

Ordinance 1

The Council

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The Council

1. Membership

- 1.1 A register of members of the Council shall be kept by the Secretary to the Council, showing their names and addresses, the capacity in which they serve and their periods of office. This register shall be open to inspection by any member of the Council and any member of the Court at all reasonable times.
- 1.2 The Secretary to the Council shall ensure that any organisation empowered under Charter to appoint a member of the Council receives formal notice to appoint not less than one month prior to the end of the term of office of that member or within one month after the Secretary to the Council has been informed of a vacancy in the representation.
- 1.3 Members of Council receive no remuneration for their services, but the University pays travel and subsistence expenses in accordance with its financial regulations.
- 1.4 A request can be made to the Chair of Council to remove a member from the Council for good cause, including improper conduct, financial impropriety, breaches of confidentiality, failure to attend meetings, or ineligibility to be a charity trustee.

A request must be made by at least two members of the Council, giving grounds for the removal and a Panel consisting of three independent members of the Council, facilitated by the Secretary to the Council, must be established to consider the request and make a recommendation to the Council on whether to uphold the request or dismiss it. This panel must be formed from independent members other than those making the initial complaint.

2. Officers

- 2.1 The Council shall appoint a Chair as outlined in Ordinance 2, who shall hold office for a period of four years (or such shorter period as may be specified on election) or until the person appointed ceases to be a member of the Council (whichever period is the shorter). The Chair shall be eligible for re-appointment for one further term of four years as set out in the Charter (Section 10 and 12). The Chair shall be appointed to the current role description for the Chair of Council agreed by the Nominations & Governance Committee.
- 2.2 The Pro-Chancellor shall serve as Deputy Chair in the absence of the Chair.
- 2.3 The Secretary to the Council will be appointed by the Council as outlined in Ordinance 7.
- 2.4 If a vacancy occurs in the office of Chair during their elected term the Council shall appoint an Acting Chair from among its members to serve until a new Chair is appointed in accordance with the provisions of 2.1 above.
- 2.5 If at any time there is no Chair or Deputy Chair present, the members present shall choose one of their number to be Chair of the meeting.
- 2.6 The term 'year' in paragraph 2.1 above shall be interpreted to mean 'academic year' and shall be taken to start on the first day of September.

3. Meetings

- 3.1 All members shall have the right, when addressing the Council, to speak in either Welsh or English.
- 3.2 The Council shall meet upon such occasions as shall be determined by Ordinance or as the Chair of the Council may direct, or if requested by written notice signed by at least seven members of the Council provided such notice states the purpose for which the meeting is required.
- 3.3 The Council shall meet in person, or virtually as the Chair of the Council may direct.
- 3.4 There shall be five ordinary meetings of the Council each year.
- These meetings shall be called Ordinary Meetings and shall be deemed to be convened by the Chair. Any meeting other than those specified above shall be called an Extraordinary Meeting and shall be convened by the Chair.
- 3.5 Every meeting of the Council shall be convened by notices to the members thereof.
- 3.6 Accidental omissions to send notices, accidental errors in addressing them and failure in the delivery thereof shall not invalidate the proceedings of the meeting thereby convened.
- 3.7 Proceedings of the Council shall not be invalidated by reason of any vacancy in the Council nor by reason of any defect in the appointment of any person voting as a member.
- 3.8 The request for an Extraordinary Meeting in accordance with paragraph 3.1 above shall be sent to the Secretary to the Council and shall state the business to be transacted at the meeting. The notice convening any Extraordinary Meeting shall state the business to be transacted at that meeting and at such a meeting the business shall be restricted to that of which the notice has been given and such business as is declared by the Chair to arise directly out of that business.
- 3.9 Any member wishing to bring forward any business at an Ordinary Meeting shall give 10 days' notice of the same to the Secretary to the Council in writing. The Secretary to the Council shall, not less than four days before every Ordinary Meeting, send to every member of the Council notice of all business to be brought before such meeting, including, as far as may be possible, a statement of the nature of the business to be reported upon by any Committee.
- 3.10 The quorum for meetings of Council is ten, provided that independent members are in a majority.
- 3.11 Independent members for quoracy purposes referred to in 3.9. above include the Chair of Council and Pro-Chancellor(s) but shall exclude all members of staff (ex-officio and elected), students and student representatives, and any co-opted member of the Council.
- 3.12 If no quorum is present at a meeting within half an hour from the time appointed, the meeting, if Extraordinary, shall be dissolved; if Ordinary, shall stand adjourned to that day fortnight, at the same hour and place, and, if no quorum is present on that occasion, shall be dissolved.
- 3.13 Any meeting may be adjourned to a time and place to be fixed by the meeting.

- 3.14 The Nominations & Governance Committee, on behalf of the Council shall receive written information each year on the list of members, showing members as *ex-officio*, appointed or co-opted, and giving dates of retirements.
- 3.15 Members of Council are expected to attend at least two thirds of the scheduled Ordinary meetings each academic year. Members who fail to attend regularly may be removed in line with paragraph 1.4 above.

4. Standing Orders

- 4.1 The Council has power to make Standing Orders for the purpose of regulating its procedure.
- 4.2 Such Standing Orders may specify that a particular item of business shall require a vote of not less than two thirds or three quarters (as may be specified in any particular case) of the members present (both physically and virtually) and voting.

5. The Annual Report

The Vice-Chancellor, on behalf of the Council shall present to the Court at its Annual Meeting each year a report on the University's work during the previous year.