

# NEWCASTLE UNIVERSITY

## ROLE OF COUNCIL MEMBERS

The University of Newcastle upon Tyne came into separate existence on 1 August 1963, as a result of the passing of the Universities of Durham and Newcastle upon Tyne Act. The constitutional framework within which the University operates is based upon its Statutes (available at: <https://www.ncl.ac.uk/executive/governance/statutes/> which were revised most recently in July 2020.

The statutory bodies are the Council, the Senate, the Court, the Academic Board, the Boards of Faculty and Convocation.

### **Membership**

Council is the supreme governing body of the University. There are currently 25 members – 16 lay members, 2 students and 7 University colleagues. The usual length of appointment of appointed members is three years, with effect from 1 August, with a possibility of renewal for a further three-year term.

The Chair and lay members of Council, who by statute form the majority of the membership, have a vital part to play in the governance of the University and bring a knowledge and experience of particular value, given the nature of the environment in which universities now work. They have always figured prominently in the University's affairs as members of Council itself, as chairs or members of senior University committees (including Finance Committee and Audit, Risk and Assurance Committee) and as advisers to the administration and academic schools in a variety of ways. Members of the governing body should take care not to become involved in the day to day executive management of the institution except in so far as those members drawn from the staff of the University may have executive responsibilities within the institution.

### **Officers**

There are three officer positions in Council, the Chair, Vice-Chair and Treasurer. All three must be held by lay members.

### **The Chair of Council**

The Chair of Council holds the honorary title of Pro-Chancellor by virtue of holding that office. The Chair is responsible for the leadership of the governing body. The Chair ensures that the institution is well connected with its stakeholders. The Chair of Council is concerned both formally and informally with all the major financial and strategic decisions of the University and works closely with the Vice-Chancellor and President and other senior staff on broad issues of policy and development. Through the leadership of Council, the Chair plays a key role in the business of the University, but should not be drawn into day to day executive management.

The Chair is expected to promote the efficient operation of Council and ensure that its members work together effectively and have confidence in the procedures laid down for the conduct of business. The Chair should take particular care that the governing body observes the principles of public life and public interest governance principles (see below), and that committees that play a central role in the proper conduct of Council's business report back appropriately. The Chair is ultimately

responsible for ensuring that the governing body operates effectively, discusses those issues that it needs to discuss and dispatches its responsibilities in a business-like way.

The Chair has delegated authority to take decisions on behalf of Council following a set procedure set out in Standing Orders and the schedule of delegated authority. The Chair is *ex officio* a member of Finance Committee. The Chair will be a member of the Committee of University Chairs. The Chair of Council is responsible for the annual professional development review of the Vice-Chancellor and President. The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Vice-Chancellor and President.

### **The Vice-Chair of Council**

The Vice-Chair of Council is also a lay member and acts for the Chair in their absence. The Vice-Chair may, from time to time, be asked to take on particular responsibilities as determined by the Chair.

### **The Honorary Treasurer**

The Honorary Treasurer is *ex officio* a member of Council and the Chair of the Finance Committee. The Honorary Treasurer's prime function is to ensure that the University pursues a prudent financial policy and to report as necessary to Council. The Honorary Treasurer may ask the Vice-Chancellor and President and the Executive Director of Finance for any necessary information just as they feel free to consult and seek advice from the Honorary Treasurer on particular questions.

### **The Senior Independent Governor**

Council appoints one of its lay members to be the Senior Independent Governor, to act as a sounding board for other members of Council and to sense-check the effectiveness of governance arrangements.

### **Role and Responsibilities of Council members**

Members of Council have a corporate responsibility for ensuring that the responsibilities of Council are exercised in the best interests of the University. Council has prepared a *Statement of Primary Responsibilities* which sets out in full the responsibilities exercised by Council (available at:

<https://www.ncl.ac.uk/media/wwwnclacuk/executiveoffice/files/Statement%20of%20Primary%20Responsibilities.pdf> )

Members are expected to play an appropriate part in ensuring that the necessary business of Council is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to Council as opportunity arises. Members have a responsibility for ensuring that the Governing Body 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 Registrar in any case of uncertainty.

Since the University is a Charity, members have a responsibility for ensuring that Council 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.

It is the University's expectation that, in accepting appointment, members of Council will make use of their skills and experience when exercising their responsibilities and play a full part in the taking of corporate decisions. Members do not, however, have an executive role and their role is primarily advisory and facilitating. Members should endeavour to establish constructive and supportive but challenging working relationships with the University.

The University recognises that membership of the Council is a voluntary activity and will take care not to overburden the members of the governing body with excessive demands. As a rough estimate, the Committee of University Chairs estimate that membership of the governing body implies a commitment of approximately 16 days in a calendar year although this may vary depending on particular responsibilities held, especially for the lay officers.

All members should question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings. Members are required to accept collective responsibility for the decisions reached by Council. Members, whatever their category of membership, shall exercise their responsibilities in the interests of the institution as a whole rather than as representatives of any constituency.

Individual members of the Council are covered by the University's Professional Indemnity cover in respect of the costs of any claim of negligence which may be made against them in the carrying out of their duties as a member of the Council.

The responsibilities of members include the following:

- (a) To complete and maintain up-to-date their entry in the Register of Interests which is held by the Registrar and circulated each year to members for updating.
- (b) To disclose any pecuniary, family or other personal interest in any matter under discussion at any meeting of Council and to leave the room during the discussion of such items and withdraw from the meeting unless requested to remain, by the Chair. A member is not, however, considered to have a pecuniary or personal interest in matters under discussion merely by being a member of staff or a student of the University.
- (c) To read the papers circulated for each meeting of Council and such other committees to which they are appointed, attend meetings regularly and contribute to discussion as and when appropriate.
- (d) To participate in induction and training events provided by the University or other bodies as appropriate.
- (e) To participate in procedures for the regular review of the performance of individual members and Council.
- (f) To observe confidentiality of Council business (see below).

- (g) To maintain an awareness of the activities of the University and of the higher education sector in general. (Presentations on key issues are made on a regular basis to Council and members are sent University publications.)
- (h) To observe the seven principles of public life drawn up by the Committee on Standards in Public Life (the “Nolan” Committee), and the [Public Interest Governance Principles](#) from the Office for Students Regulatory Framework.

### **Seven Principles of Public Life**

Selflessness – Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends, or their particular area of responsibility.

Integrity – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity – In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness – Holders of public office should be as open as possible about all the decisions and action that they take. They should give reasons for their decision and restrict information only when the wider public interest clearly demands.

Honesty – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership – Holders of public office should promote and support these principles by leadership and example.

### **Public Interest Governance Principles**

I. Academic freedom: Academic staff at an English higher education provider have freedom within the law:

to question and test received wisdom; and

to put forward new ideas and controversial or unpopular opinions

without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.

II. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.

III. Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.

IV. Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).

V. Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.

VI. Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.

VII. Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

VIII. Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.

IX. Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

X. Records: Where degree awarding powers are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under HERA exists, the provisions setting out those powers must be retained and may not be altered without the consent of the OfS.

XI. Independent members of the governing body: There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate

XII. Regularity, propriety and value for money: The governing body ensures that there are adequate and effective arrangements in place to ensure public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.

### **Confidentiality**

All papers except those marked 'Strictly Confidential' or 'Commercial in Confidence' will be made available on the University's website both internally and externally.

The contents of any papers circulated to members of Council which are marked 'Strictly Confidential' or 'Commercial in Confidence' must, in no circumstances, be divulged or discussed with any person who is not a member of Council without the consent of Council. The removal of the 'Strictly Confidential' or 'Commercial in Confidence' classification of papers is determined by the date on which Council decides on the matter in question, unless in certain circumstances Council otherwise determines. Members of Council must use their discretion if they wish to discuss contents of such papers privately with persons whose opinions they wish to obtain. Members themselves must accept responsibility for the consequences of any such disclosure. They may, if they wish, seek the advice of the Chair or the Registrar on this matter.

### **Registrar**

The Registrar acts as clerk of Council. Irrespective of any other responsibilities the Registrar may hold, in relation to their responsibilities as clerk they are responsible solely to the Governing Body and report direct to the Chair of the Council in relation to Council business. The Registrar is required to provide the Governing Body with authoritative guidance about its responsibilities. The Registrar is responsible for the documentation provided to members of the Council and should seek to ensure that the documentation is concise and its content appropriate. The Registrar may combine the function of clerk with other senior administrative or management roles in the University. They must exercise care in separating these two functions and inform the Chair of Council of any conflict of interest between their separate functions.

The Registrar will be required to form effective working relationships with the Chair and the Vice-Chancellor and President. The Registrar is required to consult the Vice-Chancellor and President and keep them informed on matters relating to Council business (other than in relation to the Remuneration Committee's consideration of the Vice-Chancellor and President's emoluments).

The Registrar's performance in their role as clerk will be reviewed by the Chair.

### **Council Procedures**

Rules for the conduct of Council meetings, including procedures for voting, rescinding decisions, calling extraordinary/special meetings, declaring certain items of business reserved, the requirements for a quorum, the frequency of meetings, the order of business and decisions reserved for the collective decision of Council are contained in the Standing Orders for the Council.

### **Expenses**

Lay members of Council are not remunerated. Members of Council are entitled to the reimbursement of reasonable expenses incurred on University business by prior agreement with the Chair of Council or Registrar and always providing that these expenses may not be claimed from any other source.

Colin Campbell  
Registrar, October 2022

Editorial amendments following the Governance Review 2015, October 2015, and External Governance Review 2019, July 2019.