

Statement of the Council's Primary Responsibilities and delegated and related matters

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.

The formal powers of the Council are set out in Statutes, Section 18. 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 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 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 nominate the Chancellor for appointment by the Court, and to appoint the Pro-chancellors.
10. To appoint the Chair and Vice-Chair of Council, and the Treasurer.
11. To appoint the Vice-Chancellor, Senior Deputy Vice-Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors, Deans of the Faculties, Heads of Schools, Registrar and 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 Statutes, Section 31, and specified in the Ordinances Part 3, 3.1.

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.

Delegation and related matters

General

1. 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. Statutes Section 28 sets out the general power of delegation to committees in the University, and the limits to such delegation.
2. 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.

Matters reserved for decision by Council

3. The following matters are reserved to Council for decision, subject to advice, as appropriate, from Senate, Standing Committee of Council, the University Executive Group, and the relevant executive or other committee.
 - 3.1 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.

3.2 Mission and strategy

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

3.3 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.
- Sealing of documents

3.4 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.)

3.5 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 31, 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 Statutes 18(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 Statutes 18(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 Vice-Chancellor.
- Appointment/removal of the Senior Deputy Vice-Chancellor, Deputy Vice-Chancellors, Pro-Vice-Chancellors, Deans of the Faculties and Heads of Schools.
- Appointment/removal of the Registrar and Chief Operating Officer.
- Procedures relating to consultancy and the division of funds from inventions, etc.
- Conferment of title of Emeritus Professor or Honorary Professor.

3.6 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.

3.7 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.

3.8 Honorary degrees

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

3.9 Court and Council appointments

- Recommending the appointment of the Chancellor to the Court.
- 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 Court and Council.

3.10 Council's business

Approval of Standing Orders.

Matters Delegated to Officers and Committees

- 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>
Vice-Chancellor and Registrar and Chief Operating Officer	Annual Report of the academic year
Director of Finance and Deputy Director of Finance	Writing off individual debts under £20 k (Financial Regulation 12.10)
The Treasurer	Writing off individual debts over £20 k (Financial Regulation 12.10)
University Executive Group	Fees regulations Regulations for vehicles and bicycles Regulations for residence Intellectual property regulations Regulations for use of computers, and voice and data communications networks Approval of authorized signatories Approval of terms of arrangements with University companies, and nominations to their Boards Appointments to committees of Council and joint committees of Council
Safety and Occupational Health Committee	Safety Policy Manual

- 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.

Statutory and delegated powers of the Vice-Chancellor

6 Under the University's constitution, the Vice-Chancellor is the principal Academic and Administrative Officer of the University, and as such acts as its chief executive officer and its accounting officer. The Council recognises the need to empower the 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 above, the Council delegates full authority to the 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 Vice-Chancellor will act within the terms of the prescribed conditions of his/her appointment.
- The 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 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 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 Vice-Chancellor will report to the Council all significant decisions so taken.
- In his/her absence, the Vice-Chancellor may delegate this authority to the Senior Deputy Vice-Chancellor or in his/her absence one of the Deputy Vice-Chancellors or Pro Vice-Chancellors in conformity with Ordinance 1.3.3.

In carrying out his/her responsibilities, the 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.

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November 2008

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