Introduction
This guidance note is intended to provide a summary of the core roles and duties of a member of UCL Council.

At the end of the note, there is also a list of website links where further helpful information and guidance can be found. Please note that this guidance is intended as a non-exhaustive summary of core issues only, and it is ultimately the responsibility of members to ensure that they are aware of their responsibilities as a member of Council (and therefore as a trustee of UCL).

If you have any questions in relation to this document, or if any aspect of the role of a member of UCL Council is unclear, please feel free to contact the Council Secretary Wendy Appleby (w.appleby@ucl.ac.uk).

1. UCL Council: the role and how members will be supported

1.1. UCL was established and is governed by a Royal Charter, which grants UCL Council, as UCL’s governing body, the power to manage and administer the property of UCL and to conduct its affairs. As a charity, UCL is also regulated by charity law, with the Higher Education Funding Council for England (HEFCE) as its principal regulator. A member of the Council is therefore a charity trustee, and owes fiduciary duties and other duties to UCL (see section 2 below).

1.2. All Council members are under a legal obligation as trustees to exercise their responsibilities in the interests of UCL as a whole, rather than as representatives of any particular constituency. Members must not put themselves under any obligation, financial or otherwise, to other individuals or organisations that might seek to influence them in the performance of their duties as members of UCL’s Council. Any line-management relationship that exists between Council members should be set aside within the context of carrying out Council business.

1.3. Members whose views are not consistent with the decisions of the governing body should abide by the principle of collective decision making and avoid putting specific interests before those of the institution. Individually they must not make any agreement for which they do not have authority [CUC Code].

1.4. UCL Council includes UCL staff and student members and members from outside UCL – the external members (sometimes called lay members). The Council, through its Nominations Committee in particular, is committed to seeking to ensure that the membership of Council is gender balanced and increasingly reflects the diversity of contemporary society.

1.5. Members bring to the Council’s deliberations a wide range of experience, expertise and knowledge and are expected to apply independence, objectivity and balanced and disinterested judgment to these deliberations.

In addition, the qualities expected of Council members include:
- a commitment to UCL and its mission;
- independence and objectivity;
• the ability to understand and analyse complex issues in the world of contemporary higher education;
• the ability to engage in constructive debate and decision-making at a strategic level; and
• an understanding of the distinction between governance and management.

The Council’s members have a major part to play in shaping UCL’s strategy through developing an understanding of the issues affecting UCL as a whole, and contributing to UCL’s effective governance. The management of UCL’s activities within the strategic framework set by Council is the responsibility of the Provost and those staff to whom the Provost delegates authority.

1.6. New Council members will be given induction support when they first start, including meetings with key senior colleagues and opportunities for external training on the role and the function of the governing body.

1.7. UCL Council normally meets five times a year, in addition to an annual away day to help inform Council members, develop strategy and improve the efficiency of meetings. The away day also involves the members of the Senior Management Team. Council members are asked to make every effort to attend all these meetings. Members are also regularly invited to UCL graduation ceremonies, inaugural and public lectures and other UCL events.

1.8. Certain external members of Council – notably the Chair, the Vice-Chair and the Treasurer – are ex officio members of various other UCL committees; there are also a number of places for other members of Council to serve on these and/or other UCL committees. UCL recognises that the member’s role requires a significant commitment of time – and that members will often have demanding professional and other commitments outside UCL. It is expected nevertheless that members will normally feel able to serve on at least one other formal UCL committee in addition to Council, if required.

1.9. UCL has also produced a more detailed note of the primary responsibilities of Council as a body, a link to which can be found in the “Useful Links” section of this guidance.

2. Duties and responsibilities of members

General duties

2.1 The key duties that Council members owe to UCL are:
• to act in good faith in the best interests of UCL as a whole, rather than in their personal interests or the interests of others;
• to avoid conflicts of interest (see section 3 below);
• to protect confidential information received in their capacity as a Council member (see section 4 below); and
• to make available to UCL all information they have that is relevant to its affairs.

All members of Council are subject to the same duties when acting in their capacity as Council members.

HEFCE Memorandum of Assurance and Accountability

2.2 The Memorandum stipulates the terms on which HEFCE allocates funding to UCL, and compliance with it is a requirement of funding. The Memorandum also outlines the responsibilities of members of Council, which include the following:
• to discharge their duties of compliance, prudence (including to ensure financial solvency) and care, and to accept ultimate responsibility for the affairs of the charity; and
• to promote the interests of the organisation and to act with integrity.

2.3 The Memorandum also requires that Council as a whole discharges the obligations imposed on it by UCL’s governing documents, which comprise the Charter, Statutes and Regulations for Management. In particular, Council (through its members) must:
• ensure that the finances of the institution are managed in order to ensure solvency and sustainability;
• appoint and supervise and, if necessary, suspend or dismiss the President and Provost;
• ensure the welfare of students is secured; and
• ensure that there is an effective framework – overseen by the institution’s senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards.

2.4 HEFCE expects members of governing bodies to conduct themselves in a manner appropriate to public office holders and to adhere to the seven principles of public life which were set out by the Committee on Standards in Public Life for the benefit of individuals who serve the public in any way. A summary of these standards can be found in the Annexe to this guidance.

Personal liability of members

2.5 Members thinking about standing for election should be assured that proper steps have been taken to protect them given the responsibility they will be exercising, and this should not be a barrier to nomination. The Committee of University Chairs (CUC) Higher Education Code of Governance\(^1\) (December 2014) contains guidance on the personal liability of members of higher education governing bodies.

2.6 The CUC Code also includes the following note in respect of the principal responsibilities of governing bodies:

“…To be the institution’s legal authority and, as such, to ensure that systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in the institution’s name.”

2.7 UCL holds relevant insurance for Council members.

3. Declarations and conflicts of interest

3.1. To ensure that we operate to a high level of integrity, the Council maintains a Register of Interests of all its members and officers, which is available for public scrutiny. All Council members are required to keep their Register entry up to date and to declare any interests they have in items on the agenda for a meeting of Council at the commencement of the meeting. In some circumstances a conflict of interest may be sufficiently strong to necessitate a member taking no part in the discussion of that item, or being asked to withdraw from the meeting for the item, at the discretion of the Chair.

It is a member’s responsibility to avoid potential or actual conflicts between their duties to UCL as a whole and their personal interests or their duties to others. This includes any duties owed to other UCL-related bodies.

3.2. Where a potential conflict arises, members must disclose the conflicting interests to the Council in sufficient detail for the Council to be able to give its informed consent. If the conflict involves another body to which the member owes duties, they would also need to obtain the informed consent of that body. If the Council is satisfied that, despite the potential conflict, the member can still comply with their duty to act in good faith in the interests of UCL as a whole then it might decide to waive the conflict and the member could continue to participate in relevant discussions and decisions. Where necessary, the member should also seek the consent of the Council and/or the relevant other body to their not using or disclosing the confidential information of one body when performing their role for the other.

3.3. Where the Council does not waive a conflict, or where an actual rather than a potential conflict arises, Council members should take steps to avoid breaching their duty to avoid conflicts. Such steps could include excluding themselves from information, discussions or decisions (whether in meetings or otherwise) which would or might relate to the conflict matter, or, in exceptional cases, resigning from their position on the Council, the other relevant body, or indeed both.

3.4. Further information on identifying and managing conflicts can be found on the Charity Commission website (see the “Useful Links” below).

4. **Confidentiality**

4.1. The official record of Council meetings is the minutes of the meeting. The business of Council is categorised as either Confidential/Reserved business or Open business.

4.2. Council business that is Confidential or Reserved is restricted to matters which are commercially sensitive, or where disclosure might lead to damage or loss to UCL and/or third parties, or to matters relating to individuals where disclosure might infringe their rights to privacy. Members must not disclose matters which are in papers (or separately) designated as confidential, or the discussion of those items. The decision on which items are confidential is a judgment for Council. Approval of the agenda is delegated to the Chair, but it is entirely proper that members should be able to discuss whether or not a particular item should be confidential.

4.3. ‘Open’ business consists of those types of recorded information (eg papers or Minutes) which are disclosable under the Freedom of Information Act. Even in the case of open business, it is important that members are mindful of the principle of collective decision-making in making any statement about Council discussions or decisions. Free and frank debate is central to good governance. In that context, it is important that members do not feel any inhibition on their ability to speak freely, and express views in debate which may be controversial, or which they may modify in the light of subsequent discussion and consideration. For that reason, members should avoid reporting views expressed at Council meetings in ways that are attributable to individuals or contradict the official record of the meeting that is recorded in the minutes, even on matters discussed in non-confidential business.

4.4. Although this is an unlikely eventuality, in the case of a breach or threatened breach of confidentiality, the party owed the duty of confidence could have the right to take action against an unlawful disclosure.

4.5. Members who are in any doubt over the confidentiality or otherwise of any matter should seek advice from the Secretary to Council.

5. **Academic Freedom**

5.1. Academic Freedom at UCL is enshrined in the Statutes, which state:

   1. This Statute and any Regulation made under this Statute shall be construed in every case to give effect to the following guiding principles, that is to say:

   (a) To ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;

   [Statute 18 Academic Staff, Part 1 Construction and Application, Construction.]
Useful Links:

- Charity Commission for England and Wales (http://www.charity-commission.gov.uk/)
- Charity Commission guidance on conflicts of interest (http://www.charitycommission.gov.uk/detailed-guidance/trustees-staff-and-volunteers/conflicts-of-interest-in-charities/)
- UCL’s Charity Information Gateway (http://www.ucl.ac.uk/srs/governance-and-committees/governance/charity-gateway)
- HEFCE – Memorandum of assurance and accountability between HEFCE and institutions: Terms and conditions for payment of HEFCE grants to higher education institutions (http://www.hefce.ac.uk/reg/instfinance/MAA/)
1 Seven Principles of Public Life

**Selflessness:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

**Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership:** Holders of public office should promote and support these principles by leadership and example.