Purpose and Functions of the Board of Trustees

Ordinance 1

<table>
<thead>
<tr>
<th>Reference</th>
<th>01</th>
</tr>
</thead>
<tbody>
<tr>
<td>Department</td>
<td>Governance, Policy and Compliance</td>
</tr>
<tr>
<td>Team</td>
<td>Central Secretariat</td>
</tr>
<tr>
<td>Type</td>
<td>University / Ordinance</td>
</tr>
<tr>
<td>Authority</td>
<td>Board of Trustees</td>
</tr>
<tr>
<td>Version</td>
<td>Version 1.0 2024</td>
</tr>
<tr>
<td>Date of approval</td>
<td>26/03/2024</td>
</tr>
<tr>
<td>Formal Review cycle</td>
<td>Three years or sooner if required</td>
</tr>
<tr>
<td>Review date</td>
<td>31/03/2027</td>
</tr>
</tbody>
</table>
A. Purpose and Functions of the Board of Trustees

1. Purpose

2. Function

   2.1 The functions of the Board of Trustees that it may not delegate:

       2.11 As defined in the Statutes

       2.12 As determined by the Board of Trustees

   2.2 The functions of the Board of Trustees that may be delegated

   2.3 The Functions of the Board of Trustees that are delegated

3. Constitution of the Board of Trustees

   3.1 Independent Members

   3.2 Ex Officio Members

   3.3 Heads of Member Institutions

   3.4 The Student Member

   3.5 The Chair

   3.6 The Deputy Chair

   3.7 Grounds for the removal of Members

B. Specific Procedures of the Board of Trustees

4. Conduct of Business

5. Procedure for sealing and authentication of documents

6. Procedures for making or amending Statutes, Ordinances and Regulations

7. Procedures for determining the academic, operational and corporate structures of the University
A. Purpose and Functions of the Board of Trustees

1. Purpose
1.1 The University of London Statutes 8.1 and 8.2 require:

   a. That there shall be a Board of Trustees of the University, which shall be the governing body of the University;
   b. That the Board of Trustees shall promote the objects of the University which are: for the public benefit, to promote education of a university standard and the advancement of knowledge and learning by teaching and research; and to encourage the achievement and maintenance of the highest academic standards.
   c. That the Board of Trustees shall have general control over the conduct of the affairs of the University of London;
   d. That the Board of Trustees shall have no powers and duties in respect of the affairs of the Member Institutions save as specifically provided in the Statutes.

1.2 In accordance with Statutes 8.1 and 8.2, the membership of the Board of Trustees; the protocols for decision making; and the purpose and functions of the Board of Trustees, including those which may not be delegated, are defined in this Ordinance.

1.3 The purpose and functions of the Board of Trustees as detailed in this Ordinance represent its primary responsibilities and reflect the good practice expectations set out in the Committee of University Chairs Code of Governance 2020.

2. Functions
2.1 The functions of the Board of Trustees that it may not delegate are:

2.12 As defined in the Statutes

   a. To consider and approve the strategic direction of the University, and a plan for its implementation, having received the advice of the Collegiate Council;
   b. To exercise guardianship over and ensure the effective management, control and use of the University's assets and resources;
   c. To appoint the Chancellor;
   d. To appoint the Vice-Chancellor;
   e. To appoint the Deputy Vice-Chancellor;
   f. To ensure that financial accounts are kept and that an annual statement of the University's finances is prepared, audited and approved;
   g. To appoint the University's auditors;
   h. To consider and approve the admission of Member Institutions and their continuing status as Member Institutions;
   i. To make or amend Statutes and Ordinances.

2.13 As determined by the Board of Trustees

   a. To consider and approve the mission and values of the University;
   b. To consider and approve the corporate structure of the University;
c. To monitor the implementation of the strategic plan(s), and the delivery of the mission in accordance with the values of the University;
d. To safeguard the good name of the University;
e. To appoint the University Secretary;
f. To borrow money on security of property or otherwise; and to establish companies;
g. To consider and approve the annual budget;
h. To act as the trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University;
i. To consider and approve schedules of delegation and terms of reference for committees of the Board of Trustees;
j. To delegate authority to the Vice-Chancellor for the effective corporate, financial, estates and human resource management of the University and in accordance with Statute 7.2 the organisation and conduct of the University;
k. To establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken, by, and under the Vice-Chancellor’s authority.

2.2 The functions of the Board of Trustees that may be delegated are:

a. To ensure the establishment and monitoring of systems of control and accountability, including legal, statutory and regulatory obligations, financial and operational controls, risk assessment and management, value for money arrangements and procedures for managing conflicts of interest;
b. To ensure that the governance of the University is effective and meets regulatory requirements and good practice standards by establishing processes to monitor and evaluate the performance of the Board of Trustees and the University’s systems of governance;
c. To ensure that all students and staff have opportunities to engage with the governance and management of the University;
d. To put in place arrangements for monitoring the performance of the Vice-Chancellor, and the auditors.;
e. To provide for the appointment, dismissal, duties, remuneration and other terms and conditions of service of employees of the University;
f. To co-operate with other bodies in the UK or abroad in pursuit of the University’s objects and functions;
g. To ensure that the University has particular regard for and take reasonably practical steps to secure and promote freedom of speech within the law for its staff, students, members, and visitors;
h. To ensure that the University secures the Academic Freedom of its Academic Staff;
i. To ensure that the University meets its obligations under equality legislation;
j. To ensure the suitability of arrangements established for the general welfare of staff and students and the health and safety of those to whom it has a duty of care;
k. To ensure that there are procedures in place for dealing with internal grievances and disciplinary matters for staff employed by, and students registered with, the University and for academic appeals and complaints in relation to students registered with the University itself;
l. To approve the award by the University of honorary degrees and honorary fellowships in accordance with the relevant Ordinance;
m. To sell, buy, and exchange property, to lease and accept leases of property;
n. To devise policy and guidance in relation to investments and to make investments on behalf of the University;
o. To enter into, carry out, vary and cancel contracts;
p. To consider and approve the regulations, policies and procedures of the University (see also Procedures of the Board);
q. To consider and approve the academic and operational structures of the University (see also Procedures of the Board);
r. Subject to established controls to do anything else within the law, and applicable regulation that furthers the objects of the University.

2.3 The functions of the Board of Trustees that are delegated:
   a. Statute 10.1 requires that there shall be a committee of the Board of Trustees with responsibility for audit and risk.
   b. Statute 10.2 requires that there shall be a committee of the Board of Trustees with responsibility for the University’s academic affairs.
   c. Statute 10.3 provides that the Board of Trustees and the Collegiate Council may from time to time establish additional standing, special and advisory committees, sub-committees and boards.

3. Constitution of the Board of Trustees
Statute 8.3 requires that the membership of the Board of Trustees will be prescribed in the Ordinances of the University.

3.1 Independent Members
3.11 The Board of Trustees shall appoint up to eleven independent members (meaning members who are neither employed by, nor students of, either the University or of a Member Institution, and who are considered by the Board to be independent and impartial).

3.12 Independent Members of the Board of Trustees may normally hold office for a period of:

- up to four years and may be reappointed for no more than one further term of four years or
- up to three years whereupon they may be re-appointed for no more than two further consecutive terms of up to three years.

The maximum term of service is 9 years

3.13 Independent Members may serve as the Chair or Deputy Chair, on the Board of Trustees. They may serve as the Chair or Deputy Chair of all sub-committees of the Board, except those where the Chair is Ex Officio the Vice-Chancellor.

3.14 The process for appointment and reappointment of independent members of the Board of Trustees shall be managed by the Nominations and Governance Committee.

3.2 Ex-Officio Members
3.21 The Vice-Chancellor and the Deputy Vice-Chancellor of the University shall be Ex Officio members of the Board of Trustees.
3.3 Heads of Members Institutions
3.31 The Collegiate Council shall approve four Heads of Member Institutions to be members of the Board of Trustees.

3.32 Heads of Federation members shall normally serve on the Board of Trustees for a period of up to three years and may be re-appointed for one further term of up to three years.

3.33 It is expected that there will be a balance of Heads of small and larger Institutions and of Bloomsbury and non-Bloomsbury Institutions, to provide the broadest range and balance of experience and expertise.

3.34 Heads of Member Institutions serving on the Board of Trustees may serve on sub-committees of the Board.

3.35 The process for appointment and reappointment of Heads of Member Institutions to the Board of Trustees shall be determined by the University Secretary

3.4 Student Member
3.41 The Board of Trustees shall appoint a student member to serve on the Board of Trustees.

3.42 The student member shall normally serve on the Board of Trustees for a period of up to three years.

3.43 The Student Member may serve on sub-committees of the Board.

3.44 The process for the appointment of the student member of the Board of Trustees shall be managed by the Nominations and Governance Committee.

3.5 The Chair
3.51 The Board of Trustees shall appoint a Chair from amongst the independent members of the Board of Trustees and shall determine their period of office.

3.52 The Chair shall normally hold office for a period of:
   - up to four years and may be reappointed for no more than one further term of four years, or
   - up to three years whereupon they may be re-appointed for no more than two further consecutive terms of up to three years.

   The maximum term of service is 9 years

3.53 Any terms of Service as an Independent member before appointment to the role of Chair will count toward the total period of service.

3.54 The Chair may chair or serve on any sub-committee of the Board except those committees responsible for audit and risk and academic affairs.

3.55 The process for appointment and reappointment of the Chair of the Board of Trustees shall be determined by the Nominations and Governance Committee.
3.6 The Deputy Chair

3.61 The Board of Trustees shall appoint a Deputy Chair from amongst the independent members of the Board of Trustees and shall determine their period of office.

3.62 The Deputy Chair shall normally hold office for a period of:

- up to four years and may be reappointed for no more than one further term of four years or
- up to three years whereupon they may be re-appointed for no more than two further consecutive terms of up to three years.

The maximum term of service is 9 years.

3.63 Any terms of Service as an Independent member before appointment to the role of Chair will count toward the total period of service.

3.64 The process for appointment and reappointment of the Deputy Chair of the Board of Trustees shall be managed by the Nominations and Governance Committee.

3.65 The Deputy Chair may chair or serve on any sub-committee of the Board, except the committees responsible for academic affairs.

3.7 Grounds for Removal of Members

3.71 Members of the Board of Trustees may be removed from their office by the Board of Trustees if there is found to be good cause.

3.72 No member may be removed unless that member has been given a reasonable opportunity of being heard by the Board of Trustees.

3.73 Good cause for removal of a Member of the Board of Trustees in this Ordinance means one or more of the following:

- The Member is convicted for an offence which may be deemed by the Board of Trustees to be such as to render the person convicted unfit for the execution of the duties of the office.
- The Member’s conduct is incompatible with the duties of the office.
- Conduct by the Member constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office whether such failure results from physical or mental incapacity or otherwise (e.g. persistent failure to attend meetings of the Board or its sub-committees).
- The Member is being determined by the Board of Trustees to not be a fit and proper person.
- The Members recuses themselves or is asked to recuse themselves because of a significant and irresolvable of conflict of interest.

3.74 The process for removal of any member of the Board of Trustees shall be managed by the Nominations and Governance Committee.
B. Specific Procedures of the Board of Trustees

4. Conduct of Business

4.1 The Chair
The Chair, if present, will preside at all meetings of the Board of Trustees. In the absence of the Chair, the Deputy Chair will preside. If both the Chair and Deputy Chair are absent, the members shall appoint one of the members present, to chair the meeting.

4.2 The Secretary
There shall be a Secretary to the Board of Trustees who shall be appointed by the Board of Trustees.

4.3 Alternates
Members of the Board of Trustees shall not be permitted to send an alternate or proxy in their place.

4.4 Ordinary meetings
• The Board of Trustees shall meet no fewer than four times per year.
• Meetings of the Board of Trustees may be varied or cancelled by the Secretary but only at the request of the Chair of the Board of Trustees.
• Notice should be sent to members of the Board of Trustees normally no less than four working days before the meeting,

4.5 Extraordinary meetings
• The Secretary, at the request of the Chair, or at the written request of at least five members of the Board of Trustees, shall summon an extraordinary meeting of the Board of Trustees. Notice shall be sent to members of the Board of Trustees normally no less than four working days before the meeting, stating the time, place and the agenda of the meeting.
• Notice of the meeting shall be sent electronically to an email address and/or by post to each member. The email and postal addresses used for any member shall be those provided by members of the Board to the Secretary.
• The accidental omission to notify any member of the Board of Trustees, or the non-receipt of notification by any member, shall not invalidate the meeting.

4.6 Urgent business
The Chair may authorise the taking of action on behalf of the Board of Trustees in any matter being in the opinion of the Chair urgent (but not of sufficient importance to justify an extraordinary meeting of the Board of Trustees). Such action shall be reported to the next meeting of the Board of Trustees.

4.7 Quorum
In accordance with Statute 8.6 the quorum for conducting business of the Board of Trustees shall be 40% of the members (rounded up to the nearest whole number) of which the majority must be Independent members (meaning members who are neither employed by nor students of either the University or a Member Institution).
• All or any members of the Board of Trustees may participate in a meeting by means of video or telephone conference or communication equipment which allows all participating in the meeting to hear each other. Such persons shall be counted as participating in the meeting and being in attendance for the purposes of the quorum.

• If a meeting ceases to be quorate at any time, formal decisions may not be taken. Any outstanding business of the meeting, if not urgent, shall be placed on the agenda for the next ordinary meeting of the Board of Trustees. Any outstanding urgent business will be dealt with by the Chair in accordance with the provisions for dealing with urgent business, or by means of an extraordinary meeting, or by correspondence, as determined by the Chair. Any business transacted and decisions taken before the adjournment of the meeting shall be valid.

4.8 Voting
• All members of the Board of Trustees have the right to vote. Officers in attendance and observers do not have the right to vote.

• If the view of the meeting is not clear and a vote is required, a recommendation shall be put to a vote and shall be declared approved if it receives a simple majority of votes cast. Voting shall normally be by a show of hands.

• Each member shall have one vote. In the case of an equality of votes, the Chair shall have a second or casting vote.

• The Board of Trustees acts on the basis of collective responsibility. Members of the Board of Trustees are encouraged to express any differing views within the Board of Trustees’ internal decision-making process.

• The Board of Trustees may conduct its business by correspondence and a proposal in writing, which has been sent to each member of the Board of Trustees, including by email, shall, if endorsed by a majority of members of the Board of Trustees, be as legitimate as if agreed at a formal meeting of the Board of Trustees.

4.9 Rescinding decisions
A decision of the Board of Trustees may be rescinded or varied at a subsequent meeting of the Board of Trustees only if notice of the proposal to rescind or vary the decision has been given and if the subject matter of the decision (and any proposed variation) appears in the agenda and supporting papers of the meeting.

4.10 Agenda
• The agenda and supporting papers specifying the business to be transacted shall normally be sent to every member three working days before an ordinary meeting of the Board of Trustees; accidental omission to send or the non-receipt of an agenda and/or supporting papers by a member shall not invalidate a meeting.

• No business shall be transacted at a meeting other than that specified in the agenda paper except, with the consent of the Board of Trustees, matters introduced by the Chair because in the Chair’s opinion they are urgent and have arisen too late to be specified in the agenda paper.

• Any suggestions by members for items for the agenda should normally be received by the Secretary fourteen working days before an ordinary meeting. The agenda shall be
determined by the Chair in consultation with the Secretary. The Secretary shall write to any member who suggests an item that is not accepted stating the reasons. The inclusion on the agenda of any items received at shorter notice will be at the discretion of the Chair.

4.11 Confidentiality

- Exceptionally, papers for consideration by the Board of Trustees, and any associated minutes, may be subject to non-disclosure exemptions in accordance with the Freedom of Information Act 2000. Such papers and any associated minutes will be designated as such, and their circulation restricted accordingly.

- The Secretary, in consultation, as appropriate, with the Vice-Chancellor and the Chair, shall designate papers or associated minutes as confidential.

4.12 Reserved business

The Chair may require particular members of the Board of Trustees or persons in attendance to withdraw from the meeting for the discussion of particular items, depending on the nature of the business to be discussed.

4.13 Consultation with other bodies

In exercising its functions, the Board of Trustees shall ensure it seeks appropriate information or advice from relevant bodies and this may include inviting them to attend its meetings for the discussion on a particular matter.

4.14 Minutes

Minutes of meetings of the Board of Trustees will be taken and will be submitted to the next ordinary meeting. Discussion on minutes shall be confined to their accuracy.

4.15 Documentation

Approved minutes and related agenda and papers shall be retained in the custody of the Secretary and, normally not more than five years after the meeting to which they relate they will be deposited in the archives of the University.

4.16 Conduct of meetings

The Chair shall conduct each meeting as they consider appropriate, subject to the requirements of this Ordinance.
5. Procedure for sealing and authentication of documents
The University Secretary shall be responsible for the safe keeping of the University’s Common Seal (“Seal”) and for having the seal affixed to documents in accordance with the provisions of this Ordinance.

5.1 Why is the Common Seal used?
The University is subject to the Companies Act 2006 and the Unregistered Companies Act 2009 and executes deeds under its Common Seal. A “deed” means a written document which is executed with the necessary formality (that is, more than a simple signature), and by which an interest, right or property passes or is confirmed, or an obligation binding on some person is created or confirmed. Usually, such documents describe themselves as a deed. In general, the circumstances under which a deed may be required by law include property transactions such as the transfer of registered property or the granting of leases or mortgages. Banks or other lenders may require financial agreements to be executed as deeds.

5.2 The University’s Common Seal will be used for:
• All documents requiring to be sealed in pursuance of a resolution of the Board of Trustees or in the exercise of the Board of Trustees’ powers and duties shall have the seal affixed to them;
• Documents which must be sealed as a deed;
• Other documents where a deed or a sealed document may be required or preferred.

The use of the Seal is not necessary for other standard agreements entered into by the University which are not in the form of a deed.

5.3 The Seal may be affixed in other circumstances including where:
• the parties to an agreement wish to execute the agreement as a deed to extend the period for bringing a breach of contract claim from 6 years under a standard contract to 12 years\(^1\), for example in contracts relating to major capital works;
• there are other circumstances where use of a deed is conventional or beneficial to the parties, such as to ensure enforceability despite the lack of consideration under the agreement (consideration in this context is the price paid by one party in exchange for a benefit from the other);
• this is required by the law of another country where the University enters into an agreement governed by another country’s laws which require the use of a seal;
• a sealed document is desirable for ceremonial purposes.
• Public addresses, diplomas, and documents of an academic nature requiring to be sealed shall be sealed in such manner as the Vice-Chancellor shall from time to time direct.

\(^1\) In accordance with section 8 of the Limitation Act 1980
5.4 How to affix the Seal
The Seal must be affixed in the presence of any two of the following:

- Members of the Board of Trustees;
- Vice-Chancellor;
- Deputy Vice-Chancellor;
- Pro Vice-Chancellors;
- University Secretary;
- Other members of staff of the University designated as first sealers or second sealers so long as those roles are consistent with requirements of legislation.

Every such document shall be attested by the signatures of the two persons in whose presence the Seal was affixed (whether in person or virtually, where each person can see and hear each other person).

5.5 Recording the Use of the Seal

- An entry of the sealing of all documents shall be registered in a book provided for the purpose, signed by those in whose presence the Seal was affixed. Maintaining a register is a matter of good governance practice.

- The register of sealings may be inspected by members of the Board of Trustees upon written request.

- An annual report on the use of the Seal is provided to the Board of Trustees.

- All instruments which, not being under the Seal of the University, require to be signed on behalf of the University, including cheques and other negotiable instruments, shall be signed, drawn or endorsed by such person or persons and in such manner as the Vice-Chancellor shall from time to time direct.
6. Procedures for making or amending Statutes, Ordinances and Regulations

Statute 18 provides that the Board of Trustees may make or amend Statutes, Ordinances and Regulations.

6.1 Definitions:
   a. **Statutes** – high level rules relating to the governance of the University subject to University of London Act 2018 and the consideration and approval of the Privy Council.
   b. **Ordinances** – rules relating to the governance of the University subject to the consideration and approval of the Board of Trustees.
   c. **Regulations** – academic rules relating to the academic governance of the University and all other policies and procedures that the members of the University and visitors to the University are subject to.

6.2 Procedure for making or amending Statutes

To make or amend Statutes a proposal will be considered firstly by the Board of Trustees. If the Board of Trustees accepts a proposal to make or amend the University’s Statutes, the procedures set out in Clauses 3 (Power to make statutes) and 4 (Approval of statutes) of the University of London 2018 Act must be followed. These Clauses are as follows:

**Clause 3 Power to make statutes**
(1) The Board may alter, revoke or add to the statutes by passing a resolution in accordance with subsection (5).
(2) The Collegiate Council may submit proposals to the Board for altering, revoking or adding to the statutes under subsection (1), which the Board must consider.
(3) If the Board is minded to exercise the power in subsection (1), it must first consult—
   (a) the Collegiate Council unless the Collegiate Council has submitted proposals under subsection (2) which the Board intends materially to implement;
   (b) a trade union officially recognised by the University if any proposed alteration, revocation or addition relates to the employment of staff of the University; and
   (c) such other persons as it considers appropriate.
(4) The Board must give the Collegiate Council reasons if it is not minded to give effect to, or is minded materially to alter, any proposals submitted by the Collegiate Council under subsection (2).
(5) A resolution under subsection (1) must be passed at a meeting of the Board—
   (a) at which not less than two-thirds of its members are present; and
   (b) by not less than two-thirds of those present and voting.

**Clause 4 Approval of statutes**
(1) No alteration, revocation or addition to a statute under section 3 (power to make statutes) has effect until it has been approved by the Privy Council.
(2) Her Majesty may, by Order in Council, repeal subsection (1).

---

2 NB This is the phrasing currently in the Act. It is recognised that this clause should be understood as (2) His Majesty may, by Order in Council, repeal subsection [1].
6.3 Procedure for making or amending Ordinances
Ordinances may be made, ratified, amended or revoked at any meeting of the Board of Trustees providing that notice and details of the proposal were included in the agenda.

6.4 Procedures for making or amending Regulations
   a. Procedures for making or amending regulations, policies and procedures of the University will be defined within schedules of delegation including terms of reference.
   b. All academic regulations must be considered and / or approved by the Academic Board or its delegated authorities.
7. Procedures for determining the academic, operational and corporate structures of the University

Statute 13 provides that protocols for determining the academic and operational structure of the University shall be prescribed in the Ordinances. Additionally, this Ordinance (2.13b) provides that the Board may not delegate the consideration and approval of the corporate structure of the University.

7.1 Definitions:
   a. **Corporate structure** refers to the legal structure of the University and any wholly or partly owned subsidiaries or related charities or trusts.
   b. **Operational Structure** refers to the organisation and management of the non-academic professional support structures of the University (e.g. human resources, finance, registry).
   c. **Academic Structure** refers to the organisation and management of academic divisions of the University meaning those whose primary purpose is to generate and disseminate academic outputs (e.g. teaching, research, innovation, knowledge exchange and public engagement) and whose primary constituency is academic staff.

7.2 Protocols:
   a. **Corporate structure** – Changes to the Corporate Structure should be considered and approved by the Board of Trustees.
   b. **Operational Structure**
      - Material changes to the operational structure and management of the University should be reported to the Board of Trustees before decisions are made.
      - An example of a material change would include: the transfer, closure or redundancy of a function, section or department when there is a material financial, reputational or business impact.
      - The Board if it considers it appropriate may wish to receive further assurance or reserve the right for final approval of proposals.
   c. **Academic Structure**
      - Material changes to the Academic Structure of the University should be reported to the Board of Trustees before decisions are made.
      - Examples of a material change would include: the addition or removal or loss of an academic division (e.g. School or Institute).
      - The Board if it considers it appropriate may wish to receive further assurance or reserve the right for final approval of proposals.