

Role description and Code of Conduct for lay members of Council Committees

The University's governing body is called 'Council'. Council's work is underpinned by a structure of committees, which undertake much of the specific and detailed analysis of key University strategy before making recommendations to Council. Membership of Committees presents valuable opportunities to gain a deeper understanding of the key issues associated with those committees.

This document and its associated responsibilities apply to all members of Council Committees. All Council Committee members will be required to sign this document to confirm their commitment to it before their appointment to a Council committee can be confirmed.

1. Membership

- a) Members are expected to play their part in ensuring that the necessary business of the Council Committee is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to attend regularly, to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Council Committee as the opportunity arises.
- b) Members have a responsibility for ensuring that the Council Committee acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Clerk to Council in any case of uncertainty.
- c) Members are required to accept collective responsibility for the decisions reached by the Council Committee. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

2. Standards

- a) Members have a responsibility for ensuring that the Council Committee conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of the Council Committee in accordance with these standards.
- b) Members must at all times act in accordance with this document and the policies and strategies of the University.
- c) Members must make a full and timely disclosure of personal interests to the Secretary in accordance with the procedures approved by the Council Committee. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of Council Committees may be and may be seen to be maintained.

In any case, members will be asked annually to review and update their centrally-held Register of Interests. This includes disclosure of: other charitable connections (trusteeships); remunerated employment outside of the University; details of any self-employment; Directorships; appointments or positions of authority within organisations whose decision could impact upon the University; any relevant appointments or positions of authority; relevant financial interests (including those of immediate family); unspent convictions or bankruptcy details.

- d) The University Secretary will keep a record of consultations of the Register. On request the University Secretary will provide information about consultations to those on the Register. The centrally-held Register of Interests will be made available under the Freedom of Information Act to members of the public on request.
- e) Those to whom the Code applies should be careful to ensure propriety over receipt of gifts, benefits or hospitality in the course of, or connected with, University business. Such gifts or benefits, other than those of small intrinsic value, should be notified to the Secretary of the Council Committee. The acceptance of gifts and benefits should be considered in accordance with the UK Bribery Act.
- f) Members will be required to complete and sign a Fit and Proper Persons Declaration before joining a Council Committee. This declaration asks members to confirm the following:
- I am not disqualified from acting as a charity trustee.
 - I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent).
 - I have not been involved in tax fraud.
 - I am not an undischarged bankrupt.
 - I have not made compositions or arrangements with my creditors from which I have not been discharged.
 - I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity.
 - I have not been disqualified from serving as a Company Director.
 - There is nothing in my past that if it became known, might embarrass the University.
 - I will at all times ensure the charity's funds, and charity tax reliefs received by this organisation, are used only for charitable purposes.

It is members' responsibility to notify the Secretary if their situation in relation to any of the above changes during their term of office on Council.

- g) Since the University is a Charity, members have a responsibility for ensuring that the Council Committee exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

3. The business of the University

- a) Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.

4. External role

- a) Members may be asked to represent the Council Committee and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.

- b) Members may be asked to play a role in liaising between key stakeholders and the University, or in fund-raising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

5. Personal

- a) Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) Members will, at all times, act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Members are expected to attend all meetings of the Council Committee of which they are a member, or give timely apologies if absence is unavoidable.
- d) Members must participate in any procedures established by the Council Committee for the regular appraisal/review of the performance of individual members. Members should attend any induction activities arranged by the University and should participate in appropriate training events which will be drawn to their attention by the Secretary.

6. Time commitment involved

- a) The likely overall time commitment required of members is **5-7 days per year**.
- b) Typically, each committee meets once per term for approximately three hours. There would be an expectation that members will have read the papers in advance of the meeting and they should allow up to half a day for preparation time. Refreshments are provided. Appointments to Council committees are generally made for an initial term of three-years. However, we have previously agreed to co-opt new members for an initial trial year to allow them sufficient time to establish their suitability.
- c) Currently, the governance structure provides for lay membership on the following Council committees:
- Audit
 - Estates
 - Ethics of Research
 - Finance
 - Personnel and Health & Safety
- d) Depending upon members' areas of expertise and interest, there may be opportunities to participate in *ad hoc* advisory or working groups.

7. Remuneration

Council Committee members do not receive remuneration but the University will pay reasonable travel expenses and reasonable child care costs and is considerate of carers' responsibilities. Expenses should be submitted to the Secretary. Directors and Officers Liability Insurance is in place for Council Committee members.

8. Appointment process

Lay members of Council Committees are appointed by the Membership Appointment Group. The Secretary to the Committee will confirm members' appointments in writing shortly after formal approval has been given. The letter will set out the approved term of office and other key information that a new member will require.

Lay members of Council Committees are appointed for three-year terms of office, and may stand for re-appointment for a maximum of two additional three-year terms, in accordance with the University Statutes and recognised good practice across the sector.

9. Resignation

Any member of a Council Committee may resign by a letter sent to the Chair of the Committee through the Secretary.