

A.2 COUNCIL MEMBERS

A.2.1 TRUSTEE RESPONSIBILITIES

- i. Council members are charity trustees and therefore have the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of the University and ensuring that it is solvent, well run and delivering the charitable outcomes for the benefit of the public for which it has been established. They should:
 - a) Act reasonably and prudently.
 - b) Act in the best interests of the institution and with integrity.
 - c) Ensure that the Council acts in accordance with the Charter and Statutes of the University, its Ordinances and Regulations, and with the requirements of Charity Law.
 - d) Comply with the requirements of other legislation and other regulators which govern the institution's activities.
 - e) Ensure the Council exercises efficient and effective use of the resources of the institution to further its charitable purposes, maintains its long term financial viability and safeguards its assets and that proper mechanisms exist to ensure financial control.
 - f) Review the effectiveness of the institution in carrying out its charitable objects.
- ii. Staff and Student members have the same responsibilities as the Independent members of Council and have an equal status. The only difference in duties is the eligibility to serve on the committees of Council where certain compositions do not allow internal membership (e.g, Remuneration Committee).
- iii. Directors and Officers Liability Insurance is in place up to a maximum of £10M but does not cover any deliberate fraudulent act or omission or any wilful violation of any statute or regulation. It is rare for a trustee to be made personally liable for their actions as the law generally protects trustees who have acted reasonably from the consequences of honest mistakes. A breach of trust occurs when trustees act in a way that is contrary to the terms of the Charter and Statutes, or when they fail to perform their duties as trustees. The Charity Commission can relieve trustees from personal liability in circumstances where the trustee concerned has "acted honestly and reasonably and ought fairly be relieved from liability for the breach of trust or duty".
- iv. The University is a charity established by Charter. This means it is a body corporate even though it is not registered under the Companies Acts. A corporate charity has limited liability - the Council members are not liable for the charity's actions (e.g., debts, contractual obligations) unless they are made personally liable because of their involvement in a breach of trust.

A.2.2 COUNCIL MEMBER STANDARDS

The following standards apply to all members of Council and to members of all Council Committees. This includes co-opted members of Committees and also all members of Senate:

- i. Members have a responsibility to ensure that the Council conducts itself in accordance with accepted standards of behaviour in public life.
- ii. Members have a responsibility to ensure that they conduct themselves in accordance with accepted standards of behaviour in public life.
- iii. Members are expected to play an appropriate part in ensuring that the necessary business of Council is carried out efficiently and effectively.
- iv. Members must accept collective decisions once made. They should indicate where they disagree with a decision and this will be noted in the Minutes.
- v. Members should not act as representatives of any particular part of the institution or any external stakeholder but in the interests of the University as a whole.
- vi. Members must recognise the proper separation between governance and management and, as members of Council or of Council Committees, avoid involvement in the day to day executive management of the University.
- vii. Members must maintain confidentiality when agenda items or minutes are marked "Closed".
- viii. Members must attend and participate in such information-sharing events, training, procedures and appraisals as are deemed necessary by Council and/or the Chair of Council or Council Committees.
- ix. Members must attend Council and committee meetings of which they are members. Members of Council will normally be expected to serve on one Committee of Council and attend Council plenary sessions. Members of Senate will normally be expected to serve on one Committee of Senate.