



Statutes

The Statutes of the University

1. Definitions

Words used in these Statutes have the same meaning as in the Charter of the University ('Charter').

Words used in the Charter or these Statutes have the same meaning in the Ordinances and the Regulations unless the context clearly indicates otherwise.

Words importing the masculine shall include the feminine and, unless the context otherwise requires, words in the singular shall include the plural and words in the plural shall include the singular.

2. Members of the University

2.1 The members of the University shall be as set out in the Ordinances.

2.2 The Council, on the recommendation of the Senate, shall have power to declare such other persons members of the University as it shall deem fit.

3. The Council

3.1 The Council shall consist of the following persons, the majority of whom will be independent members:

3.1.a. The Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost.

3.1.b. Not more than four members of the Senate nominated by the Senate, including one Pro-Vice-Chancellor.

3.1.c. Not more than two members of the professional support staff of the University, elected by the professional support staff.

3.1.d. Two of the Students' Union(s) elected sabbatical student officers, designated by the Students' Union(s)

3.1.e Not more than twelve persons, who are not members of staff or students of the University, appointed by the Council ('independent members').

3.1.f Not more than one person appointed by the Council as an additional member in no more than one of the categories referred to in 3.1.b – 3.1.e.

3.2 The appointment of the members of the Council referred to in 3.1.b, 3.1.c, 3.1.d and 3.1.e shall be subject to the approval of the Council, as set out in the Ordinances.

3.3.a. The members of the Council referred to in 3.1.a above shall hold office so long as they continue to occupy the positions named respectively.

3.3.b. The term of office and eligibility for re-election or re-appointment for each of the other categories of members of the Council shall be as set out in the Ordinances. The maximum period of continuous service shall be nine years.

3.4 Subject to the provisions of the Charter and these Statutes the Council shall exercise all of the powers of the University including, but not limited to, those powers set out in the Ordinances.

3.5.a. The procedures for meetings of the Council will be set out in the Ordinances. The procedures will include provisions dealing with conflicts of interest and reserved business.

3.5.b. There shall be a quorum when at least half (or such other number as Council may from time to time determine) of the members of the Council are present at a meeting, of whom a majority are independent members.

3.6.a. The Council shall appoint an independent member as Chair of Council, who will preside over meetings of the Council.

3.6.b. The Council may appoint an independent member as Vice-Chair of Council, who will deputise for the Chair of Council as necessary.

3.6.c. The procedures for appointment and term of office of the Chair and Vice-Chair of Council shall be as determined by the Council.

- 3.7.** The Council may remove any member of the Council (other than the Vice-Chancellor and President and the Deputy Vice-Chancellor and Provost) for good cause, including Council being satisfied that such individual is not a fit and proper person to perform the function of a Council member. No member will be removed by the Council unless that person has been given a reasonable opportunity of being heard by the Council.
- 3.8.a.** The Council may establish committees of its members, and may appoint as additional members of such committees persons who are not members of the Council.
- 3.8.b.** The Council may appoint representatives to Joint Committees comprising persons appointed by the Council, the Senate or any other body deemed appropriate by the Council. The number of members to be appointed by each body to a Joint Committee shall be determined by the Council.
- 3.8.c.** The Council may delegate to any committee of the Council, Joint Committee or other body deemed appropriate by the Council, or to any member of the Council, or to the Vice-Chancellor and President (or any senior officer or manager deemed appropriate by this role-holder in consultation with the Council) any powers or functions which it is itself competent to perform, but may at any time revoke or amend any such delegation. Council shall not delegate responsibility for:
- i. appointing the Chair of Council, the Pro-Chancellors, the Treasurer and the Deputy Treasurer;
 - ii. appointing the Vice-Chancellor and President;
 - iii. appointing the Secretary to Council;
 - iv. the variation, amendment or revocation of the Charter or Statutes;
 - v. the approval of the University strategy, business plan or budget;
 - vi. the approval of the University's annual audited accounts;
 - vii. appointing the Auditors of the University.
- 3.8.d.** The membership, powers and duties of committees and Joint Committees shall be as determined by the Council and set out in the Ordinances.

4. The Senate

- 4.1** Subject to the provisions of these Statutes the membership, procedures for the appointment of members, powers and duties of the Senate shall be as set out in the Ordinances.
- 4.2** The Senate may by Regulation constitute or dissolve Boards of Studies to provide governance and oversight in relation to the teaching, the curricula and the examination of subjects or groups of subjects.
- 4.3** The Senate may establish committees of its members, and may appoint as additional members of such committees persons who are not members of the Senate, and may delegate any of its powers and functions to any such committee.

5. The University Executive Board

- 5.1.** The University Executive Board is chaired by the Vice-Chancellor and President and is the executive senior leadership team of the University, collectively responsible for the leadership and management of the University.
- 5.2.** The membership and role of the University Executive Board shall be as set out in the Ordinances.

6. The Auditors

- 6.1** The Council shall appoint Auditors who shall be members of a recognised supervisory body and eligible for appointment under the rules of that body.
- 6.2.** The terms of appointment and duties of the Auditors shall be as determined by the Council.

7. Congregations

For the purpose of conferring degrees of the University there shall be held a meeting of the University, which shall be called a Congregation, and which shall be held at least once every year and presided over by the Chancellor, or in the absence of the Chancellor by a Pro-Chancellor, the Vice-Chancellor and President or such other senior member of staff as shall be nominated by the Vice-Chancellor and President. The arrangements for Congregation shall be as set out in the Ordinances.

8. Students' Union(s)

- 8.1.** There shall be one or more Students' Union(s) of the University of which students may be members, as set out in the Ordinances.
- 8.2.** The Students' Union(s) will act in accordance with their constitution(s) as approved by the Council.

9. Conduct, Discipline, Dismissal, Suspension and Grievances of Employees

9.1. *Application and Scope*

This Statute relates to the conduct and discipline, dismissal, suspension and grievances of employees and shall apply to all employees of the University (except the Vice-Chancellor and President).

9.2. *General Principles of Construction and Application*

9.2.1. This Statute shall be construed in every case to give effect to the following guiding principles: -

- 9.2.1.1.** to ensure that staff who are engaged in teaching and/or research at the University of York have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;
- 9.2.1.2.** to enable the University to provide education, promote learning and engage in research efficiently and economically; and
- 9.2.1.3.** to apply the principles of justice and fairness.

9.2.2. In the case of conflict the provisions of this Statute shall prevail over those of any other Statute or of any procedures made under this Statute.

9.2.3. Nothing in any appointment made or contract entered into shall override or exclude the provisions of this Statute.

9.3. *Procedures*

9.3.1. In relation to the staff referred to in paragraph 9.1 above, Council shall ensure that there are in place procedures for: -

- The handling of disciplinary cases.
- The dismissal of employees.
- The handling of grievances raised by employees.

9.3.2. Such procedures shall be set out and shall provide for: –

- 9.3.2.1.** the resolution of complaints at as early a stage as possible and within a reasonable timescale;
- 9.3.2.2.** the right of employees to be accompanied at any formal meetings held under the procedures by a work colleague or trade union representative;
- 9.3.2.3.** the University to have the power to suspend any employee from duty for alleged misconduct or for other good or urgent reason.

9.4. Where the procedures adopted by Council under this Statute have been agreed between the University and the recognised trade unions, they shall have the status of collective agreements and may be amended by agreement with the recognised trade unions.

9.5. The University will through its approach to the matters defined in the Statute seek to advance the principles of equality and diversity.

9.6. Council shall be the body responsible for overseeing the operation of the above procedures.

10. Benefits to Council members

10.1. For the purposes of article 5 of the Charter, the following are permitted:

- the benefit described by sub-clause (2) of this clause;
- the benefit described by sub-clause (3) of this clause provided that the Council members as charity trustees follow the procedure and observe the conditions set out in sub-clause (4) of

this clause; and/or

- any benefit authorised in writing by the Council.

And in this clause, benefit has the same meaning as in article 5 of the Charter.

- 10.2.** A Council member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 10.3.a.** A Council member may receive a benefit from the University in the capacity of a beneficiary of the University.
- 10.3.b.** A Council member may be employed or engaged by the University other than for acting as a Council member.
- 10.3.c.** A Council member may receive benefits for acting as a Council member provided the Council members have in addition to meeting the requirements of sub-clause 10.4:
- i. read, considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
 - ii. resolved that it is clearly in the interests of the University that the Council member in question be awarded the remuneration in question; and
 - iii. resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
- 10.3.d.** A company of which a Council member is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council member holds no more than 1% of the issued capital of that company.
- 10.4.a.** The University and its Council members may only rely upon the authority provided by sub-clause 10.3 if each of the following conditions is satisfied:
- i. the remuneration or other sums paid to the Council member do not exceed an amount that is reasonable in all the circumstances;
 - ii. the conflicted Council member is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract or arrangement;
 - his or her performance in the employment or office, or his or her performance of the contract;
 - any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her that would be permitted under sub-clause 10.3; or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 10.3.
 - iii. the conflicted Council member does not vote on any such matter and is not to be counted when calculating whether a quorum or Council members is present at the meeting.
 - iv. the non-conflicted Council members are satisfied that it is in the interests of the University to employ or contract with that Council member rather than with someone who is not a Council member. In reaching that decision the non-conflicted Council members must balance the advantage of employing a Council member against the disadvantages of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).
 - v. the reason for their decision is recorded by the non-conflicted Council members.
 - vi. a majority of the Council members then in office are non-conflicted.

- vii. if a Council member receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.

10.5. In sub-clauses (1) – (4) of this clause:

- a. and more particularly for the purposes of sub-clause 10.3.b, the employment or remuneration of a Council member includes the engagement or remuneration of any firm or company in which the Council member is:
 - i. a partner or in the case of a limited liability partnership, a member;
 - ii. an employee;
 - iii. a consultant;
 - iv. a director; or
 - v. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council member holds less than 1% of the issued capital.
- b. “University” shall include any company in which the University:
 - holds more than 50% of the shares;
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.
- c. “Council member” shall include any child, partner, grandchild, grandparent, brother, sister or spouse of the Council member or any person living with the Council member as his or her partner.
- d. a “conflicted Council member” is a Council member who has received, is entitled to receive or is currently receiving remuneration under this clause. A conflicted Council member also includes a Council member who has received financial benefits described in sub-clause 10.1 but before this clause came into force.
- e. a “non-conflicted Council member” is a Council member who is not a conflicted Council member.

10.6 This clause may not be amended without the express prior consent of the Privy Council.

11. Acts during Vacancies

The proceedings of the Court, Council, Senate, or any of the Boards of Studies, or committees or other bodies constituted in accordance with the Statutes shall not be invalidated by any vacancy in their membership, or by any defect in the appointment or qualification of their members.

12. Interpretation of Statutes

These Statutes shall be interpreted so as not to conflict with the Charter.