Standing Orders of Council

Approved by Council July 2026

Contents

INTRODUCTION

These Standing Orders set out how the University Council and its Committees conduct their business and discharge their obligations under the Royal Holloway and Bedford New College Act (the Act), The Charities (Royal Holloway and Bedford New College) Order 2022 (the Order), University Statutes and other regulations and guidance applicable to the University.

They are made in accordance with section 8 of the Act and section 1 of the University Statutes.

GLOSSARY

The Act	The Royal Holloway and Bedford New College Act 1985
The Order	The Charities (Royal Holloway and Bedford New College) Order 2022
Resolution	A decision made by the majority of members present at a quorate meeting of Council.
University	Royal Holloway, University of London
Collegiate Council of the University of London	The body that represents the collective interests and views of the Federation's member institutions

STATUS AND AMENDMENT OF STANDING ORDERS

1. These Standing Orders are made by Council in accordance with Statute 1.1 and Section 8 of the Act.
2. Council may amend these Standing Orders by Resolution. As a minimum they will be reviewed following a Council Effectiveness review.
3. Minor amendments may be made by the University Secretary to reflect changes in job title and other administrative matters which have no material effect to the substance of the Standing Orders. Any such changes must be reported to the next meeting of Council following the change.

SUSPENSION OF STANDING ORDERS

4. In cases of urgency, any Standing Order may be suspended at any meeting of Council, provided that ¾ of the members present and voting agree. The suspension shall affect only business transacted at that meeting of Council.

STATEMENT OF PRIMARY RESPONSIBILITY

5. Council will adopt a Statement of Primary Responsibility which it will review regularly to ensure it remains up to date (see appendix 1).
6. All members will agree to abide by the Statement of Primary Responsibility before they attend a Council meeting as a participating member.
7. The University Secretary will ensure that the Statement is published on the University website.

COUNCIL POWERS

8. Further to Statute 3(2) decisions on the following items of business shall be reserved for the collective decision of Council and may not be delegated:

   Changes to Statutes
   Changes to Standing Orders (other than minor changes in accordance with SO3)
   Appointment (or removal) of the Vice-Chancellor and Principal
   Appointment of the internal and external auditors
   Approval of the annual audited accounts
   Approval of University budgets
   Approval of University Strategy
   Approval of academic structure (having sought the opinion of Academic Board)
   Appointment (or removal) of Chair and Vice Chair(s) of Council
   Approval of Council Committee structure and terms of reference
   Appointment of Council Committee Chairs following recommendation by the Governance and Nominations Committee
   Approval of Schedule of Council Responsibilities and Delegations
   Approval of the Estates Strategy

STATEMENT OF DELEGATIONS

9. Council may delegate its functions from time to time as provided in section 6(5) of the Act. Current standing delegations are included in the following documents:

   Schedule of Council Responsibilities and Delegations
   Financial regulations
   Committee terms of reference approved by Council

FINANCIAL REGULATIONS

10. Council will be responsible for the Financial Regulations setting out financial arrangements and responsibilities in order to ensure a sound system of financial control and to protect the University's assets and assets held in trust.
11. The Finance Committee has responsibility for recommending amendments to the Financial Regulations to Council.

POLICIES

12. Council is responsible for the final approval of policies listed in appendix 1 and may delegate the responsibility for detailed review to Council Committees.
13. Policies should be reviewed before the stated deadline.

COMMON SEAL AND AUTHORISED SIGNATORIES

14. The common seal of the University shall be in the form approved by Council.
15. The University Secretary shall be responsible for the safe keeping of the Common Seal of the University and shall ensure that it is affixed to instruments only on the authority of Council and in the presence of a member of Council and the University Secretary, or the Chief Finance Officer, or the Deputy University Secretary and each shall sign in the presence of each other.
16. The University Secretary shall keep a sealing register in which particulars of documents sealed, the date of sealing and the names of the person witnessing the sealing shall be recorded. The sealing register shall be available for consultation by any member of Council, and the entries shall be reported at the next meeting of Council.
17. The University Secretary shall retain a record of authorised signatories together with specimen signatures which may be provided for authentication purposes if required. A list of authorised signatories will be available to Council at least once each year.
18. All authority granted to an individual under this standing order shall cease immediately at the end of their term of office or when they cease to hold the relevant post in the University.

MEMBERSHIP OF COUNCIL

19. All members of Council shall exercise their responsibilities in the interests of the University as a corporate body and charity rather than as a representative of any constituency or as if delegated by a particular group. Council shall have collective responsibility for overseeing University activities through collective decisions.
20. All members of Council shall accept the Statement of Primary Responsibilities and receive the governing documents of the University i.e. The Royal Holloway and Bedford New College Act 1985, The Charities (Royal Holloway and Bedford New College) Order 2022, the University Statutes, the Standing Orders of Council, and the Schedule of Council Responsibilities and Delegations.
21. The University Secretary shall make induction arrangements for new members on an annual basis which all new members will be required to attend. The induction will draw the attention of members to their individual responsibilities as members, trustees and their responsibilities in relation to any charity or other group.
22. All members shall complete the skills register, register of interests, equal opportunities monitoring form and provide biographical details for publication on the website.
23. The University Secretary shall ensure that a list of Council members is published on the University website.

APPOINTMENT OF INDEPENDENT MEMBERS OF COUNCIL

24. Governance and Nominations Committee, whose terms of reference, constitution and membership shall be determined by Council, shall be the body responsible for recommending the appointment of independent members to Council in accordance with Statute 3(5).
25. Council must have a majority of independent members, including the Chair.
26. Independent members will be appointed for the terms established in the Statutes, normally commencing on 1 August.
27. Council will regularly review its size, composition, skills, diversity of perspectives and capabilities, including across its committees, in light of the University's strategy, risks and operating context.
28. Appointments to Council will be led by independent members and made through a formal, rigorous, transparent and merit-based process, including due diligence to confirm that appointees are fit and proper and aligned with the University's culture and values.
29. Council will plan members' terms of office to maintain an appropriate balance of continuity and renewal and to avoid a significant number of members leaving at the same time.
30. The following principles will guide the appointment procedure:
    - a Council should collectively maintain an appropriate balance of skills.
    - b Vacancies should be advertised as widely as possible, with the aim of achieving a skills balance and wide diversity of membership.
    - c Alumni should be informed of vacancies.
    - d Council should ensure a continuity of knowledge about the University
    - e Vacancies should be filled as soon as possible with due regard to the above.
    - f Dates of the second term of office may be less than the maximum prescribed in the Statutes to facilitate succession and induction.

APPOINTMENT OF STAFF MEMBERS TO COUNCIL

31. In accordance with Statute 3(6) 3 (8) and 3(9) the Governance and Nominations Committee, whose terms of reference, constitution and membership will be determined by Council, shall be the body responsible for overseeing the election process for staff members to Council. During an election:
    - a. All full time and part time staff, other than those employed on casual or non-
    - b. established teaching terms and conditions of service shall be eligible to stand and vote in elections for Council.
    - c. Academic staff members of Council shall be nominated and elected by members of the academic staff as defined in Statute 1.
    - d. Professional Services staff members of Council shall be nominated and elected by members of the Professional Services staff as defined in Statute 1.
    - e. The University Secretary (or their nominee) shall act as returning officer for the elections, which will be conducted by ballot. Votes shall be cast and counted in accordance with a simple majority system.
    - f. The returning officer will publish the results on the University intranet within 5 working days and Council will be informed of the result at the next meeting.
32. Normally staff member terms of office will begin on 1 August, unless a position becomes vacant before that time, in which case the term shall commence from a date deemed appropriate by the Governance and Nominations Committee.

APPOINTMENT OF STUDENT MEMBERS TO COUNCIL

33. The Students' Union constitution prescribes the election of all sabbatical and non-sabbatical officers of the union over which Council has oversight. It is the responsibility of the President of the Students Union to notify the University Secretary of the name of the elected student

member before (or as soon as possible if a replacement is being elected mid-year) the commencement of the academic year in which they are to be a Council member.

RESIGNATION OF COUNCIL MEMBERS AND REMOVAL FROM OFFICE

34. Any member who resigns during a fixed term of office shall be required to submit their resignation in writing to the Chair of Council, and, where possible provide three months' notice The Chair of Council should submit their resignation to a Vice-Chair of Council and the University Secretary, who shall immediately notify all Council members.
35. Any member who is absent from three consecutive ordinary meetings shall cease to be a member unless Council decides otherwise.
36. Where allegations of inappropriate behaviour or failure to abide by the standards of behaviour set out in the Statement of Primary Responsibility are brought against a member of Council the University Secretary should be notified in writing. The University Secretary will decide how to proceed with an investigation, ensuring that the allegation remains confidential until an investigation is complete, that the principles of natural justice are observed, and that there is no discrimination or victimisation. Following an investigation and where the outcome supports it, the University Secretary may refer the matter to a Resolution of Council for removal from office. Such action will be considered a Reserved Area of Business.

CHAIR AND VICE CHAIR(S) OF COUNCIL

37. The role of Chair or Vice-Chair of Council may be advertised and recruited outside the existing independent membership of Council. In the event of external advertisement and recruitment, any incumbent independent member of Council who wishes to be considered for the role must submit their candidacy to the agent appointed to undertake the search.
38. Council will establish a committee of its members, chaired by the Chair or a Vice-Chair of Council, to oversee the recruitment process and to interview candidates.
39. An external candidate must be appointed as an independent member of Council before they can be elected in accordance with Statute 3(12).
40. Following the conclusion of the recruitment process, the University Secretary will oversee the appointment of the new Chair or Vice-Chair(s) of Council from amongst the independent members of Council at the next ordinary meeting of Council.
41. On appointment, the Chair or Vice Chair(s)' term of office as a member of Council will be altered so as to be the same as their term of office as Chair except that combined service as independent member/ Vice Chair/ Chair of Council shall not exceed 9 years in total.

UNIVERSITY SECRETARY

42. The University Secretary, as is an employee of the University and is therefore subject to University Terms and Conditions of Employment and associated Policies.
43. The recruitment process will include a member of Governance and Nominations Committee on the appointment panel and a discussion with the Chair of Council will form part of the process.
44. The University Secretary reports to the Chief Operating Officer, with direct and unfettered access to the Chair of Council.
45. In the event of misconduct or capability the Chair of Council will raise any concerns with the Chief Operating Officer, and the appropriate procedure will be followed.
46. The University Secretary shall declare any personal or financial interests in matters which are considered or presented to meetings of Council, or other University committees, or at other relevant times and shall take no part in any decisions relating to such matters.
47. Where the University Secretary, as a result of their membership of Council, receives a gift or hospitality over the apparent value of £50 they shall inform the Chief Operating Officer for inclusion in the University gifts and hospitality register (excluding University hospitality).

DEPUTY UNIVERSITY SECRETARY

48. Governance and Nominations Committee may recommend to Council the appointment of a Deputy University Secretary, or any other role where the duties include deputising for the University Secretary on a long-term basis.

MEETINGS OF COUNCIL

49. The University Secretary is responsible for ensuring that the ordinary meeting dates of Council for each academic year will be communicated to members normally at least 1 year in advance.
50. There shall be at least 4 meetings in each academic year.
51. Agendas and papers will be circulated at least 7 days in advance of the meeting. The inclusion and order of items of business shall be at the discretion of the Chair. At any meeting of Council, consideration of any subject not specified in the agenda paper may be adjourned by the Chair until the next meeting.
52. Agenda items which contain confidential information (in whole or in part) may be deemed by the Chair or Secretary to be a Reserved Area of Business. Reserved Area of Business items shall be included on an agenda available only to Members of Council. Associated papers, discussion, and minutes shall be similarly restricted. Such business should be kept to a minimum because of the general need for transparency and openness, but could include matters relating to an identifiable individual, commercially sensitive material or information which would be considered exempt from release into the public domain by legislation. If no longer confidential Reserved Area of Business information may be released on a case-by-case basis.

SPECIAL MEETINGS OF COUNCIL

53. The Chair of Council may call a Special Meeting to discuss any item or item(s) that require urgent or special attention between ordinary meetings. Members shall be given a minimum of 3 working days' notice before the date of the meeting.

DECISIONS BETWEEN MEETINGS

54. Where an urgent matter requires decision between meetings the Chair of Council is delegated the authority by Council to act on its behalf when decisions must be made which are judged to be of sufficient urgency and importance that it would be detrimental to the institution if the decision were to be delayed.
55. Any decisions taken by Chair's Action shall be reported to the next ordinary meeting of Council.

COMMITTEES

56. Council shall establish committees as it considers appropriate and shall approve the terms of reference.
57. Council shall, every three years, conduct an effectiveness review of all the committees which it has established.
58. The University Secretary shall ensure that a list of Council committees, their membership and minutes are published on the University website.

APPOINTMENTS TO COMMITTEES AND PERIOD OF OFFICE

59. Governance and Nominations Committee shall be the body responsible for appointing members to Council committees, with the exception of committee chairs. All appointments to Council committees shall be reported to the next meeting of Council.
60. Governance and Nominations Committee will recommend to Council the appointment of individual Independent Members as chairs of Council committees. Council will be asked to approve these appointments.
61. Appointments to Council committees shall normally take effect from 1 August each year.
62. The term of office for Independent Members appointed to a committee of Council shall normally be four years. Governance and Nominations Committee may re-appoint members for a second term of up to four years.
63. Membership of Council committees expires at the same time as membership of Council.
64. The Vice-Chancellor and Principal shall be an ex officio member of all committees established by Council and the Academic Board other than those cases when the committee's terms of reference and procedures stipulate otherwise.
65. The Chair of Council may attend, or be a member of, all Council committees.

CO-OPTION OF COMMITTEE MEMBERS

66. All Council committees may co-opt up to two members where there is no independent member available with the required expertise or where a person with an interest has experience or expertise that would be beneficial to the committee.
67. The term of office for co-opted committee members shall be the same as for Independent members of Council.
68. Should a co-opted committee member subsequently be appointed as an independent member of Council the period of co-option onto that committee will count towards the total permitted term of office
69. The co-option may be requested by either the Council committee or the Governance and Nominations Committee and will follow the Council n procedure for the appointment of members of Council. The appointment must be agreed with the committee chair prior to consideration and approval by the committee responsible for Council Committee appointments The co-option shall be reported to the next meeting of Council
70. The co-opted member will complete appointment details as if they were a Council member i.e. skills register, register of interests, equal opportunities monitoring form and provide biographical details for publication on the website.
71. The co-opted member will accept the Statement of Primary Responsibilities within the remit of the committee to which they are co-opted and receive all documents normally sent to Council members i.e. The Royal Holloway and Bedford New College Act 1985, the Charities (Royal Holloway and Bedford New College) Order 2022 the University Statutes, Standing Orders of Council, and the Schedule of Council Responsibilities and Delegations
72. The co-opted member will receive papers and minutes of the committee of which they are a coopted member.
73. The co-opted member will receive expenses as if they were a Council member.
74. A co-opted member of a committee should contribute their skills and expertise to the work of the committee and is entitled to vote on matters discussed by that committee but is not included as part of the quorum of the meeting.
75. Any period of co-option onto a committee will be considered as part of the term of office on that committee.

EXPENSES

76. The role of an independent member of Council is a voluntary position for which legitimate expenses may be claimed in accordance with the University Travel and Subsistence Policy.
77. In exceptional circumstances the Chair of Council may be remunerated subject to the approval of Council and satisfying the requirements of the Charity Commission.
78. The reasonable travel expenses within the UK of members of Council in attending Council and Council committees and working groups may be paid by the University.
79. Any other travel at the request of, or with the approval of, Council must be agreed in advance by the Chair of Council and/or the Vice-Chancellor and Principal.
80. All expenses of members of Council are subject to the University Travel, Subsistence and Personal Expenses Policy and procedures in force at the time.

DECLARATION OF PERSONAL OR FINANCIAL INTERESTS

81. Governance and Nominations Committee will be the body responsible for ensuring that members of Council and members of the University Executive Board provide once each year, at the request of the University Secretary , a written declaration of their personal or financial interests in any areas relevant to University activities. These declarations will be published on the University website.
82. Members of Council and members of the University Executive Board shall also declare any personal or financial interests in matters which are considered or presented to meetings of Council, or other University committees, or at other relevant times and shall take no part in any decisions relating to such matters. The Chair may require a member to withdraw from any meeting while such business is under discussion.

GIFTS AND HOSPITALITY DECLARATION

83. Where Council members, as a result of their membership of Council, receive a gift or hospitality over the apparent value of £50 they shall inform the University Secretary for inclusion in the University gifts and hospitality register (excluding University hospitality).
84. Where staff and student members, as a result of their membership of Council, receive a gift or hospitality over the apparent value of £50 they shall inform the University Secretary for inclusion in the University gifts and hospitality register (excluding University hospitality).

HONORARY AWARDS

85. Governance and Nominations Committee will oversee the call for nominations for the conferral of honorary awards, including setting specific criteria on an annual basis subject to the criteria below. Governance and Nominations Committee shall make recommendations to Council for the awards to be conferred, and where appropriate, must conform to the criteria laid down by the University of London.
86. All members of Council and co-opted committee members may submit nominations during the nomination period and following the University process.
87. Council shall confer the title of Honorary Fellow to persons of notable merit who have been nominated and considered for the award, subject to the following:
    a. An Honorary Fellowship nominee must already have a connection with Royal Holloway, University of London, Bedford College or Royal Holloway College – this may be as alumni, or supporters and enablers of the University's strategic priorities.
    b. They should show loyalty and commitment to Royal Holloway and be willing to continue their involvement in the life of the University. They might have profile, influence and/or contacts which can be used to advance the cause of the University or enhance the reputation of the University through their own societal impact or contribution.

c. Nominees will not be in the employment of, or a student of the University at the time of nomination. It should be noted that an Honorary Fellowship is not awarded to retired staff simply for long service in employment at the University.
d. The approval of Executive Board.

88. An Honorary Fellow may resign by informing the University Secretary in writing.
89. An Honorary Fellowship may be rescinded by a vote of the majority of the members of Council present at a quorate meeting.
90. Council shall approve that the University may confer an Honorary Degree of the University on a person of notable merit, who is outstanding in their field, commands national or international recognition, or has given exceptional service to the University, subject to the following:
    a. An honorary degree of the University of London is conferred by Royal Holloway and the names of individuals nominated are approved by the University of London.
    b. The approval of Executive Board.
    c. That the view of Academic Board on individual nominations is sought before consideration by Governance and Nominations Committee and final consideration and approval by Council.
91. Honorary degrees of the University of London are conferred by member institutions under Regulation two of the University of London[1], paragraphs 16-18, and paragraphs 92-95 of the Standing Orders of Council.
92. An honorary award will not, save in exceptional circumstances, be conferred in absentia.
93. Where Council has formally resolved to confer an Honorary Degree on a person, and the death of that person occurs before the conferment takes place, the Honorary Degree will be deemed to have been conferred, the date of the conferment being deemed to be the day preceding the date of death.
94. Council has the power to rescind honorary titles or degrees of the University. Honorary Degrees of the University of London may only be rescinded by the Collegiate Council of the University of London.

THE ACADEMIC BOARD

95. The Academic Board shall report its proceedings to the meetings of Council.
96. Council will provide regular reports to Academic Board.
97. In the case of a division on any matter on which the Academic Board makes representations or recommendations to Council, the report to Council shall record the substance of all motions considered by the Board and the numbers who voted for and against or who abstained from voting on each motion.

ACADEMIC STRUCTURE

98. For the purpose of statute 6 Council has recognised the following as academic units:

Faculty of Business and Law
Royal Holloway Business School
Royal Holloway Law School

Faculty of Science
Biological Sciences
Computing, Security and Mathematics
Physical Sciences and Engineering

[1] University of London Regulation 2 - honorary degrees and honorary fellowships

Psychology

Faculty of Arts, Humanities and Social Sciences
Economics
English and Modern Languages
Geography and Sociology
History and Classics
Music, Drama and Media Arts
Politics, International Relations and Philosophy

UNIVERSITY MANAGEMENT

THE VICE-CHANCELLOR AND PRINCIPAL –

99. The Vice-Chancellor and Principal shall be appointed by Council. Council will establish a committee of its members, chaired by the Chair of Council, to oversee the appointment.
100. Council alone has the power to remove or accept the resignation of the Vice-Chancellor and Principal.
101. If there is an allegation of misconduct, the Chair of Council will initiate an investigation into the complaint and decide whether to dismiss the matter or to proceed under the formal disciplinary procedure.
102. The disciplinary panel appointed by Council shall comprise of:
    - a A chair being an independent member of Council
    - b An independent member of Council
    - c An academic member from Council
103. When Council has appointed a disciplinary panel, it shall instruct an adviser or other suitable person to formulate the charge or charges and to present, or arrange for the presentation of, the charge or charges before the panel.
104. The disciplinary panel will act in accordance with the principles of the University's disciplinary procedure.
105. The disciplinary panel shall send its decision on any charge referred to it together with its findings of fact regarding the charge, the penalty and its recommendations, if any, to the Chair of Council and the Vice-Chancellor and Principal.
106. The Vice-Chancellor and Principal will have the right of appeal within ten working days of receipt of the disciplinary panel decision.
107. An appeal hearing will take place within twenty working days of receipt of the appeal, or as soon as practicably possible.
108. The appeal will be heard by an appeal panel appointed by Council, and will consist of independent members of Council not previously concerned with the matter, as follows:
    - a. A chair being an independent member of Council
    - b. An independent member of Council
    - c. An individual external to University
    - d. An expert or experts relevant to the matter concerned and who is not a member of the University.
109. The chair of the Appeal panel will notify the Chair of Council and the Vice-Chancellor and Principal in writing, of their decision, together with any findings of fact different to those reached by the disciplinary panel, and their recommendations, if any.
110. Where a charge or charges have been upheld by the appeal panel, the decision will be referred to Council to be ratified. Council's decision will be final.

111. In instances of capability the Chair of Council will instigate proceedings in accordance with the University's Capability Policy.
112. If following a formal review period or where the matter under consideration is of such significance as to call into question the Vice-Chancellor and Principal's ability to perform their duties, the Chair of Council will initiate a capability hearing.
113. The Vice-Chancellor and Principal will be given ten working days' notice, in writing, of the request to attend a capability hearing and be advised of the right to representation.
114. The capability panel will consist of:
    a. A chair being an independent member of Council
    b. An independent member of Council
    c. An academic member from Council
    d. An expert relevant to the matter concerned and who is not a member of the University.
115. Where the panel determines there are no capability issues, the case will be dismissed, and the panel should make recommendations for appropriate future practice.
116. If implementation of the recommendations does not lead to a satisfactory outcome, the Vice-Chancellor and Principal will be invited to a Final Capability Hearing.
117. The Final Capability Hearing panel shall be appointed by Council and will be heard by four panel members not previously involved in the case. The panel will consist of:
    a. A chair being an independent member of Council
    b. An independent member of Council
    c. An individual external to University
    d. An independent expert or experts relevant to the matter concerned and who is not a member of the University
118. The Chair of Council and Vice-Chancellor and Principal will be notified, in writing, of the decision. The decision of the Final Capability Panel will be referred to Council to be ratified. Council's decision will be final.
119. The Chair of Council will keep Council informed of the progress of proceedings.

UNIVERSITY MANAGEMENT TEAM

120. Further to statute 8(5) the Vice-Chancellor and Principal will appoint a University management team (currently referred to as the Senior Leadership Team) which will include senior academic and Professional Services members of staff subject to the following:
    a. The Vice-Chancellor and Principal will inform Council in advance of any changes to the composition of the Senior Leadership Team, including the addition or removal of posts. Special consideration will be given to any proposed changes which impact on the membership of Academic Board (statute 5(2)). In this instance Council will consider the view of Academic Board before amending the Academic Board terms of reference. If Council concludes that the proposed changes compromise the ability of Academic Board to discharge its terms of reference the Principal will be asked to reconsider the proposed change to the composition of the Senior Leadership Team.
    b. Should a position on the Senior Leadership Team become vacant an Independent member of Council will normally be involved in the appointment of the new post holder. Council recognises that whilst the Vice-Chancellor and Principal is responsible for the executive management of the University, it expects that both the Vice-Chancellor and Principal and the Council Member will agree any appointment in which they are both involved.

DEPUTISING FOR THE VICE-CHANCELLOR AND PRINCIPAL

121. If the Vice-Chancellor and Principal is unable to fulfil their duties through unexpected or significant absence, inability or incapacity the Chair of Council shall be notified immediately.

122. If the Vice-Chancellor and Principal is expected to be absent for a period of up to and including 90 calendar days, the Vice-Chancellor and Principal will appoint a member of the Senior Leadership Team to deputise for this period and will inform the Chair of Council if this period is expected to exceed 15 calendar days, or immediately if the length of absence is unclear due to exceptional circumstances.
123. If the Vice-Chancellor and Principal is expected to be absent for a period exceeding 90 calendar days, an interim or acting Vice-Chancellor and Principal shall be appointed by Council. Council will establish a committee of its members, chaired by the Chair of Council, to oversee the appointment.

STUDENTS' UNION

124. Council is required to take reasonable and practicable steps to ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances by the Education Act 1994[2]. Council will maintain and monitor compliance with a Code of Practice which responds to the requirements of the Act and outlines how they will be implemented.
125. The Students' Union will provide an annual report to Council. Council may delegate responsibility for receiving the annual report and accounts to a Council committee.
126. Sabbatical Officers of the Students' Union shall be exempt from University tuition fees, and the Students' Union shall be entirely responsible for the remuneration of Sabbatical Officers.

[2] Education Act 1994

Appendix 1

Statement of Primary Responsibilities
(Extract from Terms of Reference)

The Council of Royal Holloway has adopted the CUC Higher Education Code of Governance (2026), using its guidance to prepare primary responsibilities as follows:

Planning Monitoring and Control:

i. To approve and contribute to the mission, strategic vision and values of the institution, which have been proposed by the Senior Leadership Team, ensuring compliance with the RHBNC Act (the Act), the Charities (RHNBC) Order 2022 and the charitable objectives of the University.

ii. To approve long-term academic and business plans and key performance indicators and ensure that these meet the interests of all stakeholders, especially staff, students and alumni.

iii. To delegate authority to the Vice-Chancellor and Principal, as Chief Executive, for the academic, corporate, financial, estate and human resource management of the University, 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 Principal.

iv. To reserve powers as defined in the Schedule of Delegations to ensure Council is meeting its obligations in key governance areas.

v. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, external reporting procedures, value for money arrangements and processes for handling internal grievances and managing conflicts of interest.

vi. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University and the Executive Board against the strategy, operating plan and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

vii. To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.

viii. To ensure that the Act, the Order and statutes of the University, and the statutes, regulations and ordinances of the University of London are always followed, and that appropriate advice is available to enable this to happen.

ix. To conduct its business, wherever relevant and possible, in accordance with best practice in higher education corporate governance and the principles of public life drawn up by the Committee on Standards in Public Life.

x. To safeguard the good name and values of the University.

xi. To ensure that University continues to act properly in its capacity as corporate trustee of the Founder's Endowment Fund and its Charity Scheme and the Hilda Martindale Trust,

Appointment and employment:

xii. To appoint the Vice-Chancellor and Principal as Chief Executive, determine their remuneration and to put in place suitable arrangements for monitoring their performance.

xiii. To be the employing authority for all staff in the University and to be accountable for ensuring that an appropriate human resources strategy is established and deployed.

Financial and Legal:

Appendix 1

xiv. To be the principal financial and business authority of the University, to ensure that proper accounts are maintained, to approve the annual budget and financial statements and to have overall responsibility for the University's assets, property, estate and investment policy.

xv. To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name. This includes responsibility for health, safety and security, freedom of speech and academic freedom and for equality, diversity and inclusion.

xvi. To ensure that any property, legacy, endowment, bequest or gift made to the University is used to support its work.

Student and Staff Welfare:

xvii. To receive assurance that adequate provision has been made for the general welfare of students and staff.

xviii. To promote a culture which supports inclusivity and diversity across the University.

xix. To maintain and promote the principles of academic freedom and freedom of speech within the law, to seek assurance that the Freedom of Speech Code of Practice is operating effectively and that associated risks are understood and managed.

xx. To ensure that the governance and management of the University is accessible by all students and staff.

Approved by Council 9 July 2026