



UNIVERSITY
OF LONDON

Delegation of Functions

Ordinance 4

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A. Delegation of Functions

1. Delegation of Functions

1.1 This Ordinance sets out how the Vice-Chancellor and the Board of Trustees may delegate their executive and non-executive powers, and the responsibilities of the Committees of the Board of Trustees.

1.2 It is supported by the University's Scheme of Delegation, which outlines the final financial authority for key decisions made within and on behalf of the University.

1.3 The University's Scheme of Delegation is subject to annual review by the Board of Trustees. The Scheme of Delegation is closely related to the University's Financial Regulations which are also approved by the Board of Trustees.

1.4 In the exercise of all delegated functions, committees and individuals must comply with the Statutes, Ordinances, the University's Scheme of Delegation, Financial Regulations and all other University policies and procedures.

2. Delegation of Functions by the Board of Trustees

2.1 Ordinance 1 sets out the functions of the Board of Trustees and differentiates between the functions that the Board may and may not delegate.

2.2 Ordinance 2 sets out the functions of the Collegiate Council and Ordinance 3 the functions of the Academic Board.

2.3 The functions that the Board of Trustees may delegate can be delegated to:

- additional standing, special and advisory committees, subcommittees or boards
- appropriately qualified member/members of the Board of Trustees
- appropriately qualified member/members of the University's staff
- the external and internal auditors
- other external specialists if required

2.4 Any delegation of functions should be clearly designated and should specify the limits (including time or financial limits) or conditions on the exercise of such functions and the reporting arrangements.

2.5 The Board of Trustees shall approve the terms of reference, constitution, and membership of all committees of the Board of Trustees.

2.6 Committees of the Board of Trustees may establish temporary subcommittees or working groups to advise the committee, but should not delegate functions to a sub-committee without the approval of their parent body, i.e. the Board of Trustees

2.7 The terms of reference and constitution of all standing committees of the Board of Trustees will be set out in this Ordinance which will be amended automatically to reflect any changes approved by the Board of Trustees.

3. Delegation of Functions by the Vice-Chancellor

3.1 Statute 7 provides that there shall be a Vice-Chancellor of the University who shall assume the role of principal officer of the University and that they shall be responsible to the Board of Trustees for the organisation and conduct of the business of the University.

3.2 The Vice-Chancellor is also the University's Accountable Officer as defined by the Office for Students.

3.3 At a high level the role and duties of the Vice-Chancellor are defined in Ordinance 6.

3.4 In the absence of the Vice-Chancellor the functions delegated to him/her may be exercised by the Deputy Vice-Chancellor or other nominated deputy or deputies.

3.4 The Vice-Chancellor may delegate their responsibilities as they see fit but subject to any limits or conditions specified by the legislative and regulatory requirements, the Board of Trustees or those set out in the University's Financial Regulations or Scheme of Delegation.

B. Specific Procedures for Committees of the Board of Trustees

1. Conduct of Meetings

1.1 A committee established by the Board of Trustees should in general follow principles set out below for the conduct of meetings, unless otherwise articulated in their Mode of Operation.

1.2 The Chair of a committee of the Board shall conduct each meeting as he/she considers appropriate, subject to the requirements of this Ordinance.

1.3 Committees may communicate or confer together about matters of joint interest, but no committee should communicate with any outside person or authority except where authorised by the University.

2. Periods of office

2.1 Where no other provision is made the general principles below should be followed.

- a. Members other than *ex officio* members shall be appointed to serve for an initial period of three years, or such lesser period as may be prescribed, and may be reappointed for further periods, provided that their total period of appointment will not normally exceed nine consecutive years.
- b. A maximum of nine consecutive years will apply even in the event of a person changing category of membership of a committee, but previous service as an *ex officio* member shall not be counted.
- c. Terms of office normally commence on 1 August. However, vacancies may be filled at any time. Appointments will normally end on 31 July.

2.2 It is a condition of membership of the Board of Trustees, Collegiate Council, standing committees and any other committee established by, or under, the authority of the Board of Trustees or Collegiate Council that members accept and abide by the Statutes, Ordinances and Regulations of the University.

3. Chair and Deputy Chair

3.1 On the recommendation of Nominations and Governance Committee the Board of Trustees shall appoint the Chairs of its committees and shall determine their periods of office.

3.2 Every committee shall appoint a Deputy Chair from amongst its members and shall determine their period of office.

3.3 The Chair, if present, will preside at all meetings of the committee. 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. Co-options & Alternates

4.1 Except where specified otherwise within a committee's constitution, a committee shall be able to co-opt additional members with appropriate specialist expertise relevant to the work of the committee.

4.2 Except where specified within a committee's constitution, alternates are not permitted.

4.3 Where alternates are permitted, they shall be members of the committee for the meetings they attend but shall not act as Chair.

5. Resignation

5.1 Members of a committee may resign at any time by writing to the Secretary of the committee, where possible providing three months' notice.

5.2 Retirement or resignation from the Board of Trustees, Collegiate Council or any other committee means retirement or resignation from all other committees for which eligibility for membership depended on membership of the Board of Trustees, Collegiate Council, or such other committee.

6. Procedures for removal of members

6.1 A member of a committee may be removed for good cause by the parent body of the committee.

6.2 No member nominated by another body may be removed for good cause without consultation with the nominating body.

6.3 No member of a committee may be removed unless that member has been given a reasonable opportunity of being heard by the parent body of the committee.

6.4 Good cause in this Ordinance means one or more of the following:

- a) conviction 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; or
- b) conduct incompatible with the duties of the office or behaviours that do not align with any defined code of conduct or the University's commitment to Free Speech.
- c) conduct 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.

7. Extraordinary meetings

7.1 The Secretary, at the request of the Chair, or at the written request of at least three members of a committee, shall summon an extraordinary meeting of the committee.

7.2 Notice shall be sent to members of the Committee no less than four working days before the meeting, stating the time, place, and the agenda of the meeting.

7.3 The accidental omission to notify any member of a committee or the non-receipt of notification by any member shall not invalidate the meeting.

8. Urgent business

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

9. Quorum

9.1 The quorum for a committee shall be approved by the parent body of the committee and shall

be specified in the committee's terms of reference and constitution.

9.2 All or any members of the committee 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.

9.3 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 meeting of the committee. Any outstanding urgent business will be dealt with by the Chair under the provisions above, or by means of a meeting called by the Chair, or by correspondence, as determined by the Chair. Any business transacted and decisions taken before the meeting became inquorate shall be valid.

10. Voting

10.1 All members of the committee shall have the right to vote.

10.2 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.

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

10.4 Committees shall act on the basis of collective responsibility. Members are encouraged to express any differing views within the relevant committee's decision-making process.

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

11. Rescinding decisions

A committee's decision may be rescinded or varied at a subsequent meeting 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.

12. Meetings

12.1 Committees shall normally be summoned at the request of the Chair by the person appointed as Secretary. However, the Chair of the Board of Trustees may direct that any committee established by the Board of Trustees be summoned. A schedule of meetings will normally be circulated for at least the year ahead.

13. Agenda

13.1 Not less than three working days before a meeting of a committee, an agenda and supporting papers specifying the business to be transacted shall be sent to every member; accidental omission to send or the non-receipt of an agenda and/or supporting papers by a member shall not invalidate a meeting.

13.2 No business shall be transacted at a meeting other than that specified in the agenda paper except, with the consent of the committee, 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.

13.3 Any suggestions by members for items for the agenda should normally be received by the Secretary 14 working days before the 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.

14. Confidentiality

14.1 Exceptionally, papers for consideration by a committee, 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 confidential business, and their circulation restricted accordingly.

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

15. Reserved business

The Chair may require particular members of the committee 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.

16. Attendance

The Chair of the Board of Trustees and the Vice-Chancellor shall have the right to be present and speak at any committee.

17. Consultation with other bodies

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

18. Minutes and Record Keeping

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

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

Appendix 1

Terms of Reference for Committees of the Board of Trustees

- Academic Promotions and Titles Committee
- Audit and Risk Assurance Committee
- Equality and Inclusion Committee
- Estates Committee
- Finance Committee
- Investments Committee
- Nominations and Governance Committee
- Honorary Degrees and Fellowships Committee
- Remuneration Committee
- Health & Safety Committee

The Terms of Reference are currently under review. Please contact the Central Secretariat at secretariat@london.ac.uk for the most recent documentation.

Appendix 2

Governance chart