

Role Description for Members of the Council

The following role description summarises the duties and responsibilities of members of Council and is used by the Governance and Nominations Committee when seeking candidates to fill vacancies upon Council.

1. Membership

- a) Members have a key role to play in ensuring that the necessary business of the Council is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. All members are able to make contributions to debate freely and to make their knowledge and expertise available to the Council as opportunity arises.
- b) Members have a responsibility for ensuring that the Council acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations. They should seek advice from the Secretary in any case of uncertainty.
- c) Members have collectively responsibility for the decisions reached by the Council. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and should not be bound in any way by mandates given to them by others.
- d) In order to avoid any potential significant conflicts of interest and duty (whether actual or apparent), members of the governing bodies of other universities / HEIs are not normally eligible for appointment as co-opted members of the University Council. In those cases where members of the Council are also members of the governing bodies of other universities / HEIs, they will be required to confirm on an annual basis when updating their Declarations of Interests entries that they will not convey any information relating to the University or its activities to which they are privy by right of membership of the Council of Swansea University to the other universities / HEIs with which they are associated. In any meeting of Council, unless the majority of the rest of the Council, including the Chair, otherwise consents, they will absent themselves from all and any discussions which relate to such other universities / HEIs."

2. Standards

- a) Members have a responsibility to ensure that the Council conducts itself in accordance with accepted standards of behaviour in public life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They are expected to regulate their personal conduct as members of the Council in accordance with these standards.
- b) Members are expected to make a full and timely disclosure of personal interests to the Secretary in accordance with the procedures approved by the Council. They must, as soon as practicable, disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the

management of that situation. This is in order that the integrity of the business of the Council and its committees is both maintained and is seen to be maintained.

- c) Since the University is a Charity, members have a responsibility for ensuring that the Council exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, that the University maintains its long-term financial viability and safeguards its assets, and that proper mechanisms exist to ensure financial control and to prevent fraud.

3. *The Business of the University*

- a) Members have a responsibility for ensuring that the Council exercises control over the strategic direction of the University and that the performance of the University is adequately assessed against the objectives which the Council has approved.
- b) Members are encouraged to establish constructive and supportive working relationships with the University employees with whom they come into contact. However, members must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.
- c) Sections 1 and 2 above apply equally to the members of committees appointed by Council.

4. *The External Role*

- a) Members may be asked to represent the Council and the University externally. They will be fully briefed by the University to enable them to carry out this role effectively.
- b) Members may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).
- c) Members may be asked to play a role in liaising between key stakeholders and the University, or in fund-raising. They will be fully briefed by the University to enable them to carry out this role effectively.

5. *Personal*

- a) Members are expected to have a strong personal commitment to Higher Education and to the values, aims and objectives of the University.
- b) Members are expected at all times to act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Members are requested to give timely apologies to the relevant Committee Secretary if they are unable to attend meetings of Council or of the committees of Council of which they are members.

- d) Members are expected to participate in procedures established by the Council for the regular review of the effectiveness of the Council and its individual members. Members are encouraged to participate in induction activities arranged by the University and in appropriate training events (such as those organised by Advance HE) which will be drawn to their attention by the Secretary.
- e) The minimum time commitment required of members is 4 meetings of Council a year, each of which will be 2-3 hours long. Papers are likely to take a minimum of 2 hours to read and digest prior to each meeting.
- f) Membership of the Council is not remunerated, but lay (i.e. non-University) members are encouraged to reclaim all travelling and similar expenses incurred in the course of Council business, via the Secretary. Directors and Officers Liability Insurance is in place.
- g) Members shall be informed of the start date and duration of their membership terms by the Secretary.

6. *Charity Commission status*

- a) As a result of the Charities Act 2006 the legal position of all universities in the UK changed and, as a consequence, Universities in Wales, whilst retaining their charitable status, were no longer exempt from registering with, and being regulated by, the Charity Commission. The University successfully registered as a charity with the Charity Commission in October 2010.
- b) Whilst members of Council have always held responsibilities as trustees of an exempt charity, as a registered charity these responsibilities are now more prominent. A summary of the main duties and responsibilities of charity trustees taken from the Charity Commission's publication "[CC3 - The Essential Trustee: What you need to know](#)" are set out in Appendix II below. A full copy of this publication including more detailed guidance is available on the Commission's website.