



Standing Orders: Council

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STANDING ORDERS: COUNCIL

1. INTERPRETATION

1. Any questions relating to the interpretation of these Standing Orders should be raised with the Clerk to the Council in the first instance. Where necessary, such questions shall be referred to the Chair of Council, whose determination shall be final.
2. Should there be any discrepancy between these Standing Orders and the Charter, Statutes, Ordinances or Regulations, the latter shall be regarded as authoritative.

2. POWERS AND RESPONSIBILITIES

The Council is “the supreme governing body of the University” and exercises all the powers available to the Institution except those expressly delegated to others. The Council’s Primary Responsibilities are outlined in Ordinance 5.

3. OFFICIAL LANGUAGES

1. Article II of the Supplementary Charter states that Welsh and English shall be the University’s Official Languages.
2. The notice, agenda and minutes of Council shall be bilingual.
3. The Clerk to the Council shall arrange for simultaneous interpretation facilities to be provided at Ordinary and Special Meetings of Council.

4. MEMBERSHIP

1. Appointment of Members

The membership of Council and associated procedures for the appointment of Members are provided for in Ordinances 8 – 12. The Clerk to the Council shall maintain a record of Council membership.

2. Periods of office

The periods during which Members of Council shall hold office and their general eligibility for reappointment are provided for by Statute 5 and associated Ordinances.

3. Declaration of Interest

1. Each Member of Council is required to declare on an annual basis any personal interest, financial or otherwise, which is likely (or would, if publicly known, be perceived as being likely) to interfere with the exercise of a member’s independent judgement. All declarations made shall form the Council’s Register of Interests, a summary of which will be published on the University’s website.
2. A Member of the Council who has a personal interest in any matters under discussion at any meeting of the Council shall as soon as practicable disclose the

fact of his / her interest to the meeting and shall withdraw as necessary from that part of the meeting.

3. A Member of Council is not considered to have a pecuniary or personal interest in matters under discussion merely because he / she is a member of staff or a student at the University.

4. Resignation, Retirement and Removal of Members

Statute 12 (Part 2) provides procedures to be followed in relation to the resignation, retirement and removal of Members from Council; and provides provisions to appoint to resulting casual vacancies.

5. Chair

1. Ordinance 6 provides for the appointment, resignation and removal from office of the Chair of Council.
2. Statute 5(4) provides for Chairing arrangements where a Chair of Council has not been appointed or is absent.

5. CLERK TO THE COUNCIL

Council shall appoint an individual to act as its Clerk, in line with the provisions of Ordinance 7.

6. CONDUCT OF BUSINESS

Unless otherwise noted, the Standing Orders detailed in this section shall apply to all Members and those non-members in attendance at meetings.

1. Ordinary Meetings

1. Ordinary Meetings of the Council shall be held at least four times in each academic year.
2. The dates of Ordinary Meetings shall be notified to the Council during the preceding academic year.
3. Should it become necessary to alter the date of an Ordinary Meeting of the Council, the Chair of Council shall instruct the Clerk to the Council to consult with Members on proposed alternate dates. Members shall normally be given at least 14 calendar days' written notice in advance of any rescheduled Ordinary Meeting.

2. Special Meetings

1. A Special Meeting of the Council may be held at such date and time as may be determined by the Chair of Council and shall be convened by the Clerk to the Council at the written request of the Chair of Council, the Deputy Chair of Council, the Vice-Chancellor, or at least 8 voting Members of the Council.

2. At any Special Meeting, the business shall be restricted to that of which notice has been given, and such business as is declared by the Chair of Council to arise directly out of that business. The minutes of any Special Meeting shall be reported to the next Ordinary Meeting.

3. Notice of a Meeting

1. Notice of each Ordinary Meeting shall be sent by the Clerk to the Council to all Members of the Council at least seven calendar days before the date of such a meeting.
2. Notice of Special Meetings shall be sent by the Clerk to the Council to all Members of the Council as soon as the written request detailed at 6.2.1 is received. Every effort shall be made to provide Members with reasonable advance notice of such a meeting.
3. Notices of meetings shall be sent by postal or electronic means to the last address registered with the Clerk to the Council.
4. No meeting of the Council shall be invalid by reason only of a failure to give notice of such meeting to any person or body entitled under the Charter and Statutes to receive such notice.

4. Agendas and Committee Paperwork

1. The agenda and papers for consideration at a Meeting shall normally be circulated by postal or electronic means to Members at the same time as the Notice of the Meeting. Where this is not practicable for valid reasons, then papers shall usually be circulated to Members no later than two working days prior to the meeting.
2. Only papers circulated to Members by the Clerk to the Council shall usually be considered by the Council.
3. Papers circulated during a Meeting shall only be considered at the sole discretion of the Chair of Council.
4. The order of business at Ordinary and Special Meetings shall be set out in the agenda arranged by the Clerk to the Council, as determined by the Chair of Council. The Chair of Council may revise the order of business during the meeting.
5. In line with Statute 5(6), Council Members shall be notified by the Clerk to the Council twenty-eight days before the date of a meeting where a proposal brought forward to amend the Charter and Statutes is to be discussed. This requirement shall not apply to any revisions proposed by the Charter Committee.

5. Confidentiality

1. All Council business shall be confidential to the University pending the publication of minutes or other summary report of the meeting in accordance with established practice.

2. Individual reports circulated for consideration by Members should not be disclosed outside the University without the express permission of the Chair of Council, in consultation with the Clerk to the Council.
3. Unless an individual report has been specifically marked upon circulation as 'Restricted', 'Commercial in Confidence' or 'Confidential', Members may share relevant information within their Faculties, Departments or other constituencies (including the student body) on the understanding that those with whom the information is shared shall not disclose that information outside the University.
4. All proceedings of the Council shall remain confidential both during and immediately following a Meeting, including but not limited to: the details and content of discussions and information on voting. This includes the points of view, opinions and positions expressed by other individual members.
5. No person other than the Chair of Council, an individual authorised to do so by the Chair of Council, may issue a statement in any form on behalf of the Council concerning the business or proceedings of the Council.
6. Where it is believed that an individual is not respecting the above provisions in relation to Confidentiality, the Chair of Council may ask the individual for clarification and, where appropriate, ask them to desist. In doing so, the Chair of Council shall have due regard for the provisions outlined separately in the section relating to the 'Behaviour'.

6. Attendance and Participation

1. With the agreement of Chair of Council, Members may participate remotely in meetings where absence from the actual meeting is unavoidable. Such methods shall include electronic participation, and by means of audio and video conferencing.
2. Any individual participating remotely shall be counted as if they were present at the actual meeting location for quoracy purposes.

7. Discussions, Motions and Amendments

1. Any Member wishing to bring forward business and / or a motion for substantive debate at an Ordinary Meeting of the Council shall give written notice to the Clerk to the Council not less than 14 calendar days before the meeting date, save for any proposals to amend the Charter or Statutes which shall require written notice six weeks in advance of the meeting date.
2. The Chair of Council may adjourn a meeting of the Council.
3. Members shall address the Chair of Council and direct their contributions to the matter under discussion, or to a personal explanation or a point of order. No speech or presentation shall exceed ten minutes, except by consent of the Chair of Council.

4. Those in attendance at a meeting shall be entitled to contribute to the discussions at the invitation of the Chair of Council.
5. No discussion shall be allowed on a Motion or Amendment which has not been seconded, save that a Motion or Amendment may be proposed without notice by the Chair of Council without being seconded and shall become the Motion or Amendments before the Council.
6. Every Motion or Amendment shall, unless notice has already been given, be handed to the Chair of Council in writing, unless the Chair of Council permits such Motions and Amendments to be proposed orally.
7. Every Amendment must be relevant to the Motion on which it is moved and shall not have the effect of introducing a new proposal into or of negating the Motion before the meeting. The question of relevance and negation shall be decided by the Chair of Council.
8. All variations upon a Motion shall be deemed Amendments and shall be treated as such, unless made by the mover of the original Motion with the consent of the Chair of Council or a majority of the Members present.
9. Save with the consent of the Chair of Council, no Member shall speak more than once on a Motion or a particular Amendment, save:
 1. that the mover of a Motion or Amendment shall have the right to reply at the close of the debate on the Motion or Amendment as the case may be;
 2. on a point of order, which by definition shall relate only to an alleged breach of a Standing Order; or
 3. by way of personal explanation which shall be in clarification of part of a former contribution or speech made by that member, which may appear to have been misunderstood.
10. The ruling of the Chair of Council on a point of order or on the admissibility of a personal explanation shall not be open to discussion.
11. When a Motion is under debate, other than the tabling of Amendments, no other Motion shall be moved except the following procedural resolutions:
 1. to adjourn the meeting;
 2. to adjourn the debate;
 3. to proceed to the next business;
 4. that the question be now put;
 5. that a part or parts of a Motion be voted on separately;
 6. that the subject of debate be referred back.

12. Only one Amendment may be moved and discussed at a time, and no further Amendment shall be moved until the Amendment under discussion has been disposed of.
13. If an Amendment is lost, other Amendments may be moved on the original Motion. If an Amendment is carried, the Motion as amended shall take the place of the original Motion, and shall become the substantive Motion upon which any further Amendment may be moved.
14. A Motion or Amendment may be withdrawn by the mover and seconder with the consent of the Chair of Council or a majority of the Members present.
15. A Motion to rescind an earlier decision of the Council shall require notice of a Motion, and presented to the Clerk to the Council not less than 21 calendar days before the date of a meeting. This shall not apply to such motions proposed by the Chair of Council or the Vice-Chancellor.

8. Deputations

1. Deputations wishing to be received by Council shall submit an explanatory memorandum in writing to the Clerk to the Council. This shall be referred to the Chair. If the Chair is of the opinion that the matter is one on which a Deputation should be received, the Deputation shall be invited to attend, but not otherwise.
2. A Deputation shall not exceed three in number and, other than with the express consent of the Chair, only one Member thereof shall address the Council (except in reply to questions from members of the Council). The matter presented by the Deputation shall not be considered by the Council until the Deputation shall have withdrawn.
3. The decision of the Council shall be conveyed to the Deputation in writing by the Clerk to the Council.

9. Voting Procedures

1. Every Motion or Amendment shall be determined by simple majority of Members of the Council present and voting, except where otherwise specified.
2. Voting shall usually be by show of hands. However, a secret ballot may be held at the request of the Chair of Council, the mover and seconder of a Motion, or any two other Members, as long as the Clerk to the Council has received due notice of the intention to call for a secret ballot and has made provisional arrangements to enable such a ballot to be held.
3. Where practicable, secret ballots may be conducted by electronic means.
4. In the case of equality of votes, the Chair of Council shall have a second or casting vote. The Chair of Council shall not be obliged to exercise this casting vote. Where the Chair of Council declines so to vote, the Motion shall be declared 'not carried'.

5. The Chair of Council shall be entitled to call for a recorded vote should the matter to be determined be considered of exceptional importance to the well-being of the institution. A Member other than the Chair of Council shall be entitled to propose that a matter be determined by a recorded vote. Such a proposal, if seconded, shall be put to Council and determined by a simple majority, by show of hands.

10. Quorum and Validity of Proceedings

1. The quorum for meetings of Council is provided for by Ordinance 13. In the absence of a quorum, any business transacted shall be advisory and no decision shall be taken, other than the adjournment of the meeting.
2. The proceedings of the Council shall not be invalidated by any deficiency in its actual membership, or by any defect in the appointment or qualifications of its Members.

11. Behaviour

If at a meeting of the Council any Member persistently disregards the rulings of the Chair of Council or behaves irregularly, improperly, offensively, or wilfully obstructs the business of the Council, and thereby in the opinion of the Chair of Council renders the due and orderly dispatch of business impossible, the Chair of Council may without question either:

1. instruct the individual in question to exclude themselves from the discussion; or
2. adjourn or suspend the meeting for such a period as the Chair of Council shall consider expedient.

12. Record of Committee Business

1. A formal minute shall be prepared of each Ordinary and Special Meeting, and shall be considered a true account of the proceedings when approved at the next meeting of the Council.
2. A record of the attendance of Members shall be kept, and attendance at each meeting shall be reported in the minutes. Any apologies for absence from a meeting shall be submitted in advance to the Clerk to the Council.

13. Delegation

In accordance with Statute 12 (Part 4) and subject to the Charter, Statutes and Ordinances, the Council may authorise Senate, a sub-committee, or any Officer of the University to take executive action on its behalf in relation to specific matters or more generally, with or without power to further delegate to another body or person, on the understanding that it retains full responsibility for any action taken under that responsibility and that such matters are reported to the Council at its next Ordinary Meeting.

14. Executive Action by the Chair of Council

Subject to the provisions of the Charter, Statutes and Ordinances, the Chair of Council, or in his / her prolonged absence any individual undertaking the role as per Statute 5(4), shall be empowered, after consultation with the Vice-Chancellor and the Clerk to the Council, to approve matters on behalf of the governing body, and shall report thereon to the next Ordinary Meeting of the Council. These shall typically be matters of urgency which cannot be reasonably considered by members in a timely manner.

7. ELECTIONS

1. If, in any election conducted by or on behalf of the Council, the number of candidates nominated does not exceed the number of vacancies, they shall be duly elected to those vacancies.
2. When the number of persons nominated for election exceeds the number of vacancies to be filled, a secret ballot shall be held either of those Members present at a meeting, or, for elections conducted by postal or electronic ballot, of all Members. Where practicable, a secret ballot held during the course of a meeting may be conducted by electronic means.
3. The Clerk to the Council shall act as 'Returning Officer' for all secret ballots conducted on behalf of Council, and two scrutineers shall be appointed from among the membership to oversee the counting of any ballot papers.
4. After the result of any secret ballot has been declared, any ballot papers shall be retained by the Clerk to the Council for a period of one month before being destroyed.

8. AMENDMENTS AND SUSPENSION OF STANDING ORDERS

1. Sections of these Standing Orders which do not embody clauses of the Charter, Statutes or Ordinances may be revoked, amended or supplemented to by the Council, usually on the recommendation of the Governance and Compliance Committee. Any amendments directly as a result of revisions to the University's Charter, Statutes, and Ordinances may come into effect without need for a separate resolution by Council.
2. These Standing Orders shall be reviewed by the Governance and Compliance Committee on behalf of Council at intervals not exceeding five years.
3. Sections of these Standing Orders which do not embody clauses of the Charter, Statutes or Ordinances may be suspended for a specific item of business following a successful vote on a motion to that effect. The suspended Standing Order(s) shall again apply immediately following the conclusion of discussions on the item of business in question.