

# COUNCIL

## COMPOSITION

- i. External members (9)
- ii. Elected Staff members (4: 3 Academic Staff, 1 Professional Services)
- iii. Director
- iv. Chairman of the Student Representative Council
- v. In attendance:
  - a. Deputy Director and Provost
  - b. Secretary and Registrar

## MEMBERSHIP

Composition	Member	Term
Chairman	Marjorie Scardino, DBE FRSA	To 2021
	John O'Donnell, BA LLB LLM	
Deputy Chairman		To 2019
	Una O'Brien	To 2021
	Diana Layfield	To 2021
	Precious Lunga, PhD	To 2020
External members	Vacant	
	Paul Klingenstein	To 2019
	Jonathan Roper, MA (Cantab)	To 2019
	Ann Grant, BA MSc	To 2020
Director and Professor of Global Health	Peter Piot, KCMG MD PhD DTM FRCP FMedSci	<i>ex officio</i>
Chairman of the Students' Representative Council	Abubhav Nangia	<i>ex officio</i>
	Richard White BSc, MSc, PhD	To 2020
Elected Academic Staff	Alison Grant, MBBS MSc PhD DTM&H	To 2020
	Nicholas Mays	To 2021
Elected Professional Services Staff	Gemma Donaldson MA (Cantab)	To 2019

## **IN ATTENDANCE**

<b>Composition</b>	<b>Member</b>	<b>Term</b>
Deputy Director and Provost	Anne Mills, DCMG CBE MA DHSA PhD FMedSci FRS	<i>ex officio</i>
Secretary and Registrar	Jenny Jenkin	<i>ex officio</i>

Total membership: 15 (when vacant post are filled)

Quorum = 7 (of which majority external members)

## **TERMS OF REFERENCE**

### **A1. COUNCIL**

#### **A.1.1 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 his/her 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 academic governance, conducting Council's business in accordance with the 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*;
- xi. To act as trustee for any property, legacy, endowment, bequest or gift in support of the School; and
- xii. To appoint a School Secretary to act as clerk to the Council ensuring that he/she is solely accountable to the Chairman of the Council for this governance role and that he/she has access to all information he/she requires to ensure good governance operates.

#### **A.1.2 MEMBERSHIP**

- i. The Charter states that “the Council shall be comprised of not more than 16 persons”. It requires the following to be ex-officio members – the Director of the School and the Chair of the Student Representative Council.
- ii. Council has decided that there will be up to 10 independent members and up to 4 drawn from the School Staff. The Charter requires that the independent members shall comprise the majority of all members of Council;
- iii. The Charter states that other than the ex-officio members, “the members shall be appointed or elected for a period of 3 years and shall be eligible for re-appointment or re-election except that members will not normally serve for more than three consecutive terms of three years”.

## **D.1. STANDING ORDERS – MEETINGS OF COUNCIL AND ITS COMMITTEES**

### **D.1.1 QUORUM**

#### **(a) COUNCIL**

The Charter states that “the Council shall be deemed to be quorate when: at least 7 members 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”.

#### **(b) COUNCIL COMMITTEES**

The quorum for Council Committees is a minimum of two independent members of Council with a conference call counting as attendance with the exception of:

Senate – the quorum is 10 staff and student members

Safety Committee – the quorum is one third of the membership

The independent members should normally be in the majority.

Where there is no quorum the meeting may proceed but no decisions can be taken. However, decisions can be taken by the Committee by telephone, correspondence or by email provided all members are invited to participate and vote and the minimum quorum numbers do vote. So an inquorate meeting may propose a decision which can then be approved by a telephone, correspondence or email exchange.

### **D.1.2 DECISIONS**

#### **(a) COUNCIL**

Our legal advice is that the Charter requires that Council may only take decisions at a meeting of Council unless it has taken a decision at a meeting to delegate the decision to a member of Council, the Director or a Council Committee.

#### **(b) COUNCIL COMMITTEES**

Decisions can be taken by the Committee by telephone, correspondence or by email provided all members are invited to participate and vote and the minimum quorum numbers do vote.

### **D.1.2 SECRETARY**

The School Secretary or his/her nominee will act as Secretary to Council and all Council Committees.

#### **D.1.3 CHAIRMAN'S ACTION**

The Chairmen of Council Committees, including Senate, have the authority to act on behalf of their Committee in matters of urgency, if this power has been delegated to them by their Committee. The exercise of this power will be reported to the following meeting of the Committee. The Chairman of Council powers of action are covered in Ordinance B3.

#### **D.1.4 ADDITIONAL MEETINGS**

##### **(a) 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.

##### **(b) COUNCIL COMMITTEES**

An additional meeting of a Committee may be convened at any time by its Chairman 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.

#### **D.1.5 CANCELLING OR RE-ARRANGING SCHEDULED MEETINGS**

The Chairman has the power to cancel a scheduled meeting if in his/her 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 if in his/her view this is necessary.

#### **D.1.6 AGENDAS and MINUTES**

- i. The School Secretary is responsible for drawing up the Agenda for Council and Committee meetings with the approval of the relevant Chairman 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 School Secretary;
- ii. The Agenda for a meeting and the Minutes of the previous meeting shall normally be dispatched to each member seven days in advance. The Minutes the previous meeting will be approved at the next meeting of the Council or Committee and any agreed alterations will be minuted at that meeting;
- iii. Decisions and the reasons leading to those decisions are recorded in the minutes and would normally be released if there was a Freedom of Information Request except where the Council or Committee agrees matters are confidential for commercial, personal or other reasons permitted by the legislation; and
- iv. Minutes shall be kept by the Secretary, who shall be responsible for retaining all minutes, agendas and papers in an archive.

#### **D.1.7 CONDUCT OF MEETINGS**

- i. The Chairman 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 Chairman taking the sense of the meeting. Any member may request that the matter be put to a vote. Only the Chairman 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 shall vote and the result shall be determined by simple majority;
- iv. If the vote shall be equally divided for and against, the Chairman shall have a second and casting vote; and
- 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.

#### **D1.8 ATTENDANCE TO OBSERVE**

- i. The Chairman of Council will determine who attends Council meetings other than Council Members and the School Secretary.
- ii. Any member of the Council may, with approval of the relevant Committee Chairman, attend a Committee meeting as an observer, unless they have a conflict of interest.

#### **D1.9 EFFECTIVENESS REVIEWS**

- i. Council and all its Committees should annually carry out a brief review of their operations and terms of reference in accordance with any guidelines established by the Institutional Principles & Policies Committee.
- ii. At approximately three year intervals, Council and its Committees will carry out a more rigorous review of their effectiveness (using external support where appropriate), in accordance with the programme and guidelines developed by Institutional Principles & Policies Committee.