

The Governing Council: Terms of Reference and Statement of Primary Responsibility

Introduction

The Higher Education Code of Governance stipulates that the governing body has a responsibility for all decisions that might have significant reputational or financial implications (including significant partnerships or collaborations). It must therefore seek assurance that the institution meets all legal and regulatory requirements imposed on it as a corporate body. The RAU is constituted as a company and an exempt charity, and governing body members are the company's directors and trustees respectively.

Membership

The Governing Council shall be comprised of no less than six nor more than twelve independent Governors, not more than two co-opted members, the Vice-Chancellor, a student and staff Governor. Members shall be recommended by full Governing Council following a selection process run by the Nomination Committee.

Quorum

The quorum necessary for the transaction of business shall be one third of Governors.

Frequency of meetings

The Governing Council shall meet at least five times a year at appropriate intervals.

Key purpose/overview of role of Governing Council

The purpose of the Governing Council includes:

1. To shape, define and review the University's mission, vision and strategic direction, and monitor progress continuously against agreed goals;
2. To appoint, appraise the performance, and dismiss the Vice-Chancellor;
3. To require and monitor management systems in place to ensure compliance with statutory and regulatory obligations;
4. To ensure delegated responsibilities and authorities are clearly defined for Governing Council Committees (Finance and Estates, Audit and Risk, Nomination and Remuneration) and *ad hoc* committees, the Vice-Chancellor and other executive officers of the University;
5. To ensure the appropriate risk management procedures and associated internal controls are established and effectively maintained;
6. To approve and monitor commercial undertakings;
7. To oversee the effective and prudential operation of the University and assess performance against key performance indicators agreed with management, including:

- i. To approve and monitor the University's budget, financial plans and key risks to be managed by executive officers; and
 - ii. To ensure the University's assets and sources are properly managed; and
8. To manage effectively its own operations, including the appointment of the chair of the Council, Vice-Chair, Chairs of standing committees and *ad hoc* committees, selection of new members of the Council and their induction, and the proper execution of members' fiduciary duties.

Duties/Powers Reserved to the Council

The following powers are reserved to Council as detailed in the Articles of Association (section 76-77):

1. Approve and amend the Articles of Association;
2. To determine the educational character and mission in accordance with the University's governing documents and to oversee its activities;
3. To approve the annual financial accounts of the University, as certified by the Auditors and to approve the annual report of the activities of the University;
4. To appoint or dismiss an Auditor or Auditors;
5. To ensure the solvency of the University and the safeguarding of its assets;
6. To approve long-term plans for the development and success of the University and the courses of study it offers;
7. To appoint, suspend or dismiss the Vice-Presidents or Presidents;
8. To appoint, suspend or dismiss the Vice-Chancellor and determine the Vice-Chancellor's pay and conditions of service;
9. To ensure that academic staff have freedom to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy or losing their posts or any privileges they may have at the University;
10. On the recommendation of the Vice-Chancellor to agree the structure of the Vice-Chancellor's senior leadership team;
11. To borrow money, and to mortgage or charge the whole or any part or parts of its undertaking and property, and to issue debt, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the University or of any third party;
12. To publish an annual report on the activities of the University;
13. Following recommendations of the Academic Board or Vice-Chancellor, to approve the conferring of Honorary Degrees or other honorary distinctions; and
14. To establish such committees of the Governors of the University as it sees fit from time to time.

Powers 1-14 may not be delegated

Approved: Governing Council
Date: 12 March 2020