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A. COUNCIL

A.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 conducting Council’s business in accordance with the best practice in HE corporate governance (including adherence to HEFCE’s Memorandum of Assurance & Accountability
ORDINANCES

between HEFCE and Institutions” 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 HEFCE 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 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; and

xv. To establish the following Committees required by HEFCE, the HE Code of Governance or the Charter & Statutes: - an Audit Committee, a Remuneration Committee and Court.

A.2 COMPOSITION OF COUNCIL & TERMS OF OFFICE OF MEMBERS

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 but does not specify the number of independent or staff members. However, the Charter requires that the independent members shall comprise the majority of all members of Council.

ii. Council has decided that there will be up to 10 independent members and up to 4 drawn from the School Staff.

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”.

iv. 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.
A.3 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 will include interviews with candidates, adequate references for proposed members 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.

A.4 APPOINTMENT OF STAFF MEMBERS OF COUNCIL

i. Council has freedom under the Charter to determine the number of staff members provided the majority of all members are independent. Council has decided that there are up to four staff members: currently there are 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. 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. Council will wish
III. 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.

A.5 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 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 his or her proposed removal.

A6. COMMITTEE MEMBERSHIP

i. It is expected that members of Council will normally be a member of at least one sub-committee of Council. They will be appointed to their sub-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 sub-committee’s terms of reference allow it, Council may appoint co-opted members who are independent (i.e., not members of staff or students) to the sub-committee for a term of up to 3 years. They will be eligible for reappointment 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 sub-Committee for terms of up to 3 years, subject to their remaining term of office on Council. Where the Chair of a sub-Committee cannot attend a meeting of the sub-Committee, he/she 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, Safety Committee and Senate. He/She may attend any sub-committee of Council of which he/she is not a member with the agreement of the Chair of that Council sub-committee.

v. The Director is an ex-officio member of all committees of Council except for Audit & Risk Committee, Safety Committee and People & Remuneration Committee. He/she may attend any sub-committee of Council of which he/she is not a member with the agreement of the Chair of that Council sub-committee.

A7. 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 reappointment 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
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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.

A8. 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 Chair 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 Chair.

A9. HONORARY TREASURER

i. Council will appoint an independent member of the Council to serve as the Honorary Treasurer and in that capacity, as the Chairman 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.

A10. 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.
B. DELEGATED AUTHORITY

B.1 POWERS COUNCIL MAY NOT DELEGATE

The School’s Charter (in Clause 11) states that the Council may not delegate its powers:

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 bye-laws 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”

This clause is quoted here for clarity. The Charter is the supreme governance document.

B.2 AUTHORITY DELEGATED TO THE DIRECTOR

B.2.1 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 in B2.2.

ii. Those authorities concerning academic quality and standards that Senate retains for itself or delegates to other parties (the latter is set out in the Senate’s Regulations – Delegation Framework)

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

Once a decision has been made in accordance with B2.2, the operational implementation of that decision is the responsibility of the Director including the signing and sealing of contracts. The Director will report any emerging significant risks during the process to the Chairman of Council and any relevant Council members. They will decide whether Council needs to be involved and if so how.

B.2.2 POWERS RETAINED BY COUNCIL AND ITS COMMITTEES

Council retains the power to approve the following matters. Some of these are delegated to Committees (Delegations to these are shown beside the decision below) or to the Chairman of Council as set out in B3 below.

i. Strategy
   a) School Vision and Strategic Plan
   b) Values Statement
   c) Performance Indicators
**ORDINANCES**

- **d)** Overarching Key Strategies including Finance, Estates, People, Marketing, Fundraising, Research and Learning, Teaching & Assessment
- **e)** Risk Management Framework

**ii. Organisation (IPPC = Institutional Principles & Policies Committee)**

- **a)** Ordinances (small changes delegated to IPPC)
- **b)** Changes to Charter and Statutes
- **c)** Policies requiring Council approval (see IPPC listing)
- **d)** Merger, incorporation and major institutional alliances
- **e)** Creation and closure of Faculties and other equivalent groupings
- **f)** Naming & Renaming Faculties and other equivalent groupings
- **g)** Establishing, terminating, selling any company or joint venture company [F+D may approve the establishment of any Companies or Trusts including the governance arrangements e.g., the nomination of Directors]

**iii. Appointments and Process to appoint to Council and its Committees**

- **a)** Chairman of Council
- **b)** Deputy Chairman of Council
- **c)** Chairs of Council committees
- **d)** Council members
- **e)** Members of Council Committees (excluding Senate which will appoint its members in accordance with its Terms of Reference).

**iv. Finance (Note: ARC = Audit & Risk Committee)**

- **a)** Appointment of External Auditors (ARC manages contract)
- **b)** Appointment of Internal Auditors (ARC manages contract)
- **c)** School Annual Budget including Capex
- **d)** Financial Plans & Forecasts
- **e)** Financial Statements
- **f)** Capital Expenditure Budgets > £500k and thereafter all additions to the agreed budget for that capital expenditure. (Note: the Director cannot vary the agreed capex plan for the year to fund new items < £500k but can fund such items from any improved forecast surplus position for the year compared with the budget)
- **g)** Property purchases exceeding £500k
- **h)** Property leased by the School exceeding £500k annual rental per building
- **i)** Sale of any individual asset or group of assets exceeding £500k

**v. Finance - Delegated to Finance & Development. (Note: [F+D] = fully delegated to Finance & Development Committee)**

- **a)** Approval to change the overall budgeted surplus/deficit for the year (F+D can approve a change up to £500k)
- **b)** Investment Strategy [F+D]
c) Appointment of investment managers [F+D]
d) Approval to sign contracts, orders, leasing arrangements and tender arrangements where the sums involved are >£1M except for Major Building Contracts >£3M. [F&D]. For avoidance of doubt the Director has delegated power to approve and sign all research contracts unless he/she has a conflict of interest or judges that Council would wish to be involved in the decision as there are potential financial, reputational or other issues.
e) All borrowing including short term facilities including approval to sign the contracts [F&D to approve the signing of the contracts]
f) Guarantees, pledges and charges (F+D can approve up to £1M)
g) VFM Strategy [F+D]
h) Any loan, investment, decrease in share capital in any Joint Venture or School subsidiary company greater than £25k in any financial year (F+D can approve between £25k and £100k)
i) Any expenditure or capital reduction in any financial year for any School Restricted fund > £25k (F+D can approve between £25k and £100k)
j) Appointment and termination of banks and credit card companies [F+D]

vi. **Major Building Capital Expenditure Projects >£3M**
   a) Project Definition Document including critical success factors
   b) Appoint Building Contractors and any other major Service Providers including agents to sell property
   c) Appoint the Professional Team including Architect, Quantity Surveyor, Project Manager, Structural Engineer and Service Engineer in accordance with the budget approved in the Project Definition Document
   d) Approve use of the contingency budget approved in the Project Definition Document
   e) Approve the key gateways and confirm that a gateway stage has been delivered
   f) Approve the Post Occupancy Evaluation process

All the powers above from c) – f) onwards have been delegated to the Capital Project Steering Group in respect of the Capital Project approved by Council – February 2017.

vii. **Human Resources** (Note: [P+R] = fully delegated to People & Remuneration Committee). For avoidance of doubt all other staff appointments not listed below including honorary academic appointments (but excluding Emeritus Professors and Honorary Fellows) are delegated to the Director.
ORDINANCES

a) Appointment process and the final appointment to the following posts Director, Acting Director, and Secretary & Registrar. Appraisal of these post-holders by Chairman of Council.
b) Appointment process and the final appointment to the other Senior Office Holder Posts except the Deans and the Pro-Director – Learning & Teaching. Senior Office Holder Posts are defined by P+R. Appraisal of the above posts will be by the Director.
c) Total reward and service contracts of the Director and Senior Office Holders. [P+R]
d) Total annual reward for Other High Earning Staff as defined by P+R [P+R]
e) Remuneration policies for the Director and Senior Office Holders [P+R]
f) Appraisal process for the Director and Senior Office Holders [P+R]
g) Severance of any staff falling into the HEFCE criteria [P+R]
h) Approved pension schemes and any material changes to schemes
i) Recognition and De-recognition of Trade Unions

viii. Academic Decisions delegated to Senate – 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

ix. Other
   a) Any matter the Chairman of Council, the Director or Secretary & Registrar feels would have a material impact on the School’s financial position, liabilities, future strategy or reputation.
   b) Student Representative Council Constitution
   c) School coat of arms, logo and strapline
   d) Donations from one source exceeding £500k
   e) Honorary Awards
   f) The naming of buildings
   g) Council effectiveness reviews [IPPC to manage any review]
B.3 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 and School Secretary
c) Approval of the process for the appointment of the other Senior Office Holder posts set out in B2.2 vii b).
d) Appointment of any Council members to selection panels as required by the approved process under B2.2 vii b).
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 and IPPC have recommended the new or changed policy.
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
C. TERMS OF REFERENCE OF COUNCIL COMMITTEES

C1. AUDIT & RISK COMMITTEE

C1.1 PURPOSE
The Committee is independent of the Executive. It oversees a programme of work, enabling it to give an opinion to Council annually, on the adequacy and effectiveness of the Executive’s arrangements for internal control, risk management, governance, value for money and the management and quality assurance of data. It recommends the Financial Statements to Council for approval and advises Council on the risk register(s). It manages the contracts of the Internal & External Auditors.

C1.2 DELEGATED DECISIONS

i. Investigate any activity within its terms of reference and seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Committee;

ii. Obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise. However, it may not incur expenditure in excess of £20,000 excluding VAT without the prior approval of Council;

iii. Manage the External Auditor contract(s) and engagement once the choice of External Auditor has been approved by Council including agreeing the annual fee;

iv. Approve the policy on the engagement of the External or Internal Auditor to supply non-audit services;

v. Manage the Internal Auditor contract(s) and engagement once the choice of Internal Auditor has been approved by Council including agreeing the annual fee including the number of audit days;

vi. Approve the Internal Auditor’s strategy and annual programme of work;

vii. Approve the Internal Audit Charter; and

viii. Approve the Executive Annual Value for Money report (following its review by Finance & Development Committee) and the External Auditor’s Annual Report and management letter for submission to HEFCE as part of the School’s annual accountability returns.
C.1.3 OTHER TERMS OF REFERENCE

i. Submit an annual report to Council (at the Council meeting when the Financial Statements are considered) giving an opinion on the adequacy and effectiveness of the Executive’s arrangements for internal control, risk management, governance, value for money and the management and quality assurance of data. This opinion will be informed by the Committee’s assurance matrix which includes the following assurances:

   a) the work carried out by Internal Audit during the year
   b) the External Audit
   c) assurances and reports from the Executive
   d) any reports from HEFCE, National Audit Office (NAO) or other regulators & funding bodies
   e) work commissioned by the Committee itself.

ii. Review, request further information and advise Council on the annual report from Senate covering academic assurance so that Council can give the required academic assurance to HEFCE;

iii. Advise the Council on the appointment of the external auditor and the initial audit fee, and any questions of resignation or dismissal of the external auditor;

iv. Discuss with the external auditor before the audit commences the nature and scope of the audit;

v. Discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary);

vi. Consider and advise Council on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the initial audit fee, and any questions of resignation or dismissal of the internal auditors;

vii. Consider major findings of internal audit investigations and management’s response; and to promote co-ordination between the internal and external auditors. The Audit & Risk Committee will ensure that the resources made available for internal audit are sufficient to meet the institution’s needs (or make a recommendation to Council where significant additional funding is required);
viii. Keep under review the effectiveness of the risk management, control and governance arrangements, including the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFCE and other funding bodies, and in particular to review the external auditors’ management letter, the internal auditors’ annual report, and management responses;

ix. Review the School’s risk register(s). To ensure that the controls and plans to mitigate risk are appropriate. To advise Council on the risk register(s);

x. Consider an annual report from Safety Committee and advise Council on Health & Safety risks;

xi. Monitor the implementation of agreed audit-based recommendations, from whatever source;

xii. Ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the HEFCE accounting officer, have been informed;

xiii. Advise Institutional Principles & Policies Committee on the institution’s policies on fraud, anti-bribery, whistleblowing & risk management and play any role defined in these policies;

xiv. Satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness;

xv. Consider any relevant reports from the National Audit Office, HEFCE and other organisations;

xvi. Consider an annual report on Research Governance and Scientific Misconduct;

xvii. Monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to Council concerning their reappointment, where appropriate;

xviii. Recommend the School’s Financial Statements to Council for approval including the Corporate Governance Statement and Statement of Council Responsibilities. To recommend the letter of representation to Council for approval. To assure Council that the Financial Statements are in accordance with HEFCE’s Accounts Direction and that the accounting policies and judgments are appropriate; and
xix. In the event of the merger or dissolution of the School, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

C.1.4 COMPOSITION

i. The Chair of the Committee shall be appointed by Council, from amongst the Council independent members.

ii. Up to three other independent members of Council.

iii. Up to two co-opted members (if required).

At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing. The Chairman of Council should not be a member of the Committee.

C.1.5 IN ATTENDANCE (as required)

i. The Chairman of Council
ii. The Director
iii. Deputy Director & Provost
iv. Chief Operating Officer
v. Finance Director
vi. Director of Internal Audit
vii. External Auditor

C.1.6 FREQUENCY OF MEETINGS
Meetings shall be held at least three times each financial year.

C.1.7 SPECIAL ISSUES

i. There should be at least one meeting a year, or part thereof, where the External Auditors and Internal Auditors attend without the Executive members being present.

ii. The External or Internal Auditors may request a meeting if they consider it necessary.
C.2 COURT

C.2.1 PURPOSE
The Court assists the Director & the Chairman of Council in fundraising to support the School in its world leading research and education. The Charter defines the role of Court as follows: “the Court shall represent the interests of the stakeholders of the London School”. The Court reviews and makes recommendations to improve interactions between the School and its stakeholders.

C.2.2 DELEGATED DECISIONS
None

C.2.3 OTHER TERMS OF REFERENCE

i. Monitor and assist the School in implementing its fundraising strategy; and

ii. Review and make recommendations to improve interactions between the School and its stakeholders.

C.2.4 COMPOSITION

i. Director (Chair)
ii. Chairman of Council
iii. Honorary Treasurer
iv. Up to ten co-opted members
v. Deputy Director & Provost

C.2.5 IN ATTENDANCE

i. Director of Development & Alumni Relations

C.2.6 FREQUENCY OF MEETINGS
At least twice per year
C3. INSTITUTIONAL PRINCIPLES & POLICIES

C.3.1 PURPOSE
Institutional Principles & Policies Committee advises Council on matters concerning the School’s corporate governance arrangements & practices and amendments to the Charter, Statutes & Ordinances. It also acts as the key Council Committee in ethical matters. It is the lead Council Committee in reviewing and recommending new policies or amendments to policies, where Council must approve the policy. It will also carry out reviews of the effectiveness of Council and its Committees.

C.3.2 DELEGATED DECISIONS

i. Approve minor amendments to the Ordinances. These will be clearly identified in the Minutes received by Council allowing discussion at Council if necessary;

ii. Make any decisions on matters required to be referred to the Committee under any Policy e.g., Ethics Policy; and

iii. Delegate lead responsibility for individual policies to other Committees where this is desirable.

C.3.3 OTHER TERMS OF REFERENCE

i. Monitor and make recommendations on proposed changes to the School’s Charter and Statutes;

ii. Monitor and make recommendations on proposed major changes to the Ordinances;

iii. Recommend which institutional policies should be agreed by Council;

iv. Recommend new institutional policies to Council, liaising with other Committees as necessary before making the recommendation;

v. Monitor and recommend changes to those institutional policies needing Council approval under C3.3 (iii), liaising with other Committees as necessary before making the recommendation;

vi. Review and monitor the School’s corporate governance capability, including managing effectiveness reviews of Council and its Committees, making recommendations to Council;

vii. Ensure that legal advice is taken where appropriate; and
viii. Receive regular reports documenting why and when the Seal has been used and report to Council if the Committee has any concerns or issues.

C.3.4 COMPOSITION

i. Deputy Chairman of Council (Chair)
ii. Chairman of Council
iii. Up to three other independent members of Council
iv. One Staff Member of Council
v. The Director
vi. The Deputy Director & Provost
vii. Up to two co-opted members (if required)

C.3.5 FREQUENCY OF MEETINGS

At least twice per year
C.4 NOMINATIONS COMMITTEE

C.4.1 PURPOSE
Nominations Committee advises Council on matters concerning the membership of Council and its committees. It manages the recruitment process for members and recommends to Council, nominations for membership of Council and its Committees. It recommends to Council the proposed Chairs of Committees where there is a vacancy and recommends processes for the appointment of the Chairman & Deputy Chairman of Council and the Director.

C.4.2 DELEGATED DECISIONS
None

C.4.3 OTHER TERMS OF REFERENCE

i. Review and monitor the membership needs of Council and its committees, ensuring there is an appropriate level of diversity and the right mix of skills & experience;

ii. Recommend the person specifications and processes for the recruitment of Council members;

iii. Manage the recruitment processes and recommend individuals for appointment/re-appointment to Council;

iv. Recommend processes for the appointment of the Chairman and Deputy Chairman of Council;

v. Recommend recruitment processes for the appointment of the Director;

vi. Recommend the Acting Director during a vacancy or lengthy absence of the Director;

vii. Recommend members to chair Council committees;

viii. Recommend membership of Council Committees (excluding Senate);

ix. Recommend the removal of members from Council or from Council office;

x. Recommend the appraisal process for Council members and the Chairman of Council; and

xi. Recommend to Council nominations for the award of Honorary Fellowships.
C.4.4 COMPOSITION

i. Chairman of Council (Chair)
ii. The Director
iii. Chair of Audit & Risk Committee
iv. Chair of Finance & Development Committee
v. Chair of Institutional Principles & Policies Committee
vi. Chair of People & Remuneration Committee

C.4.5 IN ATTENDANCE

i. Deputy Director & Provost

C.4.6 FREQUENCY OF MEETINGS

At least twice per year

Council Officers are defined as the Chairman & Deputy Chairman of Council and the Chairs of Council Committees (excluding Senate)
ORDINANCES

C.5 PEOPLE & REMUNERATION COMMITTEE

C.5.1 PURPOSE
The People & Remuneration Committee reviews the performance and determines the terms and conditions of the Director and the Senior Office Holders. It ensures such staff are appropriately rewarded in terms of their recruitment, retention & motivation but through a process which is robust and proportionate in its use of funds.

The Committee’s proceedings are informed by HEFCE’s “Guidance on severance pay and the remuneration of senior staff” and HEFCE’s requirement on all HEI Councils “to use public funds for proper purposes and seek to achieve value for money from public funds”.

The Committee considers the recommendations of the Senior Staff Advisory Group in respect of High Earning Staff. It is responsible for approving severance arrangements for certain categories of staff in accordance with the HEFCE requirements.

It also has strategic oversight over key people issues for all staff including equality & diversity, morale & culture, succession planning, appraisal processes and staff development.

C.5.2 DELEGATED DECISIONS

i. Remuneration Policies – Approve remuneration policies for the Director and the Senior Office Holders ensuring that there are robust and equitable systems and criteria in place for remuneration decisions. These systems should include the use of appropriate comparative data;

ii. Director - Determine the service contract and the annual total reward of the Director having considered the Chairman of Council’s recommendations and the Director’s performance;

iii. Senior Office Holders - Consider the Director’s recommendations and determine (a) the employment contract and terms and conditions of service and (b) the total annual reward for these staff having considered a report on their performance. The Committee will decide who falls within the definition of Senior Office Holders. The Committee will approve the contractual arrangements for newly appointed staff falling into this category;

iv. Other High Earning Staff – Consider the recommendations from the Senior Staff Advisory Group and determine the total annual reward for these staff. The Committee will decide who falls into this category. The Committee will approve the remuneration for newly appointed staff falling into this category;
ORDINANCES

v. **Severance** - Approve the terms of any severance in the event of the termination of employment of anyone falling into the HEFCE requirement, after having regard to relevant guidance and codes of practice; and

vi. **Appraisal** - Approve the appraisal process for the Director and the Senior Office Holders.

The Committee will report to Council on decisions taken.

C.5.3 OTHER TERMS OF REFERENCE

i. Review the performance objectives for the next year of the Director and the Senior Office Holders. (The Chair will liaise with the Chair of Finance & Development to ensure both Committees are appropriately aligned);

ii. Consider succession planning for the Director and Senior Office Holders;

iii. Recommend the People Strategy to Council;

iv. Review the People risks in the School’s risk register;

v. Monitor institutional morale and culture;

vi. Monitor strategies and progress in respect of equality and diversity for all staff;

vii. Consider and monitor key contractual issues and the remuneration levels of agreed categories of staff. The Committee will determine the categories monitored;

viii. Receive the assurance it deems necessary in respect of the appraisal process for all staff; and

ix. Monitor strategies and performance in respect of development & training for all staff.

C.5.4 COMPOSITION

i. The Chair of the Committee shall be appointed by Council, from amongst the Council independent members.

ii. Chairman of Council

iii. Deputy Chairman of Council
iv. Up to three other independent members of Council
v. One Staff Member of Council who will not attend discussions relating to individual members of staff
vi. One Student Member of Council who will not attend discussions relating to individual members of staff
vii. One Co-opted member (if required).

C.5.5 IN ATTENDANCE
i. Director
ii. Deputy Director and Provost
iii. Chief Operating Officer
iv. Director of Human Resources
v. Other staff (as required)

C.5.6 FREQUENCY OF MEETINGS
At least two meetings per annum.

C.5.7 SPECIAL ISSUES
The Director will not be present for discussion of his/her own remuneration. This will also be the case for the Deputy Director & Provost and the Chief Operating Officer who will also not be present for discussions about the Director’s remuneration and performance. The Secretary & Registrar will not be present for discussion of his/her own remuneration but will otherwise be in attendance for the full meeting.

The Senior Office Holders are currently defined as the members of the Senior Leadership Team other than the Director.

Other High Earning Staff is currently defined as those earning more than £100k per annum.
C.6  FINANCE & DEVELOPMENT COMMITTEE

C.6.1  PURPOSE
The Committee provides a forum for debating strategic and financial issues.

The Director has responsibility for developing the Strategic Plan. The Committee reviews the Strategic Plan as it is developed. It reviews progress in implementing the Strategic Plan when Council has approved it, paying particular attention to the School’s performance against the Plan’s performance indicator targets. It considers any proposals or developments associated with the Plan which have financial implications.


C.6.2  DELEGATED DECISIONS

i. Approve the Investment Strategy;

ii. Approve the appointment of investment managers (if required);

iii. Monitor the School’s cash flow making recommendations to Council in respect of any necessary borrowing. To approve the signing of any borrowing contracts;

iv. Approve the establishment of any companies or trusts including the governance arrangements e.g., the nomination of Directors. To monitor the performance of these companies & trusts;

v. Approve any loan to, investment, decrease in share capital in any Joint Venture or School subsidiary company between £25k and £100k in any financial year. Council must approve any such commitment in excess of £100k on F+D’s recommendation;

vi. Approve any expenditure or capital reduction between £25k and £100k in any financial year for any School Restricted fund. Council must approve any such commitment in excess of £100k on F+D’s recommendation;

vii. Have oversight of the School’s intellectual property assets and make any necessary decisions to maximise the benefits that can accrue from them;
viii. Approve any guarantees, pledges and charges up to £1M. To recommend any such commitment above this level to Council;

ix. Authorise increasing or decreasing the annual budget surplus/deficit during the year by up to £500k. To recommend any changes above this level to Council;

x. Approve the signing of contracts, orders, leasing arrangements and tender arrangements where the sums involved are >£1M except for Major Building Contracts > £3M;

xi. Approve the School’s strategy for achieving value for money. To review its performance against the strategy. To review the *Annual Value for Money Report* and advise Audit & Risk Committee; and

xii. Approve the appointment or termination of Banks and Credit Card Companies.

**C.6.3 OTHER TERMS OF REFERENCE**

i. Review the School Strategic Plan as it is being developed and when the Director finds this useful;

ii. Review progress in implementing the School Strategic Plan including performance against the Plan’s performance indicators;

iii. Review and recommend the Financial and Estates Strategies to Council;

iv. Review the School’s risk register for those risks covered by these terms of reference;

v. Review each faculty and central service – their financial position, stretch targets, challenges, opportunities and implementation of the School Strategic Plan (The Chairman will liaise with the Chair of People & Remuneration to ensure both Committees are appropriately aligned);

vi. Review and recommend to Council business cases for capital investment over £500k including Information Services and the Estate (including property purchases over £500k and leases where the annual rental for a building exceeds £500k per annum);

vii. Review and recommend to Council the Financial Plan and Forecasts. To recommend to Council the School’s Annual Sustainability Report (ASSUR);

viii. Review and recommend to Council the annual budget including the annual capital expenditure budget;
ix. Monitor the financial performance during each year against budget;

x. Monitor the performance of the School’s investments;

xi. Review a report comparing the Financial Statement actual results with the out-turn forecast and the budget;

xii. Recommend the sale of any asset or group of assets over £500k to Council; and

xiii. Review the School’s insurance cover at regular intervals.

C.6.4 COMPOSITION

i. The Chair of the Committee shall be appointed by Council, from amongst the Council independent members. He/She will also be the Honorary Treasurer of the School.

ii. Chairman of Council

iii. Up to three other independent members of Council

iv. Up to two staff members of Council

v. Up to five co-opted members (if required)

vi. The Director

C.6.5 IN ATTENDANCE

i. Deputy Director & Provost

ii. Deans of Faculties

iii. Chief Operating Officer

iv. Finance Director

v. Other Staff as required.

C.6.6 FREQUENCY OF MEETINGS

Meetings shall be held at least three times each year.
ORDINANCES

C.7 SAFETY COMMITTEE

C.7.1 PURPOSE
Safety Committee reviews policy, compliance, and the management of risks with respect to Health, Safety, Security & Welfare of School staff, students, visitors and other persons who may be affected by work carried out within or external to the School or as part of the School's activities. It proposes changes to policy and codes of practice. It advises the Senior Leadership Team and reports to Council. It ensures corrective action is taken in respect of incidents, hazardous occurrences and welfare issues. This Committee is constituted in accordance with the current Safety Representatives and Safety Committees Regulations.

C.7.2 DELEGATED DECISIONS
None

C.7.3 OTHER TERMS OF REFERENCE

i. Propose and review policy with respect to Health, Safety, Security & Welfare of School staff, students, visitors and other persons who may be affected by work carried out within or external to the School or as part of the School’s activities (including external fieldwork activities carried out both in the United Kingdom and Overseas);

ii. Monitor implementation of Health, Safety, Security and Welfare objectives, policies, codes of practice and propose changes as necessary;

iii. Monitor compliance with current Health & Safety and related legislation;

iv. Keep under review current, emerging and potential challenges in relation to Health & Safety in the external environment that could have an impact on School activities (including proposed changes to legislation), provide advice to the Senior Leadership Team on possible responses and implement change where appropriate;

v. Monitor the School’s Health & Safety risk register;

vi. Review incidents, hazardous occurrences and ill-health related to work undertaken by staff, students and visitors and ensure that corrective action is taken and consider implications for strategy, policy or practice;

vii. Ensure that appropriate Health & Safety training is provided and to monitor its effectiveness;

viii. Keep under review the provision of information and communication of Health & Safety information;
ix. Consider reports from the Safety Adviser, the Director of Estates, Union Safety Representatives, Faculty Safety Supervisors, the Laboratory Safety Committee and other appropriate bodies;

x. Advise the Senior Leadership Team on Health, Safety, Security & Welfare implications of School strategies and plans, including those relating to the development of the Estate; and

xi. Inform Council on the management of risks in relation to Health, Safety, Security and Welfare and on monitoring of actions taken to minimise these risks reporting twice annually on progress.

C.7.4 COMPOSITION

i. An independent member of Council who will be Chair

ii. A Faculty Dean who will be Vice Chair

iii. Secretary & Registrar

iv. Head of Safety

v. Chair of the Laboratory Safety Committee

vi. Chief Operating Officer

vii. Director of Estates

viii. Director of Human Resources

ix. Senior member of the Occupational Health Team

x. Academic Registrar

xi. A representative from the Student Representative Council

xii. The Safety Supervisor for each Faculty & the London International Development Centre

xiii. A Safety representative from each recognised Trade Union

xiv. External Safety Adviser as required
C.7.5. FREQUENCY OF MEETINGS
Meetings shall be held at least twice each academic year.
ORDINANCES

C8. SENATE TERMS OF REFERENCE

C.8.1 PURPOSE
Senate is the key forum in the School for academics to come together and take responsibility for the enhancement of academic quality and assurance of academic standards. It is responsible to the Council for setting the academic framework for research, teaching, learning and training at the School. It keeps the student experience (including welfare) under review and ensures that this is maintained at a high level. It takes responsibility and provides assurance to the Council on the effectiveness of academic governance including the reliability of degree standards and the continuous improvement of the student academic experience and of student outcomes.

C.8.2 DELEGATED DECISIONS

i. Regulate the academic work of the School in both research and education by approving Senate Regulations and approving related policies and procedures;

ii. Regulate research and enterprise activities ensuring that there are high ethical standards, good governance and that research quality is of a high standard commensurate with the reputation of the School;

iii. Approve and monitor regular plans to enhance academic quality, monitor quality assurance and improve the student experience;

iv. Determine the academic awards (excluding honorary awards) to be awarded by the School and assure the integrity of those awards including assurance on the operation of the assessment processes;

v. Regulate the approval of all educational programmes and collaborative provision including their assessment;

vi. Regulate the arrangements for the annual and periodic review of Programmes & Modules and any student surveys undertaken by the School;

vii. Approve regulations for student discipline;

viii. Approve the academic calendar for each year;

ix. Review preparations for any external review of the Education provision. To approve and monitor any action plan following an external review;

x. Approve the award of medals, prizes, Scholarships and Emeritus Professors;

xi. Determine the terms of reference of any sub-committee or ad hoc working group (including Boards of Examiners) including any appointments as Chair or Deputy Chair;

xii. Approve a delegation framework identifying where authority is delegated to sub-committees or the Director; and

xiii. Regularly review the effectiveness of Senate in accordance with Ordinance D: Standing Orders. Regularly review the effectiveness of the Senate sub-
committees in accordance with good practice developed by the Institutional Principles & Policies Committee.

C.8.3 OTHER TERMS OF REFERENCE

i. Provide regular assurance to Council through an annual report covering Senate’s purpose as defined above;

ii. Support the development of the School Strategic Plan and any specific academic strategies and advise Council and the Director;

iii. Monitor implementation of the academic elements of the School Strategic Plan and any specific academic strategies and achievement of related objectives;

iv. Monitor the student academic experience and the process for student engagement;

v. Review and recommend any changes to Council in respect of the academic structure of the School;

vi. Review the management of risks relating to the School’s academic activities and monitor actions taken to minimise those risks and advise Council; and

vii. Recommend to Nominations Committee any nominations from Senate for Honorary Fellowships.

C.8.4 COMPOSITION

i. The Director

ii. Deputy Director & Provost who will be Chair

iii. Deans of Faculties

iv. Pro-Director (Learning & Teaching)

v. Head of the Doctoral College

vi. Associate Deans

vii. Academic Registrar
viii. Chairs of the first tier of Senate’s sub-Committees

ix. Chairs of Faculty Teaching Committees and Chairs of Faculty Research Degree Committees;

x. Special Adviser on Overseas Programmes

xi. 1 Head of Department for each Faculty appointed by the Faculty Management Groups

xii. 1 junior academic staff for each Faculty elected by centrally run nominations and elections

xiii. 1 senior academic staff for each Faculty elected by centrally run nominations and elections

xiv. Head of Quality & Standards and the Chief Information Officer

xv. President and Vice-President (Communications & Activities) of the Student Representative Council

C.8.5. IN ATTENDANCE

i. Other Staff as required

C.8.6. FREQUENCY OF MEETINGS
Meetings shall be held at least three times each academic year. A meeting can be requested by the members 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 have discussed. The meeting will be held within 10 to 21 days of the receipt of a written request.

C.8.7 RESERVED BUSINESS
Student members of the Committees shall not be entitled to participate in the consideration of reserved areas of business. Reserved areas of business normally include any sensitive or confidential matter relating to individual identifiable members of staff or students. It shall be for the Chair to decide in any case of doubt whether a matter is a reserved area of business and that decision shall be final. Agenda and papers for, and minutes of, any meeting relating to Reserved Areas of Business shall be recorded separately and circulated only to those members of the meeting entitled to receive them. Any important general issues relating to academic quality and standards arising from reserved business will be discussed at future meetings under unreserved business.
C.9 CAPITAL PROJECT STEERING GROUP  
(Reports to Finance & Development Committee)

C.9.1 PURPOSE
The Capital Project Steering Group reports to Finance & Development Committee (F+D). It is responsible for ensuring that the Capital Project (“Project”) approved by Council in February 2017 is delivered in accordance with the Project Definition Document approved by Council. It aims to ensure that the project delivers value for money by achieving (a) its milestones for delivery against the Project timeline and budget at the agreed quality and (b) the agreed critical success factors for the Project. F+D will report on progress to Council.

C.9.2 DELEGATED DECISIONS
i. Appoint the Professional Team including Architect, Quantity Surveyor, Project Manager, Structural Engineer and Service Engineer in accordance with the budget approved in the Project Definition Document;

ii. Approve use of the contingency budget approved in the Project Definition Document;

iii. Approve the key gateways and confirm that a gateway stage has been delivered; and

iv. Approve the Post Occupancy Evaluation process and report.

C.9.3 OTHER TERMS OF REFERENCE
i. Oversee the delivery of the Project advising the Project Team & Senior Leadership Team and reporting to Finance and Development Committee;

ii. Recommend the Project’s Definition Document to F+D including critical success factors and monitor progress against this;

iii. Review regular reports from the Project Manager on progress as to time, budget, quality and risk mitigation;

iv. Recommend the appointment of Building Contractors and any other major Service Providers including agents for the sale of Property to F+D following an appropriate tendering process;

v. Recommend to F+D any proposed sale of Property;

vi. Recommend to F+D any increase in Project Budget, delay in the delivery of the Project End Date or change to any of the Critical Success Factors;
vii. Review the impact of (a) any other projects that would affect the progress/cost of the Project and (b) the Project in potentially disrupting the normal activities of the School; and

viii. Ensure that good project management practice is followed.

C.9.4 COMPOSITION

i. Director (Chair)

ii. Chairman of Council

iii. Chair of Finance & Development Committee

iv. An independent member of Finance & Development Committee

v. Chief Operating Officer (Project Sponsor)

vi. Staff Member of Council

C.9.5 IN ATTENDANCE

Other Staff as required

C.9.6 PROPOSED MEETING FREQUENCY:
The Group will meet regularly as determined by the Chair in accordance with the business need.
D. STANDING ORDERS – MEETINGS OF COUNCIL AND ITS COMMITTEES

D1. QUORUM

D1.1 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”.

D1.2 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
- Capital Project Steering Group – the quorum is 3 of all members

The independent members should be in the majority of attendees except in the following cases – Senate (where there are no independent members), Safety Committee (where only the Chair is an independent member) 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.

D2. DECISIONS

D2.1 COUNCIL

Our legal advice is that the Charter requires that Council may only take decisions at a meeting of Council unless properly delegated.

D2.2 COUNCIL COMMITTEES
ORDINANCES

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.

D3. SECRETARY & REGISTRAR

The Secretary & Registrar will act as Secretary to Council and all Council Committees. He/She will also be responsible for the governance arrangements for all sub-committees of Council Committees including Senate.

D4. 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 B3.

D5. ADDITIONAL MEETINGS

D5.1 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.

D5.2 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.

D5.3 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.

D6. CANCELLING OR RE-ARRANGING SCHEDULED MEETINGS
ORDINANCES

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

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

D7. 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 seven days in advance. The Minutes of the previous meeting will be approved 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. Minutes shall be kept by the Secretary & Registrar, who shall be responsible for retaining all minutes, agendas and papers in an archive.

D8. 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.
ORDINANCES

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.

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

D9. 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.

D10. EFFECTIVENESS REVIEWS

i. Council and all its Committees should carry out a brief review annually of their operations and terms of reference in accordance with any guidelines established by the Institutional Principles & Policies Committee.

ii. At approximately three yearly 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.

D11. DECLARATION OF INTERESTS

i. Conflicts of interest can lead to decisions which are not in the best interests of the School and which are invalid or open to challenge. They can also damage the reputation of and public trust in the School. These harmful effects can be prevented when individual members of Council and the Executive can identify conflicts and the School has processes to prevent them from affecting decision making. All Council members, as trustees, have a legal duty to act only in the best interests of the School. They must not put themselves in any position where their duties as trustee may conflict with any personal interest they may have.

ii. A conflict of interest is any situation in which the personal interests or loyalties of a member of Council or the Executive could, or could be seen to, prevent them from making a decision only in the best interests of the School. Conflicts of interest usually arise (a) where there is a potential financial or measurable benefit directly to a trustee or indirectly through a connected person or (b) a trustee or a connected person has a conflict of loyalty. A conflict of loyalty means a particular type of conflict of interest, in which the trustee’s or employee’s loyalty or duty to another person or organization could prevent
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them from making a decision only in the best interests of the School.

iii. Conflicts can arise through a connected person: in broad terms this means family, relatives, business partners of a trustee or employee as well as business in which the trustee or employee has an interest through ownership or influence. The term includes the trustee or employee’s partner, spouse, children, siblings, parents, grandchildren and grandparents. It also includes businesses where the trustee, employee or connected person holds at least one fifth of the shareholding or voting rights.

iv. All members of Council, co-opted members of Council Committees and members of the Senior Leadership Team must comply with this Ordinance. 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.

v. If the conflict becomes apparent when reading the papers for a meeting, those covered by this Ordinance should preferably draw the matter to the attention of the Secretary & Registrar in advance of the meeting or draw it to the attention of the Chair at the relevant point in the meeting or as they become aware of a conflict during the course of discussion. Declarations made in this way will be recorded in the Minutes.

vi. Those declaring such an interest should withdraw from the meeting for the item where they have declared an interest unless the Chair invites them to stay. They will not speak during the item unless invited to do so by the Chair.

vii. The Secretary & Registrar has a duty to maintain a register of interests declared by those covered by this Ordinance. In the interests of transparency and protecting trustees and officers, they will be asked at least annually to disclose all the offices they hold including trusteeships, directorships, all employments and all memberships of Professional bodies or special interest groups as well as those other interests they believe to represent a conflict or potential conflict of interest. Where a shareholding is less than 1% of the issued capital it does not need to be disclosed. The Secretary & Registrar will give more guidance when requesting the member or executive to update the register.

viii. The register consists of information provided annually by those covered by this Ordinance and updates provided by them during the year. Updates should be provided by those covered by this Ordinance to the Secretary & Registrar as soon as there are changes in respect of the standard annual information required for the Register or a new conflict or potential conflict occurs or ceases.

ix. 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.

x. 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.
D12. PUBLICATION OF COUNCIL PAPERS

The School seeks to operate as transparently as possible but recognises that on some occasions it is necessary to treat Council debates as confidential. This is normally because the matters under debate relate to commercially sensitive or personal information.

The designation “Closed” on Council or Council sub-committee papers is used to define those that are kept 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.

Members must respect the confidentiality of “Closed” papers.

The Chair or the Secretary & Registrar will normally write a short blog for staff after each Council meeting.

Council minutes (excluding the Closed section) will be published on the web once they have been approved by Council.

Senate minutes (excluding the Closed section) will be published on the staff intranet once they have been approved by Senate along with the papers that are not closed.

The agenda, papers and minutes for the other Sub-Committees of Council are not currently published on the web or staff intranet.
E1. COUNCIL MEMBERS

E1.1 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 responsibility 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.

E1.2 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 (a) the seven primary elements of Higher Education Governance as set out in Committee of University Chairs’ “Higher Education Code of Governance” and (b) HEFCE’s “Memorandum of Assurance & Accountability between HEFCE and Institutions”.

iii. Members should satisfy themselves that they understand their duties as Charity Trustee. These are explained in guidance issued by the Charity Commission.

iv. 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.

v. 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.

vi. 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.

vii. Members must recognise the proper separation between governance and management and avoid involvement in the day to day executive management of the School.

viii. Members must maintain confidentiality when agenda items or minutes
require it.

ix. Members must be able to allocate sufficient time to undertake their duties effectively.

x. 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.

xi. Members must attend Council and committee meetings of which they are members. Members will normally be expected to serve on one Committee of Council.

E1.3 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.

E2. MEMBERS OF SENATE ROLE PROFILE

Members of Senate have the very important responsibility, to work together in Senate, to enhance academic quality and assure academic standards. This is fundamental to the academic reputation of the School. Senate, through its members, takes responsibility and provides assurance to the Council on the effectiveness of academic governance including the reliability of degree standards and the continuous improvement of the student academic experience and of student outcomes.

E2.1 STANDARDS FOR MEMBERS OF SENATE

i. Members have a responsibility to ensure that Senate 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 are expected to play an appropriate part in ensuring that the necessary business of Senate is carried out efficiently and effectively. Members are expected to challenge but in a constructive manner.

iii. Senate members fall into three main categories (a) ex-officio staff members (b) those elected or appointed from the academic staff and (c) students from the Student Representative Council. In this context:

• Members bring considerable experience to Senate and are encouraged to use that to support Senate’s prime role in enhancing academic quality and assuring academic standards.

• Members will often address issues from their own knowledge,
background or standpoint but they should always seek to act in the interest of the School as a whole.

• Members have no responsibility to report back to their colleagues or to take up issues raised by their colleagues. However, they are encouraged to discuss academic issues raised at Senate with their colleagues.

• The elected and appointed Staff members serve as both a sounding board and a check on the Executive in relation to Senate’s role in assuring academic standards and enhancing academic quality. They have at times to be constructively critical of the Executive to which they report on a daily basis. It is important that they are professional in carrying out this role and that it is supported and understood by the Executive.

• The role of Student Senate members in bringing the student voice to Senate is very important. This role profile will apply to Student members but it is recognised that while they will abide with a Senate decision, the Student Representative Council may continue to campaign for a change in that decision.

iv. Members must accept and abide by collective decisions once made. They may indicate where they disagree with a decision and this will be noted in the Minutes.

v. Members should recognise the proper separation between governance and management. Senate is a Committee primarily concerned with governance and will not normally deal with operational or detailed resources issues.

vi. Members must maintain confidentiality when the agenda items or minutes require it.

vii. Members should make every effort to attend and participate in such information-sharing events, training, procedures and appraisals as are deemed necessary by Senate and/or the Chair of Senate.

viii. Members must make every effort to attend all meetings of Senate and any Senate Committees of which they are members.
E3. CHAIRMAN OF COUNCIL

The Chairman of Council is responsible for the leadership of Council and for ensuring it operates effectively. He/She ensures 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 & conditions and remuneration to the People & 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 the Higher Education Funding Council for England and Universities UK.

E3.1 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
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. He/she liaises 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 him/her in this capacity including his/her 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.
E4. THE DIRECTOR

The Director is the Chief Executive of the School and reports to the Chairman. He/She is the Accountable Officer (or equivalent) with responsibility for advising Council (and the Higher Education Funding Council for England (HEFCE) if necessary) if the School fails to comply with the HEFCE Financial Memorandum. He/She is also the Chief Academic Officer of the School with responsibility for academic performance.

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 People & Remuneration Committee concerning the Director’s terms and conditions and remuneration package.

E4.1 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.
E5. SECRETARY & REGISTRAR

The Secretary & Registrar acts as Secretary to Council and all its committees including Senate and has a key role to play in the operation and conduct of the Council, and in ensuring that appropriate procedures are followed. He/She is responsible for supporting the governance processes in line with best practice. He/She has responsibility for advising on the legal environment relating to the School’s Charter, Statutes, Ordinances and Regulations.

The Secretary & Registrar has other managerial responsibilities in respect of which he/she reports to the Director but in respect of his/her governance role he/she is appointed by Council and reports 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 People & Remuneration Committee concerning the Registrar & Secretary’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 and HEFCE’s “Memorandum of Assurance & Accountability between HEFCE and Institutions”. 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.

E5.1 MAIN RESPONSIBILITIES OF THE SECRETARY & REGISTRAR

The Secretary & Registrar is responsible for:

i. Acting as Secretary to Council and 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.
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Undertaking an on-going 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 HEFCE Memorandum of Assurance & Accountability and on how these responsibilities should be discharged;

ix. Alerting Council if he/she believes that any proposed action would exceed Council’s powers or be contrary to legislation or to HEFCE’s Memorandum of Assurance & Accountability;

x. Obtaining such legal and other advice required within his/her 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 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 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 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
1) The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.

2) The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature and followed.

3) The governing body ensures institutional stability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.

4) The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments.

5) The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.

6) The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.

7) The governing body must ensure that governance structures and processes are for for purpose by referencing them against recognized standards of good practice.
Z6. Governing bodies – Responsibilities (Extract from Memorandum of Assurance & Accountability between HEFCE and Institutions)

1. Members of governing bodies of HEIs have a set of legal responsibilities and other duties. Taken together, the responsibilities of members of a governing body and of the governing body as a whole are considerable, and must be met. The governing body of an HEI is collectively responsible and has ultimate responsibility that cannot be delegated for overseeing the HEI’s activities, to determine its future direction, and to foster an environment in which the HEI’s mission is achieved. In accordance with the HEI’s own statutes and constitution, there should be effective arrangements for providing assurance to the governing body that the HEI:

   a. Has a robust and comprehensive system of risk management, control and corporate governance. This should include the prevention and detection of corruption, fraud, bribery and irregularities.

   b. Has regular, reliable, timely and adequate information to monitor performance and track the use of public funds.

   c. Plans and manages its activities to remain sustainable and financially viable.

   d. Informs us of any change in its circumstances which – in the judgement of the accountable officer and in agreement with the governing body – is a material change, including any significant developments that could impact on the mutual interests of the HEI and HEFCE.

   e. Uses public funds for proper purposes and seeks to achieve value for money from public funds.

   f. Delivers its charitable purpose for the public benefit.

   g. Complies with the mandatory requirements relating to audit and financial reporting, set out in our Audit Code of Practice and in our annual accounts direction.

   h. Sends us:

      i. The annual accountability returns.

      ii. Other information we may reasonably request to understand the HEI’s risk status.

      iii. Any data requested on our behalf by HESA.

      iv. Information needed to enable us to act as principal charity regulator (exempt charities only).

      i. Has effective arrangements for the management and quality assurance of data submitted to HESA, the Student Loans Company, HEFCE and other funding or regulatory
bodies (HEFCE reserves the right to use and publish its own estimates of data, where we are not satisfied that the HEI or FEC data are fit for purpose. HEFCE also reserves the right not to publish data \(^1\). Responsibility for the quality of data used for internal decision-making and external reporting, which must be fit for purpose, rests with the HEI or FEC itself. Data submitted for funding and student number control purposes must comply with directions published by HEFCE; if in doubt an HEI or FEC should ask its HEFCE regional consultant to provide an authoritative, written ruling.

j. Has an effective framework – overseen by its senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards.

k. Considers our assessment of its risk status, engages with us during the risk assessment process, and takes action to manage or mitigate the risks we agree upon.

\(^1\) See the HEFCE website for the processes which we will follow to determine the action we will take in response to concerns about data quality relating to the National Student Survey (‘Process for reporting concerns with NSS data’ at www.hefce.ac.uk/lt/nss/) and information from the Key Information Set and Destinations of Leavers from Higher Education survey published on Unistats (‘Process for handling concerns raised about Unistats data quality’ at www.hefce.ac.uk/lt/unikis/).