

## 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

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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, HEFCE 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.