

## **Ordinance 1**

### **The Council**

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## **Ordinance 1**

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#### **1. Membership**

- 1.1 A register of members of the Council shall be kept by the Secretary to the Council, showing their names, the capacity in which they serve and their periods of office. This register shall be open to inspection by any member of the Council at all reasonable times.
- 1.2 Members of Council receive no remuneration for their services, but the University pays travel and subsistence expenses in accordance with its financial regulations.
- 1.3 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. In addition, the Nominations & Governance Committee receives reports on attendance at each meeting and may consider an individual's continued membership at that time.

A request for the removal of a member of Council (if not by the Nominations & Governance Committee) 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 normally 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 normally four years as set out in paragraph 12 of the Charter. 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(s) 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 The Secretary to the Council shall be the University Secretary (or nominee) or as otherwise appointed.
- 2.5 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 and Ordinance 2.
- 2.6 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.
- 2.7 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 normally 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 In accordance with paragraph 13 of the Charter, 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 President/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.

#### **6. Powers of Council**

Subject to the provisions of the Charter the Council shall, in addition to all other powers vested in it by the Charter have the following powers and functions:

- 6.1 To appoint members of the Council as provided for in Ordinances.
- 6.2 To appoint the President/Vice-Chancellor, the Pro Vice-Chancellor(s), the Secretary to the Council and the Auditor or Auditors as prescribed in Ordinances.
- 6.3 To appoint the Chancellor and the Pro-Chancellor(s) as prescribed in Ordinance.
- 6.4 To regulate the appointment of Academic and other Staff as prescribed in Ordinance.
- 6.5 To regulate the establishment and disestablishment of academic and other posts, except offices created by the Charter and Ordinances and after consultation with the Senate in respect of academic posts.
- 6.6 Subject to the Charter to make, add to, amend or revoke Ordinances.
- 6.7 To institute, either from the general funds of the University or from the gift of a benefactor and in either case on the recommendation of the Senate and subject to any conditions acceptable to the Senate and the Council that may be made by the founders, Fellowships, Studentships, Scholarships, Exhibitions, Bursaries and Prizes and other such grants for the encouragement of study and research.
- 6.8 To authorise the Senate to award degrees and other distinctions (including without limitation, diplomas, certificates, fellowships, honorary degrees, honorary fellowships, memberships and associateships) in the name of Bangor University and/or jointly with other education institutions.
- 6.9 After consultation with the Senate, to revoke degrees and other distinctions (including without limitation, diplomas, certificates, fellowships, honorary degrees, honorary

fellowships, memberships and associateships) awarded in the name of Bangor University and/or jointly with other education institutions.

No person shall be deprived of any Degree, Diploma, Certificate or other distinction granted to him by Bangor University unless, before a recommendation for revocation has been made by the Senate, the person concerned has been informed of the reason therefore and has been given a reasonable opportunity of appearing before and stating his case to the Senate or a Committee thereof. If they shall avail themselves of such opportunity the report of the Senate or of such Committee shall be placed before the Council for consideration.

- 6.10 To determine, demand and receive fees for tuition, residence and other services for which Bangor University may see fit to charge.
- 6.11 To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of Bangor University and for that purpose to appoint bankers or other agents whom it may seem expedient to appoint, provided that, before determining any question of finance which directly affects the academic policy of Bangor University, the Council shall take into consideration any recommendation or report thereon by the Senate.
- 6.12 To invest any moneys belonging to or held by Bangor University in such stocks, funds, shares or securities as the Council shall from time to time think fit, whether within or without the United Kingdom and whether involving liabilities or not, or in the purchase of freehold or leasehold hereditaments in the United Kingdom or elsewhere including rents, provided:
  - a) that in the case of moneys held by Bangor University as trustee the powers conferred shall be exercised subject to the provision of the law relating to investment by trustees, and
  - b) that in the case of moneys held by Bangor University as trustee upon trusts declared by a Will or Settlement, being for purposes other than the general purposes of Bangor University, the powers conferred shall not be exercisable by Bangor University, but Bangor University shall in relation thereto have such powers of investment as may be granted by such Will or Settlement or as may be granted by the law relating to investment by trustees.
- 6.13 To authorise such contracts, arrangements and investments as may be needed to exercise the powers contained in the Charter.
- 6.14 To sell, buy, exchange, lease and accept leases of real and personal property on behalf of Bangor University.
- 6.15 To borrow money on behalf of Bangor University, and for that purpose, if the Council thinks fit, to mortgage or exchange or charge all or any part of the property of Bangor University, whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Council may think fit.
- 6.16 After consultation with the Senate to take such steps as it shall think fit for the purpose of advancing the interests of Bangor University, maintaining its efficiency, making provision for and encouraging teaching, the pursuit of learning and the prosecution of research and providing for the wellbeing of the students and staff.
- 6.17 To provide and maintain the buildings, premises, grounds, furniture, apparatus and other means needed for carrying on the work of Bangor University.

- 6.18 To administer and supervise places of residence, feeding and recreation maintained by Bangor University, subject to the provisions of Ordinance in respect of the discipline of the students.
- 6.19 To provide for the welfare of and to make provision for schemes of insurance, superannuation, pensions, retirement benefits, gratuities or benevolent arrangements for all employees and former employees of Bangor University and their dependants and relations.
- 6.20 To provide for the establishment of committees including representatives of the Council and such other persons as the Council may determine and to prescribe the method of appointment and the functions of such committees.
- 6.21 To have the sole custody and use of the Common Seal of Bangor University with full power to break or make anew the said Seal.
- 6.22 Subject to the Charter and after consultation with the Senate, to accept the affiliation to or association with Bangor University of other institutions or departments or branches thereof upon such terms and conditions as the Council shall think fit and to affiliate Bangor University to or to associate Bangor University with any other institution of higher education whose objects are compatible with those of Bangor University.
- 6.23 To appoint representatives of Bangor University on other bodies.
- 6.24 To exercise all such powers as are or may be conferred on Bangor University by the Charter and the Ordinances except when such powers have expressly been conferred on another authority of Bangor University, and to do such acts as may be necessary to carry the Charter and the Ordinances into effect.