

BIRMINGHAM NEWMAN UNIVERSITY

COUNCIL STANDING ORDERS

1. Standing Orders

- 1.1. The business of the University Council shall be conducted in accordance with the provisions of the Articles of Association incorporating the Instrument and Articles of Government of the University.
- 1.2. The ruling of the Chair on the interpretation of these Standing Orders is final and the Chair shall seek the advice of the Clerk to the Council on any question of interpretation.
- 1.3. Particular Standing Orders may be suspended for the duration of a specific meeting by resolution of the Council.
- 1.4. Standing Orders may be varied only by resolution of the Council. The Council must be given no less than one week's notice of any proposals to vary Standing Orders.

2. Statement of Primary Responsibilities

It is the responsibility of the Council to undertake the following functions:

- 2.1. To safeguard and uphold the Catholic character, mission, values, strategic vision and good name of the University;
- 2.2. To determine the educational character of the University;
- 2.3. To ensure the solvency of the University, the safeguarding of its assets and the effective and efficient use of its resources;
- 2.4. To appoint the Vice-Chancellor as Chief Executive and to put in place suitable arrangements for monitoring their performance;
- 2.5. To delegate authority to the Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the institution and to establish and review on a regular basis the policies and procedures under the terms of which the Vice-Chancellor acts;
- 2.6. To appoint a Clerk to the Council and, where they also have managerial responsibilities in the University, ensure that there is appropriate separation in the lines of their accountability to the Council and to the Vice-Chancellor;

- 2.7. To appoint, and should it become necessary to do so, suspend, dismiss and/or determine the appeal of all the Senior Post Holders;
- 2.8. To approve the strategic, academic and business plans and key performance indicators of the University and to ensure that these meet the interests of stakeholders;
- 2.9. To establish and monitor systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and managing conflicts of interest;
- 2.10. To establish and maintain processes to monitor and evaluate the performance and effectiveness of Birmingham Newman University against the approved strategic plans and key performance indicators, which should be, where possible and appropriate, benchmarked against comparable institutions;
- 2.11. To establish and maintain processes to monitor and evaluate the performance and effectiveness of the Council itself;
- 2.12. 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 of Standards in Public Life;
- 2.13. To be the employing authority for all staff in the University and to be responsible for establishing a human resource strategy;
- 2.14. 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 to have overall responsibility for the University's property and estate;
- 2.15. To be the legal authority of the University and to ensure the establishment, maintenance and regular review of legal compliance systems for all aspects of university business including those arising from contracts and other legal commitments made in the University's name;
- 2.16. To make such provision as it thinks fit for the general welfare of students, in consultation with the Senate;
- 2.17. To promote a culture which supports inclusivity and diversity across the institution;
- 2.18. To maintain and protect the principles of academic freedom and freedom of speech legislation;
- 2.19. To ensure that all students and staff have opportunities to engage with the governance and management of the Institution;

2.20. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University; and

2.21. To vary, revoke or ensure compliance with the University's Articles of Association and that appropriate advice is available to enable this to happen.

3. Appointment, Tenure and Conditions of Appointment of Governors and Company Membership

3.1. Subject to the provision of Article 5.4, every Governor shall be a Company Member ex-officio for the duration their term of office;

3.2. The Archbishop and the Vice-Chancellor are Ex-Officio Governors until such time as they vacate their office.

3.3. Independent Governors shall be appointed for a period of three years or such shorter period as the Council shall determine. Retiring Governors shall be eligible for re-appointment, but no Independent Governor shall serve for more than three consecutive terms unless otherwise determined by the Council.

3.4. The Student Governor will be elected by the Student Body annually during the elections for the officers of the Students' Union. If the election fails to select a Student Governor, the President of the Students Union will be appointed by the Council as the Student Governor for the coming academic year. The Vice-President of the Students' Union will be invited to be in attendance at Council meetings.

3.5. Staff Governors will be appointed through the same process as Independent Governors. Staff Governors shall be appointed for a period of three years or such shorter period as the Council shall determine. Retiring Staff Governors shall be eligible for re-appointment but not normally serve for more than two consecutive terms unless otherwise determined by the Council. Staff Governors shall not serve more than three terms.

3.6. A Governor shall vacate their office before completion of tenure under the any one of the following conditions:

- i. On the expiry of one month written notice to the Clerk to the Council of their intention to resign from the Council;
- ii. In the case of the Archbishop or Vice-Chancellor, if they cease to hold that office;
- iii. In the case of a Student or Staff Governor, if they cease to be a student or a member of staff of the University, as appropriate;

- iv. If a Governor (other than the Archbishop or Vice-Chancellor) is absent for three consecutive meetings of the Council during a period of one year, except for a reason approved by the Council;
- v. If a Governor is disqualified from acting by virtue of section 178 of the Charities Act or any statutory modification of that provision (e.g., convicted of any offence involving dishonesty or deception, been adjudged a bankrupt);
- vi. If the Council is satisfied that their conduct is prejudicial to the smooth running of the University or the work of the Council; or
- vii. If the Council is satisfied that they are incapacitated from acting or are otherwise unable or unfit to discharge the functions of a Governor.

3.7. A Governor appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place they are appointed.

4. Frequency of Meetings

4.1. The Council shall meet at least four times in each year.

5. Special Meetings

5.1. A special meeting of the Council may be convened:

- 5.1.1. By any six Governors or by the Chair or by the Clerk upon giving ten clear days' notice to the other members of the Council and of matter(s) to be discussed thereat.
- 5.1.2. In the event of an emergency (to be determined by the Chair or Vice-Chair), a meeting may be convened by the Chair, Vice-Chair or Clerk upon giving such notice to the other members as is practicable in the circumstances.

6. Remuneration, Hospitality and Expenses

6.1. The University does not offer direct remuneration Governors. Governors may claim travelling expenses incurred in the services of the University. Hospitality for the period of the Council event will be provided, as will overnight accommodation where necessary. All expense claims should be submitted to the Clerk to the Council.

7. Quorum

7.1. The quorum for meetings of the Council shall be eight Governors at least five of whom must be independent Governors .

- 7.2. If within half an hour of the time appointed for a meeting of the Council a quorum is not present, the meeting shall be adjourned to another day, time and place as resolved by the Governors present at the meeting.

8. Voting

- 8.1. Governors are not bound in their speaking and voting by mandates given to them by other bodies or persons. Questions arising at a meeting shall be determined by a majority of the Governors present voting on the question. Every Governor shall have one vote which shall be given personally and not by proxy and no Governor may appoint an alternate Governor or anyone else to act on their behalf at Council meetings. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second casting vote.
- 8.2. Any member may validly participate in a meeting through the medium of conference telephone, video or internet conferencing or such other electronic or virtual means in which they may communicate simultaneously with all other participants. 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.
- 8.3. Where a meeting is attended by members through a combination of physical presence and electronic or virtual means, such a meeting shall be deemed to take place where the largest group of members participating is assembled.

9. Resolutions

- 9.1. A written resolution signed by at least 75% of those entitled to vote at a meeting of the Council is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date the signature representing a 75% majority or more is received).
- 9.2. Any resolution of the Council may be rescinded or varied by a subsequent meeting.

10. Withdrawal from Meetings

- 10.1. A Governor who has a personal interest in a matter to be discussed at a meeting of the Council must declare that interest and withdraw from the meeting before the discussion begins. The Governor may not be counted in the quorum for that part of the meeting and has no vote on the matter.
- 10.2. Unless invited to remain by a resolution of the other Governors, a Staff Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff is considered.

- 10.3. Unless invited to remain by a resolution of the other Governors, a Student Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff or student (or prospective student) is considered.

11. Agendas, Minutes and Papers

- 11.1. All items for the Agenda should normally be notified to the Clerk to the Council no later than two weeks before the meeting at which they are to be considered. The Agenda and papers will normally be circulated to Governors no later than one week before the meeting.
- 11.2. All meetings of the Council will be minuted.
- 11.3. Except where the material relates to named members of staff or students of the University or prospective members of staff or students or to other confidential matters as identified by the Governors, the agendas, draft minutes if approved by the Chair of the meeting, signed minutes and reports and papers considered at meetings will be available for inspection by staff and students of the University.

12. The Election of the Chair and Vice-Chair of the Council

- 12.1. The Council shall elect one of its Governors (not being the Student Governor, a Staff Governor or the Vice-Chancellor) to be the Chair for a term of office of three years or such shorter period as the Council shall determine. The Chair must be a practising Roman Catholic.
- 12.2. The Council will elect a Vice-Chair who shall preside at meetings in the absence of the Chair. The Vice-Chair may not be the Vice-Chancellor or a Staff or Student Governor. In the absence of both Chair and Vice-Chair, the Council should elect one of its independent Governors (not the Vice-Chancellor or a Staff or Student Governor) to preside at that meeting.
- 12.3. On completion of their terms of office, both the Chair and Vice-Chair are eligible for re-election. The total term of office served consecutively by a Governor as a Chair or a Vice Chair may not exceed nine years.

13. The Roles of the Chair and Vice-Chair

- 13.1. The Chair is responsible for the leadership of the Council and ultimately to the stakeholders for its effectiveness. As Chair of its meetings, they should promote its well-being and efficient operation, ensuring its members work together effectively and have confidence in the procedures laid down for business.

- 13.2. The Chair is responsible for the probity of the Council and ultimately, the University. The Chair will ensure that the Council and its members observe the Principles of Public Life.
- 13.3. The Chair will agree the agenda and preside at meetings of the Council and the Company.
- 13.4. The Chair may take 'Chair's Action' between meetings of the Council provided that these actions are subsequently reported to the Council.
- 13.5. The Chair will lead the selection panel for the appointment of the Vice-Chancellor, will conduct the appraisal of the Vice-Chancellor and will act as a source of challenge, advice and support to the Vice-Chancellor and the University Leadership Team .
- 13.6. The Chair is responsible, with the Clerk to the Council, for ensuring that all Governors receive induction to the Council and are offered opportunities for further development and training as appropriate.
- 13.7. The Chair plays a key role in the business of the University but should not be drawn into the day-to-day executive management. The Chair should also ensure that independent Governors take care not to become involved in the day-to-day executive management of the University. This also applies to staff and student Governors except in the course of their specific employment or activities as students.
- 13.8. Should the Chair be absent for a prolonged period, this is a reportable event to the Office for Students. The Vice-Chair will take up the duties of the Chair. Where the Chair has resigned, the Vice-Chair will act as Chair on an interim basis until an election for a new Chair can be held by the Council.
- 13.9. The Vice-Chair will be responsible for instigating and/or investigating the dismissal of senior staff in accordance with the procedures agreed by the Council. The Chair will act as the Chair of any Appeal Panel.

14. Role of the Vice-Chancellor in Relation to the Council

- 14.1. The Vice-Chancellor has overall responsibility for the executive management of the University and is accountable to the Council for the exercise of these responsibilities. In relation to the business of the Council, the duties of the Vice-Chancellor include:
 - i. Implementing the decisions of the Council or ensuring that they are implemented through the relevant part of the University's management structure;

- ii. Reporting regularly to the Council on the business of the University and initiating discussion and consultation on proposals concerning the University's future development;
- iii. Acting as the Accountable Officer, personally responsible to the Council for ensuring compliance with the conditions of registration and terms of the Office for Students;
- iv. Reporting regularly to the Council on the work of the Senate and the academic affairs of the University; and
- v. Presenting key performance indicators for the University to the Council.

15. Clerk to the Council

- 15.1. The Council will appoint a Clerk to act as its secretary.
- 15.2. The Clerk will provide guidance to the Council about their responsibilities under the Articles and the legislation and regulations to which they are subject.
- 15.3. The Clerk will be responsible to the Chair for the conduct of business of the Council and for advising the Chair on any matters of conflict that might arise between the Council and the Vice-Chancellor.

16. Definition of 'Practising Roman Catholic'

- 16.1. There are requirements within the Articles for the holders of certain posts to be 'duly qualified Roman Catholics' or 'practising Roman Catholics'. For the purposes of the Articles, 'practising Roman Catholic' includes all those in full communion with the Holy See of Rome.

17. Committees of the Council

- 17.1. The Council shall have the following four committees: Finance and General Purposes, Audit and Risk, Nominations and Governance, and Remuneration.
- 17.2. The Council may establish other committees for any purpose or function, other than those reserved to the Council or assigned to Senate or to the Vice-Chancellor, and may delegate powers to such committees. The Council shall determine the membership and functions of committees including whether representatives of staff and students or co-options from outside the Council shall be included.
- 17.3. Any committee thus established may create sub-committees and the membership and functions of a sub-committee shall be determined by the establishing committee.

17.4. Committee and sub-committees may, from time to time and as they see fit, co-opt members with particular expertise. Such co-opted members shall have the same voting rights as all other members of the committee and shall count towards the quorum.

17.5. The Council may not delegate the following:

- i. Determination of the educational character and mission of the University.
- ii. Approval of the annual estimates of income and expenditure.
- iii. Ensuring the solvency of the University and the safeguarding of its assets.
- iv. Appointment, suspension or dismissal of the Vice-Chancellor, Pro-Vice-Chancellors, or the holder of any other Senior Post.
- v. Varying or revoking the Articles of Association.

17.6. All Standing Orders on quoracy, voting, resolutions, withdrawal from meetings, minutes, the preparation and availability of the agenda and papers, as outlined above shall apply to the committees.

17.7. Each Committee will have a Chair who shall be appointed by Council. The Chair may act for the Committee in specific circumstances approved by the Committee and recorded within its minutes. For issues where prior approval by the Committee has not been given, the agreement of a quorum of members shall be sought. The Chair of a Committee may also take 'Chair's Action' between meetings of the Committee provided that these actions are subsequently reported to the relevant Committee.

18. Finance and General Purposes Committee

18.1. Scope

It is the role of the Finance and General Purposes Committee (the 'Committee') to advise and assist Council in respect of monitoring the financial health of the University, including the financial strategy, budget setting, annual accounts, investment activity, and consideration of capital expenditure including estates and infrastructure activity.

18.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members

with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

18.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

18.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

18.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

18.6. Membership

The Committee must have no fewer than five members including the Vice-Chancellor, the majority of whom must be independent Governors .

18.7. Quorum

The quorum for meetings of the Committee shall be two independent Governors

18.8. Frequency

Meetings shall normally be held no fewer than three times each academic year.

18.9. Attendance at meetings

The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Committee Clerk.

18.10. The Terms of Reference of the Committee are:

- i. consider the long-term strategic direction of the University and make recommendations to the Council - in doing so, the Committee will have due regard to Condition D: Financial Viability and Sustainability of the Office for Students Regulatory Framework;
- ii. To consider financial strategy and make recommendations to the Council;
- iii. To advise and report to the Council on matters of significant capital expenditure as defined by the Financial Regulations;
- iv. To approve the annual estimates prior to the commencement of the Financial Year, and to approve significant amendments to Estimates caused by unforeseen circumstances during the Financial Year;

- v. To consider the Accounts at the end of the Financial Year and recommend them to the Council;
- vi. To consider the annual Estimates and Accounts of Newman Firmtrust Ltd, making recommendations to the Directors of Firmtrust as appropriate;
- vii. To review and discuss the annual Accounts of Newman Students' Union;
- viii. To advise the Council on matters relating to the framework for the pay and conditions of service of all staff other than the senior members of staff;
- ix. To consider regular updates and advise the Council on people related issues, including Newman's staffing, policies and changes to employment law and the People Sub Strategy;
- x. To review and monitor plans for the development of the University estate and buildings, to safeguard the University's assets and to approve any related expenditure;
- xi. To make recommendations to Council as appropriate, and;
- xii. To carry out an annual review of the Committee's effectiveness.

19. Audit and Risk Committee

19.1. Scope

It is the role of the Audit & Risk Committee (the 'Committee') to advise and assist Council in respect of the entire assurance and control environment of the University.

19.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

19.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

19.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

19.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

19.6. Membership

The Committee shall be appointed by the Council from among Council's own membership. The Committee must consist of independent Governors with no executive responsibility for the management of the University. There shall be no fewer than three members, at least one of whom should have a background in finance, accounting or auditing.

Members of the Committee may not be members of the Finance and General Purposes Committee unless:

- that member is neither the Chair of the Audit and Risk Committee or the Finance & General Purposes Committee; and
- such membership is the subject of an explicit, recorded resolution of the Council.

Members should not have significant interests in the University.

The Committee may, if it considers it necessary or desirable, co-opt external members. Co-opted members will have the same voting rights as all other members of the Committee and shall count towards the quorum.

19.7. Quorum

The quorum for meetings of the Committee shall be two independent Governors or one independent governor and one external co-opted member.

19.8. Frequency

Meetings shall normally be held three times each academic year. The external auditors or Committee Clerk may request that an extraordinary meeting be held.

19.9. Attendance at meetings

The Chief Finance Officer, the head of internal audit and a representative of the external auditors shall normally attend meetings where business relevant to them is discussed. The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Committee Clerk.

The Committee notes the benefits of the attendance of the external and internal auditors at meetings, regardless of whether they present Committee business.

While the Vice-Chancellor is not a member of the Committee, there is an open invitation for to the Vice-Chancellor to join every meeting.

19.10. The Terms of Reference of the Committee are:

- i. To ensure that an effective internal control system, which promotes compliance with the laws and regulations governing the higher education sector, is in place throughout the University and is working satisfactorily; to review and comment on this in its annual report to Council.
- ii. To ensure that management systems that facilitate the efficient, effective and economic discharge of the University's activities are maintained.
- iii. To consider and advise on the appointment of the internal audit service and the internal audit fee; to exercise effective oversight of internal audit.
- iv. To review the internal audit plan, consider major findings of internal audit investigations and management's responses and to promote coordination between the internal and external auditors.
- v. To monitor the implementation of agreed internal audit-based recommendations.
- vi. To consider the effectiveness of internal control systems and, in particular, review the external auditor's Audit Findings Report, the internal auditors' annual report and management responses.
- vii. To consider the appointment of the external auditors and to review the scope of their work annually; to consider and advise Council on the resignation or dismissal of the external auditors.
- viii. To satisfy itself that appropriate arrangements are in place to promote economy, efficiency and effectiveness; to provide an annual report to Council in which the Committee gives its opinion of the adequacy of the University's arrangements.
- ix. To receive any relevant reports from the National Audit Office and the Office for Students.
- x. To ensure that all significant losses have been properly investigated and that the internal and external auditors and, where appropriate, the Department for Education and/or Office for Students have been informed.
- xi. To oversee the University's policy on fraud and irregularity including being notified of any action taken under that policy; to identify fraud risks and ensure a rigorous assessment of any relevant internal controls, and their ability to prevent and/or detect fraud.
- xii. To monitor the performance and effectiveness of internal and external audit against annually-assessed performance criteria,

including any matters affecting their independence and objectivity.

- xiii. To receive a copy of the annual Financial Statements and, if necessary, consider any issues focusing on:
- Appropriateness of accounting policies
 - Changes in accounting policies and practices
 - Major judgmental areas
 - Significant audit adjustments
 - Compliance with accounting standards, legal or other regulations;

When satisfied, recommend them to Council for approval.

- xiv. To receive reports and approve policies for Risk Management and Value for Money; to consider their soundness and focus on the main issues.
- xv. To produce an annual report for Council to include the Committee's opinion on the adequacy and effectiveness of the University's risk management, control and governance arrangements and arrangements for promoting economy, efficiency and effectiveness.
- xvi. To make recommendations to Council as appropriate.
- xvii. To carry out an annual review of the Committee's effectiveness.

20. Nominations and Governance Committee

20.1. Scope

It is the role of the Nominations and Governance Committee (the 'Committee') to advise and assist Council in respect of matters relating to governance and the conduct of governing body business including the appointment of independent Governors, Chair of the Council, the Chancellor and Pro Chancellor(s), Vice-Chancellor and other Senior Post Holders as defined within the Articles.

20.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

20.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

20.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

20.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

20.6. Membership

The Committee must have no fewer than six members, including the Chair and the Vice-Chair of the Council, the Vice-Chancellor, at least one other independent Governor, one student Governor and one senior member of staff nominated by the Vice-Chancellor.

20.7. Quorum

The quorum for meetings of the Committee shall be two independent Governors.

20.8. Frequency

The Committee will meet as often as is necessary.

20.9. Attendance at meetings

The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any, or all, other participants and observers other than the Committee Clerk.

20.10. The Terms of Reference of the Committee are to:

20.11. Nominations

- i. advise the Council on succession planning and terms of office to ensure a suitable membership and skills balance is maintained on the Council and its committees, taking into account the range of skills, experience, diverse backgrounds, independence and knowledge required to support the University and the work of the Council;
- ii. approve appropriate induction, update and development processes for Governors and members of Committees;
- iii. recommend to Council the appointment of members to Committees of Council;
- iv. subject to any procedures, and on behalf of Council, oversee the recruitment and selection process of candidates to fill vacancies of the

- Independent, Catholic and non-Catholic Governors , and Staff Governors.
- v. advise and recommend to Council the establishment of a time limited Search Committee to support the Council in decisions to select a Vice-Chancellor, Chancellor, Pro-Chancellor(s), Clerk to the Council and other Senior Post Holders as defined within the Articles. Acknowledging that the Council is not permitted to delegate these functions.
 - vi. advise and recommend to Council the establishment of an appropriate time limited Search Committee to support the Council in relation to Article 14.2.4 (suspension or dismissal of the VC and any other Senior Post Holders).
 - vii. maintain a systematic, transparent and proactive process for seeking nominations for appointments to Council and its Committees;
 - viii. consider and recommend to the Council the removal of a Governor from office in accordance with Article 9.6
 - ix. Upon the recommendation of the University's Senate and the Honorary Degrees Sub-Committee, consider and recommend to the Council the revocation of any honorary award as set out in the Honorary Degrees Sub-Committees Terms of Reference.

20.12. Governance

- i. monitor the Council's compliance with the CUC Higher Education Code of Governance and other good practice guidance, as appropriate, and to recommend to the Council any such revisions to the Statement of Primary Responsibilities in accordance with Article 30 (also see iv below);
- ii. ensure that Council business is conducted in line with the principles of public life drawn up by the Committee on Standards in Public Life;
- iii. review the requirement for ongoing registration with the Office for Students (OfS) and as amended by it from time to time, advising the Council as appropriate;
- iv. on behalf of the Council, and prompted by an Audit and Risk Committee which monitor and review OfS regulatory compliance, oversee governance issues in relation to the University's registration as a higher education provider with the OfS under the regulatory framework;
- v. oversee periodic reviews of the Instrument and Articles of Government, recommending any necessary revisions to the Council in accordance with Article 30;
- vi. oversee governance effectiveness reviews, internal and externally facilitated, and monitor and progress actions, escalating areas of concern to the Council as appropriate;
- vii. oversee the review process of University policies, designating policies to accountable committees for periodic review, making recommendations to Council accordingly as set out in Articles 16-22 and 28;
- viii. ensure that the University fulfils its safeguarding duties from a general

- perspective and complements the work of the Audit and Risk Committee who look at safeguarding from a risk and compliance perspective.
- ix. monitor and report on any governance matters delegated to it by the Council from time to time.

20.13. To make recommendations to Council as appropriate, and;

21.14. To carry out an annual review of the Committee's effectiveness.

21. Remuneration Committee

21.1. Scope

It is the role of the Remuneration Committee (the 'Committee') to advise and assist Council in the determination and review of the performance, salaries, terms and conditions (and, where appropriate, severance payments) of the Vice-Chancellor and other such holders of senior posts, hereafter referred to as Senior Staff, as the Council deems appropriate.

21.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council.

21.3. Clerking

The Clerk to the Committee will be the Director of Human Resources, in consultation with the University Secretary as Clerk to Council.

21.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

21.5. Reporting Arrangements

An Annual Report of the business undertaken by the Committee will be made to the Council. Additionally, following each meeting of the Committee, a brief report will be made to the following Council meeting summarising the work undertaken by the Committee. It is acknowledged that it may be necessary in

exceptional circumstances for recommendations from the Committee to be considered and approved by independent members of the Council only and this determination will be made by the Chair of the Committee in consultation with the Chair of the Council with advice from the Clerk to the Committee and/or the Clerk to Council, as appropriate.

A formal record of agendas, papers and minutes for the Committee will be maintained by the Clerk to the Committee.

A confidential record of meetings will be shared with the University Secretary as Clerk to Council; redacted if deemed necessary by the Chair of the Committee.

21.6. Membership

The Committee comprises the following individuals:

- Chair of the Council
- Vice-Chair of Council
- Three other independent members of the Council including one (normally the Chair), drawn from each of the following sub-committees:
 - Finance and General Purposes Committee
 - Audit and Risk Committee
 - Nominations and Governance Committee

The Chair of the Committee will be appointed by Council from amongst the above members, other than the Chair of Council. The Chair of the Committee shall normally be the Vice-Chair of Council unless they decline to act.

21.7. Quorum

The quorum for meetings of the Committee is three independent Governors, including the Committee Chair.

21.8. Frequency

The Committee will meet no fewer than three times each year.

21.9. Attendance at meetings

The following staff members will ordinarily be in attendance:

- Vice-Chancellor (typically only in attendance for discussions about staff they manage)
- Director of Human Resources (in both an advisory capacity and as Clerk to the Committee); and
- University Secretary as and when invited by the Chair.

21.10. The Terms of Reference of the Committee are:

- i. To review and approve annually the salary and major conditions of service of senior staff appointed by the Council pursuant to the Articles of Association including the Vice-Chancellor (“Senior Staff”);
- ii. To evaluate the level of performance of each member of Senior Staff;
- iii. To decide on an appropriate level of remuneration and reward for each of the Senior Staff, taking into account performance, impact on the University, the Strategic Plan, the broader market context, and any financial parameters prescribed by Council;
- iv. To set or agree performance targets for the following year for Senior Staff, in line with the University’s Strategic Plan and to monitor progress against the same;
- v. To receive a probationary recommendation report from the Vice-Chancellor for approval of the confirmation of the employment of Senior Staff appointments;
- vi. To advise Council on the appropriate level of any severance payments in accordance with the scheme approved by the Council following recommendation of the Finance & General Purposes Committee, it being acknowledged that any severance payments must be reasonable, appropriate and justifiable amount; demonstrate procedural fairness; transparency and accountability;
- vii. To provide an annual report to Council and an annual statement for publication, based on the structure outlined by the CUC Remuneration Code, November 2021;
- viii. To make such other recommendations to Council as appropriate; and
- ix. To carry out an annual review of the Committee’s own effectiveness.