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A. PREAMBLE

A1. PROCEDURES FOR THE MAKING OF ORDINANCES

- i. Ordinances may be made, repealed or altered by Council, as provided for under Clause 8 of the Charter.
- ii. Ordinances shall not be interpreted in a manner that is contrary to the Charter. If any doubt arises over the interpretation of an Ordinance the matter shall be referred to the Chair of Council or the Deputy Chair of Council. The decision of the Chair or Deputy Chair, who must seek advice from the Secretary to Council, shall be final.
- iii. No Ordinance or Regulation shall be inconsistent with the Charter, Statutes and Ordinances of the University of London for so long as the London School (referred to in these Ordinances as “LSHTM”) remains within the University of London.

All the words in the Ordinances bear the same meaning as in the Charter unless specifically stated otherwise. Except where stated otherwise, words imparting the singular shall include the plural.

B. COUNCIL

B1. STATEMENT OF PRIMARY RESPONSIBILITIES

The Council is established by the Charter and is the supreme governing body of LSHTM.

The objects of LSHTM, set out in the Charter, are promoting original research, consultancy and the study of and education in public health and such other academic subjects as LSHTM may consider appropriate in the United Kingdom of Great Britain and Northern Ireland, and elsewhere.

The Council has adopted the following statement of primary responsibilities:

- i. To set and agree the mission, strategic plan and values of LSHTM;
- ii. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni;
- iii. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of LSHTM against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions;
- iv. To appoint the Director of LSHTM as chief executive, and to put in place suitable arrangements for monitoring their performance;
- v. To delegate authority to the Director for the academic, corporate, financial, estate and human resource management of LSHTM, and to establish and keep under regular review the policies, procedures and limits of such delegated management functions;
- vi. To ensure the establishment and monitoring of systems of control and accountability, including financial, human resources and other operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest;
- vii. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution's assets, property and estate;
- viii. To be assured that the students' experience (including welfare) is maintained at a high level;
- ix. To safeguard the reputation and values of LSHTM;

- x. To be LSHTM’s legal authority and, as such, to ensure systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in LSHTM’s name. For example, this includes systems for health, safety and security and for equality, diversity and inclusion;
- xi. To ensure that good governance operates including conducting Council’s business in accordance with the best practice in higher education corporate governance (including adherence to the Office for Students’ (“OfS”) *Conditions of Registration* and the Committee of University Chairs’ (“CUC”) *Higher Education Code of Governance*);
- xii. 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 – i.e. *Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership*;
- xiii. To provide formal annual assurances to the OfS on the reliability of degree standards and the continuous improvement of the student academic experience and of student outcomes;
- xiv. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of LSHTM;
- xv. To appoint a Secretary to Council and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability;
- xvi. To establish the following Committees required by the OfS, the CUC Higher Education Code of Governance or the Charter: an Audit and Risk Committee, a Nominations and Governance Committee and a Remuneration Committee;
- xvii. To establish processes to monitor and evaluate the performance and effectiveness of Council itself;
- xviii. To ensure that LSHTM’s constitution is always followed, and that appropriate advice is available to enable this to happen;
- xix. To promote a culture which supports inclusivity and diversity across LSHTM;
- xx. To maintain and protect the principles of academic freedom and freedom of speech legislation;

- xxi. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

B2. COUNCIL MEMBERS

B2.1 COUNCIL MEMBER RESPONSIBILITIES

- i. LSHTM is an exempt charity and therefore Council members are charity trustees and have the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of LSHTM , ensuring that it is solvent, well run and delivering the charitable outcomes for the benefit of the public for which it has been established. They should:
 - a) Act with reasonable skill and care including exercising their own skill and expertise;
 - b) Act responsibly and with prudence in respect of LSHTM’s resources;
 - c) Act in the best interests of LSHTM and with integrity;
 - d) Ensure that the Council acts in accordance with the Charter, Ordinances and Regulations and with the requirements of charity law;
 - e) Comply with the requirements of other legislation and regulators which govern LSHTM’s activities;
 - f) Ensure the Council exercises efficient and effective use of the resources of LSHTM to further its charitable purposes, maintain its long term financial viability and safeguard its assets and that proper mechanisms exist to ensure financial control; and
 - g) Review the effectiveness of LSHTM in carrying out its charitable objects.
- ii. Staff and Student members of Council have the same responsibilities as the independent members of Council. They also have an equal status with independent members unless the Charter or Ordinances state otherwise e.g. only independent members can be members of the Audit and Risk Committee.
- iii. LSHTM is a body corporate, established by Royal Charter. As LSHTM is a body corporate, Council members are generally not liable to third parties for LSHTM’s obligations (e.g. debts, contractual obligations). Council members are generally not liable for their decisions as charity trustees where they have acted honestly and reasonably in discharging

their duties. Personal liability can arise in certain exceptional situations, including where there has been a breach of trust or where there has been a dishonest, reckless or negligent approach to discharging their duties. Council members are liable for their own personal acts and, in some situations, can be liable for the acts of those within LSHTM, for example in respect of health and safety law and anti-bribery law. Directors and Officers Liability Insurance is in place for certain risks and liabilities, but insurance is unable to cover all risks and liabilities. Council members may consult with the Secretary to Council for further details of the insurance cover and potential liabilities associated with discharging their duties.

- iv. Collective decisions are one of the most important parts of the Council member role. When decisions are made they must be within the powers of LSHTM and Council. Council members must act in good faith and only in the interests of LSHTM, making sure they are sufficiently informed, taking any advice that is required, taking account of all relevant factors they are aware of and dealing with any conflicts of interest.

B2.2 COUNCIL MEMBER STANDARDS

- i. Members have a responsibility to ensure that the Council conducts itself and they conduct themselves in accordance with the principles of public life drawn up by the Committee on Standards in Public Life – i.e. *Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership*.
- ii. Members have a responsibility to ensure that they understand, and that Council seeks to comply with, the six primary elements of higher education governance as set out in the CUC's *Higher Education Code of Governance*.
- iii. Members of Council must be fit and proper persons as set out in the OfS' public interest governance principles that apply to all registered providers and which are detailed further in LSHTM's [Fit and Proper Policy](#).
- iv. Members should satisfy themselves that they understand their duties as a charity trustee. In case of doubts or concerns over these duties, they should contact the Secretary to Council for advice.
- v. Members are expected to play an appropriate part in ensuring that the necessary business of Council is carried out efficiently and effectively. Members are expected to challenge but in a constructive manner.
- vi. Members should support collective decisions once made. They may indicate where they disagree with a decision and this will be noted in

the minutes.

- vii. Members should not act as representatives of any particular part of LSTHM or any external stakeholder but in the interests of LSHTM as a whole.
- viii. Members must recognise the proper separation between governance and management and avoid involvement in the day-to-day executive management of LSHTM.
- ix. Members must maintain confidentiality when agenda items or minutes require it.
- x. Members should be able to allocate sufficient time to undertake their duties effectively.
- xi. Members should attend and participate in such information-sharing events, training, procedures and appraisals as are deemed necessary by Council and/or the Chair of Council.
- xii. Members should attend all Council and Committee meetings of which they are members. They should communicate with the relevant Chair if issues are anticipated. Members will be expected to serve on at least one Committee of Council.

B2.3 CO-OPTED MEMBERS OF COMMITTEES OF COUNCIL

The above standards also apply to co-opted members of Committees of Council but in respect of their Committee rather than Council.

B3. COMPOSITION OF COUNCIL & TERMS OF OFFICE OF MEMBERS

- i. The composition of the Council is set out in Clause 8 of the Charter. Whilst the Charter allows a maximum of 25 members, Council has opted for 17 members as its current maximum as set out in Council's Terms of Reference. The Council membership includes the Director and the President of the Student Representative Council as *ex officio* members. The independent members, who are neither members of staff nor students, must comprise the majority of all members of Council.
- ii. Council has resolved that there will be up to 10 independent members and up to 4 members drawn from LSHTM staff.
- iii. Other than the *ex-officio* members, members are appointed or elected for an initial term of 3 years and are eligible for re-appointment or re-election,

except that members will normally serve for one or two consecutive terms and, unless in exceptional circumstances, no more than three terms.

B4. APPOINTMENT OF INDEPENDENT MEMBERS OF COUNCIL

- i. The Nominations and Governance Committee manages the process for selecting independent members for Council. Council must approve the appointment of all independent members of Council.
- ii. The Nominations and Governance Committee will maintain a database of the skills and experience of existing Council members so that recruitment to Council vacancies is focused on ensuring that Council has the best mix of skills and experience and filling any gaps in those skills and experience. LSHTM seeks to have the appropriate balance between those with the skills to oversee it from a research and educational perspective and those who are used to managing large and complex organisations or who bring specialist functional or professional skills.
- iii. The Nominations and Governance Committee will review the diversity of existing Council membership when considering how to fill any Council vacancies so that Council has an appropriate range of voices with differences of approach and experience.
- iv. The Nominations and Governance Committee will have a selection process which covers issues such as those above so that the selection process is rigorous. The process may include interviews with candidates, obtaining adequate references for proposed independent members, conducting due diligence in accordance with the LSHTM’s Fit and Proper Policy, and steps to ensure that the pool from which candidates are derived is sufficiently wide and open. The latter can be achieved in a number of ways including advertisement, use of recruitment consultants and LSHTM’s specialist networks. They should also review any conflicts or potential conflicts of interest.
- v. The terms of office of members should be varied to ensure that there is a phased approach to succession planning.
- vi. The Nominations and Governance Committee will consider all re-appointments and make recommendations to Council. When considering whether to recommend a re-appointment, the Committee will review the member’s attendance, contribution, skills and experience to assure itself that a recommendation to re-appoint is appropriate.

B5. APPOINTMENT OF STAFF MEMBERS OF COUNCIL

- i. Council has resolved that its members should include three academic members of staff nominated by and elected by the whole academic

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community of LSHTM, and one professional services member of staff nominated by and elected by the whole professional services community of LSHTM.

- ii. One of the academic staff member roles has been allocated to a member of staff from one of the MRC Units.
- iii. The staff members will be considered for appointment by Council following elections organised by the Secretary to Council. This is subject to relevant due diligence and fit and proper person tests as outlined in LSHTM’s Fit and Proper Policy.
- iv. Council will seek to ensure that the terms of office of staff members are varied to ensure that there is a phased approach to succession planning.

B6. REMOVAL AND RESIGNATION OF COUNCIL MEMBERS

- i. A Council member may at any time resign by notice in writing to the Secretary to Council.
- ii. A staff member of Council will cease to be a member of Council when their employment with LSHTM ends.
- iii. *Ex-Officio* members will cease to be members of Council when they cease to hold that position/office.
- iv. A Council member shall automatically cease to hold office, and the office shall become vacant, if the Council member fails to attend three successive meetings of Council without having obtained the express permission of the Chair.
- v. Subject to the conditions in paragraphs below, the Council may, by majority decision, remove a Council member from office if it is satisfied that that the Council member is unable or unfit to discharge the duties of office or there has been a reasonable loss of confidence on the part of the Council in the ability of the Council member to perform the duties of office.
 - a) Any proposal to remove a Council member from office shall be made in writing by a minimum of 3 Council members to the Secretary to Council. If such a proposal is received by the Secretary to Council at least 21 days in advance of the next meeting of Council, a resolution proposing to remove the Council member shall be placed on the agenda of such meeting. If such a proposal is received less than 21 days before the next planned meeting of the Council, the Secretary to Council shall call a special meeting of the Council to specifically consider the

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resolution to remove the Council member or shall place a resolution proposing to remove the Council member on the agenda of the following scheduled meeting of Council.

- b) At least 10 Council members (excluding the Council member whose removal is proposed) shall be present and capable of voting at the meeting at which the resolution to remove the Council member is to be considered. The Council member whose removal is proposed will leave the room to allow the vote to be taken.
- c) The Council member who is proposed to be removed from office shall be given:-
 - At least 14 days' notice of the meeting at which the resolution for removal is to be considered; and
 - A reasonable opportunity to be heard by or make written representations to the Council on the subject of their proposed removal.

B7. CHAIR OF COUNCIL

- i. The Chair of Council is responsible for the leadership of Council and for ensuring it operates effectively. They ensure that the Council determines the nature and extent of the risks that LSHTM is willing to embrace in implementing its strategy and that Council members can operate effective oversight of LSHTM.
- ii. The relationship between the Director and the Chair of Council is vitally important. The Chair of Council should provide leadership and support (including mentoring when helpful) to the Director. Both should ensure that the relationship is constructive but challenging, recognising the proper separation of governance and management and the checks and balances imposed by the different roles each has, as set out in the Charter, Ordinances and Regulations.

B8. APPOINTMENT OF CHAIR & DEPUTY CHAIR OF COUNCIL

- i. Council will appoint a Chair of Council on the recommendation of the Nominations and Governance Committee for a term of 3 years who shall be eligible for re-appointment, except that the Chair will normally not serve as Chair of Council for more than two consecutive terms of three years and, unless there are exceptional circumstances, shall not serve as Chair for more than three terms of three years. The Chair's term of office shall not extend beyond their membership of Council. The Charter requires that the Chair is "neither a student nor a member of staff of LSHTM".

- ii. Council will appoint a Deputy Chair of Council on the recommendation of the Nominations and Governance Committee for a term of 3 years who shall be eligible for re-appointment, except that the Deputy Chair will not normally serve as Deputy Chair of Council for more than two consecutive terms of three years and, unless there are exceptional circumstances, shall not serve as Deputy Chair for more than three terms of three years. The Deputy Chair's term of office shall not extend beyond their membership of Council. The Deputy Chair of Council will be neither a student nor a member of staff of LSHTM.
- iii. Council may appoint a Senior Independent Governor should it deem it appropriate.

B9. WHERE THERE IS NO CHAIR OF COUNCIL IN POST

- i. The Deputy Chair shall act as Chair in the event of a vacancy in that post.
- ii. In the event of simultaneous vacancies in both the position of Chair and Deputy Chair of Council, the Nominations and Governance Committee will meet and agree that one of their number should be proposed to Council to be appointed as the Acting Chair until such time as Council has approved a new Chair. Council will consider the recommendation of the Nominations and Governance Committee before deciding who should be appointed as the Acting Chair.

B10. THE DIRECTOR

- i. The Director is the Chief Executive of LSHTM and reports to the Chair of Council. The Director is responsible for the academic, corporate, financial, estate and human resource management of LSHTM. They are also the Chief Academic Officer of LSHTM with responsibility for academic performance.
- ii. The Director is nominated by Council to be the Accountable Officer (or equivalent) under the OfS' Conditions of Registration. In this role, the Director is personally responsible to Council for ensuring compliance with the terms and conditions of funding and for providing the OfS with clear assurances about compliance. They are also required to report to the OfS on behalf of LSHTM in relation to its accountability for funding and the quality of its data.
- iii. The relationship between the Director and the Chair of Council is vitally important. Both should ensure that the relationship is constructive but challenging, recognising the proper separation of governance and management and the checks and balances established by the different roles each has, as set out in the Charter, Ordinances and Regulations.

The Chair of Council appraises the performance of the Director and makes recommendations to the Remuneration Committee concerning the Director’s terms and conditions and remuneration package.

- iv. The Employment Ordinance (G3) and the Policies referenced therein shall apply to the Director with such modifications and adaptations as the Chair of Council (in consultation with the Director of HR) may prescribe in writing to the Director.

B11. WHERE THERE IS NO DIRECTOR IN POST OR DURING A PERIOD OF ABSENCE OF THE DIRECTOR

i. In the case of a short absence the Director, should they have the capacity to do so, will nominate an Acting Director from the membership of the Executive Team¹ to the Nominations and Governance Committee to recommend to Council for approval.

ii. Where there is no Director in post or a more lengthy absence e.g. serious illness, and/or the Director does not have the capacity to nominate a member of the Executive Team for a short absence, the Nominations and Governance Committee will consider the position and make a recommendation to Council who will decide who will be the Acting Director.

B12. SECRETARY TO COUNCIL

- i. The Secretary to Council has responsibility for ensuring that effective and appropriate governance arrangements are in place throughout LSHTM.
- ii. The Secretary to Council is appointed by Council and acts as Clerk to Council. They have a key role to play in the operation and conduct of the Council, including providing Council with authoritative guidance about its responsibilities under the Charter, Ordinances and Regulations and the OfS’ Conditions of Registration and on how these responsibilities should be discharged.
- iii. The appointment of the Secretary to Council is a (non-delegable) matter for Council. The role should be senior enough so that the Secretary to Council can ensure that Council and the Executive Team act in accordance with LSHTM’s governing instruments.
- iv. The Secretary to Council may also have managerial responsibilities within the institution, and Council will ensure that there is an appropriate

¹ Executive Team is the principle body for the management of LSHTM and is made up of the LSHTM Director, Pro-Directors of Research and Education, Deans of Faculty, Unit Directors, Chief Operating Officer, Directors of Finance, HR, and Communications & Engagement.

separation in the lines of accountability. In respect of their role as Secretary to Council, they report directly to Council through the Chair, whilst working closely with the Director and the Executive Team.

- v. The Secretary to Council should work to support both the Chair of Council and the Director with the aim of ensuring that Council meets its responsibilities and in particular has the ability to make good decisions. The Chair, Director and Secretary to Council should work closely together within the legal framework provided by the Charter, Ordinances and Regulations. If this is not possible because of inappropriate conduct by one of the parties involved, it is the responsibility of the Council to take appropriate action.

B13. CONFLICTS OF INTEREST

- i. Members of Council must comply with the Conflicts of Interest Policy as it relates to them. They are required to disclose at the earliest opportunity any conflict or potential conflict they or a connected person may have in respect of any of the charitable purposes or activities of LSHTM.
- ii. Members of Council and its Committees are required to make an annual declaration of interests with respect to their own financial and non-financial interests and those of their close family, spouse or partner. A nil return should be made where appropriate. Any subsequent material changes to the information supplied must be notified to the Secretary to Council as soon as they occur.
- iii. Annual declarations of interests will be compiled into a Register of Interests which will be maintained and held by the Secretary to Council.
- iv. LSHTM discloses on its website all the declared interests of Council members and the Executive Team.
- v. A non-disclosure of interest, if established as material to the business of Council or any of its Committees, may lead to action by Council including removal from office.

C. DELEGATED AUTHORITY

C1. POWERS COUNCIL MAY NOT DELEGATE

The powers of Council are set out in the Charter. Aside from the powers stated below, Council may delegate its powers to an appropriately qualified member of Council, an appropriately qualified member of staff of LSHTM or to a Committee containing one or more persons listed above.

The Council may not delegate its powers:

- a) to alter, amend or add to the Charter;
- b) to make, repeal or alter Ordinances or Regulations to regulate the Council's procedure and the conduct of its business;
- c) to approve the financial statements of LSHTM;
- d) to appoint and dismiss the Chair of Council;
- e) to appoint and dismiss the Director;
- f) to appoint the auditors of LSHTM;
- g) to appoint and dismiss the Secretary to Council; and
- h) to establish and/or disband a Committee of Council.

C2. SCHEDULE OF DELEGATED AUTHORITY

There will be a Schedule of Delegated Authority, approved by Council and reviewed at least every three years, which sets out the loci for decision-making at LSHTM. The latest Schedule of Delegation is available here: <https://www.lshtm.ac.uk/media/43916>.

C3. AUTHORITY DELEGATED TO THE DIRECTOR

Council delegates all of its authority and responsibility to the Director with the exception of:

- i. The authorities retained by Council and its Committees, as set out in Ordinance C1 and the Schedule of Delegated Authority;

- ii. Those authorities concerning academic quality and standards that are delegated to Senate, as set out in Ordinance C5 and the Schedule of Delegated Authority.

The Director in turn may delegate authority to their staff while retaining responsibility for the decisions taken under that authority.

Once a resolution has been agreed by Council or one of its Committees, the operational implementation of that decision is the responsibility of the Director, including the signing and sealing of contracts.

C4. COMMITTEES OF COUNCIL

- i. Council operates with the following committees:
 - Audit & Risk Committee
 - Finance & Development Committee
 - Nominations & Governance Committee
 - Senate
 - Remuneration Committee
 - People, Equality, Diversity & Inclusion Committee.
- ii. It is expected that members of Council will be a member of at least one Committee of Council. They will be appointed to their Committee(s) for a term of three years and shall be eligible for reappointment, subject to their remaining term of office on Council.
- iii. Where a Committee's terms of reference allow, Council may (on the recommendation of the Nominations and Governance Committee) appoint co-opted members who are independent (i.e. not members of staff or students) to the Committee for a term of 3 years. They will be eligible for re-appointment except that co-opted members will not normally serve for more than one or two consecutive terms of three years and, unless there are exceptional circumstances, shall not serve for more than three terms of three years. Co-opted members will be expected to adhere to the standards expected of Council members as set out in these Ordinances.
- iv. Council will (on the recommendation of the Nomination and Governance Committee) appoint an independent member of Council as the Chair for each Committee for terms of 3 years, subject to their remaining term of office on Council. Where the Chair of a Committee cannot attend a meeting of the Committee, they may nominate an independent member of the Committee to chair that meeting. The only exception to this is Senate where the Chair is an LSHTM Officer e.g. LSHTM Director.

- v. The Chair of Council is an *ex-officio* member of all Committees except the Audit and Risk Committee and Senate. They may attend any Committee of Council of which they are not a member with the agreement of the Chair of that Committee.
- vi. The Director is an *ex-officio* member of all Committees of Council except for Audit and Risk Committee and Remuneration Committee. They may attend Audit and Risk Committee with the agreement of the Chair of the Committee and will normally attend Remuneration Committee except for any business relating to their own affairs.

C5. SENATE

C5.1 PURPOSE

The Senate is established by Council as prescribed in the Charter and has responsibility for the enhancement of academic quality and assurance of academic standards. Its composition, powers and functions are set out Ordinance D.

C5.2 ACADEMIC DECISIONS DELEGATED TO SENATE

- i. Under delegated authority from Council, and in accordance with the Charter, the Senate is the body with primary responsibility for maintaining and enhancing the academic quality of LSHTM’s academic provision and the academic standards of awards.
- ii. Senate advises Council and the Executive Team on academic matters of strategic importance to the welfare and long-term sustainability of the institution, the quality of the student and staff experience, the quality of research, and the experience of researchers. In so doing, it conveys the academic experience, knowledge and views of the staff and students to Council on matters impacting on academic development and education and research.
- iii. The following is summary of the delegations set out in Senate’s Terms of Reference. Senate has the power to delegate these to other committees or officers.
 - a) Academic regulations and policies including student discipline
 - b) Plans to improve academic quality and the student experience
 - c) Academic Awards
 - d) Educational Programmes and Collaborative Provision
 - e) Annual & Periodic Review of Programmes & Modules
 - f) Student Surveys
 - g) Academic Calendar

- h) Award of medals, prizes, scholarships and Emeritus Professorships
- i) The terms of reference and composition of Senate Committees and ad hoc working groups

C7. COURT

Council may establish a Court to involve stakeholders in the life of the LSHTM and shall determine from time to time the constitution of the Court and the manner of conducting its affairs.

D. TERMS OF REFERENCE OF COMMITTEES (Available on LSHTM website: <https://www.lshtm.ac.uk/aboutus/organisation/governance/committees>)

E. STANDING ORDERS – MEETINGS OF COUNCIL AND ITS COMMITTEES

E1. MEETINGS OF COUNCIL AND COMMITTEES

E1.1 COUNCIL

Ordinary meetings of the Council shall be held at least four times in every academic year and Council may in addition hold an away day each academic year. The procedures and rules for the convening and conduct of meetings shall be governed by these Standing Orders and the Council shall accordingly, subject to the provisions of the Charter, have the power to make, add to, amend or repeal such Standing Orders.

E1.2 COUNCIL COMMITTEES

A schedule of meetings for each Committee will be determined annually by the Secretary to Council in liaison with the Chairs of each Committee, and published in advance of the relevant session. The procedures and rules for the convening and conduct of Committee meetings shall be governed by these Standing Orders.

E2. QUORUM

E2.1 COUNCIL

A meeting of Council is quorate when at least a third of members (rounded up to the nearest whole number) are present and the majority of those members present are persons who are neither students nor members of staff of LSHTM.

No business of Council shall be transacted at any inquorate meeting except the adjournment of the meeting. Where there is no quorum, Council may proceed but no decisions can be taken.

A member will be considered present at a meeting if they attend in person or if they join the meeting through an authorised tele- or video-conferencing system designated for this purpose.

E2.2 COUNCIL COMMITTEES

The independent members (this includes co-opted members) should normally form the majority of members of the Committee except Senate (where there are no independent members).

The quorum for Council Committees (unless otherwise prescribed by their Terms of Reference) is a minimum of two independent members of Council present (which includes the Chair of the Committee), with the exception of Senate where the quorum is 10 staff and student members present.

Where there is no quorum, the meeting may proceed but no decisions can be taken.

A member will be considered present at a meeting if they attend in person or if they join the meeting through an authorised tele- or video-conferencing system designated for this purpose.

E3. ADDITIONAL MEETINGS

E3.1 COUNCIL

An additional meeting of Council may be convened at any time by the Chair of Council or on receipt of a written or email request from at least a third of the current Council membership. The members requesting the meeting must set out in a statement the matters they wish to be discussed at the additional meeting.

E3.2 COUNCIL COMMITTEES

An additional meeting of a Committee may be convened at any time by its Chair or the Chair of Council.

Members of Senate may request an additional meeting if there is a written request by at least a third of the membership of Senate setting out a clear statement of the matters they wish to be discussed. The meeting will be held within 10 to 21 days of receipt of the written request.

E4. CANCELLING OR RE-ARRANGING SCHEDULED MEETINGS

The Chair of Council has the power to cancel a scheduled meeting of Council if in their view there is insufficient business to be transacted, and should normally do so with one week's notice. The Chair also has the power to re-arrange a scheduled meeting of Council if in their view this is necessary.

Chairs of Council Committees have the same powers under this section for their Committees.

E5. SECRETARIAT

The Secretary to Council is appointed by Council and is Clerk to Council. They are responsible for the governance arrangements for all Committees of Council, including the appointment of secretaries to the Committees. For the avoidance of doubt, this includes the Senate.

E6. AGENDAS and MINUTES

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- i. The Secretary to Council is responsible for drawing up the agenda for Council and Council Committee meetings with the approval of the relevant Chair, and ensuring adequate supporting information. Any Council or Committee member wishing to request that an item is placed on the agenda should communicate with the Secretary to Council.
- ii. The agenda and papers for a meeting and the minutes of the previous meeting should normally be despatched to each member at least seven days in advance of that meeting. The minutes of the previous meeting will normally be confirmed at the next meeting of the Council or Council Committee and any agreed alterations will be recorded in the minutes of that meeting.
- iii. Decisions and the reasons leading to those decisions are recorded in the minutes.
- iv. The Secretary to Council is responsible for retaining all confirmed minutes, agendas and papers in an archive.

E7. CONDUCT OF MEETINGS OF COUNCIL & COUNCIL COMMITTEES

- i. The Chair of Council or a Committee has discretion to determine the conduct of discussion and debate at meetings and how business is to be brought to conclusion.
- ii. Every matter for decision shall be determined after due deliberation by those present, the Chair taking the sense of the meeting. Any member may request that the matter be put to a vote. Only the Chair can approve that a proposal or motion proposed during the course of the meeting shall be put to the meeting for resolution.
- iii. All those present and eligible may vote and the result shall be determined by simple majority.
- iv. If the vote shall be equally divided for and against, the Chair shall have a second and casting vote.
- v. Members must support collective decisions once made. They may, if they choose, indicate their reason for their disagreeing with the decision which should be noted in the minutes.

E8. WRITTEN RESOLUTIONS

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With the exception of a special resolution (as defined in the Charter), resolutions may be taken outside an ordinary meeting of Council or a Committee provided all members are invited to participate and vote. The resolution should be presented in electronic written form for consideration and shall only be considered resolved if a majority of those entitled to vote are in favour.

E9. CHAIR’S ACTION

- i. From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of Council and Chairs of Committees are empowered to take Chair’s action on business arising between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Council or the Committee shall resolve to delegate it to the Chair for action.
- ii. Chair’s action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair’s action is appropriate, the relevant Chair will consider calling an emergency meeting of Council or the Committee and, where the timescale prevents this, will consider other means of consulting with members wherever possible.
- iii. Any Chair’s action taken will be reported to the next ordinary meeting of Council or the Committee.

E10. CONFIDENTIAL AND RESERVED BUSINESS

- i. LSHTM seeks to operate as transparently as possible but recognises that on some occasions it is necessary to treat some Council or Committee debates as confidential. This is normally because the matters under debate relate to commercially sensitive or other information for which an exemption would apply under Freedom of Information (‘FOI’) legislation, or to individuals and disclosure of personal information which should be kept confidential in accordance with data protection legislation.
- ii. Confidential agenda items and associated papers will be designated accordingly on the coversheet together with the relevant FOI exemption, if applicable. The corresponding minute may be designated confidential. Papers may be declared confidential by Council or the Committee during the meeting. The minutes will also from time to time include a “confidential” section for the same reason.
- iii. The Chair will determine whether any attendees who are not members should remain in attendance for such items.

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- iv. Reserved business items and associated papers means items which may or may not be confidential but should only be viewed by particular recipients.
- v. The Chair will determine whether any members of the Council or Committee and/or LSHTM staff or students should retire for the consideration of reserved business. For example, the student member may be asked to leave during discussions about individual members of staff. Reserved business will be designated accordingly on the agenda and the relevant coversheet.
- vi. Care should be taken to ensure that any papers relating to reserved business are sent only to those entitled to receive them.

E11. OBSERVERS

- i. The Chair of Council will determine who attends Council meetings other than Council members and the Secretary to Council.
- ii. Any member of the Council may, with approval of the relevant Committee Chair, attend a Council Committee meeting as an observer, unless they have a conflict of interest.
- iii. The relevant Chair of a Council Committee will determine who attends the meetings of the Committee other than its members and the Committee secretary.
- iv. Where regular attendance by members of LSHTM staff at Committee meetings is expected owing to the nature of the business, this will be indicated in the relevant terms of reference under an 'in attendance' section.
- v. Observers may be invited to attend meetings of Council and its Committees at the discretion of the relevant Chair. Observers should not participate in the meeting.

E12. PUBLICATION OF PAPERS

- i. LSHTM's approach to the disclosure of information is set out in the [Publication](#) Scheme and its responsibilities under FOI legislation.
- ii. Open minutes of Council and Council Committees will be published on the LSHTM's website once confirmed by Council and/or the relevant Committee.

E13. EFFECTIVENESS REVIEWS

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- i. Council and all its Committees should carry out a brief review annually of their operations and terms of reference.
- ii. At approximately three yearly intervals, Council will carry out a more rigorous review of its effectiveness in line with best practice and current sector guidance. This normally involves commissioning external consultancy.

E14. DECLARATION OF INTERESTS

- i. At the start of every meeting attendees will normally be asked to disclose if they have any conflict of interest. If there is any item where a matter is being discussed in which they, their employer (in the case of a Council member) or a member of their family has an interest, the attendee must immediately declare this interest. The Chair of the meeting may decide, at their absolute discretion, that the attendee has to leave the meeting for that particular item of business and is not allowed to vote on or participate in the decision making leading to any resolution pertaining thereto.
- ii. Declarations made in this way will be recorded in the minutes.

F. ROLE PROFILES

F1. CHAIR OF COUNCIL

The Chair of Council appraises the performance of the Director and the Secretary to Council and makes recommendations on their terms and conditions and remuneration to the Remuneration Committee.

The Chair of Council appraises all Council members annually and is appraised by Council. The Deputy Chair of Council provides feedback to the Chair of Council from Council.

The Chair of Council represents LSHTM as a member of the Committee of University Chairs and at relevant external meetings and events.

F1.1 MAIN RESPONSIBILITIES OF CHAIR OF COUNCIL

The main responsibilities of the Chair of Council are:

- i. To lead Council members so as to meet the collective primary responsibilities of Council and fulfil their role as charity trustees;
- ii. To lead Council so that it fulfils its obligation to ensure that LSHTM is run in accordance with the decisions of Council, the Charter, Ordinances and Regulations and relevant legislation;
- iii. To ensure that Council conducts itself in accordance with accepted standards of behaviour in public life drawn up by the Committee on Standards in Public Life – i.e. *Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership*;
- iv. To encourage all Council members to work together effectively as a team, contributing their skills and expertise as appropriate and ensuring that there is satisfactory challenge;
- v. To foster relationships founded on mutual respect and open communication between Council members and the Executive Team, and ensuring that Council members do not become involved in the day-to-day executive management of LSHTM;
- vi. To ensure the performance of the Council as a whole is reviewed regularly and the learning points implemented;
- vii. To ensure that there is an orderly succession of members of Council and that the recruitment process focuses on the skills and expertise that are required and with a view to ensuring that LSHTM's commitment to

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equality and diversity is fulfilled in respect of the membership of Council;

- viii. To approve the Council agenda. This should be focused on Council's primary responsibilities. They liaise with the Secretary to Council and the Director on the drafting of supporting papers to ensure a timely flow of high quality information;
- ix. To ensure that the business is covered efficiently and effectively in Council meetings. They liaise with the Secretary to Council on the planning and chairing of these meetings;
- x. To approve the unconfirmed Council minutes prior to their presentation to Council for approval and ensure that Council decisions are acted on;
- xi. To exercise powers delegated to the Chair of Council by Council;
- xii. To act as an ambassador for LSHTM, working closely with the Director and supporting them in this capacity including their role in fundraising;
- xiii. To represent LSHTM at functions, meetings and in the press and broadcasting media; and
- xiv. To undertake such ceremonial duties as may be required.

F2. DEPUTY CHAIR OF COUNCIL

The Deputy Chair of Council is responsible for:

- i) Assisting the Chair of Council in performing their responsibilities as outlined in section F1.1;
- ii) Performing the responsibilities of the Chair of Council in their absence and/or when they have a conflict of interest;
- iii) Appraising the Chair of Council; and
- iv) Being available to Council and Committee members, individually or collectively, should they have concerns which contact through the normal channels of the Chair of Council and/or Secretary to Council has failed to resolve, or where such contact is inappropriate.

F3. CHAIRS OF COUNCIL COMMITTEES

The Chairs of Council Committees are responsible for:

- i) Providing leadership and direction to the Committee;
- ii) Facilitating the Committee’s business in line with the Committee’s terms of reference;
- iii) Ensuring that the Committee conducts itself in accordance with accepted standards of behaviour in public life drawn up by the Committee on Standards in Public Life – i.e. *Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership*;
- iv) Encouraging all Committee members to work together effectively as a team, contributing their skills and expertise as appropriate and ensuring that there is satisfactory challenge;
- v) Fostering relationships founded on mutual respect and open communication between Committee members and the Executive Team;
- vi) Ensuring that Committee members do not become involved in the day-to-day executive management of LSHTM;
- vii) Ensuring the performance of the Committee is reviewed regularly and the learning points implemented;
- viii) Ensuring that there is an orderly succession of Committee members and that the recruitment process focuses on the skills and expertise that are required;
- ix) Approving the Committee agenda;
- x) Ensuring that the business is covered efficiently and effectively in Committee meetings;
- xi) Approving the unconfirmed Committee minutes prior to their presentation to the Committee for approval; and

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- xii) Providing regular reports to Council on Committee matters.

F4. THE DIRECTOR

F4.1 MAIN RESPONSIBILITIES OF THE DIRECTOR

The Director acts within the limits of delegated authority prescribed by the Charter, Ordinances and Regulations and is responsible, subject at all times to the oversight of Council and Senate for:

- i. The management and culture of LSHTM and the leadership of its staff;
- ii. Reporting to the Council and ensuring it receives proper and appropriately-timed information from the Executive Team to fulfil its responsibilities;
- iii. Acting as the key ambassador for LSHTM including leading its fundraising initiatives;
- iv. Making proposals to Council about the educational character, mission, strategy and long-term business plans of LSHTM including the performance indicators by which success will be judged;
- v. Leading the research strategy and performance of LSHTM;
- vi. Ensuring and enhancing the academic quality of programmes and the provision of quality services for students;
- vii. Managing the resources of LSHTM including people, finance, information and property and facilities;
- viii. Risk management; and
- ix. Undertaking such ceremonial duties as may be required.

F5. SECRETARY TO COUNCIL

The Secretary to Council has responsibility for ensuring effective and appropriate governance arrangements are in place throughout LSHTM.

The Secretary to Council is appointed by Council and acts as Clerk to Council. They have a key role to play in the operation and conduct of the Council, including providing

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Council with authoritative guidance about its responsibilities under the Charter, Ordinances and Regulations and the OfS’ Conditions of Registration, and on how these responsibilities should be discharged.

The Secretary to Council may have other managerial responsibilities in respect of which they report to the Director, but in respect of their governance role they are appointed by Council and report directly to Council through the Chair of Council. The Chair of Council appraises the performance of the Secretary to Council in respect of their governance role and makes recommendations together with the Director to the Remuneration Committee concerning the Secretary to Council’s terms and conditions and remuneration package.

The Secretary to Council should work to support both the Chair of Council and the Director with the aim of ensuring that Council meets its responsibilities and in particular has the ability to make good decisions. The Chair of Council, the Director and the Secretary to Council shall work closely together within the legal framework provided by the Charter, Ordinances and Regulations. If this is not possible because of inappropriate conduct by one of the parties involved, it is the responsibility of the Council to take appropriate action.

F6.1 MAIN RESPONSIBILITIES OF THE SECRETARY TO COUNCIL

The Secretary to Council is responsible for:

- i. Acting as Secretary to Council and appointing secretaries to all Council Committees including Senate;
- ii. Maintaining the library archive of agendas, papers and minutes of the meetings of Council and its Committees;
- iii. Supporting all Council members so they can fulfil their responsibilities;
- iv. Working with the Chair of Council, the Director and the Executive Team to ensure that Council meetings and its business generally are conducted satisfactorily;
- v. Consulting and keeping the Chair and the Director informed on all key matters relating to Council business;
- vi. Working with the Committee Chairs to ensure that their meetings and business are conducted satisfactorily;
- vii. Seeking to make governance requirements clear and transparent;
- viii. Undertaking an ongoing review of the Charter and Ordinances to ensure that

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they are fit for purpose;

- ix. Providing Council with authoritative guidance about its responsibilities under the Charter, Ordinances and Regulations and the OfS' Conditions of Registration, and on how these responsibilities should be discharged;
- x. Alerting Council if they believe that any proposed action would exceed Council's powers or be contrary to legislation or to the OfS' Conditions of Registration;
- xi. Obtaining such legal and other advice required within their area of responsibility;
- xii. Advising and alerting the Chair of Council, and where appropriate Council members, with respect to any matters where conflict, potential or real, may occur between the Council and the Director;
- xiii. Ensuring that Council and its Committees adopt best practice taking account of Higher Education sector and other guidance;
- xiv. Managing the communication of Council business to staff, students and stakeholders; and
- xv. Setting good practice standards for the operation of Council and its Committees and reviewing their effectiveness.

G. OTHER

G1. ACADEMIC ORGANISATIONAL STRUCTURE

LSHTM shall consist of such Faculties, Units or other equivalent academic groupings as are established by the Council on the recommendation of Senate. The academic structure of each Faculty or Unit may consist of academic departments, facilities, divisions, centres and other such groups as are contained therein.

Council retains the authority to create, close, and approve the names of all Faculties, Units and other equivalent groupings. The Director has delegated authority to make all other decisions on the academic organisational structure of LSHTM.

G2. LSHTM COMMUNITY

The following shall be considered as part of the LSHTM Community:

- i. Current employed staff, students, Council members and independent members of Council and Council Committees
- ii. Emeriti Professors, Honorary appointments and Honorary Fellows

G3. EMPLOYMENT ORDINANCE

- i. LSHTM shall have in place appropriate policies governing its employees relating to performance, sickness absence and ill health, grievance, disciplinary and dismissals, appeals and the management of organisational change (together the “Policies”).
- ii. When applying its Policies LSHTM shall have regard to the following guiding principles:
 - a. the need to take reasonably practicable steps to secure that academic staff at LSHTM 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 at risk of being adversely affected by losing their jobs or privileges at LSHTM or the likelihood of securing promotion or a different job at LSHTM being reduced;
 - b. enabling LSHTM to provide education, promote learning and engage in research efficiently and economically;
 - c. the fair and equal treatment of every person and not discriminating on unjustified, irrelevant or unlawful grounds; and
 - d. applying the principles of justice and fairness.
- iii. Any changes to the Policies (save where changes arise as a result of changes to legislation) will be subject to, and will come into effect following, consultation or negotiation with the recognised trade unions, as appropriate in line with the Recognition Agreement.

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- iv. Nothing in the Policies or this Ordinance is intended to affect any preserved legal rights of any academic staff under s204(3) to (6) of the Education Reform Act 1988.
- v. Council shall be responsible for overseeing the operation of this Ordinances.