



BUCKINGHAMSHIRE
NEW UNIVERSITY

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Council Procedures

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Where the term 'Clerk' is used in this document it refers to the 'University Secretary and Clerk to the Council' and/or the 'University Secretary's Office'.

Effectiveness of Council and performance of the University

(Articles of Government, para 2 and 3.1 refer)

1. Council shall determine further procedures for the conduct of its activities and for the conduct of a regular review of its own effectiveness and of the overall performance of the University.

Committees of Council

(Articles of Government, para 3.2 refers)

Constitutions and membership

2. The constitution, membership and operation of Council and its committees are set out in the terms of reference specific to each committee, in line with the Articles of Government (para 3.2). These Articles are deemed to be Procedures of Council and are approved by Council.
3. The constitutions of committees specify the number of its core members, including the number of independent/co-opted members of Council.
4. Having been reviewed by the Chair of Council, Chairs of committees and Vice-Chancellor, Governance Committee has delegated powers from Council to appoint members to Council's committees on an annual basis. In so doing Governance Committee takes account of member's personal skills, experience, expertise, continuity of function, attendance records, personal development and, where it can be accommodated, personal preference.
5. Governance Committee appoints the Chairs of the committees except where this is specified in the constitutions of the committees. Chairs of committees are appointed for two-year terms which are renewable. In seeking Chairs for Council Committees, independent and co-opted members will be asked for expressions of interest.
6. Where a committee vacancy arises during the year, Governance Committee seeks to fill the vacancy as soon as possible.
7. During their term of office, the Chair of Council is excluded from being Chair of Resources Committee, Governance Committee, Audit Committee, Student Experience Committee, VC Remuneration Committee and Staff Reward Committee.
8. A full list of committee memberships is reported, at least annually, to Council and published on BoardEffect.

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Co-option of additional members

9. In addition, subject to the recommendation to Governance Committee from the Chair of Council, Chairs of committees or the Vice-Chancellor, additional specialist members (who may or may not be other Council members with the requisite skills) may be co-opted to committees for one year, renewable for one additional year and exceptionally for one further additional year.
10. A limit to the number of these additional specialist co-opted members shall be specified in the constitution of each committee.
11. Members co-opted in this way have full voting rights on Council's committees.
12. Members co-opted in this way who are not Council members shall be bound by confidentiality agreements for the duration of their term of office and shall complete and return declarations of their interests/fit and proper persons at the same time as Council members (see below).

Delegation of powers

13. Delegated powers of committees, the Vice-Chancellor and other officers of the University, are set out in a Scheme of Delegation, in line with the Articles of Government (para 3.2), which is deemed to be a Procedure of Council and is approved by Council. The Scheme of Delegation is published in the Governance Handbook.

Membership of Council

(Articles of Government, para 3.3 refers)

Independent and co-opted members

14. Council members are drawn from the widest possible number of suitable sources and are of the highest calibre it is possible to recruit.
15. Subject to the above, a balance of skills, background experience, sectoral interests, gender and ethnic background is sought. Positive action is taken to recruit members from under-represented groups.
16. Governance Committee approves a list of the skills and experience to be sought and determines annually the priority skills and experience required from new Council members to fill vacancies.
17. After advertisement, head-hunting or receipt of individual nomination conducted by the Clerk, under the direction of the Chair of Council, Chair of Governance Committee and Vice-Chancellor, candidates meet with the Clerk and, if appropriate, subsequently with the Chair, Chair of Governance Committee and Vice-Chancellor who recommend candidates to Council

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for formal appointment, having reported to and discussed the candidates with Governance Committee.

18. The period of office for independent and/or co-opted members of Council is four years, renewable for a further four years.
19. Governance Committee recommends to Council the approval of exceptional terms of office under Article of Government 3.3b.
20. All new Council members must provide references during the recruitment stage.

Student Co-opted member

21. Council can co-opt a current student to sit as a member of Council.
22. The period of office of the co-opted student member is one year renewable for a further year.
23. Governance Committee has delegated authority from Council to recruit and appoint the student co-opted member.

Elected staff members of Council

24. Under the Instrument of Government, Council is the appointing body for elected staff members of Council.
25. The period of office of elected staff members of Council is two years, renewable for a further two years.
26. In the event of a vacancy arising, Governance Committee determines how the vacancy will be filled, taking account of the timing since the last election.
27. Elections are conducted by the Clerk according to procedures approved by Governance Committee.
28. Only Established / Permanent staff are eligible for nomination and are able to vote in the Council elections.
29. Nominations must be proposed and seconded in each case. All nominees should be contacted by the proposer to seek their agreement to being nominated.
30. Neither the Returning Officer nor the Clerk to the Council will be eligible to stand in the election to avoid electoral malpractice.
31. In the event that only one eligible nomination is received no ballot will be held and the nominated candidate will be declared as elected.

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Senate nominated members of Council

32. Under the Instrument of Government, Council is the appointing body for Senate nominated members of Council. In practice Senate will nominate and/or elect representatives to the role of Council members and Council will receive and endorse the nominations.
33. The members are nominated from and by members of Senate, using procedures approved by Senate.
34. The period of office of Senate nominated members of Council is two years, renewable for a further two years.
35. A Senate nominated member of Council ceases to be a member of Council if, and when they cease to be a member of Senate.
36. In the event of a vacancy arising, the Governance Committee determines how and when it will be filled, taking account of the timing since the last Senate nominations.

Staff Members on Sub-committees

37. As approved by the Governance Committee, elected staff members of Council are full members of Council and are allocated to a sub-committee as detailed in the individual committee constitutions with the exceptions of Audit Committee, the VC Remuneration Committee and the Staff Reward Committee.

Briefing and induction of Council members

38. All new members of Council receive a briefing and induction to their roles and responsibilities, organised by the Clerk and kept under review by the Governance Committee.
39. All existing members of Council receive opportunities for further training and development relating to their roles and responsibilities, organised by the Clerk and kept under review by the Governance Committee.

Review of Council members performance

40. Governance Committee will agree a process for the regular review of member's effective contribution to the Council.

Election to the post of Chair or Deputy Chair of Council

(Articles of Government, para 3.4a refers)

41. Only independent and co-opted members of Council are eligible to act in the role of Chair or Deputy Chair of Council.
42. Every two years, the Chair and Deputy Chair of Council are elected from the independent and co-opted members of Council, using the following procedures. There shall be no

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distinction in eligibility for election to the post of Chair or Deputy Chair of Council between independent and co-opted members of Council.

43. The current Chair and Deputy Chair of Council may stand for re-election.
44. Any member of Council may nominate or second an eligible member (as above) as a candidate for election as Chair or Deputy Chair of Council and any member of Council may vote in a subsequent election. Where a ballot is to take place, this will be conducted, anonymously, via the University's committee servicing software (BoardEffect)
45. Upon retirement of the incumbent Chair from Council or upon their decision not to stand for re-election as Chair of Council, Council may decide to seek to recruit a new member of Council (providing there is a vacancy) as the new Chair. This will not preclude existing members of Council eligible to do so applying.
46. Where Council decide to recruit a new member of Council as the new Chair they will remain in the role of Chair for the duration of their term of office or until such a time as they choose to stand down.
47. External applicants for the post of Chair will be recruited in accordance with the procedures for new members amended as follows:
 - a) Applications by any existing eligible Council members and new applicants will be considered equally.
 - b) Initial screening will be by the Vice-Chancellor and Chair of Governance Committee
 - c) Selection of the candidate to be recommended to Council for approval as Chair will be made by a panel consisting of the Chair of Governance Committee, Vice- Chancellor and two independent or co-opted members of Council.
48. Where there are no external candidates the posts of Chair and Deputy Chair of Council will be filled by a simple ballot organised by the Clerk to the Council. If only one nomination is received for either post that person is declared elected without the need for a ballot.
49. Where a ballot is to take place, this will be conducted, anonymously, via the committee servicing software (BoardEffect).
50. All communications by the Clerk above are 'Notices' under the Articles of Government (para 1) and comply with the rules for these. Email communication will be considered as a written communication given by personal delivery to the last email address recorded by the University.

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Role Descriptors for Chair and Deputy Chair of Council

51. Council will agree role descriptors for both the Chair and Deputy Chair and will keep these under regular review. These will be aligned with sector best practice as published by the Committee of University Chairs.
52. The Instrument of Government, October 2007, para 7.1 states that *“the Council shall appoint from among its members a Chairman and any other officers which the Council may determine”*. As such, as well as a Chair, a Deputy Chair is also appointed to;
 - deputise for the Chair in their absence
 - chair the Governance Committee
 - chair the VC Remuneration Committee
 - chair the Staff Reward Committee
 - sit as a member of Resources Committee
 - be involved with the recruitment of new Council members, including short-listing and interviewing
 - with assistance from the Clerk, propose memberships of Council committees and subsidiary company boards
 - be involved in the recruitment (and disciplinary if necessary) of senior University staff
 - Chair or being a panel member of Stage 3 staff grievances/disciplinaries

Clerk to the Council

(Articles of Government, para 3.5 refers)

53. The Chair of Council and Vice-Chancellor approve the job description and note of rights and responsibilities of the Clerk to Council and jointly discuss with the Clerk any conflict of interest that may arise during the course of their duties.

Conduct of Council meetings

(Articles of Government, para 4 refers)

Quorum

54. The terms of reference of all committees of Council (which are also ‘Procedures’ of Council) specify the quorum for each committee in line with Article 4.1a.
55. If a meeting becomes inquorate during its course, Council and its committees may decide on how to conduct the rest of any decision-taking business, including appropriate delegation to the Chair, Vice-Chancellor or to another committee, but subject to the importance of the business and to Article 3.2d relating to matters that cannot be delegated.

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56. A member of Council, if absent from the in-person meeting, may be deemed to be participating in the meeting of Council or its committees if, by means of the appropriate technology, they can hear all the proceedings and all other members can hear their contribution. The Chair of Council may set a reasonable limit to the number of members who may be deemed to be participating in this way at any one time.
57. Proxies and alternates may not attend Council in place of appointed Council members.
58. Observers may attend at the discretion of the Chair.
59. If the Chair of a Council committee is unable to attend one of the committee's meetings, another Independent Member of Council serving on that committee will act as chair for that meeting. The Chair of the committee is responsible for arranging the alternative chair.

Interests of members

60. At induction, the Clerk shall draw Article 4.1d to the attention of all members of Council, including staff and student members of Council.
61. Annually the Clerk is responsible for compiling a Register of Interests/Fit and Proper Persons including related party transactions, prior to the approval of the University's financial statements. Due diligence will be undertaken on a sample basis to provide assurance. This is reported to the Governance Committee.
62. Any conflicts of interest are declared by individual members at the start of all meetings of Council and its committees.
63. Any independent/co-opted or student co-opted member of Council may claim reasonable travel and subsistence expenses incurred in relation to their attendance at Council meetings or whilst undertaking requested Council business. This may include reasonable expenses related to the individual's caring responsibilities and must be pre-approved by the Clerk to the Council. All expense claims must be evidenced and submitted within 3 months to the Secretariat.

Note: University staff who are members of Council should claim expenses in line with the University's Employee Expenses Policy.

Meetings

64. Council meets at least once a term (Autumn, Winter, Spring) in line with Article 4.1e. Committees of Council meet according to the needs of the business conducted and in accordance with the calendar published for the year ahead.
65. Council and/or its committee meetings can be held either by members attending in person, virtually or a mixture of both.

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66. The Clerk prepares the calendar and also a Business Cycle which shows standard and non-standard items for the year ahead. These documents are procedures of Council and will be regularly updated and maintained by the Clerk.
67. Notification of the business to be conducted at Council or its committees is sent to members at least five working days before the meeting, authorised by the Clerk.
68. Only members of Council and the Clerk may place items of business on the agenda and these items shall be lodged with the Clerk no later than ten working days before the meeting.
69. Minutes of meetings, approved by the Chair, are circulated to members within ten working days of the meeting.
70. A decision of Council or its committees may be rescinded at a later meeting provided notice has been given of this intention on the agenda for the later meeting.

Chair's action and decisions by correspondence

71. The conduct of Chair's action and the occasions on which it may be used are set down in the Scheme of Delegation, approved by Council.
72. If a matter is urgent, a decision of Council or its committees that cannot be delegated to the Chair may be taken by correspondence provided that a sufficient number of members to form a quorum of Council or committee participates in the decision (subject to legal advice).
73. All communications by the Clerk above are 'Notices' under the Articles and comply with the rules for these, as specified in section 1 of the Articles. All communications shall be in writing, as defined under section 1 of the Articles. Written communication includes electronic and/or email communication given by personal delivery to the last email address recorded by the University.

Confidentiality

74. Council business is open, transparent and a matter of public access, subject to Article 4.2.
75. In line with Article 4.2 further procedures relating to the confidentiality of business are specified in the Scheme of Delegation approved by Council.

The Vice-Chancellor

76. The Vice-Chancellor is the nominated Accountable Officer as reported to the Office of Students.
77. Subject to Council's powers and the Office for Students Initial and Ongoing Conditions of Registration the Vice-Chancellor may delegate to other staff of the University. The extent of this delegation is made clear in the procedures and regulations of the University.

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78. At times the Vice-Chancellor may decide only to delegate to members of the University Executive Team.
79. The University Executive Team is advisory to the Vice-Chancellor and has terms of reference which set down its responsibilities and which will be distinct from those of Senate.
80. Members of the University Executive Team will be in attendance at relevant Council committees in line with the relevant committee's constitution.

Senate

(Articles of Government, para 6 refers)

81. Council approves detailed terms of reference and membership categories of Senate.
82. The period of office for elected representatives to Senate is two years, renewable for a further two years.
83. Council also approves the procedures for the conduct of elections to Senate.
84. The student representatives on Senate are the President of the Students' Union and the Vice-President(s) (Education & Welfare) until the Students' Union and Council shall jointly determine otherwise.
85. Proxies and alternates may not attend Senate in place of appointed Senate members.
86. Observers may attend at the discretion of the Chair.

Staff Matters

(Articles of Government, para 7 to 10 refers)

Conduct

87. In line with Article 8.1, Council approves staff disciplinary procedures and keeps them (and the title of the procedures) under review and receives regular reports on the operation of these and the number of cases recorded.

Dismissal

88. In line with Articles 9.1 and 9.2, Council approves procedures for the dismissal of staff on grounds of conduct, capability, ill-health, redundancy or any other legal reason, including procedures for suspension where appropriate. Rights of appeal and rights to representation are included in the procedures. These procedures are adapted as appropriate for senior staff.

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Council keeps the procedures under review and receives regular reports on the operation of these and the number of cases recorded.

Students

(Articles of Government, para 11 refers)

Students' Union

89. The Vice-Chancellor recommends to Council how it can carry out its duties under Article 11.1 and sets up a monitoring mechanism to be agreed with the Board of Trustees of the Students' Union so that the respective responsibilities of the Council and Board of Trustees can be fulfilled in parallel and in collaboration.
90. The constitution of the Students' Union shall be reviewed by Council at least every five years, with the assistance of Governance Committee. The principles of the Students' Union constitution shall be consonant with those of the University's Instrument and Articles in relation to such matters as terms of office and the like.
91. In line with Article 11.2, Senate approves academic misconduct offences regulations and receives regular reports on the operation of these and the number of cases recorded.
92. In line with Article 11.3, Senate approves quality assurance procedures which include feedback from students. The Vice-Chancellor approves other channels of feedback from students. Senate and Council will receive regular reports on the results of these.
93. In line with Article 11.3, Senate approves academic appeals regulations and receives regular reports on the operation of these and the number of cases recorded.
94. In line with Article 11.3, Senate approves formal student complaints procedures and Senate and Council receive regular reports on the operation of these and the number of cases recorded. The Clerk has delegated authority for the interpretation of the complaints procedure on behalf of Council.
95. In line with Article 11.4, Council approves student disciplinary procedures and receives regular reports on the operation of these and the number of cases recorded.

Seal

(Instrument of Government refers)

96. The Chair of Council and Chairs of its committees including the Vice-Chancellor are the currently approved members of Council who can witness the use of the Seal.

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97. Use of the Seal is proposed on a form obtainable from the Clerk, with the signed authority of a member of the University Executive Team. The Clerk signs the form once the sealing has taken place.

Wholly Owned Subsidiary Companies

Procedure for nominating and publishing the membership and Chairs of Boards of Directors of wholly owned subsidiary companies

98. The University is the sole shareholder of all its wholly owned subsidiary companies and has the right to nominate chairs and Directors to the Boards of wholly owned subsidiary companies.
99. Subject to the condition that members of the University Executive Team and independent Council members, taken together, must make up a majority of the membership of each company board, normally at least one member of Council and one member of the University Executive team sit on the Board of each company. Any independent Council member or member of UET may be nominated by the process below as a director of a University wholly owned subsidiary company.
100. Chairs of wholly owned subsidiary companies must be appointed from either independent members of Council or members of the University Executive Team, but the Chairs of Council, Resources Committee, Audit Committee and Senate may not be nominated as Chairs of any University wholly owned subsidiary company's Board of directors.
101. Directors external to the University may also be nominated to the Boards by the process below. Where external directors are appointed their term of office will be limited to two years, renewable for one further term unless detailed otherwise in the Terms of Reference of the subsidiary company
102. Annually the Clerk to the Council, with the Nominated Officer of each company, is responsible for a systematic review of wholly owned subsidiary company Boards of directors' membership lists: identifying current and forthcoming vacancies and any constitutional factors and advising the Chair, Deputy Chair of Council, Vice-Chancellor and relevant Board chairs.
103. The Vice-Chancellor, advised by the University Executive Team and in consultation with the Chair of Council and company Board chairs, makes proposals to the Governance Committee as to which individual independent members of Council and members of the University Executive Team may be nominated to fill vacancies.
104. In considering the nominations, Governance Committee takes into account personal skills, experience and expertise, continuity of function, attendance records, personal development and, where it can be accommodated, personal preference.

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105. Governance Committee approves the nomination of Chairs and members of the Boards of Directors on behalf of Council.
106. In accordance with the Articles of Association of the companies, the Boards of Directors of the companies, or the companies in General Meeting, formally appoint the nominated Chairs and directors.
107. Chairs of the Boards of Directors will be appointed for a period of two years, renewable unless detailed otherwise in the Terms of Reference of the subsidiary company.
108. In accordance with the Articles of Association of the companies, a resolution in General Meeting may be passed to remove directors from office.
109. Vacancies arising during the year are considered by Governance Committee at its next meeting, so that vacancies are carried for as short a time as possible.
110. Full membership lists of the Boards of Directors of wholly owned subsidiary companies are reported at least annually to Council.
111. Boards of Directors of wholly owned subsidiary companies notify Council when appointing advisers or consultants to the companies; these advisers or consultants sign a confidentiality agreement and take out their own indemnity insurance.

Procedure for nominating the shareholder's representatives at General Meetings

112. The University as shareholder has the right to appoint representatives to attend General Meetings of the companies. Two representatives are appointed for each company. One of these is the Vice-Chancellor as trustee shareholder. The other representative is a nominated current independent Council member.
113. Annually the Clerk to the Council, with the Nominated Officer of each company, is responsible for a systematic review of the University's representatives: identifying current and forthcoming vacancies and any constitutional factors and advising the Chair, Deputy Chair of Council, Vice-Chancellor and relevant company Board chairs.
114. The Vice-Chancellor, advised by the University Executive Team and in consultation with the Chair of Council and Chairs of the company Boards, makes proposals to the Governance Committee as to which individual members of Council may be nominated as the shareholder's representatives to each wholly owned subsidiary company Board.
115. The independent Council members who act as representatives may or may not be Directors of the relevant wholly owned subsidiary companies.

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116. Governance Committee approves the nomination of representatives on behalf of Council.
117. The University's representatives are reported at least annually to Council.
118. The above standard accountability arrangements may be varied for a particular wholly owned subsidiary company for specific business purposes.
119. The Governance Committee, on behalf of Council, may approve proposals to vary the composition of Boards of Directors and the University's representatives at General Meetings if satisfied that these arrangements will materially enhance the development and profitability of the company within the overall requirement of protecting the University, as a charity, from both a financial and reputational perspective.



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