**Council – Standing Orders**

**1. Meetings**

* Ordinary meetings of the Council shall be held six times per year and members will be informed of the timings of these meetings at least 6 months in advance.
* A special Meeting of the Council may be convened at any time at the request of the Chair of Council, or the Vice-Chancellor, or by not less than one third of the remaining members requesting a Special Meeting in writing to the Secretary.
* At least seven days’ notice of a Special Meeting stating generally the nature of the business to be considered shall be sent to each member of the Council by the Secretary and the meeting shall not consider any business other than that mentioned in the notice or directly arising therefrom.

**2. Chair**

* The Chair of Council shall chair meetings of Council. In the absence of the Chair the longest standing Pro-Chancellor shall take the Chair. In the absence of both, the other Pro-Chancellor shall take the Chair and in his/her absence also the meeting shall elect its own Chair from amongst the independent members.
* The Chair, Pro-Chancellors, and the Vice-Chancellor (or any three thereof), acting jointly, shall have authority to act on behalf of the Council between meetings of the Council and shall report any such action to the next Ordinary meeting of the Council.

**3. Notice of Business**

* The agenda and papers for business at a Council meeting will, whenever possible, be sent to members at least seven days in advance of the meeting.
* No business other than that arising out of matters referred to in such agenda paper shall be considered except with the consent of the Chair or, in his/her absence, the Chair of the meeting.
* Members of Council may submit to the Registrar and Secretary written questions or items for discussion to be placed on the agenda of a Council meeting. Unless urgent, such matters should be sent in time to allow circulation with the other papers.

**4. Secretary**

* The Registrar and Secretary shall be the Secretary of the Council. S/he, or a member of his/her staff to whom s/he has delegated responsibility, shall record the proceedings of Council and of ensuring that its decisions and instructions are carried out.

**5. Quorum and voting**

* The quorum for a meeting of the Council shall be seven (Statute 9.8), including at least four independent members; all meetings should seek to have a majority of independent members. Matters of business requiring a decision by vote shall be determined, except where specifically provided otherwise, by the majority of members present and voting on the question. No proxy votes shall be allowed. In the case of a tied vote the Chair shall have a second or casting vote. Voting shall be by show of hands unless the Chair directs otherwise.

**6. Declaration of Interest**

* In the performance of their functions, members of Council and Council committees are under an obligation to act in the best interests of the University. A member of the Council who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Council or one of its committees at which s/he is present shall, as soon as practicable, disclose the fact of his/her interest to the meeting and shall withdraw from that part of the meeting.
* A member is not, however, considered to have a pecuniary interest in matters under discussion merely because s/he is a member of staff or a student of the institution. Nor does the restriction on involvement in matters of direct personal or pecuniary interest prevent members from considering and voting on proposals to insure the Council against liabilities which it might incur.

**7. Confidentiality**

* Members of Council receive confidential and commercially sensitive information relating to the University and which the University deems as such, in the performance of their functions. Members are required to keep all such information confidential and not, during or after the termination or expiry of their term of office, to disclose it directly or indirectly to any third party.

**8. Public Comment**

* Council members are bound by the University of Exeter’s Media Protocols. In the event of unsolicited contact by the media, Council members shall alert the University’s Press Office as soon as possible.
* Council members must not publicly state personal opinions on matters under active consideration by Council. Council members must also have regard for the circumstances, and audience, when making private comments, and act accordingly.

**9. Committees**

* The Council may appoint standing, substantive or advisory committees, boards and sub- committees for such purposes and with such powers as it thinks fit, may appoint to them persons who are not members of the Council and may make regulations for their proceedings. Subject thereto, each committee, board or sub-committee may regulate its own procedure and may deal with any matters delegated to it.
* The Chair of each committee, board or sub-committee of the Council shall be appointed by the Council.
* The Council may delegate authority to Standing Committees or Committees or Special Committees and shall specify the extent of the powers of each such Committee in terms of reference approved by Council for each of its Standing Committees or Committees or Special Committees.
* The Chair of Council and the Vice-Chancellor shall be ex-officio members of all committees, boards and sub-committees of the Council.
* The quorum for each committee, board or sub-committee of the Council shall be not less than one third of the total number of members, excluding the ex-officio members.

**10. Resignation and Removal of Council Members**

* A Council Member may at any time resign in writing to the Registrar and Secretary.
* A staff member of Council will cease to be a member of Council when their employment with the University of Exeter ends.
* A Council member shall automatically cease to hold office, and the office shall become vacant, if the Council member fails to attend three successive meetings of Council without having obtained the express permission of the Chair of Council for such failure to attend.
* Council may, by majority decision, remove a Council Member from office if it is satisfied that there is good cause or there has been a reasonable loss of confidence on the part of the Council in the ability of the Council Member to perform the duties of office.
* No person shall be removed by the Council unless he/she shall have been given a reasonable opportunity to have been heard by the Council.

**11. Use of the Common Seal of the University**

* Any contract or other document required by law to be made under seal shall be validly executed if it is sealed with the Common Seal of the University and signed by the following persons in whose presence the Seal is affixed: two members of Council and the Secretary to Council.

**12. Amendments to Standing Orders**

* A copy of the Standing Orders shall be provided to each new member of Council as s/he takes up appointment. The Standing Orders, and any proposed amendments, shall be presented to the first Ordinary Meeting of Council in each academic year.

**13. Custom and Precedent**

* Where no written rules are laid down, custom and precedent will apply to the conduct of University’s business.