

- These Operational Guidelines set out how the Council operates under the authority of and within the framework provided by the University Statutes and Ordinances, in particular Sections 4 and 5 of the Statutes relating to the Council and its powers.
- If there is a conflict between the Statutes and Ordinances and the Operational Guidelines, the former take precedent.
- The Council has adopted the Operational Guidelines, which are reviewed annually, to promote the efficient and proper consideration of business.
- The interpretation of the Operational Guidelines (subject to the provisions of Statutes and Ordinances) shall be the responsibility of the Pro-Chancellor and Chair of Council and their ruling shall be final.
- The role and responsibilities of a Council member are set out in Appendix 1.

### 1. Values

- 1.1 As well as adherence to the seven ‘Nolan principles’ of public life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership), all Council members are also expected to understand and to promote the six elements that embody the core values, assist in delivering the objectives and provide the basis for good governance in Higher Education, which are identified in the Committee of University Chair’s (CUC) Higher Education Code of Governance. These are

<b>Integrity:</b>	transparency, accountability, honesty, freedom of speech and academic freedom. <i>The Council is unequivocally and collectively accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit. Council’s decisions are recorded in minutes which are made publicly available on the University website. Council and Senate ensure, via the Freedom of Expression and Events Policy, that Aston’s Academic staff 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 they may have with the University.</i>
<b>Sustainability:</b>	financial and environmental. <i>Working with the Executive, the Council sets the mission, strategic direction and values of the University. It receives assurance from the Executive and the Audit and Risk Committee that delivery of the strategic plan is in line with legislative and regulatory requirements; and Aston’s values, policies and procedures; and that effective systems of control and risk management are in place to ensure financial and environmental sustainability.</i>
<b>Inclusivity:</b>	equality, diversity, accessibility, participation and fair outcomes for all. <i>The Council promotes a culture which supports inclusivity and diversity across the University, including the composition of the Council itself. This includes ensuring underrepresentation and differences in outcomes are challenged and where practicable corrective action is taken.</i>
<b>Excellence:</b>	high-quality research, scholarship and teaching. <i>Council receives assurance from the Senate that the University strives to maintain and enhance academic quality and standards and the student experience. Council regularly monitors this via strategy reports from the Executive and Senate, and a set of relevant Key Performance Indicators (KPI).</i>
<b>Innovation and growth:</b>	social, economic and cultural. <i>Council strives to promote</i>

## Community:

*excellence in learning, teaching and research, and regularly monitors institutional performance through strategy progress reports from Executive members and a set of relevant KPIs. public service, citizenship, collegiality, collaboration. The Council understands the various beneficiaries and stakeholders of the University globally, nationally and locally and is assured through reports from the Executive and relevant KPIs that appropriate and meaningful engagement takes place to allow beneficiary/stakeholder views to be considered and reflected in relevant decision-making processes.*

1.2 Council members are also expected to support the University's values:

### ***Aston is professional and ambitious***

The University believes this is a prerequisite to realise our mission and vision, and will be recognised by businesses and external organisations as shared values which make Aston an attractive partner for research and education.

### ***Aston is innovative and collaborative***

The University works across disciplines, institutions and partners to be proactive in creating and implementing new ideas, to be a leader in modern educational techniques and to undertake research which inspires staff, students and external partners.

### ***Aston is ethical and inclusive***

The University recognises its responsibility to be an exemplar of behaviour and conduct in all that it does. It will leverage the diversity of its staff and student body to achieve outcomes for its beneficiaries and provide opportunities for education and professional development to all.

## 2. Governance Objectives

In accordance with the CUC's Higher Education Code of Governance, Council will strive to achieve the following governance objectives that are required to meet the challenges of sustainability, growth and change facing the University:

- determine, drive and deliver the institution's mission and success in a sustainable way (financial, social and environmental).
- protect and promote the collective student interest and the importance of a high-quality student experience.
- ensure student outcomes reflect good social, economic and environmental value.
- effectively manage opportunities and mitigate risks to protect the reputation of the institution, ensuring financial sustainability and accountability for public funding.
- promote and develop a positive culture which supports ethical behaviour and equal, diverse and inclusive practices.
- promote excellence in learning, teaching and research, monitoring institutional and governing body performance.
- publish accurate and transparent information which is widely accessible.
- lead by example, being flexible and adaptable to create a resilient future; and
- ensure arrangements are in place for meaningful engagement with relevant stakeholders (especially students and staff) locally, regionally, nationally and globally.

## 3. Meetings

3.1 Five ordinary meetings of the Council (normally on afternoons in October, December,

February, April and June), together with a Strategy Away-day with the Executive (in April/May), are held in each academic year. Dates of meetings are set during the preceding year (the academic year runs from September to August) to give members as much notice as possible.

- 3.2 A Special Meeting of the Council may be convened at any time at the request of the Pro-Chancellor and Chair of Council (the Pro-Chancellor), or the Vice-Chancellor and Chief Executive (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 from it.
- 3.3 The Pro-Chancellor and Chair of Council has the power to adjourn a meeting of Council either temporarily or to an alternative date.

#### **4. Chair of Council Meetings**

- 4.1 The Pro-Chancellor normally chairs meetings of Council. In the absence of the Pro-Chancellor, the Deputy Chair shall take the Chair. In the absence of both the Pro-Chancellor and the Deputy Chair, the Council shall elect its own Chair from amongst the independent members for the meeting.
- 4.2 Between ordinary meetings of Council, the Pro-Chancellor or in their absence the Deputy Chair shall have the authority to act on behalf of the Council on any matter requiring a decision prior to the next scheduled meeting in accordance with the principles set out in the Scheme of Delegation. This is on the understanding that, if any such matter is expected to be of significant interest or controversy, members of Council will be consulted by correspondence before any decision is taken or a special meeting of Council will be scheduled. Any decision taken by the Chair on behalf of the Council shall be confirmed in writing and shall be reported to the next ordinary meeting of the Council.

#### **5. Agenda and Papers**

- 5.1 The Secretary prepares the agenda in consultation with the Vice-Chancellor and the Pro-Chancellor or in her/his absence the Chair for the meeting.
- 5.2 Members of Council may submit to the Secretary written questions or items for discussion to be placed on the agenda of a Council meeting. Such matters should be sent in time to allow circulation with the agenda and other papers.
- 5.3 The Pro Chancellor or in their absence the Chair for a meeting may exclude from the agenda any proposed item which may be out of order.
- 5.4 The agenda and papers for a Council meeting will, whenever possible, circulated to members at least seven days in advance of the meeting. If a paper is not available for circulation with the agenda and papers, consideration of the paper will normally be deferred until the next meeting, unless one of the following criteria apply:
  - ❖ that the Pro-Chancellor or in their absence the Chair agree that it has not been possible to prepare the paper by the submission deadline for good reason (eg external information was not available) and the matter is of sufficient urgency that it cannot be deferred until the next meeting
  - ❖ that the Pro-Chancellor or in their absence the Chair agrees that important new information published after the submission deadline should be received at the meeting.

If possible, where these criteria apply, the late paper will be circulated to members prior to the meeting. Papers may be tabled at a meeting in exceptional circumstances and with the prior approval of the Chair, but the practice is discouraged as it does not allow members time to consider the content in detail. Where tabled papers are permitted, they

should be circulated to any members not in attendance immediately after the meeting.

5.5 The Pro-Chancellor or, in their absence, the Chair of the meeting, may exceptionally allow additional business to the matters arising from the agenda to be considered at a meeting under 'Any Other Business'. No prior notice will be needed for matters brought up under 'Any Other Business' but the Chair may use discretion in ruling that any of these items are out of order or that they shall be deferred for consideration until the next meeting.

5.6 The order of business for Council meeting shall normally be as follows:

❖ **Governance Matters (for noting and approval, normally without discussion)**

- ❖ Apologies for absence
- ❖ Declarations of Conflicts of Interest
- ❖ Constitutional Matters
- ❖ Minutes of previous meeting(s)

❖ **STRATEGIC ISSUES (main business of the meeting for discussion and approval)**

❖ **STRATEGIC Reports (for noting and endorsement)**

❖ **Reports from Officers**

- ❖ Pro-Chancellor and Chair of Council's Report
- ❖ Vice-Chancellor and Chief Executive's Report
- ❖ President of the Students' Union's Report

❖ **Reports from Council Committees (Executive Summaries for formal endorsement, normally without discussion)**

❖ **Any other business**

❖ **Date of Next Meeting**

❖ **Review of the Meeting**

❖ **Resources and background material for the meeting (providing full versions of Committee minutes and documentation for information).**

5.7 Business identified on the agenda as **Confidential** may not be divulged to anyone else outside the Committee. All **Confidential** business is restricted under the Freedom of Information Act and is not routinely published by the University. A separate set of minutes of the discussion of the **Confidential** items is produced.

5.8 The remainder of business is open/public information and information. Members are free to discuss public/open items with non-members

5.9 The minutes of open/public business are published on the website of the University after they have been approved by the Council. The publication and redaction of the minutes of Council and Committee meetings will be undertaken in accordance with the University's policy and procedures in respect of data protection.

5.10 A cover sheet will be provided for each Council/Committee paper indicating the author, purpose and the recommended action required by the Council/Committee.

5.11 Subsequent to a meeting of Council or one of its Committees, the Secretary of Council or the Committee may disclose resolutions and associated papers to authorised officers who properly require the information. Any information which is classified as **Confidential** business will be identified as such for the recipient.

## **6. Secretary**

6.1 There shall be a Secretary of the Council appointed by the Council on the recommendation of the Nominations and Governance Committee. S/he, or a member of their staff to whom they have delegated responsibility, shall record the proceedings of Council and ensure that its decisions and instructions are carried out.

## **7. Attendance at Meetings, including via Telephone and Video Conference**

7.1 Failure to attend any meeting of Council or one of its Committees for a period of six months

will normally result in disqualification from membership of Council and its Committees (unless mitigating circumstances have been notified to, and accepted by, the Chair of Council).

7.2 Attendance at meetings of the Council by persons other than members of Council is by invitation only. Any such attendance must be approved by the Chair in advance of the meeting.

7.3 Any member may validly participate in a meeting through the medium of conference telephone, video conferencing, or similar form of communication equipment. In order to ensure that this may be achieved the member should contact the Council/Committee secretary no later than 12:00 noon on the day before the meeting to ensure that the technical arrangements are in place. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. In the unlikely event of a secret ballot, those participating in such manner shall accept that it may be necessary for them to disclose their vote to the secretary.

## **8. Quorum and Voting at Council Meetings**

8.1 The quorum for a meeting of the Council will exist when not less than one-half of the members are present including a majority who are not current members of staff or students. 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. Members must be present at the meeting either physically or via teleconference in order to qualify to vote. 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.

## **9. Committees**

9.1 The Council may establish committees with such membership as deemed necessary to assist in the discharge of its responsibilities. The Chair of each committee of the Council shall be appointed by the Council.

9.2 The Council may delegate authority to Committees and shall specify the extent of the powers of each such Committee in terms of reference approved by Council.

9.3 The quorum for each committee of the Council shall be specified in the terms of reference for the Committee and shall include a majority of independent members.

## **10. Declaration of Interest**

10.1 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 a financial, family or other personal interest in any matter under discussion at any meeting of the Council or one of its committees at which they are present shall, as soon as practicable, disclose the fact of their interest to the meeting and shall withdraw from that part of the meeting.

10.2 An internal member is not, however, considered to have a financial interest in matters under discussion merely because they are a member of staff or a student of the institution.

10.3 The Secretary of Council shall maintain a register of the following interests of members of Council and Executive Officers and of their families and of any other person with whom they have a close connection:

- Names of firms or organisations in which they have a substantial interest
- Personal or family interests in University employees
- Personal interests in other Higher Education Institutions

10.4 The Secretary of Council should be consulted in any cases of doubt on what to declare.

## **11. Declaration of Gifts and Hospitality**

11.1 Members are required to follow the approved guidance on the acceptance and declaration of business gifts and hospitality as approved by Council from time to time.

## **12. Role of Senior Independent Member**

12.1 Council appoints a **Senior Independent Member (SIM)** from the independent members of Council to be available to Council and Executive members to address any concerns or issues they feel have not been adequately addressed through the usual channels of communication (ie through the Pro-Chancellor, the Vice-Chancellor or other senior members of the Executive) or where they feel it would be inappropriate to use such channels. The SIM acts as a trusted intermediary for Council members where this is required to help them to challenge and contribute effectively and as the focal point for Council members for any concerns regarding the Chair, or the relationship between the Pro-Chancellor and the Vice-Chancellor and other senior Executive members. The SIM also conducts the Pro-Chancellor and Chair of Council's annual performance review, taking account of the views of the members of Council.

## **13. Payment of Expenses**

13.1 Reimbursement of fares and expenses of persons travelling on Council business are payable in accordance with the University's financial regulations and procedures, and subject to approval by the Secretary of Council.

## **14. Amendment of the Operational Guidelines**

14.1 A copy of the Operational Guidelines shall be provided to each new member of Council as they take up appointment. The Operational Guidelines, and any proposed amendments, shall be received for consideration at the first Ordinary Meeting of Council in each academic year.

## **15. Custom and Precedent**

15.1 Where no written guidance is laid down, custom and precedent will apply to the conduct of the Council's business.

Approved by the Council of Aston University on 24<sup>th</sup> March 2021

## Role of a Member of the University Council

<b>Term of Office:</b>	3 years
<b>Time Commitment:</b>	Estimated to average 6-9 days per year including involvement in at least one of Council's Committees. This will primarily involve daytime engagements, although there may be some evening commitments. Meetings will be held physically and on-line to assist in maximising members' attendance. Council members will also be invited to attend Degree and Awards Ceremonies and other University events such as the annual Charter Dinner.
<b>Remuneration:</b>	The role is not remunerated, travel and subsistence expenses are paid
<b>Method of Appointment:</b>	<i>Ex Officio</i> , Appointed, Elected

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The Council is the governing body of the University. It comprises 15 voting members and meets five times each year and normally holds a strategy away day with members of the Executive. A majority of Council's members are from outside the University (the independent members), contributing a wide range of experience and expertise from the public and private sectors. Five Council members are University staff and one is a student (the President of the Students' Union). All Council members are offered induction, training and development.

Council members are expected to exercise their responsibilities in the interests of the University as a whole rather than as representatives of any particular constituency. The University maintains a register of interests of Council members which is available for public scrutiny.

**The role of independent members** of Council is similar to that of the non-executive directors of a company. They bring to the Council a wide range of knowledge and expertise, and apply balanced and disinterested judgement to its work, and are thereby able to:

- ensure that issues are considered from a wide range of perspectives
- act as a "critical friend" through independent scrutiny of strategic and financial issues
- provide an external view on the work of the Council and the University
- offer specialist skills, experience and expertise
- give an independent view on governance and possible internal conflicts of interest
- provide useful contacts and access to external networks
- advise on the image and public presentation of the University
- act as an ambassador for the University, promoting its activities externally and assisting with philanthropic activity and University fund raising.

The qualities expected of independent members include:

- strong commitment to and enthusiasm for the University and to its objectives
- general understanding of higher education and the role of universities
- the ability to discuss without being adversarial or losing respect and goodwill
- common sense and a constructive approach to problem solving
- the confidence to probe information and to challenge 'received wisdom'
- honesty and integrity
- respect for confidentiality.

Independent members are normally expected to participate in one or more of the Council's committees.

**Staff and Student members of the Council** are required to bring the same broad range of

qualities as independent members. In addition they bring specific and general knowledge and understanding of the University's work and culture, and ensure links and communication channels throughout the University, including with the Senate which is responsible for the academic activities of the University, Council sub-committees, the Students' Union and other groups.

## **Governance Values**

As well as adherence to the seven 'Nolan principles' of public life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership), all Council members are also expected to understand and to promote the six core values which are identified in the Higher Education Code of Governance produced by the Committee of University Chairs (CUC). These are:

<b>Integrity:</b>	transparency, accountability, honesty, freedom of speech and academic freedom. <i>The Council is unequivocally and collectively accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit. Council's decisions are recorded in minutes which are made publicly available on the University website. Council and Senate ensure, via the Freedom of Expression and Events Policy, that Aston's Academic staff 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 they may have with the University.</i>
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### ***Aston is ethical and inclusive***

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### **Impartiality and Declarations of Interest**

It is central to the proper conduct of public business that Council members act, and be perceived to act, impartially, and not be influenced in their Council role by social or business relationships. With this in mind, they are asked to make full and timely disclosure of personal interests, in accordance with procedures approved by the Council.

### **Relationships with University Staff**

Council members should endeavour to establish constructive, supportive and challenging working relationships with University staff, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day management of the University.

### **External Role**

Council members may be asked, from time to time, to undertake specific 'ambassadorial' roles in support of Aston. Such roles should be co-ordinated with the senior officers and relevant staff of the University. Council members will always be fully briefed by the University to enable them to undertake such roles effectively.

### **Personal Conduct**

Council members are expected to act fairly and impartially, at all times, in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate. Council members should debate constructively, challenge rigorously and decide dispassionately. They should be open to the views of others, inside and outside meetings of the Council.

### **Role of Trustee and Personal Liability**

As Aston is an educational charitable and chartered corporation, University Council members are "trustees" and have the responsibilities and potential liabilities that go with trustee status. They must apply the University's charitable assets for its charitable purposes and not put them at undue risk. Members who act prudently, lawfully and in accordance with the Charter, Statutes and Ordinances will not find themselves liable for their actions. Provided that they do so, as individuals, members will be indemnified by the University against the results of their actions or decisions. Members of Council will not be held personally liable for debt in the unlikely event of the University's becoming financially insolvent. In exceptional cases, however, the Office for Students (OfS) will use its role as principal regulator to refer an issue to the Charity Commission, which may then investigate and take action against trustees who have not fulfilled their roles. Trustees need to be particularly careful to ensure that the charity has the means to meet its obligations when the HEI is entering into substantial contracts or financial commitments.