

2. Statement of the Council's Primary Responsibilities and delegated and related matters 2017-18

Note: This Statement of Responsibilities has been prepared in conformity with the CUC Guide for Members of Higher Education Governing Bodies in the UK – Part 1 Governance Code of Practice, and Part 11 General Principles of Governance. The Statement is intended to be consistent with the University's constitution: in the event of inconsistency, the terms of the Charter, Statutes and Ordinances shall prevail.

1 Formal powers

The formal powers of the Council are set out in Statute 4:

Statute 4: The Powers of the Council

Subject to the Charter and the Statutes the Council shall in addition to all other powers vested in it have the following powers:

1. To appoint the Chancellor after consultation with the Senate.
2. To appoint a Chair and Vice-Chair.
3. To appoint the Pro-Chancellors and the Treasurer.
4. To appoint members of the Council under Class 2.
5. After consideration of such reports recommendations or nominations as may be required by the Ordinances, to appoint the President and Vice-Chancellor, Vice-Presidents, Pro Vice-Chancellors, Deans of the Faculties, Heads of Schools or other academic groups as may be constituted from time to time, Chief Operating Officer, and other Officers as may from time to time be determined, together with the Academic and other Staff of the University (in established posts or otherwise).
6. To confer after report from the Senate the title of Emeritus Professor or Fellow or Honorary Professor Associate Professor Reader or Lecturer.
7. To revoke, amend or add to the Statutes and Ordinances of the University in accordance with the procedures prescribed in the Charter.
8. Subject to the powers of the Senate, to make Regulations for any purpose for which Regulations are or may be authorised to be made.
9. To govern, manage and regulate the finances accounts investments property business and all affairs whatsoever of the University and to give directions accordingly and to appoint bankers and any other officers or agents whom it may deem expedient to appoint.
10. To invest any moneys belonging to the University including any unapplied income in such stocks funds fully paid shares or securities as the Council shall from time to time think fit whether authorised by the general law for the investment of trust moneys or not and whether within the United Kingdom of Great Britain and Northern Ireland or not or in the purchase of freehold or leasehold hereditaments in the United Kingdom or overseas including rents with the like power of varying such investments from time to time provided that the Council may in its discretion retain as long as it shall think fit any investment given or bequeathed to the University although not coming within the description of investments authorised as aforesaid.
11. To determine the level of the fees and other charges due to the University.
12. To sell buy exchange lease and accept leases of real and personal property on behalf of the University.

13. To provide the buildings premises furniture and apparatus and other means needed for carrying on the work of the University.
14. To borrow money on behalf of the University and for that purpose if the Council think fit to mortgage all or any part of the property of the University whether real or personal unless the conditions of any Will Deed of Gift or other similar instrument are thereby contravened or give such other security whether upon real or personal property or otherwise as the Council think fit.
15. To enter into vary carry out and cancel contracts on behalf of the University.
16. To review the instruction and teaching of the University.
17. To promote and to make provision for research within the University and to require reports from time to time on such research.
18. To review amend refer back control or disallow any act of the Senate required under these Statutes to be reported to the Council and to give directions thereon to the Senate.
19. To refer to the Senate the names of persons proposed as recipients of Honorary Degrees and to approve or disapprove the names of persons proposed by Senate as recipients of such degrees provided that no person shall be admitted by the University to an Honorary Degree whose name has not been approved for that purpose both by the Council and by the Senate.
20. Except in cases for which other provision is expressly made, to entertain, adjudicate upon and, if thought fit, redress any grievance of the Officers of the University, or the staff of the University, whether academic or not, who may for any reason feel aggrieved.
21. Except in cases for which other provision is expressly made, to entertain, adjudicate upon and if thought fit redress any grievances of any students of the University against disciplinary action taken against them by the Senate.
22. To select a Seal Arms and a Mace for the University and have the sole custody and use of the Seal.
23. To exercise all such powers as are or may be conferred on the Council by the Charter Statutes Ordinances and Regulations and to carry the Charter Statutes Ordinances and Regulations into effect.

2 **Primary responsibilities**

Subject to the Charter and Statutes, the Council's primary responsibilities are defined below:

1. To approve the mission and strategic vision of the University, the long-term academic and business plans and key performance indicators, and to ensure that these take proper account of stakeholders' requirements.
2. To delegate authority to the President & Vice-Chancellor, as chief executive and accounting officer, for the academic, corporate, financial, estate and personnel management of the University (subject to such matters as are reserved for determination to the Council itself); and to establish and keep under review the policies, procedures and limits within which such management functions are undertaken by and under the authority of the President & Vice-Chancellor.
3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, arrangements for internal and external audit, and procedures for dealing with grievances and managing conflicts of interest.

4. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and key performance indicators.
5. To ensure that appropriate procedures are in place, at the agreed times, for monitoring and evaluating the effectiveness of the Council and its subsidiary bodies.
6. To conduct its business in accordance with best practice in university corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life
7. To ensure that appropriate arrangements are in place for the appointment of lay members on the Council so as to maintain a broad balance of expertise, taking into account the principles of equal opportunity.
8. To take the necessary steps to safeguard the good name of the University.
9. To appoint the Chancellor and the Pro-chancellors.
10. To appoint the Chair and Vice-Chair of Council, and the Treasurer.
11. To appoint the President & Vice-Chancellor, Vice Presidents, Pro Vice-Chancellors, and Deans of the Faculties, Heads of Schools, the Chief Operating Officer and other Officers as may from time to time be determined, together with the Academic Staff and other Staff of the University, and to ensure that arrangements are put in place to monitor their performance.
12. To be the employing authority for all staff in the University and to approve the human resources strategy.
13. To ensure that appropriate arrangements are in place for determining, and for regular review of, the performance, remuneration and conditions of service of staff in the University.
14. To have responsibility for the redundancy process for academic and related staff, as determined by Statute 7, and specified in the Ordinances Part 3, 3.4.
15. To be the principal financial and business authority in the University, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.
16. To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those relating to health and safety and those arising from contracts and other legal commitments made in the University's name.
The health and safety of the employees and students of the University are of paramount importance. The commitment to health and safety is included in the Corporate Strategy. The Council is responsible for ensuring that the University Health and Safety Policy is implemented and regularly reviewed and updated.
17. To ensure, subject to the relevant legislation, that appropriate arrangements are in place for the management and operation of such companies as are wholly or partly owned by the University.
18. To act as trustee for, or make appropriate alternative arrangements for the trusteeship of, any property, legacy, endowment, bequest or gift in support of the aims and objectives of the University.
19. To make appropriate arrangements, compliant with the relevant legislation, for the trusteeship of any pension schemes established by the University.
20. To ensure that the University's constitution is followed at all times, and that appropriate advice is available to enable this to happen.

2.1 **Matters reserved for decision by Council**

The following matters are reserved to Council for decision, subject to advice, as appropriate, from Senate, Standing Committee of Council, the President & Vice-Chancellor or other members of his/her Advisory Group, or other committee.

2.1.1 *Constitutional matters*

- Amendments to the Charter and Statutes, subject, where required, to the approval of the Privy Council. This approval relates principally to the powers and composition of the Council, the delegation of its authority, the establishment and control of Students' Unions, the Model Statute and the method of amending the main governance documents.
- Making and amending Ordinances.
- Establishment or abolition of Faculties, Schools, Research Centres and other units, and approval of their titles.
- Other major changes in the University's organisational and committee structure.

2.1.2 *Mission and strategy*

- Approval/amendment of University's mission statement and strategic vision.
- Approval of University's strategic plan.

2.1.3 *Financial and capital matters*

- Approval of University's annual budgetary allocations and the general features for allocating resources within the University.
- Approval of the University's bankers, and external and internal auditors.
- Approval of strategic capital investment.
- Approval of significant borrowings in support of approved strategic and capital plans.
- Acquisition and disposal of property, and grant of any interests in University land and buildings in the context of the Estate Strategy.
- Approval/amendment of trust deeds of any University trusts.
- Approval of investment policy and practice.
- Approval of the Financial Regulations. Council shall ensure the regular review every four years of the University's Financial Regulations to ensure that an appropriate system of financial control applies within the University.
- Sealing of documents.

2.1.4 *Statutory compliance*

Approval of statements and policies complying with statutory requirements, for example, the Equality Duty and the University's Health and Safety Policy. (See also the first section of this document on the formal powers of the Council, point 16.)

2.1.5 *Staffing and student matters*

- Decisions on participation in national arrangements for salaries and other staffing matters.
- Determining those staffing matters that arise from the Statutes, Section 7, namely whether there should be a reduction in the academic and related staff by reason of redundancy (Part II), disciplinary and capability matters (Part III), incapacity on health grounds (Part IV), and hearing of grievances and appeals (Part VI).
- Determining those matters that arise from Statute 4(20) namely to adjudicate in the case of any grievances brought by the Officers and staff of the University.

- Determining those matters that arise from Statute 4(21) namely to adjudicate in the case of any grievances brought by any students of the University against disciplinary action taken against them by the Senate.
- Appointment/removal of the President & Vice-Chancellor.
- Appointment/removal of the Vice Presidents, Deans of the Faculties and Heads of Schools or academic units.
- Appointment/removal of the Chief Operating Officer.
- Procedures relating to consultancy and the division of funds from inventions, etc.
- Conferment of title of Emeritus Professor or Honorary Professor.

2.1.6 *Audit and monitoring*

- Monitoring and evaluating the performance of the University against approved plans and key performance indicators.
- Considering an annual report from the Audit Committee.
- Approving the University's internal control and risk management procedures.
- Monitoring the effectiveness of Council.

2.1.7 *Other institutions*

- Granting the designation 'affiliated to the University of Southampton' to other institutions on the recommendation of Senate.
- Approval of mergers with other institutions.

2.1.8 *Honorary degrees*

The award of honorary degrees and approval of the rescinding of such degrees.

2.1.9 *Council appointments*

- Appointment/removal of the Pro-Chancellors.
- Appointment/removal of the Chair and the Vice-Chair of Council.
- Appointment/removal of the Treasurer.
- Appointment/removal of members in the appropriate classes of membership of Council.

2.1.10 *Council's business*

Approval of Standing Orders.

2.2 **Consultation with the Senate**

The Charter, Statutes and Ordinances state that Council should consult with Senate on the following matters:

- Amendments to the Charter, Statutes¹ and Ordinances (Charter, Articles 16, 18 and 19, Statute 4);
- The appointment and reappointment of the Chancellor (Ordinance 1.2);
- The appointment and reappointment of the Pro-Chancellors (Ordinance 1.3);

¹ Amendments to the Charter and/or Statutes currently require Privy Council approval.

- The appointment and reappointment of the Vice Presidents and the Pro Vice-Chancellors (Ordinances 1.6 and 1.7);
- Appointment of the Deans of the Faculties (Ordinance 1.8).

(Council appoints the President & Vice-Chancellor and the Chief Operating Officer after receiving a report from a joint committee of Council and Senate.)

3 Matters delegated to Officers and Committees

3.1 *General*

Whilst the Council is the ultimate authority within the University, it cannot be directly involved in decision making on all matters for which it is formally responsible: the range of business undertaken inevitably means that some delegation of powers to individuals and to committees is necessary. Ordinance 2.12.1 (1) sets out the general power of delegation to committees in the University, and the limits to such delegation.

The framework for the operation of delegated authority is set out in particular in:

- Council's Standing Orders
- The University's Financial Regulations
- The Terms of Reference of University committees
- Other regulations and policies approved by Council from time to time.

3.2 *Statutory and delegated powers of the President & Vice-Chancellor*

Under the University's constitution, the President & Vice-Chancellor is the principal Academic and Administrative Officer of the University, and as such acts as its chief executive officer and its accountable officer. The Council recognises the need to empower the President & Vice-Chancellor to discharge his/her duties to ensure the orderly conduct of the business of the University in a timely and efficient manner. Accordingly, apart from the reserved items listed below, the Council delegates full authority to the President & Vice-Chancellor to act on its behalf in all matters relating to the organisation, direction, management and well-being of the University and the leadership of its staff, subject to the following principles:

- The President & Vice-Chancellor will act within the terms of the prescribed conditions of his/her appointment.
- The President & Vice-Chancellor's actions will be consistent with the principles of public life, known as the Nolan Principles, drawn up by the Committee on Standards in Public Life.
- The President & Vice-Chancellor's actions will be:
 - consistent with the University's strategic plans and objectives;
 - consistent with the University's budgetary dispositions;
 - in conformity with relevant legislation and externally prescribed conditions, for example, the HEFCE Financial Memorandum.
- The President & Vice-Chancellor will act at all times to further the best interests of the University, its staff and students, and will be mindful of the importance of preserving the University's reputation.
- The President & Vice-Chancellor will report to the Council all significant decisions so taken.
- In his/her absence, the President & Vice-Chancellor may delegate this authority to one of the Pro Vice-Chancellors in conformity with Ordinance 1.6.4.

In carrying out his/her responsibilities, the President & Vice-Chancellor will consult, where necessary, with the Officers, and members, of Council and his/her senior colleagues, but particularly in matters of a novel or potentially contentious nature.

3.3 *Matters Delegated to Officers, senior executive groups and committees*

3.3.1 *The Vice Presidents and the Chief Operating Officer (COO).*

Vice President - Education leads on all areas that are concerned with education and the student experience, recruitment and admissions, and widening participation.

Vice President - Research and Enterprise leads on all areas that are concerned with research and enterprise.

Vice President - International leads on all areas concerned with international relationships, and partnerships.

The Chief Operating Officer leads the Professional Services.

3.3.2 *Senior executive groups, Officers and committees*

- The University's senior executive is the University Executive Board (UEB). The group supports the President & Vice-Chancellor and its principal role is to ensure that resources, goals and governance meet the strategic and operational needs of the University in addition to the delivery of the core academic (education and research) activities of the University. It is supported by three groups: the Education and Student Experience Executive Group, the Research and Enterprise Executive Group and the International Executive Group. Each group is chaired by the appropriate Vice President who reports on the execution of agreed priorities, and who reports to Council on progress made in respect of the delivery of the strategy. UEB concentrates on:
 - Implementation of the University Strategy, including the achievement of agreed institutional milestones, KPIs and related targets.
 - Achieving alignment, shared learning and academic development across the Faculties.
 - Receiving from, and making recommendations to Senate.
 - Enabling the implementation of policies and procedures, including those determined by Senate.
- University Professional Services Leadership Team. The team focuses on the delivery of services which underpin the core academic activities.
- University Business Development and Project Delivery Board. The Board provides leadership and professional project management of key University projects and develops emerging business opportunities.

3.1.3 Deans

The Deans report directly to the President & Vice Chancellor and have responsibility for the development and delivery of their Faculty's Plan in line with the University Strategy. Each Dean may choose to have a Faculty Leadership Team and may establish such other committees or advisory groups as may be required for the effective conduct of the business of the Faculty, within his/her delegated powers for delivering the Faculty Plan.

These committees will include a single Faculty Programme Committee, to which all educational matters for both taught and research programmes will be brought for final decision.

The Dean, through his/her Faculty Management Team (FMT), will be responsible for ensuring that staff in the Faculty have opportunities to consider and comment on the development and implementation of the Faculty strategy.

3.4 The individual Officer or committee listed below has authority to approve the item(s) of business specified, subject to report, as necessary, to Council:

	<i>Item of business</i>
President & Vice-Chancellor	Annual Report of the academic year
Executive Director Finance & Planning and Director(s) of Finance	Writing off individual debts £100 to £50k (Financial Policy 7)
Finance Committee	Writing off individual debts £50k to £250k (Financial Policy 7)
Council	Writing off individual debts over £250k (Financial Policy 7)
President & Vice-Chancellor	Fees regulations
Chief Operating Officer	Regulations for vehicles and bicycles, Regulations for residence
Vice President, Research & Enterprise	Intellectual property regulations
Chief Operating Officer	Regulations for use of computers, and voice and data communications networks
Executive Director, Finance & Planning	Approval of authorized signatories
Chief Operating Officer	Approval of terms of arrangements with University companies, and nominations to their Boards
President & Vice-Chancellor	Appointments to committees of Council and joint committees of Council, with the exception of appointments to the Audit

Committee and the Senior Salaries Committee which are considered by the Nominations Committee.

Chief Operating Officer

Safety Policy Manual

- 3.5 In accordance with Standing Order 23, Standing Committee of Council (or in an emergency two of its members, being officers of the University) has a general authority to act on behalf of Council between meetings of Council, subject to such decisions being reported to Council at its next meeting. In accordance with Standing Order 22, the Chair of a committee has authority to act on behalf of his/her committee, subject to report to the next meeting of the committee, with the exception of matters that fall under Statute 7, and Ordinance 2.12.1.
- 3.6 Paragraph 3.2 above states that the President & Vice-Chancellor's actions shall be in accordance with the principles of public life. Likewise, the actions of the Vice Presidents, the Chief Operating Officer and the Deans will be consistent with the principles of public life, known as the Nolan Principles, drawn up by the Committee on Standards in Public Life.

Governance Services

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