

Updated Version Approved: Council (12 December 2023)**Introduction**

The governance framework of the University is set out in the Royal Charter which was granted in 1955, and from which the University derives the power and authority to carry out its activities. Our Statutes and Ordinances are the fundamental rules and principles which govern how the University undertakes its business. The powers, functions and composition of the Council are set out in the Statutes. These Standing Orders of the Council are secondary to the Charter, Statutes and Ordinances.

These Standing Orders set out the procedures for the conduct of Council business.

All members of the Council have independent access to the advice of the Senior Vice-President and Registrar & Secretary and Assistant Director (Governance) who are responsible for ensuring that Council members are fully aware of the appropriate rules, regulations and procedures for them to individually and collectively discharge their responsibilities as governors and the University's charitable trustees.

1. Meetings

Ordinary business meetings of the Council shall be held five times per year and strategy meetings will be held two times per year. Members will be informed of the dates and timings of these meetings at least 6 months in advance. The dates will also be published in the University Terms and Academic Calendar.

- A special Meeting of the Council may be convened at any time at the request of the Chair of Council, or the Vice-Chancellor, or by not less than one third of the remaining members requesting a Special Meeting in writing to the Secretary.
- At least seven days' notice of a Special Meeting stating generally the nature of the business to be considered shall be sent to each member of the Council by the Secretary and the meeting shall not consider any business other than that mentioned in the notice or directly arising therefrom.

2. Chair

- The Chair of Council shall chair meetings of Council. In the absence of the Chair the appointed Pro-Chancellor and Deputy Chair shall take the Chair. In the absence of both, the Pro-Chancellor and Senior Independent Governor shall take the Chair and in his/her absence, the meeting shall elect its own Chair from amongst the independent members. The Council may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine procedural business. The Chair shall be answerable to Council for any action which they take on its behalf and an update provided at the next Ordinary meeting of the Council detailing any Chair's action taken on behalf of Council. Any decision made by the Chair under this provision shall be reported to at the next meeting of Council and shall be deemed ratified unless a resolution is passed to the contrary.

On other matters of routine procedural business requiring wider consultation, The Chair, Pro-Chancellors, and the President and Vice-Chancellor (or any three thereof), acting jointly, shall have authority to act on behalf of the Council between meetings of the Council and shall report any such action to the next Ordinary meeting of the Council.

3. Agenda

- The inclusion and order of items of business shall be at the discretion of the Chair, in consultation with the President and Vice-Chancellor, Senior Vice-President and Registrar & Secretary and Assistant Director (Governance).

4. Notice of Business

- The agenda and papers for business at a Council meeting will, whenever possible, be sent to members at least seven days in advance of the meeting.
- No business other than that arising out of matters referred to in such agenda paper shall be considered except with the consent of the Chair or, in his/her absence, the Chair of the meeting.
- Members of Council may submit to the Senior Vice-President and Registrar & Secretary written questions or items for discussion to be placed on the agenda of a Council meeting. Unless urgent, such matters should be sent in time to allow circulation with the other papers.

5. Conduct of Business

- The Chair will give members of the Council the opportunity to raise any questions with regard to any of the items within 'Part I' of the agenda.
- To enable members of Council to focus on important items of business, discuss key issues and consider recommendations which raise important matters of principle or strategic significance, more routine items of business will be put in 'Part II' of a meeting agenda for noting or decision.
- Members of Council will be given the opportunity to raise matters in connection with any item in Part II by notifying the Senior Vice-President and Registrar and Secretary or Committee Secretariat in advance of the meeting.
- If no questions or issues are raised in advanced, it shall be deemed that all papers in 'Part II' have been noted and all the recommendations contained therein approved without discussion. The Chair of Council will briefly reaffirm the relevant recommendations that may have been approved within Part II at the conclusion of the meeting which will be formally minuted.
- Where possible, at least two days' notice shall be given to the Chair, Senior Vice-President and Registrar & Secretary, Assistant Director (Governance) or their nominee of any matter that a member wishes to raise under 'Part II' or 'Any Other Business'. The Chair shall have the right to rule whether any such items shall be taken at the meeting.
- Papers for discussion at meetings shall be confined to those circulated by the Senior Vice-President and Registrar & Secretary or their nominee. Papers will be made available in an electronic format only, except where the provision of hard copy papers constitutes a reasonable adjustment, in accordance with the Equality Act 2010.

6. Addressing the Meeting

- No fixed limits are set to either the length of contribution or the number of times a member may speak, but to ensure all members have the opportunity to contribute members are urged to be brief and to gauge the number and duration of their interventions accordingly. The Chair may bring a member contribution to a close if he/she deems it necessary to enable others to have the opportunity to contribute or to ensure the smooth and timely operation of the meeting.
- While a member is speaking the other members shall remain silent, unless raising a point of order.

7. Attendance at Council

- The following members of staff shall normally be in attendance for the full duration of Council meetings:
Senior Vice-President and Registrar & Secretary; the Chief Financial Officer and Executive Divisional Director of Finance, Infrastructure and Commercial Services; Executive Divisional Director of Human Resources; Chief Executive Officer of the Student's Guild; and Assistant Director (Governance).
- Other persons who are not one of the agreed regular Council attendees as detailed above will not be permitted to attend meetings of the Council except with the prior agreement and permission of the Chair.
- Members of the University Executive Board or other senior members of the University who are not ex-officio members or in attendance at each meeting may be invited to attend or present major strategic items of business, subject to prior consultation and agreement with the Chair.
- Any additional attendees shall typically attend for only one item or a series of item(s) of business for which they are required, unless otherwise agreed by the Chair.
- Any person in attendance, other than members of the Council, will not be counted in the quoracy and shall have no right to vote.

8. Communications

- No communications shall be circulated to the Council from members of the Council (individually or as a group), other than via the Chair of Council, President and Vice-Chancellor, Senior Vice-President, and Registrar & Secretary; or Assistant Director (Governance); unless another member of staff who has delegated responsibility.

9. Secretary

- The Senior Vice-President and Registrar & Secretary shall be the Secretary of the Council. S/he, or a member of his/her staff to whom s/he has delegated responsibility, shall record the proceedings of Council and of ensuring that its decisions and instructions are carried out.

10. Quorum and voting

- The quorum for a meeting of the Council shall be seven (Statute 9.8), including at least four independent members. Matters of business requiring a decision by vote shall be determined, except where specifically provided otherwise, by the majority of members present and voting on the question. No proxy votes shall be allowed. In the case of a tied vote the Chair shall have a second or casting vote. Voting shall be by show of hands unless the Chair directs otherwise.

11. Electronic Resolutions made outside of meetings

- At the discretion of the Chair, or as collectively agreed by Council, simple resolutions may be passed by exchange of emails, or similar electronic means provided all* members are copied into or otherwise able to participate in the electronic exchange.
- For such a resolution to be validly passed, a copy of the final resolutions must be circulated to all* members, not less than seven (including at least four independent members) of whom must reply to the Secretary (or their delegated deputy) to confirm their agreement.
- The Secretary (or their delegated deputy) shall forward a compilation of responses to the Chair.

- A copy of the resolution signed by the Chair and accompanied by a copy of the email from each member shall be treated as properly passed by a meeting of Council duly convened and held.
- The secretary shall be responsible for ensuring that resolutions made by email are reported to the next meeting of the Committee and for retaining an appropriate record.

*except where a member has declared a personal interest in the matter such that if it had been discussed at a meeting the member would have been asked to withdraw.

12. Council Standing Committee

- At the discretion of the Chair and/or the request of Council, a meeting of the Council Standing Committee may be scheduled to deal with urgent issues which cannot wait until the next meeting of Council.
- The Council Standing Committee will not initiate consideration of issues nor will it make any major strategic decisions. Where such matters require urgent attention, they shall be dealt with through a special meeting of Council as described in Section One of the Standing Orders.
- The actions of the Council Standing Committee will be reported to the next available meeting of Council

13. Adjourned Meetings

- If a meeting is adjourned temporarily for a brief period for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous
- Unless otherwise agreed by a majority of Council members present, if a meeting is adjourned to continue on another day, at least three working days' notice of the calling of the adjourned meeting shall be given.. At the adjourned meeting, only the unfinished business for which the original meeting was called shall be transacted.
- At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary business meeting of the Council;

14. Declaration of Interest

In the performance of their functions, members of Council and Council committees are under an obligation to act in the best interests of the University. A member of the Council who has an actual or perceived conflict of interest which could, or could be seen to, prevent them from making a decision that would be in the best interests of the University in any matter under discussion at any meeting of the Council or one of its committees at which s/he is present shall, as soon as practicable, disclose the fact of his/her interest to the meeting and may be required to withdraw from that part of the meeting.

- A member is not, however, considered to have a pecuniary interest in matters under discussion merely because s/he is a member of staff or a student of the institution..
- Where an interest is not declared, notwithstanding it being entered in the Register of Members' Interests, the Chair of Council or Senior Vice-President and Registrar & Secretary may remind Council that the member has an interest and may require the member concerned to withdraw until consideration of the matter has been completed.
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15. Confidentiality

Members of Council receive confidential and commercially sensitive information and data relating to the University and which the University deems as such, in the performance of their functions. Members are required to keep all such information confidential and not, during or after the termination or expiry of their term of office, to disclose it directly or indirectly to any third party. In accordance with section 18 of

the Council Code of Conduct, members must also avoid disclosing or discussing any confidential or commercially sensitive matters outside of Council. Unless told otherwise (or information is put in the public domain by the University) material and data presented to Council along with the debates and decisions should be considered strictly confidential. If in any doubt Council members should seek advice and guidance from the Senior Vice-President and Registrar & Secretary or Assistant Director (Governance).

16. Public Comment

- Council members are bound by the University of Exeter's Media Protocols. In the event of unsolicited contact by the media, Council members shall alert the University's Press Office as soon as possible. In accordance with Section 19 of the Council Code of Conduct, Members should understand that an individual member does not have the right, without the express agreement of the Chair, to make a statement or express opinions on behalf of Council;

17. Committees

- The Council may appoint standing, substantive or advisory committees, boards and sub-committees for such purposes and with such powers as it thinks fit, may appoint to them persons who are not members of the Council and may make regulations for their proceedings.
- Any powers of delegation granted to such committee shall be specifically provided for in its Terms of Reference. Subject thereto, each committee, board or sub-committee may regulate its own procedure and may deal with any matters delegated to it.
- The Chair of each committee, board or sub-committee of the Council shall be appointed by the Council, usually in accordance with the recommendation of Nominations Committee

The Chair of Council and the Vice-Chancellor shall be ex-officio members of every Committee of the Council, except for the Remuneration Committee, where the Vice-Chancellor will not be a member.

- The quorum for each committee, board or sub-committee of the Council shall be not less than one third of the total number of members rounded up, excluding the ex-officio members.

18. Resignation and Removal of Council Members

- A Council Member may at any time resign in writing to the Senior Vice-President and Registrar & Secretary, but members are requested to provide at least a year's notice to the Chair of Council where at all possible to enable effective succession planning
- A staff member of Council will cease to be a member of Council when their employment with the University of Exeter ends.
- A Council member shall automatically cease to hold office, and the office shall become vacant, if the Council member fails to attend three successive meetings (including Strategy Away Days) of Council without having obtained the express permission of the Chair of Council for this absence.
- The University is committed to maintaining the highest standards in the conduct of its activities. This commitment includes adherence to the University's own statutes and regulations and to the standards as reflected in the Seven Principles of Public Life - selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- All members of Council are required to promote the University's values and comply with the standards of behaviour expected as set out in the Council Code of Conduct at all times.
- The Chair of Council, with the support of the Pro-Chancellors and Senior Vice-President and Registrar and Secretary will be responsible for dealing with any breach of the Code of Conduct or other problems arising. Council may, by majority decision, remove a Council Member from office if it is satisfied that there a clear breach of the Council Code of Conduct, or there has been a

reasonable loss of confidence on the part of the Council in the ability of the Council Member to perform the duties of office.

- No person shall be removed by the Council unless he/she shall have been given a reasonable opportunity to have been heard by the Council.

19. Use of the Common Seal of the University

- Any contract or other document required by law to be made under seal shall be validly executed if it is sealed with the Common Seal of the University.
- Where a deed or document requires the University seal, it must be signed by the following persons in whose presence the Seal is affixed: Senior Vice-President and Registrar and Secretary or, in their absence, the Chief Financial Officer, in the presence of two independent members of Council.
- A list of Authorised Signatories will be circulated to Council for information at least once each academic year.
- All authority granted to an individual under this Standing Order shall cease immediately at the end of their term of office or when they cease to hold the relevant post in the University.

20. Amendments to Standing Orders

- A copy of the Standing Orders shall be provided to each new member of Council as s/he takes up appointment. The Standing Orders will be reviewed on an annual basis and, where possible, any proposed amendments, shall be presented to the first Ordinary Meeting of Council in each academic year or as soon as possible thereafter.

21. Statement of Primary Responsibilities

- Council will adopt a Statement of Primary Responsibilities and review it regularly to ensure it remains up-to-date.
- The Secretary (or delegated deputy) will ensure the Statement of Primary Responsibility is published on the University's website.
- The Statement of Primary Responsibilities (along with the Membership, Powers of Council and Council Code of Conduct) shall be presented to the first Ordinary Meeting of Council in each academic year or as soon as possible thereafter.

22. Custom and Precedent

- Where no written rules are laid down, custom and precedent will apply to the conduct of University's business.
- **23. Suspension of Standing Orders** Particular Standing Orders may be momentarily suspended for the duration of a specific meeting of the Council, provided that three-quarters of the members present and voting shall so decide. The suspension shall affect only business transacted at that meeting of the Council