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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- i. Ordinances may be made, repealed or altered by Council, as provided for under Clause 8 of the Charter.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 and Statutes. If any doubt arises over the interpretation of an Ordinance the matter shall be referred to the Chairman of the Council or the Deputy Chairman or another person designated by the Chairman of the Council. The decision of the Chairman of the Council, who must seek advice from the Director and the Secretary and Registrar, shall be final.
- iii. No ordinance or regulation shall be inconsistent with the Charter and the Statutes and Ordinances of University of London for so long as the London School remains a university within the University of London.

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

## **B. COUNCIL**

### **B.1 STATEMENT OF PRIMARY RESPONSIBILITIES**

The Council is established by the Charter and is the supreme governing body of the School. It has all the powers of an individual person and is responsible for ensuring that its objects are fulfilled.

The objects of the London School of Hygiene and Tropical Medicine (the School), set out in the Charter, are promoting original research, consultancy and the study of and education in public health and tropical medicine and such other academic subjects as the London School 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 approve the mission and strategic vision of the School, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders;
- ii. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the School against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions;
- iii. To appoint the Director of the School as chief executive, and to put in place suitable arrangements for monitoring their performance;
- iv. To delegate authority to the Director for the academic, corporate, financial, estate and human resource management of the School. To establish and keep under regular review the policies, procedures and limits of such delegated management functions;
- v. 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;
- vi. To have the ultimate financial and business responsibility for the School, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the School's assets, property and estates. This ultimate financial and business responsibility recognises that the Director has delegated powers from Council under iv. above;

- vii. To be assured that the students' experience (including welfare) is maintained at a high level;
- viii. To safeguard the reputation and values of the School;
- ix. To be the School's ultimate legal authority and as such, to ensure that systems are in place for meeting all the School's legal obligations and that the School's constitution is always followed;
- x. 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 *Conditions of Registration* and the Committee of University Chairs' *Higher Education Code of Governance*);
- xi. To adhere to 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*;
- xii. To provide formal annual assurances to the Office for Students on the reliability of degree standards and the continuous improvement of the student academic experience and of student outcomes;
- xiii. To act as trustee for any property, legacy, endowment, bequest or gift in support of the School;
- xiv. To appoint a Secretary & Registrar to act as clerk to the Council ensuring that they are solely accountable to the Chairman of the Council for this governance role and that they have access to all information they require to ensure good governance operates; and
- xv. To establish the following Committees required by the Office for Students, the HE Code of Governance or the Charter & Statutes: an Audit Committee, a Nominations Committee, a Remuneration Committee and Court.

## **B2. COUNCIL MEMBERS**

### **B2.1 TRUSTEE RESPONSIBILITIES**

- i. Council members are charity trustees and therefore have the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of the School, 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 the School's resources;
  - c) Act in the best interests of the School and with integrity;
  - d) Ensure that the Council acts in accordance with the Charter and Statutes of the School, the School's Ordinances and Regulations including Council's Statement of Primary Responsibilities and with the requirements of Charity Law;
  - e) Comply with the requirements of other legislation and other regulators which govern the School's activities;
  - f) Ensure the Council exercises efficient and effective use of the resources of the School to further its charitable purposes, maintains its long term financial viability and safeguards its assets and that proper mechanisms exist to ensure financial control; and
  - g) Review the effectiveness of the School in carrying out its charitable objects.
- ii. Staff and Student members have the same responsibilities as the independent members of Council. They also have an equal status with independent members unless the Charter, Statutes or Ordinances state otherwise e.g., only independent members can be on the Audit & Risk Committee.
  - iii. The School is a body corporate, established by Royal Charter. As a body corporate, the Council members are not generally liable to third parties for the School's obligations (e.g., debts, contractual obligations). Council members are also generally not liable for their decisions as charity trustees where they have acted honestly and reasonably in discharging their duties. Personal liability for a trustee's decisions and actions 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 the School, 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 should consult with the School Secretary & Registrar for further details of the insurance cover.

- iv. Collective decisions are one of the most important parts of the trustee role. When decisions are made they must be within the powers of the School and Council. Council members must act in good faith and only in the interests of the School, 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. Council members may wish to record how significant decisions were made in case they need to review them or explain them in the future.

## B2.2 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 seven primary elements of Higher Education Governance as set out in Committee of University Chairs' *Higher Education Code of Governance*.
- iii. Members of the governing body must be fit and proper persons as set out in the Office for Students public interest governance principles that apply to all registered providers.
- iv. Members should satisfy themselves that they understand their duties as Charity Trustee. These are explained in guidance issued by the Charity Commission and further information can be provided by the Secretary & Registrar on request.
- 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 must support collective decisions once made. They may indicate where they disagree with a decision and this will be noted in the minutes. In the case of student members while they must abide with a Council decision, it is recognized that the Student Representative Council may continue to campaign for a change in that decision.
- vii. Members should not act as representatives of any particular part of the School or any external stakeholder but in the interests of the School 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 the School.
- ix. Members must maintain confidentiality when agenda items or minutes require it.
- x. Members must be able to allocate sufficient time to undertake their duties effectively.
- xi. Members must attend and participate in such information-sharing events, training, procedures and appraisals as are deemed necessary by Council and/or the Chairman of Council.
- xii. Members must attend Council and committee meetings of which they are members. Members will normally 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.

### **B.3 COMPOSITION OF COUNCIL & TERMS OF OFFICE OF MEMBERS**

- i. The composition of the Council is set out in Clause 8 of the Charter. The Council comprises a maximum of 16 persons of whom the Director of the School and the Chair of the Student Representative Council are *ex officio* members and the independent members who are neither members of staff or 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 the School Staff.
- iii. Other than the *ex-officio* members, members are appointed or elected for an initial period of 3 years and are eligible for re-appointment or re-election to further terms except that members will not normally serve for more than three consecutive terms of three years.

### **B.4 APPOINTMENT OF INDEPENDENT MEMBERS OF COUNCIL**



- i. The Nominations Committee manages the process for selecting independent members for Council. Council must approve the appointment of all independent members.
- ii. The Nominations 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. The School seeks to have the right 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 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 Committee will have a formal 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 members, conducting due diligence and steps to ensure that the constituency 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 the School'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 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.

## **B.5 APPOINTMENT OF STAFF MEMBERS OF COUNCIL**

- i. Council has resolved that there should be three academic members of staff nominated by and elected by the whole academic community of the School and one professional services member of staff nominated by and elected by the whole professional services team.

- ii. One of the academic staff member roles has been designated to a member of staff from one of the MRC Units.
- iii. The staff members will be appointed following elections organised by the Secretary & Registrar. The successful candidates will be proposed to Council by the Secretary & Registrar to become members of Council.
- 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.

## **B.6 REMOVAL AND RESIGNATION OF COUNCIL MEMBERS**

- i. A Council Member may at any time resign by notice in writing to the Secretary & Registrar.
- ii. A staff member of Council will cease to be a member of Council when their employment with the School 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 Chairman.
- 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 & Registrar. If such a proposal is received by the Secretary & Registrar 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 & Registrar shall call a special meeting of the Council to specifically consider the resolution to remove the Council Member or 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.

#### **B6. VACANCIES**

- i. A vacancy among the Elected, Appointed or Co-opted Members of the Council shall be filled as soon as possible by the body which appointed, elected or co-opted the member whose place has become vacant. Where a vacancy arises after an Elected, Appointed or Co-opted member fails to complete their full period of office, the new member shall be elected, appointed or co-opted for a full new period of office.

#### **B7. CHAIRMAN OF COUNCIL**

- i. The Chairman 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 significant risks that the School is willing to embrace in implementing its strategy and ensures that Council members can operate effective oversight of the School.
- ii. The relationship between the Director and the Chairman of Council is vitally important. The Chairman of Council should provide leadership and support (including mentoring when helpful) to the Director. Both should ensure that the relationship is constructive but challenging, recognizing the proper separation of governance and management and the checks and balances imposed by the different roles each has within the School's Charter and Statutes.

#### **B8. APPOINTMENT OF CHAIRMAN & DEPUTY CHAIRMAN**

- i. Council will appoint a Chairman of Council on the recommendation of the

Nominations Committee for a term of up to 3 years who shall be eligible for re-appointment except that the Chairman will not serve as a member of Council for more than three consecutive terms of three years. The Chairman's term of office shall not extend beyond their membership of Council. The Charter requires that the Chairman is "neither a student nor a member of staff of the School".

- ii. Council will appoint a Deputy Chairman of Council on the recommendation of the Nominations Committee for a term of up to 3 years who shall be eligible for re-appointment except that the Deputy Chairman will not serve as a member of Council for more than three consecutive terms of three years. The Deputy Chairman's term of office shall not extend beyond their membership of Council. The Deputy Chairman will be neither a student nor a member of staff of the School.

#### **B9. WHERE THERE IS NO CHAIRMAN OF COUNCIL IN POST**

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

#### **B10. THE DIRECTOR**

- i. The Director is the Chief Executive of the School and reports to the Chairman. The Director is responsible for the academic, corporate, financial, estate and human resource management of the School. They are also the Chief Academic Officer of the School with responsibility for academic performance.
- ii. The Director is nominated by Council to be the Accountable Officer (or equivalent) under the Office for Students' (OfS) regulatory framework. In this role, the Director is personally responsible to the governing body 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 the provider in relation to the provider's accountability for funding and the quality of its data.
- iii. The relationship between the Director and the Chairman is vitally

important. Both should ensure that the relationship is constructive but challenging, recognizing the proper separation of governance and management and the checks and balances established by the different roles each has, as set out in the School's Charter, Statutes, Ordinances & Regulations. The Chairman 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.

**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 Deputy Director & Provost will be Acting Director.
- ii. Where there is no Director in post or more lengthy absence e.g., serious illness, the Nominations Committee will consider the position and make a recommendation to Council who will decide who will be the Acting Director.

**B12. SECRETARY & REGISTRAR**

- i. The Secretary & Registrar has responsibility for ensuring effective and appropriate governance arrangements are in place throughout the School.
- ii. The Secretary & Registrar 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, Statutes, Ordinances, Regulations and the Office for Students Conditions of Registration and on how these responsibilities should be discharged.
- iii. In respect of their role as Clerk to Council, they report directly to Council through the Chairman.
- iv. The Secretary & Registrar should work to support both the Chairman 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. It is good practice for the Chairman, Director and School Secretary to work closely together within the legal framework provided by the Charter, Statutes, 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. HONORARY TREASURER**

- i. Council will appoint an independent member of the Council to serve as the Honorary Treasurer and, in that capacity, as the Chair of the Finance & Development Committee, on the recommendation of Nominations Committee. The Honorary Treasurer will be appointed for a term of up to 3 years and shall be eligible for re-appointment. The Honorary Treasurer's term of office shall not extend beyond their membership of Council.

**B14. DECLARATION OF INTERESTS**

- i. Members of Council must comply with the Conflicts of Interest Policy as it relates to governors. 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 the School. They must also disclose the information required by the Secretary & Registrar for the School's Register of Interests.
- 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 shall be made where appropriate. Any subsequent material changes to the information supplied must be notified to the Secretary & Registrar 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 & Registrar.
- iv. The School declares on its Charity Web Gateway any trustee positions held by Council members. The School also discloses on its website all the declared interests of Council members and the Senior Leadership Team.
- v. A non-disclosure of interest, if established as material to the business of Council or 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 Clause 11 of the Charter. Aside from the powers stated below, Council may delegate its powers, whether to an individual or to a committee.

- (a) to make, appeal or alter Statutes, ordinances and regulations for the regulation and management of the London School, to appoint a Chairman, to make byelaws for the regulations of the Council's procedure and the conduct of its business;
- (b) to alter, amend or add to this Charter;
- (c) to approve the annual accounts of the London School;
- (d) to appoint the auditors of the London School under clause 14 hereof.

The Council may not delegate its powers:

- a) to alter, amend or add to this Charter;
- b) to make, repeal or alter Statutes;
- c) to make, repeal or alter ordinances or regulations to regulate the Council's procedure and the conduct of its business;
- d) to approve the financial statements of the London School;
- e) to appoint a Chairman;
- f) to appoint the Director;
- g) to approve the procedure for the appointment and dismissal of the Director;
- h) to appoint the auditors of the London School.

### **C.2 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 the London School. A draft is appended (Appendix A).

### **C.3 AUTHORITY DELEGATED TO THE DIRECTOR**

#### **C.3.1 OVERARCHING RULE**

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 the Schedule of Delegated Authority
- ii. Those authorities concerning academic quality and standards that Senate retains for itself or delegates to other parties

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 its Committees, the operational implementation of that decision is the responsibility of the Director including the signing and sealing of contracts.

#### **C.4 AUTHORITY DELEGATED BY COUNCIL TO THE CHAIRMAN OF COUNCIL**

The following are delegated to the Chairman of Council:

- a) Approval of the Director's expenses
- b) Appraisal of the Director, Acting Director (if appropriate) and School Secretary & Registrar
- c) Approval of the process for the appointment of the other Senior Office Holder posts set out in the Schedule of Delegation
- d) Appointment of any Council members to selection panels as required by the approved process set out in the Schedule of Delegation
- e) Approving donations from one source between £0.5M and £1M provided the Chairman does not have a conflict of interest, the Director has recommended acceptance and the acceptance is in accordance with the School's Gift policy.
- f) Approval of new Policies requiring Council approval or changes to such Policies where their approval is urgent
- g) Approval of any returns urgently required by any Funding Body where Council must approve them, provided Council members have been consulted on the return.
- h) Any matters delegated to the Chairman by Council at a Council meeting.

The Chairman of Council may not delegate these powers of decision.

#### **C5. COMMITTEES OF COUNCIL**



- i. It is expected that members of Council will normally be a member of at least one Committee of Council. They will be appointed to their committee(s) for a term of up to three years and shall be eligible for reappointment, subject to their remaining term of office on Council.
- ii. Where a committee's terms of reference allow, Council may appoint co-opted members who are independent (i.e., not members of staff or students) to the committee for a term of up to 3 years. They will be eligible for re-appointment except that co-opted members will not normally serve for more than three consecutive 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.
- iii. Council will appoint Chairs for each Committee for terms of up to 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 sub-Committee to chair that meeting.
- iv. The Chairman of Council is an *ex-officio* member of all Committees except Audit & Risk and Senate. They may attend any Committee of Council of which they are not a member with the agreement of the Chair of that Council committee.
- v. The Director is an *ex-officio* member of all committees of Council except for Audit & 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.

## **C6. SENATE**

### **C6.1 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 Dx.

### **C6.2 ACADEMIC DECISIONS DELEGATED TO SENATE**

- i. Under delegated authority from Council, and in accordance with the School Charter, the Senate is the body with primary responsibility for maintaining and enhancing the academic quality of the School's academic provision and the academic standards for awards.

- ii. Senate advises Council and the Executive 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 quality.
  
- 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**

The Court is established by the Charter and involves stakeholders in the life of the London School. Council shall determine from time to time the constitution of the Court and the manner of conducting its affairs.

## **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. The procedures and rules for the convening and conduct of meetings shall be governed by the 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 & Registrar 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 meetings shall be governed by the Standing Orders.

### **E2. QUORUM**

#### **E2.1 COUNCIL**

The Council shall be deemed to be quorate when 7 members are present (including a majority of persons who are neither students nor members of staff of the London School); and no business of Council shall be transacted at any inquorate meeting except the adjournment of the meeting.

A meeting of Council is quorate when: at least 1/3rd of members (rounded up to the nearest whole number) are present; and the majority of those members present at any meeting are persons who are neither students nor members of staff of the London School.

No business of Council shall be transacted at any inquorate meeting except the adjournment of the meeting. At a reconvened meeting following an adjournment for lack of quorum then the business for which the original meeting was called may be completed in the absence of a quorum.

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 quorum for Council Committees is a minimum of two independent members of Council present with the exception of:

Senate – the quorum is 10 staff and student members  
Capital Project Steering Group – the quorum is 3 members

The independent members should be in the majority of attendees except in the following cases – Senate (where there are no independent members), and the Capital Project Steering Group (where there are an equivalent number of staff and independent members).

Where there is no quorum the meeting may proceed but no decisions can be taken. However, decisions can be taken by the Committee outside of a meeting. So, an inquorate meeting may propose a decision which can then be approved outside of the meeting.

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 Chairman 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 Chairman of Council. Members of Senate may request a meeting provided they comply with the terms set out in Senate's Terms of Reference.

#### **E3.3 MEETINGS OF INDEPENDENT MEMBERS**

The independent members of Council may meet, from time to time, outside the formal Council meetings. These meetings will be convened by the Chairman and the Secretary & Registrar. The meetings cannot take decisions on behalf of Council. The Chairman will provide Council with a summary of the topics discussed at these meetings.

### **E4. CANCELLING OR RE-ARRANGING SCHEDULED MEETINGS**

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

#### **E6. AGENDAS and MINUTES**

- i. The Secretary & Registrar 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 & Registrar.
- ii. The agenda for a meeting and the minutes of the previous meeting shall 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 & Registrar is responsible for retaining all confirmed minutes, agendas and papers in an archive.

#### **E7. CONDUCT OF MEETINGS OF COUNCIL & COUNCIL COMMITTEES**

- i. The Chair 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 that the reason for their disagreeing with the decision should be noted in the minutes.
- vi. With the exception of a special resolution (as defined in the Charter), resolutions may be taken outside an ordinary meeting, provided all members are invited to participate and vote and the minimum quorum numbers do vote. The resolution should be presented in written form for consideration.

In this section, the word “Chair” also includes the Chairman of Council in respect of Council meetings.

#### **E8. CHAIR’S ACTION**

The Chairs of Council Committees, including Senate, have the authority to act on behalf of their Committee if they have been delegated to do so by their Committee. The exercise of this power will be reported to the following meeting of the Committee. The Chairman of Council’s powers of action are covered in Ordinance C5.

#### **E9. CONFIDENTIAL AND RESERVED BUSINESS**

- i. The School seeks to operate as transparently as possible but recognises that on some occasions it is necessary to treat Council debates as closed. 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 legislation (confidential business) or to individuals and disclosure of personal information.
- ii. Confidential agenda items and associated papers will be designated accordingly on the coversheet together with the relevant FOI exemption. The corresponding minute may be designated confidential. Papers may be “closed” by Council during the Council meeting. The minutes will also from time to time include a “Closed” section for the same reason.
- iii. The Chair will determine whether any attendees who are not members of the Committee should remain in attendance for such items.

- iv. Reserved business items and associated papers will be designated accordingly on an agenda and the relevant coversheet.
- v. Care should be taken to ensure that any papers relating to reserved business are sent only to those entitled to receive them.
- vi. The Chair will determine whether any members of the Council or Committee should retire for the consideration of reserved business. For example, student members may be asked to leave during discussions about individual members of staff. Any attendees not members of the Committee or the committee secretary will normally be asked to leave while these matters are considered.
- vii. Members must respect the confidentiality of “Closed” papers.

#### **E10. ATTENDANCE TO OBSERVE**

- i. The Chairman of Council will determine who attends Council meetings other than Council Members and the Secretary & Registrar.
- 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 School staff at committee meetings is expected owing to the nature of the business, this may be indicated in the relevant terms of reference.
- v. Observers may be invited to attend meetings of Council and its committees at the discretion of the Chair. Observers do not normally participate in the meeting.

#### **E11. PUBLICATION OF PAPERS**

- i. The School’s approach to the disclosure of information is set out in the Publication Scheme and its responsibilities under freedom of information legislation.
- ii. Open Minutes of Council and its committees will be published on the School’s website once confirmed by Council or the relevant committee.

**E12. EFFECTIVENESS REVIEWS**

- 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 and its Committees will carry out a more rigorous review of their effectiveness in line with best practice and current sector guidance. This normally involves commissioning external consultancy.

**E13. DECLARATION OF INTERESTS**

- i. At the start of every meeting attendees will normally be asked to disclose if there is 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 room for that particular item of business and may not be allowed 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. CHAIRMAN OF COUNCIL**

The Chairman 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 significant risks that the School is willing to embrace in implementing its strategy and ensures that Council members can operate effective oversight of the School.

The relationship between the Director and the Chairman of Council is vitally important. The Chairman of Council should provide leadership and support (including mentoring when helpful) to the Director. Both should ensure that the relationship is constructive but challenging, recognizing the proper separation of governance and management and the checks and balances imposed by the different roles each has within the School's Charter and Statutes.

The Chairman appraises the performance of the Director and the Secretary & Registrar and makes recommendations on their terms and conditions and remuneration to the Remuneration Committee.

The Chairman, Director and Secretary & Registrar work together to ensure that Council and its Committees operate efficiently and effectively.

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

The Chairman of Council represents the School as a member of the Committee of University Chairs and at relevant meetings of Universities UK.

#### **F1.1 MAIN RESPONSIBILITIES OF CHAIRMAN OF COUNCIL**

- 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 the School is run in accordance with the decisions of Council, the School's Charter, Statutes & Ordinances 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 ensure that there is satisfactory challenge to major proposals;
- v. To foster relationships founded on mutual respect and open communication between independent Council members and the Executive. Ensure that independent Council members do not become involved in the day to day executive management of the School;
- 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 the School's commitment to 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 & Registrar 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. Liaise with the Secretary & Registrar 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 Chairman of Council by Council;
- xii. To act as an ambassador for the School – working closely with the Director and supporting them in this capacity including their role in fundraising;
- xiii. To represent the School Council at functions, meetings and in the press and broadcasting media, in line with the School's agreed media strategy; and

- xiv. To undertake such ceremonial duties as may be required.

## **F2. THE DIRECTOR**

The Director is the Chief Executive of the School and reports to the Chairman. They are the Accountable Officer (or equivalent) with responsibility for advising Council (and the Office for Students if necessary) if the School fails to comply with the Office for Students Conditions of Registration. They are also the Chief Academic Officer of the School with responsibility for academic performance.

The relationship between the Director and the Chair is vitally important. Both should ensure that the relationship is constructive but challenging, recognizing the proper separation of governance and management and the checks and balances established by the different roles each has, as set out in the School's Charter, Statutes, Ordinances & 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.

### **F2.1 MAIN RESPONSIBILITIES OF THE DIRECTOR**

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

- i. The management and culture of the School and the leadership of its staff;
- ii. Reporting to the Council and ensuring it receives proper and appropriately timed information from the Executive to fulfil its responsibilities;
- iii. Acting as the key ambassador for the School including leading its fundraising initiatives;
- iv. Making proposals to Council about the educational character, mission, strategy and long-term business plans of the School including the performance indicators by which success will be judged;

- v. Leading the research strategy and performance of the School;
- vi. Ensuring and enhancing the academic quality of programmes and the provision of quality services for students;
- vii. Managing the resources of the School including people, finance, information and property and facilities;
- viii. Risk management; and
- ix. To undertake such ceremonial duties as may be required.

### **F3. SECRETARY & REGISTRAR**

The Secretary & Registrar has responsibility for ensuring effective and appropriate governance arrangements are in place throughout the School.

The Secretary & Registrar 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, Statutes, Ordinances, Regulations and the Office for Students Conditions of Registration and on how these responsibilities should be discharged.

The Secretary & Registrar has 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 Chairman of Council who appraises the Secretary & Registrar. The Chairman of Council appraises the performance of the Secretary & Registrar in respect of their governance role and makes recommendations together with the Director to the Remuneration Committee concerning the Secretary & Registrar's terms and conditions and remuneration package.

The Secretary & Registrar should work to support both the Chairman 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. It is good practice for the Chairman, Director and School Secretary to work closely together within the legal framework provided by the Charter, Statutes, 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.

#### **F3.1 MAIN RESPONSIBILITIES OF THE SECRETARY & REGISTRAR**

The Secretary & Registrar is responsible for:

- i. Acting as Secretary to Council and the appointment of secretaries to all its committees including Senate;
- ii. Maintaining the library archive of agendas, papers and minutes of the meetings of Council and its sub-committees;
- iii. Supporting all Council members so they can fulfil their responsibilities;
- iv. Working with the Chairman of Council, the Director and the Executive to ensure that Council meetings and its business generally are conducted satisfactorily;
- v. Consulting and keeping the Chairman and the Director informed on all key matters relating to Council business;
- vi. Working with the Council Committee Chairs to ensure that their meetings and business is conducted satisfactorily;
- vii. Seeking to make Governance requirements clear and transparent. Undertaking an ongoing review of the Charter Statutes and Ordinances to ensure that they are fit for purpose;
- viii. Providing Council with authoritative guidance about its responsibilities under the Charter, Statutes, Ordinances, Regulations and the Office for Students Conditions of Registration and on how these responsibilities should be discharged;
- ix. Alerting Council if they believe that any proposed action would exceed Council's powers or be contrary to legislation or to the Office for Students Conditions of Registration;
- x. Obtaining such legal and other advice required within their responsibility area;
- xi. Advising and alerting the Chairman of Council, and where appropriate Council members, in respect to any matters where conflict, potential or real, may occur between the Council and the Director;
- xii. Ensuring that Council and its committees adopt best practice taking account of HE sector and other guidance;
- xiii. Managing the communication of Council business to staff, students and stakeholders; and
- xiv. Setting good practice standards for the operation of Council and its committees and reviewing their effectiveness.

**M. OTHER**

**M1. ACADEMIC ORGANISATIONAL STRUCTURE**

The School shall consist of such Faculties, Units or other equivalent academic groupings as are established by the Council on the recommendation of the Director, following consultation with the 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.

**M2. MEMBERS OF THE SCHOOL**

The following shall be Members of the School:

- i. Current Staff, Students, Council Members and Independent Members of Council Sub-Committees
- ii. Graduate Students
- iii. Emeritus Professors, all Honorary appointments and Honorary Fellows