

OVERVIEW

The members of the University Council are holders of public office. They share ultimate and collective responsibility for all the transactions of the University, although they are not engaged in its day-to-day management and operation. All those appointed to the University Council are expected to have a commitment to the University's mission, vision and foundational values and to observe the highest standards of conduct in corporate governance in exercising their responsibilities.

To be effective, members of the University Council need a good working knowledge of the University, its history and traditions, and of its place within the higher education system and the wider community. Members of the University Council also need to know what is expected of them, both collectively and individually. The following information seeks to give potential Members an understanding of the role and of the type of person who may be suitable for appointment.

COLLECTIVELY

University Council members must ensure that the Council operates to high standards of corporate governance by personally demonstrating objectivity and accountability in the transaction of business. Members' duties are set out in the Council's Instrument and Articles of Government and in documents produced by the Office for Students (OfS), the higher education sector's chief regulatory and oversight body. Collectively, Members contribute their skills and experience to the Council in a non-executive capacity. Their role is to be accountable for the proper use of funds, determine the direction and strategy of the University and oversee the quality of all it does. The Council does not manage the University or organise its day-to-day affairs, which is the job of the Vice-Chancellor, appointed by the Council. Specific duties of Members collectively include:

- determining the University's educational character and mission, overseeing its activities and contributing to the development of and approving the corporate plan, and other plans and policies deriving from it;
- ensuring effective and efficient use of resources, solvency and safeguarding assets, and that funds are used properly in accordance with their terms and the trusts and objects of the University as a registered charity;
- approving annual income and expenditure budgets and financial statements and monitoring financial health;
- ensuring proper arrangements for internal audit, external audit and risk management are in place and ensuring the existence, integrity and effectiveness of financial control systems;
- reviewing the performance of the University against its planned strategies and operational targets, and reporting to OfS on its effectiveness;
- appointing and setting the remuneration of the Vice-Chancellor and other senior staff and setting a framework for the pay and conditions of service of all other staff;
- taking all reasonable steps to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances;
- ensuring that arrangements for the implementation of health and safety policies are satisfactory and effective;
- overseeing the strategic management of the University estate;
- being involved in some disciplinary and complaints procedures.

INDIVIDUALLY

Members' authority is collective: individual Members have no specific powers, so that, for example, taking action or making statements on behalf of the Council should be avoided except by those authorised to do so. Members have no authority to instruct or manage staff, which is the Vice-Chancellor's responsibility.

Individual governors will:

- comply with the Instrument and Articles of Government;
- abide by applicable codes of conduct, charity law and the Seven Principles of Public Life;
- avoid conflicts between interest and duty and therefore act in good faith in the best interests of the University and in accordance with the trusts under which it is constituted;
- contribute to the Council's business in an effective, open and transparent manner and take collective responsibility for its decisions;
- attend meetings of the Council and appropriate committees determining policy relating to finance, employment, student matters and risk management and audit of internal controls;
- participate in training which enhances Members' contributions to the Council
- where possible, attend ceremonial and social University events so as to gain an understanding and appreciation of the work of the University and meet students and staff.

Full details of what is required of individual governors are set out in the Council's Standing Orders and other documents which will be provided following appointment. Members undertake the role without payment but reimbursement of expenses incurred such as travelling to meetings and for child and other caring responsibilities is made.

TIME COMMITMENT

Attendance at Meetings

An approximate guide to the typical annual meeting schedule of the Council and its committees is as follows.

University Council	3 meetings (November, March, June/July (usually mornings)) and a full day planning conference (usually September/October)
Planning & Resources Committee	6 meetings a year (usually afternoons)
Academic Governance & Student Outcomes Committee	3 meetings a year (usually mornings)
Audit & Risk Management Committee	4 meetings a year (usually afternoons)
Mission Committee	3 meetings a year (usually afternoons)
Nominations & Governance Review Committee	2 meetings a year
Senior Salaries Committee	one meeting a year (usually June)

University Council meetings normally last around three hours. Committee meetings last between one and two hours. Much of the work of the Council is discharged by its committees, and it is anticipated that members will join one committee from amongst Planning & Resources, Academic Governance & Student Outcomes, Audit and Risk Management, Mission (subject to vacancies and skills etc).

The minimum requirement of a Member is to attend the three meetings of the University Council annually (venue may be online or distributed in person between the various university sites), the annual strategic planning conference with senior staff, which allows more time to be devoted to in-depth examination and discussion of relevant strategic issues, and meetings of one or more committees to which they may be appointed. Members may also be asked to chair, or to serve on panels concerned with the later stages of staff appeals. Members will be asked to take the lead when particular business comes up at meetings of the University Council, according to the particular committee they chair. Members will also devote time to considering briefing and information papers and the agenda and papers circulated in advance of meetings. It is accepted that on occasion other commitments will prevent a member from attending.

Other

Members receive invitations to events such as Graduation ceremonies, formal dinners organised by the Vice-Chancellor and inaugural lectures. These provide opportunities for members of the University Council to meet students, staff and other stakeholders outside the structure of formal committee meetings. In accepting appointment to the University Council, members will thus play as full a part as they can in the life of the University and act as ambassadors through various external networks.

THE UNIVERSITY COUNCIL'S MEMBERSHIP

The Council's membership when fully constituted is 23, of whom twelve must be Foundation Members (i.e. practising members of a Church which is a member of Churches Together in Britain and Ireland and the majority of whom are communicant members of the Church of England) and eleven are Non-Foundation Members.

The Foundation Members comprise four ex-officio Members (the Lord Bishop of Chester, the Dean of Chester, the Vice-Chancellor and Deputy Vice-Chancellor of the University) and eight co-opted Foundation Members (i.e. practising members of a Church which is a member of Churches Together in Britain and Ireland, the majority of whom are communicant members of the Church of England, who appear to the Council to have shown experience in the professions, commercial, industrial or educational life).

The Non-Foundation Members comprise one ex-officio Non-Foundation Member (the President of the Students' Union), two Nominated Non-Foundation Members (one of whom is an academic Dean nominated by the academic staff and one member of professional services staff) and eight Co-opted Non-Foundation Members, who are people who have experience in the professions, commercial, industrial or educational life.

THE VICE-CHANCELLOR

The Vice-Chancellor is Chief Executive of the University and as such is responsible to the University Council for its direction and management; leadership and organisation of staff; making proposals to the Council about the educational character and mission of the University; implementing Council decisions; determining academic and other activities; managing budgets and resources; maintaining student discipline; and appointing, dismissing and determining pay and conditions of staff other than senior postholders.

PERSON SPECIFICATION

In filling any vacancy, the University Council seeks to maintain a balance of skills and experience. The following applies to Members in general. Particular Members may be sought with additional skills or experience. Above all, Members must be fully committed to the mission, vision, foundational values and objectives of the University and be able to meet most of the requirements below:

Key Skills/Experience	Narrative
Commitment to the University and to higher education	Ability to demonstrate a commitment to the University's mission, vision and foundational values, to higher education and to ensuring an outstanding student learning experience
Strategic perspective	Ability to take a broad view of issues and events and to see long-term impacts
Team work	Ability to challenge and join constructively in debate of competing viewpoints with other Members and with staff and students of the University while taking responsibility for the group decision
Communication	Ability to express ideas clearly and to listen to others
Leadership	Ability to exercise the Council's authority effectively and responsibly in the best interests of the University while respecting the views of others
Experience	<ul style="list-style-type: none"> • Experience in a field which is of relevance to the oversight of University affairs (some vacancies may require specified qualifications, skill or experience) • Appreciation of issues affecting senior management in a large commercial or public service organisation • Commitment to the Seven Principles of Public Life (see Appendix) and the University's mission, vision and foundational values
Intellectual and technical ability	Ability to absorb complex information and think accordingly
Equality	Commitment to the principles of Equality, Diversity and Inclusion and to application of the public sector equality duty
Discretion	Ability to treat matters discussed at meetings as confidential whenever the Council so determines
Personal circumstances	Ability to attend scheduled Council and committee meetings and to devote time and effort to understanding the University and its business

Appendix – The Seven Principles of Public Life

Members will observe the Committee on Standards in Public Life's ***Seven Principles of Public Life***:

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 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 on merit.

Accountability: holders of public office are accountable for their decisions and actions to the public and 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 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.