



**Swansea University**  
**Prifysgol Abertawe**

## **Ordinance 21 - Role of the Secretary to the Council**

### **1. Appointment**

- (i) The Secretary to Council shall be appointed to that role by the Council itself, and in accordance with the provisions (if any) of the University's legal instruments of governance.
- (ii) The Council shall ensure that the Secretary to Council has the appropriate level of seniority and independence to undertake the role effectively.

### **2. Removal**

- (i) The Secretary to Council may be removed from this role for good cause by the Council.
- (ii) "Good cause" for the purpose of this Ordinance shall mean conduct of an illegal, immoral, scandalous or disgraceful nature and as deemed by the Council as incompatible with the role of Secretary to Council.

### **3. Reporting**

- (i) Irrespective of any other responsibilities the appointee may hold, when acting as Secretary to Council the appointee shall be responsible solely to the Council, shall report direct to the Chair of Council in relation to Council business as defined below, and shall be appraised in accordance with a process established by the Council.

### **4. Guidance and Advice**

- (i) The Secretary to Council shall ensure that the Council is provided with authoritative guidance on its responsibilities under the Charter, Statutes, Ordinances, Regulations, policies and procedures of the University 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.
- (ii) The Secretary to Council shall ensure that new or revised responsibilities for the Council (e.g. arising from new legislation) are drawn to the Council's attention.
- (iii) The Secretary shall manage Public Interest Disclosures on behalf of the Council.

- (iv) The Secretary to Council normally has sole responsibility for providing legal advice to or obtaining it for the Council and shall be provided with a budget for that purpose, and for advising the Council on all matters of procedure.
- (v) The Secretary (working with members of the Executive) shall ensure that all information and documentation provided to members of the Council is concise and its content is appropriate to enable the Council to exercise its powers and responsibilities.
- (vi) The Secretary has a responsibility to alert the Council if it appears that any proposed action would exceed the powers of the Council or be contrary to legislation or to the requirements of the Funding Councils or other regulators.
- (vii) The Secretary to Council shall be responsible for advising Council in relation to formal serious incident reporting to the Charity Commission and other regulators as appropriate.
- (viii) The Secretary shall advise the Council if it appears that any proposed action would result in the Council or any of its members becoming overly involved in the operational, executive or management functions of the University, other than as permitted under the Ordinances and Regulations.
- (ix) Any member of Council may seek the advice of its Secretary on any matters relating to their obligations and duties as members of the University Council.
- (x) The Secretary shall be responsible for arranging an induction programme for new members of the Council and shall draw the attention of Council members to training activities arranged internally and by appropriate external providers, and to advisory and other guidance materials and provide regular updates.
- (xi) The Secretary shall facilitate communication on Council matters between the Chair of the Council, the Vice-Chancellor and senior staff in the University.

## **5. Working Relationships and Conflict of Interest**

- (i) The Secretary to Council may combine the function of Secretary to Council with a senior administrative or management role in the University and shall exercise care in separating these two functions. The Council shall review, at least every three years, whether the independence of the Secretary's position is at risk of being compromised.
- (ii) If the Secretary to Council perceives any conflict of interest between the separate functions, the Secretary shall report it forthwith to the Council. If the Council believes it has identified a conflict of interest of this nature, the Secretary to Council (and the Vice-Chancellor) shall be offered an opportunity to respond to any such question.
- (iii) The Secretary to Council shall be required to form effective working relationships with the Chair of Council and the Vice-Chancellor. The Secretary to Council shall

consult and inform the Vice-Chancellor about any appropriate matter relating to Council business.

- (iv) The Secretary to Council shall be required to advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor.
- (v) The Secretary to Council shall be required to form effective working relationships with other senior managers in the University to facilitate the effective conduct of Council business. Irrespective of the Secretary's wider role within the University, it is expected that the Secretary to Council's involvement in strategic discussions within the University will be sufficient to enable them to provide guidance for the Council as required.
- (vi) The Secretary to Council shall make a full and timely disclosure of personal interests in the Register.
- (vii) The Council shall safeguard the Secretary to Council's ability to carry out role.

## **6. Council Committees**

- (i) The Secretary shall also act as Secretary to Committees of the Council or be responsible for ensuring that adequate clerical support is provided to Council Committees and shall be provided with a budget for that purpose.

## **7. Other Duties**

- (i) The Secretary shall maintain the Register of Interests of the members of the Council and of any other persons from whom the Council requires a statement of interests. *Whilst members and others are responsible for declaring their conflicts and or potential conflicts, the Secretary to Council shall be responsible and accountable for highlighting issues of independence or conflict to the Chair of Council.*
- (ii) The Secretary shall be responsible for the custody of the University Seal and for its proper use.
- (iii) The Secretary shall arrange for the re-imbusement to members of the Council of the expenses they incur when discharging the business of the Council and shall be provided with a budget for the purpose.
- (iv) The Secretary shall act as correspondent for the Council.
- (v) The Secretary shall act as correspondent for the Chair of Council and shall provide appropriate administrative support for the Chair, including maintaining the Chair's diary of University commitments.
- (vi) The Secretary shall keep the Ordinances and associated materials under review and shall advise Council as and when amendments may be required.

- (vii) In consultation with the Chair of Council, the Secretary shall oversee the arrangements for periodic reviews of the effectiveness of Council and its members.

## **8. Other matters**

- (i) The Secretary shall have a good understanding of and commitment to the values, aims and objectives of the University.
- (ii) The Secretary 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.
- (iii) The Secretary shall participate in procedures established by the Council for the regular appraisal/review of performance. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Secretary may hold and should be reported to the appropriate Council committee.
- (iv) The Secretary shall engage proactively in appropriate professional development activities and in sector networks relevant to the role and will be appointed by the University as a member of the Association of Heads of University Administrations.