

## UCAS Council terms of reference

### UCAS ('the Company')

#### 1. Constitution

The UCAS Council ('the Council') is expected to comprise around 30 Council members who shall be approved by the Board of the Company ('the Board') from time to time.

The membership of the Council shall be developed through formal nominations of key stakeholders and partners, by the nominating organisations and bodies (as set out in the annex to these terms of reference (*Membership of the Council*)).

Council membership shall be supported by the Nominations Committee and shall be agreed by the Board from time to time.

Membership of individual Council members is renewable but shall not normally exceed four consecutive years.

The Chair of the Council shall be a nominee of the Committee of University Chairs or such other person of similar standing.

#### 2. Purpose

The Council represents the Company's customers and other key stakeholders, and advises the Board.

Subject to the provisions of the Articles of Association of the Company ('the Articles'), the principal role of the Council is to:

- act as an advisory body to the Board
- advise and inform the Board on service issues relating to admissions services and processes as perceived by the Company's customers and other stakeholders
- inform and challenge the strategy and direction of the Company
- make representations to the Board on any aspect of the Company's business
- receive regular reports from the Board on the performance of the Company.

The Council shall be aware of the Board's responsibilities to undertake the following duties pursuant to and in accordance with the Articles:

- co-operate with the Council and respond as appropriate to the Council's views and guidance
- provide the Council with regular reports on the Company's performance
- respond to Council feedback including outlining proposed actions, as appropriate
- consult the Council on key decisions such as admissions policy and major strategic operational changes
- consider the recommendations of the Council as appropriate.

### 3. Powers and duties

The Council shall:

- require that the Board considers and responds to any representations made by the Council, as appropriate
- have the ability to advise the Board but the Council shall not direct or fetter the Board
- support and advise the Company in its strategic decision making
- establish specialist smaller groups to support the Board on one-off projects if required
- have the power to convene its own meetings and to request a meeting with the Board if there are specific matters it wishes to raise
- be expected to represent a range of views from different customers and stakeholders of the Company, but the Council shall not necessarily be responsible for building consensus between the customers and stakeholders
- be accountable and transparent and inform the Company's customers and stakeholders regularly of its activities with a view to increasing their engagement; the Council may issue an annual report on its activities to the Company's legal members.

### 4. Membership principles

The Council has an important role in supporting the Board in the development of its strategy and its representative Council members would be expected to have the requisite skills and the time to devote to the role.

Council appointees should have sufficient authority and skills to represent the Company's customers and stakeholders effectively, and to exercise discretion where necessary in the discharge of their duties.

Membership of the Council should be seen as a valuable appointment.

Membership provides access to representation across the sector, a good network and the opportunity to share information.

The Council's remit is to represent the interests of all customers and stakeholders of the Company and it should foster their improved discussions and enhance engagement with the Company.

### 5. Secretariat

The Company shall provide secretarial support to the Council.

### 6. Proceedings

The Council shall meet at least twice per year. The first of the two Council meetings shall be held early in the year to review preparations for the admissions cycle for the current year. The second meeting shall be held in the autumn for the purpose of reviewing the previous cycle.

Council meetings shall be called by the Company on behalf of the Council Chair, by notice to the members of the Council. Meeting agendas will be set and agreed with the Chair of the Council and the

Company shall minute the proceedings of the meetings which shall be circulated to the Council and Board.

7. Quorum and voting

The quorum shall be 16 unless the membership is fewer than 31 people in which case it shall be a simple majority of the Council members at any one time.

Decisions at Council meetings shall be made by a majority vote and each Council member shall be entitled to one vote. In the event of an equality of votes at a meeting, the Council Chair shall have a casting vote. The proceedings of the Council shall be approved by the Board from time to time.

8. In attendance

The Chief Executive Officer of the Company and the Chair of the Board or their nominated deputies shall be required to attend the Council meetings or any parts thereof as determined by the Council.

Other senior members of staff, guests and/or speakers may be invited by the Chair of the Council to attend any Council meetings or parts thereof, as required from time to time.

The Council Secretary shall attend all Council meetings.

None of the above persons who shall be in attendance at any Council meeting shall be entitled to vote on any resolution.

## ANNEX to the UCAS Council terms of reference - Membership of the UCAS Council

The Council shall have a maximum of 31 members

ORGANISATION/SECTOR	MEMBERS	TO BE NOMINATED BY
UCAS Council Chair	1	Committee of University Chairs
<b>Higher Education (HE) Sector</b>		
English universities (representing a range of institution types across mission groups)	5	UUK (Universities UK)
English Further Education college	1	AoC (Association of Colleges)
NI HE	1	UUK
Scottish university*	1	Universities Scotland
Welsh HE	1	HE Wales
GuildHE member institution	1	GuildHE
Private HE provider	1	UCAS Nominations Committee
Conservatoires UK Admissions Service (CUKAS) service user	1	CUKAS Advisory Board
UCAS Teacher Training (UCAS TT) service user	1	UCAS TT Advisory Group
UK Postgraduate Application and Statistical Service (UKPASS) service user	1	Postgraduate Advisory Group
Other Senior HE representatives	1	ARC (Academic Registrars Council)
	1	Association of University Administrators
	1	HELOA (HE Liaison Officers Association)
	1	Undergraduate Advisory Group
	1	SPA (Supporting Professionalism in Admissions)
HE (IT) representative	1	UCISA (Universities and Colleges Information Systems Association)
<b>HE Sector Sub-total</b>	<b>20</b>	
<b>Applicants &amp; students</b>		
NUS (National Union of Students)	1	NUS
International students	1	UKCISA (UK Council for International Student Affairs)
Students	2	NUS
<b>Applicants &amp; Students Sub-total</b>	<b>4</b>	
<b>Secondary Education Sector</b>		
English, Welsh and NI secondary sector	3	ASCL (Association of School and College Leaders)
Scottish secondary sector	1	School Leaders Scotland
Independent school sector	1	HMC/GSA (Headmasters' and Headmistresses' Conference/Girls' Schools Association)
Sixth Form College	1	SFCF (Sixth Form Colleges' Forum)
<b>Secondary Education Sector Sub-total</b>	<b>6</b>	
<b>Total</b>	<b>31</b>	

NOTE: \*Scottish colleges are currently outside of UCAS