

Proposed Structure for Statutes

Section and title	Content mapped from current statutes	Notes
Section 1 – Definitions and principles	Interpretation/definitions	To be drafted by lawyers
	Principles and academic freedom	This section has been created using existing statutes, moved here to emphasise that they are key principles of the whole document and College
Section 2 – Council	Composition of, including period and vacation of office, filling of vacancies	Limited change. Consultation strongly recommended before final decisions as affects staff and student representation – section 2.4
	[Powers of the Council]	New – list of what cannot be delegated
	Officers of Council, including Chair, Vice-Chair, and Secretary of Council	Appointment clarified as by resolution. Selection process moved to regulations. Secretary of Council statute moved to council section
	Quorum of meetings	No change to quorum. Legal recommendation re minimum number of meetings and publication of calendar, working group disagrees
	RAB	Moved to regulations, widen to include student members
	Committees of Council	Legal suggestion that finance, audit and remuneration not required to be specified in statute
	Honorary Fellows	No change
	The Seal	No change
	General Saving	To be moved to end of statutes in final version
	Finance, including raising of money, estimates, accounts and auditor	Not currently in new draft of statutes
Section 3 – Academic Board and structure	Academic Board, including composition, powers, vacation of office, filling of vacancies, responsibility of individuals	To be drafted by a specific working group, expected in 2014 To include a statement that the overall academic structure of the College is a matter for decision by Council in consultation with Academic Board
	Academic structure	Previously referred to departments and faculties. Legal advice received on this matter that not required
Section 4 – College Management	Principal	Expanded on assumption will be removed from statute 25 provision
	Other officers – VPs, Deans	Legal advice received. Thorough consultation required before any decision taken
Section 5 – Students	Students' Union	
	Jurisdiction over students	Removed following legal advice
Section 6 – Employment	Academic employment, including grievances, redundancy and dismissal.	To be drafted by a specific working group, expected in 2014

Section 1: Interpretation & definitions

Definitions

"The Act" means The Royal Holloway and Bedford New College Act 1985

"Auditors" means the internal and external auditors of the College who shall be members of a recognised supervisory body and eligible for appointment under the rules of that body.

"Regulations" means the Regulations of the College

"Resolution of Council" means a decision made by the majority of members present at a quorate meeting of Council. If votes for and against a resolution are equal, the Chair of the meeting shall have a second or casting vote.

"Staff member" shall have the meaning set out in statute xx (*section 2 - composition of Council*)

"Student member" shall have the meaning set out in statute xx (*section 2 - composition of Council*)

"Students' Union" means the Students' Union established in accordance with statute xx (*section 5*)

"University" means the University of London

[definitions relating to academic board, employment / categories of staff, academic structure to be added as required].

Principles of the Statutes

1. The Statutes shall enable the College to promote education, scholarship and research for the public benefit.
2. Academic freedom: Staff, while engaged in teaching and research shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges.
3. The Statutes shall facilitate the good governance and management of the College through the authorities of the College as established by or under the provisions of the Act and the Statutes.

Section 2: Council

There shall be a Council of the College which, subject to the provisions of the Act, shall be the governing and executive body of the College and shall exercise all the powers of the College save to the extent that the Act and Statutes shall otherwise provide.

Responsibilities

The Council is entitled to delegate all or any of its functions, powers and duties to any person or body except for:

- the appointment of the Principal
- the appointment of the Secretary of the Council
- the variation, amendment or revocation of the Statutes and Regulations
- the approval of an academic structure, business plan and budget
- the approval of the College's annual audited accounts
- the appointment of the Auditors of the College.

Composition

The Council shall consist of twenty-five people comprised as below:

- Sixteen independent members who shall be appointed by the Council on the recommendation of the Committee to whom the task of considering new members has been delegated. These individuals shall not be employed or remunerated by the College, nor be registered students of the College. These individuals shall always form the majority of the membership of the Council.
- Three members of non-academic staff and two members of academic staff who shall be elected as dictated by the procedures established in the regulations "staff members". There shall be a further member of academic staff who shall be chosen by the Academic Board.
- One student of the College, as elected by the entire student body "the student member" and
- The Principal of the College and the President of the Students' Union who shall both be ex officio members.

Independent Members

- Independent members of Council shall be appointed for five years in the first instance and may be reappointed for a period of no longer than five years. In exceptional circumstances, an independent member may serve an additional third term of no longer than two years.
- Independent members of Council shall vacate office if they are retained by the College as paid consultants.
- If an independent member of Council vacates office, the Council shall appoint a new member, based upon the recommendation of the Committee to whom the task of considering new members has been delegated. The new member shall be appointed in accordance with statute xx *[see composition]*

Staff & student members

- Staff Members, both academic and non-academic, shall hold office for three years from 1 August. If still eligible for selection at the end of the three years, they may be re-elected for office for a further period of no longer than three years. After this time, they are not eligible

to be reappointed until a full calendar year has passed following their retirement from Council.

- The Student Member shall hold office from 1 August in the year of their election to 31 July in the following calendar year and shall then retire.
- Ex officio members shall remain on Council as long as they hold the relevant office.
- Staff Members and the Student Member shall vacate office if they cease to hold the status of staff or student under which they were elected.
- If a Staff Member vacates office, a replacement must be selected according to the procedures established in the Regulations. The individual who is elected shall hold office as set out statute xx.
- If a Student Member vacates office, a replacement must be elected according to the procedures established in the Regulations. The individual who is elected shall hold office until the date on which the member who vacated office would have retired. The individual is then eligible to serve a further period of no longer than one year.

Removal from Office

- Any member of Council who is absent from three consecutive ordinary meetings shall cease to be a member unless the Council decides otherwise.
- Where there is reasonable evidence that a Council member is incapable of fulfilling their duties or brings the College into disrepute, Council may require them to vacate office by a Resolution of the Council.

Chair & Vice-Chair of Council

- There shall be a Chair and Vice-Chair of the Council who shall be elected by a Resolution of Council.
- The Chair and Vice-Chair shall hold office for a period of time determined by Council but for no longer than five years from the date of the election, and shall then retire. They shall be eligible for re-election for one further period of no longer than two years, as long as this does not cause the total length of their service on Council to exceed twelve years. In exceptional circumstances, the Council may extend the period of office by a further year.
- The Chair and Vice-Chair may be removed from office by a Resolution of Council.

Meetings

- The quorum of all meetings shall be twelve, with a majority of independent members.

Committees of Council

- Council shall create committees to fulfil specific tasks as delegated to them. The membership of such committees shall be prescribed by Council and each committee shall normally include at least one independent Council member.
- The Council may amend the membership and terms of reference for any committees and has the power to dissolve them. The Council shall also prescribe the quorum of such committees.

Secretary of Council

- There shall be a Secretary of the Council who shall be appointed by the Council. The Secretary shall oversee compliance with relevant legislation, University and College Regulations, College policies and governance structures.
- It is the responsibility of the Secretary to ensure that minutes shall be taken of all formal meetings of Council and its committees. These minutes shall be agreed by those present and signed by the Chair as an accurate record.
- Council alone has the power to remove or accept the resignation of the Secretary in accordance with processes detailed in the Regulations.

Honorary Awards

- The Council shall have the power to award the title of Honorary Fellow to individuals who have been nominated and considered as per the procedures laid out in the Regulations.
- An Honorary Fellowship may be resigned by informing the Secretary of the Council in writing. An Honorary Fellowship may be rescinded by a vote of the majority of the members of the Council present at a quorate meeting.

The Seal

- The Council shall have sole use of the Common Seal of the College. Arrangements for its safe keeping and manner of authentication shall be prescribed by the Regulations.

Validity of Decisions

Decisions taken at a meeting of Council (or of any of its committees) shall not be invalidated because of:

- a procedural defect of which the Council (or the relevant committee) is unaware at the time, provided that the defect, once identified, is at the earliest reasonable opportunity brought to the attention of the Council (or the relevant committee) and the Council (or the relevant committee) is asked to consider whether the decision should stand;
- a technical defect in the appointment of a Council Member (or a committee member) of which the Council (or the relevant committee) is unaware at the time;
- a technical defect in the giving of notice of which the Council (or the relevant committee) is unaware at the time; or
- a vacancy in the membership of the Council or of the relevant committee.

Section 3: Academic Board and Structure

Constitution of Academic Board

- to be drafted after work of academic governance working group has been completed.

Academic Structure of College

- there will be a statute that states that the overall academic structure of the College shall be determined by Council in consultation with Academic Board.

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Section 4: College Management

Principal

- There shall be a Principal of the College who shall be appointed by the Council in accordance with procedures as set out in the Regulations.
- The Principal shall be responsible to Council for ensuring the objects of the College are fulfilled, maintaining and promoting efficiency and good order within the College and shall have such powers and duties as set out in the Regulations or as otherwise delegated by the Council.
- Council alone has the power to remove or accept the resignation of the Principal in accordance with procedures set out in the Regulations.
- Should there be a vacancy in the office of the Principal, or the Principal is unable to fulfil his or her duties through significant absence, inability or incapacity, the Council shall appoint an acting Principal for such period and on such conditions as Council may determine.

College Management

- The Principal shall appoint a team of individuals to form a College management team to assist in the efficient and effective management of the College and to ensure the College is fulfilling its academic objects. The Principal may delegate his / her responsibilities to the College management team subject to any restrictions placed on such delegations in the Regulations.

Section 5: Students' Union

- There shall be a Students' Union of the College which shall conduct and manage its own affairs in accordance with its constitution, which shall be approved by Council.
- The primary concern of the Students' Union is the welfare of students and to represent them in all matters affecting their interests.

Section 6: Employment

To be drafted later in 2014.

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