

## Ordinance 7

### The Council: Clerk to the Council

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## **ORDINANCE 7**

### **THE COUNCIL: CLERK TO THE COUNCIL**

1. In the event of a vacancy or an impending vacancy in the office of Clerk to the Council an appointment shall be made in accordance with the University's Recruitment and Selection Process and upon such terms and conditions as the Council may determine.
2. The Clerk to the Council shall perform such functions as may be determined by Council, which shall include those set out in the template job description agreed by the higher education sector in Wales (see Appendix A).

## APPENDIX A

### Template Role Description for Clerks of Welsh Universities

*Governing Body effectiveness depends on the sound working relationship and good communication between the Chair, Vice Chancellor and Clerk. All play significant roles in ensuring that the Governing Body operates well. Without good relationships the Clerk's effectiveness will inevitably diminish, and a lack of confidence, and perhaps trust, may result. Such relationships also have a strong influence on how a Governing Body behaves and carries out its business. Where relationships are positive this will usually be evident to a Governing Body and open, robust, and (constructively) challenging dialogue may result. Conversely, where relationships are poor, discussion may be much more guarded, cautious and ineffective.*

#### **1. Appointment and Reporting**

- a) The Clerk to the Governing Body is appointed to that post by the Governing Body itself, and in accordance with the provisions (if any) of the University's legal instruments of governance.
- b) Irrespective of any other responsibilities the appointee may hold, in relation to responsibilities as Clerk, the Clerk is responsible solely to the Governing Body, reports direct to the Chair of the Governing Body in relation to Governing Body business as defined below, and is appraised in accordance with a process established by the Governing Body.
- c) The Governing Body shall ensure that the Clerk has appropriate level of seniority and independence to undertake the role effectively.

#### **2. The Business of the Governing Body**

- a) The Clerk is required to provide the Governing Body with authoritative guidance about its responsibilities under the charter, statutes, articles, ordinances and regulations to which it is subject, including legislation and the requirements of the Funding Council and any relevant regulators, and on how these responsibilities should be discharged.
- b) The Clerk shall ensure that new or revised responsibilities for the Governing Body (eg arising from new legislation) are drawn to the Governing Body's attention.
- c) The Clerk has a responsibility to alert the Governing Body if any proposed action would exceed the Governing Body's powers or be contrary to legislation or to the requirements of the Funding Council or other regulators.
- d) The Clerk shall be responsible for advising Governing Bodies in relating to formal serious incident reporting to the Charity Commission and other regulators as appropriate.
- e) The Clerk shall manage Public Interest Disclosures on behalf of the Governing Body.
- f) The Clerk has sole responsibility for providing legal advice to or obtaining it for the Governing Body and shall be provided with a budget for that purpose, and for advising the Governing Body on all matters of procedure.
- g) The Clerk shall (working with members of the executive) ensure that all information and documentation provided to members of the Governing Body is concise and its content are appropriate.

- h) The Clerk shall also act as Clerk to Committees of the Governing Body or be responsible for ensuring that adequate clerical support is provided to Governing Body Committees and shall be provided with a budget for that purpose.
- i) The Clerk shall maintain the Register of the Interests of the members of the Governing Body and of any other persons from whom the Governing Body requires a statement of interests. *Whilst members and others are responsible for declaring their conflicts and or potential conflicts, the Clerk shall be responsible and accountable for highlighting issues of independence or conflict to the Chair of the Governing Body.*
- j) The Clerk shall be responsible for the custody of the University Seal and for its proper use.
- k) The Clerk shall be responsible for arranging an induction programme for new members of the Governing Body and shall draw the attention of Governing Body members to training activities arranged internally and by appropriate external providers.
- l) The Clerk shall arrange for the re-imbusement to Governing Body members of the expenses they incur in carrying out Governing Body business and shall be provided with a budget for the purpose.

### **3) Working Relationships and Conflict of Interest**

- a) The Clerk may combine the function of Clerk with a senior administrative or management role in the University and shall exercise care in separating these two functions. The Governing Body shall review, at least every three years, whether the independence of the Clerk's position is at risk of being compromised.
- b) If the Clerk perceives any conflict of interest between the separate functions, the Clerk shall report it forthwith to the Governing Body. If the Governing Body believes it has identified a conflict of interest of this nature, the Clerk (and the Vice Chancellor) shall be offered an opportunity to respond to any such question.
- c) The Clerk shall be required to form effective working relationships with the Chair of the Governing Body and the Vice Chancellor. The Clerk shall consult and inform the Vice Chancellor about any appropriate matter relating to Governing Body business.
- d) The Clerk shall be required to advise the Chair in respect to any matters where conflict, potential or real, may occur between the Governing Body and the Vice Chancellor.
- e) The Clerk shall be required to form effective working relationships with other senior managers in the University to facilitate the effective conduct of Governing Body business. Irrespective of the Clerk's wider role within the University, it is expected that the Clerk's involvement in strategic discussions within the University will be sufficient to enable the Clerk to provide guidance for the Governing Body as required.
- f) The Clerk shall make a full and timely disclosure of personal interests in the Register.
- g) The Governing Body shall safeguard the Clerk's ability to carry out role.

### **4. Other matters**

- a) The Clerk shall have a good understanding of and commitment to the values, aims and objectives of the University.

- b) The Clerk shall act in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and maintain confidentiality as appropriate.
- c) The Clerk shall participate in procedures established by the Governing Body for the regular appraisal/review of performance. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Clerk may hold and should be reported to the appropriate Governing Body committee.
- d) The Clerk shall engage proactively in appropriate professional development activities and in sector networks relevant to the role and will be appointed by the University a member of the Association of Heads of University Administrations.