities
- the ability to discuss without being adversarial or losing respect and goodwill
- common sense and a constructive approach to problem solving
- the confidence to probe information and to challenge 'received wisdom'
- honesty and integrity
- respect for confidentiality.

Independent members are normally expected to participate in one or more of the Council's committees.

Staff and Student members of the Council are required to bring the same broad range of qualities as independent members. In addition they bring specific and general knowledge and understanding of the University's work and culture, and ensure links and communication channels throughout the University, including with the Senate which is responsible for the academic activities of the University, Council sub-committees, the Students' Union and other groups.

The role of a Council Member is outlined in more detail below.

Standards

To ensure that the Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

It is central to the proper conduct of public business that Council members act, and be perceived to act, impartially, and not be influenced in their Council role by social or business relationships. With this in mind, they are asked to make full and timely disclosure of personal interests, in accordance with procedures approved by the Council.

The Business of the University

The role of Council members is to ensure that:

- the Council reviews and agrees the strategic direction of the University;
- the performance of the University is appropriately assessed against objectives;
- the University maintains its long-term financial viability, safeguards its assets and operates proper mechanisms to ensure financial control and the prevention of fraud;
- the University operates an effective approach to risk management.

Council members should endeavour to establish constructive, supportive and challenging working relationships with University staff, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day management of the University.

The External Role

To represent the Council and the University, with Aston's key external corporate and individual stakeholders.

Council members may be asked, from time to time, to undertake specific 'ambassadorial' roles in support of Aston. Such roles should be co-ordinated with the senior officers and relevant staff of the University. Council members will always be fully briefed by the University to enable them to undertake such roles effectively.

Personal Commitment

To act fairly and impartially, at all times, in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

Council members should debate constructively, challenge rigorously and decide dispassionately. They should be open to the views of others, inside and outside meetings of the Council.

Role of Trustee and Personal Liability

As Aston is an educational charitable and chartered corporation, University Council members are "trustees" and have the responsibilities and potential liabilities that go with trustee status. They must apply the University's charitable assets for its charitable purposes and not put them at undue risk. Members who act prudently, lawfully and in accordance with the Charter, Statutes and Ordinances will not find themselves liable for their actions. Provided that they do so, as individuals, members will be indemnified by the University against the results of their actions or decisions. Members of Council will not be held personally liable for debt in the unlikely event of the University's becoming financially insolvent. In exceptional cases, however, the Office for Students (OfS) will use its role as principal regulator to refer an issue to the Charity Commission, which may then investigate and take action against trustees who have not fulfilled their roles. Trustees need to be particularly careful to ensure that the charity has the means to meet its obligations when the HEI is entering into substantial contracts or financial commitments.