



Standing Orders of Council

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INTRODUCTION

These Standing Orders set out how the College Council and its Committees conduct their business and discharge their obligations under the Royal Holloway and Bedford New College Act (the Act), College Statutes and other regulations and guidance applicable to the College. They are made in accordance with section 8 of the Act and section 1 of the College Statutes.

GLOSSARY

College	Royal Holloway and Bedford New College
The Act	The Royal Holloway and Bedford New College Act 1985
Resolution	a decision made by the majority of members present at a quorate meeting of Council.
University	the University of London

STATUS AND AMENDMENT OF STANDING ORDERS

1. These Standing Orders are made by Council in accordance with Statute 1.1 and Section 8 of the Act.
2. Council may amend these Standing Orders by Resolution. As a minimum they will be reviewed following a Council Effectiveness review.
3. Minor amendments may be made by the Secretary to Council to reflect changes in job title and other administrative matters which have no material effect to the substance of the Standing Orders. Any such changes must be reported to the next meeting of Council following the change.

SUSPENSION OF STANDING ORDERS

4. In cases of urgency, any Standing Order may be suspended at any meeting of Council, provided that $\frac{3}{4}$ of the members present and voting agree. The suspension shall affect only business transacted at that meeting of Council.

STATEMENT OF PRIMARY RESPONSIBILITY

5. Council will adopt a Statement of Primary Responsibility which it will review regularly to ensure it remains up to date (see appendix 1).
6. All members will agree to abide by the Statement of Primary Responsibility before they attend a Council meeting as a participating member.
7. The Secretary to Council will ensure that the Statement is published on the College website.

COUNCIL POWERS

8. Further to Statute 3(2) decisions on the following items of business shall be reserved for the collective decision of Council and may not be delegated:

Changes to Statutes

Changes to Standing Orders (other than minor changes in accordance with SO3)

Appointment (or removal) of the Principal and Secretary to Council

Appointment of the internal and external auditors

Approval of the annual audited accounts

Approval of College budgets

Approval of College Strategy

Approval of academic structure (having sought the opinion of Academic Board)

Appointment (or removal) of Chair and Vice Chair(s) of Council

Approval of Council Committee structure and terms of reference

Appointment of Council Committee Chairs following recommendation by the Strategy and Governance Committee

Approval of Council Schedule of Delegations

Approval of the Estates Strategy

STATEMENT OF DELEGATIONS

9. Council may delegate its functions from time to time as provided in section 6(5) of the Act. Current standing delegations are included in the following documents:

Council Schedule of delegations and authorised signatories

Financial regulations

Committee terms of reference approved by Council

FINANCIAL REGULATIONS

10. Council will be responsible for the Financial Regulations setting out financial arrangements and responsibilities in order to ensure a sound system of financial control and to protect the College's assets and assets held in trust.
11. The Finance Committee has responsibility for recommending amendments to the Financial Regulations to Council.

POLICIES

12. Council is responsible for the policies listed in appendix 2 and will ensure that each policy is reviewed before the stated deadline.

COMMON SEAL AND AUTHORISED SIGNATORIES

13. The common seal of the College shall be in the form approved by Council.
14. The Secretary to Council shall be responsible for the safe keeping of the Common Seal of the College and shall ensure that it is affixed to instruments only on the authority of Council and in the presence of a member of Council and of the Secretary to Council, or the Chief Financial Officer, or the Deputy Secretary to Council and each shall sign in the presence of each other.
15. The Secretary to Council shall keep a sealing register in which particulars of documents sealed, the date of sealing and the names of the person witnessing the sealing shall be recorded. The sealing register shall be available for consultation by any member of Council and the entries shall be reported at the next meeting of Council.
16. The Secretary to Council shall retain a record of authorised signatories together with specimen signatures which may be provided for authentication purposes if required. A list of authorised signatories will be available to Council at least once each year.
17. All authority granted to an individual under this standing order shall cease immediately at the end of their term of office or when they cease to hold the relevant post in the College.

MEMBERSHIP OF COUNCIL

18. All members of Council shall exercise their responsibilities in the interests of the College as a corporate body and charity rather than as a representative of any constituency or as if delegated by a particular group. Council shall have collective responsibility for overseeing College activities through collective decisions.
19. The Secretary to Council shall make induction arrangements for new members on an annual basis which all new members will be required to attend. The induction will draw the attention of members to their individual responsibilities as members, trustees and their responsibilities in relation to any charity or other group.
20. The Secretary to Council shall ensure that a list of Council members is published on the College website.

APPOINTMENT OF INDEPENDENT MEMBERS OF COUNCIL

21. Strategy and Governance Committee, whose terms of reference, constitution and membership shall be determined by Council, shall be the body responsible for recommending the appointment of independent members to Council in accordance with Statute 3(5).

22. Independent members will be appointed for the terms established in the Statutes, normally commencing on 1 August. The following principles will guide the appointment procedure:
 - a. Council should collectively maintain an appropriate balance of skills.
 - b. Vacancies should be advertised as widely as possible, with the aim of achieving a skills balance and wide diversity of membership.
 - c. Alumni should be informed of vacancies.
 - d. Council should ensure a continuity of knowledge about the College
 - e. Vacancies should be filled as soon as possible with due regard to the above.
 - f. Dates of the second term of office may be less than the maximum prescribed in the Statutes to facilitate succession and induction.

APPOINTMENT OF STAFF MEMBERS TO COUNCIL

23. In accordance with Statute 3(6) and 3(9) the Strategy and Governance Committee, whose terms of reference, constitution and membership will be determined by Council, shall be the body responsible for overseeing the election process for staff members to Council. During an election:
 - a. All full time and part time staff, other than those employed on casual or non-established teaching terms and conditions of service shall be eligible to stand and vote in elections for Council.
 - b. Academic staff members of Council shall be nominated and elected by members of the academic staff as defined in Statute 1.
 - c. Professional Services staff members of Council shall be nominated and elected by members of the Professional Services staff as defined in Statute 1.
 - d. The Secretary to Council (or their nominee) shall act as returning officer for the elections, which will be conducted by ballot. Votes shall be cast and counted in accordance with a simple majority system.
 - e. The returning officer will publish the results on the College intranet within 5 working days and Council will be informed of the result at the next meeting.
24. Normally staff member terms of office will begin on 1 August, unless a position becomes vacant before that time, in which case the term shall commence from a date deemed appropriate by the Strategy and Governance Committee.

APPOINTMENT OF STUDENT MEMBERS TO COUNCIL

25. The Students' Union constitution prescribes the election of all sabbatical and non-sabbatical officers of the union over which Council has oversight. It is the responsibility of the President of the Students Union to notify the Secretary to Council of the name of the elected student member before (or as soon as possible if a replacement is being elected mid-year) the commencement of the academic year in which they are to be a Council member.

RESIGNATION OF COUNCIL MEMBERS AND REMOVAL FROM OFFICE

26. Any member who resigns during a fixed term of office shall be required to submit their resignation in writing to the Chair of Council. The Chair of Council should submit their resignation to the Secretary to Council who shall immediately notify all Council members.
27. Any member who is absent from three consecutive ordinary meetings shall cease to be a member unless Council decides otherwise.
28. Where allegations of inappropriate behaviour or failure to abide by the standards of behaviour set out in the Statement of Primary Responsibility are brought against a member of Council the Secretary to Council should be notified in writing. The Secretary to Council will decide how to proceed with an investigation, ensuring that the allegation remains confidential until an investigation is complete, that the principles of natural justice are observed, and that there is no

discrimination or victimisation. Following an investigation and where the outcome supports it, the Secretary to Council may refer the matter to a Resolution of Council for removal from office. Such action will be considered a Reserved Area of Business.

CHAIR AND VICE CHAIR(S) OF COUNCIL

29. The role of Chair or Vice Chair of Council may be advertised and recruited for outside of the existing independent membership of Council. In the event of external advertisement and recruitment, any incumbent independent member of Council who wishes to be considered for the role must submit their candidacy to the agent appointed to undertake the search.
30. Council will establish a committee of its members, chaired by the Chair or a Vice Chair of Council, to oversee the recruitment process and to interview candidates.
31. An external candidate must be appointed as an independent member of Council before they can be elected in accordance with Statute 3(12).
32. Following the conclusion of the recruitment process, the Secretary to Council will oversee the appointment of the new Chair or Vice Chair(s) of Council from amongst the independent members of Council at the next ordinary meeting of Council.
33. On appointment, the Chair or Vice Chair(s)' term of office as a member of Council will be altered so as to be the same as their term of office as Chair except that combined service as independent member/ Vice Chair/ Chair of Council shall not exceed 10 years in total.

SECRETARY TO COUNCIL

34. The Secretary to Council shall be appointed by Council. Council will establish a committee of its members, chaired by the Chair of Council, to oversee the appointment.
35. Council alone has the power to remove or accept the resignation of the Secretary to Council.
36. If there is an allegation of misconduct, the Chair of Council will initiate an investigation into the complaint and decide whether to dismiss the matter or to proceed under the formal disciplinary procedure.
37. The disciplinary panel appointed by Council shall comprise of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An academic member from Council
38. When Council has appointed a disciplinary panel it shall instruct an adviser or other suitable person to formulate the charge or charges and to present, or arrange for the presentation of, the charge or charges before the panel.
39. The disciplinary panel will act in accordance with the principles of the College's disciplinary procedure.
40. The disciplinary panel shall send its decision on any charge referred to it together with its findings of fact regarding the charge, the penalty and its recommendations, if any, to the Chair of Council and the Secretary to Council.
41. The Secretary to Council will have the right of appeal within ten working days of receipt of the disciplinary panel decision.
42. An appeal hearing will take place within twenty working days of receipt of the appeal, or as soon as practicably possible.
43. The appeal will be heard by an appeal panel appointed by Council, and will consist of independent members of Council not previously concerned with the matter, as follows:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An individual external to the College
 - d. An independent expert or experts relevant to the matter concerned

44. The Chair of the Appeal panel will notify the Chair of Council and the Secretary to Council in writing, of their decision, together with any findings of fact different to those reached by the disciplinary panel, and their recommendations, if any.
45. Where a charge or charges have been upheld by the appeal panel, the decision will be referred to Council to be ratified. Council's decision will be final.
46. In instances of capability the Chair of Council will instigate proceedings in accordance with the College's Capability Policy.
47. If following a formal review period or where the matter under consideration is of such significance as to call into question the Secretary to Council's ability to perform their duties, the Chair of Council will initiate a capability hearing.
48. The Secretary to Council will be given ten working days' notice, in writing, of the request to attend a capability hearing and be advised of the right to representation.
49. The capability panel will consist of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An academic member from Council
 - d. An independent expert relevant to the matter concerned.
50. Where the panel determines there are no capability issues, the case will be dismissed and the panel should make recommendations for appropriate future practise.
51. If implementation of the recommendations does not lead to a satisfactory outcome, the Secretary to Council will be invited to a Final Capability Hearing.
52. The Final Capability Hearing panel shall be appointed by Council and will be heard by four panel members not previously involved in the case. The panel will consist of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An individual external to College
 - d. An independent expert or experts relevant to the matter concerned and who is not a member of the College.
53. The Chair of Council and Secretary to Council will be notified, in writing, of the decision. The decision of the Final Capability Panel will be referred to Council to be ratified. Council's decision will be final.
54. The Chair of Council will keep Council informed of the progress of proceedings.

DEPUTY SECRETARY TO COUNCIL

55. Council may approve the appointment of a Deputy Secretary to Council, or any other role where the duties include deputising for the Secretary to Council on a long-term basis.

MEETINGS OF COUNCIL

56. The Secretary to Council is responsible for ensuring that the ordinary meeting dates of Council for each academic year will be communicated to members normally at least 1 year in advance.
57. There shall be at least 4 meetings in each academic year.
58. Agendas and papers will be circulated at least 7 days in advance of the meeting. The inclusion and order of items of business shall be at the discretion of the Chair. At any meeting of Council, consideration of any subject not specified in the agenda paper may be adjourned by the Chair until the next meeting.
59. Agenda items which contain confidential information (in whole or in part) may be deemed by the Chair or Secretary to be a Reserved Area of Business. Reserved Area of Business items shall be included on an agenda available only to Members of Council. Associated papers, discussion, and minutes shall be similarly restricted. Such business should be kept to a minimum because of the general need for transparency and openness, but could include matters relating to an identifiable individual, commercially sensitive material or information which would be

considered exempt from release into the public domain by legislation. If no longer confidential Reserved Area of Business information may be released on a case by case basis.

SPECIAL MEETINGS OF COUNCIL

60. The Chair of Council may call a Special Meeting to discuss any item or item(s) that require urgent or special attention between ordinary meetings. Members shall be given a minimum of 3 working days' notice before the date of the meeting.

DECISIONS BETWEEN MEETINGS

61. Where an urgent matter requires decision between meetings the Chair of Council is delegated the authority by Council to act on its behalf when decisions must be made which are judged to be of sufficient urgency and importance that it would be detrimental to the institution if the decision were to be delayed. Chair's Action should only be used when it is not appropriate to convene a special meeting, and the Chair should consult with members by circulation where feasible.
62. Any decisions taken by Chair's Action shall be reported to the next ordinary meeting of Council.

COMMITTEES

63. Council shall establish committees as it considers appropriate and shall approve the terms of reference.
64. Council shall, every three years, conduct an effectiveness review of all the committees which it has established.
65. The Secretary to Council shall ensure that a list of Council committees, their membership and minutes are published on the College website.

APPOINTMENTS TO COMMITTEES AND PERIOD OF OFFICE

66. Strategy and Governance Committee shall be the body responsible for appointing members to Council committees, with the exception of committee chairs. All appointments to Council committees shall be reported to the next meeting of Council.
67. Strategy and Governance Committee will recommend to Council the appointment of individual Independent Members as chairs of Council committees. Council will be asked to approve these appointments.
68. Appointments to Council committees shall normally take effect from 1 August each year.
69. The term of office for Independent Members appointed to a committee of Council shall normally be four years. Strategy and Governance Committee may re-appoint members for a second term of up to four years.
70. Membership of Council committees expires at the same time as membership of Council.
71. The Principal shall be an ex officio member of all committees established by Council and the Academic Board other than those cases when the committee's terms of reference and procedures stipulate otherwise.
72. The Chair of Council may attend, or be a member of, all Council committees.

CO-OPTION OF COMMITTEE MEMBERS

73. All Council committees may co-opt up to two members where there is no independent member available with the required expertise or where a person with an interest has experience or expertise that would be beneficial to the committee.

74. The co-option may be requested by either the Council committee or the Strategy and Governance Committee and will follow the Council nomination procedure for the appointment of members of Council. The appointment must be agreed with the committee chair prior to consideration and approval by the committee responsible for Council Committee appointments (currently Strategy and Governance Committee). The co-option shall be reported to the next meeting of Council.
75. The co-opted member will complete appointment details as if they were a Council member i.e. skills register, register of interests, equal opportunities monitoring form and provide biographical details for publication on the website.
76. The co-opted member will accept the Statement of Primary Responsibilities within the remit of the committee to which they are co-opted and receive all documents normally sent to Council members i.e. The Royal Holloway and Bedford New College Act 1985, the College Statutes, Regulations and Standing Orders of Council.
77. The co-opted member will receive papers and minutes of the committee of which they are a co-opted member.
78. The co-opted member will receive expenses as if they were a Council member.
79. A co-opted member of a committee should contribute their skills and expertise to the work of the committee and is entitled to vote on matters discussed by that committee but is not included as part of the quorum of the meeting.
80. Any period of co-option onto a committee will be considered as part of the term of office on that committee.

EXPENSES

81. The reasonable travel expenses within the UK of members of Council in attending Council and Council committees and working groups may be paid by the College.
82. Any other travel at the request of, or with the approval of, Council must be agreed in advance by the Chair of Council and/or the Principal.
83. All expenses of members of Council are subject to the College Travel, Subsistence and Personal Expenses Policy and procedures in force at the time.

DECLARATION OF PERSONAL OR FINANCIAL INTERESTS

84. Strategy and Governance Committee will be the body responsible for ensuring that members of Council and senior College officers provide once each year, at the request of the Secretary to Council, a written declaration of their personal or financial interests in any areas relevant to College activities. These declarations will be kept on file by the Secretary and will be made available on request.
85. Members of Council and senior College officers shall also declare any personal or financial interests in matters which are considered or presented to meetings of Council, or other College committees, or at other relevant times and shall take no part in any decisions relating to such matters. The Chair may require a member to withdraw from any meeting while such business is under discussion.

GIFTS AND HOSPITALITY DECLARATION

86. Where Council members, as a result of their membership of Council, receive a gift or hospitality over the apparent value of £50 they shall inform the Secretary to Council for inclusion in the College gifts and hospitality register (excluding College hospitality).
87. Where staff and student members, as a result of their membership of Council, receive a gift or hospitality over the apparent value of £50 they shall inform the Secretary to Council for inclusion in the College gifts and hospitality register (excluding College hospitality).

HONORARY AWARDS

88. Strategy and Governance Committee will oversee the nominations process for the conferral of honorary awards, including setting specific criteria on an annual basis subject to the criteria below. Strategy and Governance Committee shall make recommendations to Council for the awards to be conferred, and where appropriate, must conform to the criteria laid down by the University.
89. Council shall confer the title of Honorary Fellow to persons of notable merit who have been nominated and considered for the award, subject to the following:
 - a. the person has a strong College or local connection
 - b. the person has shown loyalty and commitment to the College and is willing to continue their involvement in College life.
 - c. the person is not a current student or member of staff.
90. An Honorary Fellow may resign by informing the Secretary to Council in writing.
91. An Honorary Fellowship may be rescinded by a vote of the majority of the members of Council present at a quorate meeting.
92. Council shall approve the conferral of an Honorary Degree of the College on a person of notable merit, who is outstanding in their field, commands national or international recognition, or has given exceptional service to the College, subject to the following:
 - a. approval of the University of London
 - b. that Academic Board have been consulted; and
 - c. the person is not a current student or member of staff.
93. An honorary award will not, save in exceptional circumstances, be conferred in absentia.
94. Where Council has formally resolved to confer an Honorary Degree on a person, and the death of that person occurs before the conferment takes place, the Honorary Degree will be deemed to have been conferred, the date of the conferment being deemed to be the day preceding the date of death.
95. Council has the power to rescind honorary titles or degrees of the College. Honorary Degrees of the University may only be rescinded by the Collegiate Council of the University.

THE ACADEMIC BOARD

96. The Academic Board shall report its proceedings to the meetings of Council.
97. Council will provide regular reports to Academic Board.
98. In the case of a division on any matter on which the Academic Board makes representations or recommendations to Council, the report to Council shall record the substance of all motions considered by the Board and the numbers who voted for and against or who abstained from voting on each motion.

ACADEMIC STRUCTURE

99. For the purpose of statute 6 Council has recognised the following as academic units:

School of Business and Management

Department of Accounting and Financial Management

Department of Digital Innovation Management

Department of Human Resource Management and Organisational Studies

Department of Marketing

Department of Strategy, International Business and Entrepreneurship

School of Engineering and Physical Sciences

Department of Computer Science

Department of Electronic Engineering

Department of Information Security
Department of Mathematics
Department of Physics

School of Humanities

Department of Classics
Department of English
Department of History
Department of Languages, Literatures and Cultures

School of Law and Social Sciences

Department of Economics
Department of Law and Criminology
Department of Politics, International Relations and Philosophy

School of Life Sciences and the Environment

Department of Biological Sciences
Department of Earth Sciences
Department of Health Studies
Department of Geography
Department of Psychology

School of Performing and Digital Arts

Department of Drama, Theatre and Dance
Department of Media
Department of Music

COLLEGE MANAGEMENT

THE PRINCIPAL

100. The Principal shall be appointed by Council. Council will establish a committee of its members, chaired by the Chair of Council, to oversee the appointment.
101. Council alone has the power to remove or accept the resignation of the Principal.
102. If there is an allegation of misconduct, the Chair of Council will initiate an investigation into the complaint and decide whether to dismiss the matter or to proceed under the formal disciplinary procedure.
103. The disciplinary panel appointed by Council shall comprise of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An academic member from Council
104. When Council has appointed a disciplinary panel it shall instruct an adviser or other suitable person to formulate the charge or charges and to present, or arrange for the presentation of, the charge or charges before the panel.
105. The disciplinary panel will act in accordance with the principles of the College's disciplinary procedure.
106. The disciplinary panel shall send its decision on any charge referred to it together with its findings of fact regarding the charge, the penalty and its recommendations, if any, to the Chair of Council and the Principal.
107. The Principal will have the right of appeal within ten working days of receipt of the disciplinary panel decision.

108. An appeal hearing will take place within twenty working days of receipt of the appeal, or as soon as practicably possible.
109. The appeal will be heard by an appeal panel appointed by Council, and will consist of independent members of Council not previously concerned with the matter, as follows:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An individual external to College
 - d. An expert or experts relevant to the matter concerned and who is not a member of the College.
110. The chair of the Appeal panel will notify the Chair of Council and the Principal in writing, of their decision, together with any findings of fact different to those reached by the disciplinary panel, and their recommendations, if any.
111. Where a charge or charges have been upheld by the appeal panel, the decision will be referred to Council to be ratified. Council's decision will be final.
112. In instances of capability the Chair of Council will instigate proceedings in accordance with the College's Capability Policy.
113. If following a formal review period or where the matter under consideration is of such significance as to call into question the Principal's ability to perform their duties, the Chair of Council will initiate a capability hearing.
114. The Principal will be given ten working days' notice, in writing, of the request to attend a capability hearing and be advised of the right to representation.
115. The capability panel will consist of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An academic member from Council
 - d. An expert relevant to the matter concerned and who is not a member of the College.
116. Where the panel determines there are no capability issues, the case will be dismissed and the panel should make recommendations for appropriate future practise.
117. If implementation of the recommendations does not lead to a satisfactory outcome, the Principal will be invited to a Final Capability Hearing.
118. The Final Capability Hearing panel shall be appointed by Council and will be heard by four panel members not previously involved in the case. The panel will consist of:
 - a. A chair being an independent member of Council
 - b. An independent member of Council
 - c. An individual external to College
 - d. An independent expert or experts relevant to the matter concerned and who is not a member of the College
119. The Chair of Council and Principal will be notified, in writing, of the decision. The decision of the Final Capability Panel will be referred to Council to be ratified. Council's decision will be final.
120. The Chair of Council will keep Council informed of the progress of proceedings.

COLLEGE MANAGEMENT TEAM

121. Further to statute 8(5) the Principal will appoint a College management team (currently referred to as Executive Board) which will include senior academic and Professional Services members of staff subject to the following:
 - a. The Principal will inform Council in advance of any changes to the composition of Executive Board, including the addition or removal of posts. Special consideration will be given to any proposed changes which impact on the membership of Academic Board (statute 5(2)). In this instance Council will consider the view of Academic Board before amending the Academic Board terms of reference. If Council concludes that the proposed changes compromise the ability of Academic Board to discharge its terms of reference the Principal will be asked to reconsider the proposed change to the composition of Executive Board.

- b. Should a position on Executive Board become vacant an Independent member of Council will normally be involved in the appointment of the new post holder. Council recognises that whilst the Principal is responsible for the executive management of the College, it expects that both the Principal and the Council Member will agree any appointment in which they are both involved.

DEPUTISING FOR THE PRINCIPAL

122. If the Principal is absent from the College and requires a member of Executive Board to deputise the Principal will inform the Chair of Council.
123. If the Principal is absent from the College for a significant period of time and an interim Principal is required Council shall appoint an interim or acting Principal.

STUDENTS' UNION

124. Council is required to take reasonable and practicable steps to ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances by the Education Act 1992. Council will maintain and monitor compliance with a Code of Practice which responds to the requirements of the Act and outlines how they will be implemented.
125. The Students' Union will provide Council with an annual report.
126. Sabbatical Officers of the Students' Union shall be exempt from College tuition fees, and the Students' Union shall be entirely responsible for the provision of a maintenance grant to the Sabbatical Officer.