

## ORDINANCE 6

### DELEGATION OF FUNCTIONS

#### DEFINITIONS

**'Financial Regulations'** set out the fundamental principles that underpin all transactions undertaken by or on behalf of the University

**'Heads of Divisions'** are the:

The Vice-Chancellor  
Director of Administration  
Director of Estates and Facilities  
Dean of the University of London International Academy  
Director of Finance  
Director of Human Resources  
Dean of the School of Advanced Study  
Director, The Careers Group  
Director of the University of London Computer Centre  
Dean of the University of London Institute in Paris  
Director of the University of London Research Library Services  
Director of the University Marine Biological Station, Millport

1. The Board of Trustees may in accordance with Statute 10 delegate its functions to:
  - 1.1 the Collegiate Council; or
  - 1.2 a committee it may establish in accordance with Statute 14 consisting of two or more individuals appointed by them, at least one of whom shall be a member of the Board of Trustees; or
  - 1.3 an appropriately qualified member or appropriately qualified members of the Board of Trustees; or
  - 1.4 an appropriately qualified member or appropriately qualified members of the University's staff.
2. Any delegation of functions will be clearly minuted, set out in written terms of reference, within Ordinances or in a list of standing functions delegated to the Collegiate Council, a committee, members of the Board of Trustees or to members of the University staff. These documents will specify the limits (including time or financial limits) or conditions on the exercise of such functions and the reporting arrangements.
3. With the exception of the Vice-Chancellor and the Collegiate Council no committee or persons to which functions have been delegated are permitted to delegate further those functions without the prior agreement of the Board of Trustees.
4. The Collegiate Council, subject to any limits or conditions specified by the Board of Trustees, may further delegate functions given to it by the Board of Trustees to:
  - 4.1 a committee it may establish in accordance with Statute 14 consisting of two or more individuals appointed by the Collegiate Council, at least one of whom shall be a member of the Collegiate Council; or
  - 4.2 an appropriately qualified member or appropriately qualified members of the Collegiate Council; or

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- 4.3 an appropriately qualified member or appropriately qualified members of the University's staff.
  
5. Any delegation of functions by the Collegiate Council will be clearly minuted, set out in written terms of reference, within Ordinances or in a list of standing functions delegated to a committee, members of the Collegiate Council or to members of the University staff. These documents will specify any limits (including time or financial limits) or conditions on the exercise of such functions and the reporting arrangements.
  
6. In the absence of the Vice-Chancellor the functions delegated to him/her may be exercised by the Deputy Vice-Chancellor. The Vice-Chancellor may delegate functions given to him/her subject to any limits or conditions specified by the Board of Trustees or the Collegiate Council, or set out in the University's Financial Regulations, but any such sub-delegation must be set out in writing and shall include any limits (including time or financial limits) or conditions on the exercise of such sub-delegation and the reporting arrangements required. Functions which have been sub-delegated by the Vice-Chancellor shall be reported to the Secretary of the Board of Trustees as soon as practicable. Standing delegated function shall be reviewed by the Board of Trustees annually.
  
7. In the exercise of all delegated functions committees and individuals must comply with the Statutes, Ordinances, Financial Regulations and all other University policies and procedures.
  
8. The terms of reference for any delegation by the Board of Trustees or the Collegiate Council and the list of standing functions delegated to members of the Board of Trustees, the Collegiate Council or members of the University's staff will be subject to annual review by the body which delegated the function.
  
9. The terms of reference of committees and the list of standing functions delegated will be included within the Ordinances and will be amended automatically to reflect any changes approved by the body which established the committee or delegated the function.

14 July 2010

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### **TERMS OF REFERENCE FOR COMMITTEES ESTABLISHED BY THE BOARD OF TRUSTEES OR THE COLLEGIATE COUNCIL**

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## COMMITTEES OF THE BOARD OF TRUSTEES

### ACADEMIC PROMOTIONS AND TITLES COMMITTEE

#### *Terms of Reference*

1. To establish procedures on behalf of the Collegiate Council for the appointment and promotion of Professors and Readers employed or to be employed by the University, in accordance with Ordinance 4<sup>1</sup>.
2. To approve, and from time to time modify, criteria for Senior Lectureships, following appropriate consultation.
3. To approve a procedure for considering urgent applications.
4. To report all promotions and conferments of title to the Board of Trustees.
5. To confer the titles of Emeritus Professor and Reader on retiring members of staff.
6. To confer the title of Visiting Professor at the request of the School of Advanced Study or of a Director not within the School in accordance with criteria formulated by the Committee.
7. The Committee may authorise the Vice-Chancellor or a sub-committee to deal with its functions under paragraph 5.

#### *Constitution*

Vice-Chancellor (**Chair**).

Deputy Vice-Chancellor.

Dean, SAS.

Deputy Dean, SAS.

A Director of a member-Institute, to be nominated by the Directorate of SAS.

Dean of the University of London Institute in Paris.

An external member (holding an academic appointment at another university).

#### *Mode of Operation*

The quorum for the Committee will be three members.

### AUDIT AND RISK COMMITTEE

#### *Terms of Reference*

1. To advise the Board of Trustees on the appointment of the External Auditors, their audit fees, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.

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<sup>1</sup> The Committee shall have no locus in respect of staff of the Colleges.

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2. To discuss, if necessary, with the External Auditors, before the audit begins, the nature and scope of the audit.
3. To 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).
4. To consider and advise the Board of Trustees on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the internal audit fees, the provision of any non-audit services by the Internal Auditors and any questions of resignation or dismissal of the Internal Auditors.
5. To review the Internal Auditors' audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; and to promote co-ordination between the Internal and External Auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the University's needs (or make a recommendation to the Board of Trustees as appropriate).
6. To keep under review the effectiveness of the risk management, control and governance arrangements, including reference to the Strategic Risk Register, and to review the External Auditors' management letter, the Internal Auditors' annual report, and management responses.
7. To monitor the implementation of agreed audit-based recommendations, from whatever source.
8. To ensure that all significant unbudgeted losses have been properly investigated and that the Internal and External Auditors, and where appropriate the Higher Education Funding Council for England (HEFCE) accounting officer, have been informed.
9. To monitor the University's policy on fraud and irregularity, including being notified of any action taken under that policy.
10. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness (value for money).
11. To receive any relevant reports from the National Audit Office, HEFCE and other organisations.
12. To monitor annually the performance and effectiveness of External and Internal Auditors, including any matters affecting their objectivity, and to make recommendations to the Board of Trustees concerning their reappointment, where appropriate.
13. To consider elements of the annual financial statements in the presence of the External Auditors, including the Auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with HEFCE's Accounts Directions.
14. In the event of the merger or dissolution of the University, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed. In the event of major change to the University's constitutional arrangements, to monitor and keep under review, during any transitional period, the effectiveness of the risk management, control and

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governance arrangements.

15. To consider and deal as appropriate with other such issues or matters referred to it by the Board of Trustees or the Vice-Chancellor.
16. To report to the Board of Trustees and make recommendations to the Vice-Chancellor as appropriate.

### **Reporting Procedures**

17. The minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Trustees.
18. The Committee will prepare an annual report covering the University's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Trustees and the Vice-Chancellor, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the University's arrangements for the following:
  - 18.1 risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts);
  - 18.2 economy, efficiency and effectiveness (value for money); and
  - 18.3 management and quality assurance of data submitted to HESA and to HEFCE and other funding bodies.
19. This opinion should be based on the information presented to the Committee. The Audit and Risk Committee annual report should normally be submitted to the Board of Trustees before the members' responsibility statement in the annual financial statements is signed.
20. The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and Chair of the Board of Trustees, as appropriate. It may incur reasonable costs in this respect, without the prior approval of the Board of Trustees.
21. The Audit and Risk Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the External Auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the Board of Trustees.

*At least once a year the Committee should meet separately with the External and Internal Auditors without any officers present.*

*Members of the Committee shall, if necessary, have direct access to the External and Internal Auditors. The auditors engaged to provide an internal audit service shall, if necessary, have direct access to the Chair of the Audit and Risk Committee.*

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### ***Constitution***

The Audit and Risk Committee which shall be appointed by the Board of Trustees shall comprise:

Four independent members of the Board of Trustees one of whom shall be appointed **Chair** by the Board of Trustees.

One Head of College on the Board of Trustees.

At least one and up to two members with appropriate expertise, who must not be members of the Board of Trustees.

The membership should not include the Chair of the Board of Trustees nor any member with executive responsibility for the management of the University.

### ***Mode of Operation***

The Chair shall have the power to act on behalf of the Committee in case of urgency.

The quorum for the Committee will be three members of whom one must be an independent member of the Board of Trustees.

## **INVESTMENTS COMMITTEE**

### ***Terms of Reference***

1. In accordance with legislation and such general policy or other guidance as may be approved from time to time by the Board of Trustees, to exercise the Board of Trustees' powers of investment and report regularly to the Board of Trustees on the exercise of these powers, including the management of cash reserves.
2. In cases of urgency and at the request of the Vice-Chancellor, the Chair of the Committee and any two other members of the Committee may approve such action by correspondence as they consider necessary.
3. Having regard to investment criteria exclusively, to approve the annual dividend of the Unified Trust Fund and to advise the Board of Trustees accordingly.
4. To recommend to the Board of Trustees the appointment of any investment managers and the period, terms and conditions relating to any such appointments.
5. To consider and advise the Board of Trustees on all questions of general investments policy and performance and to report to the Board of Trustees.
6. To consider and deal as appropriate with such other issues or matters referred to it by the Board of Trustees or the Vice-Chancellor.

### ***Constitution***

The Investments Committee, which shall be appointed by the Board of Trustees, shall comprise:

Three independent members of the Board of Trustees, one of whom shall be appointed **Chair**.

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Up to three persons with the appropriate specialist expertise for the work of the Investments Committee.

One Head of College on the Board of Trustees.

### **Mode of Operation**

The Chair shall have the power to act on behalf of the Committee in case of urgency.

The quorum for the Committee will be three members of whom one must be an independent member.

### **REMUNERATION COMMITTEE**

*The Remuneration Committee shall undertake all aspects of its work in accordance with the Equal Opportunities Policy and Gender Equality Scheme of the University.*

### **Terms of Reference**

1. The Remuneration Committee on behalf of the Board of Trustees, and in accordance with policies agreed by the Board of Trustees, shall:
  - 1.1 review the salary, emoluments, allowances and other financial benefits payable by the University to the Vice-Chancellor, or sums reimbursed to another employer for the services of the Vice-Chancellor;
  - 1.2 approve and review the salary, emoluments, allowances and other financial benefits payable by the University to the Secretary to the Board/Director of Administration and such other officers or employees of the University as the Board of Trustees shall determine.
2. The Committee shall receive annually from the Vice-Chancellor a report on the salaries paid to the Directors of Institutes, the Dean of the University of London International Academy, the Dean of the School of Advanced Study, Directors, Professors employed by the University, and the administrative and other staff employed by the University on Level 10 of its unified grading structure.
3. The Committee shall approve severance payments to the staff whose salaries are reviewed or reported under paragraphs 1.1, 1.2 and 2 or where the severance payment or cost of severance exceeds £100,000 (other than in respect of ordinary pension sums).
4. The Committee shall consider and deal as appropriate with other such issues or matters referred to it by the Board of Trustees.

### **Constitution**

The Remuneration Committee, which shall be appointed by the Board of Trustees, shall comprise:

The Chair of the Board of Trustees (**Chair**).

The Deputy Chair of the Board of Trustees.

The Vice-Chancellor, except for the discussion of matters under clause 1.1.

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One independent member of the Board of Trustees.

One Head of College on the Board of Trustees.

### ***Mode of Operation***

The Chair shall have the power to act on behalf of the Committee in case of urgency.

The quorum for the Committee will be three. Independent members must form a majority of those present.

The Vice-Chancellor, the Secretary and any other officer or member attending shall withdraw at the request of the Chairman for discussion personal to them.

The Secretary to the Board of Trustees shall be Secretary to the Remuneration Committee.

## **SAFETY COMMITTEE**

### ***Terms of Reference***

1. The Safety Committee reports to the Board of Trustees and is established to advise, keep under review, and, take action as appropriate, on the general safety policy, organisation and arrangements to secure the health and safety of employees, Students, visitors and others who may be affected by the University's activities.
2. The Committee will have the following specific responsibilities:
  - 2.1 to develop safety policies for all aspects of the work of the University in compliance with legislation on environmental health and safety;
  - 2.2 to agree procedures, rules and safe systems of work in compliance with agreed policy and to monitor arrangements, and to monitor the divisional health and safety committees;
  - 2.3 to consider and approve the arrangements for departmental/divisional safety co-ordinators and, in particular, for the provision of advice to the University on health and safety;
  - 2.4 to monitor the provision and effectiveness of safety training;
  - 2.5 to monitor arrangements for fire evacuation drills;
  - 2.6 to oversee the arrangements for the provision of trained first aid staff and first aid materials;
  - 2.7 to receive and consider accident reports and reports on any unsafe or unhealthy work practices and to agree follow-up action;
  - 2.8 to receive periodic safety audit reports;
  - 2.9 to agree arrangements for the promulgation of advice and information on health and safety matters to Heads of Responsibility Centres, senior officers and others who need to know;
  - 2.10 to advise the Director of Administration on the resource implications of the implementation of health and safety policies and procedures;

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- 2.11 to report annually, and as necessary, to the Board of Trustees on the activities of the Committee;
- 2.12 to establish sub-committees or working groups as necessary to advise on specific health and safety issues;
- 2.13 to advise the Board of Trustees of any proposed changes in the membership or the terms of reference of the Committee.

### ***Constitution***

**Chair:** to be appointed from among the members of the Board of Trustees.

Up to six persons representative of the management of the University, nominated by the Vice-Chancellor;

Up to six representatives of the staff of the University, appointed by the University branches of the trade unions recognised by the University, and by the Staff Association, the proportion of the total to be appointed by each trade union and by the Staff Association to be agreed between the Unions and the Association, or one each if they fail to agree.

### ***Mode of Operation***

The quorum for the Committee will be one third of members appointed at the time of the meeting.

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### COMMITTEES OF THE COLLEGIATE COUNCIL

#### BOARD OF THE CAREERS GROUP

##### *Terms of Reference*

1. To consider, approve, and keep under review a strategic plan for The Careers Group which supports the objectives of the University's strategic plan and to forward the plan to the Collegiate Council for its approval.
2. To approve an annual operating statement with targets.
3. To monitor the performance of The Careers Group against its planned strategic and operational targets, reporting at least once per year on these matters to the Collegiate Council.
4. To recommend annual charges for careers services to the Collegiate Council.
5. To consider and approve the annual budget for The Careers Group and to recommend it to the Collegiate Council.
6. To consider the financial performance against approved budgets and to report to the Collegiate Council.
7. To assess financial and non-financial risks arising from the operation of The Careers Group and to contribute in this respect to the University's risk controls and mitigation.
8. To establish committees or working groups to assist the Board to undertake its functions and to approve their terms of reference, constitution and membership. The Board shall not delegate any of its responsibilities to these committees or working groups without the prior approval of the Collegiate Council.
9. To consider and approve the annual report of The Careers Group.
10. To review annually the effectiveness of any committees or working groups established by the Board.
11. To review annually the effectiveness of the Board and to make a report to the Collegiate Council.

##### **Constitution**

*Appointed by the Collegiate Council on the nomination of the Vice-Chancellor after consultation with the Director*

**Chair** - Member of the Collegiate Council

One senior member of staff of each College that subscribes to The Careers Group, or their designated alternate, nominated by the Head of College. The College determines the period of appointment of its nominees. The name of the College nominee and their designated alternate shall be notified to the Secretary at the beginning of each academic year

One independent member of the Board of Trustees

The Director of a higher education careers service outside of the University of London

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Four persons to represent the views of employers of graduates and other key stakeholders

The President of ULU or his/her nominee

One student nominated by the Students' Union of a subscribing College where The Careers Group operates a locally-based office, to be nominated annually in College alphabetical order

### ***Mode of Operation***

The quorum for the Group will be one third of those appointed at the time of the meeting.

## **ACADEMIC QUALITY ADVISORY COMMITTEE**

### ***Terms of Reference***

1. To provide advice to the Collegiate Council, as requested and appropriate, on issues related to the quality and standards of University of London awards.
2. To consider collectively national and international developments in quality assurance and enhancement and report on these as requested to the Collegiate Council.
3. To share the Colleges' collective knowledge and experience on academic quality with a view to enhancing the quality of provision leading to University of London awards and disseminating good practice.
4. To conduct and submit annually to the Collegiate Council a University Quality Overview Report and undertake any activity arising therefrom as requested by the Collegiate Council.
5. To review and develop the process of the annual University Quality Overview Report.
6. To consider the annual reports submitted by Colleges exercising the power to award their own degrees.
7. To review the effectiveness of the Group annually and make a report to the Collegiate Council.

### ***Constitution***

**Chair:** A Vice-Principal of a College, with Quality Assurance responsibilities.

One member of the Collegiate Council.

One person appointed by and from each College, with responsibility for Quality Assurance matters.

### ***Mode of Operation***

The quorum for the Committee will be 8 members.

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### RESEARCH DEGREES COMMITTEE (Transitional Committee)

#### *Terms of Reference*

1. To establish and regularly review the quality assurance procedures for those aspects of research degrees dealt with centrally on behalf of the Colleges.
2. To monitor the outcome of examinations, appeals and related matters in respect of research degrees of the University.
3. To advise the Collegiate Council on policy relating to research degrees of the University.
4. To exercise such powers as may be delegated to it by the Collegiate Council.

#### *Constitution*

**Chair:** to be appointed from amongst the members of the Collegiate Council.

One representative<sup>2</sup> appointed from, and by, each of the Colleges<sup>3</sup> of the University.

#### *Mode of Operation*

The quorum for the Committee will be 8 members.

All members other than the Chair shall be allowed named alternates.

1 August 2010

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<sup>2</sup> Colleges shall appoint a person with senior academic management responsibility for research degrees.

<sup>3</sup> 'Colleges' for this purpose includes the School of Advanced Study and the University Marine Biological Station, Millport.

## ORDINANCE 6 ANNEX 2

### STANDING FUNCTIONS DELEGATED BY THE BOARD OF TRUSTEES OR COLLEGIATE COUNCIL TO UNIVERSITY STAFF

#### Functions Delegated by the Board of Trustees

Function	Function delegated to	Reporting arrangements
<i>Contracts and Financial Commitments</i>		
1. Delegated Functions in relation to Contracts and Financial Commitments are set out in the University's Financial Regulations.		
<i>Staffing Matters</i>		
2. Subject to any special provisions made by the Board of Trustees for particular posts, to exercise the functions of the Board of Trustees in relation to the appointment, dismissal, duties, remuneration, and other terms and conditions of service of employees of the University.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	The Board will receive a report annually on the exercise of this function.
<i>Urgent or Non-contentious Matters</i>		
3. In the absence or unavailability of the Chair to act on behalf of the Board of Trustees in non-academic matters which in the opinion of the Vice-Chancellor are either urgent (but not requiring a special meeting) or non-contentious.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	Any action taken will be reported to the next meeting of the Board.
<i>Estates Matters</i>		
4. At the individual discretion of the Vice-Chancellor, Director of Administration or Director of Estates and Facilities, after consultation where necessary with external professional advisers, to deal with routine matters of estate management and to approve expenditure on such routine matters up to a limit of £250,000 <i>per annum</i> on any single matter, including (but not limited to) in relation to:  4.1 The granting or accepting of licences to occupy;  4.2 Variations and surrenders of leases;  4.3 Rent reviews pursuant to leases;	<b>Vice-Chancellor or the Director of Administration or the Director of Estates and Facilities</b>	To report any action taken to the next meeting of the Board.

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Function	Function delegated to	Reporting arrangements
4.4 Options and pre-emptions which do not comprise an irrevocable commitment on the part of the University to buy or sell property;		
4.5 Building contracts, appointments and warranties;		
4.6 Restrictive covenants and easements; and		
4.7 Planning consents, or other regulatory consents or dispositions in connection with the University's estate.		
5. To take or renew Head Tenancy leases for periods of up to one year.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	Any action taken will be reported to the next meeting of the Board.
6. To grant or renew leases for individual rooms within University premises for periods of up to two years.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	Any action taken will be reported to the next meeting of the Board.
7. To grant or renew leases of equipment space to third parties in the Stewart House computer suite for periods of up to two years.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	Any action taken will be reported to the next meeting of the Board.

### Functions Delegated by the Collegiate Council

#### *Urgent or Non-contentious Matters*

1. To act on behalf of the Collegiate Council in academic matters which in the opinion of the Vice-Chancellor are either urgent (but not requiring a special meeting) or non-contentious.	<b>Vice-Chancellor</b> (or in his absence the Deputy Vice-Chancellor)	Any action taken will be reported to the next meeting of the Board.
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25 March 2009