

THE COUNCIL

Recommendations from the Reviews of Governance 2010-2012 Final Report

This paper provides information on the actions taken to respond the recommendations from the final report of the Council Governance Review Group in July 2010 (C/10/3/3), the report from the Annual Review of Members 2011 in November 2011 (C-2011-04-14) and a recent action plan from the Internal Audit of Governance and Management Control.

The Council is asked:

- a) **to note** the responses to the recommendations (Appendices 1 and 2);
- b) **to note** the paper on the relative roles and responsibilities of the Council and the Senate (Appendix 4);
- c) **to agree** that the recommendation for one Council meeting each year to take place in Scotland, Wales or Northern Ireland be rescinded;
- d) **to approve** the changes to the Council Standing Orders, including the Annexes and Appendices, arising from the responses to these recommendations (Appendix 3).

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Attachments:

- C-2012-03-13 Appendix 1: Council Governance Review 2010 – Status of Recommendations
- C-2012-03-13 Appendix 2: Annual Review of Council Members 2011 – Status of Recommendations
- C-2012-03-13 Appendix 3: The Council Standing Orders, including Annexes and Appendices
- C-2012-03-13 Appendix 4: The Council and the Senate – Relative Roles and Responsibilities



COUNCIL GOVERNANCE REVIEW 2010

STATUS OF RECOMMENDATIONS

Recommendation	Status	Further action required
Legal/regulatory compliance		
<p>Recommendation 1 All members of each Council committee should complete a self-assessment questionnaire as part of the committee's Annual Effectiveness Review (AER) to assure itself and the Council that it is fulfilling its role and responsibilities. The results of this assessment and any action plans arising as a consequence should be reported to the Council.</p>	<p>The Council approved a recommendation to amend this recommendation in July 2011 (C-2011-03-13). The members of each Council Committee will now be asked to complete a questionnaire about the Committee's effectiveness on a biennial basis. This has been done in 2012, and members' views have been fed into the Council Committee AERs, which are reported elsewhere on the Council Agenda. The views of Council Committee members will be sought next in 2014.</p>	<p>None.</p>
<p>Recommendation 2 The Staff Strategy Committee should report annually on diversity and equality, and on health and safety.</p>	<p>Equality and diversity data is published in September/October each year. In future, the E&D report will be an item on the agenda for the November meeting of the Staff Strategy Committee, which reports to the March meeting of the Council. The key health and safety reports are presented to the May meeting of the Health and Safety Committee (HASC). A report from HASC will be circulated to the Staff Strategy Committee for comment. In both instances, any key points will be picked up and included in the Staff Strategy Committee's annual presentation to the Council in July.</p> <p>See also Recommendation 26.</p>	<p>None.</p>

Size, nature and composition of membership		
Recommendation 3 The current size of the Council should be maintained.	No action necessary.	None.
Recommendation 4 There should be a clear distinction at the Council meetings between members of the Council and those in attendance.	Those in attendance now sit on or either side of the top table.	None.
Appointment of members		
Recommendation 5 The Council should adopt the document regarding <i>Council Members – Appointment Procedure and Criteria for Nominations</i> (Appendix 2).	This document has been added as an Annex to the Standing Orders for the Council and to the guidelines for the Membership Committee.	None.
Remuneration and reward of members		
Recommendation 6 The practice that external members are not remunerated should continue.	No action necessary.	None.
Recommendation 7 The value of the experience gained through Council membership should be given greater emphasis when recruiting Council members	This point has been added to relevant documents in the Standing Orders for Council, and is being used in recruitment and induction.	None.
Role of members		
Recommendation 8 The Council should adopt the document <i>Role of Members of the Council and Council Committees</i> and <i>The Seven Principles of Public Life</i> (Appendices 3 and 4)	This document was added as an Annex to the Standing Orders for the Council, to the guidelines for the Membership Committee, and has been used in recruitment and induction. Further to an internal audit of governance, it was recommended that changes be made to The Council Standing Orders Annex 1 Statement of Role and Primary Responsibilities and Annex 3 Role of Members of the Council and Council Committees to clarify members' responsibilities with regard to the University's charitable	The Council is asked to approve the amendments to the Council Standing Orders, Annex 1 and Annex 3, attached as Appendix 3 to this paper.

	<p>status and the provision of insurance for members. These documents have been amended to incorporate these recommendations. Deletions are shown as strike through and additions are underlined.</p>	
<p>Recommendation 9 The Council should introduce an annual review process for members of the Council.</p>	<p>As a result of the Annual Review of Members 2011 (C-2011-04-14), the Council approved an amendment to this recommendation in November 2011. The review of Council members will now be conducted on a rolling basis over a two-year period, with any concerns and recommendations being reported to the Council through the Membership Committee. The Vice-Chair has commenced a programme of reviews, starting with those members who are reaching the end of their term of office.</p> <p>All members will also be asked to provide an independent evaluation of the effectiveness of the Council on a biennial basis. This has been done in 2012, and members' views have been fed into the Council AER, which is reported elsewhere on the Council Agenda (C-2012-03-12). The views of Council members will be sought next in 2014.</p> <p>The amendments to this recommendation have required changes to The Council Standing Orders Annex 1: Statement of Role and Primary Responsibilities and Annex 3 Role of Members of the Council and Council Committees, including Annex 3 Appendix 3 Council Members – Annual Review Process. Deletions are shown as strike through and additions are underlined.</p> <p>See also Recommendation 13.</p>	<p>The Council is asked to approve the amendments to the Council Standing Orders, Annex 1 and Annex 3 including Annex 3 Appendix 3, attached as Appendix 3 to this paper.</p>

Induction, support and training of members, including performance monitoring		
<p>Recommendation 10 Induction should be extended to internal members, and external members of Council committees.</p>	<p>An induction for new internal members was held on 1 December 2010. The session included current internal members and was led by the former Vice-Chair (Steve Barnett). Inductions have also been held for new external co-opted members on Audit Committee, Finance Committee and Estates Committee.</p>	<p>Ongoing.</p>
<p>Recommendation 11 The Council should adopt the document <i>Council Members – Induction and Development</i> (Appendix 5).</p>	<p>This document has been added as an Annex to the Standing Orders for the Council, to the guidelines for the Membership Committee, and is being used in recruitment and induction.</p>	<p>None.</p>
<p>Recommendation 12 The Council should adopt the <i>Guidelines for the Assignment of Council Members to University Faculties and Units</i> (Appendix 6).</p>	<p>This document has been added as an Annex to the Standing Orders for the Council, to the guidelines for the Membership Committee, and is being used in recruitment and induction.</p> <p>Members have now been twinned with their current unit for two years; new links are to be established in 2012.</p>	<p>None.</p>
<p>Recommendation 13 The Council should adopt the document <i>Council Members – Annual Review Process</i> (Appendix 7).</p>	<p>This document has been added as an Annex to the Standing Orders for the Council, to the guidelines for the Membership Committee, and is being used in recruitment and induction.</p> <p>See also Recommendation 9.</p>	<p>See Recommendation 9.</p>
<p>Recommendation 14 The Council Agenda should include an item to review its effectiveness at the end of each Council meeting to consider whether items had been properly addressed and whether members had been suitably briefed.</p>	<p>'Review of Meeting' has appeared as regular Agenda item since November 2010.</p>	<p>None.</p>

Role of Chair, Vice-Chair and Treasurer		
<p>Recommendation 15 The Council should adopt the role descriptions for the Pro-Chancellor, Vice-Chair and Treasurer and the Chairs of Council Committees (Appendices 8 - 11).</p>	<p>These documents were adopted by the Council and have been added to the guidelines for the Membership Committee for use in recruitment and induction.</p>	<p>None.</p>
<p>Effectiveness of meetings, member contributions and decision making</p>		
<p>Recommendation 16 The University should provide more opportunities for the early engagement of Council members in strategic debate and development.</p>	<p>Opportunities are being provided as and when the occasion demands, for example, the workshop on the UK Market Strategy in July 2011.</p>	<p>None.</p>
<p>Recommendation 17 The Council Agendas should be structured so as to allow more time for strategic debate and/or briefings.</p>	<p>The Council Agendas have not been restructured significantly, but consideration has been given to:</p> <p>a) the scheduling of meetings to ensure that input is received from Council members at the most appropriate time. For example, the Council Residential Weekend has been moved from September to May to secure the Council's input at an earlier stage in the strategy and planning cycle.</p> <p>b) the timings for agenda items. This is reviewed for every meeting to ensure that sufficient time is allowed within the meeting for debate on strategic matters and for briefings as required. However, whilst approximate timings are allocated to specific items, such as the discussion on the OU Strategic Plan and the briefing on the UK Market Strategy, this does not restrict the debates or the opportunity for members to ask questions.</p> <p>Members are invited to review the meeting at the end of each agenda and to date members have been satisfied with the way debates and briefings have been handled.</p>	<p>None.</p>

<p>Recommendation 18 Senior management should review what can be done to alert the Council to changes in risk profile to supplement its consideration of the risk register.</p>	<p>A formal oral update on changes in the University's risk profile is provided to every meeting of the Audit Committee. The Chair of Audit Committee reports any significant issues to the Council. The risk assessment set out in the Institutional Risk Register was presented to the Council in May 2012 (C-2012-02-12).</p>	<p>None.</p>
<p>Operation and conduct of business, including quality and provision of information and communication of decisions</p>		
<p>Recommendation 19 The structure of the papers presented to the Council should be reviewed to ensure that they highlight the key issues and the decision required.</p>	<p>Council papers are reviewed before each meeting.</p>	<p>None.</p>
<p>Recommendation 20 The Council papers should be distributed as a single electronic mailing. Papers received after the submission date should not be considered except with the permission of the meeting.</p>	<p>A single mailing of Council papers has proved to be impractical. The pace of change at present is such that papers will often have to be updated as close to the meeting as possible, and it is better to send these out as a second mailing, rather than hold up the rest. The papers are available electronically on the Governance website at the same time as the hard copy mailing is posted.</p>	<p>None.</p>
<p>Recommendation 21 The Council should make greater use of technology to facilitate meetings and networking</p>	<p>The use of video-conferencing will be considered as and when the occasion demands. The use of e-forums might be considered, for example, if members of the Council were asked to undertake any focussed pre-work in advance of a strategy meeting. This will be reviewed as and when the occasion demands it.</p>	<p>None.</p>
<p>Recommendation 22 The Council meetings should normally take place at the OU's headquarters at Walton Hall, Milton Keynes and should take place in a room better suited for debate and networking</p>	<p>Meetings now taking place in the Hub Theatre, Milton Keynes, with lunch and refreshments taken in separate room.</p>	<p>None.</p>

<p>Recommendation 23 One Council meeting each year should take place in either Scotland, Wales or Northern Ireland.</p>	<p>The possibility of holding Council meetings in Scotland, Wales and Northern Ireland has been investigated, but none of the national offices have a suitable room. One of the aims behind the recommendation was to make the Council more visible within the nations, and this would not be achieved if the meeting was held in accommodation away from most of the nation staff. Another aim was to provide an opportunity for the Council to be updated on the work of the nations. This is now provided through the regular report to the Council on the UK Political Landscape and Funding Environment, either as a separate paper or through the SPRC report.</p>	<p>The Council is asked to agree that the recommendation for one Council meeting each year to take place in Scotland, Wales or Northern Ireland should be rescinded.</p>
<p>Recommendation 24 The visibility of the Council as a governing body should be improved by opening access to the Council website to the University and the public, and by notifying the University community of the topics for and outcomes of the meetings</p>	<p>A new Governance intranet site, accessible by all internal staff as well as members of the Council, was launched in 2011. It includes a dedicated Council area, and Council agendas, papers and minutes are available (confidential papers can only be accessed by members). It has not been possible to make this site available to the public, because of technical issues concerning the security of confidential papers.</p> <p>The topics being discussed at Council meetings are noted in the agenda and the outcomes of the meetings are formally recorded in the minutes. Both are accessible to the University community. The Director, Communications, is in attendance for key items on the Council agenda and may announce Council decisions more widely as appropriate.</p>	<p>None.</p>
<p>Recommendation 25 A standing agenda item should be introduced at the beginning of each meeting to allow Council members to declare any conflict of interest.</p>	<p>'Declaration of Interest' added as regular Agenda item since November 2010.</p>	<p>None.</p>

<p>Sub-committee structure and relationship to the Council; schedule of delegation</p>		
<p>Recommendation 26 The Staff Strategy Committee should lead a strategic discussion on the OU work force at least once per year. This should include reports on equality and diversity and health and safety.</p>	<p>Staff Strategy Committee will now provide an annual presentation to the Council in July each year, which will include reports on equality and diversity, and health and safety.</p>	<p>None.</p>
<p>Recommendation 27 The Strategic Planning and Resources Committee (SPRC) should be chaired by the Pro-Chancellor. This recommendation will also have to be approved by the Senate.</p>	<p>This recommendation was approved by the Senate October 2010. The Pro-Chancellor has chaired SPRC since October 2010.</p>	<p>None.</p>
<p>Recommendation 28 An additional external member with particular expertise (remuneration) should be added to the membership of the Remuneration Committee.</p>	<p>The constitution for the Remuneration Committee was revised in July 2010.</p>	<p>None.</p>
<p>Recommendation 29 An additional external member with particular expertise (senior level recruitment) should be added to the membership of the Membership Committee.</p>	<p>The constitution for the Membership Committee was revised in July 2010. However, the Membership Committee have recommended as part of its AER that this membership category be removed from its constitution.</p>	<p>See C-2012-03-14</p>
<p>Recommendation 30 The Membership Committee should meet at least twice per year.</p>	<p>Meetings are now scheduled October/November and February/March around other University Committee dates.</p>	<p>None.</p>
<p>Recommendation 31 The specific experience required by members of the Audit, Estates, Finance and Staff Strategy Committees should be added to the constitutions for these committees,(as detailed in the final report).</p>	<p>The constitutions for these committees were revised as appropriate in July 2010.</p>	<p>None.</p>

<p>CHANGES TO THE STATUTES AND STANDING ORDERS</p>		
<p><i>Recommendation 32</i> The Council should adopt the revisions to the Standing Orders and Statement of Role and Primary Responsibilities (as detailed in the report)</p>	<p>The documents were revised as appropriate in July 2010. However, due to subsequent recommendations (see Recommendations 8, 9 and 13 above) and discussions at the Membership Committee (C-2012-03-14) further revisions have been made. The opportunity has been taken to also make some 'housekeeping' changes throughout the Standing Orders and its Annexes and Appendices. Deletions are shown as strike through and additions are underlined.</p>	<p>The Council is asked to approve the amendments to the Council Standing Orders and its Annexes and Appendices, attached as Appendix 3 to this paper.</p>



ANNUAL REVIEW OF COUNCIL MEMBERS 2011

STATUS OF RECOMMENDATIONS

Recommendation	Status	Further action required
<p>Recommendation 1 The Council should receive reports at each meeting on a set of Key Performance Indicators.</p>	<p>A paper on Reporting Institutional Performance (C-2012-02-01), which was presented to the May 2012 meeting of the Council, outlined the new approach to the regular and annual reporting of data on institutional performance. The Council noted the future approach to reporting.</p>	<p>None.</p>
<p>Recommendation 2 The Council minutes should contain an Action List.</p>	<p>Since November 2011, an action list has been circulated by email when the Council minutes are published on Governance website.</p>	<p>None.</p>
<p>Recommendation 3 The Staff Strategy Committee should reflect on paragraphs 10 to 12 of the report, with a view to strengthening its report to the Council.</p>	<p>Staff issues, including health and safety and equality and diversity, will be picked up and included in the Staff Strategy Committee's annual presentation to the Council in July.</p>	<p>None.</p>
<p>Recommendation 4 Each of the Chairs of the Council Committees should, on an annual basis, make a presentation to the Council on the Committee's main functions and the key issues before it.</p>	<p>A paper on Reporting Institutional Performance (C-2012-02-01), which was presented to the May meeting of the Council, outlined the proposed schedule of reporting to the Council, including annual presentations from the Council Committees. The Council noted the future approach to reporting.</p>	<p>None.</p>

<p>Recommendation 5 The University Secretary should circulate a short paper to Council members outlining the relative roles and responsibilities of the Senate and the Council.</p>	<p>A paper outlining the relative roles and responsibilities of the Senate and the Council is attached as Appendix 4 to this paper. This information is also available on the Governance website.</p>	<p>The Council is asked to note the paper on the relative roles and responsibilities of the Senate and the Council.</p>
<p>Recommendation 6 In order to maintain contact and provide updates between meetings, the Vice-Chancellor's regular video message to staff and the cascade briefings for the senior team will be made available to Council members.</p>	<p>A Communications Update will be circulated to members of the Council between meetings. The Vice-Chancellor's video messages and a version of the University Briefing and Discussion presentations will be circulated to Council members as appropriate. Alerts will also be circulated should issues arise that Council members should be aware of.</p>	<p>None.</p>
<p>Recommendation 7 The University Secretary should ensure that arrangements are in place to allow easy access to electronic versions of the Council and the Council Committee papers.</p>	<p>A new Governance intranet site, including a dedicated Council area and an area where Council agendas, papers and minutes are available electronically, was launched in 2011.</p>	<p>None.</p>
<p>Recommendation 8 The minutes of the last meeting should be re-distributed with the papers for the next meeting.</p>	<p>The minutes of the last meeting are now circulated with the papers for the next meeting.</p>	<p>None.</p>
<p>Recommendation 9 The review of the effectiveness of the Council by Council members, underpinned by a formal self-assessment questionnaire, should be conducted biennially.</p>	<p>This review has been undertaken in 2012, and members' views have been fed into the Council AER, which is reported elsewhere on the Council Agenda. The views of Council Committee members will be sought next in 2014.</p>	<p>None.</p>
<p>Recommendation 10 The review of Council members should be conducted on a rolling basis over a two-year period, with any concerns and recommendations being reported to the Council through the Membership Committee.</p>	<p>The Vice-Chair has commenced a programme of member reviews, starting with those members who have reached the end of their term of office.</p>	<p>None.</p>

THE COUNCIL

STANDING ORDERS (UPDATED 17.07.2012)

1. **Primary Responsibilities of the Council**

The Council has adopted a statement of primary responsibilities. The role and responsibilities of the Council are set out in Annex 1 to the Standing Orders.

2. **Council Officers**

2.1 Chair of the Council

The Pro-Chancellor shall act as Chair of the Council (Statute 4(1)).

2.2 Vice-Chair of the Council.

The Council may appoint from among its own members a Vice-Chair not being a member of the academic staff or a salaried officer in the University. He/she shall preside at the meetings of the Council in the absence of the Chair. The Council may require him/her to vacate office if he/she ceases to be a member of the Council. He/she shall hold office for three years (Statute 12).

2.3 Secretary to the Council

The Secretary shall act as Secretary to the Council (Statute 8(4)).

He/she or a member of his/her staff to whom that responsibility has been delegated, shall record the proceedings of the Council ensuring that its decisions and instructions are carried out.

3. **Council Membership** (statute 11 (1) and (2))

3.1 *Ex officio* Members:

The Pro-Chancellor, the Vice-Chancellor, the Treasurer, and the President of the Open University Students' Association.

3.2 Appointed Members:

- a) Five members of the Senate appointed by the Senate, appointed under procedures determined by Ordinance;
- b) One member who shall be a student, appointed by the Open University Students' Association;
- c) Two members who shall be associate lecturers, appointed under procedures determined by Ordinance;
- d) One member of the non-academic staff of the University, appointed under procedures determined by Ordinance.

3.3 Such other persons, not being members of the academic staff or salaried officers of the University, and not exceeding twelve in all, as may be co-opted by the Council. These persons are the external co-opted Council members.

4. General Terms of Office

- 4.1 a) *Ex officio* members of the Council shall hold office so long as they continue to occupy the positions by virtue of which they became members. The Pro-Chancellor and the Treasurer are external members of the Council; (Statute 11 (3) (a))
- b) Appointed and external co-opted members of the Council shall hold office normally for a period of four years commencing on the first day of August in the year in which they are appointed, and shall be eligible for re-appointment, provided that no appointed member shall serve for a continuous period exceeding eight years; (Statute 11 (3) (b) and (c))
- c) External co-opted members join the Council through the Council's approval of recommendations submitted by the Membership Committee. The appointment procedure and criteria for nominations is set out in Annex 2 to the Standing Orders.
- d) Casual vacancies for appointed members shall be filled under procedures determined by ordinance;
- e) Interim vacancies for external co-opted members are not filled on a casual basis, but a new member is sought by the Membership Committee through the appropriate process. A recommendation is made to the Council for appointment.
- 4.2 All Council members should be available to sit on Council committees if required. External members are expected to become a member of at least one of the Council's committees, as part of their role. The Membership Committee shall recommend members to the Council to undertake these roles.
- 4.3 The Council shall appoint an external member with special responsibility for each of Northern Ireland, Wales and Scotland. The Membership Committee shall recommend members to the Council to undertake these roles.
- 4.4 External members of the Council shall be linked to one or more units of the University for periods of two years and be encouraged to engage with key issues for the University. The Membership Committee shall propose the assignments of external members to University units.
- 4.5 Council members shall not receive remuneration for this office.
- 4.6 Statute 20(1 and 2) states that the Pro-Chancellor, the Treasurer and any member of the Council (other than an *ex officio* Member or a member of the academic staff to whom Statute 21 applies) may be removed from office for good cause by the Council. No person shall be removed from office by the Council unless he shall have been given a reasonable opportunity of being heard by the Council.

"Good cause" in this Statute means:

- a) conviction for an offence which may be deemed by the Council to be such as to render the person unfit for the execution of the duties of the office; or
- b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office; or

- c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise.

4.7 The Council has adopted a statement concerning the role of Council members. This is set out fully in Annex 3 to these Standing Orders.

5. Meetings

5.1 Ordinary Meetings

The Council shall meet at least 3 times each year (Statute 14) Its schedule of meetings shall be published in the University's Committee Timetable. The Committee year will run from 1 August to 31 July following.

Notice of each ordinary meeting shall be circulated at least fourteen days before the date of the meeting. Members are asked to indicate if they are able/unable to attend Council meetings on each occasion. An attendance record is maintained.

5.2 Special Meetings

A special meeting may be convened at any time on the written request of ten members of the Council (Statute 14) or by the decision of the Chair.

Unless otherwise determined by the Chair, at least three week's notice of the meeting must be given and the meeting must be held within five weeks of the request.

The request for a special meeting must propose a motion or motions. No item shall be included on the agenda of the special meeting other than those specified on the request for the meeting (unless the Chair agrees that an item is directly related to the main business of the meeting).

5.3 Quorum

A quorum for all meetings of the Council shall be forty percent of the current membership. (Statute 14) The Chair shall determine, by discretion, whether the meeting is representative of the total membership, even though the meeting may be quorate.

In the absence of a quorum no business shall be transacted other than the adjournment of the meeting. The Secretary shall arrange for the meeting to be reconvened on another occasion and at least 15 working days notice will be given to members of the reconvened meeting.

5.4 Agenda and Papers

The agenda for each Ordinary meeting shall be circulated at least five days before the meeting.

Papers for discussion at meetings shall be confined to those itemised on the agenda and circulated by the Central Secretariat on behalf of the Secretary. These will be circulated to members before the meeting. Papers may, exceptionally, be tabled at meetings but only if they require urgent consideration and time does not allow for them to be circulated in the normal manner.

The papers submitted to Council meetings should be received in a timely way, be short, clear and concise with executive summaries. They should conform to University standards for document preparation.

5.5 Minutes

The unconfirmed minutes of the previous meeting will be circulated to all members of the Council at the earliest opportunity and will also be circulated with the agenda for the forthcoming meeting.

The minutes of the previous meeting are confirmed at the following meeting of the Council and signed by the Chair, after any amendments have been added, if necessary.

It is for the Council at the meeting in question to determine whether a particular item shall be reported in a "restricted minute".

5.6 Openness and Information

The University operates on the principle of open access to information wherever possible. Communication by the Council to the University community and stakeholders is strengthened by placing unconfirmed minutes and non-confidential papers on the intranet, and unconfirmed minutes on the internet following the meeting.

The agenda and papers are circulated before Council meetings. Council papers are not usually confidential. Confidential papers are normally those dealing with individuals or matters of commercial sensitivity. These will be marked as "Strictly Confidential" and printed on green paper.

The Council shall determine at each meeting if papers are to retain their confidential status. Papers and topics which are subject to further consideration may be deemed by the Council as remaining confidential until a future date.

The agenda and papers circulated to members should not be discussed outside the University. Information from Council meetings will be published on the internet and intranet after the meetings have taken place.

Direct contact with the press on Council matters will be dealt with through the Communications Office at the Open University.

6. Conduct of Meetings

6.1 Conflict of Interests

The agenda for each meeting will include an initial item that will invite members to declare any interest in the items for discussion. Further details are provided in paragraph 7.

6.2 Voting

At meetings of the Council, except in the case of a Special Resolution, motions and amendments shall be determined by the majority of members present and voting. In the case of equality of votes, the Chair or other presiding officer shall have a casting vote whether or not he/she has voted before on the motion (Statute 23(1)(d)). Voting will be by a show of hands.

The number of members voting for and against an item of business shall be recorded in the Minutes. The name of any member voting for or against an item of business or abstaining from voting shall, on the request of that member, be recorded in the Minutes.

Special Resolutions of the Council concerning amendments to the Charter and Statutes are determined in the following manner: A "special resolution" means a resolution passed at one meeting of the Council and confirmed at a subsequent meeting. This second meeting shall

be held not less than one calendar month nor more than three calendar months after the first meeting. Notice of each meeting shall be given to each member of the Council not less than fourteen days before the meeting to be held and the resolution must be passed at each meeting by a majority of not less than three-fourths of those present and voting.

6.3 Points of Order

At any time in the course of a discussion, a member may speak to a point of order, and the discussion shall be suspended until the point of order has been decided by the Chair.

6.4 Conduct of Debate

When speaking, members shall address the Chair. Comments shall be directed to the question and discussion in hand or to a point of order or a point of explanation.

When discussion is in progress, members should indicate to the Chair their wish to speak to the item. The Chair will invite their contribution in due order.

The Chair may take questions from members, and at his/her discretion may invite responses from particular officers.

Those present by invitation as observers may speak with the permission of the Chair. They shall not be entitled to move or second a motion or amendment or to vote on any matter before the meeting.

6.5 Procedural Motions

When a motion or amendment is under debate, no other motion shall be moved except the following procedural motions:

- (a) that the motion be not put;
- (b) that the motion be now put (closure of the debate);
- (c) that Standing Orders be suspended for a specified item of business;
- (d) that the meeting be adjourned to a specific time;
- (e) that the matter be deferred to the next Ordinary Meeting;
- (f) that the matter be referred to the appropriate committee;
- (g) that the meeting proceed to next business;
- (h) that the order of business be changed;
- (i) that the voting figures be recorded in the Minutes;
- (j) that speeches be not allowed to exceed a specified time;
- (k) that a part or parts of a motion be voted on separately;
- (l) that the meeting be closed;
- (m) that the debate be adjourned.

Procedural motions shall have a proposer and a seconder and shall be debated in order of precedence. A motion for the closure of debate shall be put to the vote without discussion. If it is carried, the mover of the original motion shall have a right of reply and the original question shall then be put forthwith.

6.6 Disorderly Conduct

If any member persistently disregards the ruling of the Chair or behaves irregularly, or improperly, or offensively, or wilfully obstructs the business of the meeting, it shall be competent for a member to move "that the member named be not further heard" or "that the member named leave the meeting" and the motion. If this is seconded it shall be put and determined without discussion.

If, after a motion revised under the paragraph above has been carried and the misconduct or obstruction is continued and in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.

In the event of general disturbance which, on the ruling of the Chair, renders the due and orderly dispatch of business impracticable, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.

6.7 Adjourned Meetings

When a meeting is adjourned temporarily for a brief period, for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.

When a meeting is adjourned to continue on another day, at least 15 working days notice of the calling of the adjourned meeting shall be given. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted.

At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next Ordinary Meeting of the Council, when it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

6.8 Rescinding a resolution

No resolution of the Council shall be rescinded within 6 calendar months.

6.9 Effectiveness of meetings

The agenda for each meeting will include a final item that will allow the Council to collectively reflect on its effectiveness at that meeting.

7. Declaration of Interest

The Council has adopted the guidance on the declaration of interests by members of the governing bodies of universities and colleges in England and Wales promulgated by the Committee of University Chairmen. This guidance states:

“It is central to the proper conduct of public business that chairs and members of governing bodies should act and be perceived to act impartially, and not be influenced in their role as governors by social or business relationships”.

Any member of the Council who has a clear and substantial interest in a matter under discussion shall declare that interest whether or not that interest is already declared in the Register of Interests. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the member.

Where such an interest constitutes a direct or indirect financial interest, the member involved shall withdraw from any meeting. Members may not speak, participate in or otherwise seek to influence any decisions taken by the Council relating to the matter under discussion.

Where a member has an interest which is not financial, but which is relevant to the activities of the University, that interest shall also be declared. Where the interest is substantial, the member involved shall withdraw from discussions or decisions relating to that interest. Where an interest arises from membership of a public body, and where there is no financial interest, full participation in the discussion and decision is permitted.

In all circumstances, members of Council shall ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken to the actions of the Council. If so, the interest is sufficient for the member to declare that interest.

Members of staff of the University do not need to declare an interest or to withdraw from discussion when general terms and conditions of service of staff or a group of staff are considered. Similarly, members who are students of the University do not need to withdraw or declare an interest in issues of relevance to the student body as a whole including the setting of fees for modules. However, if a member of staff or a student has a particular interest in the issue which is greater than the interest of the group of staff or students as a whole, then that interest shall be declared and the member of staff or student shall withdraw from the meeting. Members may not speak, participate in or otherwise seek to influence any decision taken by the Council relating to the matter under discussion.

Any such declarations of interest shall be recorded in the Minutes.

8. Delegation of Powers

A schedule of delegation is attached as an Annex 4 to these Standing Orders.

The Council may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine business. The Chair shall be answerable to Council for any action which he/she takes on its behalf and a report shall be made to the next meeting of the Council detailing any Chair's action taken.

9. Matters relating to the Standing Orders

Ruling by the Chair

The Chair shall determine all questions of procedure not expressly provided for in these Standing Orders subject to the consent of the meeting, absence of consent being determined by a two-thirds majority in support of a challenge to the ruling of the Chair.

Suspension of Standing Orders

Any of these Standing Orders may be suspended at any meeting after a motion to that effect has been passed by a majority of two-thirds of the members present and voting. Such suspension shall be for a specified item of business only and shall lapse when that item is concluded.

Amendments to Standing Orders

The Council shall approve the amendment or repeal of the Standing Orders

Attachment

- Annex 1 Statement of Role and Primary Responsibilities
- Annex 2 Council Members – Appointment Procedure and Criteria for Nominations
- Annex 3 Role of Council Members
- Annex 4 Schedule of Delegation

THE COUNCIL

STATEMENT OF ROLE AND PRIMARY RESPONSIBILITIES

1. Conduct of Governing Body Business

The CUC Guide for Members of Higher Education Governing Bodies in the UK provides general principles of governance to which all Higher Education governing bodies should comply. These are set out below:

1.1 Proper Conduct of Public Business

Governing bodies are entrusted with funds, both public and private, and therefore have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of their business, and wherever possible following a policy of openness and transparency in the dissemination of their decisions. Such diverse funding sources also require that institutions adhere to the good practice appropriate to both public and private sector bodies.

1.2 Strategic Planning

The governing body has a duty to enable the institution to achieve and develop its mission and primary objectives of learning and teaching and research. This responsibility includes considering and approving the institution's strategic plan, which sets the academic aims and objectives of the institution and identifies the financial, physical and staffing strategies necessary to achieve these objectives.

1.3 Monitoring Effectiveness and Performance

The governing body should regularly monitor its own effectiveness and the performance of the institution against its planned strategies and operational targets.

1.4 Finance

The governing body's financial responsibilities include:

- ensuring the solvency of the institution and safeguarding its assets
- approving the financial strategy
- approving annual operating plans and budgets which should reflect the institution's strategic plan
- ensuring that funds provided by the Funding Council are used in accordance with the terms and conditions specified in the Funding Council's Financial Memorandum
- ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the audit committee
- receiving and approving annual accounts (audited financial statements).

1.5 Audit

The governing body is responsible for directing and overseeing the institution's arrangements for internal and external audit.

1.6 Estate Management

The governing body is responsible for oversight of the strategic management of the institution's land and buildings. As part of this responsibility it should consider, approve and keep under review an estate strategy that identifies the property and space requirements needed to fulfil the objectives of the institution's strategic plan, and also provides for a planned programme of maintenance.

1.7 Human Resource Management

The governing body has responsibility for the institution's human resource and employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee. The governing body is also responsible for appointing and setting the terms and conditions for the head of the institution and such other senior posts as it may from time to time determine.

1.8 Equality and Diversity

The governing body should ensure that non-discriminatory systems are in place to provide equality and diversity of opportunity for staff and students.

1.9 Health and Safety

The governing body carries ultimate responsibility for the health and safety of employees, students and other individuals while they are on the institution's premises and in other places where they may be affected by its operations. The governing body's duties include ensuring that the institution has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

1.10 Students' Union

The governing body should take such steps as are reasonably practicable to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances.

These responsibilities apply to the Council of the Open University.

2. The Charter of the Open University:

By authority of the Charter (Article 13) the Council is the executive governing body of the University and has custody and use of the common seal. It is responsible for the management and administration of the University's revenue and property and, subject to the powers of the Senate, exercises general control over the conduct of the affairs of the University.

3. Proper conduct of Business – The Open University Council

- 3.1 The Council is collectively responsible for overseeing the University's activities, determining its future direction and fostering an environment in which the University mission is achieved and the potential of all learners is maximised. The Council shall ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance.

- 3.2 The Council is entrusted with funds, both public and private, and therefore has a particular duty to observe the highest standards of corporate governance, as set out in paragraph 1.1.above.
- 3.3 The Council and its individual members should at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 3.4 The Council shall meet regularly, normally not less than four times a year (the statute for the Open University specifies not less than 3 times a year), in order to discharge its duties effectively. Members of the Council shall attend regularly and actively participate.
- 3.5 Certain items may be declared to be 'reserved', that is, business which for reasons of confidentiality has papers and minutes recorded separately and with restricted circulation. Such business should be kept to a minimum because of the general need for transparency and openness, but would normally include matters relating to an individual member of the University or commercially sensitive material.
- 3.6 To function efficiently, the Council must have rules for the conduct of its meetings. The Standing Orders provide:
- procedures for voting, rescinding decisions, calling extraordinary meetings, and declaring business reserved
 - requirements for a quorum
 - frequency of meetings.

The Standing Orders regulate those aspects of the conduct of that are not already prescribed by the Statutes and ordinances. Additionally, the Council's Standing Orders reiterate, where appropriate, the relevant provisions of the statutes and ordinances in order to consolidate all the material for ease of reference.

- 3.7 Members should refer to the Secretary for further information about the rules applying to the University.
- 3.8 The Council exercises its responsibilities in a corporate manner; that is to say, decisions are to be taken collectively by all of the members acting as a body. Members should not act individually, or as representatives of a constituency or in informal groupings, to take decisions on Council business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its committees.

4. Mission and Strategy

The Council is responsible for:

- a) approving the mission, and strategic vision of the University, its long term business plans, key performance indicators (KPI's) and annual budgets, ensuring that these meet the interests of the University's stakeholders;
- b) appointing the head of the University as chief executive of the University and putting in place suitable arrangements for monitoring his/her performance;
- c) ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest;
- d) monitoring institutional performance against plans and approved KPI's, which should be where possible and appropriate, benchmarked against other institutions.

5. The Appointment of the University's Officers

- 5.1 The Council is responsible, in accordance with Statute 3, for the institution of joint committees of the Council and the Senate.
- 5.2 The Chancellor, the Vice-Chancellor and the University Secretary are appointed by the Council on the recommendation of joint committees of the Council and the Senate. The Pro-Chancellor is appointed by the Council on the recommendation of an appointing committee.
- 5.3 The Pro-Vice-Chancellors, Deans and Directors of Central Academic Units are appointed by appointing committees.
- 5.4 The Treasurer is appointed by the Council on the recommendation of the Membership Committee and the Vice-Chair of the Council is appointed from among the external members on the recommendation of the Membership Committee.

6. Monitoring Effectiveness and Performance

The Council has in place procedures for monitoring performance.

- 6.1 The Council monitors its own performance annually through an effectiveness review incorporating a profile of the year's performance against responsibilities, ~~and a series of meetings of members with the Pro-Chancellor.~~ Biennially, this annual effectiveness review is supplemented by input from individual Council members, underpinned by a formal questionnaire. The questionnaire is intended to provide an opportunity for members to independently evaluate the way in which the Council operates.
- 6.2 The Council institutes quinquennial reviews of governance.
- 6.3 The performance of the Vice-Chancellor is monitored through annual discussions with the Pro-Chancellor.

7. Council Committees

- 7.1 The Council delegates some of its powers and allocates some of its work to specialist committees, namely Audit, Development, Estates, Finance, Membership, Remuneration and Staff Strategy (which reviews equality and diversity, and health and safety).
- 7.2 The Council receives reports and assurances regularly and annually from its specialist committees.

8. Students Union

- 8.1 The Council has the responsibility to take such steps as are reasonably practicable to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances.
- 8.2 For this purpose, the Council receives an annual report from OUSA whereby it will approve changes to the Constitution in accordance with the 1995 Education Act and, also receive, after submission to the Finance Committee, the financial statements from the Students' Association.

9. Regulatory Powers

- 9.1 The Council, after consultation with the Senate may by Special Resolution make Statutes for the University which may add to, amend or repeal the Charter and Statutes subject to the approval of the Privy Council (Statute 13(5)).

9.2 A "Special Resolution" means a resolution passed at one meeting of the Council and confirmed at a subsequent meeting held not less than one calendar month nor more than three calendar months after the former meeting. Provided that notice of each meeting shall be given to each member of the Council not less than fourteen days before the meeting to be held and that the resolution be passed at each meeting by a majority of not less than three-fourths of those present and voting.

~~98~~.3 The Council makes Ordinances (on the recommendation of Senate for those concerning academic matters) (Statute 13(29)).

10. Charitable Status

The Open University is an exempt charity as well as a legally independent corporate institution. Members of the Council are therefore trustees of a charitable body, and have the responsibilities and potential liabilities that go with trustee status. In particular, members are required to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity.

THE COUNCIL

COUNCIL MEMBERS – APPOINTMENT PROCEDURE AND CRITERIA FOR NOMINATIONS

1. The Council of The Open University has established a Membership Committee to seek out and recommend the appointment of new external/lay/independent and co-opted members to the Council and its subcommittees. The Committee, which is a committee of the Council, will meet at least twice per year to decide upon recommendations for appointment to membership of the Council or its committees or for Council members to be appointed to other University committees, as vacancies arise or are anticipated.
2. The Membership Committee will follow a structured process for the recruitment and selection of members to the Council and its subcommittees.
3. It is important that the Membership Committee attracts high-calibre individuals with Four Nation, UK and international skills, experience and perspectives that enhance the effectiveness of the Council.
4. In seeking to find prospective candidates, the Committee ~~should~~ will consult widely and vacancies for external/lay/independent and co-opted members ~~should~~ will be publicised within and outside the University. Opportunities for membership of the Council ~~may~~ will be openly advertised in the national press and the Membership Committee may also consider using a recruitment agency or the Register of Public Appointments. Council members, staff, students and alumni ~~should~~ will be invited to bring forward names for consideration by the Committee.
5. A clear description of the role, details of the nomination criteria and a specification of the skills, knowledge, experience and qualities required for any particular vacancy will be provided by the Membership Committee (in consultation with the relevant committee Chairs). This will include an assessment of the time commitment required. Candidates will be considered against the role description and criteria.
6. Members of the Council subcommittees requiring particular expertise will be expected to meet specific criteria as set down in the relevant constitutions:
 - a) Audit Committee
Audit, finance and/or senior management experience
 - b) Finance Committee
Finance and/or senior management experience
 - c) Estates Committee
Estates, facilities and/or senior management experience
 - d) Staff Strategy Committee
Human resources, employment and/or senior management experience

7. The Membership Committee will pay regard to the balance of membership on the Council. It will consider candidates from a wide range of backgrounds and take particular note of the importance of achieving a diverse membership in terms of gender, ethnicity, disability, approach, thinking and opinion.
 8. On appointment to the Council, all Council members (external and internal) will be sent a formal letter of appointment, together with an induction pack, which will include detailed information on the role and the University's expectations of members. A personal induction programme will also be prepared for all new members.
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THE COUNCIL

ROLE OF MEMBERS OF THE COUNCIL AND THE COUNCIL COMMITTEES

1. Summary of Responsibilities of Members of the Council

1.1 Higher education institutions (HEIs) are legally independent corporate institutions that have a common purpose of providing learning and teaching and undertaking research. They also have an important role in contributing to economic growth through research and developing links with industry and the community (so-called 'third leg' or 'third mission' activities). The governing body, which in the case of The Open University is the Council, is responsible for ensuring the effective management of the University and for planning its future development. It has ultimate responsibility for all the affairs of the University.

1.2 The main responsibilities of the Council, and thereby the primary duties of a member, are set out in its Statement of Role and Primary Responsibilities, which is Annex 1 to the Standing Orders. They may be summarised as follows:

- Proper Conduct of Public Business
- Strategic Planning
- Monitoring Effectiveness and Performance
- Finance
- Audit
- Estate Management
- Human Resource Management
- Equality and Diversity
- Health and Safety
- Student's Union

1.3 The Open University is an exempt charity as well as a legally independent corporate institution. Members of the Council are therefore trustees of a charitable body, and have the responsibilities and potential liabilities that go with trustee status. In particular, members are required to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity.

1.43 All persons appointed to the Council are expected to be committed to the University's values and to bring particular behaviours to the Council. They should consider issues from a strategic perspective, question intelligently, debate constructively, challenge rigorously and decide dispassionately. Members should also listen sensitively to the views of others, both inside and outside meetings of the Council.

1.54 Individual members of the Council, members of Council committees and the Council as a whole should at all times observe the highest standards of corporate governance in the exercising of their responsibilities. In particular, they should conduct themselves in accordance with the accepted Seven Principles of Public Life drawn up by the Committee on Standards in Public Life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership (Appendix 1). The governance practices of the University are consistent with the revised CUC "Guide for Members of Higher Education Governing Bodies in the UK".

2. Membership of the Council

- 2.1 The appointment of external members is overseen on behalf of the Council by the Membership Committee. The appointment procedure and criteria for nominations are set out in Annex 2 to the Standing Orders.
- 2.2 The appointment of staff and student members is subject to procedures laid down by ordinance.

3. Corporate Decision Making

- 3.1 All members should exercise their responsibilities in the interests of the institution as a whole rather than in a personal or individual capacity, or as a representative of any constituency. Members nominated or appointed by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others.
- 3.2 The Council and its committees exercise their responsibilities in a corporate manner; that is to say, decisions are taken collectively by all of the members acting as a body. Members should not act individually, or as representatives of a constituency or in informal groups, to take decisions on governing body business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its committees.
- 3.3 The Council has given powers to the Chair to take action on behalf of the Council between meetings. This is incorporated into the Standing Orders (para 8).

4. Conflict of Interests

- 4.1 Upon commencing appointment, members of the Council are required to declare any pecuniary, family or other personal interest, direct or indirect, and this is noted in the Register of Members' Interests. Any individual who is considering becoming a member of the Council, and is unsure whether they may have a conflict of interest, should contact the University Secretary for advice. Council members are expected to update their entry at any time as and when their circumstances change.
- 4.2 Members are expected to make a declaration of interest in any matter on the Agenda at the beginning of each meeting of the Council. The Standing Orders provide guidance on the management of any conflict of interest that may arise at a meeting of the Council or of a Council Committee (paragraph 7).

EXPECTATIONS OF COUNCIL MEMBERS

5. Meetings of the Council

- 5.1 The Council meets at least ~~34~~ times each year, in March, ~~May~~, July and November, but will call additional meetings if business dictates. Meetings are normally held in Milton Keynes, commencing at 10.00am, and normally last approximately 2.5 hours. ~~One meeting each year takes place in either Scotland, Wales or Northern Ireland.~~ In addition, the Council has an annual strategic event in ~~May~~ September, with an overnight stay.
- 5.2 Members are expected to attend scheduled meetings and events of the Council, or the appropriate Council committees. A record of attendance is maintained and monitored by the Membership Committee and poor attendance will be discussed at the annual review. Annual attendance figures are also published in the University's Financial Statements. This is part of the Council's effectiveness review process.

5.3 Members should be able to apportion sufficient time to prepare for the meetings by reading the papers and noting points to raise.

6. Committees of the Council

6.1 The Council has 96 formal Committees that have delegated responsibility in the following areas:

- Audit (meets a minimum of 2 times per year, normally 3)
- Development Committee (meets as and when required)
- Estates (meets a minimum of 3 times per year)
- Finance (meets a minimum of 4 times per year)
- Membership (meets a minimum of 2 times~~once~~ per year)
- Nominating Advisory Committee for Statute 21 Procedures (meets as and when required)
- Remuneration Committee (-meets once per year)
- Staff Strategy (meets ~~a minimum of~~ as and when required, normally 3 times per year)
- Strategic Planning and Resources Committee (normally meets ~~a minimum of~~ 3 times per year)

6.2 All Council members should be available to sit on Council committees if required. External members are expected to become a member of at least one of the Council's committees, as part of their role. The Council will endeavour to appoint a member to a Committee where their skills and experience can make the most positive contribution. Members may also have an opportunity to contribute specific expertise by serving on working groups established by the Council for specific purposes.

7. Briefing

7.1 Members are expected to develop a good working knowledge of the University, including its mission and core values, and to understand the key issues facing higher education in the UK and/or elsewhere. They should have sufficient awareness to make appropriate decisions on Council and Council committee business.

The University is committed to providing

- an initial induction;
- Council and/or other committee papers in a timely manner;
- a dedicated Council area of the University's Governance website
- visits within the University;
- links with University units;
- access to CUC* / LFHE† seminars and other relevant conferences, workshops and seminars;
- other topical information as appropriate.

There is an onus on members to keep themselves informed and to take advantage of appropriate development opportunities

7.2 Following initial induction, members will regularly receive copies of the University's newsletters and the CUC newsletter (which is published three times a year), as well as appropriate publicity material about the University to help them stay up-to-date with developments.

* Committee of University Chairs

† Leadership Foundation for Higher Education

8. Involvement in University Affairs

- 8.1 Members are expected to engage with the University, not only through meetings and committees, but also by taking advantage of other opportunities to foster understanding of the University's business, functions and departments.
- 8.2 In order to enable external members to become familiar with the work of the University, they may be linked to one or more units of the University and be involved in appropriate events, briefings and visits. To broaden expertise and avoid over-commitment to a particular area, each link will be for a maximum period of two years. The Membership Committee proposes the assignments of external members to University units. External members will be encouraged to engage at an early stage with key issues for the University, to build up their knowledge over a wider area than their own experience and expertise.
- 8.3 The Council will appoint an external member with special responsibility for each of Northern Ireland, Scotland and Wales. These members may also be asked to become members of an External Advisory Group (EAG) where one has been established.
- 8.4 External co-opted members of the Council and Council co-opted committee ~~members~~ must attend at least one award ceremony each year and are strongly encouraged to attend other University functions, such as open days, lectures, etc. Details of such events will be circulated as appropriate.
- 8.5 External co-opted members of the Council and Council co-opted committees ~~members~~ are strongly encouraged to undertake an Open University course in order that they may have first hand experience of the student journey with the University.
- 8.6 However, external members should also take care not to become involved in the day-to-day executive management of the institution. This also applies to the staff and student members (except that in the course of their employment or in their activities as students, they may have executive responsibilities within the institution). Members should consider issues from a strategic perspective.

9. Ambassadorial Function

Members of the Council and its committees are expected to promote the interests of the University. They can work on behalf of the University in many ways, including:

- a) As ambassadors outside the University, especially in commercial, business and political/national spheres.
- b) Within the University by communicating with different groups of staff and students, explaining the work of the Council and gathering opinions.
- c) On behalf of the University on formal occasions and in other national University and HE fora.

The University will brief members as appropriate.

UNIVERSITY SUPPORT FOR COUNCIL MEMBERS

10. Induction and Development Programme

The University will provide a personal induction for each new member of the Council and of the Council committees. It will also provide internal and external training and development opportunities as appropriate. Further details are provided in Appendix 2 to this document.

The memberannual review process will consider whether an appropriate induction and development programme has been made available by the university and whether the member has taken advantage of such opportunities. It will also provide an opportunity to consider any future development needs.

11. MemberAnnual Review

Each individualAll members of the Council will be expected to participate in an biennialannual review. Members will be given an opportunity to provide feedback, in conversation with the Vice-Chair of the Council (and/or another Council member nominated to support this process), on their personal experience of the Council and whether they feel that they have been able to make an effective contribution. This occasion will provide an opportunity to raise any concerns and to identify any future developmental needs. Further details of the review process can be found in Appendix 3 to this document.

12. Website

The University will provide access to a dedicated Council area of the University's Governance website, open to the public, which will contain information for Council and about Council. The website will include:

- Key governance documents and information for new members
- Current strategy papers, annual reports, etc.
- Easy access to the calendar of meetings, agendas, papers and minutes, etc
- Biographical information about members of Council
- Links to relevant internal and external web pages, eg LFHE, Government Departments, the funding councils, etc

13. Publications

The University will provide members with copies of internal publications, as well as the CUC and other HE newsletters.

14. Expenses

14.1 The Open University does not remunerate members of the Council.

14.2 The University will pay the travelling and subsistence expenses of external, associate lecturer and student members of the Council on request. Expense forms for external and student members are available from Central Secretariat. Expense forms for associate lecturers are available from the Student Services Manager, Associate Lecturer Representation.

15. Insurance

The University arranges appropriate insurance cover in respect of legal action against its Council members. Further details are available on request.

156. Secretariat

The University's Central Secretariat manages the day to day operation of the Council, including the provision of administrative services. It can provide assistance in setting up visits to units and other areas of the University as required, and in booking places on relevant internal or external events.

Appendix 1: The Seven Principle of Public Life

Appendix 2: Council Members – Induction and Development

- Appendix 2: Addendum – Guidelines for the Assignment of Council Members to University
Faculties and Units
- Appendix 3: Council Members – Annual Review Process
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THE COUNCIL

THE 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 family, or their friends.

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 actions that they take. They should give reasons for their decisions 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

THE COUNCIL

COUNCIL MEMBERS – INDUCTION AND DEVELOPMENT

INDUCTION

All new members of the Council and Council committees will receive an induction pack, which contains an introduction to Council meetings, governance and constitutional documents, including information on the role of members, key strategy documents and reports, and the most recent financial statements. A copy of the CUC Guide for Members of HE Governing Bodies in the UK is also provided, together with forms for biographical details, declaration of interests and claiming expenses. The member will also receive a copy of the papers and minutes of the last meeting.

Other relevant information, including useful links to external sites, is posted on the dedicated Council [area of the University's Governance](#) website.

The University will provide an individually tailored induction programme that will meet the varied needs of each new member of the Council.

External members

Where possible, an induction visit ~~of a day and a half duration~~ will be arranged to coincide with the Council ~~Strategy Workshop~~~~Residential Weekend~~ held in ~~May~~~~September~~. This will allow new members of the Council and Council committees to meet with relevant OU staff and to visit areas of the University that will be both interesting and useful to them, as well as to be introduced to their Council colleagues in a relatively informal atmosphere.

Internal and Student Members

A bespoke programme focusing on the role and responsibilities of Council members will also be designed for internal and student members.

DEVELOPMENT

Training Opportunities

The University will provide briefing opportunities as appropriate. These may include presentations on topics of interest on the morning/afternoon of the Council meeting, visits to parts of the University, or one-to-one sessions with key University personnel. Individual development needs may be identified at the Council members' annual review.

In addition, Council members will have access to external learning and developmental opportunities from specialists such as the Leadership Foundation for Higher Education, and from the national funding bodies and other interested agencies. New members will be particularly encouraged to attend the following:

- Key Challenges for New Governors
- Ensuring Financial Health – the Role of Governors
- Strategy and measuring Performance – the Role of Governors

In addition, staff and student members of the Council will be encouraged to attend any external seminars specifically aimed at them.

Addendum: Guidelines for the Assignment of Council Members to University Faculties and Units

THE COUNCIL

COUNCIL MEMBERS – INDUCTION AND DEVELOPMENT

GUIDELINES FOR THE ASSIGNMENT OF COUNCIL MEMBERS TO UNIVERSITY FACULTIES AND UNITS

The assignment of external Council members to University units is intended to provide members with the opportunity to learn more about the University's activities, and how the strategies discussed at a governance level cascade through the University. These links are intended to increase members' understanding of how the OU works in practice and enable members to speak with authority when undertaking their ambassadorial role on behalf of the Council.

The links are also an opportunity for the unit or faculty to draw on the experience of the Council member as appropriate, whether by being introduced to useful external contacts or by using them as a sounding board for ideas at a strategic level.

Members should not become involved in the day-to-day management of the unit, nor are they expected to provide specialist advice. Members of the Council are not necessarily placed with a unit within their area of expertise.

The relationship between the Council member and the unit will vary according to individual preferences, and it is helpful to agree the time and commitment available at an early stage. These guidelines are intended to provide some broad terms of reference and examples of best practice to ensure that both parties benefit from the assignment.

Induction

It is expected that the head of the relevant unit will be the key point of contact for the Council member, and that the onus will be on the unit to contact the Council member.

The unit head will be provided with contact details for the Council member, together with a brief biography and information on the member's involvement with other University committees. Information on the role of Council members will also be provided to ensure that the unit understands what the University and the governance system expect of the Council members.

Prior to any visit, the host should provide information on the unit, together with the names and contact details of key contacts.

An initial induction meeting should be arranged for the Council member, which introduces the key personnel in the unit, the main areas of its work, any special projects and partnerships, etc. The induction visit also provides an opportunity for the unit and the member to agree what each party wishes to achieve and the amount of time that can be committed during the assignment.

Subsequent visits

Council members should consider at least one other visit to the unit during the period of the assignment.

The unit head should be proactive in encouraging their member to visit the unit at times when it is convenient, such as the Council ~~Residential Weekend~~ Strategy Workshop held in May. ~~(normally the last weekend in September).~~

A programme of activity might be arranged that also involves other members of the unit team. Council members could be invited to attend a unit executive committee meeting, as well as any special events, such as seminars and conferences. Some Council members have valued the opportunity to attend summer schools in order to engage with the range of OU students and experience their enthusiasm. Briefings on how strategies, such as widening participation, impact on curriculum decisions, teaching design and issues of course/tuition costs would be very helpful. Members may find it useful to spend time with course teams.

On-going

Units are encouraged to foster an on-going relationship with the Council member. The Dean/Director should keep in regular contact with the member with news and details of events and activities in the unit. Email may be the most convenient method for engaging the member, who could also be added to the circulation list for regular information and mailings.

Units may consider giving members access to their websites.

Council members have previously found it useful and interesting to be provided with course materials to read. They might even be encouraged to take a course!

Feedback

Half way through the assignment, the Council member and the unit will be sent a review form to indicate the extent to which there has been any engagement.

Council members will be encouraged to give a short annual report to the Council on their liaison with the unit and to reflect on the value of the assignment.

Duration

Members are linked with units for a period of 2 years.

General

Council members can claim expenses for the visit(s) to their host faculties/units via Central Secretariat.

THE COUNCIL

COUNCIL MEMBERS – ANNUAL REVIEW PROCESS

The performance review of individual members of the Council strengthens the effectiveness of the Council as a whole, by enabling members to understand and evaluate their own performance and contribution, and to identify any development needs.

Each Council member will have different strengths, interests and methods of working and, consequently, their contributions as members will be made in different ways. The review process acknowledges that Council members are either voluntary, with relative limitations on the time that they can allocate to their duties as a Council member due to other professional and personal commitments, or that they are elected by the staff or students of the University.

After their first meeting of the Council, each new member will meet with the Vice-Chair to clarify their understanding of their role and duties. Thereafter, the review of individual members will be conducted on a rolling basis over a two-year period, with any concerns and recommendations being reported to the Council through the Membership Committee.

Review Process

The Vice-Chair of the Council will arrange one-to-one meetings with individual members of the Council. All in advance of the meeting, members will complete a short self-assessment evaluation questionnaire, during July/August each year, which will enable them to reflect on their contribution to the Council. The questionnaire will be returned to the Vice-Chair at least one week before the meeting and will be used as the basis of a discussion with the Vice-Chair of the Council (/ and/or another Council member nominated to support this process) during September/October.

Members will be encouraged to consider how well they have fulfilled their role and duties and to reflect on the extent to which they have satisfied the University's expectations of Council members. This will include their attendance at and contributions to meetings of the Council and/or Council Committees; their engagement with the University; and their promotion of the University's interests. Members will also be invited to consider whether there had been occasions when they had challenged the executive, but nothing had been done; or when they had chosen not to challenge and why. Members will be asked if they have had the opportunity to make use of their skills and experience during the year and whether there have been any constraints inhibiting their performance. ~~Individuals will also be encouraged to provide feedback on whether the Council as a whole is performing effectively.~~ The review process will consider whether an appropriate development programme has been made available by the University and whether the member has taken advantage of such opportunities. It will also provide an opportunity to identify any future development needs.

Following the review discussion, the Vice-Chair will share any major concerns with the Chair of the Membership Committee. The anonymised outcomes of the individual reviews results of the questionnaires and interviews will be presented to the Membership Committee, and any concerns and recommendations will subsequently be reported to in a summary report to the November meeting of the Council, as part of the Annual Effectiveness Review.

Individual members may raise any issues of concern that they may have in fulfilling the role of Council members with the Chair/Vice-Chair/Committee Chair/University Secretary at any time.

Note: The Council will collectively reflect on its effectiveness at the end of each meeting. Biennially, all members will be given the opportunity to provide independent feedback on whether Council as a whole is performing effectively.

**THE COUNCIL
SCHEDULE OF DELEGATION**

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
Senior Appointments			
1. To appoint the Pro-Chancellor (who shall be the Chair of the Council) and a Vice-Chair.	√		
2. To co-opt external members of the Council as provided for under Statute 11.	√		On the recommendation of the Membership Committee
3. Jointly with the Senate to appoint the Chancellor.	√		The appointment of the Chancellor is made at a Joint meeting of the Council and the Senate, on the recommendation of a Joint Committee comprising members of the Council and the Senate.
4. After consultation with the Senate where prescribed, to appoint the Vice-Chancellor, Pro-Vice-Chancellors if it shall consider it appropriate to do so, and the Treasurer. Statute 8 (3) The successors to the first Secretary shall be appointed by the Council after consultation with the Senate.	√ 4.1 √ 4.2 √ 4.3	√ 4.4 Joint Committee of Council and Senate	4.1 The Treasurer is appointed on the recommendation of the Membership Committee. 4.2 The Vice-Chancellor is appointed on the recommendation of a report from a Joint Committee of the Council and the Senate. 4.3 The Secretary is appointed by the Council after consultation with the Senate. 4.4 Pro-Vice-Chancellors are appointed by a Joint Committee of the Council and the Senate.
Statutes			
5. Subject to the provisions of Article 20 of the Charter, to make Statutes.	√		

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
Academic, Student and Staff Issues			
6. On the recommendation of the Senate, to authorise the creation of academic posts in the University.		√ Vice-Chancellor and Planning Officers (PRO's)	This power is delegated to the Vice-Chancellor and Planning Resource Officers (PRO's) but within overall budgets set by the Council on the advice of Finance Committee and Strategic Planning and Resources Committee.
7. On the recommendation of the Senate, to institute degrees, diplomas, certificates and other academic distinctions offered by the University or on its behalf as validated qualifications or jointly with other higher education institutions having the power to grant such qualifications.		√ The Senate	This power is delegated to the Senate, unless there are major strategic and resource implications for new academic areas. In this case the Council will take responsibility on the recommendation of the Senate.
8. On the recommendation of the Senate, to withdraw degrees, diplomas, certificates and other academic distinctions offered by the University or on its behalf as validated qualifications or jointly with other higher education institutions having the power to grant such qualifications.		√ The Senate	Unless there are major strategic or resource implications (as above).
9. On the recommendation of the Senate, to suspend or abolish any academic post except any posts created by these Statutes.		√ The Vice-Chancellor and PRO's	Within the overall budgets set by the Council on the advice of the Finance Committee and SPRC.
10. On the recommendation of the Senate, to determine the conditions of appointment of the academic staff.	√ 10.2 (through Staff Strategy Committee)	√ 10.1 (Executive Management and the Remuneration Committee)	10.1 a) Salaries for senior academic staff are approved by the Vice-Chancellor. b) Salaries for senior academic-related staff are approved by the Secretary.

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			<p>c) The Remuneration Committee:</p> <ul style="list-style-type: none"> i) Determines the remuneration and terms and conditions of service of the Vice-Chancellor ii) Determines the salary of the University Secretary on appointment and modifications, if any, to the normal terms and conditions of service for academic-related staff. iii) Considers and determines annually, or as may be required from time to time in particular instances, the level of responsibility allowance payable to Pro-Vice-Chancellors and discretionary increases in the salaries of the Vice-Chancellor, the University Secretary and the Pro-Vice-Chancellors. iv) Considers and determines annually, or as may be required from time to time in particular instances, discretionary increases in the salary of individual members of staff in professorial or equivalent grades. v) Considers and determines annually, or as may be required from time to time in particular instances, the level of responsibility allowances paid to office holders.

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
	√ 10.4	√ 10.3 University Management	<p>10.2 Terms and Conditions – the responsibility remains with the Council reported through the Staff Strategy Committee. The Senate has the power to review from time to time the duties and conditions of service of all members of the academic staff (Statute 16 (6))</p> <p>10.3 Pay structures have been delegated to the University management, through the Vice-Chancellor, following negotiations with unions.</p> <p>10.4 The Council can determine to adhere to the national pay bargaining agreement or not.</p>
11. To approve the procedures for the appointment of members of the academic staff.	√ 11.1 (via Staff Strategy Committee)	√ 11.2 The Senate, The Vice-Chancellor and Heads of Units	<p>11.1 The policy for appointment procedures is approved by the Council on the advice of the Staff Strategy Committee.</p> <p>11.2 The Senate has the power to appoint all members of the academic staff in accordance with procedures approved by the Council (Statute 16 (7)). Delegation of the operation of procedures is to the Vice-Chancellor and Heads of Units.</p>
12. To regular the appointment of all other members of the University staff, and to supervise the salaries and conditions of tenure of post to which it appoints.		√ Staff Strategy Committee	<p>The Staff Strategy Committee advises the Council, subject to the powers of Senate in respect of academic staff, on the determination of policies and strategies concerning the University's full-time and part-time staff.</p> <p>It monitors the implementation of human resources policies and strategies within the University.</p>

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
<p>13. On the recommendation of the Senate, to establish the organs of academic administration, to prescribe their constitution and functions, and to modify or revise the same.</p>	<p>√ 13.1</p> <p>√ 13.2</p> <p>√ 13.3</p>	<p>√ 13.1</p> <p>√ 13.2</p>	<p>13.1 New faculty structures are approved by the Council on the recommendation of the Strategic Planning and Resources Committee, if there are significant resources/reputational implications. Otherwise the power is delegated to the Senate.</p> <p>13.2 The abolition of faculties and centres would come to the Council for approval if there are significant resource/reputational implications. Otherwise the power is delegated to the Senate.</p> <p>13.3 The Senate constitution requires approval from the Council. Council would expect to review the academic governance structure through the Senate's annual effectiveness report.</p>
<p>14. To establish joint committees of the Council and representatives of the students and to prescribe the method of appointment of such representatives and the functions of such committees.</p>	<p>√</p>		
<p>15. To review the work of the University and of bodies approved by the University to act on its behalf in offering validated qualifications, and of such other higher education institutions, having the power to grant degrees and other academic distinctions, as are approved by the University to act jointly with it in the award of such qualifications and, subject to the powers of the Senate, to take such steps as it thinks proper for the purpose of advancing the interests of the University and such bodies as aforesaid, maintaining efficiency and standards, encouraging teaching, the pursuit of learning and the prosecution of research therein.</p>	<p>√</p>		

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
16. On the recommendation of the Senate to provide as necessary for the welfare of the students of the University.	√ 16.1	√16.2 The Senate	16.1 The Council retains the overall responsibility for the welfare of students. Strategies with major resource implications require Council approval (eg. fees policies). 16.2 Codes of practice for student discipline etc. are delegated to the Senate
17. After consultation with the Senate, to determine all University fees.	√	√ Strategic Planning & Resources Committee	Setting of specific fees has been devolved to the SPRC. The Council retains the responsibility for approving of fees policies.
18. On the recommendation of the Senate and subject to any conditions made by the founders, to institute Fellowships, Scholarships, Studentships, Prizes and other aids to study and research.		√ University Management	
Financial Management			
19. To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the University, and for that purpose to appoint a Finance Committee with a constitution and delegated powers as determined by the Council, Bankers and any other officers or agents whom it may seem expedient to appoint, provided that before determining any question of finance which directly affects the educational policy of the University the Council shall first seek and consider the views of the Senate.	√		a) The Finance Committee oversees and reviews financial matters and makes recommendations to the Council. The Treasurer is the Chair of the Finance Committee (Fin. Reg. 1.3.2). b) The Council approves the annual financial statements on the recommendation of the Finance Committee. c) The Council is responsible for the establishment and disposal of subsidiary undertakings.

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			<p>d) The Council is responsible for the approval of the audit fee on the recommendation of the Audit Committee together with the appointment of the external auditor, the policy for the provision of non audit services provided by the external auditor and any questions of resignation and dismissal of the external auditor.</p>
<p>20. To invest, on the advice of the Finance Committee and the Treasurer, any moneys belonging to the University in such stocks, funds, fully paid shares or securities as the Council shall from time to time think fit, whether within the United Kingdom or not or in the purchase of freehold or leasehold hereditaments in the United Kingdom including rents. Provided that in the case of moneys held by the University as trustees the powers conferred by the paragraph shall be exercised subject to the provisions of the law relating to investment by trustees</p>		<p>√ The Finance Committee/The Finance Director</p>	<p>The Finance Director is responsible for managing the working capital of the University to provide the maximum funds available. (Fin.Reggs 6.6.1.)</p> <p>The Finance Director shall invest surplus funds in accordance with an Investment Policy approved by Finance Committee. The contents of the policy are set out in the Financial Procedures and shall reflect the public source of some of the funds available (Fin.Reggs 6.6.2)*</p> <p>The University does not hold money as a Trustee.</p>
<p>21. To sell, buy, exchange, lease and accept leases of real and personal property on behalf of the University.</p>	<p>√ 21.1</p>	<p>√ The Finance Committee and The Estates Committee</p>	<p>21.1 The Council retains approval for capital projects over £5M.</p>
<p>22. To provide and maintain the buildings, premises, furniture, apparatus, services and other means needed for carrying on the work of the University.</p>		<p>√ The Estates Committee</p>	<p>Responsibility is delegated to the Estates Committee.</p> <p>The Estates Committee terms of reference state:</p> <p>“To consider the development of the Estates service, amenities and the working environment to advise University officers, the Strategic Planning and Resources Committee and the Council as appropriate.”</p>

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
23. To borrow money on behalf of the University and for that purpose, if the Council thinks fit, to mortgage or charge all or any part of the property of the University whether real or personal, and to give such other security as the Council shall think fit.		√ The Finance Committee/The Finance Director	<p>The Financial Regulations (6.7) state: “The Finance Director is responsible for short-term borrowing to meet day-to-day cash shortfalls within limits approved by Finance Committee.</p> <p>All borrowing shall be subject to the approval of Finance Committee, who will consider the necessity of the loan, the reasonableness of the terms and the University’s ability to repay”</p>
24. To enter into, vary, carry out or cancel contracts on behalf of the University.		√ Management	<p>This power is delegated to the management and the Financial Regulations determine the signatures for specific types of contracts.</p> <p>Regulation 3.2.4</p> <p>“Contracts shall be signed only by the Vice-Chancellor, University Secretary, Finance Director, Head of Contract Services, Contracts Manager or such other person approved by the Finance Director.”</p>
25. To make provision for schemes of insurance, superannuation, pensions or retirement benefits for all members of the academic and other staff, and so far as the Council shall think fit for other employees of the University or their dependents.	√ 25.2	√ 25.1 The Finance Committee/The Finance Director	<p>25.1 The University’s Financial Regulation (3.1) state: “The Finance Director is responsible for arranging insurance cover, maintaining records and administering claims. The insurance programme shall be reviewed annually and Finance Committee shall have the opportunity of advising on the level of cover required.”</p> <p>The levels of cover and premiums are reported annually to Finance Committee.</p> <p>25.2 The Council retains the power of approval for superannuation schemes. The Staff Strategy Committee and the Finance Committee</p>

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			recommend provisions.
		√ 25.3 Remuneration Committee	<p>25.3a) Early retirement benefits are delegated to the Remuneration Committee which considers and determines matters relating to the early retirement, voluntary severance or other special termination arrangements of the Vice-Chancellor, the University Secretary and the Pro-Vice-Chancellors.</p> <p>b) A panel reporting to the Remuneration Committee annually considers early retirement benefits for other university staff.</p>
26. To select a Seal, Arms and Insignia for the University and to have the sole custody and use of the Seal.	√ 26.1	√ 26.2 Council members/ University Officers	<p>26.1 The Council will select the seal, arms and insignia for the University.</p> <p>26.2 The Financial Regulations (7.3.1) state: “All deed and documents required to be sealed by the University must be sealed in the presence of and signed by two persons who must be two Council members or one Council member and one officer authorised to sign contracts made under Regulations 3.2.4 or two such officers. The regulation is set out in paragraph 24 above.</p>
27. To prescribe forms of official and academic dress.		√ The Senate	This power is delegated to the Senate.
28. To confirm Regulations submitted by the Senate for any matters in respect of which Regulations are authorised to be made.		√ The Senate	These regulations are related to academic issues and confirmation is delegated to the Senate.

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
<p>29. Generally to exercise all such powers as are or as may be conferred on the Council by the Charter and the Statutes, including the power to make Ordinances in the exercise of the powers expressly set out above, and of all other powers vested in the Council.</p>	√		
<p>30. <u>Statute 19</u> Congregation – conferring of degrees, Statute 19 states:</p> <ol style="list-style-type: none"> 1 For the purpose of conferring degrees of the University, there shall be held a meeting of members of the Senate and Council which shall be called a Congregation. 2. A Congregation shall be held at least once every year at such time and place and shall be determined by the Senate, and shall be presided over by the Chancellor or, in his absence, by the Vice-Chancellor or another Officer of the University designated by the Chancellor to act on his behalf for the occasion. 3. The procedure for summoning a Congregation for the presentation of graduands and for the conferring of Degrees in absentia, and all other matters relating to Congregation shall be determined by the Senate. 4. Subject to the approval of the Council, the Senate may delegate by regulation any powers conferred upon it by the Statute to any person or body of persons constituted for the purpose.” 		<p>√ The Pro-Vice-Chancellor (Curriculum and Qualifications) and The Head of Assessment and Credit Qualifications</p>	<p>This responsibility is delegated to eliminate the risk of confirming degrees outside the area of expertise needed to ensure that the process is correctly interpreted.</p>

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
<p>31. <u>Statute 20</u></p> <p>The Pro-Chancellor, the Treasurer and any member of the Council (other than Ex-officio Member or member of the academic staff to whom Statute 21 applies) may be removed from office for good cause by the Council. No person shall be removed from office by the Council unless he shall have been given a reasonable opportunity of being heard by the Council.</p>	√		
<p>32. <u>Statute 21</u></p> <p>Statute 21 relates to specific procedures for academic staff in relation to redundancy, discipline, dismissal, removal from office and grievance.</p>	√ 32.2	√ 32.1	<p>32.1 In Statute 21, the Council is responsible, in these procedures, for appointing the committees, tribunals or boards relevant to each process. This role has been delegated by the Council to a Nominating Advisory Committee for disciplinary and grievance procedures, dismissal procedures and procedures for removal for incapacity on medical grounds.</p> <p>The Council appoints a Senate member of the Council to the Nominating Advisory Committee.</p> <p>32.2 The Council retains its powers relating to redundancy procedures.</p>

THE COUNCIL AND THE SENATE

Relative Roles and Responsibilities

- 1 The Open University was established by Charter on 23 April 1969. It has a bicameral system of governance.

THE COUNCIL

- 2 The University's executive governing body is the Council, which is supported by a number of subcommittees. The Council is the body corporate, the owner of the assets of the institution and the employer. It is the equivalent to a board of directors in a private sector company. The Council has the ultimate authority within the OU, but it has to respect the views of the Senate in academic matters.
- 3 Subject to the powers of the Senate, the Council exercises general control over the affairs of the University. It is responsible for overseeing the University's activities, determining its future direction and fostering an environment in which the University's mission is achieved and the potential of all learners maximised. It ensures compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance. The Council is entrusted with funds, both public and private, and therefore has a particular duty to observe the highest standards of corporate governance.
- 4 The Council, with the support of its specialist subcommittees, is responsible for strategic planning, monitoring institutional effectiveness and performance, finance, audit, estate and property management, staff matters, equality and diversity, health and safety, and the Students Association. Further information on the specific duties of the Council can be found in its constitution and standing orders, which are available on the Governance website.
- 5 The Council has a membership of 25. The majority are external non-executive members, appointed by the Council, on the recommendation of the Membership Committee, against a list of criteria that is used to ensure a balance of experience and expertise. The chair, the Pro-Chancellor, is one of the external members. There is also one executive member, the Vice-Chancellor, five members of the Senate, the President of the OU Students' Association (OUSA) and one other student, two Associate Lecturers and one member of the non-academic staff.
- 6 Council members may serve a term of four years, which can be renewed by a further term, up to a maximum of eight years. All Council members are appointed against a number of expectations and responsibilities, which are set out in the recruitment pack and again when the member joins the Council. Further information on the role and responsibilities of Council members can be found as part of the Council standing orders, which are available on the Governance website.
- 7 The Council and its committees exercise their responsibilities in a corporate manner: decisions are taken collectively by all of the members acting as a body. Members exercise their responsibilities in the interests of the institution as a whole rather than in a personal or individual capacity, or as a representative of any constituency. Members

nominated or appointed by particular constituencies should not act as if delegated by the group they represent.

- 8 The agendas for Council meetings consist of a mix of strategic business, regular formal business and fiduciary items, and governance and membership items. Strategic business is identified through discussion of the University's cycle of business at the Vice-Chancellor's Executive (VCE) meetings against the Council's remit in approving the University's strategic direction, and also through discussion between the chair of the Council and the Vice-Chancellor. Typical items include papers on the OU's Strategic Plan and International Strategy. The regular business is dictated by established timetables, for example, the approval of the University's annual Financial Statements. The Council committees provide regular and annual reports to the Council, as does the Vice-Chancellor. Governance and membership business is discussed by the Council as the need arises. The Council itself may request items. The agendas and minutes for Council meetings are available on the Governance website.

The Council Committees

- 9 Much of the detailed business of the Council is conducted through its specialist committees, which advise the Council on Audit, Development (fundraising), Estates, Finance, Membership, Remuneration and Staff Strategy (which also reviews equality and diversity, and health and safety). The Council's committees are chaired by external members of the Council. The Council receives reports and assurances regularly and annually from these committees and retains ultimate authority for decisions made on its behalf.

STRATEGIC PLANNING AND RESOURCES COMMITTEE

- 10 The Strategic Planning and Resources Committee (SPRC) is a joint committee of the Council and the Senate, and reports regularly to both. Where appropriate, it takes account of the views of the Senate before recommending, for approval by the Council, the broad strategy and priorities for the University. SPRC's membership includes members of both the Council and the Senate.

THE SENATE

- 11 The Senate is the academic authority of the University, below which is a substructure consisting of policy committees and faculty or central academic unit committees.
- 12 Subject to the powers reserved for the Council, the Senate is responsible for promoting the academic work of the University in teaching, learning, and research. The Senate oversees the University's academic management, including the curriculum and all aspects of quality and standards associated with the University as a degree-awarding body. It has the power to make regulations, including those which (subject to the approval of the Council) delegate any of its powers
- 13 The Senate, with the support of its specialist sub-committees, determines academic strategy and policy frameworks, as well as plans and priorities, in order to further the objects of the University, particularly in the areas of academic quality assurance (including the University's engagement with external quality assurance processes), curriculum, assessment and qualifications (including collaborative arrangements), learning, teaching and student policy and support, and research. It is responsible for monitoring, and reviewing actions against such frameworks and institutional performance. Further information on the specific duties of the Senate can be found in its constitution and standing orders, which are available on the Governance website.

- 14 The Senate has a membership of 108 with an academic majority. It is chaired by the Vice-Chancellor and comprises ex-officio members, such as the Pro-Vice-Chancellors, Deans and some other officers; appointed members, including fifty-seven representatives of the academic and research staff, six Associate Lecturers, six students and 14 academic-related staff; and members, such as the national directors, who may be co-opted to fill gaps in experience.
- 15 Academic and research staff and academic-related staff are elected to the Senate by their constituency. Elections are conducted by means of a secret ballot, using the single transferable vote (STV) system. Members normally serve for a period of four years, subject to agreed provisions for rotation, and are eligible for reappointment on the expiration of their term of office. Senate appointed members of the Council may only serve for a maximum of two periods of four years.
- 16 The Senate and its committees exercise their responsibilities in a corporate manner, with decisions taken collectively in the interests of the institution as a whole. Members conduct themselves in accordance with accepted standards of behaviour in public life. They should not act individually or as representatives of a constituency or take decisions on an informal basis outside the constitutional framework. When speaking or voting, they should not be bound by mandates given to them by others. Further information on the role and responsibilities of Senate members can be found as part of the Senate constitution and standing orders, which are available on the Governance website.
- 17 The agenda items for Senate meetings concentrate on issues of academic strategy, policy, priority and performance. Typical major discussion items include papers such as the Curriculum Strategy, the Learning and Teaching Strategy and the Postgraduate Strategy, as well as reports on audits by the Quality Assurance Agency for Higher Education in England (QAA) and the Student Support Review. The Senate receives regular reports from the Vice-Chancellor, and it considers changes to academic size and shape, qualification regulations, codes of practice and academic policy. The Senate approves the award of Honorary Degrees and the appointment of Emeritus Professors. The agendas and minutes for Senate meetings are available on the Governance website.

The Senate Subcommittees

- 18 The Senate is supported by a structure of policy and specialist committees that advise the Senate in areas such as Curriculum and Qualifications, Learning, Teaching and Student Support, Research, and Quality Assurance and Enhancement, and that handle the more detailed business. The Senate receives reports and assurances regularly and annually from these committees and retains ultimate authority for decisions made on its behalf. Faculty committees are committees of the Senate, although they normally report to the policy committees of the Senate.

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