

Companion piece to draft statutes

This document is intended to be read alongside the draft statutes as it highlights where changes from the current statutes have been made and explains the reasoning for these suggested changes.

There are a number of references to the Regulations of Council. According to the RHBNC Act these are made by the Council to carry out the objects of the College or for laying down the conduct of its meetings or affairs and all other matters relating to Council. The Terms of Reference for Council Executive state that the committee shall "review and recommend to Council, changes to the College's regulations and Statutes". The lawyers have advised that a significant portion of the current statutes refer to matters outside the interests of the Privy Council but remain at the discretion of Council. For clarification purposes, Appendix 1 lists the possible changes to the Regulations of Council pending the outcome of consultation around these proposed statutes.

Section 1: Interpretation & definitions

There will be a full set of definitions listed as per the current statutes but these are not specified here as the list may change. The definition for a resolution of Council is added as it was felt by the statutes working group that the statutes often refer to it but no definition is offered.

The Principles of the statutes have been considered by Project Board at its meetings on 8 October and 4 November. It is a principle of the College that the College will treat students, staff or others purely on the basis of their merits, abilities and potential, and ensure that they have equality of opportunity, regardless of gender, race, age, socio-economic background, disability, religious or political beliefs, trade union membership, family circumstance, sexual orientation, or other irrelevant distinction. However it is felt that a statement to this effect should not be included in statutes as the principle is upheld by virtue of our conduct and is enshrined in law.

Section 2: Council

The working group wanted to make clear the purpose and powers of the Council which is copied from the RHNBC Act.

2.1 Responsibilities

To list all the powers of Council in Statute would go against one of the main aims of this Project, being to create a shorter and more manageable governing document. Instead, it was considered that it would be of more use to list those powers which Council may not delegate to ensure that certain actions could only be taken by Council. This is a new statute.

The statute regarding collective responsibility and equal rights of Council members has been removed by the lawyers because this principle is independent in law. The Project Board recommends that this statement be placed in Council Regulations, stipulating that all members will receive an induction where they will receive information about their role and responsibilities.

2.2 Composition

This covers the current statute 3. There is no change to the number of Council members or to the split between staff and student members. For ease of use the statutes have been rearranged by member type rather than function, i.e. filling of vacancies etc.

Currently the SURHUL president is both an ex officio member and a student member. This has been changed so that the SURHUL President is a member by virtue of their role only, similar to the College Principal. The SURHUL General Meeting has proposed that the office of President should be removed. Council has noted that it finds the use of the term 'President' to be very helpful and clear, as it makes clear that the member of Council present by virtue of their office in the Students' Union is a representative of a corporate body. The Project Board notes that it should remain the case that Council has one elected student member, and one ex officio representative of the Students' Union as a corporate body, whatever the term used in the final statute if not "President". The terminology to be used can be explored through consultation.

2.3 Independent members

The group recommends that the term lay members is revised to independent members so as to fit in with current terminology. The section has been rearranged to combine various elements of current statutes 5, 6 and 7.

2.4 Staff and student members

This statute draws together the previously disparate elements of statutes 5, 6 and 7 relating to period of office, filling of vacancies, and vacation of office which concern these categories of member. The terms of office for staff and student have both been aligned to start on 1 August.

The Project Board would like to consult over whether "election" of members might be revised to "selection" of members, which would allow staff and students to be admitted to Council in the same way as independent members should this be desirable, thus ensuring that the mix of such members serving on Council is more representative of the diversity within our staff and students than can be delivered through the current election procedures. It is proposed that this be investigated in greater detail through consultation, the outcome of which will inform the procedures for admittance established in the Regulations. If the process of selection of staff members becomes the same as or similar to that followed for the selection of independent members, it would seem appropriate to bring the terms of office for these two categories of member into line, with both independent and staff members potentially serving two terms of four years, while retaining the right to offer a third term of up to two years to independent members if circumstances require this

(for example, if a large number of independent members are all due to leave Council at the same, this provision would allow Council to retain some experienced people for their expertise while new members became familiar with the business of Council). It is proposed to keep the maximum of 12 years for the Chair of Council which would mean their third term would be a further 4 years. This is an area to explore through consultation.

2.5 Casual vacancies

Currently if a Council member leaves office before the end of their term, their replacement serves the remainder of that term, and this is known as a casual vacancy. It is worth noting that it is not unusual for Council to carry a vacancy for a lengthy period of time, particularly where the remainder of a term is less than 12 months. Legal advice is that there is no requirement for the casual vacancy system to be in place for either independent or staff members of Council but it should remain for the selected student member, and this is what is proposed in the draft statutes. The sabbatical officer from the Students' Union has been placed in the category of ex officio member, alongside the Principal, and a vacancy mid-term would be resolved in the same manner as for the Principal.

2.6 Removal from Office

This statute covers the remaining parts of the current statute 7 which apply to all categories of Council members. The second bullet point is an amalgamation of 7.5 and 7.6. Paragraph 7.7 of the original statute has been strengthened, as the current version allows a member to be removed from office if "required to do so" by a resolution. This was felt to be unfair and had the potential of allowing a member to be voted off without good cause. The revised statutes allow removal from office by resolution where there is reasonable evidence that a Council member is incapable of fulfilling their duties or brings the College into disrepute.

It is thought that the Regulations of Council might usefully detail a procedure for excluding members of Council from particular items of business who it is felt would have a conflict of interest if present, as no clear procedure currently exists. This can be explored through consultation.

2.7 Chair and Vice-Chair

This statute is a reworking of the current statute 4, made slightly shorter by using the phrase "Resolution of Council" as shorthand. The lawyers have confirmed that two Resolutions of Council would be required to remove a Chair or Vice-Chair both from office and then from Council as a whole. It is recommended that this is clarified in the Council Regulations, alongside regulations relating to the selection of Chair and Vice-Chair (see appendix).

2.8 Secretary of Council

The statute relating to the Secretary of Council has been included in the Council section. This elaborates a great deal on the current statute 22 as well as including statute 13 (regarding minutes), firmly placing custodianship of all the minutes of Council and its committees with the Secretary. A very brief overview of the role of Secretary is offered here in bullet points one and two. The third bullet point also assumes that the Secretary would no longer be protected by Statute 25, a matter for consultation.

2.9 Meetings

This statute is an amalgamation of the current statutes 9 and 10. It was felt that statutes 11 and 12 (Chairing of Meetings and Decision Taking) did not need to be remain in statute and could move to the Regulations.

It is recommended that the procedure for calling Special Meetings (currently statute 9(2)) is moved to the Regulations. The lawyers have confirmed that only the meeting quorum needs to be

protected in statute. This means that the requirement for a certain number of meetings each year should be moved to the Regulations.

The Project Board would like to recommend that student members be included in RAB decision. Legal advice has confirmed that there is no reason for students to be prevented from taking part in these discussions, and their inclusion would demonstrate all Council members are equal and treated equally. The Project Board would like to move discussion of Reserved Area of Business from statute to the Regulations. It is thought that the Regulations might usefully detail a procedure for excluding members of Council from particular items of business if it is felt that they may not treat matters of business treated under RAB with due care, in order to safeguard the confidentiality of the business. This can be explored through consultation.

2.10 Committees of the Council

The current statute 14 has been reworded to make the requirements regarding membership easier to understand. It now states that each committee of Council would normally require an independent member to sit on it, rather than just a member. The current statute 15 regarding Finance Committee has been removed. The lawyers have advised that it is not necessary to list specific committees in statute.

2.11 Honorary Awards

The current statute 24 allowing Council to award Honorary Fellowships is unchanged. Based on the current University of London regulations, Council also approves the award of Honorary Degrees from the University of London on behalf of the College. Consideration should be given to whether the College would be able to use its own degree awarding powers to award Royal Holloway Honorary Degrees and if / where this should be reflected in statute. The current statutes would make such an award the responsibility of Academic Board as Statute 16(5)(h) states Academic Board shall "award honorary titles other than Emeritus Reader, Emeritus Professor, or Visiting Professor". The Project Board would like to see this provision retained in statute.

2.12 The Seal

This is a reworded version of the current statute 31.

2.13 Validity of Decisions

This is an updated version of the previous statute 32, General Saving, which has been written by the lawyers. It is recommended that this statute, as in the current statutes, is placed at the very end of the document. While this remains a working document with no end point at present, this statute will remain at the end of the Council section. Once the statutes are completed, the statute will move to the very end.

2.14 Estimates, Investments and Raising of Money

The Project Board noted that the content of the current statute 28 is covered in law, thus can be removed from statute. The Board also note that statutes 29 and 30 appear to be covered in law and the regulatory framework and thus are not required in statute, subject to confirmation by the College's auditors.

Section 3: Academic Board and Structure

The statute outlining the constitution of Academic Board will be drafted after the academic governance working group have completed their review. The Project Board was asked to consider whether the existing Statutes 17 (Faculties) and 18 (Departments) should remain, be reworded or excluded. The current statutes require consultation between Academic Board and Council in relation to the academic structure of the College and this requirement could remain in statute. It should be noted that Privy Council do not require this statute.

Section 4: College Management

4.1 Principal

This includes the existing statute 19 and elaborates on the overall responsibility of the Principal to the College. It is noted that there is currently no list of the statutory powers of the Principal delegated by Council so the second bullet point makes provisions for that list to exist in Council Regulations. The third bullet point is based on the assumption that the Provisions as to the Principal annex to statute 25 would be removed, a matter for consultation.

4.2 College Management

This states that the Principal will appoint his or her own team which would include the Vice-Principals. Legal advice is that Council does not need to be involved in any appointments other than those of the Principal and Secretary of Council, but the final decision as to whether this matter is discussed in statute is at the College's discretion. It is felt that Council should retain its involvement in the selection of a Deputy Principal, and this will be covered in the Regulations.

The proposed statute, drafted by the lawyers, allows the Principal to delegate responsibilities to the College management team as he or she sees fit, subject to any restrictions in the Regulations; the Regulations will contain a list of tasks that cannot be delegated, similar to the list for Council in the statutes. The content of this statute and the associated Regulation are to be developed through consultation.

Section 5: Students' Union

This section covers the previous statute 23 and has purposefully been left as brief as possible as the Project Board would like the feedback of the students before committing the Students' Union to any description in statute. The Students' Union's relationship with Council is determined by law, currently the Education Act 1994.

Legal advice is that statute 20, Jurisdiction Over Students, would be better placed in the terms of admission for all students and appropriate procedures and does not need to sit in the statutes. The terms of admission and appropriate procedures already exist with established approval mechanisms.