

- 1.1. The business of the University Council shall be conducted in accordance with the provisions of the Articles of Association incorporating the Instrument and Articles of Government of the University.
- 1.2. The ruling of the Chair on the interpretation of these Standing Orders is final and the Chair shall seek the advice of the Clerk to the Council on any question of interpretation.
- 1.3. Particular Standing Orders may be suspended for the duration of a specific meeting by resolution of the Council.
- 1.4. Standing Orders may be varied only by resolution of the Council. The Council must be given no less than one week's notice of any proposals to vary Standing Orders.

It is the responsibility of the Council to undertake the following functions:

- 2.1. To safeguard and uphold the Catholic character, mission, values, strategic vision and good name of the University;
- 2.2. To determine the educational character of the University;
- 2.3. To ensure the solvency of the University, the safeguarding of its assets and the effective and efficient use of its resources;
- 2.4. To appoint the Vice-Chancellor as Chief Executive and to put in place suitable arrangements for monitoring their performance;
- 2.5. To delegate authority to the Vice-Chancellor for the academic, corporate, financial, estate and personnel management of the institution and to establish and review on a regular basis the policies and procedures under the terms of which the Vice-Chancellor acts;
- 2.6. To appoint a Clerk to the Council and, where they also have managerial responsibilities in the University, ensure that there is appropriate separation in the lines of their accountability to the Council and to the Vice-Chancellor;

- 2.7. To appoint, and should it become necessary to do so, suspend, dismiss and/or determine the appeal of all the Senior Post Holders;
- 2.8. To approve the strategic, academic and business plans and key performance indicators of the University and to ensure that these meet the interests of stakeholders;
- 2.9. To establish and monitor systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and manT/2(c)AMCID 7/Lang (en-GB)48BCSN702,687CMF

- iv. If a Governor (other than the Archbishop or Vice-Chancellor) is absent for three consecutive meetings of the Council during a period of one year, except for a reason approved by the Council;
- v. If a Governor is disqualified from acting by virtue of section 178 of the Charities Act or any statutory modification of that provision (e.g., convicted of any offence involving dishonesty or deception, been adjudged a bankrupt);
- vi. If the Council is satisfied that their conduct is prejudicial to the smooth running of the University or the work of the Council; or
- vii. If the Council is satisfied that they are

- 7.2. If within half an hour of the time appointed for a meeting of the Council a quorum is not present, the meeting shall be adjourned to another day, time and place as resolved by the Governors present at the meeting.

- 8.1. Governors are not bound in their speaking and voting by mandates given to them by other bodies or persons. Questions arising at a meeting shall be determined by a majority of the Governors present voting on the question. Every Governor shall have one vote which shall be given personally and not by proxy and no Governor may appoint an alternate Governor or anyone else to act on their behalf at Council meetings. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second casting vote.

- 8.2. Any member may validly participate in a meeting through the medium of conference telephone, video or internet conferencing or such other electronic or virtual means in which they may communicate simultaneously with all other participants. 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.

- 8.3. Where a meeting is attended by members through a combination of physical presence and electronic or virtual means, such a meeting shall be deemed to take place where the largest group of members participating is assembled.

- 9.1. A written resolution signed by at least 75% of those entitled to vote at a meeting of the Council is as valid as a resolution actually passed at a meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date the signature representing a 75% majority or more is received).

- 9.2. Any resolution of the Council may be rescinded or varied by a subsequent meeting.

- 10.1. A Governor who has a personal interest in a matter to be discussed at a meeting of the Council must declare that interest and withdraw from the meeting before the discussion begins. The Governor may not be counted in the quorum for that part of the meeting and has no vote on the matter.

- 10.2. Unless invited to remain by a resolution of the other Governors, a Staff Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff is considered.

- 10.3. Unless invited to remain by a resolution of the other Governors, a Student Governor must withdraw from that part of a meeting of the Council at which a named member (or prospective member) of staff or student (or prospective student) is considered.
- 11.1. All items for the Agenda should normally be notified to the Clerk to the Council no later than two weeks before the meeting at which they are to be considered. The Agenda and papers will normally be circulated to Governors no later than one week before the meeting.
- 11.2. All meetings of the Council will be minuted.
- 11.3. Except where the material relates to named members of staff or students of the University or prospective members of staff or students or to other confidential matters as identified by the Governors, the agendas, draft minutes if approved by the Chair of the meeting, signed minutes and reports and papers considered at meetings will be available for inspection by staff and students of the University.
- 12.1. The Council shall elect one of its Governors (not being the Student Governor, a Staff Governor or the Vice-Chancellor) to be the Chair for a term of office of three years or such shorter period as the Council shall determine. The Chair must be a practising Roman Catholic.
- 12.2. The Council will elect a Vice-Chair who shall preside at meetings in the absence of the Chair. The Vice-Chair may not be the Vice-Chancellor or a Staff or Student Governor

17.4. Committee and sub-committees may, from time to time and as they see fit, co-opt members with particular expertise. Such co-opted members shall have the same voting rights as all other members of the committee and shall count towards the quorum.

17.5. The Council may not delegate the following:

- i. Determination of the educational character and mission of the University.
- ii. Approval of the annual estimates of income and expenditure.
- iii. Ensuring the solvency of the University and the safeguarding of its assets.
- iv. Appointment, suspension or dismissal of the Vice-Chancellor, Pro-Vice-Chancellors, or the holder of any other Senior Post.
- v. Varying or revoking the Articles of Association.

17.6. All Standing Orders on quoracy, voting, resolutions, withdrawal from meetings, minutes, the preparation and availability of the agenda and papers, as outlined above shall apply to the committees.

17.7. Each Committee will have a Chair who shall be appointed by Council. The Chair may act for the Committee in specific circumstances approved by the Committee and recorded within its minutes. For issues where prior approval by the Committee has not been given, the agreement of a quorum of members shall be sought. The Chair of a Committee may also take 'Chair's Action' between meetings of the

with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

18.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

18.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

18.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

18.6. Membership

- v. To consider the Accounts at the end of the Financial Year and recommend them to the Council;
- vi. To consider the annual Estimates and Accounts of Newman Firmtrust Ltd, making recommendations to the Directors of Firmtrust as appropriate;
- vii. To review and discuss the annual Accounts of Newman Students' Union;
- viii. To advise the Council on matters relating to the framework for the pay and conditions of service of all staff other than the senior members of staff;
- ix. To consider regular updates and advise the Council on people related issues, including Newman's staffing, policies and changes to employment law and the People Sub Strategy;
- x. To review and monitor plans for the development of the University estate and buildings, to safeguard the University's assets and to approve any related expenditure;
- xi. To make recommendations to Council as appropriate, and;
- xii. To carry out an annual review of the Committee's effectiveness.

19.1. Scope

It is the role of the Audit & Risk Committee (the 'Committee') to advise and assist Council in respect of the entire assurance and control environment of the University.

19.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice Chancellor and/or Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council or the Vice-Chancellor, as appropriate.

19.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

19.4. Review

20.3. Clerking

The clerk to the Committee will be the Secretary to Council, or their nominee.

20.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

20.5. Minutes

The minutes (or a report) of meetings of the Committee will be circulated to all Governors.

20.6. Membership

The Committee must have no fewer than six members, including the Chair and the Vice-Chair of the Council, the Vice-Chancellor, at least one other independent Governor

- Independent, Catholic and non-Catholic Governors , and Staff Governors.
- v. advise and recommend to Council the establishment of a time limited Search Committee to support the Council in decisions to select a Vice-Chancellor, Chancellor, Pro-Chancellor(s), Clerk to the Council and other Senior Post Holders as defined within the Articles. Acknowledging that the Council is not permitted to delegate these functions.
 - vi. advise and recommend to Council the establishment of an appropriate time limited Search Committee to support the Council in relation to Article 14.2.4 (suspension or dismissal of the VC and any other Senior Post Holders).
 - vii. maintain a systematic, transparent and proactive process for seeking nominations for appointments to Council and its Committees;
 - viii. consider and recommend to the Council the removal of a Governor from office in accordance with Article 9.6
 - ix. Upon the recommendation of the University's Senate and the Honorary Degrees Sub-Committee, consider and recommend to the Council the revocation of any honorary award as set out in the Honorary Degrees Sub-Committees Terms of Reference.

20.12. Governance

- i. monitor the Council's compliance with the CUC Higher Education Code of Governance and other good practice guidance, as appropriate, and to recommend to the Council any such revisions to the Statement of Primary Responsibilities in accordance with Article 30 (also see iv below);
- ii. ensure that Council business is conducted in line with the principles of public life drawn up by the Committee on Standards in Public Life;
- iii. review the requirement for ongoing registration with the Office for Students

- perspective and complements the work of the Audit and Risk Committee who look at safeguarding from a risk and compliance perspective.
- ix. monitor and report on any governance matters delegated to it by the Council from time to time.

20.13. To make recommendations to Council as appropriate, and;

21.14. To carry out an annual review of the Committee's effectiveness.

21.1. Scope

It is the role of the Remuneration Committee (the 'Committee') to advise and assist Council in the determination and review of the performance, salaries, terms and conditions (and, where appropriate, severance payments) of the Vice-Chancellor and such other senior members of staff as the Council deems appropriate.

21.2. Authority

The Committee is authorised by Council to investigate any activity within its terms of reference. It is authorised to seek out any information it requires from any employee and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by Council to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair of the Council. However, it may not incur direct expenditure in this respect without the prior approval of the Chair of Council.

21.3. Clerking

The Clerk to the Committee will be the Director of Human Resources, in consultation with the University Secretary as Clerk to Council.

21.4. Review

The Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to Council.

21.5. Reporting Arrangements

An Annual Report of the business undertaken by the Committee will be made to the Council. Additionally, following each meeting of the Committee, a brief report will be made to the following Council meeting summarising the work undertaken by the Committee. It is acknowledged that it may be necessary in

exceptional circumstances for recommendations from the Committee to be considered and approved by independent members of the Council only and this determination will be made by the Chair of the Committee in consultation with the Chair of the Council with advice from the Clerk to the Committee and/or the Clerk to Council, as appropriate.

A formal record of agendas, papers and minutes for the Committee will be maintained by the Clerk to the Committee.

A confidential record of meetings will be shared with the University Secretary as Clerk to Council; redacted if deemed necessary by the Chair of the Committee.

21.6. Membership

The Committee comprises the following individuals:

- Chair of the Council
- Vice-Chair of Council
- Three other independent members of the Council including one (normally the Chair), drawn from each of the following sub-committees:
 - Finance and General Purposes Committee
 - Audit and Risk Committee
 - Nominations and Governance Committee

The Chair of the Committee will be appointed by Council from amongst the above members, other than the Chair of Council. The Chair of the Committee shall normally be the Vice-Chair of Council unless they decline to act.

21.7. Quorum

The quorum for meetings of the Committee is three independent Governors, including the Committee Chair.

21.8. Frequency

The Committee will meet no fewer than three times each year.

21.9. Attendance at meetings

The following staff members will ordinarily be in attendance:

- Vice-Chancellor (typically only in attendance for discussions about staff they manage)
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- i. To review and approve annually the salary and major conditions of