The Duties of Council Members

In order to fulfil its role and demonstrate effective governance the Council and the College require that all members of Council contribute fully by fulfilling their duties individually and collectively:

1. Council members are expected to comply with the seven principles of Standards in Public Life (the Nolan Principles) namely; Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty and Leadership.

2. Members of Council have an overriding duty to act in the best interests of the College by ensuring that funds and property are used only in accordance with the RHBNC Act and standing Orders, the Financial Memorandum between the College and the HEFCE and the College’s charitable status. There is an obligation to act reasonably and this includes taking into account any guidance issued by such bodies as HEFCE, CUC, the National Audit Office, the Public Accounts Committee et al (comply or explain).

3. All Members of Council have equal status and exercise their responsibilities in the interests of the University as a whole. No member of Council should act in a way that represents any particular internal or external constituency. Council members should participate in open and honest debate and all members have collective responsibility for the decisions reached by Council.

4. Members have a duty to attend the Council meetings and the meetings of any committees to which they have been appointed and to give timely apologies for absence on any occasion when they are unable to attend. Meeting dates are planned well in advance to support attendance.

5. Members are expected to use their knowledge and skills to make constructive and rational contributions to debate, to apply strategic insight to complex issues and to offer constructive challenge to the College, recognising the proper separation between governance and management. To this end members are expected to have prepared in advance of the meeting in order to be able to contribute to discussion, ask questions and influence informed collective decision making.

6. Members are expected to have a strong commitment to Higher Education and the values, aims and objectives of the College and take an interest in, and keep themselves up to date on, issues affecting the business of the College. They are expected to act as ambassadors and advocates for the College, promoting its activities and strategic aims in the wider community.

7. Council aims to conduct its business so far as possible in an open manner. Where particular items of business preclude this all members must respect the confidentiality of Council business.

8. External members have a wide range of expertise and specialist skills, and apply balanced and independent judgement to the Council’s deliberations. Staff and student members bring the same broad range of qualities as external members and in addition they bring specific and general knowledge and understanding of the College work and culture.
9. It is recognised that the particular knowledge and understanding that staff and student members bring to Council debate, while valuable, can give rise to perceived conflicts of interest, and the fact that they are internal stakeholders of the College as well as governing body members can sometimes lead to uncertainty as to their role on Council. This duality should not, however, be allowed to confuse the key principle that all Council members have a corporate responsibility and that this overrides their role as representatives of particular groups within the College.

10. Council promotes equality and diversity throughout the institution, including in relation to its own operation and members are required to submit an annual return to the skills register.

11. Members have a general duty to avoid perceived or actual conflicts of interest between their own private, public and professional life and that of the College. Members are required to submit an annual declaration of interests and to declare, as soon as it arises, any conflict of interest with an agenda item.

12. Members may from time to time, and in accordance with the Regulations of Council and Financial Regulations, be asked to witness the application of the College seal and act as a formal signatory to sealed documents on behalf of the College.

Time Commitment

13. Membership of Council requires attendance, normally, at five Council meetings per year in addition to a 1.5 day residential Strategy day meeting. Council meetings usually last for no more than three hours and preparation in advance is required.

14. Members may be asked to serve on a Committee of Council. Committees meet throughout the year and the frequency of meetings varies dependent upon the committee’s role; normally between 2 and five times per academic year. Committee meetings usually last for no longer than two hours and preparation in advance is required.

15. All Council members are required to attend an induction at the College before they may participate at Council. Members will be required to attend externally organised briefings or training if appropriate.

Professional indemnity of members of Council

16. Individual members of Council are covered by the College’s Directors’ and Officers’ Liability insurance policy in respect of the costs of any claim of negligence which may be made against them in the carrying out of their duties as a member of Council.

Trustee responsibilities

17. The College has charitable status, and members of Council are charitable trustees, subject to the obligations this imposes under charity law. They are expected to discharge their duties of compliance, prudence and care and to accept ultimate responsibility for the affairs of the College and for ensuring that it delivers its charitable objectives for the public benefit.
18. **The Founder's Endowment Fund**: All Members of Council are automatically Trustees of the Founder's Endowment Fund and are responsible for the administration and management of the Trust fund.

19. **The Hilda Martindale Trust**: Council is responsible for the appointment of the Trustees of the Hilda Martindale Trust and receives annual accounts and a report of awards made.

*The Charity Commission provides detailed information about the responsibilities of charitable trustees.*

Approved by Council May 2016