

**ROEHAMPTON UNIVERSITY**  
**REGULATIONS**

**Approved by Council: 24 June 2013**

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6 May 2021

18 March 2019 (On delegated authority by the Nominations and Governance Committee)

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# ROEHAMPTON UNIVERSITY

## REGULATIONS

Approved: by Council in replacement of all existing Regulations on 24 June 2013

Revised: 6 May 2021, 18 March 2019 (On delegated authority by the Nominations and Governance Committee), 28 November 2018, 1 October 2018 (On delegated authority by the Nominations and Governance Committee), 27 November 2017, 23 November 2015, 22 June 2015, 16 March 2015, 24 November 2014, 25 November 2013

### INTERPRETATION

- A. In these Regulations all expressions shall have the same meanings as set out in the Articles of Association.
- B. These Regulations are made by the Council pursuant to Article 9.1 and may only be amended or replaced by a resolution of the Council.
- C. Pursuant to Article 12, any accidental or unavoidable omission to abide by any part of the Regulations shall not invalidate proceedings which are otherwise in accordance with the Regulations. The validity of proceedings shall, if called into question by any Council Member, be subject to the approval of not less than half the Council Members present and voting.

### 1. REGULATION 1 APPOINTMENT OF THE VICE-CHANCELLOR

- 1.1 The Vice-Chancellor shall be appointed by the Council in accordance with this Regulation. The Vice-Chancellor shall discharge the responsibilities as set out in the Articles of Association, be designated the chief academic and administrative officer of the University and undertake the duties and responsibilities assigned by the Council for the organisation, leadership and management of the University and be the accountable officer for the receipt of public funds.
- 1.2 The Council shall appoint a Joint Appointment Committee of Council and Senate ("the Committee") in order to make appointments to the position of the Vice-Chancellor. The Committee shall be chaired by the Chair of Council and comprise as a minimum:
  - 1.2.1 five Council Members who are not employees of the University; and
  - 1.2.2 four members of Senate: of whom one shall be a Head of College or, in the opinion of the Chair of Council, an equivalent senior post-holder; one a Professor; one a Head of Department; and one a Senior Officer of the University (not including the current Vice-Chancellor).
- 1.3 An external assessor or assessors, who shall normally be a current Vice-Chancellor, shall be appointed by the Chair of Council to assist the Committee.
- 1.4 The Secretary, or a nominee confirmed by the Chair of Council, shall be the secretary to the Committee.
- 1.5 All arrangements for advertisement, interview and assessment shall be approved by the Committee, including the appointment of any executive search agencies. Alternatively, the approval process may be delegated to an individual approved by the Committee.
- 1.6 The Committee shall report to the Council and to the Senate with its recommendations regarding the selection of a candidate. Senate shall first consider the recommendation and then forward its view to the Council. After consideration of both the recommendations of the Committee and the view of the Senate, the Council shall make its decision.

- 1.7 The Council (or any body to whom Council may delegate responsibility from time to time) will decide the initial terms and conditions of service of the Vice-Chancellor and any severance terms in the event of termination of the Vice-Chancellor's employment. The duties and responsibilities of the Vice-Chancellor and the terms and conditions of their employment shall be determined in accordance with Article 17 and the relevant policies and procedures relating to Staff in effect from time to time.
- 1.8 Except with the permission of the Council, the Vice-Chancellor shall give exclusivity of service, devoting full time and attention to the duties of the Vice-Chancellor, and it shall at all times be the duty of the Vice-Chancellor to promote the interests of the University.
- 2. REGULATION 2 APPOINTMENT OF SENIOR OFFICERS AND HEADS OF COLLEGE**
- 2.1 For the purposes of Regulation 2, references to "Senior Officers" does not include reference to the Vice-Chancellor, to whom Regulation 1 applies.
- 2.2 The Senior Officers shall be appointed by the Council on terms to be decided by the Council.
- 2.3 An Appointment Committee ("the Committee") shall be established by the Vice-Chancellor in consultation with the Chair of Council in order to make appointments of Senior Officers comprising as a minimum:
- 2.3.1 the Vice-Chancellor, who shall act as chair;
  - 2.3.2 two Independent Council Members who are not employees of the University or Students' Union; and
  - 2.3.3 two members of Senate.
- 2.4 Appointments of Senior Officers shall be subject to approval by Council in accordance with Article 9.1.
- 2.5 An Appointment Committee ("the Committee") shall be established by the Vice-Chancellor in order to make appointments of Heads of College comprising as a minimum:
- 2.5.1 the Vice-Chancellor, who shall act as chair;
  - 2.5.2 a Senior Officer (not including the Vice-Chancellor);
  - 2.5.3 two members of Senate;
  - 2.5.4 Two representatives from the relevant College's Liaison Group and/or Providing Body or equivalent, appointed and empowered by the Chair of the College Providing Body or equivalent to act on its behalf in relation to the appointment.
- 2.6 An external adviser with expertise from the area of specialism required by the post may be appointed by the Vice-Chancellor on the advice of the Chair of Council to assist the Committee in deciding on any appointments made under Regulation 2.
- 2.7 All arrangements for advertisement, interview and assessment shall be approved by the Committee, including the appointment of any executive search agencies. Alternatively, the approval process may be delegated to an individual approved by the Committee.
- 2.8 The duties and responsibilities of the Senior Officers and the Heads of College and the terms and conditions of their employment shall be determined in accordance with Article 17 and the relevant policies and procedures relating to Staff in effect from time to time.

### **3. REGULATION 3 THE SECRETARY**

3.1 "The Secretary appointed under Article 16 and in accordance with Regulation 2 shall be responsible for:

- 3.1.1 organising meetings of Council and its committees, including preparing agendas and ensuring papers are supplied in a timely manner with information in a form and quality appropriate to enable Council to discharge its duties;
- 3.1.2 ensuring proper notice of meetings is given pursuant to the Act;
- 3.1.3 ensuring that Council meetings and business are conducted satisfactorily;
- 3.1.4 making appropriate arrangements for the recording of the Council's deliberations and decisions;
- 3.1.5 providing compliance and governance advice to Council Members about their responsibilities under the Articles and Regulations and supporting all Council members so they can fulfil their responsibilities;
- 3.1.6 reminding Council Members of their obligation to report conflicts of interest and to bring such reports to the Council's attention;
- 3.1.7 advising and alerting the Chair of Council, and where appropriate all Council Members, in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor.
- 3.1.8 filing documentation at Companies House;
- 3.1.9 maintaining statutory registers and keeping appropriate records to ensure compliance with the Act and the Office for Students' regulatory framework;
- 3.1.10 ensuring that copies of resolutions are sent to Companies House within the correct time frames pursuant to the Act; and
- 3.1.11 act as co-signatory for the execution of documents by the University as permitted by Regulation 14 (and any delegated authority approved by Council from time to time).

The University Secretary may delegate performance of these responsibilities to other staff under the Secretary's supervision (however shall retain ultimate accountability for the discharge of their duties to the Council).

- 3.2 The University Secretary is also responsible for:
- 3.2.1 consulting and keeping the Vice-Chancellor informed on all key matters relating to Council business;
  - 3.2.2 informing and advising Council on procedures and the requirements of the Act and the Office for Students' regulatory framework to support Council in meeting its legal and regulatory responsibilities;
  - 3.2.3 alerting Council if they believe that any proposed action by Council would exceed Council's powers or be contrary to legislation or to the Office for Students' regulatory framework;
  - 3.2.4 obtaining such legal and other advice as is requested by Council or required within their area of responsibility;
  - 3.2.5 ensuring that Council and its committees are kept up-to-date in respect of all relevant developments in governance and accountability and adopt best practice taking account of HE sector and other guidance;
  - 3.2.6 managing the communication of Council business to staff, students and stakeholders; and
  - 3.2.7 setting good practice standards for the operation of Senate committees and reviewing their effectiveness.
- 3.3 All Council Members shall have independent access to the support, advice and services of the Secretary.
4. The Secretary shall act as clerk to Council and undertake such duties and responsibilities as are agreed from time to time by Council.

#### **REGULATION 4                      APPOINTMENT OF COUNCIL MEMBERS**

- 4.1 The following procedures shall apply for the purposes of Article 7.2.2 (b) of the Articles of Association of the University in connection with the appointment of Independent Council Members nominated by the College Providing Bodies or equivalent:
- 4.1.1 the University shall advise the relevant College Providing Body or equivalent up to six months before a vacancy arises, if practicable to do so;
  - 4.1.2 in the event of an unplanned or unexpected vacancy, the University shall liaise with the relevant College Providing Body or equivalent as soon as practicable to do so;
  - 4.1.3 the College Providing Body or equivalent may nominate a person for appointment or it may ask the University for a recommended nomination;
  - 4.1.4 the University shall submit the nomination to the Nominations & Governance Committee for consideration;
  - 4.1.5 if the Nominations & Governance Committee decides not to recommend the nomination to Council, the Providing Body may nominate one further person for consideration;
  - 4.1.6 if the Nominations & Governance Committee decides not to recommend the second nomination, it will be considered anyway by the Council at its next meeting;
  - 4.1.7 if the Council decides not to appoint the second nominee then the Independent Council members shall form a Committee of Council for the purpose of making and approving the appointment.
  - 4.1.8 if the College Providing Body or equivalent fails to nominate a person within three months of the vacancy arising, the Nominations & Governance Committee may make a

recommendation to Council, failing which the Council as a whole shall fill the vacancy or vacancies.

- 4.2 Council shall prescribe Procedures which shall, for the purposes of Articles 7.2.3 and 7.2.4 of the Articles of Association of the University, apply in connection with the appointment of Council Members from amongst the body of Academic Staff and the body of Professional Services Staff.
- 4.3 Council shall prescribe Procedures which shall, for the purposes of Article 7.2.5, apply in connection with the appointment of a Council Member from amongst the members of Senate.
- 4.4 The Council shall be the appointing authority and the provisions of this Regulation shall apply, notwithstanding any quorum requirements under Article 11.2.
- 4.5 The Council shall have the power to remove Council Members in accordance with Article 7.6.

## **5. REGULATION 5 APPOINTMENT OF CHAIR AND VICE-CHAIR**

- 5.1 In accordance with Article 7.1, the Council shall appoint a Chair and Vice-Chair of the Council and the following procedures set out in this Regulation 5 shall apply.
- 5.2 On the recommendation of the Nominations & Governance Committee, the Chair and Vice-Chair shall be appointed from amongst the existing Independent Council members or from an external source in accordance with the procedures set out in this Regulation 5.
- 5.3 The terms of office for the Chair and Vice-Chair shall be set in accordance with Article 7.3.
- 5.4 The Nominations & Governance Committee (the "Committee") shall consider any suitable and willing existing Independent Council Members or external candidates, having regard to the Nolan Principles established by the Committee on Standards in Public Life and on the basis of the following principles:
  - 5.4.1 Merit – any recommendation shall be based on evidence of merit of skills, experience and the qualities required to further the University's object, in accordance with Article 3.1 of the Articles of Association;
  - 5.4.2 Fairness – any recommendation shall be on the basis of an objective, impartial and consistent selection process, aiming to promote equality and freedom from discrimination, harassment or victimisation; and
  - 5.4.3 Credibility – any recommendation shall be subject to independent scrutiny.
- 5.5 The Committee shall invite applications from existing Independent Council Members and external candidates to be considered as candidates to act as Chair or Vice-Chair as appropriate.
- 5.6 The procedure for the appointment of an existing Independent Council member or an external candidate to act as Chair or Vice-Chair of the Council shall be as follows:
  - 5.6.1 The Committee shall recommend the establishment of a search committee, which shall comprise, as a minimum:
    - (a) three Independent Council Members (of which one shall be appointed as Chair); and
    - (b) one Council member appointed in accordance with Articles 7.2.3, 7.2.4 or 7.2.5
    - (c) an independent external consultant or expert

*(the "Search Committee").*
  - 5.6.2 The Vice-Chancellor shall attend meetings of the Search Committee but shall not have voting rights in relation to any decisions made.

- 5.6.3 The Search Committee shall seek to find suitable candidates following the advertisement of the vacancy to attract a strong and diverse field of suitable candidates. All information about the vacancy shall be publicly available.
- 5.6.4 The Search Committee shall undertake an interview process in order to recommend a shortlist of candidates to act as either Chair or Vice-Chair, providing clear reasoning for the recommendation(s).
- 5.6.5 The Search Committee shall then make a formal recommendation to the Council of the most appropriate candidate to be appointed to the role of either Chair or Vice-Chair.
- 5.7 The Council may, in its absolute discretion, appoint the candidate recommended by the Committee to the role of either Chair or Vice-Chair.
- 5.8 If the Council chooses not to appoint the recommended candidate, the Council may appoint another shortlisted candidate or ask the Search Committee to undertake a new search.
- 5.9 If the Chair or Vice-Chair ceases to hold office during their term (due to death, illness, retirement or resignation), the Council may appoint an existing Independent Council Member to fill the vacancy or vacancies on a temporary basis until either the expiry of the retiring post holder's three-year term of office or until such time as a replacement Chair or Vice-Chair is appointed in accordance with this Regulation, whichever is earlier.

## **6. REGULATION 6 APPOINTMENT OF THE CHANCELLOR**

- 6.1 The Council may appoint a Chancellor to the University, who shall represent the University from time to time, for such terms of office as the Council shall determine. The Chancellor shall not be a Council Member or an employee of the University and shall receive no remuneration other than expenses incurred. The Chancellor shall act as the ceremonial head of the University and shall not have powers to bind the University to a course of action.

### **6A. REGULATION 6A OTHER APPOINTMENTS**

- 6A.1 Other appointments of Staff of the University shall be delegated to the authority of the Vice-Chancellor who shall ensure that decisions are taken by appointment committees established in accordance with any guidance as approved from time to time by Council.
- 6A.2 Appointments of Staff shall be on terms and conditions and in accordance with the relevant policies and procedures as approved from time to time by Council (or its delegate or nominee).

## **7. REGULATION 7 MEETINGS OF THE COUNCIL**

- 7.1 There shall be no fewer than three meetings of the Council in each academic year.
- 7.2 The Secretary shall give notice to every Council Member of each Council meeting stating the time, date and place of the meeting not less than seven clear days before the day for which the meeting is summoned.
- 7.3 A meeting of the Council may be called by shorter notice than that required by Regulation 7.2 above, if shorter notice is agreed by the Council Members. The shorter notice must be agreed to by a majority in number of the Council Members having a right to attend and vote at the meeting.
- 7.4 Meetings of the Council may be held in person as a physical meeting as well as an electronic meeting.
- 7.5 The Chair, or in the absence of the Chair, the Vice Chair shall approve the agenda for a meeting of the Council. If the Chair or the Vice Chair shall so request, an agenda item shall be marked



'Confidential' on the agenda and on meeting papers issued relating thereto. Council Members shall keep such papers confidential.

- 7.6 An extraordinary meeting of the Council shall be called by the Secretary on request of the Chair, or in the absence of the Chair by the Vice Chair, or on receipt of a written request signed by not less than five Council Members, stating the purpose for which the meeting is required. The Secretary shall within 14 working days of receipt of such written request, give notice to all Council Members of the meeting and the matters to be discussed, normally not less than fourteen days before the date of the meeting.
- 7.7 The Chair shall preside at every meeting of the Council or if they shall not be present or is unable to act the Vice-Chair shall if present and able to act preside, failing which the Independent Council Members present shall elect one of their number to be Chair of the meeting, failing which the Council Members present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.
- 7.8 No business shall be transacted at any meeting of the Council unless the quorum required by the Articles is present. Where the quorum is met, but the Chair and Vice-Chair are absent, the Council Members may elect a Chair to hold office until such meeting is adjourned and may determine the day, time and place to which such meeting shall be adjourned.
- 7.8.1 If no quorum is present within half an hour of the time for which the meeting was called, the meeting shall be cancelled.
- 7.8.2 If a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned.
- 7.8.3 In either case, the Secretary shall by notice in accordance with Regulation 7.2 summon a new meeting, save that any business conducted when a quorum was present shall stand.
- 7.9 Those Council Members attending by electronic means and present at the electronic meeting shall be counted in the quorum for, and entitled to vote at, the meeting in question in addition to those Council Members present at the meeting and attending the physical meeting location. The meeting of the Council shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Council Members attending the electronic meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing prevents a meeting of the Council being held both physically and electronically.
- 7.10 The Chair of any meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of any adjourned meeting. When a meeting is adjourned for thirty days or more a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by the Articles.
- 7.11 In the absence of a quorum at an adjourned meeting the meeting will be cancelled.
- 7.12 When voting is necessary at ordinary, extraordinary or adjourned meetings it shall be on the basis of each Council Member present having one vote and all resolutions shall be carried by a simple majority of those voting thereon. In the case of equality of votes, the chair of the meeting shall have an additional casting vote.
- 7.13 Any Council Member who believes that a matter to be discussed at Council may present a personal conflict of interest shall prior to the meeting bring this to the attention of the Chair and shall withdraw during consideration of the matter.

- 7.14 The Chair is authorised to take action on any matter which falls within the terms of reference of the Council subject to the following conditions:
- 7.14.1 that such action should normally consist of routine business which would not merit discussion at the Council;
  - 7.14.2 that where delaying a decision would disadvantage the University, having first considered and rejected the alternatives of calling an extraordinary meeting of the Council or consulting Council Members by correspondence;
  - 7.14.3 that in circumstances described in 7.14.2 above, the Chair should consult, as appropriate, with the Secretary and with appropriate Council Members including the Vice Chair, the Vice-Chancellor, and/or the Chairs of standing Committees before taking action;
  - 7.14.4 that a written report be made to each meeting of the Council outlining all decisions taken under these delegated powers and specifying the Council Members consulted in each case.
- 7.15 The Senior Officers who do not attend Council by right shall normally be invited to attend meetings of Council by the Chair. Other senior post-holders may be invited to attend where the Chair, after consultation with the Vice-Chancellor, agrees that their presence may assist the business of Council.
- 7.16 All acts done by any meeting of the Council or of a Committee of the Council or by any person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member.
- 7.17 Any resolution of the Council may be rescinded or varied at any subsequent meeting of the Council if notice of the proposal to rescind or vary the resolution has been given and if the subject matter of the resolution (and any proposed variation) appears in the notice of such meeting.
- 7.18 A resolution in writing signed by the majority of the Council Members entitled to receive notice of a meeting of the Council or by all the members of a Committee for the time being (which resolution may consist of several documents in the like form each signed by one or more of the said Council Members or the said members of such Committee), or a resolution to which every such Council Member or every such member of a Committee has signified their approval in writing or by electronic transmission, identifying the resolution to which it relates and indicating their agreement to the resolution. Such signification shall be as valid and effective as if it had been passed at a meeting of the Council or of such Committee (as the case may be) duly called and constituted.
- 7.19 Minutes of meetings of Council will be published in accordance with a scheme approved by Council.

## **8. REGULATION 8 GENERAL MEETINGS**

- 8.1 Notice of a General Meeting shall be given to:
- 8.1.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the University an address within the United Kingdom for the giving of notices to them;
  - 8.1.2 the external Auditors for the time being of the University.
- 8.2 A notice of a General Meeting may be given by the University to any Member either:
- 8.2.1 by post to that Member's usual residential address or the address notified to Council or the Secretary; or
  - 8.2.2 by electronic communication.

- 8.3 Where the notice is sent by post to an address in the United Kingdom, and the notice was properly addressed, prepaid and posted, it is deemed to have been received by the intended recipient 48 hours after it was posted. If the notice is sent by electronic communication or by fax then the notice shall be deemed to be served at the time of the transmission.
- 8.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 8.5 A General Meeting may be held in person as a physical meeting as well as an electronic meeting.
- 8.6 Those Members attending by electronic means and present at the electronic meeting shall be counted in the quorum for, and entitled to vote at, the meeting in question in addition to those members present at the meeting and attending the physical meeting location. The General Meeting shall be duly constituted and its proceedings valid if the chair of the General Meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing prevents a General Meeting being held both physically and electronically.
- 8.7 The right of a Member to participate in the business of any General Meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Act or the Articles to be made available at the meeting.
- 8.8 No business shall be transacted at any General Meeting unless a quorum of members required by the Articles is present. If within an hour from the time appointed for a meeting a quorum is not present, the meeting shall be cancelled and the Secretary shall by notice in accordance with this Regulation 8 summon a new meeting.
- 8.9 The Chair of the Council shall chair every General Meeting of the University, or, if the Chair shall not be present in person within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair, if any, of the Council shall if present and willing to act preside, failing which the Independent Council Members present shall elect one of their number to be Chair of the General Meeting, failing which the Council Members present shall elect one of their number not being a member of the Staff or a Student to be Chair of the meeting.
- 8.10 The Chair of any General Meeting may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than two clear days' notice must be given of any adjourned meeting. When a meeting is adjourned for thirty days or more a new notice of meeting shall be given in respect of the adjourned meeting in such manner as is required by this Regulation 7.
- 8.11 A poll on a resolution may be demanded:
- 8.11.1 in advance of the General Meeting where it is to be put to the vote; or
  - 8.11.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 8.12 A poll may be demanded by:
- 8.12.1 the Chair of the meeting;
  - 8.12.2 two or more Members present in person or by proxy and having the right to vote at the meeting; or
  - 8.12.3 a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

- 8.13 A demand for a poll may be withdrawn before poll has been taken but only with the consent of the chair of the meeting. If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 8.14 Polls must be taken immediately and in such manner as the Chair of the meeting directs.
- 8.15 Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every such Member has signified their approval in writing or by electronic communication, shall be as valid and effective as if it had been passed at a General Meeting of the University duly called and constituted.
- 8.16 Content and delivery of proxy notices
- 8.16.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
  - (d) is delivered to the University in accordance with the Articles and in accordance with any instructions contained in the notice of the General Meeting to which they relate.
- 8.16.2 The University may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 8.16.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 8.16.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 8.16.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the University by or on behalf of that person.
- 8.16.6 An appointment under a proxy notice may be revoked by delivering to the University a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 8.16.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 8.16.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **9. REGULATION 9 COMMITTEES OF COUNCIL**

9.1 Subject to Regulation 9.2, the Council shall establish standing Committees and delegate the exercise of all or any of its powers and functions conferred to the Council as hereinafter set out in Regulations 9.15 to 9.22.

9.2 The Council specifically reserves to itself responsibility for:

- 9.2.1 the determination of the educational character and objectives of the University;
- 9.2.2 approval of the annual estimates of income and expenditure of the University;
- 9.2.3 ensuring the solvency of the University and ensuring the safeguarding of its assets;
- 9.2.4 the recommendation to the University in General Meeting for the approval, revocation, amendment or variation of the Articles;
- 9.2.5 the appointment or termination of the membership of any Council Member;
- 9.2.6 the appointment or dismissal of the Vice-Chancellor and/or other Senior Officers; and
- 9.2.7 any act or thing which under or by virtue of any provision of the Act or the Office for Students' regulatory framework is required to be done by the Council and/or the Vice-Chancellor.

The Council may however also reserve to itself any matter that it deems appropriate from time to time, whether by amending this Regulation or otherwise, and may otherwise revoke or alter any delegation.

9.3 The Council shall appoint the Chairs and Vice-Chairs of standing Committees on the recommendation of the Nominations & Governance Committee. In the absence of the Chair and Vice-Chair of the standing Committee, an acting Chair shall be chosen by the Committee from amongst the Council Members present.

9.4 The Council shall delegate to the Nominations & Governance Committee the appointment of Committee members in accordance with the membership requirements set out in respect of each Committee.

9.5 Unless otherwise stated for a particular Committee, the Vice-Chancellor shall arrange for appointment of a suitable person to be secretary to each standing Committee, after consultation and agreement with the Chair of the relevant Committee. The Secretary may also attend a meeting of any standing Committee of Council.

9.6 The Chair of a standing Committee may invite the attendance of any external advisers and individual members of Staff of the University whose attendance will assist the business of the Committee and may refuse entry or ask for the withdrawal of anyone in attendance at a meeting not as a member should this be deemed appropriate.

9.7 A quorum for a standing Committee, unless otherwise stated for a particular Committee, shall be one half of the minimal membership of a Committee, as prescribed in these Regulations, entitled to attend and vote and must include one half of the Council Members appointed to that Committee or, where there are less than four Council Members, a minimum of two such Members.

9.8 The standing Committees will normally meet three times a year, unless stated otherwise for a particular Committee.

9.9 The standing Committees have delegated authority from the Council to act within their terms of reference as approved by Council from time to time. They are authorised to seek any information they require from any employee, and all employees of the University are directed to co-operate with any request made by a standing Committee. The standing Committees are authorised by the Council

to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if they consider this necessary, normally in consultation with the Vice-Chancellor and/or Chair of the Council. However, standing Committees may not incur direct unbudgeted expenditure in this respect in excess of £5,000 without the prior approval of the Chair of Council.

- 9.10 The standing Committees may decide as appropriate to establish subcommittees to consider and discharge responsibilities on specific matters within the Committee's purview, with such membership as is deemed appropriate, including non-Council Members. Such subcommittees will report regularly to the relevant standing Committee and thereafter to Council.
- 9.11 A report of all meetings of the standing Committees shall be made to Council, and a copy of the minutes of their meetings shall be made available to the Secretary, unless stated otherwise for a particular Committee. Such reports will specify any significant actions of the Committee taken under delegated authority and any matters being remitted to Council for decision.
- 9.12 Article 11 and Regulation 7 applying to the conduct of meetings of the Council shall apply to all meetings of any standing Committee in like manner as they apply to a meeting of the Council.
- 9.13 Unless otherwise indicated, members appointed to any standing Committee shall serve for a period of three years and shall be eligible for appointment for one further term of three years, except:
- 9.13.1 when an external Committee member is subsequently appointed as a Council Member, in which case their term of office restarts from the date of appointment as a Council Member; and
- 9.13.2 the appointment of a member of a standing Committee who is also a Council Member will end when their appointment as a Council Member ceases.
- 9.14 Members of standing Committees may not send alternates to meetings.
- 9.15 Minutes of meetings of Council Committees will be published in accordance with a scheme approved by the Nominations & Governance Committee.

The following are the standing Committees of the Council:

9.16 **Audit Committee**

- 9.16.1 The Audit Committee ("the Committee") shall, on behalf of Council, have responsibility for monitoring and advising the Council in relation to audit-related matters, save in respect of the appointment and remuneration of the external auditors, and will generally:
- (a) scrutinise audit arrangements;
- (b) oversee and scrutinise the risk management, internal control, governance and financial reporting arrangements of the University;
- (c) satisfy itself that the University has adequate arrangements to promote economy, efficiency and effectiveness; and
- (d) alert the Council on matters of concern, including fraud, mismanagement and malpractice.
- 9.16.2 The Committee will in particular:
- (a) advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services of the external auditors and any questions of resignation or dismissal of the external auditors;

- (b) monitor annually the performance and effectiveness of the external auditors, including any matters affecting their objectivity, and make recommendations to the Council concerning their reappointment, where appropriate;
- (c) discuss if necessary with the external auditors, before the audit begins, the nature and scope of the audit;
- (d) discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter and management responses, and any other matters the external auditors may wish to discuss (in the absence of University management where necessary);
- (e) advise the Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), and monitor annually the performance and effectiveness of the internal auditors. In addition decide the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors;
- (f) review and approve the internal audit strategy and the internal audit plan; consider major findings of internal audit investigations and management's response; ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to Council as appropriate) and promote coordination between the University's internal and external auditors;
- (g) keep under review the effectiveness of the risk management, control and governance arrangements and in particular review the internal auditor's annual report and external auditors' management letter, responses of the University's management and monitor the implementation of agreed audit-based recommendations;
- (h) ensure that risk management policies and procedures are in place and monitored and advise Council Members on risk management before their approval of the accounts;
- (i) monitor the University's financial sustainability;
- (j) ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the University's Office for Students or Research England Accounting Officer as may be designated from time to time by the University, have been informed;
- (k) oversee the University's policy on fraud and irregularity, including being notified of any action taken under the policy;
- (l) receive and consider any relevant reports from the National Audit Office, Office for Students and other relevant organisations;
- (m) review the draft annual financial statements of the University, and those of any University subsidiaries, and consider the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditor's management letter;
- (n) where appropriate, confirm with the internal and external auditors that the adequacy and effectiveness of the internal control systems has been reviewed, report on this having been reviewed in its annual report to the Council and recommend adoption of the annual financial statements of the University to Council;

- (o) satisfy itself that there are satisfactory arrangements in place to promote financial understanding and responsibility across the University (including in respect of economy, efficiency and effectiveness (value for money));
- (p) consider elements of the annual financial statements in the presence of the external auditor, including the formal opinion, the statement of member's responsibilities and any statement of internal control;
- (q) receive reports from and ensure that the University has effective arrangements in place for the provision, management and quality assurance of data submitted to HESA, the Student Loans Company, the Office for Students and other funding or regulatory bodies;
- (r) oversee and provide assurance to Council on the satisfaction of the Office for Students' ongoing conditions of registration relevant to its remit (including (but not limited to) Condition C3: Student Protection Plan and Condition E2: Management and Governance); and
- (s) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.16.3 The Committee shall consist of the following six members:

- (a) a Chair, who is an Independent Council Member;
- (b) three further Council Members; and
- (c) up to two other individuals with relevant experience.

9.16.4 The Director of Finance and the Chief Operating Officer will normally be in attendance and the Vice-Chancellor may be invited to attend meetings of the Committee.

9.16.5 In considering membership, the Nominations & Governance Committee shall take into account and where possible ensure that:

- (a) at least two members have recent and relevant experience in finance, accounting or auditing;
- (b) no members shall have a direct role in executive management of the University; and
- (c) the Chair of the Council, the Vice-Chancellor and the Chair of Finance & Resources Committee, are excluded from membership.

9.16.6 *Special procedures*

- (a) The Committee will prepare an Annual Report for the Council and the Vice-Chancellor. It will cover the University's financial year and summarise the activity for the relevant year, any significant issues up to the date of the report and give the Committee's opinion on the extent to which the Council may rely on the internal control systems including risk management, control and governance and the arrangements for promoting economy, efficiency and effectiveness (value for money), and the management of quality assurance of data submitted to HESA, the Student Loans Company, the Office for Students and other funding bodies. This report shall normally be submitted to the Council before signature of the Council Members' responsibility statement in the annual financial statements.



- (b) The Chair of the Audit Committee will attend the meeting of the Finance & Estates Committee as an observer for the purposes of consideration of the Annual Report and Accounts.
- (c) Once a year the Committee shall meet the internal and external auditors in the absence of any members of University Staff except the secretary to the Committee.

## 9.17 Finance and Resources Committee

9.17.1 The Finance and Resources Committee ("the Committee") shall, on behalf of Council, monitor and advise the Council in respect of the finances and other resources of the University and advise Council on other related matters of a general nature that do not fall to other standing Committees, or are referred to it by Council.

9.17.2 The Committee will in particular:

- (a) review, monitor and advise Council on the finances of the University, within the framework of the overall Strategic Plan;
- (b) review the five year forecast annually and recommend its approval to Council;
- (c) review and recommend the annual budget for approval by Council and monitor actual expenditure, recommending remedial action to the Vice-Chancellor where necessary;
- (d) review the annual accounts of the University prior to approval by Audit Committee and Council;
- (e) receive reports at least annually and monitor the finances of subsidiary companies, joint ventures and any other entity or arrangement where the University has a financial interest;
- (f) review the annual accounts of any University subsidiaries prior to approval by their board of directors;
- (g) receive the annual accounts of and approve the Budget from the Students' Union;
- (h) receive for decision any major issues of finance referred from the Vice-Chancellor or Executive Committee, particularly where approval for the expenditure is required in accordance within a scheme of delegation or is above that previously approved in the annual budget cycle or from reserves;
- (i) receive and approve on behalf of Council recommendations from the Vice-Chancellor and the Executive Committee (or other bodies as appropriate) on staffing, policies relating to staff wellbeing, changes to employment terms and conditions, including pension provisions, and employee relations and engagement;
- (j) to approve the level of student fees, Make recommendations to the Council on the policies governing the level of these fees and, review and if appropriate, approve recommendations made by the Director of Finance for, the write-off of student debt;
- (k) approve the Financial Regulations of the University, including the thresholds and tendering procedures for contracts;
- (l) oversee the management of the University's investments;

- (m) advise, and where necessary act, on other financial matters, including estimates of capital expenditure referred to the Committee by the Council;
- (n) approve the allocation of funds for capital projects, monitor the progress of major capital projects and ensure that the University's interests are protected in any property, infrastructure or development in which it has an interest;
- (o) consider and recommend to Council an estates and infrastructure strategy for the University that identifies the property, space and technological requirements needed to support an environment that will fulfil the objectives of the University's Strategic Plan;
- (p) consider, approve and keep under review a planned programme of development, maintenance and refurbishment of physical and technological resources;
- (q) advise and make recommendations to Council on the management of the University's property portfolio, including major leases, disposals and acquisitions;
- (r) On behalf of Council, satisfy itself and take steps to ensure the University complies with construction, town planning, facilities management, environmental, landlord and tenant and other relevant legislation;
- (s) arrange an inspection of the University estate at least once a year;
- (t) On behalf of Council, satisfy itself and take steps to ensure that the University complies with current environmental legislation and the University's Environmental Policy, monitor developments and receive reports from other relevant groups and committees;
- (u) monitor risks related to the Committee's remit, ensure adequate risk management procedures and actions are in place and report thereon accordingly to the Audit Committee;
- (v) consider requests relating to financial matters as may be received from the Secretary of State, Office for Students, UK Research and Innovation, the Teaching Regulation Agency, Department for Education or any other regulatory body (or any successor bodies of any of the foregoing);
- (w) carry out such other functions as are delegated to it by the Council from time to time and consider such other matters as may be referred to it by the Chair of Council or the Vice-Chancellor;
- (x) Oversee and provide assurance to Council on the satisfaction of the Office for Students' ongoing condition of registration relevant to its remit, including (but not limited to) Condition D: Financial viability and sustainability;
- (y) Discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.17.3 The Committee shall consist of a minimum of six members comprising:

- (a) a Chair, who is an Independent Council Member;
- (b) four further Council Members (including one with experience of estates);
- (c) the President of the Students' Union; and
- (d) up to four other individuals with relevant experience

- 9.17.4 The Director of Finance, Director of Human Resources and the Director of Campus Operations shall normally be in attendance. The Chair of the Audit Committee will attend the relevant meeting of the Committee as an observer for the purposes of consideration of the Annual Report and Accounts and may be requested to attend meetings of the Committee to provide information and give views.
- 9.17.5 Members appointed to the Committee shall have, either individually or collectively, the requisite skills required to fulfil these terms of reference, including, but not limited to, experience of finance, business, estates or property management or general management.
- 9.17.6 *Special Procedures:* The Chair of the Committee has delegated powers to act for the Finance & Resources Committee on all matters within its responsibility in the absence of an impending meeting of that Committee. However, the Chair of the Committee is required to consult with appropriate members of the Committee, and whenever appropriate with the Chair of Council and other Council Members before exercising this delegated authority. The use of all delegated authority shall be reported to and ratified by the following meeting of the Council or the Finance & Resources Committee.
- 9.17.7 Rights and Duties of the Chair of the Committee:
- (a) The Chair, as the senior Council Member with regard to financial matters, shall be consulted by the Vice-Chancellor and Senior Officers of the University about all appropriate financial matters which may affect the financial wellbeing of the University. These include: loans and leases; security of funds; investments; and appointment of professional advisors.
  - (b) The Chair is responsible to Council for ensuring that the Accountable Officer effectively discharges the responsibilities which are set out in financial memoranda from funding bodies.
  - (c) The Chair is normally required to sign the Annual Audited Accounts of the University on behalf of the Council together with the Chair of Council and the Chief Accounting Officer.
  - (d) The Chair is empowered to sign cheques and other financial documents as authorised by the Financial Regulations of the University.
  - (e) The Chair has a right to ask and receive from the Vice-Chancellor, Chief Operating Officer, the Director of Finance and Senior Officers all information required in order to fulfil the duties of the post and shall have direct access to the internal and external auditors. However, any contact with the auditors should be with the prior knowledge of the Chair of the Audit Committee and the Secretary.
  - (f) The Chair of the Committee will attend the meeting of the Audit Committee as an observer for the purposes of consideration of the Annual Report and Accounts.

## 9.18 **Nominations and Governance Committee**

- 9.18.1 The Nominations and Governance Committee ("the Committee") shall consider and make recommendations to the Council on matters relating to governance and appointments to Council and its standing Committees and will generally:
- (a) advise Council on succession planning and 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 (and any criteria relevant to the College Providing Bodies or equivalent) required to support the University and the work of the Council;

- (b) seek diversity of membership of Council and its committees, with the goal of reflecting the diversity of students, staff and the local community in compliance with the Office for Students' regulatory framework;
- (c) approve appropriate induction, update and development processes for Council Members and members of Committees;
- (d) on behalf of Council, appoint members to Committees of Council, with the exception of Nominations & Governance Committee; and
- (e) review the effectiveness and governance structure of Council and its Committees give consideration to avoiding conflicts of interest.

9.18.2 The Committee will in particular:

- (a) prepare written descriptions of the role and capabilities desirable in a new Council Member;
- (b) subject to any Procedures, and on behalf of Council, oversee the nomination and selection process of candidates to fill vacancies of the Independent Council Members, Council Members nominated from the body of the Academic Staff, the body of the Professional Services Staff and the University Senate;
- (c) recommend to Council nominations for filling all vacancies in the membership of the Council and any Council-nominated members of any other Committees of the University;
- (d) on behalf of Council, make the appointments to vacancies on the standing Committees of the Council, save in relation to Chairs of Committees;
- (e) advise the Council about the balance of membership skills and the periods of office of Members, including any renewals of membership, taking into account the needs of the University;
- (f) subject to any Procedures, seek nominations from Council Members, the College Providing Bodies or equivalent, members of Staff and students of the University, and as appropriate from other sources (including externally);
- (g) publicise vacancies and recommend the filling of vacancies in accordance with recommended practice for filling Council vacancies;
- (h) maintain a systematic, transparent and proactive process for seeking nominations;
- (i) recommend to Council the appointment of Chairs to its standing Committees;
- (j) oversee and approve arrangements for the induction and development of Council Members and members of Committees and for providing regular updates to the same;
- (k) review biennially the membership and terms of reference of each standing committee of Council with regards to their effectiveness and make appropriate recommendations to Council to ensure there is an appropriate balance of skills and experience and plans for succession of members;
- (l) review, normally every three years, the governance structure and activities of Council and make appropriate recommendations to Council;

- (m) monitor defined risks related to the Committee's remit, ensure adequate risk management procedures are in place, their effectiveness reviewed periodically, and report thereon to the Audit Committee;
- (n) on behalf of Council, oversee governance issues in relation to the University's registration as a higher education provider with the Office for Students, including any reports of reportable events under the regulatory framework;
- (o) oversee and provide assurance to Council that governance arrangements continue to satisfy the Office for Students' ongoing conditions of registration relevant to its remit, including (but not limited to) Condition E1: Public Interest Governance and Condition E2: Management and Governance; and
- (p) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.18.3 The Committee shall consist of the following seven members:

- (a) a Chair, who is an Independent Council Member;
- (b) the Chair of Council;
- (c) the Vice-Chair of Council;
- (d) the Vice-Chancellor;
- (e) one further Council Member;
- (f) the President of the Students' Union; and
- (g) a member of Staff nominated by the Vice-Chancellor.

9.18.4 Members of the Committee who are not also Council Members may serve two terms of three years and, exceptionally and with the approval of Council, one further term of three years.

9.18.5 The Secretary will be in attendance and will normally be the secretary to the Committee.

9.18.6 An assistant to the Secretary may also be in attendance.

9.18.7 *Special procedures*

- (a) The Committee shall normally meet twice a year at times convenient to report to Council and with regard to the dates for the end of term of members.

## 9.19 **Remuneration Committee**

9.19.1 The Remuneration Committee ("the Committee") shall act on of behalf of the Council in relation to matters set out below as well as provide advice, guidance and insight to the Council, Vice-Chancellor and the other Senior Officers on matters within its Terms of Reference.

9.19.2 The Committee will in particular:

- (a) consider and approve remuneration and severance pay for Senior Officers, including the Vice-Chancellor, pursuant to Article 9.1;

- (b) on behalf of Council, be responsible for the suspension of Senior Officers pending investigation under the relevant regulation, policy or procedure (the Chair or Vice-Chair of the Committee may authorise urgent suspension provided that the decision is ratified by the full Committee without undue delay);
  - (c) consider and make recommendations in respect of succession planning and retention for Senior Officers.
- 9.19.3 The Committee having regard the relevant guidance from time to time in effect for senior staff remuneration will in particular:
- (a) determine placement salaries, personal point movements and any related payments for Senior Officers taking note of information on performance assessment and comparative or market data as appropriate;
  - (b) approve any changes to terms and conditions which apply to Senior Officers as designated in the Regulations (noting that, under Article 17.3, the Vice-Chancellor is responsible for determining day-to-day employment matters relating to the other Senior Officers);
  - (c) approve severance terms in respect of Senior Officers and receive information on such terms as may be agreed under delegated authority for any other Staff ;
  - (d) Receive updates from the Finance and Resources Committee on any changes made to the broad policy for the remuneration of all Staff ;
  - (e) review the University's gender pay gap report and approve it for publication;
  - (f) approve recommendations for salary supplement in lieu of pension contributions for all Staff;
  - (g) oversee and provide assurance to Council on the satisfaction of the Office for Students' ongoing condition of registration relevant to its remit, including (but not limited to) Condition E3: Accountability; and
  - (h) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).
- 9.19.4 The Committee shall consist of the following members:
- (a) three Independent Members of Council (not including the Chair of Council), one of whom will act as Chair of the Committee (appointed by Council on the recommendation of the Nominations & Governance Committee);
  - (b) up to two people co-opted into the Committee who have relevant remuneration and/or pension experience with the approval of the Nominations & Governance Committee; and
  - (c) the Chair of Council.
- 9.19.5 The Director of Human Resources shall be in attendance and shall normally be the secretary to the Committee.
- 9.19.6 The Vice-Chancellor shall be in attendance by invitation to provide information in relation to the performance and other matters of their direct reports and broader aspects of the University's remuneration policies. The Vice-Chancellor will not attend where the discussion relates to their own performance or remuneration.

9.19.7 The Committee may seek the advice of an external expert if it is deemed necessary to ensure sufficient information and expert advice to support its decision making.

9.19.8 *Special procedures*

- (a) The Committee will normally meet twice a year and otherwise as requested by the committee Chair;
- (b) Three members of the committee shall constitute a quorum, one of which shall be the Chair;
- (c) A report shall be provided to Council after each meeting of the Committee providing information as to decisions made and the rationale for each decision. An Annual Remuneration Report shall be made to Council along with relevant supporting information including summary individual and team objectives set for the period, relevant metrics and individuals' performance against objectives and an explanation as to how performance was assessed;
- (d) The Committee will be subject to external assessment of its effectiveness, expertise and independence, normally every three years. This may be part of an overall assessment of governance or stand-alone.

9.19.9 Copies of the minutes of its meetings will be confidential to members of the Committee and its secretary.

9.20 **Equality, Diversity and Inclusion Committee**

9.20.1 The Equality, Diversity and Inclusion Committee ("the Committee") shall, on behalf of the Council, maintain oversight of and provide advice on matters relating to equality and diversity matters generally –and will promote equality, diversity and inclusion throughout the institution including in relation to its own operation.

9.20.2 The Committee will in particular:

- (a) on behalf of Council, approve the University strategy in relation to Equality, Diversity and Inclusion (ED&I);
- (b) on behalf of Council, ensure appropriate policies and procedures are in place to achieve best practice and to fulfil the University's obligations in relation to ED&I;
- (c) provide leadership and guidance on improving equality of opportunity and fostering good relations across the University;
- (d) monitor the implementation and effectiveness of ED&I policies and procedures against the University's equality objectives;
- (e) ensure there is appropriate consultation and communication with all relevant groups in the University on issues relating to ED&I;
- (f) review at least annually the profile of Roehampton Staff and students;
- (g) undertake any other functions as may be assigned to the Committee by Council;
- (h) report to Council at least annually on issues of equality, diversity and inclusion; and
- (i) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.20.3 The Committee shall consist of:

- (a) a Chair, who shall be a member of Council Member;
- (b) two other members of Council Members, one of whom shall be the Students' Union President (or their nominee);
- (c) the Chair of the Equality, Diversity and Inclusion Group;
- (d) the Deputy Vice-Chancellor and Provost;
- (e) the Director of Human Resources;
- (f) the Director of Student Engagement
- (g) the Head of a College; and
- (h) two Representatives from recognised trade union branches (one from academic staff, one from support staff).

9.20.4 The Committee will meet twice per annum.

9.21 **Joint Senate and Council Honorary Awards Committee**

9.21.1 The Joint Honorary Awards Committee ("the Committee") will:

- (a) consider nominations for and approve the awarding of Honorary Degrees of the University;
- (b) Consider nominations and make recommendations to Senate and Council in respect of Fellowships of the University;
- (c) regulate and, where appropriate, make recommendations to the Senate on any aspect of the ceremonial attaching to the conferment of Honorary Degrees and Fellowships of Roehampton University; and
- (d) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.21.2 The Committee shall consist of the following members:

- (a) the Vice-Chancellor, who shall act as Chair;
- (b) the Deputy Vice-Chancellor and Provost or another Senior Officer;
- (c) the Director of Alumni, Development and Careers;
- (d) the Director of Strategy and External Relations;
- (e) the Chair of Council;
- (f) an Independent Council Member;
- (g) the President of Roehampton Students' Union;
- (h) an Independent Council Member nominated by the College Providing Bodies; and



- (i) five members of Senate.

## 9.22 Health and Safety Committee

9.22.1 The University Health and Safety Committee, hereinafter ("the Committee"), shall, on behalf of Council, advise Council and provides strategic oversight and direction for all matters concerning the health, safety and welfare of University Staff,<sup>1</sup> and those who might be affected by any undertaking of the University.<sup>2</sup>

9.22.2 On behalf of Council, the Committee shall satisfy itself and take steps to ensure the University's complies with health and safety legislation, relevant environmental legislation and in overseeing the management of health and safety at Roehampton University in conjunction with the local health and safety committees.

9.22.3 The Committee will in particular:

- (a) consider and recommend to Senate and Council the University Health and Safety Policy and all related policies affecting health, safety and welfare at the University and, at a frequency determined in the policy, monitor progress and report thereon to Council;
- (b) consider and approve annually the safety management system, monitor progress and report thereon to Council;
- (c) consider health and safety matters in the Colleges and Departments;
- (d) on behalf of Council, ensure that the Health & Safety Strategy is integrated with the University Strategic Plan;
- (e) on behalf of Council, satisfy itself and take steps to ensure that the University complies with current health and safety legislation and matters of policy and keep itself informed of trends and developments in health and safety;
- (f) promote good practice and the integration of health and safety with business decisions; and
- (g) receive the Annual Health & Safety Report prepared by the Head of Health and Safety and present this to Council;
- (h) receive any reports of non-compliance and non-conformity of health and safety matters from external agencies, including any enforcement authority and report thereon to Council; and
- (i) discuss, record and address the potential equality, diversity and inclusion impact(s) of decisions made by the Committee (in accordance with the requirements of the Equality Act 2010).

9.22.4 The Committee shall consist of the following members:

- (a) two Independent Council Members, one of whom shall be Chair;
- (b) the Chief Operating Officer, who shall be Vice-Chair;
- (c) two senior academic managers to be nominated by the DVC & Provost;

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<sup>1</sup> All employees whether full-time or part-time, and including all temporary or contracted staff provided through agencies.

<sup>2</sup> Including the general public, the local community, participants in research, guests at University functions and guests at private functions organised through Conference Roehampton. <sup>3</sup> Including lone working, fire safety, under 18, non-smoking, alcohol, drugs policies and such policies as may be developed.

- (d) the Director of Human Resources;
- (e) the Director of Campus Operations;
- (f) the Head of Health & Safety;
- (g) the Heads of College;
- (h) a representative from the Student Life Committee;
- (i) a representative of the Roehampton Students' Union;
- (j) a representative of GMB; and
- (k) a representative of UCU.

The Committee may invite others, including external members with relevant experience, to attend as appropriate for consideration of particular issues.

9.22.5 Meetings shall normally be held three times per year. The Chair may request additional meetings if they are considered necessary.

9.22.6 The quorum should include at least one Council Member.

#### 9.23 **Other Committees of Council**

The Council may from time to time form Committees and appoint persons thereto for other general or specific purposes. Where it does so, the general and particular responsibilities will be agreed by the Council and may, if appropriate, be incorporated as an amendment to the Regulations.

### 10. **REGULATION 10 SENATE**

10.1 Senate shall comprise:

- 10.1.1 the Vice-Chancellor (Chair of Senate);
- 10.1.2 the Deputy Vice-Chancellor and Provost (Vice-Chair of Senate);
- 10.1.3 the Vice-Provosts;
- 10.1.4 the Chief Operating Officer;
- 10.1.5 the Director of Finance;
- 10.1.6 The Director of Strategy and External Relations
- 10.1.7 the Heads of the Academic Departments;
- 10.1.8 four Members of Academic Staff elected by the Academic Staff;
- 10.1.9 the Head of each College;
- 10.1.10 the Academic Registrar;
- 10.1.11 Directors of the Professional Services Departments;
- 10.1.12 the University Librarian;
- 10.1.13 the President of the Students' Union; and

10.1.14 two Student Representatives, nominated or elected by the Students' Union.

In attendance:

10.1.15 a secretary to the Senate, identified by the Vice-Chancellor as Chair of Senate; and

10.1.16 such staff deemed appropriate by the Vice-Chancellor, on a regular or occasional basis.

10.2 Senate shall normally consider business relating to its terms of reference as set out below, unless required by the Council to consider additional matters.

10.3 Senate shall report to Council on its major business after every meeting.

10.4 Senate shall refer to Council for approval those matters beyond its remit, as set out in Article 22 and more specifically in Regulation 10.6 below, unless the power to approve such matters is explicitly delegated to Senate by Council resolution.

10.5 Senate shall normally meet monthly during term time, except in the months of University vacations; additional meetings or cancellations of meetings will be at the discretion of the Chair of Senate.

10.6 Senate's primary responsibilities are set out in Article 22. Further to the Articles and the relevant resolutions of Council and subject also where appropriate to the ratification of Council, Senate shall:

10.6.1 approve the University's key operational strategies and the priorities and actions within those strategies;

10.6.2 make recommendations on the University's long-term sustainability, the effective deployment of resources, and the management of risk;

10.6.3 approve relevant University policies and procedures within its remit;

10.6.4 receive regular reports on the University's finances and annually consider and comment on the proposed University budget;

10.6.5 promote and encourage research, scholarship and enterprise activity at the University, including approval and monitoring of research centre activities;

10.6.6 approve academic policy and development, including those elements relating to learning resources and technology;

10.6.7 approve policy and strategy in relation to ethical matters, diversity and equal opportunities;

10.6.8 recommend to the Council which posts or grades shall be academic for the purpose of the definition of "Academic Staff";

10.6.9 approve policy and regulations governing the admission, progression and assessment of students on approved programmes of study at the University;

10.6.10 make recommendations to the Council concerning the arrangements for the suspension and expulsion of students on academic grounds;

10.6.11 establish policy governing the content, teaching and timetabling of the University including the provision and supervision of professional training and to approve arrangements thereof;

10.6.12 consult with professional validating bodies of academic programmes provided within the University;

10.6.13 establish policy regarding examinations and other methods of assessment and to approve arrangements therefore;

- 10.6.14 promote research and scholarship in the University;
- 10.6.15 determine the Awards of the University, including honorary awards, joint awards and those from other collaborative partnership arrangements;
- 10.6.16 determine the Programmes of Study at the University, including approval of new programmes and the suspension or closure of current programmes;
- 10.6.17 approve policy and regulations regarding staff and student conduct, including
- 10.6.18 disciplinary procedures in all areas (including teaching and research), and the expulsion of students from the University;
- 10.6.19 be responsible for the quality of the student experience, including support for learning;
- 10.6.20 receive regular reports from the Roehampton University Students' Union;
- 10.6.21 approve the awarding of degrees and other academic distinctions, either directly or via delegated authority to Boards of Senate established for the purpose;
- 10.6.22 consider, and recommend to Council, candidates proposed for honorary degrees or other academic distinctions of the University;
- 10.6.23 approve honorary appointments to the positions of Professorial Fellow, Professor, Reader, Senior Research Fellow, Research Fellow or Lecturer; and
- 10.6.24 withhold or withdraw any awards or distinctions of the University made to an individual, where deemed appropriate.

## 10.7 **Delegation and Reservation of Authority**

- 10.7.1 Senate may:
  - (a) establish Boards and Committees with specific remits, in order to carry out its business and, where it deems appropriate, delegate Senate's powers and functions in whole or in part to those bodies;
  - (b) if it considers appropriate, reserve its powers in specific matters, or overturn a decision taken by a Board or Committee of Senate; and
  - (c) allow the Chair of Senate to take action on its behalf between meetings (Chair's Action), and ratify such decisions at the next meeting of Senate; the Chair may however choose to convene a meeting of Senate as an alternative to taking Chair's Action.
- 10.7.2 The Boards and Committees of Senate shall present their decisions and proposals for consideration and ratification at the next available meeting of Senate, or for information where full delegation of duties has been approved.
 

The quorum for Senate meetings shall be half the membership plus one. In the absence of a quorum, either the meeting will be cancelled and the proposed business will be carried forward to the next scheduled meeting of Senate or the Chair may choose to consider urgent matters electronically by circulating the proposal(s) to all members of Senate. Decisions shall be made electronically by a majority of the members of Senate confirming their approval of the proposal(s) to the Chair.
- 10.7.3 The Boards and Committees of Senate shall report annually to Senate.
- 10.7.4 Senate will exercise such powers as may be delegated to it by Council.

## **11. REGULATION 11 CHAIR AND VICE-CHAIR OF COUNCIL AND COUNCIL MEMBERS**

- 11.1 The Chair is responsible for the leadership of the Council and ultimately to the stakeholders for the Council's effectiveness.
- 11.2 The Chair should take particular care that committees which play a central role in the proper conduct of the Council's business report back appropriately.
- 11.3 Each Council Member shall have the opportunity at or towards the end of their first term of office to meet privately with the Chair to review their contribution and engagement with the University and, if applicable, assess their desire to continue to serve on Council for another term.
- 11.4 The Council and any Committees of Council may act notwithstanding any vacancy in their bodies.

## **12. REGULATION 12 REMUNERATION OF COUNCIL MEMBERS**

- 12.1 For the purposes of Article 14 of the Articles of Association of the University, the following are permitted:
  - 12.1.1 the benefit as described by Regulation 12.3 below, provided that the Council Members as charity trustees follow the procedure and observe the conditions set out in clause 12.7 below;
  - 12.1.2 the benefit described by Regulations 12.2 and 12.4 below; or
  - 12.1.3 any benefit authorised in writing by the Council,and in this Regulation references to clauses shall be to the clauses of this Regulation unless otherwise stated.
- 12.2 A Council Member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in section 185, of the Charities Act 2011.
- 12.3 A Council Member may receive a benefit from the University in the capacity of a beneficiary of the University.
- 12.4 A Council Member may **not** be employed by the University other than for acting as a member of the Council.
- 12.5 A Council Member may receive benefits for acting as a Council Member provided the Council has in addition to meeting the requirements of Regulation 12.7 below:
  - 12.5.1 read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
  - 12.5.2 resolved that the remuneration is clearly in the interests of the charity that the trustee in question be awarded the remuneration in question; and
  - 12.5.3 resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council Member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
- 12.6 A company of which a Council Member is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council Member holds no more than 1% of the issued capital of that company.

- 12.7 The University and its Council may only rely upon the authority provided by Regulation 12.3 to 12.6 above if each of the following conditions is satisfied:
- 12.7.1 The remuneration or other sums paid to the Council Member do not exceed an amount that is reasonable in all the circumstances.
- 12.7.2 The conflicted members of the Council are absent from the part of any meeting at which there is discussion of:
- (a) their employment or remuneration, or any matter concerning the contract or arrangement; or
  - (b) their performance in the employment or office, or their of the contract; or
  - (c) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Regulation 12.5;
  - (d) if applicable, the matters described in Regulation 12.3 above; or
  - (e) any other matter relating to a payment or the conferring of any benefit permitted by clause 12.3 above.
- 12.7.3 The conflicted Council Members do not vote on any such matter and are not to be counted when calculating whether a quorum of members of the Council is present at the meeting.
- 12.7.4 The non-conflicted Council Members are satisfied that it is in the interests of the University to employ or to contract with that Council Member rather than with someone who is not a Council Member. In reaching that decision the non-conflicted Council Members must balance the advantage of employing a Council Member against that disadvantages of doing so (especially the loss of the Council Member's services as a result of dealing with the Council Member's conflict of interest).
- 12.7.5 The reason for their decision is recorded by the non-conflicted Council Members.
- 12.7.6 A majority of the Council Members then in office are non-conflicted Council Members.
- 12.7.7 If a Council Member receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.
- 12.8 In Regulations 12.1 to 12.7:
- 12.8.1 The employment or remuneration of a Council Member includes the engagement or remuneration of any firm or company in which the Council Member is:
- (a) a partner;
  - (b) an employee;
  - (c) a consultant;
  - (d) a director; or
  - (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council Member holds less than 1% of the issued capital.
- 12.9 "University" shall include any company in which the University:
- 12.9.1 holds more than 50% of the shares; or

- 12.9.2 controls more than 50% of the voting rights attached to the shares; or
- 12.9.3 has the right to appoint one or more directors to the Board of the company.
- 12.10 "Council Member" shall include any child, parent, grandchild, grandparent, brother, sister, sibling or spouse of the Council Member or any person living with the Council Member as their partner.
- 12.11 a "conflicted Council Member" is a Council Member who has received, is entitled to receive or is currently receiving remuneration under this Regulation. A conflicted Council Member also includes a Council Member who has received financial benefits described in clause 12 but before this Regulation came into force.
- 12.12 a "non-conflicted Council Member" is a Council Member who is not a conflicted Council Member.
- 12.13 This Regulation 12 may not be amended without the express prior consent of the Charity Commission.

**13. REGULATION 13 NOTICES AND COMMUNICATIONS**

- 13.1 Subject to the Articles, anything sent to or supplied by or to the University under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the University.
- 13.2 Subject to the Articles, any notice or document to be sent or supplied to a Member in connection with the taking of decisions by Council may also be sent or supplied by the means by which that Member has asked to be sent or supplied with such notices or documents for the time being.
- 13.3 Any notice to be given to or by any Member pursuant to the Articles:
  - 13.3.1 must be in writing; or
  - 13.3.2 must be given in electronic form.
- 13.4 The University may give any notice to a Member either:
  - 13.4.1 personally; or
  - 13.4.2 by sending it by post in a prepaid envelope addressed to the Member at their address; or
  - 13.4.3 by leaving it at the address of the Member; or
  - 13.4.4 by giving it using electronic communications to the Member's address; or
  - 13.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time or the meeting.
- 13.5 A Member who does not register an address with the University or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the University.
- 13.6 Any Member present in person at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 13.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

13.8 Proof that an electronic form of notice was contained in an electronic communication shall be conclusive where the University can demonstrate that it was properly addressed and sent, in accordance with section 1144 of the Companies Act 2006.

13.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-

13.9.1 48 hours after the envelope containing it was posted; or

13.9.2 in the case of an electronic communication, 48 hours after it was sent.

#### **14. REGULATION 14 EXECUTION OF DEEDS AND USING THE SEAL**

14.1 Where the University is required to execute a deed, it can do so by:

14.1.1 the signature of one Council Member, provided a witness also signs the document to assert that the Council Member's signature is genuine;

14.1.2 the signature of two Council Members; or

14.1.3 the signature of one Council Member and the Secretary.

14.2 Alternatively, the University may still elect to use its seal to execute a deed. The use of the seal is neither required by law nor is it prohibited; therefore the University may choose to execute using its seal to add formality.

14.3 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee authorised by the Council on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or by some other person appointed by the Council for that purpose.

14.4 The Secretary shall produce reports to the Council from time to time on the use of the Seal and on executions by Deed.

#### **15. REGULATION 15 REVIEW OF COUNCIL'S EFFECTIVENESS**

15.1 The Council shall keep its effectiveness under regular review, and normally every three years it shall undertake a formal and rigorous evaluation of its own effectiveness and that of its committees, and ensure that a parallel review is undertaken of Senate and its committees.

15.2 In reviewing its performance, Council shall reflect on the performance of the institution as a whole in meeting long-term strategic objectives and short-term key performance indicators. The results of an effectiveness review shall be published widely.

#### **16. REGULATION 16 MISCONDUCT BY STUDENTS**

16.1 Council shall approve the Student Code of Conduct, which shall set out the agreed standard of behaviour that all students of the University are expected to meet and give examples of academic and non-academic misconduct. The Student Code of Conduct shall also set out types of behaviour that will normally constitute academic and non-academic misconduct.

16.2 Council shall approve the Student Disciplinary Regulations, which shall set out the following:

16.2.1 Procedures for taking precautionary action in cases of suspected academic or non-academic misconduct as defined in the Student Code of Conduct, including the temporary suspension and temporary expulsion of students;

16.2.2 Procedures for investigating, considering and determining allegations of academic and non-academic misconduct as defined in the Student Code of Conduct;



- 16.2.3 The sanctions that may be applied where academic or non-academic misconduct as defined in the Student Code of Conduct is found to have occurred and the delegation of authority for applying such sanctions.
- 16.2.4 The Staff who are empowered to exercise authority under the Student Disciplinary Regulations.
- 16.3 Council may from time to time approve other regulations, policies or procedures for managing student behaviour, including but not limited to where such behaviour calls into question a student's fitness to study, or fitness to practice on a professional programme. In approving such regulations, policies and procedures, Council may further delegate its power for the following:
  - 16.3.1 The governing of student conduct;
  - 16.3.2 The suspension and expulsion of students from the University, including temporary suspension and expulsion;
  - 16.3.3 The hearing of appeals by students against suspension or expulsion.