

The Council

Ordinance A1 and A2 define the membership and powers of the Council. The normal period of tenure is three years.

Class 1: Ex officio

The Vice-Chancellor
 The Deputy Vice-Chancellor
 Three Pro-Vice-Chancellors selected in accordance with Ordinance (Professor M Fellowes, Professor E McCrum and Professor D Zaum)
 The Dean of the Henley Business School

Class 2: Fifteen persons not being employees or registered students of the University to be appointed by the Council.

Tom Beardmore-Gray (<i>Vice-President of the Council</i>)	31.7.2023
Sian Butler	31.7.2023
Kevin Corrigan	31.7.2022
Penny Egan	31.12.2024
Helen Gordon (<i>Vice-President of the Council</i>)	31.7.2023
Sue Maple	31.7.2022
Peter Milhofer	31.7.2022
Lola Moses	31.7.2023
Kate Owen (<i>Vice-President of the Council</i>)	31.7.2021
Sally Plank	31.7.2023
Dr Paul Preston (<i>President of the Council</i>)	31.7.2022
Simon Pryce	31.7.2022
Nigel Richards	31.7.2022
Dr Chris Shaw	31.7.2022
<i>Vacancy</i>	

Class 3: One member of the Academic Staff of the Leadership Group elected from among their own number in such a manner and under such conditions as are prescribed by the Council for the election of members of the Academic Staff to the Senate under Ordinance A1.

Professor U. Kambhampati	05.02.2023
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Class 4: One member of the Senate not being a registered student of the University to be appointed by the Senate.

Professor R.A. Frazier	31.7.2023
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Class 5: One member of Academic Staff shall be elected by and amongst their own number;

Professor J.M. Gibbins

31.7.2023

Class 6: One member of Professional Services staff who is employed in Grades 1-9 at the time of their election shall be elected by and from amongst their own number.

James Magee

31.12.2022

Class 7: Two Officers of the Students' Union and two alternates as determined from time to time by the Council after consultation with the Students' Union.

The President of the Students' Union
Welfare Officer of the Students' Union

Secretary: The University Secretary (for whom Keith Swanson acts)

Constitution and Governance

Ordinance A1

The Council

1. Membership of and Appointment to the Council

- 1.1 Membership of the Council shall be as set out in the Charter.
- 1.2 Council members in Class 1 shall be appointed to the Council by virtue of their appointment to their current roles. If the University has more than three Pro-Vice Chancellors, employees holding that job title shall be elected to the Council by and from amongst their own number, normally for a period of three years.
- 1.3 Where a vacancy arises within Class 2, the Appointments and Governance Committee shall conduct an appropriate search and recommend the appointment of a suitable candidate to the Council.
- 1.4 Where a vacancy arises within Class 3, a member of staff who is employed as a Dean or Head of School at the time of their election shall be elected by and from amongst their own number.
- 1.5 Where a vacancy arises within Class 4, the Senate shall choose a member in such manner and under such conditions as are prescribed by the Senate from time to time.
- 1.6 Where a vacancy arises within Class 5, a member of staff who is employed as a member of the Academic Staff (being a Lecturer, Associate Professor or Professor) at the time of their election shall be elected by and from amongst their own number.
- 1.7 Where a vacancy arises within Class 6, a member of staff who is employed other than as a member of the Academic Staff as defined in clause 1.6 above at the time of their election shall be elected by and from amongst their own number.
- 1.8 Where a vacancy arises within Class 7, the Students' Union shall choose a member in such manner as it determines from time to time.

2. Removal from the Council

- 2.1 A member of the Council may be removed from office for good cause by the Council at the instance of the Council.
- 2.2 A member of the Council may resign their appointment in writing addressed to the Council.
- 2.3 Except for those who are members of the Council by virtue of their office or employment, if a member does not attend meetings of the Council for a period of one calendar year the member may be deemed to have resigned.

3. Removal of the President and the Vice-President(s) from Office

- 3.1 The President and the Vice-President(s) of the Council may be removed from their position as President or Vice-President by the Council by a resolution passed by a majority of those present and voting at a meeting of the Council.
- 3.2 The President and the Vice-President(s) of the Council may resign from their position as President or Vice-President in writing addressed to the Council.

4. Secretary to the Council

- 4.1 The Council shall appoint a Secretary to the Council from amongst the members of staff of the University.

5. Reserved Business

- 5.1 Student members of the University or any other member who has an interest in the matter to be discussed shall be required to withdraw from a meeting when it is declared by the Chair of the meeting that the meeting is about to discuss a reserved area of business and shall not return to the meeting until the discussion on the reserved area of business is concluded.
- 5.2 Minutes and other records which relate to the discussion of reserved areas of business shall not at any time be made available to student members.
- 5.3 Reserved areas of business include matters affecting the appointment, promotion and personal affairs of individual members of staff of the University and matters affecting the academic assessment or standing of individual students.
- 5.4 Notwithstanding the above, the Chair may decide in any case of doubt whether a matter is a reserved area of business or not and their decision shall be final.

6. Declarations of interest

- 6.1 All members of the Council shall declare any interests that they and/or their close associates have, including but not limited to all company directorships, membership of governing bodies, trusteeships and partnerships. In addition, significant pecuniary or other material interests should be declared where others might reasonably think that the interest could influence their actions and decisions as a member of the Council.
- 6.2 The Secretary to the Council shall retain a register of the interests of members of the Council.
- 6.3 The register of interests will be circulated in full to members of the Council annually and shall be published by the University.

Ordinance A2

Statement of Primary Responsibilities of the Council

Planning Monitoring and Control

- To approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators and to ensure that these meet the interests of stakeholders.
- To delegate authority to the Vice-Chancellor on such terms as it may specify for the academic, corporate, financial, estates and human resource management of the University.
- To promote teaching, learning and research within the University.
- To make such provision as it thinks fit for the general welfare of students, in consultation with the Senate.
- To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
- To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which will, where possible and appropriate, be benchmarked against other comparable institutions.
- To establish processes to monitor and evaluate the performance of the Council and the wider governance of the University.
- To conduct its business 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.
- To safeguard the good name and values of the University.
- To make Ordinances for any matters in respect of which Ordinances are or may be authorised to be made provided that any Ordinances relating to courses of study, degrees or diplomas or any other academic matters shall not be made without giving the Senate the opportunity of commenting thereon.
- To make Regulations for any purpose for which Regulations are or may be authorised to be made.
- To ensure compliance with the provisions of Charter and Ordinances at all times and that appropriate advice is available to allow this to happen.
- To review, refer back, control, amend or disallow any act of the Senate and give directions to the Senate provided that any act of the Senate which is amended by the Council be referred back to the Senate for consideration and report. The Council shall not establish a new degree, diploma or other qualification in the University without the concurrence of the Senate.
- To propose to the Senate the names of recipients of honorary degrees and to approve or disapprove the names of persons proposed by the Senate as recipients of such degrees. No person shall be admitted by the University to an honorary degree whose name has not been approved by the Council and by the Senate.

Financial and Legal Powers

- To be the Institution's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.
- To be responsible for all subsidiaries and trusts of the University.
- To be the principal financial and business authority of the University, to ensure that proper accounts are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, liabilities, investments, property and estates.

- To appoint the University's External Auditors in accordance with the relevant Ordinance and any other officers or agents whom it may deem expedient to appoint.
- To act as a Trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
- To select a Seal, Arms and Mace for the University and have the sole custody and use of the Seal.

Powers of appointment and employment

- To appoint, on the recommendation of the Appointments and Governance Committee, the Vice-Chancellor as Chief Executive Officer of the University and to put in place suitable arrangements for monitoring their performance.
- To be responsible for the removal of the Vice-Chancellor.
- To be responsible for delegating the Vice-Chancellor's responsibilities in the event that they are unable to fulfil the requirements of their role for any reason.
- To appoint, in accordance with Ordinance and on the recommendation of the Appointments and Governance Committee, the Officers of the University.
- To appoint, on the recommendation of the Appointments and Governance Committee, the Chancellor.
- To appoint the Lay Members of the Council and put in place procedures for the appointment of certain employee members of the Council.
- To appoint a Secretary to the Council and to ensure that if they have managerial responsibilities in the Institution, that there shall be an appropriate separation in the lines of accountability.
- To put in place appropriate procedures for the conferment of the personal title of Professor or Associate Professor on appointment or promotion of a member of academic staff.
- To appoint other officials of the University as the Council may determine.
- To confer honorary or visiting titles including but not limited to Visiting Professor, Professor Emeritus or Professor Emerita and Honorary Fellow.