Role Description for Members of Council

**Term of Office:** Three years, or such lesser period as the Council may in individual cases determine. Members shall be eligible for further appointment, normally for a further period of three years and a maximum total of nine years.

**Time commitment:** Approximately 12 days a year.

**Remuneration:** Travel and subsistence expenses only.

**Appointment:** By Council on the recommendation of the Nominations Committee.

### Nature and Scope of the Role

1. The Council is the principal governing body of the University of Essex and exercises oversight and control over the University and its affairs. In addition to being members of the University's governing body, Council members also carry the responsibilities of Trustees of the University as an exempt charity. Whether external or internal, all members of Council have equal standing, with a majority of the Council's members being from outside the University. The external members contribute a wide range of experience from the public and private sectors. Internal members help relate Council's oversight and control over the University and its affairs to the experience of working in the University. The specific powers of Council are set out in a Statement of Primary Responsibilities (attached as Appendix 1).

2. The role of all members of the Council is similar to that of the non-executive directors of companies. Council members do not hold executive authority for the University's operations. They bring to the Council's deliberations a wide range of knowledge and expertise to complement the executive management responsibilities of the Vice-Chancellor and the University's senior office holders.

3. Membership of Council requires acceptance of collective responsibility for the decisions reached by Council. Members exercise their responsibilities in the interests of the University as a whole, and no member of Council should act in a way that represents any particular internal or external constituency.

4. All members are invited to join Council for a three-year term and during this period may be asked to serve on one or more of the Council Committees. Council members are expected to play a full part in the business of all Committees to which they are appointed. External members of Council may be eligible for further periods of appointment up to a maximum of 9 years.

5. Council recognises the benefit to the University of the membership of Council encompassing a diverse range of perspectives and enabling access to the skills and expertise necessary to discharge the responsibilities of the Council.

6. More specifically, Council members have responsibility for:

   (a) Ensuring that Council exercises control over the strategic direction of the University, through agreement of a Strategic Plan, establishment of an effective planning process, and that the performance of the University is adequately assessed against the objectives which Council has approved.

   (b) Establishing constructive but challenging working relationships with the University senior officers, at the same time recognising the proper separation between governance and executive
management, and avoiding involvement in the day-to-day executive management of the University.

(c) Ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

(d) Ensuring that members make a full and timely disclosure of personal interests to the Secretary in accordance with the procedures approved by Council. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair of Council in relation to the management of that situation, in order that the integrity of the business of Council and its Committees may be and may be seen to be maintained.

(e) Ensuring that Council exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

(f) Representing the University externally, drawing on their personal influence and networking skills on behalf of the University, and where appropriate playing a role in liaising between key stakeholders and the University.

**Personal Qualities sought in potential members of Council**

(a) a strong personal commitment to the values, aims and objectives of the University.

(b) the ability to at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate to Council business.

(c) a commitment to attend all meetings of Council, including away days and meetings of Committees of which they are a member

(d) a commitment to participate in induction activities arranged by the University and in appropriate training events.

(e) capacity to contribute approximately 12 days a year to Council business including meetings, away days, induction and training, and where appropriate involvement in University business outside of the formal Council schedule.

(f) the skills to analyse complex issues and the ability to make an effective contribution at a strategic level.

(g) a willingness to use their skills and expertise to support the work of Council.

(h) integrity, tact, discretion, independence and objectivity.

(i) the ability to engage in constructive debate, rigorous challenge and effective decision-making.

(j) strong interpersonal, communication and listening skills.

(k) an understanding of the distinction between governance and executive management.
(l) a willingness to support the University’s commitment to sustaining an inclusive and diverse community that is open to all who have the potential to benefit from membership of it, which ensures equality of opportunity for all its members, and that treats all its members with equal respect and dignity at all times.

**Practical aspects of the role**

(a) All members are expected to attend Council meetings, normally four times per year, one whole and two half day annual Council away days, and meetings of any Council Committees to which they are appointed. In addition, on a voluntary basis, Council members are invited to attend one or more of the Graduation Ceremonies and the annual meeting of Court.

(b) Senior officers of the University aim to make good use of individual members of Council in areas where members have particular expertise, and a willingness to support the senior office holders in this way is valued.

(c) The likely time commitment needed is up to the equivalent of 12 days a year.

(d) Members of Council should be contactable by email, which is the principal means of contact by the Secretariat.

(e) Members must participate in procedures established by Council for the regular appraisal/review of the performance of individual members.

(f) Members should attend a one-day induction event arranged by the University and subsequently should participate in training events to allow members to discharge their duties.

**Additional information**

Further information about the University Council can be found on the University’s web site at: https://www.essex.ac.uk/about/governance/council

**Other**

- Equality and Diversity monitoring form
- Register of Interests form
Statement of Primary Responsibilities

A. Powers of appointment and employment

1. To appoint the Vice-Chancellor in accordance with the provisions of Ordinance 5 and to put in place suitable arrangements for monitoring his/her performance.
2. Jointly with the Senate to appoint the Chancellor on the recommendation of a Joint Committee of the Senate and the Council.
3. To appoint the Pro-Chancellors, the Treasurer and the External members of the Council.
4. To appoint the Registrar and Secretary as Secretary to the Council; to ensure that there is an appropriate separation in the lines of accountability.
5. To be the employing authority for all Staff in the University and to be responsible for establishing a human resources strategy.

B. Financial and legal powers

6. To be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University’s assets, property and estate.
7. To be the University’s legal authority and, as such, to ensure that systems are in place for meeting all the University’s legal obligations, including those arising from contracts and other legal commitments made in the University’s name.
8. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.

C. Planning, monitoring and control

9. To approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
10. To delegate authority to the Vice-Chancellor, as chief executive, for the academic, corporate, financial, estate and personnel management of the University; and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the University.
11. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
12. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
13. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
14. To safeguard the autonomy, good name and values of the University of Essex.
15. To ensure compliance with the provisions of the Charter, Statutes and Ordinances at all times and that appropriate advice is available to enable this to happen.
16. To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.

D. Student welfare

17. To make such provision as it thinks fit for the general welfare of students, in consultation with the Senate.