

COUNCIL/ TERMS OF REFERENCE

A. Royal Charter, Statutes and Ordinances

The constitutional framework of the University of Kent is set out in the Royal Charter granted in 1965, from which the University derives the power and authority to carry out its activities. The University's Charter, Statutes, Ordinances and Regulations form the key elements of this constitutional framework.

The University's supreme governing body is the Council, which is ultimately responsible for the exercise of the University's powers. The functions of the Council shall include, without limitation:

- (i) the custody and use of the Common Seal;
- (ii) the oversight of the management and administration of the revenue and property of the University; and
- (iii) oversight of the conduct of the affairs of the University.

B. Statement of Primary Responsibilities

The University Council has determined to adopt the CUC Higher Education Code of Governance (2020) and in so doing has agreed the following Statement of Primary Responsibilities, in line with the Code.

This statement should be read in conjunction with the Statutes and Ordinances. Where there is any ambiguity or unintended conflict, the Charter, Statutes and Ordinances shall take precedence, and the statement of primary responsibilities shall be updated to reflect same.

1. To set and agree the mission, strategic vision and values of the institution with the Executive.
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students, the local community and alumni.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
4. To delegate authority to the Vice-Chancellor and President for the academic, corporate, financial, estate and human resource management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Vice-Chancellor and President.

5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the reputation, good name and values of the institution.
9. To appoint the Vice-Chancellor and President as Chief Executive and to put in place suitable arrangements for monitoring their performance.
10. To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution's assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal and compliance obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for health, safety and security and for equality, diversity and inclusion.
14. To receive assurance that adequate provision has been made for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the University's constitution is always followed, and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity and diversity across the University.
18. In partnership with Senate, to maintain and protect the principles of academic freedom and freedom of speech.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the University.

C. Delegation of Responsibilities

While Council determines certain matters itself, the principle of subsidiarity also applies, and so other matters may be delegated to individuals and groups in order that suitable proposals may be brought forward for consideration by Council.

The key principle is that the delegation of authority should be:

- (i) to a statutory committee when there is a legal or due process requirement;
- (ii) to Senate and the Vice-Chancellor as its Chair for academic matters;

(iii) to the Vice-Chancellor, the Executive Group or individual officers when it is an executive matter, in accordance with an agreed Scheme of Delegation.

Version Control

	Review Date	Review	Approved by
1.0	6 October 2023	ToR confirmed; Membership updated	Council
2.0	4 October 2024	ToR confirmed; Membership updated	Council