

BRUNEL UNIVERSITY OF LONDON

Council Ordinance 2

Council Membership

1. Members of Council

- 1.1 Members of Council are appointed or elected under Charter Article 7 and Ordinance 3.

2. Selection and Appointment

- 2.1 The Governance and Nominations Committee of Council shall maintain and review regularly a matrix of skills ("Skills Matrix") approved by Council devised to ensure that Council always has (so far as is reasonably practicable) the requisite skills and expertise to conduct its business in an informed and effective manner.
- 2.2 The Governance and Nominations Committee shall prepare written descriptions of the role and capabilities desirable in member(s). The role and expectations of the Chair and Deputy Chair shall be described separately for issue when the post of Chair or Deputy Chair is to be filled.
- 2.3 When a vacancy arises on Council the Governance and Nominations Committee shall determine the mechanism by which new member(s) shall be sought (unless specified in the Ordinances) having regard to the Skills Matrix.
- 2.4 At all times Members of Council must act in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life (the seven "Nolan Principles") which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 2.5 The University is committed to the promotion of equal opportunities. All members are required to undertake appropriate training in equality and diversity issues.
- 2.6 Details of the terms of appointment shall be set out in the letter of appointment. In accepting appointment Council Members are giving an undertaking that that they will act responsibly ensuring that Confidential Information about the University, including members of its staff, students and other personnel, is strictly maintained and not disclosed to any third parties.
- 2.7 Council may appoint to any Council or Joint Senate and Council committee or working-group independent persons who are not members of Council, save that such members shall constitute less than one-half of the total independent membership of the committee, working-group etc.
- 2.8 The Vice-Chancellor & President shall nominate members of the Executive Board to Governance & Nominations Committee for the Council positions dedicated to members of the senior staff by Article 7.4 of the Royal Charter. The Governance & Nominations Committee shall scrutinize the reasons for the nomination(s) and, if satisfied, make a recommendation for appointment of the relevant nominee(s) to Council.

3. Induction and Development

- 3.1 Members are required to attend such University-based induction meetings, workshops, briefings or training sessions as may be set down in the letter of appointment or subsequently.
- 3.2 Members will be offered the opportunity to attend national briefings, workshops or training sessions. Members are expected to attend at least one such event every other year.
- 3.3 Members are required to participate in an annual review defined by the Governance and Nominations Committee.

4. Suspension, Termination or Cessation of Appointment

- 4.1 There are exceptional grounds on which Council may terminate the appointment of a member:
 - i. unspent convictions for offences involving deception or dishonesty;
 - ii. being an undischarged bankrupt;
 - iii. being unable or unfit to discharge the functions of a member of Council in the opinion of Council;
 - iv. having been removed at any time from trusteeship of any charity by the Charity Commission, High Court or the Court in England, Wales or Scotland, because of misconduct or mismanagement in the administration of a charity;
 - v. disqualification from being a company director;
 - vi. failure to attend 75% of scheduled Council and Committee meetings in a 12-month period;
 - vii. failure to make payment under County Court administration orders; and
 - viii. engages in conduct which Council agrees to be unbecoming and/or who acts in a way which brings or might bring the Council or the University into disrepute.
- 4.2 Members of Council are required to attend a minimum of 75% in total of all regularly scheduled Council and committee meetings in a 12-month period. Governance and Nominations Committee shall monitor the attendance of all members and will advise Council whether a member's position on Council should be reconsidered with a view to being terminated. In doing so, Governance and Nominations Committee will take account of the following factors before making any recommendations concerning membership:
 - i. Allowance will be made in the first year of appointment in lieu of previous commitments of the member concerned;
 - ii. Active involvement and contribution of the member outside Council and Committee meetings such as participating in University working groups and working directly with senior management;
 - iii. Attendance at other University events such as Council Away Days,

graduation, lectures, openings, induction events;

- iv. Contribution to a meeting where the member was absent by submitting comments to the Chair or Secretary in advance;
- v. Giving reasonable notice of inability to attend;
- vi. Whether there was a change of date in respect of the meeting concerned.

4.3 Only when Council is advised by Governance and Nominations Committee that the attendance of a member of Council is a matter of concern should a decision to remove a member be considered. It is acknowledged that members may occasionally miss meetings due to circumstances beyond their control as indicated above. At the discretion of Governance and Nominations Committee, these may be regarded as "excused" absences. In all cases, Council Members are expected to notify the Secretary to Council of meetings they know they will miss. "Silent absence" i.e. missing a meeting without notification is unacceptable.

4.4 If at any time Council is satisfied that any of the grounds specified in paragraph 4.1 above applies to a member of Council, Council may by notice in writing to that member to remove him or her from office, and thereupon the office shall become vacant. In accordance with this provision, the appointment of a member of Council who engages in conduct which Council agrees to be unbecoming and/or who acts in a way which brings or might bring the Council or the University into disrepute may be terminated by a resolution of Council. A motion to make such a resolution must be formally proposed by the Governance and Nominations Committee. The member in question shall be entitled to attend the meeting of Council at which the motion is put.

4.5 Where circumstances require urgent action, a motion for temporary suspension of a member pending consideration by the Governance and Nominations Committee may be proposed by the Chair and Deputy Chair of Council. A motion for temporary suspension of a member must be agreed in writing by a simple majority of members of the Council stating the purpose for which the suspension is required.

4.6 A resolution of Council to terminate the appointment of a member of Council must be agreed at a meeting of Council by a two-thirds majority of those members present.

Note 1: Should a member of Governance and Nominations Committee be the subject of termination or suspension proceedings, the matter must be considered by a resolution of Council formulated by the Secretary to Council following an instruction in writing by any thirteen members of the Council stating the purpose for which the termination or suspension is required.

Note 2: Any meeting of Council required to consider a resolution to remove or suspend a member of Governance and Nominations Committee shall be Chaired by the Chair of Audit and Risk Committee. Should the Chair of Audit and Risk Committee be unable or unavailable to Chair the meeting, Audit and Risk Committee will be charged with the responsibility of nominating a suitable replacement.

Note 3: It is the stated aim of Council to resolve any dispute concerning a member of Council without resorting to formal termination or suspension proceedings. To this end, consideration will be given to referring any such dispute to mediation. The Secretary to Council will be charged with responsibility for identifying an appropriate third party to act as a mediator for any such dispute. While there is no absolute requirement to enter into

mediation, there is an expectation that all parties will endeavour to consider this option.

Note 4: The role of Secretary to Council is to advise Council. Under Ordinance 2 Clauses 4.1 to 4.6 this might eventually extend to setting up procedures for considering the removal of a member. To the extent that it is an unavoidable responsibility, it remains the case that the Secretary to Council is the person best placed to undertake the role of assembling and putting forward the case against a Council member. In such an eventuality, and to avoid any potential conflict of interest, the Secretary to Council should not undertake the role of advisor to Council and should request that Audit and Risk Committee appoints a person to attend Council in an advisory capacity.

5. Register and Declaration of Interests

- 5.1 No member shall take or hold any interest in any property belonging to the University otherwise than as a trustee or receive any remuneration for his or her services or be interested in the supply of work or goods to or for the purposes of the University. Provided that:
- i. The Vice Chancellor and President and any other members of Council who are members of the staff of the University may receive remuneration for their services as Vice Chancellor and President, or as members of the staff of the University respectively, and
 - ii. A member may be interested in the supply of work or goods to or for the purposes of the University if s/he discloses his/her interest to the Council as soon as practicable and has no vote on any question relating thereto.
- 5.2 All members of Council and Council Committees must disclose any conflicts of interest on request, or on acquisition (whichever is the sooner) and at least annually. Relevant interests are any pecuniary, family or other personal interest which might be relevant to the conduct of the University's affairs and the work of the Council. Where the interest is of relevance to the business of Council or one of its committees, members shall as soon as practicable, disclose the fact to the meeting (or to the Chair or Secretary to Council) Council will be required to formally authorise any conflict of interest (see Clause 5.6).
- 5.3 The Secretary to Council shall maintain a register of interests of all members of the governing body. The Secretary and any other senior officer closely associated with the work of the Council, for example the Chief Finance Officer, shall also submit details of any interests. The register shall be available on request from the Secretary and shall be updated at least annually. Failure to submit an entry to the Register by the due date or failure to notify a new interest may result in termination of membership, as may any other breach of the terms of appointment.
- 5.4 In the event that there is no disclosure, where the Chair in his or her discretion decides that a member has a conflict of interest, the Chair may require Council to formally authorise the conflict of interest (see Clause 5.6). In the event that, by Resolution of the Council, Council determines that the Chair has a conflict of interest, then the Chair shall withdraw from that part of the meeting requiring Council to formally authorise the conflict of interest.
- 5.5 Relevant papers and minutes may be withheld from members at the discretion of the Chair or Council, as the case may be.
- 5.6 Should Council be required to formally authorise a conflict of interest, the matter will be decided by only those members who have no interest in the conflict of

interest. Those with an interest in the matter concerned shall withdraw from that part of the meeting. Council will be required to agree one of the following courses of action:

- i. To authorise the conflict of interest permitting the Member of Council to continue to carry out his/her duties with no restrictions; To require the Member of Council to withdraw from the meeting for the relevant item(s) of business;
- ii. To restrict access to certain Council papers;
- iii. To enact both sections ii and iii above;
- iv. To formulate an alternative procedure for managing the conflict of interest.

5.7 Should Council be unable to authorise the conflict of interest the Member of Council will be required to resign.

6. Personal Data

6.1 The names of members of Council and its committees are published on the University's website and in the University's Financial Statements. Personal details will not normally be disclosed outside the University unless specific permission is sought and granted. Contact details provided to the Secretary may be used by other members of Council and by other Offices of the University for the conduct of University business.

7. Members as Representatives

7.1 Members nominated by particular constituencies should not act as if delegated by the group they represent. Members have a legal obligation to act in the interests of the University as a whole; not in their own or any sectional interests. No member may be bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as a proxy for another member of the governing body.

8. Members as Representatives of the University

8.1 When on University business, each member of the Council is a representative of the University and is expected to act appropriately with due regard for the reputation of the University. Members of Council are covered by the University's insurance policy for any wrongful act whilst on University business. Any occurrence or circumstance that could possibly produce a claim against the University should be notified immediately as the University is obliged to inform the insurers at the earliest opportunity so as not to prejudice the arranged cover.

9. Attendance at Meetings

9.1 Only duly appointed members are entitled to attend meetings. Substitutes will not normally be permitted. In exceptional circumstances and with the prior agreement of the Committee's Chair a substitute may be permitted to attend a meeting but will not be permitted to vote and may only contribute to a committee's deliberations when invited to do so by the Chair.

9.2 A Committee's terms of reference may provide for University employees to attend meetings. The Chair may also permit other officers to attend individual meetings

where they are required to provide advice or guidance to the Committee. Employees in attendance will not be permitted to vote and may only contribute to a Committee's deliberations when invited to do so by the Chair.

- 9.3 Members of Council may be asked to serve on committees, working-groups or advisory bodies to Council. Such appointments will normally be made or terminated by the Governance and Nominations Committee with prior notice or by mutual consent.
- 9.4 Members of Council will also be invited to attend social, cultural, sporting and academic events arranged by the University. Members are encouraged to attend such events in order to facilitate a fuller understanding of the range of the University's work.

10. Confidential Information

- 10.1 The confidential and proprietary information of the University hereunder is:
 - i. Information in tangible form, such as Committee papers and minutes, that bears a "confidential", "proprietary", "reserved", or similar legend;
 - ii. Discussions relating to that information whether those discussions occur prior to, concurrent with, or following disclosure of the information.
- 10.2 The University shall make reasonable efforts to mark its confidential information in tangible form with any of the aforementioned legends prior to disclosure. However, the University's information in tangible form that does not bear any of these legends, and discussions relating to that information, shall nevertheless be protected hereunder as Confidential Information, if the Council member knew, or should have reasonably known under the circumstances, that the information was confidential and had been communicated in confidence. Council members will maintain the confidentiality of the Confidential Information of the University and will not disclose any Confidential Information to any third parties.
- 10.3 To ensure that Confidential Information about the University, including members of its staff, students and other personnel, is strictly maintained and not disclosed to any third parties.

11. Expenses

- 11.1 The University will meet the reasonable expenses incurred by members when carrying out their duties as a member of Council, and in accordance with the University's published Expenses Policy. Requests for reimbursement should be made to the Secretary to Council.

12. Secretary to Council

- 12.1 Each member of Council shall have access to the advice and services of the Secretary to Council.
- 12.2 The Secretary to Council is responsible to the Council for ensuring compliance with all procedures and for ensuring that papers are supplied in a timely manner with information in a form and of a quality appropriate to enable the Council to discharge its responsibilities.