



# College Statutes

Approved by Privy Council 6 July 2016  
In effect from 1 August 2016

## **Statute 1: INTERPRETATION:**

1. In these Statutes unless the context otherwise requires:

<b>"Academic Board"</b>	shall have the meaning set out in Section 9 of the Act.
<b>"Academic Board Member"</b>	means a member of the Academic Board of the College appointed in accordance with Statute 5.
<b>"Academic Units"</b>	means the organisational bodies which comprise the academic offering of the College as determined by Council from time to time in accordance with Statute 6.
<b>"the Act"</b>	means The Royal Holloway and Bedford New College Act 1985.
<b>"Auditors"</b>	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.
<b>"College"</b>	means Royal Holloway and Bedford New College.
<b>"Council"</b>	shall have the meaning set out in Section 6 of the Act.
<b>"Independent Member"</b>	means a member of Council who shall not be employed or remunerated by the College nor be a registered student of the College during their terms of office.
<b>"Management Team"</b>	means the team of individuals appointed by the Principal to facilitate the efficient and effective management of the College in accordance with Statute 8.
<b>"Meeting"</b>	means includes, except where inconsistent with any legal obligation: <ul style="list-style-type: none"><li>• a physical meeting</li><li>• a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation;</li></ul> and <ul style="list-style-type: none"><li>• telephone conferencing,</li></ul>
<b>"Member's Code of Conduct"</b>	means the roles and responsibilities of the Members of Council approved by a Resolution of Council.
<b>"Member of Academic Staff"</b>	means any person appointed to a post designated by the Council as academic staff of the College.
<b>"Member of Council"</b>	means an individual appointed to act as a charity trustee of the College in accordance with Statute 3(3).
<b>"Members of Non- Academic Staff"</b>	means the members of staff of the College who are not Members of Academic Staff.
<b>"Regulations"</b>	means regulations approved by Council or Academic Board to regulate the conduct of College activity.
<b>"Resolution of Council"</b>	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.

<b>"Staff Member of Council"</b>	means a Council Member appointed in accordance with Statute 3(3.2) or 3(3.3).
<b>"Standing Orders"</b>	means regulations made by Council in accordance with section 8 of the Act to regulate its business or that of its committees.
<b>"Standing Orders of Academic Board"</b>	means standing orders made by Academic Board pursuant to the delegated authority of Council (as may be restricted in these Statutes) to regulate the business of the Academic Board.
<b>"Student Members of Council"</b>	means the President of the Students' Union and the student elected in accordance with Statute 3(3.4)
<b>"Students' Union"</b>	means the Students' Union established in accordance with Statute 10(1).
<b>"University"</b>	means the University of London.

2. These Statutes shall be interpreted in such a manner that they do not conflict with the Act.

## **Statute 2: PRINCIPLES OF THE STATUTES**

1. The Council and Academic Board of the College, as established by or under the provisions of the Act and these Statutes, shall facilitate the good governance and management of the College.

## **Statute 3: COUNCIL**

1. Subject to the provisions of the Act and these Statutes, the Council shall exercise all the powers of the College which it may delegate to any person or to any body of the College.
2. The Council may not delegate responsibility for:
  - 2.1 the appointment of the Principal;
  - 2.2 the appointment of the Secretary to Council;
  - 2.3 the variation, amendment or revocation of the Statutes and Standing Orders;
  - 2.4 the approval of the College strategy or business plan, budget and academic structure;
  - 2.5 the approval of the College annual audited accounts; or
  - 2.6 the appointment of the Auditors of the College.
3. The Council shall consist of twenty-five individuals who shall be the charity trustees of the College as follows:
  - 3.1 Sixteen Independent Members who shall be appointed by the Council in accordance with the procedures prescribed in the Standing Orders. The Independent Members shall always form the majority of the membership of the Council;
  - 3.2 Three Members of Academic Staff who shall be elected in accordance with the procedures prescribed in the Standing Orders;

- 3.3 Three Members of Non-Academic Staff who shall be elected in accordance with the procedures prescribed in the Standing Orders;
  - 3.4 One student of the College, as elected by the entire student body of the College in accordance with procedures established by the Students' Union;
  - 3.5 The Principal of the College who shall be an ex officio member; and
  - 3.6 The President of the Students' Union who shall be an ex officio member.
4. Independent Members shall be appointed for five years in the first instance and may be reappointed for a further period of no longer than five years.
  5. If an Independent Member vacates office, the Council shall appoint a new Independent Member, based upon the recommendation of the Committee to whom the task of considering new Council members has been delegated.
  6. A Staff Member of Council shall hold office for three years in the first instance. If still eligible for re-election at the end of this term, they may be re-elected for office for a further period of no longer than three years, provided their total length of service on Council does not exceed six years.
  7. Student Members of Council shall hold office from 1 August in the year of their election to 31 July in the following calendar year. The Ex officio member shall remain on Council as long as they hold the relevant office.
  8. Staff Members of Council and Student Members of Council shall vacate office if they cease to hold the status of staff or student under which they were elected.
  9. If a Staff Member of Council vacates office, a replacement must be elected according to the procedures prescribed in the Standing Orders.
  10. If a Student Member of Council vacates office, a replacement must be elected according to the procedures established by the Students' Union. The individual who is elected shall hold office until the date on which the member who vacated office would have retired. The individual elected to fill the vacancy is then eligible to serve a further period on Council of no longer than one year.
  11. All Members of Council are required to fulfil the duties specified in the Member's Code of Conduct or similar document approved by Resolution of Council. Where there is repeated absence from meetings of Council or its associated business a Member of Council may cease to hold office as prescribed in the Standing Orders. Where there is well-founded and reasonable evidence that a Member of Council is incapable of fulfilling those duties or brings the College into disrepute, Council may require the individual to vacate his or her office on Council by a Resolution of the Council.
  12. There shall be a Chair and a Vice-Chair of the Council who shall be appointed from amongst the Independent Members by a Resolution of Council. The Chair and the 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 appointment. They shall be eligible for re-appointment for one further period of no longer than two years, and in exceptional circumstances the Council may extend the period of office by a further year, as long as this does not cause the total length of their service on Council to exceed twelve years.
  13. The Chair and the Vice-Chair may be removed from office by a Resolution of Council.
  14. The quorum of all Council meetings shall be twelve, with a majority of Independent Members. The quorum shall be made up of those attending in person, by telephone or such other electronic or virtual means in which all participants may communicate simultaneously with all other participants.
  15. The 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 include at least one Independent 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.

16. There shall be a Secretary of Council who shall be appointed by the Council. The Secretary of Council shall oversee compliance of Council and College with relevant legislation, University and College Regulations, College policies and governance structures.
17. It is the responsibility of the Secretary of Council 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 of such body as an accurate record.
18. The Council alone has the power to remove or accept the resignation of the Secretary of Council in accordance with processes detailed in the Standing Orders.
19. 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 Standing Orders.

#### **Statute 4: POWERS AND RESPONSIBILITIES OF THE COLLEGE AND OF COUNCIL**

1. The College shall have the powers established by the Act. The Council shall exercise all of the College's powers and shall govern, manage and regulate all of the College's activities through the agreement of policy, direction and delegation as it sees fit, and which includes, without limitation, the power and responsibility, in furtherance of the objects and so far as permitted by charity law, to:
  - 1.1 ensure that the College provides education, engages in research, and promotes learning for the public benefit across a variety of academic disciplines;
  - 1.2 ensure that the College delivers its objects and associated activities efficiently and economically;
  - 1.3 apply the principles of justice and fairness to employment policies and procedures;
  - 1.4 promote equality of opportunity, diversity, dignity at work and good working relations;
  - 1.5 acquire, own, maintain, manage and dispose of land and other property;
  - 1.6 solicit, receive and administer fees, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income;
  - 1.7 invest any monies belonging to the College;
  - 1.8 sell, buy, exchange, lease and accept leases of real and personal property on behalf of the College;
  - 1.9 borrow and raise money and, in particular, by the issue of notes, bonds, loan stock, shares, stock, warrants or any other instrument or security of any kind
  - 1.10 refinance, replace or reorganize any capital, finance or credit previously raised or obtained by the College;
  - 1.11 guarantee, support or secure (whether or not receiving any consideration or benefit) the payment, repayment or discharge of any monies, debts or liabilities, or the performance or observance of any obligations, by any person or undertaking (whether incorporated or unincorporated) in relation to any transaction whatsoever;
  - 1.12 create or grant a mortgage, charge, pledge, lien or encumbrance of any kind over, or enter into any other type of transaction (including accepting options) in relation to, all or any of the undertaking, property or assets of the College (present and future);
  - 1.13 enter into any agreement or arrangement as to the subordination or priority of any debts, liabilities or encumbrance (of any kind) incurred at any time either by, or in favour of, the College;

- 1.14 enter into any contract with any party the purpose or purported purpose of which is to protect the College and its assets against any fluctuation in rates of exchange, interest or any index of stocks, bonds or commodity prices in order to secure a profile to avoid a loss in respect of the value of price of property of any description or any similar or comparable contract;
- 1.15 take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the College and to raise money in such other manner as the College may determine; and
- 1.16 confer honorary titles and awards subject to the Act, these Statutes and Standing Orders and the Ordinances of the University and to rescind any honorary titles or awards of the College (save for honorary degrees of the University which may only be rescinded by the Collegiate Council of the University).

#### **Statute 5: ACADEMIC BOARD**

1. The Academic Board shall be responsible for the academic work of the College in teaching and examining and in research. Subject always to the approval of Council, the powers of the Academic Board shall be prescribed in the Terms of Reference of the Academic Board.
2. The Academic Board Members shall be:
  - 2.1 The Principal;
  - 2.2 Those holders of such posts among the Management Team whom Council has determined should be Academic Board Members;
  - 2.3 Those holders of such posts among the Members of Non-Academic Staff whom Council has determined should be Academic Board Members;
  - 2.4 Three students of the College, who are representative of and elected by the whole student body in accordance with procedures established by the Students' Union;
  - 2.5 The President of the Students' Union;
  - 2.6 The heads of each Academic Unit (or in the event that the head of an Academic Unit is an Academic Board Member in another capacity, another Member of Academic Staff in the relevant Academic Unit appointed in accordance with the procedure prescribed in the Standing Orders);
  - 2.7 Ten or the sum of the number of members set out in paragraphs 2.1 to 2.3 of this Statute 5 (whichever the higher). Members of Academic Staff who shall be elected from and by the Members of Academic Staff in accordance with the procedures prescribed in the Standing Orders of Academic Board.
  - 2.8 The Members of Academic Staff elected to the Council as set out in paragraph 3.2 of Statute 3.
  - 2.9 Up to three co-opted members who will be appointed by Academic Board in accordance with the procedures prescribed in the Standing Orders of Academic Board. Co-opted appointments shall be reported to Council.

#### **Statute 6: ACADEMIC STRUCTURE**

The College shall be organised into Academic Units created and subject to dissolution by Council following consultation with Academic Board.

#### **Statute 7: VALIDITY OF DECISIONS**

1. Decisions taken at a meeting of the Council, Academic Board or of any of their committees shall not be invalidated because of:
  - 1.1 a procedural defect of which the Council, Academic Board 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, Academic Board or the relevant committee, and the Council, Academic Board or the relevant committee is asked to consider whether the decision should stand;
  - 1.2 a technical defect in the appointment of a Member of Council, Academic Board Member or a committee member of which the Council, Academic Board 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, Academic Board or the relevant committee and the Council, Academic Board or the relevant committee is asked to consider whether the decision should stand;
  - 1.3 a technical defect in the giving of notice of which the Council, Academic Board 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, Academic Board or the relevant committee and the Council, Academic Board or the relevant committee is asked to consider whether the decision should stand; or
  - 1.4 a vacancy in the membership of the Council, Academic Board or of the relevant committee, provided the quorum is met.

#### **Statute 8: COLLEGE MANAGEMENT**

1. There shall be a Principal of the College who shall be appointed by the Council in accordance with procedures set out in the Standing Orders.
2. The Principal shall be responsible to Council for all aspects of the management of the College, and shall have such powers and duties as set out in the Standing Orders or as otherwise delegated by the Council.
3. Council alone has the power to remove or accept the resignation of the Principal in accordance with procedures set out in the Standing Orders.
4. Should there be a vacancy in the office of 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.
5. The Principal shall appoint a team of individuals to form a Management Team to facilitate the efficient and effective management of the College, subject to any restrictions placed on such appointments by Council.
6. The Principal may delegate his or her responsibilities to a member of the Management Team, subject to any restrictions placed on such delegations.

#### **Statute 9: EMPLOYMENT**

1. Staff engaged in academic activity as part of their employment 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 suffering other detriment.
2. The following provisions of Statute 9 apply only to Members of Academic Staff. This statute and associated employment policies and procedures listed under section 8 of this Statute 9 will be interpreted in accordance with Statute 1(2) and Statute 4(1)(1.1 to 1.4).
3. The power to dismiss any Member of Academic Staff by reason of redundancy, and the procedures prescribed in relation to such power shall not apply to staff appointed prior to, and not promoted after,

20 November 1987, who shall for this purpose continue to be subject to such powers, if any, as applied to them prior to changes made by the University Commissioners in the exercise of their powers under sections 203 and 204 of the Education Reform Act 1988.

4. For the purposes of this statute 'relevant trade union' or 'trade union' shall refer to the recognised trade union representing Members of Academic Staff. For the purposes of the associated employment policies and procedures, 'relevant trade unions' shall refer to all recognised trade unions representing employees at the College.
5. The Council will approve written employment policies and procedures as stipulated under section 8 of this Statute 9, after formal agreement with the relevant trade union or trade unions as appropriate; any changes to the policies and procedures approved under this statute will be subject to formal agreement with the relevant trade union or relevant trade unions, as appropriate.
6. The Council retains ultimate responsibility for all matters affecting the appointment, employment, remuneration, superannuation, and conditions of service of Members of Academic Staff.
7. In considering any matter of academic policy or structure, including any proposal which may entail a reduction in staffing in any academic area of the College, the Council will not make any decision without considering the view of the Academic Board on the matter.
8. The following policies and procedures shall be approved by Council:
  - 8.1 Grievance policy and procedures;
  - 8.2 Disciplinary policy and procedures;
  - 8.3 Redundancy policy and procedures;
  - 8.4 Capability policy and procedures; and
  - 8.5 Ill Health policy and procedures.
9. Panels appointed to consider matters concerning members of Academic Staff under any policy or procedure stipulated under section 8 of this Statute 9, other than redundancy and grievance, shall be comprised of:
  - 9.1 a chair, being an Independent Member; and
  - 9.2 a senior member of staff of the College as stipulated in the relevant policy/procedure, and not otherwise concerned with the matter; and
  - 9.3 a Member of Academic Staff, from a list nominated and approved by the Academic Board, and not otherwise concerned with the matter; and
  - 9.4 where appropriate, an independent expert or experts relevant to the matter concerned.
10. Formal grievance panels shall be comprised of:
  - 10.1 a chair, being a senior member of staff of the College, as stipulated in the relevant Policy and Procedure, and not otherwise concerned with the matter; and
  - 10.2 two Members of the Academic Staff from the approved list nominated by the Academic Board, and not otherwise concerned with the matter; and
  - 10.3 where appropriate, independent expert or experts relevant to the matter concerned.
11. A redundancy committee shall be established by the Council to consider any proposal for redundancy of a Member of Academic Staff. It shall operate in accordance with the relevant Policies and Procedures and shall consist of five members including:
  - 11.1 three Independent Members, one of whom shall be the chair of the panel; and



- 11.2 two Members of Academic Staff from the approved list nominated by the Academic Board who are not subject to that particular redundancy process.
- 12. An appeals panel appointed to consider matters concerning Members of Academic Staff under any policy or procedure stipulated under section 8 of this Statute 9, other than redundancy, shall be comprised of:
  - 12.1 two Independent Members, one of whom shall be the chair of the panel; and
  - 12.2 at least one Member of Academic Staff from the approved list nominated by the Academic Board, and not otherwise concerned with the matter; and
  - 12.3 where appropriate, independent expert or experts relevant to the matter concerned.

**Statute 10: STUDENTS' UNION**

- 1. 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.
- 2. The primary concern of the Students' Union is to represent and support students in all matters affecting their interests.