Council membership framework		
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Council membership framework 2020-21

Introduction and context

Taking as its basis the [Office for Students' Regulatory Framework for Higher Education in England](#) (and in particular the Public Interest Governance Principles relating to the Governing body) [Committee of University Chairs' Higher Education Code of](#) [Governance](#) , together with the relevant components of the University's governing instruments and associated regulations, the purpose of this document is to set out a systematic 'framework' to articulate the process of recruitment to Council and its sub-committees and the subsequent induction and support of members.

1.	**Charter, Statutes and Regulations**	
1.1	The University is an independent corporation whose legal status derives from a Royal Charter granted in 1905. Its objectives, powers and governance framework are set out in the [Charter](#) and supporting [Statutes](#), which require the existence of the [Council](#) as the University's governing body, responsible for 'the management of the University and the conduct of all the University's affairs'.	
1.2	The Statutes prescribe the composition of Council, comprising six Classes of membership, with a requirement that the maximum membership should not exceed 20 and that there must always be a majority of independent members:	
	Class (1):	The Pro-Chancellors, President & Vice-Chancellor and Treasurer.
	Class (2):	Not fewer than two and not more than three Senior Academic Officers (ie drawn from the Provost & Deputy Vice-Chancellor and the Vice-Presidents).
	Class (3):	Not fewer than seven and not more than eight persons who are neither Staff nor Students. One member in this Class must be a graduate of the University.
	Class (4):	Three members of the Senate, of whom not more than two may be Professors.
	Class (5):	One member of the Professional Staff.
	Class (6):	The President of the Students' Union.
1.3	The Statutes and supporting [Regulations of Council](#) set out the arrangements for the appointment (and in the case of Classes (4) and (5), election) of members, tenure and provision for reappointment/re-election. Mechanisms for appointment differ:	
	▪ The Pro-Chancellors and the Treasurer are appointed by Council on the recommendation of its Nominations Committee.	
	▪ The President & Vice-Chancellor is an ex-officio member of Council, by virtue of appointment by Council as the University's chief executive officer.	
	▪ The Senior Academic Officers are appointed by Council on the recommendation of the President & Vice-Chancellor.	
	▪ Class (3) members are appointed by Council on the recommendation of its Nominations Committee.	
	▪ Class (4) members are elected by and from the Senate.	
	▪ The member in Class (5) is elected by and from the Professional Staff in Grades 1-7.	

	▪ The President of the Students' Union is an ex-officio member of Council, by virtue of election to the role of President by the members of the Students' Union.
2.	**Council Nominations Committee**
2.1	The role of the Council Nominations Committee is:
	▪ to make recommendations to Council for the appointment of Class (3) members of Council (ensuring that at least one Class (3) member is a graduate of the University);
	▪ to make recommendations to Council for the appointment of the Pro- Chancellors and Treasurer;
	▪ to make recommendations to Council for the appointment of representatives of Council to serve on committees of Council, Senate and their Sub-Committees;
	▪ to approve recommendations for the appointment of directors to serve on the boards of University subsidiaries.
	▪ to promote equality and diversity in respect of the appointments falling within its remit.
2.2	Membership comprises: the Chair of Council (Chair), the other Pro-Chancellors, the President & Vice-Chancellor, the Provost & Deputy Vice-Chancellor and one other Class (3) members of Council (if only two Pro-Chancellors are in office).
2.3	The Committee meets annually in May/June and on other occasions as required. Appointments are sometimes handled by correspondence when they occur outside the normal annual cycle.
2.4	A separate Senate Nominations Committee fulfils a parallel role in terms of the appointment of representatives of Senate to serve on committees of Council and Senate and other committees. Cross-membership across the two Nominations Committees ensures co-ordination and consistency. Secretariat support for both is provided by the Governance Team in the University Secretary's Office.
3.	**Co-ordination and planning**
3.1	The processes for appointment and election of members of Council are co-ordinated by the University Secretary, supported by the Governance Team. Where elections are required, the University Secretary acts as the Returning Officer.
3.2	All members of Council are asked to provide, by means of a standard template, an assessment of the skills, knowledge and experience they bring to Council. Taken together, these form a regularly updated skills matrix, which is used as a point of reference by the Council Nominations Committee to ensure that collectively the membership of Council provides an appropriate range and balance of skills, knowledge and experience, and to inform the Committee's approach to succession planning.
4.	**Advertisement**
4.1	All vacancies on Council are brought to the attention of the relevant constituencies:
	▪ The Pro-Chancellors and Treasurer have traditionally been appointed from the existing membership of Council. There is, however, nothing to preclude an external appointment, and this is common practice across the sector.

	▪ Vacancies in Class (3) are advertised in a range of ways, depending on the number of vacancies and the skills/experience being sought. These include:
	o the University's web-pages;
	o the AdvanceHE/CUC Board portal;
	o other online portals, such as NEDonBoard, NED Exchange, Diversity Dashboard, Women on Boards and Where Women Work;
	o executive search (see 4.2 below);
	o direct contact may also be made with relevant groups, such as representatives of Council on other committees, specific groups of alumni and staff networks.
	▪ Vacancies in Classes (4) (Senate) and (5) (Professional Staff) are advertised by email and related staff communications to the relevant constituencies and nominations invited. When the number of nominations exceeds the number of vacancies, an election is held.
4.2	The use of executive search agencies has become increasingly common across the sector to identify individuals for appointment to lay officer (Pro-Chancellor/Treasurer) roles and as external (Class (3) members of Council. The University has previously engaged executive search to support the recruitment of new Class (3) members and to create a pipeline of future potential candidates for appointment to Council or other committees. On those occasions, search agencies have been appointed following a tender process, in accordance with the University's procurement processes. Candidates identified through this route are considered by the Council Nominations Committee in the normal way and appointments recommended to Council for approval.
5.	**Sector and professional networks**
5.1	The primary external point of reference for all aspects of HE governance is the Office for Students' Regulatory Framework for Higher Education in England. An additional important reference point is the Committee of University Chairs' Higher Education Code of Governance. The Code, includes provisions that the governing body routinely reflects on its own composition and that governing bodies need the appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions, with related provisions to ensure that governing bodies can discharge their responsibilities effectively. Engagement with sector and professional networks is an important way in which good practice in these and other areas can be shared and steps taken to ensure that our approach to Council member recruitment evolves as necessary to meet changing needs and expectations. In so doing, we also take into account developments in other sectors and the provisions of other governance codes relating to board membership.
	Key sector and professional networks are:
	▪ the Committee of University Chairs, of which the Chair of Council is a member. The CUC represents the Chairs of UK university governing bodies and develops and promotes governance standards for higher education in the UK;
	▪ AdvanceHE, of which the University is a member. AdvanceHE provides extensive web-based guidance on HE governance, sponsors research and projects, delivers an annual Governor Development Programme and hosts regular events on topical governance issues;

	▪ the Association of Heads of University Administration, of which the University Secretary is a member and Chair of the AHUA North regional group. AHUA's regional meetings and online discussion forum provide valuable opportunities for sharing good practice and considering possible approaches to emerging challenges.
	▪ The Chartered Governance Institute (ICSA), which offers advice, support and guidance, including briefing notes and regular fora for cross-sector sharing of good practice and intelligence.
	We also participate in a number of more informal networks, which include: ▪ an online governance forum hosted by JISC, providing a platform for governance professionals across the sector to consult and share; ▪ an informal network of the heads of governance in N8 universities.
6.	**Equality, diversity and inclusion and other considerations**
6.1	The Office for Students' Public Interest Governance Principles include the requirements that: ▪ 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"; and ▪ "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." The CUC HE Code of Governance states that "*The governing body must routinely reflect on its own composition and consider ways it can encourage diversity in all its forms, thus leading by example. This includes consideration of the impact of decisions on equality, diversity and inclusion. The governing body needs the appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions.*" Under the University's Regulations, one of Council's functions is to "promote equality and diversity throughout the University, including in relation to its own operation". The governing body's policy on recruiting new members should reflect its commitment to equality and diversity, and the following actions are in hand to support this.
6.2	The approach endorsed by the Council Nominations Committee and Council itself represents an institutional commitment to ensure that the University's approach to Council (and other committees) recruitment pro-actively supports equality, diversity and inclusion in all its forms. . A number of related actions are being taken forward in response to recommendations in the 2020-21 Council Effectiveness Review and with reference to broader institutional initiatives such as the Race Equality Action Plan.
6.3	Members of Council are asked to complete an equality and diversity form, data from which facilitates an annual monitoring exercise and will be used by the Nominations Committee in conjunction with the skills matrix (see 3.2 above) to inform the process of succession planning and recruitment to Council.

7.	**Engaged alumni**
7.1	Regulations of Council require that at least one of the members appointed in Class (3) is a graduate of the University. In practice, the proportion of Council members who are also alumni tends to be much higher.
8.	**Geographical location of members**
8.1	There is no requirement for members of Council to be locally or regionally based as long as they are able to commit to regular attendance at meetings. In recommending appointments to Council, the Nominations Committee has regard to the need to maintain an appropriate balance of skills and experience on Council itself while ensuring that Council's sub-committees include representatives of Council able to make a full contribution to a specific area of business. In practice, therefore, a balance of locally, regionally, nationally and internationally based members is usually desirable.
8.2	Similar considerations apply to the appointment of lay officers (Pro-Chancellors and Treasurer), where the need for greater and more frequent involvement in University business can make it desirable for at least one lay officer to be locally or regionally based.
9.	**Succession planning and 'pipeline' of appointments**
9.1	Periods of appointment to Council vary depending on membership category:

	▪ Pro-Chancellors/ Treasurer:	four years with provision for one four-year reappointment;
	▪ Class (3) members:	three years with provision for two three-year reappointments;
	▪ Senior academic officers (P&DVC/VPs):	one year with provision for reappointment for up to a maximum of five consecutive years;
	▪ Members elected from Senate and from the Professional Staff:	three years with provision for re-election for two further periods of three years.

9.2	The Council Nominations Committee regularly reviews the membership of Council and takes an informed and planned approach to the recruitment of new members and reappointment of existing members, taking into account for example:
	▪ the impact of expected retirements on the balance of skills and experience, using the skills matrix (see 3.2 above) to identify upcoming gaps;
	▪ whether the current balance of skills and experience may need refreshing in the light of new challenges or changes in the external environment;
	▪ the benefits of diversity in governance.
9.3	Some roles benefit from longer term planning. In the case of the Treasurer, for example, previous experience on the Finance Committee and/or as a Class (3) member of Council may be desirable.

10.	Recruitment process
10.1	Vacancies are advertised in the manner described (see 4.1 above) and applicants are invited to submit a CV and letter explaining their interest and suitability. For shortlisted candidates, the recruitment process typically involves an informal discussion followed by a more formal interview with the Chair of Council and other members of the Nominations Committee. The Nominations Committee's recommendations for appointment are then presented to Council for approval and appointments are confirmed in writing by the University Secretary.
10.2	Recruitment is normally an annual process, beginning in the Spring, with appointments confirmed in July and taking effect from 1 August of the same year or from a date agreed with the individual member.
10.3	Given the relatively small number of vacancies on Council arising in any one year, candidates may be offered appointment to one of Council's sub-committees (see 11 below), with a view to gaining experience before being considered for Council membership at a future date.
10.4	Membership of Council is not remunerated, but the University meets the reasonable costs of travel, attendance at external events and similar expenses as permitted by the University's Financial Regulations and Charity Commission guidance on trustee expenses.
10.5	The likely overall time commitment for a Class (3) member is approximately seven days per year. This estimate covers Council, but not membership of other committees (see 11 below) or involvement in task and finish groups.
11.	Membership of other committees
11.1	Council has a number of sub-committees to which certain functions and in some cases decision making powers are delegated. These are: the Audit Committee, Equality, Diversity & Inclusion Committee, Estates Committee, Finance Committee, Nominations Committee and Senior Remuneration Committee. Each includes members appointed as representatives of Council. In some cases, these members are also members of Council; in others they are individuals external to the University who are appointed for the specific skills and expertise they bring to the work of the committee.
11.2	Provision also exists for Council representation on a number of other committees where external input is valued. These include: the Senate Research Ethics Committee and Honorary Degrees Committee, as well as the boards of University subsidiary companies.
11.3	Recruitment to Council and other sub-committees and boards is similar in process and timing to that for recruitment to Council itself, with the involvement of the relevant chair and committee secretary usually replacing that of the Chair of Council and University Secretary. Sub-committee appointments are subject to Council approval and are made with reference to a series of eleven Guiding Principles for committee memberships. Appointments are normally made for a period of three years, with provision for subsequent reappointment, up to a maximum of nine years in total. Appointments to subsidiary boards are approved by the Nominations Committee.

12.	Induction, follow-up and review
12.1	Role and responsibilities:
	The role and responsibilities of members of Council are set out in a separate document, which also provides guidance on standards and behaviours and other expectations. AdvanceHE also provides helpful information, set out in a series of briefing notes and web resources covering various aspects of governance.
	Additional Notes cover the work of governing body committees (audit, nominations, finance, estates, employment and remuneration); regulations and compliance; commercial operations; international students and collaborations; and personal and corporate ethics and values. As charity trustees, members of Council are also directed to relevant Charity Commission resources and guidance, in particular The Essential Trustee.
12.2	Induction and Development information is provided on appointment and is available to all members throughout their period of appointment to Council:
	New members receive a letter of appointment notifying the period of appointment, dates of Council meetings and providing the following documents/web links:
	▪ Role and responsibilities of members of Council (document)
	▪ Induction and development of members of Council (document)
	▪ Committee of University Chairs' Higher Education Code of Governance (document)
	▪ Details of AdvanceHE's Governor Development Programme (document)
	▪ Register of Interests (including 'fit and proper person declaration' for the Office for Students (OfS)) (form to complete)
	▪ Skills Matrix (form to complete)
	▪ Council Who's Who (form to complete)
	▪ Media Monitoring (form to complete)
	▪ Equality and Diversity Monitoring (form to complete)
	▪ Guidance on the use of personal electronic devices and email accounts (document)
	▪ iBabs Instructions and Manual (document)
12.3	Induction:
	New members of Council are expected to participate in the induction arrangements made by the University and receive, on appointment, details of relevant induction materials (publications and web-based resources), meetings and events. To minimise the risk of information overload, this document is structured in terms of a timeline, and also indicates which items are strongly recommended and which are suggested. We recognise that the needs of individual members will differ, and are happy to work with members to provide an induction programme tailored to their requirements. An initial meeting with the University Secretary and Head of Governance will be arranged, at which an appropriate programme and the support to be provided is agreed on a tailored basis. This meeting also serves as an informal briefing on current University and Council business and projects and upcoming Council agenda items.

	Additional AdvanceHE resources include the [Getting to Grips](#) guides, which cover a range of topics, including being a new governor, finance, procurement, academic standards, internationalisation, research and knowledge transfer, audit, risk management, estates and human resources.
12.4	Buddying:
	As part of our induction and development arrangements, a 'buddy' scheme is available to Class(3) members, and involves partnering with a member of the University Executive Board. This is voluntary and the selection of 'buddy' partners is made following consultation with the new member to clarify how they can best be supported. The University Secretary reviews these pairings annually and they are rotated in discussion with UEB and Council Nominations Committee. New Council members may also find it helpful, during induction, to meet informally with senior staff who are not necessarily members of Council, for example Faculty Vice-Presidents or Heads of Academic Departments.
12.5	Ongoing information and communication:
	Regular communication outside formal business meetings of Council includes:
	▪ Council Briefing published in advance of each Council meeting, ahead of the formal circulation of papers, this covers relevant news alongside regular items on campus life or academic developments. It also provides additional information and updates on previous Council discussions and looks forward to forthcoming agenda items, providing relevant background reading. Additionally, links are provided to events and developmental resources provided for the HE governance community by AdvanceHE, the Committee of University Chairs and other providers such as the University's legal advisers.
	▪ Pre-Council Information Sessions: periodic briefings are provided on specific topics that require more extended presentation and discussion than is feasible at formal meetings. We welcome members' suggestions for briefing topics.
	▪ Tours and visits: whilst in person Council meetings normally take place in the University's main Firth Court building, they will on occasion take place in other parts of the University, providing members with an opportunity to visit academic departments or other facilities and meet staff and students.
	▪ Council away day: an annual away day takes place in June and normally involves members of the University Executive Board as well as Council.
	▪ Council dinners: dinners normally take place after Council meetings in October, February and July, as well as on the evening before the June away day. These are social occasions, and those in February and July normally also include discussion on a designated topic, facilitated by an external or internal speaker.
	▪ [University Executive Board minutes](#): UEB minutes are publicly available on the web.
	▪ University media monitoring bulletin and news releases: a daily email media monitoring bulletin is available to senior members of staff and lay members of University committees, as are regular news releases on specific events and news items.
	▪ Weekly policy briefing: Council members may request to receive the

	University's weekly email policy briefing providing a summary of HE-related news and developments over the past week and explaining their relevance to the University.
	▪ Other publications: web links to key University publications (eg Charter, Statutes and Regulations, Strategic Plan, Annual Report and Financial Statements) are provided on the [Governance web pages](#). Council members receive details of other publications of potential interest and can request to be added to the relevant circulation lists.
	▪ Periodic ad-hoc briefings: the University Secretary liaises with UEB and senior management to ensure that Council members are kept informed of important developments in a timely manner.
12.6	Review and follow-up:
	In order to develop an understanding of the complex environment in which the University operates, all members of Council are expected to participate as appropriate in training and development events provided by the University or other bodies.
	A questionnaire is normally circulated annually in July seeking members' comments on the operation of Council during the previous academic year. It also asks members to provide an assessment of their role as a governor and the extent to which their skills and experience are being appropriately used. Members are also invited to specify any further induction, development or training needs they may have as well as being able to request a meeting with the Chair of Council if required. As follow-up to the questionnaire, the University Secretary, working with the Senior Independent Governor, normally arranges to meet or speak individually with all members of Council each summer, in advance of the new cycle of meetings.