

# **ROYAL COLLEGE OF ART**

## **Guide for Council Members**

### **1. Introduction**

The purpose of this document is to provide Council members and co-opted members of Council sub-committees with information on the role of Council and Council sub-committee members and the work of the Council.

Additional information on higher education in the United Kingdom is also provided.

The College's governing documents are its Charter, Statutes and Ordinances.

### **2. Legal Status**

The RCA operates under the terms of a Royal Charter, which was granted in 1967.

Its structure of governance is laid down in the instruments of its incorporation, namely the Charter as interpreted by the Statutes and Ordinances of the RCA.

The Charter established the RCA's Council as the governing body, responsible for the management and administration of the College.

The Royal College of Art is an exempt charity (Number RC000456) by virtue of the Charities Act 2006 (which replaced the Charities Act 1993).

From 1 June 2010, the exempt charity regulation provisions of the Charities Act 2006 came into effect for higher education institutions, which are now subject to the regulatory powers of the Charity Commission. The College's Council members are therefore charity trustees.

From January 2018, the Office for Students (OfS) became the principal regulator of higher education institutions that are exempt charities. All principal regulators have a duty to promote compliance with charity law by the exempt charities for which they are responsible. This will require

regular monitoring, including liaison with the Charity Commission on any complex issues.

### **3. Background and Mission**

The history of the Royal College of Art dates from 1837 with the Royal name being conferred in 1896. In 1967 the College was awarded its Royal Charter. There are around 2700 postgraduate students, who undertake taught Masters programmes, research degrees and graduate diplomas. The College is solely dedicated to the postgraduate study and practice of art and design. The academic structure of the College is based on four schools. The Schools are: Architecture, Communication, Design and Arts & Humanities. In 2020/21 the College educated 2763 students and employed 452 permanent staff, supplemented by over 800 visiting lecturers, at our campuses in Kensington, Battersea and White City.

The College's Charter states that *"The objects of the College shall be to advance learning, knowledge and professional competence particularly in the field of fine arts, in the principles and practice of art and design in their relation to industrial and commercial processes and social developments and other subjects relating thereto through teaching, research and collaboration with industry and commerce"*.

The College's mission statement is:

"The Royal College of Art aims to achieve national and international standards of excellence in the postgraduate and pre-/mid- professional education of artists and designers and related practitioners, as a major contributor to cultural, social and economic well-being. It aims to achieve these through the demonstrable quality of its teaching, research and practice, through its relationship with relevant institutions, industries and technologies and through the achievements and innovations of its graduates and staff in the professional worlds of art and design.

In particular, the College aims to achieve these standards of excellence:

- by fostering a high level of understanding of the principles and practices of art and design, and their implementation in the wider world.

- by encouraging individual and collective creativity among staff and students.
- by recruiting students of proven ability and potential from the widest possible range of backgrounds, and by providing pre-professional and post-experience study opportunities.
- by continuously enhancing appropriate links, partnerships and collaborations with industries, professional bodies, cultural organisations and other educational institutions.
- by exploring the innovative applications of technologies and processes to the disciplines or art and design.
- by encouraging awareness of social and environmental developments insofar as they relate to art and design.

### **3. Primary roles and responsibilities of the Council**

- 1) To approve the mission and strategic vision of the College, the Strategic Plan (including long-term academic and business plans and key performance indicators), and to ensure that these meet the interests of stakeholders;
- 2) to ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against the Strategic Plan and approved key performance indicators, which should be - where possible and appropriate - benchmarked against other comparable institutions;
- 3) to delegate authority to the Vice-Chancellor, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution within the terms of the Strategic Plan and the budget as agreed by Council. 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;
- 4) to ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment and procedures for handling internal grievances and for managing conflicts of interest;

- 5) to establish processes to monitor and evaluate the performance and effectiveness of the Council itself;
- 6) 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;
- 7) to safeguard and promote the good name and values of the College;
- 8) to appoint and to remove the Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance;
- 9) to appoint and to remove the Chancellor, the Pro-Chancellor and Chair of Council, the Vice-Chair of Council, and other senior appointments as determined by Council currently and in the future;
- 10) to appoint and to remove a College Secretary 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 responsible for oversight of the human resources strategy;
- 12) to be the principal financial and business authority of the College, to ensure compliance with the OfS Memorandum, that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the College's assets, property and estate;
- 13) to be the College's legal authority and, as such, to ensure that systems are in place for meeting all the College's legal obligations, including those arising from contracts, legal commitments made in the College's name and legal obligations in relation to charity law, equality and diversity and health and safety;
- 14) to receive assurance that adequate provision has been made to uphold the quality of the student experience;

- 15) to receive assurance that academic governance is effective;
- 16) to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College;
- 17) to ensure that the Students' Union operates in a fair, democratic, accountable and financially sustainable manner;
- 18) to ensure that the College's Charter, Statutes and Ordinances are followed at all times and that appropriate advice is available to enable this to happen.

#### **4. Principles of governance and management**

Institutions of higher education were included among the public bodies examined by the Committee on Standards in Public Life, and consequently members of the Council of the Royal College of Art should observe the Seven Principles of Public Life drawn up by the Committee. These principles are as follows:

- **Selflessness.** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
- **Integrity.** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity.** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability.** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness.** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give

reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty.** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership.** Holders of public office should promote and support these principles by leadership and example.

## **5. Council member (trustee) legal liabilities**

On appointment, Council members will be asked to sign a declaration that they are a 'fit and proper person' under OfS (Office for Students) guidance. Council members may be removed from office should they cease to be a 'fit and proper person'. As a condition of registration with the Office for Students a provider must comply with the [OfS Public Interest Governance Principles](#). Council members are asked to familiarise themselves with these principles. Council members must also be mindful of their [obligations as a charity trustee](#).

The College is body incorporated by Royal Charter which means that the College is liable for any third party claim which could include:

- breaches of an employee's terms, conditions or rights
- failing to pay for goods or services, or to fulfil the terms of a contract
- a member of the public being injured on the charity's premises
- liability to any staff pension scheme

It's extremely rare, but not impossible, for charity trustees to be held personally liable:

- to their charity, for a financial loss caused by them acting improperly;
- to a third party that has a legal claim against the charity that the charity can't meet.

Please see further guidance on [trustee liabilities](#). Collectively and individually, the Council must ensure that it complies with six main duties required of charity trustees. Compliance with these duties will greatly mitigate the very low risk of any *personal* liability:

- Ensure the College is carrying out its purposes for the public benefit;
- Comply with your the College's governing document and the law;
- Act in the College's best interests;
- Manage the College's resources responsibly;
- Act with reasonable care and skill;
- Ensure the College is accountable.

Acceptance of a Council appointment is construed as:

- Acceptance of the duties and responsibilities of charity trusteeship;
- Confirmation that the Council member is not disqualified from acting as a charity trustee;
- Confirmation that the Council member is a 'fit and proper person' under OfS guidance.

## **6. Insurance**

Any negligent or 'wrongful act' committed by a Governor, Director or Officer of RCA (including Council members) may be covered under the Governors' Directors' and Officers' Liability cover. The current limit under this section is £1m any one claim and in the aggregate.

## **7. Publications to Council and confidentiality**

The College circulates Council and committee papers via a secure online board portal, Board Intelligence. The contents of any such papers circulated to members of Council must, in no circumstances, be divulged or discussed with any person who is not a member of Council without the consent of Council.

## **8. CUC Code of Governance for Higher Education Institutions**

The RCA is committed to best practice in corporate governance, including through compliance with the Governance Code of Practice published by the [Committee of University Chairs \(CUC\)](#)

## **9. Council member development and AdvanceHE**

Advance HE (details available from the governance team) provide useful information and development programmes on the role of the Council and Council members. In addition, the AdvanceHE publishes guides on various aspects of HE governance and offers Council member development toolkits and training for governors. Please contact the College Secretary for more details on development and training available for Council and Council sub-committee members.

## **10. Appointment and terms of office of members of the Council**

Independent members of the Council are appointed by the Council on the recommendation of the Nominations Committee. Independent members of Council sub-committees are appointed by the Council on the recommendation of the Nominations Committee. The term of appointment for independent members of Council and independent members of Council sub-committees is three years with the option for reappointment for a further three years.



### **11. Co-opted members of sub-committees**

Co-opted members are appointed by the Council on the recommendation of the Nominations Committee in an advisory capacity when a sub-Committee has identified a requirement for particular skills or expertise. Co-opted members may be appointed for three years with the option for appointment for a further three years. Co-opted members of committees do not form part of the quorum and are not voting members.

### **12. Membership and Quorum for meetings of the Council**

Full membership of Council and Council biographies can be found at: [Council Members](#)

One-third of the total actual membership of the Council constitutes a quorum provided that a majority of members present at any time are independent members (neither staff members nor student members).

### **13. Powers of the Council and their delegation**

The powers and functions of the Council are set out in the [Charter, Statutes and Ordinances](#) together with the committee or office holder responsible for fulfilling each one.

### **14. Committees of the Council**

The Council has the following standing committees:

Audit & Risk Committee  
Nominations Committee  
Remuneration Committee

The Council has also established a Planning & Resources Committee.

Each independent member of Council will normally expect to serve as a member of a committee of Council.

## **15. Time commitment**

In addition to the four meetings of Council a year Council members are invited to attend, as members, the annual meetings of Court and Convocation. Membership of a committee of Council or a working subgroup would add an additional three meetings a year. In order to participate fully in the life of the College, Council members are invited to professorial lectures, presentations in departments, exhibitions and functions.

## **16. Resignation or removal from office**

### **Resignation from office**

A Council member may resign at any time by submitting their resignation in writing to the Chair of Council and the College Secretary.

### **Removal from office**

A Council Member shall cease to hold office if:

- they are disqualified from acting as a trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification thereof);
- in the written opinion, given to the College, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
- they are absent, without discussion with the Chair, from three consecutive meetings of Council or of any committee of Council on which they serve, unless it is resolved by the Council that the member's term of office shall continue (on such terms and conditions as the Council may think fit); and
- they are removed by the Council by the passing of a Special Resolution (as defined in the Charter) after having given the Council Member concerned notice of the intention to pass such resolution and affording them the opportunity to make representations.

## **17. Declaration of Interests**

The College has a Conflict of Interest Policy. A member of Council or co-opted member of any Committee or Sub-Committee, who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Council or one of its Committees at which they are present shall as soon as practicable disclose the fact of their interest to the meeting and shall withdraw from that part of the meeting. All Council members, co-opted members of committees and members of the Senior Management Team must complete, sign and return a declaration of interests form annually, regardless of whether they have any interests to declare.

A member of the Council is not, however, considered to have a pecuniary interest in matters under discussion merely because he or she is a member of staff or a student of the College.

The register of interests is held in the Vice-Chancellor's Office and can be inspected by request to the College Secretary.

## **18. Role of the Vice-Chancellor**

The Charter defines the Vice-Chancellor as the principal academic and administrative officer of the College; in effect, the chief executive. The Vice-Chancellor has overall responsibility for the executive management of the College and for its day-to-day direction, and is accountable to the Council for the exercise of these responsibilities. The Vice-Chancellor is responsible for ensuring that the College complies with the terms and conditions specified by OfS for the use of OfS funds, and may be called to give evidence before the Public Accounts Committee. The Vice-Chancellor is also ex-officio Chair of the Senate.

## **19. Role of the Chair of Council**

The Chair of Council is responsible for the leadership of the Council and ultimately to the stakeholders for its effectiveness. As chair of its meetings they should promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.

The Chair should take particular care that the Council observes the principles of public life, and that committees which play a central role in the proper conduct of the Council's business report back appropriately. The Chair should also ultimately be responsible for ensuring that the Council operates effectively, discusses those issues which it needs to discuss, and dispatches its responsibilities in a business-like way.

Through leadership of the Council, the Chair plays a key role in the business of the institution, but should not be drawn into the day-to-day executive management. For the Council to be effective, there must be a constructive and challenging working relationship between the Chair and the executive head of the institution. There is a need for both sides to recognise that the roles of chair and executive head are formally distinct. The relationship should be mutually supportive, but must also incorporate the checks and balances imposed by the different roles each has within an institution's constitution.

Independent members of the Council should also take care not to become involved in the day-to-day executive management of the institution. This also applies to the staff and student members of the Council, except that in the course of their employment or in their activities as students, they may have executive responsibilities within the institution.

## **20. Role of the Secretary to the Council**

1. The Secretary to the Council should be appointed to that post by the Council.
2. The Secretary will normally combine this function with a senior administrative role within the College. The College and the Secretary must exercise great care in maintaining a separation of the two functions. Irrespective of any other duties that the Secretary may have within the College, when dealing with Council business the Secretary will act on the instructions of the Council itself.
3. In their role as Secretary, the Secretary should be solely responsible to the Council and should therefore have a direct

reporting link to the Chair of the Council for the conduct of Council business (i.e. agendas, papers, minutes etc).

4. The Chair and members of the Council should look to the Secretary for guidance about their responsibilities under the Charter, Statutes and Ordinances to which they are subject including legislation and the requirements of the OfS, and on how these responsibilities should be discharged. It is the responsibility of the Secretary to alert the Council if he or she believes that any proposed action would exceed the Council's powers or be contrary to the OfS regulatory framework.
5. The Secretary should be solely responsible for providing legal advice to or obtaining it for the Council and advising it on all matters of procedure.
6. The Secretary should advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor.
7. It is incumbent on the Council to safeguard the Secretary's ability to carry out these responsibilities. It is important that the Secretary also both consults and keeps the Vice-Chancellor fully informed on any matter of Council business (other than in relation to the Remuneration Committee's consideration of the Vice-Chancellor's remuneration). It is good practice for the Chair of the Council, the Vice-Chancellor and the Secretary to the Council to work closely together within the legal framework provided by the Charter, Statutes and Ordinances and Regulations laid down by the College and the OfS regulatory framework.
8. If there is a conflict of interest actual or potential, on any particular matter, between the Secretary's administrative or managerial responsibilities within the College and his or her responsibilities as Secretary to the Council it is the responsibility of the Secretary to draw it to the attention of the Council. If the Council believes that it has identified such a conflict of interest itself the Chair should seek advice from the Vice-Chancellor, but must offer the Secretary an opportunity to respond to any such question.

## **21. Role of student and staff members of Council**

All members of the Council (whether independent members, staff members or student members) are personally responsible for the collective decisions made by the Council. Staff and student members will bring particular knowledge, experience and perspectives to the Council, however their role is as a governor and steward of the College, rather than a representative of their constituent area.