

Role of the Chair of UCL Council

1. Leadership

- 1.1 The Chair is responsible for the leadership of UCL Council, and for ensuring that the necessary business of Council is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of business.
- 1.2 The Chair should ensure, through a good working relationship with the Chairs of the Committees of Council, that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to Council.
- 1.3 The Chair should ensure that Council acts in accordance with the instruments of governance of UCL (*ie* the Charter, Statutes and Regulations for Management) and with UCL's internal rules and regulations, and should seek advice from the Secretary to Council in any case of uncertainty.
- 1.4 The Chair should ensure that Council exercises collective responsibility, that is to say, that decisions are taken corporately by members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- 1.5 The Chair should agree and implement arrangements for the appraisal/review of the performance of individual members of Council. The Chair may encourage members to participate in appropriate training events such as those organised by the Leadership Foundation.
- 1.6 The Chair will be formally and informally involved in the process for the recruitment of new external members of Council with a view to achieving a balance of relevant expertise across Council as a whole.
- 1.7 The Chair will be responsible for the appraisal/review of the performance of the Provost, and will make recommendations to the Remuneration and Human Resources Strategy Committee accordingly.

2. Standards

- 2.1 The Chair is responsible for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 2.2 The Chair shall ensure that the Secretary to Council maintains an up-to-date Register of Interests of members of Council, in order that the integrity of Council business shall be and shall be seen to be maintained, and shall make a full and timely personal disclosure.
- 2.3 Since UCL is a charity, the Chair shall be responsible for ensuring that Council exercises efficient and effective use of the resources of UCL for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

3. Business of UCL

- 3.1 The Chair is responsible for ensuring that Council exercises control over the strategic direction of UCL and that the performance of UCL is adequately assessed against the objectives which Council has approved.
- 3.2 The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action [*Statute 9*]. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of Council.
- 3.3 The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Provost, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of UCL.

4. External role

- 4.1 The Chair will represent Council externally, in consultation with the Provost and senior officers of UCL as the Chair sees fit, including as a member of the Committee of University Chairs.

5. Personal

- 5.1 The Chair will have a strong personal commitment to higher education and the values, aims and objectives of UCL.
- 5.2 The Chair will at all times act fairly and impartially in the interests of UCL as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 5.3 The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.
- 5.4 The Chair may wish to make himself/herself available to attend induction/training events organised by UCL or other appropriate bodies such as the Leadership Foundation for Higher Education.

Role of the Secretary to UCL Council

1. Appointment and reporting

- 1.1 The Secretary to Council is appointed in accordance with the provisions of UCL's instruments of governance (*ie* the Charter, Statutes and Regulations for Management).
- 1.2 Irrespective of any other responsibilities the appointee may hold, in relation to his/her responsibilities as Secretary to Council the Secretary is responsible solely to Council and reports direct to the Chair of Council in relation to Council business (*ie* the preparation of agendas, papers, minutes, *etc*).

2. Business of Council

- 2.1 The Secretary is required to provide Council with authoritative guidance about its responsibilities under UCL's instruments of governance and regulations to which it is subject, including legislation and the requirements of the Higher Education Funding Council for England (HEFCE), and on how these responsibilities should be discharged.
- 2.2 The Secretary should ensure that new or revised responsibilities for Council (*eg* arising from new legislation) are drawn to Council's attention.
- 2.3 The Secretary has a responsibility to alert Council if he/she believes that any proposed action would exceed Council's powers or be contrary to legislation or to the HEFCE's Memorandum of Assurance and Accountability.
- 2.4 The Secretary has responsibility for advising Council on all matters of procedure.
- 2.5 All members of Council have access to the services of the Secretary, generally via a request to the Chair.
- 2.6 The Secretary shall ensure that all documentation provided to members of Council is suitably concise and its content is appropriate.
- 2.7 The Secretary will also act as Secretary to Committees of Council or be responsible for ensuring that adequate secretarial support is provided to such Committees.
- 2.8 The Secretary shall maintain the Register of Interests of the members of Council and of any other persons from whom Council requires a statement of interests.
- 2.9 The Secretary shall be responsible for the custody of the UCL Seal and for its proper use.
- 2.10 The Secretary shall be responsible for arranging an induction programme for new members of Council, and shall draw the attention of Council members to training activities arranged by the Leadership Foundation and other appropriate providers.
- 2.11 The Secretary shall arrange for the reimbursement to Council members of the expenses they incur in carrying out Council business.

3. Working relationships and Conflict of Interest

- 3.1 The Secretary may combine the function of Secretary with a senior administrative or management role in UCL. He/she must exercise care in separating these two functions.

- 3.2 If the Secretary perceives any conflict of interest between his/her separate functions, he/she should report it in the first instance to the Chair. If Council believes it has identified a conflict of interest of this nature, the Secretary will be offered an opportunity to respond to any such question.
- 3.3 The Secretary shall make a full and timely disclosure of his/her personal interests in the Register of Interests.
- 3.4 The Secretary is required to form effective working relationships with the Chair of Council and the Provost. The Secretary is required to consult the Provost and keep him/her fully informed on any matter relating to Council business (other than in relation to the Remuneration and Strategy Committee's consideration of the Provost's emoluments).
- 3.5 The Secretary is required to advise the Chair of Council in respect of any matters where conflict, potential or real, may occur between Council and the Provost.
- 3.6 The Secretary will be required to form effective working relationships with other senior managers in UCL in order to facilitate the effective conduct of Council business.
- 3.7 Council will make arrangements to safeguard the Secretary's ability to carry out his/her duties.

4. Personal

- 4.1 The Secretary will have a strong personal commitment to higher education and the values, aims and objectives of UCL.
- 4.2 The Secretary will at all times regulate his/her personal conduct in relation to Council and UCL in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and maintain confidentiality as appropriate.
- 4.3 The Secretary will participate in procedures established by Council for the regular review of his/her performance as Secretary. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Secretary may hold.
- 4.4 The Secretary is required to maintain a high standard of personal and professional self development.