

## **ASSOCIATION OF COMMONWEALTH UNIVERSITIES**

### **The composition of the Council and its committees**

*A schedule to be attached to the Code of Governance*

#### **1. The Council**

The Council consists of up to 23 Council Members consisting of 20 Elected Council Members, up to 2 Co-opted Council Members and, if the Honorary Treasurer is co-opted rather than elected, the Honorary Treasurer.

The Council may co-opt a maximum of two Co-opted Council Members if it concludes this is desirable to ensure balanced geographical and gender representation of the Council and one additional Co-opted Council Member if the Honorary Treasurer is not appointed from the Elected Council Members.

The Council shall meet at least once a year face to face. However, should the Council's business demand it, additional meetings may be conducted by electronic means at other times of the year.

The Council shall be quorate if five of its members are either present at a face-to-face meeting or participate in an electronic meeting.

The Council has established a number of committees accountable to it, the composition of which is set out below.

#### **2. The Executive Committee**

The Executive Committee consists of the Chair of the Council (Chair), the Vice-Chair of the Council, the Honorary Treasurer, plus two other members appointed by the Council. A further member may be co-opted by the Chair should the need arise.

The Executive Committee shall meet at least twice a year - once face to face, alongside a Council meeting, and once electronically. Should the Committee's business demand it, additional meetings may be conducted by tele/video-conference.

The Executive Committee shall be quorate if three of its members are either present at a face-to-face meeting or participate in a tele/video-conference.

### **3. Audit and Risk Committee**

The Audit and Risk Committee shall be reduced, through retirements over the course of the coming year(s), from six to three members. Two members of the Committee shall be serving members of the Council, one of whom (normally a UK-based member of the Council) shall be appointed by the Council as Chair. The third place on the Committee shall be filled by an independent member. The Chair of the Audit and Risk Committee shall have the power to co-opt additional members were the need to arise.

The Committee shall meet at least twice annually.

The Audit and Risk Committee shall be quorate if three of its members (at least one of whom must be independent) are either present in person or participating electronically.

### **4. Remuneration Committee**

The Remuneration Committee shall consist of the Chair of the Council (Chair), Vice-Chair, the Honorary Treasurer and a member (preferably an independent member) of the Audit and Risk Committee. The Secretary General shall be in attendance and act as the secretary of the Committee, except when his/her own performance and remuneration is under discussion by the Committee, when the Chair shall record the decisions.

The Committee shall meet at least once a year and at such other times as is deemed necessary.

The Remuneration Committee shall be quorate if two of its members (one of whom must be the Chair of the Council) are present.

June 2009

Amended October 2010