



# Ordinance 6

## The Council: Chair of Council and Deputy Chair of Council

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**Policy owner:** University Secretary

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## **ORDINANCE 6**

### **THE COUNCIL: CHAIR OF COUNCIL AND DEPUTY CHAIR OF COUNCIL**

#### 1. Appointment of the Chair of Council

1. Council shall appoint a Chair of Council acting by a majority of all Council members, within which there shall be a majority of independent members.
2. Where a vacancy occurs for a Chair of Council, Council shall decide whether the role is to be filled by:
  1. instructing the Nominations Committee – to be chaired by the Deputy Chair of Council in place of the outgoing Chair of Council – to undertake a suitable external recruitment process to identify either:
    - a. a new independent member for appointment to Council, on the understanding that the individual would be elected as Chair of Council; or
    - b. an individual already serving on Council as an independent member who wishes to serve as Chair of Council; or
  2. convening a Selection Committee to undertake a suitable external recruitment process to appoint a Chancellor where there is such a vacancy or an impending vacancy, on the understanding that the individual will also be elected as Chair of Council.
3. Regardless of the process chosen by Council, the Nominations Committee or Selection Committee shall ensure suitable external input when considering applications for appointment as Chair of Council. Such external input shall be expected to be independent of the University and the Council.

#### 2. Election of the Deputy Chair of Council

Where a vacancy occurs for a Deputy Chair of Council, Council shall invite nominations with a view to electing an individual already serving on Council as an independent member.

#### 3. Term of Office

##### 1. Chair of Council

1. The Chair of Council's term of office shall be four years. They may be considered for reappointment for a further term of up to four years. Any reappointment by Council will be based on an appropriate recommendation from the Nominations Committee, drawing on the outcomes of annual appraisals of the Chair during their initial term of office.
2. Where the individual was previously serving as an independent member of Council, the provisions of Ordinance 08 on the length of service of independent members shall apply.

##### 2. Deputy Chair of Council

The term of office of the Deputy Chair shall not exceed the end date of the original appointment onto Council. Eligibility for reappointment will be the same as for the Independent Members serving on Council, as set out at Ordinance 09.

4. The functions of the Chair of Council

The Chair of Council shall perform such functions as may be determined by Council, which shall include:

1. Providing leadership of the Council and chairing Council meetings;
2. Being an ex-officio Chair of selection committees to appoint the Chancellor, Pro- Chancellors and Vice-Chancellor;
3. Making an annual address to the Court;
4. Appointing Council representatives to appointment, disciplinary, tribunal panels;
5. Line managing the Vice-Chancellor on behalf of Council, and dealing with human resources matters involving this individual; and
6. Undertaking activities on behalf of the University and attending meetings of the Committee of University Chairs and other such bodies.

5. The functions of the Deputy Chair of Council

The Deputy Chair of Council shall perform such functions as may be determined by Council, which shall include:

1. exercising such functions as delegated by the Chair of Council;
2. being ex officio Chair of the Remuneration Committee; and
3. being Council's *Senior Independent Member*<sup>1</sup>.

6. Resignation and removal from office

1. The Chair of Council and the Deputy Chair of Council may resign by giving notice in writing to the Clerk to the Council.
2. Where such a resignation occurs, the individual in question may continue as Chancellor should they already occupy that position. However, in such cases a new term of office will not commence.
3. If the majority from among the Chancellor, Pro-Chancellors and the Vice-Chancellor certify that in their opinion the Chair of Council or the Deputy Chair of Council has:
  1. substantially during the preceding 12 months been unable to perform their office; or
  2. substantially failed and neglected to perform their office; or
  3. behaved in a manner unbecoming a Chair or Deputy Chair of the Council;

then, having given the individual concerned the opportunity to make representations, a

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<sup>1</sup> A role which includes providing a sounding board for the Chair of Council to sense check the effectiveness of governance arrangements, and serving as an intermediary for the other Council members where necessary.

recommendation to remove the Chair or Deputy Chair of Council from office may be made to Council. The Chair or Deputy Chair of Council shall be removed from office if a resolution to do so is passed by a majority of all Council members.