THE COUNCIL

CONSTITUTION – UPDATED 28.08.2020

1. The Council

The Council is the University's governing body. It is established by Charter:

"There shall be a Council of the University (in this our Charter referred to as "the Council") which, subject to the provisions of this Our Charter and of the Statutes, shall be the executive governing body of the University and shall have the custody and use of the Common Seal and shall be responsible for the management and administration of the revenue and property of the University and subject to the powers of the Senate as provided in this Our Charter and the Statutes, shall have general control over the conduct of the affairs of the University and shall have all such other powers and duties as may be conferred upon it by the Statutes"

(University Charter paragraph 13)

2. Membership of the Council

The Council comprises 23 members.

The formal categories of Council members, and the terms of appointment are set out in paragraphs 3 and 4 of the Standing Orders (see paragraph 3 below).

3. Standing Orders

The Standing Orders give the framework within which the Council operates. The role and responsibilities of the Council and the role of Council members are set out in Annexes 1 and 2 to the Standing Orders.

4. The Statutory Powers of the Council

The statutory powers of the Council are set out in University Statute 13 (1-29). These are in the main, related to specific issues. Some of these powers are delegated to other bodies.

The Schedule of Delegation is set out in Annex 4 to the Standing Orders.

THE COUNCIL

MEMBERSHIP LIST – UPDATED 01.08.2026

---

1. *Ex officio* members

a) The Chair of the Council, the Pro-Chancellor

Sir David Normington	to 31.07.2030

b) The Vice-Chancellor

Professor David Phoenix

c) The Treasurer

Robert McCracken	to 31.07.2027

d) The President of the OU Student Union (OpenSU)

Scarlet James	to 31.07.2028

2. Appointed members

a) Five members of the Senate, one of whom shall be an associate lecturer, appointed by the Senate, under the University election procedures

Dr Emma Barker	to 31.07.2028
Gary Elliott-Cirigottis	to 31.07.2028
Dr Magnus Ramage	to 31.07.2028
Dr Kate Hammond	to 31.07.2028
Vacancy	

b) One member who shall be a student, appointed by the OU Student Union (OpenSU)

Kirsten Munro	to 31.07.2028

c) One member who shall be an associate lecturer, elected from and by all associate lecturer members of staff

EUR ING Tony Cox TD	to 31.07.2028

d) One member of the non-academic staff of the University, appointed under procedures determined by Ordinance

Sas Amoah	to 31.07.2029

3. External Co-opted Members

Such other persons, not being members of the academic staff or salaried officers of the University, and not exceeding eleven* in all, as may be co-opted by the Council. These persons are the external co-opted Council members.

	Current term of office
Professor Dame Julia Goodfellow CBE, DBE, Vice-Chair	to 31.07.2030
Kerry Anthony	to 31.07.2028
Liz Bromley	to 31.07.2028
Ceri Doyle	to 31.07.2028
Nikki Humphrey	to 31.07.2027
Jasbir Mann	to 31.07.2028
Angela McMullen	to 31.07.2029
Rashik Parmar	to 31.07.2030
Professor Sarah Skerratt	to 31.07.2029
Tevin Tobun	to 31.07.2028
Vacancy	

In Attendance

University Secretary (Secretary to the Council)
Chief Financial Officer
Other Vice-Chancellor's Executive (VCE) members at the Vice-Chancellor's request
Senior Manager, Governance Team (working secretary to the Council)
Head of Governance

1. Primary Responsibilities of the Council

The Council has adopted a statement of primary responsibilities. The role and responsibilities of the Council are set out in Annex 1 to the Standing Orders.

2. Council Officers

2.1 Chair of the Council

The Pro-Chancellor shall act as Chair of the Council (Statute 4(1)).

2.2 Vice-Chair of the Council.

The Council may appoint from among its own members a Vice-Chair not being a member of the academic staff or a salaried officer in the University. He/she shall preside at the meetings of the Council in the absence of the Chair. The Council may require him/her to vacate office if he/she ceases to be a member of the Council. He/she shall hold office for three years (Statute 12).

2.3 Secretary to the Council

The Secretary shall act as Secretary to the Council (Statute 8(4)).

He/she or a member of his/her staff to whom that responsibility has been delegated, shall record the proceedings of the Council ensuring that its decisions and instructions are carried out.

2.4 Vice-Chancellor

The Vice-Chancellor shall by virtue of his/her office be a member of the Council (Statute 5(2).

The Vice-Chancellor shall have a general responsibility to the Council and to the Senate for maintaining and promoting the efficiency and good order of the University. He shall make a report annually to the Council on the working of the University. (Statute 5(4)).

The Vice-Chancellor has responsibility for the appropriate implementation of the decisions of the governing body.

2.5 The Treasurer

The Treasurer is an ex-officio member of the Council.

3. Council Membership (statute 11 (1) and (2))

3.1 *Ex officio* Members:

The Pro-Chancellor, the Vice-Chancellor, the Treasurer, and the President of the OU Student Union (OpenSU)

3.2 Appointed Members:

a) Five members of the Senate, one of whom shall be an associate lecturer, appointed by the Senate, under the University election procedures;

b) One member who shall be a student, appointed by the OU Student Union (OpenSU)

c) One member who shall be an associate lecturer, elected from and by all associate lecturer members of staff;

d) One member of the non-academic staff of the University, appointed under procedures determined by Ordinance.

3.3 Such other persons, not being members of the academic staff or salaried officers of the University, and not exceeding eleven* in all, as may be co-opted by the Council. These persons are the external co-opted Council members.

4. General Terms of Office

4.1 a) *Ex officio* members of the Council shall hold office so long as they continue to occupy the positions by virtue of which they became members. The Pro-Chancellor and the Treasurer are external members of the Council; (Statute 11 (3) (a));

b) Appointed and external co-opted members of the Council shall hold office normally for a period of four years commencing on the first day of August in the year in which they are appointed, and shall be eligible for re-appointment, provided that no appointed member shall serve for a continuous period exceeding eight years; (Statute 11 (3) (b) and (c));

c) External co-opted members join the Council through the Council's approval of recommendations submitted by the Governance and Nominations Committee. The appointment procedure and criteria for nominations is set out in Annex 2 to the Standing Orders;

d) Casual vacancies for appointed members shall be filled under procedures determined by ordinance;

e) Interim vacancies for external co-opted members are not filled on a casual basis, but a new member is sought by the Governance and Nominations Committee through the appropriate process. A recommendation is made to the Council for appointment.

4.2 All Council members should be available to sit on Council committees if required. External members are expected to become a member of at least one of the Council's committees, as part of their role. The Governance and Nominations Committee shall recommend members to the Council to undertake these roles.

4.3 The Council shall normally appoint an external member with special responsibility for each of Northern Ireland, Wales and Scotland. The Governance and Nominations Committee shall recommend members to the Council to undertake these roles as appropriate.

4.4 Council members shall not receive remuneration for this office.

4.5 Statute 20 (1 and 2) states that the Pro-Chancellor, the Treasurer and any member of the Council (other than an *ex officio* Member or a member of the academic staff to whom Statute 21 applies) may be removed from office for good cause by the Council. No person shall be removed from office by the Council unless he shall have been given a reasonable opportunity of being heard by the Council.

"Good cause" in this Statute means:

a) conviction for an offence which may be deemed by the Council to be such as to render the person unfit for the execution of the duties of the office; or

b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office; or

c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise.

4.6 The Council has adopted a statement concerning the role of Council members. This is set out fully in Annex 3 to these Standing Orders.

5. Meetings

5.1 Ordinary Meetings

The Council shall meet at least 3 times each year (Statute 14). Its schedule of meetings shall be published in the University's Committee Timetable. The Committee year will run from 1 August to 31 July following.

Notice of each ordinary meeting shall be circulated at least fourteen days before the date of the meeting. Members are asked to indicate if they are able/unable to attend Council meetings on each occasion. An attendance record is maintained.

5.2 Special Meetings

A special meeting may be convened at any time on the written request of ten members of the Council (Statute 14) or by the decision of the Chair.

Unless otherwise determined by the Chair, at least three week's notice of the meeting must be given and the meeting must be held within five weeks of the request.

The request for a special meeting must propose a motion or motions. No item shall be included on the agenda of the special meeting other than those specified on the request for the meeting (unless the Chair agrees that an item is directly related to the main business of the meeting).

5.3 Quorum

A quorum for all meetings of the Council shall be forty percent of the current membership. (Statute 14), subject to there being a majority of external members who are independent of the organisation.[*] The Chair shall determine, by discretion, whether the meeting is representative of the total membership, even though the meeting may be quorate.

In the absence of a quorum no business shall be transacted other than the adjournment of the meeting. The Secretary shall arrange for the meeting to be reconvened on another occasion and at least 15 working days notice will be given to members of the reconvened meeting.

5.4 Observers and those in attendance

Those regularly in attendance at meetings will include the Secretary and any others

[*] With a membership of 21, the Council shall be quorate if 9 members are present, of whom 5 are external members.

specified in the constitution. Attendance at meetings by persons other than those listed in the constitution is by invitation only and must be approved by the Chair in advance of the meeting.

Executive officers should provide information and advice when called upon. At Council meetings, the number of executive officers should not normally exceed the number of lay members present.

Non-members may be invited to be in attendance for certain agenda items or for a particular meeting, to present business or to hear and respond to the debate. The Chair may also agree to others being present to observe a meeting, for example for induction purposes.

When classified business is under consideration, the Chair may require all observers and all those in attendance to leave the room with the exception of the Secretary of the committee concerned.

5.4 Agenda and Papers

The agenda for each Ordinary meeting shall be circulated at least five days before the meeting.

Papers for discussion at meetings shall be confined to those itemised on the agenda and circulated by the Governance Team on behalf of the Secretary. These will be circulated to members before the meeting. Papers may, exceptionally, be tabled at meetings but only if they require urgent consideration and time does not allow for them to be circulated in the normal manner.

The papers submitted to Council meetings should be received in a timely way, be short, clear and concise with executive summaries. They should conform to University standards for document preparation.

5.5 Minutes

The unconfirmed minutes of the previous meeting will be circulated to all members of the Council at the earliest opportunity and will also be circulated with the agenda for the forthcoming meeting.

The minutes of the previous meeting are confirmed at the following meeting of the Council and signed by the Chair, after any amendments have been added, if necessary.

It is for the Council at the meeting in question to determine whether a particular item shall be reported in a “restricted minute”.

5.6 Openness and Information

The University operates on the principle of open access to information wherever possible. Communication by the Council to the University community and stakeholders is strengthened by placing unconfirmed minutes and non-confidential papers on the intranet, and unconfirmed minutes on the internet following the meeting.

The agenda and papers are circulated before Council meetings. Council papers are not usually confidential. Confidential papers are normally those dealing with individuals or matters of commercial sensitivity. These will be marked as “Highly Confidential” and printed on green paper.

The Council shall determine at each meeting if papers are to retain their confidential status. Papers and topics which are subject to further consideration may be deemed by the Council as remaining confidential until a future date.

The agenda and papers circulated to members should not be discussed outside the University. Information from Council meetings will be published on the internet and intranet after the meetings have taken place.

Direct contact with the press on Council matters will be dealt with through the Communications Office at The Open University.

6. Conduct of Meetings

6.1 Conflict of Interests

The agenda for each meeting will include an initial item that will invite members to declare any interest in the items for discussion. Further details are provided in paragraph 7.

6.2 Voting

At meetings of the Council, except in the case of a Special Resolution, motions and amendments shall be determined by the majority of members present and voting. In the case of equality of votes, the Chair or other presiding officer shall have a casting vote whether or not he/she has voted before on the motion (Statute 23(1)(d)). Voting will be by a show of hands.

The number of members voting for and against an item of business shall be recorded in the Minutes. The name of any member voting for or against an item of business or abstaining from voting shall, on the request of that member, be recorded in the Minutes.

Special Resolutions of the Council concerning amendments to the Charter and Statutes are determined in the following manner: A “special resolution” means a resolution passed at one meeting of the Council and confirmed at a subsequent meeting. This second meeting shall be held not less than one calendar month nor more than three calendar months after the first meeting. Notice of each meeting shall be given to each member of the Council not less than fourteen days before the meeting to be held and the resolution must be passed at each meeting by a majority of not less than three-fourths of those present and voting.

6.3 Points of Order

At any time in the course of a discussion, a member may speak to a point of order, and the discussion shall be suspended until the point of order has been decided by the Chair.

6.4 Conduct of Debate

When speaking, members shall address the Chair. Comments shall be directed to the question and discussion in hand or to a point of order or a point of explanation.

When discussion is in progress, members should indicate to the Chair their wish to speak to the item. The Chair will invite their contribution in due order.

The Chair may take questions from members, and at his/her discretion may invite responses from particular officers.

Those present by invitation as observers may speak with the permission of the Chair. They shall not be entitled to move or second a motion or amendment or to vote on any matter before the meeting.

6.5 Procedural Motions

When a motion or amendment is under debate, no other motion shall be moved except the following procedural motions:

(a) that the motion be not put;
(b) that the motion be now put (closure of the debate);
(c) that Standing Orders be suspended for a specified item of business;
(d) that the meeting be adjourned to a specific time;
(e) that the matter be deferred to the next Ordinary Meeting;
(f) that the matter be referred to the appropriate committee;
(g) that the meeting proceed to next business;
(h) that the order of business be changed;
(i) that the voting figures be recorded in the Minutes;
(j) that speeches be not allowed to exceed a specified time;
(k) that a part or parts of a motion be voted on separately;
(l) that the meeting be closed;
(m) that the debate be adjourned.

Procedural motions shall have a proposer and a seconder and shall be debated in order of precedence. A motion for the closure of debate shall be put to the vote without discussion. If it is carried, the mover of the original motion shall have a right of reply and the original question shall then be put forthwith.

6.6 Disorderly Conduct

If any member persistently disregards the ruling of the Chair or behaves irregularly, or improperly, or offensively, or wilfully obstructs the business of the meeting, it shall be competent for a member to move “that the member named be not further heard” or “that the member named leave the meeting” and the motion. If this is seconded it shall be put and determined without discussion.

If, after a motion revised under the paragraph above has been carried and the misconduct or obstruction is continued and in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.

In the event of general disturbance which, on the ruling of the Chair, renders the due and orderly dispatch of business impracticable, the Chair may, without the question being put, adjourn or suspend the sitting of the Council for such period as may be considered expedient.

6.7 Adjourned Meetings

When a meeting is adjourned temporarily for a brief period, for convenience, unruly behaviour, emergency or other cause, no special procedures are required when the meeting resumes. The remaining business shall be dealt with as if the meeting had been continuous.

When a meeting is adjourned to continue on another day, at least 15 working days notice of the calling of the adjourned meeting shall be given. At the adjourned meeting only the unfinished business for which the original meeting was called shall be transacted.

At the discretion of the Chair, when there are no matters of urgency to be resolved, the unfinished business may be referred to the next Ordinary Meeting of the Council, when it shall take precedence over other business except for the confirmation of the Minutes of the previous meeting.

6.8 Rescinding a resolution

No resolution of the Council shall be rescinded within 6 calendar months.

6.9 Effectiveness of meetings

The agenda for each meeting will include a final item that will allow the Council to collectively reflect on its effectiveness at that meeting.

7. Declaration of Interest

The Council has adopted the guidance on the declaration of interests by members of the governing bodies of universities and colleges in England and Wales promulgated by the Committee of University Chairmen. This guidance states:

"It is central to the proper conduct of public business that chairs and members of governing bodies should act and be perceived to act impartially, and not be influenced in their role as governors by social or business relationships".

Any member of the Council who has a clear and substantial interest in a matter under discussion shall declare that interest whether or not that interest is already declared in the Register of Interests. Such declarations should make clear the interest and whether it carries either direct or indirect financial interest to the member. This requirement also applies to the University Secretary and to any executive officers who are in attendance.

Where such an interest constitutes a direct or indirect financial interest, the member involved shall withdraw from any meeting. Members may not speak, participate in or otherwise seek to influence any decisions taken by the Council relating to the matter under discussion.

Where a member has an interest which is not financial, but which is relevant to the activities of the University, that interest shall also be declared. Where the interest is substantial, the member involved shall withdraw from discussions or decisions relating to that interest. Where an interest arises from membership of a public body, and where there is no financial interest, full participation in the discussion and decision is permitted.

In all circumstances, members of Council shall ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken to the actions of the Council. If so, the interest is sufficient for the member to declare that interest.

Members of staff of the University do not need to declare an interest or to withdraw from discussion when general terms and conditions of service of staff or a group of staff are considered. Similarly, members who are students of the University do not need to withdraw or declare an interest in issues of relevance to the student body as a whole including the setting of fees for modules. However, if a member of staff or a student has a particular interest in the issue which is greater than the interest of the group of staff or students as a whole, then that interest shall be declared and the member of staff or student shall withdraw from the meeting. Members may not speak, participate in or otherwise seek to influence any decision taken by the Council relating to the matter under discussion.

The restriction of involvement in matters of direct personal or financial interest does not prevent members of Council from remaining at a meeting which is considering, and voting, on proposals to ensure the governing body against liabilities which it might incur.

Any such declarations of interest shall be recorded in the Minutes.

8. Delegation of Powers

A schedule of delegation is attached as an Annex 4 to these Standing Orders.

The Council may grant delegated authority to the Chair to act on its behalf between meetings on matters of routine business. The Chair shall be answerable to the Council for any action which he/she takes on its behalf and a report shall be made to the next meeting of the Council detailing any Chair's action taken.

9. Matters relating to the Standing Orders

Ruling by the Chair

The Chair shall determine all questions of procedure not expressly provided for in these Standing Orders subject to the consent of the meeting, absence of consent being determined by a two-thirds majority in support of a challenge to the ruling of the Chair.

Suspension of Standing Orders

Any of these Standing Orders may be suspended at any meeting after a motion to that effect has been passed by a majority of two-thirds of the members present and voting. Such suspension shall be for a specified item of business only and shall lapse when that item is concluded.

Amendments to Standing Orders

The Council shall approve the amendment or repeal of the Standing Orders

Attachments

Annex 1 Statement of Role and Primary Responsibilities
Annex 2 Council Members – Appointment Procedure and Criteria for Nominations
Annex 3 Role of Council Members
Annex 4 Schedule of Delegation

THE COUNCIL

STATEMENT OF PRIMARY RESPONSIBILITIES

The following Statement of Primary Responsibilities is based on the model statement contained in the Higher Education (HE) Code of Governance, published by the Committee of University Chairs (CUC)†, adapted to reflect the powers and responsibilities that The Open University derives from the University Charter and Statutes. The Statement also takes into account the main principles of the Scottish Code of Good HE Governance.

These responsibilities apply to the Council of the Open University.

1 The Charter of the Open University:

By authority of the Charter (Article 13) the Council is the executive governing body of the University and has custody and use of the Common Seal. It is responsible for the management and administration of the University's revenue and property and, subject to the powers of the Senate, exercises general control over the conduct of the affairs of the University.

Within the framework set out in the Charter and Statutes, the primary responsibilities of the Council are as follows:

2 Proper Conduct of Business

2.1 The Council is collectively responsible for overseeing the University's activities, determining its future direction and fostering an environment in which the University mission is achieved and the potential of all learners is maximised. It is responsible for safeguarding the good name and values of The Open University.

2.2 The Council shall ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance, and also that appropriate advice is available to enable this to happen. Members should refer to the Secretary for further information about the rules applying to the University.

2.3 The Council is entrusted with funds, both public and private, and therefore has a particular duty to conduct its business in accordance with best practice in HE corporate governance, and with the principles of public life drawn up by the Committee on Standards in Public Life and the Scottish Social Services Council, which embrace public service, selflessness, integrity, objectivity, accountability and stewardship, openness, honesty,leadership and respect.

2.4 The Council shall meet regularly, normally not less than four times a year (Statute 14 specifies not less than 3 times a year), in order to discharge its duties effectively. Members of the Council shall attend regularly and take an active part in all Council business. They should not confine their contributions to matters that appear relevant to their background or the particular constituency that appointed or elected them.

---

†The full CUC HE Code of Governance, including illustrative guidance, is available at: fhttps://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Code-of-Governance-Updated-2018.pdf
The Scottish Code of Good Higher Education Governance is available at: http://www.scottishuniversitygovernance.ac.uk/wp-content/uploads/2016/08/Scot-Code-Good-HE-Governance-A4.pdf

2.5 Certain items may be declared to be 'reserved', that is, business which for reasons of confidentiality has papers and minutes recorded separately and with restricted circulation. Such business should be kept to a minimum because of the general need for transparency and openness, but would normally include matters relating to an individual member of the University or commercially sensitive material.

2.6 To function efficiently, the Council must have rules for the conduct of its meetings. The Standing Orders provide:

- procedures for voting, rescinding decisions, calling extraordinary meetings, and declaring business reserved;
- requirements for a quorum;
- frequency of meetings.

The Standing Orders regulate those aspects of the conduct of that are not already prescribed by the statutes and ordinances. Additionally, the Council's Standing Orders reiterate, where appropriate, the relevant provisions of the statutes and ordinances in order to consolidate all the material for ease of reference.

2.7 The Council exercises its responsibilities in a corporate manner; that is to say, decisions are to be taken collectively by all of the members acting as a body. Members should not act individually, or as representatives of a constituency or in informal groupings, to take decisions on Council business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its committees.

3 Authority

3.1 The Council shall be:

a) the employing authority for all staff in the institution and is responsible for establishing a human resources strategy;

b) the principal financial and business authority of the institution, ensuring that proper books of accounts are kept, approving the annual budget and financial statements, and having overall responsibility for the institutions assets, property and estate;

c) the institution's legal authority and, as such ensuring that systems are in place for meeting all the institutions legal obligations, including those arising from contracts and other legal commitments made in the institutions name.

3.2 The Council shall also act as the trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

4 Mission and Strategy

The Council is responsible for approving the mission, and strategic vision of the University, its long term business plans, key performance indicators (KPI's) and annual budgets, ensuring that these meet the interests of the University's stakeholders.

5 Monitoring Effectiveness and Performance

5.1 The Council is responsible for:

a) ensuring that processes are in place to monitor institutional performance and effectiveness against the plans and approved KPI's, which should be - where possible and appropriate - benchmarked against other comparable institutions;

b) ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest.

5.2 The Council monitors and evaluates its own performance and effectiveness through:

a) a collective reflection on its effectiveness at the end of each meeting;

b) an annual review, incorporating a profile of the year's business against its responsibilities. Biennially, this annual effectiveness review is supplemented by input from individual Council members, underpinned by a formal questionnaire. The questionnaire is intended to provide an opportunity for members to independently evaluate the way in which the Council operates. The summarised outcomes of the annual effectiveness review are included in the Corporate Governance Statement in the Financial Statements.

5.3 The Council institutes quinquennial reviews of governance. The outputs of such reviews are published externally on the University website.

5.4 The performance of the Vice-Chancellor is monitored through annual discussions with the Pro-Chancellor. Council members are invited to comment on the performance of the Vice-Chancellor through the annual online member review process. These views inform the Pro-Chancellor's report to the Remuneration Committee.

5.5 The Council must provide leadership in equality and diversity across all protected characteristics, assuming responsibility for the University's strategy and policy on equality and diversity. This should not only ensure compliance with all relevant legislative and regulatory requirements, but also actively promote and facilitate equality and diversity goals across the whole University. In addition, the governing body must monitor its own composition, establishing appropriate goals and policies regarding the balance and diversity of the members it appoints and regularly reviewing its performance against these goals and policies.

6 The Appointment of the University's Officers

6.1 The Council is responsible for the appointment of:

a) the Pro-Chancellor (Chair of Council) on the recommendation of an appointing committee (Statutes 4 and 13(1));

b) the Chancellor – jointly with the Senate - on the recommendation of a joint committee of the Council and the Senate (Statutes 3 and 13(3));

c) the Vice-Chancellor, as head of the University and chief executive, on the recommendation of a joint committee of the Council and the Senate (Statute 5 and 13(4));

d) the Secretary to the governing body, on the recommendation of a joint committee of the Council and the Senate (approved by the Council 1980). The Council is also responsible for ensuring that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability;

e) the Treasurer (Statute 13(4)) on the recommendation of the Governance and Nominations Committee.

6.2 The Deputy Vice-Chancellor is appointed by a Joint Committee of Council and Senate. Pro-Vice-Chancellors and Executive Deans are appointed by appointing committees.

6.3 The Council is responsible, in accordance with Statute 3, for the institution of joint committees of the Council and the Senate

7 The Appointment of Council Members

7.1 External co-opted members of the Council (and Council Committees) are appointed by the Council (Statutes 11 and 13(2)) on the recommendation of the Governance and Nominations Committee.

7.2 The Vice-Chair of the Council is appointed by the Council from among the external members (Statute 13(1)) on the recommendation of the Governance and Nominations Committee.

8 Ensuring the Welfare of Students and the Quality of Institutional Educational Provision

8.1 On the recommendation of the Senate, the Council is responsible for providing as necessary for the welfare of the students of the University (Statute 13(16)). It approves strategies with major resource implications, such as fee policies (Statute 13(17)).

8.2 The Council is also the designated responsible body for the Prevent (Counter Terrorism) Duty; it agrees the principles, policies and risk assessment to ensure the University is compliant with the Duty to give due regard to the need to prevent people from being drawn into terrorism. It also receives assurance that there are appropriate reporting mechanisms in place to ensure that Office for Students (OfS), and the Scottish Government, is sufficiently informed.

8.3 The Council receives a copy of the annual report and is asked to endorse the statement of assurance on the recommendation of the Senate on the academic standards and quality of learning experience.

9 Students Union

9.1 The Council has the responsibility to take such steps as are reasonably practicable to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances.

9.2 For this purpose, the Council receives an annual report from the OU Students Association whereby it will approve changes to the Constitution in accordance with the 1995 Education Act and also receives, after submission to the Finance Committee, the financial statements from the Students' Association.

10 Regulatory Powers

10.1 The Council, after consultation with the Senate, may by Special Resolution make Statutes for the University which may add to, amend or repeal the Charter and Statutes subject to the approval of the Privy Council (Article 20 and Statute 13(5)).

10.2 A "Special Resolution" means a resolution passed at one meeting of the Council and confirmed at a subsequent meeting held not less than one calendar month nor more than three calendar months after the former meeting. Provided that notice of each meeting shall be given to each member of the Council not less than fourteen days before the meeting to be held and that the resolution be passed at each meeting by a majority of not less than three-fourths of those present and voting.

10.3 The Council makes, amends or repeals Ordinances (on the recommendation of Senate for those concerning academic matters) (Statute 13(29)).

11 Delegation of Powers

11.1 In accordance with Article 4 (27) of the Charter, the Council has delegated some of its powers as outlined in Statute 13. Those powers that have been delegated, and to whom, are shown in the Council Schedule of Delegation.

11.2 The Council delegates authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. It establishes and keeps 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 institution. The Council receives regular reports from the Vice-Chancellor.

11.3 The Council delegates some of its powers and allocates some of its work to specialist committees, namely Audit, Finance, Investment (a subcommittee of Finance), Governance and Nominations Committee, Strategic Planning and Resources Committee, and Remuneration Committee. The Council receives reports and assurances regularly and annually from its specialist committees.

12 Charitable Status

The Open University is an exempt charity as well as a legally independent corporate institution. Members of the Council are therefore trustees of a charitable body, and have the responsibilities and potential liabilities that go with trustee status. In particular, members are required to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity. Members should also ensure that they are familiar with the Charity Commission guidance on Charitable Purposes and Public Benefit.

13 Funding Requirements

The OU is regulated principally by the Office for Students (OfS), which defines the conditions under which the University receives public funds. The OfS replaces the former Higher Education Funding Council for England (HEFCE). Operating throughout the UK, the OU also receives funding from the Higher Education Funding Council for Wales (HEFCW) and the Scottish Funding Council (SFC) and the Department for the Economy, Northern Ireland.

14 Other Responsibilities

Other responsibilities of the Council, as set down in the Charter and Statutes, are detailed in the Council Schedule of Delegation.

THE COUNCIL

COUNCIL MEMBERS – APPOINTMENT PROCEDURE AND CRITERIA FOR NOMINATIONS

---

1. The Council of The Open University has established a Governance and Nominations Committee to seek out and recommend the appointment of new external/lay/independent and co-opted members to the Council and its committees. The Committee, which is a committee of the Council, will meet at least twice per year to decide upon recommendations for appointment to membership of the Council or its committees or for Council members to be appointed to other University committees, as vacancies arise or are anticipated.

2. The Governance and Nominations Committee will follow a structured process for the recruitment and selection of members to the Council and its committees. To ensure effective succession planning, it will maintain an accurate record of the terms and durations of service for all members and a skills matrix, being particularly mindful of forthcoming vacancies and the balance of skills and experience to be maintained.

3. It is important that the Governance and Nominations Committee attracts high-calibre individuals with four UK Nations, and international skills, experience and perspectives that enhance the effectiveness of the Council and its committees.

4. In seeking to find a diverse range of prospective candidates, the Committee should consult widely and vacancies for external/lay/independent and co-opted members should be publicised within and outside the University. Opportunities for membership of the Council may be openly advertised in the national press and the Governance and Nominations Committee may also consider using a recruitment agency, the CUC Board Portal, the Register of Public Appointments or specialist networks to support such recruitment (Women on Boards, the 30% Club, Common Purpose). Council members, staff, students and alumni should be invited to bring forward names for consideration by the Committee.

5. A clear description of the role, details of the nomination criteria and a specification of the skills, knowledge, experience and qualities required for any particular vacancy will be agreed by the Governance and Nominations Committee (in consultation with the relevant committee Chairs). This will include an assessment of the time commitment required. Candidates will be considered against the role description and criteria. The Governance and Nominations Committee will also seek assurance that potential members can question intelligently, debate constructively, challenge rigorously, decide dispassionately, appreciate the difference between governance and management, and be sensitive to the views of others, both inside and outside governing body meetings.

6. Members of the Council committees requiring particular expertise will be expected to meet specific criteria as set down in the relevant constitutions:

   a) Audit Committee

      Audit, finance and/or senior management experience

   b) Finance Committee

      Finance and/or senior management experience, ideally exhibiting a mix of finance skills from commercial, financial and education sectors.

7. The Governance and Nominations Committee will agree a policy on the diversity balance of its independent members and conduct an annual review of its performance against this policy. It will consider candidates from a wide range of backgrounds and take particular note

of the importance of achieving a diverse membership in terms of gender, ethnicity, disability, approach, thinking and opinion. It will consider any equality and diversity targets set by the University when developing both the skills matrix and the specific approach to be used in recruitment and selection.

8. On appointment to the Council or a committee, all Council members (external and internal) will be sent a formal letter of appointment, together with an electronic induction pack, which will include detailed information on the role and the University's expectations of members. A personal induction programme will also be prepared for all new members.

Annex 3

THE COUNCIL

ROLE OF MEMBERS OF THE COUNCIL AND THE COUNCIL COMMITTEES

---

1. Summary of Responsibilities of Members of the Council

1.1 Higher education institutions (HEIs) are legally independent corporate institutions that have a common purpose of providing learning and teaching and undertaking research. They also have an important role in contributing to economic growth through research and developing links with industry and the community (so-called 'third leg' or 'third mission' activities). The governing body, which in the case of The Open University is the Council, is responsible for ensuring the effective management of the University and for planning its future development. It has ultimate responsibility for all the affairs of the University.

1.2 The main responsibilities of the Council, and thereby the primary duties of a member, are set out in its Statement of Role and Primary Responsibilities, which is Annex 1 to the Standing Orders. They may be summarised as follows:

- Proper Conduct of Public Business
- Ensuring that the Mission of the University is fulfilled
- Strategic Planning
- Monitoring Effectiveness and Performance
- Finance
- Audit and Risk
- Estate Management
- Human Resource Management
- Equality and Diversity
- Health and Safety
- Student's Union

1.3 The Open University is an exempt charity as well as a legally independent corporate institution. Members of the Council are therefore trustees of a charitable body, and have the responsibilities and potential liabilities that go with trustee status. In particular, members are required to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity.

1.4 All persons appointed to the Council are expected to be committed to the University's values and to bring particular behaviours to the Council. They should consider issues from a strategic perspective, question intelligently, debate constructively, challenge rigorously and decide dispassionately. Members should also listen sensitively to the views of others, both inside and outside meetings of the Council.

1.5 Individual members of the Council, members of Council committees and the Council as a whole should at all times observe the highest standards of corporate governance in the exercising of their responsibilities. In particular, they should conduct themselves in accordance with the accepted Seven Principles of Public Life drawn up by the Committee on Standards in Public Life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership (Appendix 1). The governance practices of the University are consistent with the revised CUC "Guide for Members of Higher Education Governing Bodies in the UK".

2. Membership of the Council

2.1 The appointment of external members is overseen on behalf of the Council by the Governance and Nominations Committee. The appointment procedure and criteria for nominations are set out in Annex 2 to the Standing Orders.

2.2 The appointment of staff and student members is subject to procedures laid down by ordinance.

3. Corporate Decision Making

3.1 All members should exercise their responsibilities in the interests of the institution as a whole rather than in a personal or individual capacity, or as a representative of any constituency. Members nominated or appointed by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others.

3.2 The Council and its committees exercise their responsibilities in a corporate manner; that is to say, decisions are taken collectively by all of the members acting as a body. Members should not act individually, or as representatives of a constituency or in informal groups, to take decisions on governing body business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its committees.

3.3 The Council has given powers to the Chair to take action on behalf of the Council between meetings. This is incorporated into the Standing Orders (para 8).

4. Conflict of Interests

4.1 Upon commencing appointment, members of the Council are required to declare any pecuniary, family or other personal interest, direct or indirect, and this is noted in the Register of Members' Interests. Any individual who is considering becoming a member of the Council, and is unsure whether they may have a conflict of interest, should contact the University Secretary for advice. Council members are expected to update their entry at any time as and when their circumstances change.

4.2 Members are expected to make a declaration of interest in any matter on the Agenda at the beginning of each meeting of the Council. The Standing Orders provide guidance on the management of any conflict of interest that may arise at a meeting of the Council or of a Council Committee (paragraph 7).

4.3 Members should ensure that they are familiar with the Charity Commission guidance on Conflicts of interest.

EXPECTATIONS OF COUNCIL MEMBERS

5. Meetings of the Council

5.1 The Council normally meets in March, May, July and November, but will call additional meetings if business dictates. Meetings are held in Milton Keynes and in one of each of the four UK nations and one English region annually. Formal business is combined with strategic or development events, so meetings usually take place over a whole day. In addition, the Council has a joint meeting with the Senate in April and an annual Development Day in September.

5.2 Members are expected to attend scheduled meetings and events of the Council, or the appropriate Council committees. A record of attendance is maintained and monitored by the Governance and Nominations Committee and poor attendance will be considered as part of

the annual review process. Annual attendance figures are also published in the University's Financial Statements. This is part of the Council's effectiveness review process.

5.3 Members should be able to apportion sufficient time to prepare for the meetings by reading the papers and noting points to raise.

6. Committees of the Council

6.1 The Council has 7 formal Committees that have delegated responsibility in the following areas:

- Audit (meets a minimum of 2 times per year, normally 3)
- Finance (meets a minimum of 4 times per year)
- Governance and Nominations Committee (meets a minimum of 2 times per year, normally 4)
- Nominating Advisory Committee for Statute 21 Procedures (meets as and when required)
- Remuneration Committee (meets twice per year)
- Strategic Planning and Resources Committee (meets once per year, with ad hoc meetings arranged as required)

6.2 All Council members should be available to sit on Council committees if required. External members are expected to become a member of at least one of the Council's committees, as part of their role. The Council will endeavour to appoint a member to a Committee where their skills and experience can make the most positive contribution. Members may also have an opportunity to contribute specific expertise by serving on working groups established by the Council for specific purposes.

7. Briefing

7.1 Members are expected to develop a good working knowledge of the University, including its mission and core values, and to understand the key issues facing higher education in the UK and/or elsewhere. They should have sufficient awareness to make appropriate decisions on Council and Council committee business.

The University is committed to providing

- an initial induction;
- Council and/or other committee papers in a timely manner;
- a dedicated Council area of the University's Governance website;
- visits within the University;
- access to CUC[‡] / LFHE[§] seminars and other relevant conferences, workshops and seminars;
- other topical information as appropriate.

There is an onus on members to keep themselves informed and to take advantage of appropriate development opportunities.

7.2 Following initial induction, members will receive regular updates from the University, as well as appropriate publicity material about the University to help them stay up-to-date with developments.

[‡] Committee of University Chairs
[§] Leadership Foundation for Higher Education (part of AdvanceHE)

8. Involvement in University Affairs

8.1 Members are expected to engage with the University, not only through meetings and committees, but also by taking advantage of other opportunities to foster understanding of the University's business, functions and departments. External members will be encouraged to engage at an early stage with key issues for the University, to build up their knowledge over a wider area than their own experience and expertise. Events such as the Development Day and the Strategy Workshop will provide Council members with opportunities to engage with the wider University. External members will be offered the option to link with a faculty or other unit within the University if it would be of particular interest to them.

8.2 The Council will appoint an external member with special responsibility for each of Northern Ireland, Scotland and Wales. These members may also be asked to become members of an External Advisory Group (EAG) where one has been established.

8.3 External co-opted members of the Council and Council committees must attend at least one award ceremony each year and are strongly encouraged to attend other University functions, such as open days, lectures, etc. Details of such events will be circulated as appropriate.

8.4 External co-opted members of the Council and Council committees are strongly encouraged to undertake an Open University course in order that they may have first hand experience of the student journey with the University.

8.5 A buddy system between members of the Council and the Vice-Chancellor's Executive has been established to promote regular engagement and exchange of information.

8.6 However, external members should also take care not to become involved in the day-to-day executive management of the institution. This also applies to the staff and student members (except that in the course of their employment or in their activities as students, they may have executive responsibilities within the institution). Members should consider issues from a strategic perspective.

9. Ambassadorial Function

Members of the Council and its committees are expected to promote the interests of the University. They can work on behalf of the University in many ways, including:

a) As ambassadors outside the University, especially in commercial, business and political/national spheres.

b) Within the University by communicating with different groups of staff and students, explaining the work of the Council and gathering opinions.

c) On behalf of the University on formal occasions and in other national University and HE fora.

The University will brief members as appropriate.

UNIVERSITY SUPPORT FOR COUNCIL MEMBERS

10. Induction and Development Programme

The University will provide an induction for each new member of the Council and of the Council committees. It will also provide internal and external training and development opportunities as appropriate. Further details are provided in Appendix 2 to this document.

The member review process will consider whether an appropriate induction and development programme has been made available by the University and whether the member has taken

advantage of such opportunities. It will also provide an opportunity to consider any future development needs.

11. Member Review

Each individual member of the Council will be expected to participate in an annual review. Members will be given an opportunity to provide feedback, using a self-assessment questionnaire (SAQ), on their personal experience of the Council and whether they feel that they have been able to make an effective contribution. The SAQ will provide an opportunity to raise any concerns and to identify any future developmental needs. Further details of the review process can be found in Appendix 3 to this document.

12. Website

The University will provide access to a dedicated Council area of the University's Governance website, which will contain information for Council and about Council. The website will include:

- Key governance documents and information for new members
- Current strategy papers, annual reports, etc
- Easy access to the calendar of meetings, agendas, papers and minutes, etc
- Biographical information about members of Council
- Links to relevant internal and external web pages, eg LFHE, Government Departments, the funding councils, etc

13. Publications

The University will provide members with copies of internal publications, as well as the CUC and other HE newsletters.

14. Expenses

14.1 The Open University does not remunerate members of the Council.

14.2 The University will pay the travelling and subsistence expenses of external, associate lecturer and student members of the Council on request. Expense forms for external and student members are available from Governance Team. Expense forms for associate lecturers are available from the Student Services Manager, Associate Lecturer Representation.

15. Insurance

The University arranges appropriate insurance cover in respect of legal action against its Council members. Further details are available on request.

16. Secretariat

The University's Governance Team manages the day to day operation of the Council, including the provision of administrative services. It can provide assistance in setting up visits to units and other areas of the University as required, and in booking places on relevant internal or external events.

Appendix 1: Principles of Public Life
Appendix 2: Council Members – Induction and Development
Appendix 3: Council Members – Annual Review Process

THE COUNCIL

PRINCIPLES OF PUBLIC LIFE

Public Service
Holders of public office have a duty to act in the interests of the Council of which they are a Member and in accordance with the core tasks of the Council.

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices solely on merit.

Accountability and Stewardship

Holders of public office are accountable for their decisions and actions to the public. They have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Council uses its resources prudently and in accordance with the law. They must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to act honestly. They must declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of the Council and its Members in conducting public business.

Respect

Holders of public office should respect fellow members and employees of the Council and the role they play, treating them with courtesy at all times.

THE COUNCIL

COUNCIL MEMBERS – INDUCTION AND DEVELOPMENT

INDUCTION

All new members of the Council and Council committees will receive an electronic induction pack, which provides an introduction to Council meetings, governance and constitutional documents (including information on the role of members and Code of Conduct), key strategy documents and reports, and the most recent financial statements. The CUC[**] Higher Education Code of Governance and the LFHE[††] Getting to Grips with Being a New Governor are also provided, together with useful links to external sites. New members will also receive access to the papers and minutes of previous meetings, and to forms for biographical details, declaration of interest and claiming expenses.

The University will provide an annual Development Day for all members of the Council and Council Committees. This will allow new members of the Council and Council Committees to meet with relevant OU staff and to visit areas of the University that will be both interesting and useful to them, as well as to be introduced to their Council colleagues in a relatively informal atmosphere. If members are unable to attend this day, or join at a different time in the year, a similar programme is provided on an individual basis.

A typical induction programme will include:

a) an introduction to governance at the OU, including the role and responsibilities of members;

b) an overview of the financial position and the challenges facing the OU;

c) an overview of University strategy and risk management;

d) the role of the OU academic;

e) the student journey (a visit to Academic Services);

f) a visit to a faculty; and

g) an introduction to the work of the OU Students Association.

Members joining a Council committee meet the members of OU staff engaged with the work of that committee. Visitors are also given a tour of the Walton Hall campus.

Where possible, new members will also be offered an individual meeting with the Chair or Vice-Chair.

If required, individual sessions will also be arranged in order to meet any specific needs, for example in matters of equality and diversity, and financial and questioning skills.

[**] Committee of University Chairs
[††] Leadership Foundation for Higher Education (part of Advance HE)

DEVELOPMENT

Training Opportunities

The University will provide briefing opportunities as appropriate. These may include presentations on topics of interest, visits to parts of the University, or one-to-one sessions with key University personnel. Council meetings are scheduled over a full day to accommodate development sessions.

In addition, Council members will have access to external learning and developmental opportunities from specialists such as LFHE, and from the national funding bodies and other interested agencies. New members will be particularly encouraged to attend the LFHE events aimed at new lay, staff and student governors as appropriate, The University pays fees and expenses.

Details of other relevant events, together with links to newsletters and briefings from national funding bodies and other interested agencies are also circulated to members. The University will also cover the cost of subscription to the Times Higher Education (THE) on request.

Regular email updates support the development of Council members by ensuring a greater awareness of the range of activities where members might engage with the rest of the University. The updates also support members in their ambassadorial role by ensuring they are up to date with the University's key activities and information.

Individual development needs should be identified through the Council members' annual review, and members will be encouraged to take advantage of opportunities throughout the year.

Details of the training made available to members each year will be reported as part of the Corporate Governance Statement for the Governance and Nominations Committee, which is published in the Financial Statements.

THE COUNCIL

COUNCIL MEMBERS – ANNUAL REVIEW PROCESS

An annual review of individual members of the Council strengthens the effectiveness of the Council as a whole, by enabling members to understand and evaluate their own performance and contribution, and to identify any development needs.

Each Council member will have different strengths, interests and methods of working and, consequently, their contributions as members will be made in different ways. The review process acknowledges that Council members are either voluntary, with relative limitations on the time that they can allocate to their duties as a Council member due to other professional and personal commitments, or that they are elected by the staff or students of the University.

As well as attending the Development day, each new member will meet with the Chair or Vice-Chair to clarify their understanding of their role and duties. Thereafter, members will be asked to feedback annually on their activity on and perceptions of the Council using a self-assessment questionnaire (SAQ).

Members will be encouraged to consider how well they have fulfilled their role and duties and to reflect on the extent to which they have satisfied the University's expectations of Council members. This will include their attendance at and contributions to meetings of the Council and/or Council Committees; their engagement with the University; and their promotion of the University's interests. Members will also be invited to consider whether there had been occasions when they had challenged the executive, but nothing had been done; or when they had chosen not to challenge and why. Members will be asked if they have had the opportunity to make use of their skills and experience during the year and whether there have been any constraints inhibiting their performance. The review process will consider whether an appropriate development programme has been made available by the University and whether the member has taken advantage of such opportunities. It will also provide an opportunity to identify any future development needs. An annual report on the anonymised and consolidated feedback from the SAQs will be presented to the Governance and Nominations Committee, and any concerns and recommendations will be subsequently reported to the Council.

In addition, at least every other year, members will have an appraisal meeting with the Chair or Vice-Chair. Wherever possible, the appraisals will take place at specific points in a member's term: for example, approximately half way through and when approaching the end of their term. However, members may request such a meeting at any time during their term.

The appraisal meetings will be divided between the Chair and the Vice-Chair. The Chair will normally conduct the appraisals for external members and will consider the Vice-Chancellor's contribution to the Council as part of his/her regular review. The Vice-Chair will normally carry out the appraisals for staff and student members.

Prior to the appraisal taking place, the Governance Team, on behalf of the Chair and/or Vice-Chair, will seek the views of the following:

a) the chair of any Council committee on which the member serves, or another external member (if the member being appraised is the chair of a Council committee, then the external member should also be a member of that committee);
b) an internal or student member; and
c) the Vice-Chancellor or University Secretary

Those asked to provide input to a member's appraisal will be asked to provide responses to three simple requests:

a) Please state where you feel [the member] is performing well in his/her role;
b) Please state where you think that [the member] could improve in his/her role; and
c) Please add any other comments that you think may be relevant with respect to [the member's] performance (eg contributions outside of meetings).

The Governance Team will compile the anonymised responses for the Chair and/or Vice-Chair, who will share the feedback with the member during the appraisal discussion.

The appraisal, which may be conducted either face-to-face or by telephone, will therefore be informed by the Chair's or Vice-Chair's views, input from a broad range of other stakeholders and the member's own assessment. The Code of Conduct will provide a useful benchmark for the discussion. The process is intended to provide substantive and useful feedback to members, and a basis for action moving forward.

Appraisal discussions will remain confidential between the Chair or Vice-Chair and individual members, but any general issues will be fed back to the Governance Team or Governance and Nominations Committee for action or report as appropriate, together with a recommendation regarding reappointment when required.

The Vice-Chair will take the lead role in evaluating the performance of the Chair, supported by the Governance Team. Council members will be invited to provide their individual feedback, using the questions outlined above, by means of a confidential survey administered by the Governance Team. An anonymised summary will be shared with the Vice-Chair. The Council, led by the Vice-Chair, should then meet without the Chair to discuss the outcomes of the survey. The Vice-Chair will subsequently hold an appraisal meeting with the Chair as outlined above.

Individual members may raise any issues of concern that they may have in fulfilling the role of Council members with the Chair/Vice-Chair/Committee Chair/University Secretary at any time.

Note: The Council will collectively reflect on its effectiveness at the end of each meeting. Biennially, all members will be given the opportunity to provide independent feedback on whether the Council as a whole is performing effectively.

Annex 4

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
POWERS OF THE COUNCIL: **Statute 13 – Subject to the Charter and these Statutes, the Council shall, in addition to all other powers vested in it, have the following powers and statutes:**			
Senior Appointments			
1. To appoint the Pro-Chancellor (who shall be the Chair of the Council) and a Vice-Chair.	√		
2. To co-opt external members of the Council as provided for under Statute 11.	√		On the recommendation of the Governance and Nominations Committee
3. Jointly with the Senate to appoint the Chancellor.	√		The appointment of the Chancellor is made at a Joint meeting of the Council and the Senate, on the recommendation of a Joint Committee comprising members of the Council and the Senate.
4. After consultation with the Senate where prescribed, to appoint the Vice-Chancellor, Pro-Vice-Chancellors if it shall consider it appropriate to do so, and the Treasurer. Statute 8 (3) The successors to the first Secretary shall be appointed by the Council after consultation with the Senate.	√ 4.1 √ 4.2 √ 4.3	√ 4.4 Joint Committee of Council and Senate	4.1 The Treasurer is appointed on the recommendation of the Governance and Nominations Committee. 4.2 The Vice-Chancellor is appointed on the recommendation of a report from a Joint Committee of the Council and the Senate. 4.3 The Secretary is appointed by the Council after consultation with the Senate. 4.4 Pro-Vice-Chancellors are appointed by a Joint Committee of the Council and the Senate.

Annex 4

	Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
	Statutes			
5.	Subject to the provisions of Article 20 of the Charter, to make Statutes.	√		
	Academic, Student and Staff Issues			
6.	On the recommendation of the Senate, to authorise the creation of academic posts in the University.		√ Vice-Chancellor and Planning Officers (PRO's)	This power is delegated to the Vice-Chancellor and Planning Resource Officers (PRO's) but within overall budgets set by the Council on the advice of Finance Committee.
7.	On the recommendation of the Senate, to institute degrees, diplomas, certificates and other academic distinctions offered by the University or on its behalf as validated qualifications or jointly with other higher education institutions having the power to grant such qualifications.		√ The Senate	This power is delegated to the Senate, unless there are major strategic and resource implications for new academic areas. In this case the Council will take responsibility on the recommendation of the Senate.
8.	On the recommendation of the Senate, to withdraw degrees, diplomas, certificates and other academic distinctions offered by the University or on its behalf as validated qualifications or jointly with other higher education institutions having the power to grant such qualifications.		√ The Senate	Unless there are major strategic or resource implications (as above).
9.	On the recommendation of the Senate, to suspend or abolish any academic post except any posts created by these Statutes.		√ The Vice-Chancellor and PRO's	Within the overall budgets set by the Council on the advice of the Finance Committee.

Annex 4

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
10. On the recommendation of the Senate, to determine the conditions of appointment of the academic staff.		√ 10.1 Executive Management, the Remuneration Committee, Heads of Units and the Academic Staff Promotions Committee	10.1 a) Salaries for senior academic staff are approved by the Vice-Chancellor. b) Salaries for senior academic-related staff are approved by the Secretary. c) The Remuneration Committee: i) Determines the remuneration and terms and conditions of service of the Vice-Chancellor ii) Determines the remuneration of the University Secretary on appointment and modifications, if any, to the normal terms and conditions of service for academic-related staff, as they relate to the University Secretary. iii) Determines the remuneration of members of the Vice-Chancellor's Executive on appointment and modifications, if any, to the normal terms and conditions of service for academic and academic-related staff, as they relate to each member. iv) Considers and determines annually, or as may be required from time to time in particular instances, merit awards to, and discretionary increases in the salaries of the Vice-Chancellor, the University Secretary and members of the Vice-Chancellor's Executive. v) Considers and determines annually matters relating to the early retirement, voluntary severance or other special

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			termination arrangements of the Vice-Chancellor, the University Secretary and members of the Vice-Chancellor's Executive. vi) Considers and determines annually, or as may be required from time to time in particular instances, merit awards and discretionary increases in the salary of individual members of staff in the OU Group (the Open University and the Open University Worldwide) in professorial or equivalent grades earning £100k and over per annum and to receive a report on the same in relation to FutureLearn staff. vii) Decisions on merit awards and discretionary increases in the salary of individual members of staff in professorial or equivalent grades earning below £100k are delegated to Heads of Units. viii) Decisions on professorial band moves are delegated to the Academic Staff Promotions Committee.

Annex 4

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
	√ 10.2 √ 10.4	√ 10.3 University Management	10.2 Terms and Conditions – the responsibility remains with the Council. The Senate has the power to review from time to time the duties and conditions of service of all members of the academic staff (Statute 16 (6)) 10.3 Pay structures have been delegated to the University management, through the Vice-Chancellor, following negotiations with unions. 10.4 The Council can determine to adhere to the national pay bargaining agreement or not.
11. To approve the procedures for the appointment of members of the academic staff.	√ 11.1	√ 11.2 The Senate, The Vice-Chancellor and Heads of Units	11.1 The policy for appointment procedures is approved by the Council. 11.2 The Senate has the power to appoint all members of the academic staff in accordance with procedures approved by the Council (Statute 16 (7)). Delegation of the operation of procedures is to the Vice-Chancellor and Heads of Units.
12. To regulate the appointment of all other members of the University staff, and to supervise the salaries and conditions of tenure of post to which it appoints.	√		The Council, subject to the powers of Senate in respect of academic staff, determines policies and strategies concerning the University's full-time and part-time staff. It monitors the implementation of human resources policies and strategies within the University.

Annex 4

	Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
13.	On the recommendation of the Senate, to establish the organs of academic administration, to prescribe their constitution and functions, and to modify or revise the same.	√ 13.1 √ 13.2 √ 13.3	√ 13.1 √ 13.2	13.1 New faculty structures are approved by the Council if there are significant resources/reputational implications. Otherwise the power is delegated to the Senate. 13.2 The abolition of faculties and centres would come to the Council for approval if there are significant resource/reputational implications. Otherwise the power is delegated to the Senate. 13.3 The Senate constitution requires approval from the Council. Council would expect to review the academic governance structure through the Senate's annual effectiveness report.
14.	To establish joint committees of the Council and representatives of the students and to prescribe the method of appointment of such representatives and the functions of such committees.	√		
15.	To review the work of the University and of bodies approved by the University to act on its behalf in offering validated qualifications, and of such other higher education institutions, having the power to grant degrees and other academic distinctions, as are approved by the University to act jointly with it in the award of such qualifications and, subject to the powers of the Senate, to take such steps as it thinks proper for the purpose of advancing the interests of the University and such bodies as aforesaid, maintaining efficiency and standards, encouraging teaching, the pursuit of learning and the prosecution of research therein.	√		

Annex 4

	Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
16.	On the recommendation of the Senate to provide as necessary for the welfare of the students of the University.	√ 16.1	√16.2 The Senate	16.1 The Council retains the overall responsibility for the welfare of students. Strategies with major resource implications require Council approval (eg. fees policies). 16.2 Codes of practice for student discipline etc. are delegated to the Senate
17.	After consultation with the Senate, to determine all University fees.		√ Strategic Planning & Resources Committee	Setting of specific University fees has been devolved to the SPRC. The Council retains the responsibility for approving the University Fee and Financial Support Strategy and guidelines
18.	On the recommendation of the Senate and subject to any conditions made by the founders, to institute Fellowships, Scholarships, Studentships, Prizes and other aids to study and research.		√ University Management	
	Financial Management			
19.	To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the University, and for that purpose to appoint a Finance Committee with a constitution and delegated powers as determined by the Council, Bankers and any other officers or agents whom it may seem expedient to appoint, provided that before determining any question of finance which directly affects the educational policy of the University the Council shall first seek and consider the views of the Senate.	√		a) The Finance Committee oversees and reviews financial matters and makes recommendations to the Council. The Treasurer is the Chair of the Finance Committee (Fin. Reg. 1.3.2). b) The Council approves the annual financial statements on the recommendation of the Finance Committee. c) The Council is responsible for the establishment and disposal of subsidiary undertakings.
				d) The Council is responsible for the approval of the audit fee on the recommendation of the Audit Committee together with the appointment of the external auditor, the policy for the

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			provision of non audit services provided by the external auditor and any questions of resignation and dismissal of the external auditor. (Statute 10)
20. To invest, on the advice of the Finance Committee and the Treasurer, any moneys belonging to the University in such stocks, funds, fully paid shares or securities as the Council shall from time to time think fit, whether within the United Kingdom or not or in the purchase of freehold or leasehold hereditaments in the United Kingdom including rents. Provided that in the case of moneys held by the University as trustees the powers conferred by the paragraph shall be exercised subject to the provisions of the law relating to investment by trustees		√ The Finance Committee/The Group Finance Director	The Group Finance Director is responsible for managing the working capital of the University to provide the maximum funds available. (Fin.Regs 6.6.1.) The Group Finance Director shall invest surplus funds in accordance with an Investment Policy approved by Finance Committee on the recommendation of Investment Committee. The contents of the policy are set out in the Financial Procedures and shall reflect the public source of some of the funds available (Fin.Regs 6.6.2)* The Investment Committee recommends to the Finance Committee the appointment of appropriate fund managers and appropriate benchmarks for those fund managers; and monitors investment performance against the agreed benchmarks. The University does not hold money as a Trustee.
21. To sell, buy, exchange, lease and accept leases of real and personal property on behalf of the University.	√	√ The Finance Committee	The Council retains approval for capital projects over £5M.
22. To provide and maintain the buildings, premises, furniture, apparatus, services and other means needed for carrying on the work of the University.	√	University Management	University Management to provide an annual report to the Council on estates activity and performance, carbon management, and on health and safety issues.

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
23. To borrow money on behalf of the University and for that purpose, if the Council thinks fit, to mortgage or charge all or any part of the property of the University whether real or personal, and to give such other security as the Council shall think fit.		√ The Finance Committee/The Group Finance Director	The Financial Regulations (6.7) state: "The Group Finance Director is responsible for short-term borrowing to meet day-to-day cash shortfalls within limits approved by Finance Committee. All borrowing shall be subject to the approval of Finance Committee, who will consider the necessity of the loan, the reasonableness of the terms and the University's ability to repay"
24. To enter into, vary, carry out or cancel contracts on behalf of the University.		√ Management	This power is delegated to the management and the Financial Regulations determine the signatures for specific types of contracts. Regulation 3.2.4 "Contracts shall be signed only by the Vice-Chancellor, University Secretary, Group Finance Director, Head of Contract Services, Contracts Manager or such other person approved by the Group Finance Director."
25. To make provision for schemes of insurance, superannuation, pensions or retirement benefits for all members of the academic and other staff, and so far as the Council shall think fit for other employees of the University or their dependents.	√ 25.2	√ 25.1 The Finance Committee/The Group Finance Director	25.1 The University's Financial Regulation (3.1) state: "The Group Finance Director is responsible for arranging insurance cover, maintaining records and administering claims. The insurance programme shall be reviewed annually and Finance Committee shall have the opportunity of advising on the level of cover required." The levels of cover and premiums are reported annually to Finance Committee. 25.2 The Council retains the power of approval for superannuation schemes. The Finance Committee recommend provisions.
		√ 25.3 Remuneration	25.3 a) Early retirement benefits are delegated to the

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
		Committee	Remuneration Committee which considers and determines matters relating to the early retirement, voluntary severance or other special termination arrangements of the Vice-Chancellor, the University Secretary and members of the Vice-Chancellor's Executive. b) A panel reporting to the Remuneration Committee annually considers early retirement benefits for other university staff.
26. To select a Seal, Arms and Insignia for the University and to have the sole custody and use of the Seal.	√ 26.1	√ 26.2 Council members/ University Officers	26.1 The Council will select the seal, arms and insignia for the University. 26.2 The Financial Regulations (7.3.1) state: "All deed and documents required to be sealed by the University must be sealed in the presence of and signed by two persons who must be two Council members or one Council member and one officer authorised to sign contracts made under Regulations 3.2.4 or two such officers. The regulation is set out in paragraph 24 above.
27. To prescribe forms of official and academic dress.		√ The Senate	This power is delegated to the Senate.
28. To confirm Regulations submitted by the Senate for any matters in respect of which Regulations are authorised to be made.		√ The Senate	These regulations are related to academic issues and confirmation is delegated to the Senate.
29. Generally to exercise all such powers as are or as may be conferred on the Council by the Charter and the Statutes, including the power to make Ordinances in the exercise of the powers expressly set out above, and of all other powers vested in the Council.	√		

Annex 4

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
CONGREGATION – conferring of degrees **Statute 19**			
Statute 19 states: 1 For the purpose of conferring degrees of the University, there shall be held a meeting of members of the Senate and Council which shall be called a Congregation. 2. A Congregation shall be held at least once every year at such time and place and shall be determined by the Senate, and shall be presided over by the Chancellor or, in his absence, by the Vice-Chancellor or another Officer of the University designated by the Chancellor to act on his behalf for the occasion. 3. The procedure for summoning a Congregation for the presentation of graduands and for the conferring of Degrees in absentia, and all other matters relating to Congregation shall be determined by the Senate. 4. Subject to the approval of the Council, the Senate may delegate by regulation any powers conferred upon it by the Statute to any person or body of persons constituted for the purpose."		√ The Pro-Vice-Chancellor (Research and Academic Strategy) and The Head of Assessment and Credit Qualifications	This responsibility is delegated to eliminate the risk of confirming degrees outside the area of expertise needed to ensure that the process is correctly interpreted.
ACADEMIC STAFF **Statute 21**			

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
Statute 21 relates to specific procedures for academic staff in relation to redundancy, discipline, dismissal, removal from office and grievance.		√ 1	1 In Statute 21, the Council is responsible, in these procedures, for appointing the committees, tribunals or boards relevant to each process. This role has been delegated by the Council to a Nominating Advisory Committee for disciplinary procedures, dismissal procedures and procedures for removal for incapacity on medical grounds. The Council appoints a Senate member of the Council to the Nominating Advisory Committee.
		√ 2	2 In the case of Grievance Committees, the Council has agreed that the three members of a Grievance Committee should be drawn one each from a panel of Chairs, a panel consisting of the external co-opted members of the Council, and a panel of academic or academic-related staff as appropriate; The Council has delegated the responsibility for appointing the panel of Chairs to the NAC; the panel of academic staff to the Senate; and the panel of academic related staff by election. The Council has delegated the responsibility for appointing members from these panels to a Grievance Committee to the Director of Human Resources (HR). The Council appoints a Senate member of the Council to the Nominating Advisory Committee.
	√ 3		3 The Council retains its powers relating to redundancy procedures. The Academic Staff Redundancy Committee is a subcommittee of the Strategic Planning and Resources

Annex 4

Power/Function of the Council	Power stays with the Council	Power delegated	Delegation recommended
			Committee.
OTHER			
To ensure the quality of institutional educational provision		√ The Senate	The approval of the University report and statement of assurance on the academic standards and quality of the learning experience has been delegated to the Senate, and is reported to the Council.