

# COUNCIL TERMS OF REFERENCE

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## TERMS OF REFERENCE

The terms of reference for Council are prescribed by Statute and Ordinance as follows:-

### **Statute:-**

#### 6.3 Powers of the Council

6.3.1 Subject to the Charter and the Statutes the Council shall be responsible for the conduct and activities of the University and shall exercise the University's powers. In addition to all other powers vested in it, the Council shall have the powers set out in the Ordinances. Subject to the provisions of the Statutes and any other provision preventing delegation, the Council shall be entitled to delegate all or any of its functions, powers and duties to any person or body.

6.3.2 The Council shall not delegate responsibility for:

6.3.2.1 appointing the Vice-Chancellor;

6.3.2.2 the variation, amendment or revocation of the Charter or Statutes;

6.3.2.3 the approval of a business plan and budget;

6.3.2.4 the approval of the University's annual audited accounts;

6.3.2.5 appointing the Auditors of the University

### **Ordinance:-**

#### 5.4 Primary Responsibilities of Council

5.4.1 Without prejudice to Article 8 of the Charter, the primary responsibilities of the Council shall be:-

5.4.2 To approve the mission, strategic vision and long-term academic and business plans of the University and to agree key performance indicators and annual budgets to ensure that these meet the interests of stakeholders.

5.4.3 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.

5.4.4 To ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against its plans, previous performance and agreed key performance indicators which should be, where possible and appropriate, benchmarked against other comparable universities.

5.4.5 To appoint the President & Vice-Chancellor and to put in place suitable arrangements for monitoring his or her performance.

#### 5.5 Powers Reserved to Council

5.5.1 Without prejudice to Statute 6.3, Council shall reserve the power to:-

5.5.2 Appoint and remove the Members of the Council.

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- 5.5.3 Approve the terms of reference and membership of Council.
- 5.5.4 Approve the appointment and removal of the Secretary on the recommendation of the President & Vice-Chancellor.
- 5.5.5 Ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances.
- 5.5.6 To have custody, control and disposition of all the movable and immovable property (land and buildings) of or entrusted to the University.
- 5.5.7 To govern, manage and regulate the finances of or entrusted to the University, provided that before determining any question of finance which affects the academic policy of the University, the Council shall take into consideration any recommendations or report thereon by the Senate.
- 5.5.8 To sell, buy, exchange, lease and accept leases of moveable and immoveable property (land and buildings) on behalf of the University.
- 5.5.9 Up to the approved borrowing limits set by HEFCE, to borrow money on behalf of the University and for that purpose to mortgage or charge all or any part of the property of the University unless the conditions of any bequest (testamentary or otherwise) or any statutory obligations are thereby contravened and to give such other security whether upon moveable or immoveable property or otherwise, as the Council may think fit.
- 5.5.10 To approve individual capital investments over £30m and to approve investments or divestments deemed to be of major strategic importance to the University, including:-
  - a) The investment of any moneys belonging to or held by the University in such stocks, funds, fully paid shares, or securities as the Council shall think fit, whether within the United Kingdom of Great Britain and Northern Ireland or not, or in the purchase of freehold or leasehold hereditaments in the said United Kingdom, including rents, provided that in the case of moneys held by the University as trustee, the powers conferred by this paragraph shall be exercised subject to the provisions of the law relating to investment by trustees;
  - b) The acquisition or disposal of interests in bodies corporate whether solely or jointly with others, to form subsidiary companies.
  - c) The making of loans, grants or gifts to any person or body.
- 5.5.11 To institute or discontinue, on the recommendation of the Senate, departments or other academic sections of the University.
- 5.5.12 To confer, on the recommendation of the President & Vice-Chancellor, the title of Emeritus Professor.
- 5.5.13 To approve, on the nomination from the Senate, persons to receive Honorary Degrees or other academic distinctions.
- 5.5.14 On the recommendation of the Senate, to affiliate with other bodies or departments thereof, to the University and to admit members of affiliated bodies or departments thereof to any of the privileges of the University.

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- 5.5.15 To review the work of the University, to call for reports from the Senate and subject to the powers of the Senate, to take such steps as it thinks proper to achieve the objectives of the University as set out in the Charter and in the University's current strategic plan, to maintain and enhance its reputation and efficiency and promote excellence and to provide for the recreation, cultural development and welfare of the staff and students.
- 5.5.16 In accordance with Article 12 of the Charter, to make, amend or repeal Ordinances.
- 5.5.17 To exercise all such functions as are or may be conferred on the Council by the Charter, the Statutes and the Ordinances and Regulations, and to carry the Charter, Statutes and Ordinances and Regulations into effect.
- 5.5.18 To delegate such of its functions and on such terms as it sees fit.
- 5.5.19 To delegate authority to the President & Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the University including safeguarding the good name and values of the University and 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 President & Vice-Chancellor.
- 5.5.20 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.
- 5.5.21 To approve the Scheme of Delegation in relation to its delegated business.