

## ORDINANCE 7

### COMMITTEES OF THE BOARD OF TRUSTEES AND OF THE COLLEGIATE COUNCIL

#### DEFINITIONS

**'the Chair'** shall be the Chair of a committee appointed in accordance with this Ordinance. For the purposes of this Ordinance the 'Chair' shall include the Deputy Chair should the Chair be absent from a meeting or be otherwise unavailable.

**'the Deputy Chair'** shall be the Deputy Chair of a committee appointed in accordance with this Ordinance.

**'the Secretary'** means the Secretary to the relevant Committee.

**'clear working days'** a period of time prior to the meeting excluding the day on which a specified action takes place e.g. dispatch of notice or agenda, and the actual day of the meeting. A 'clear working day' excludes Saturday, Sunday, public holidays and other days on which the University is closed for business.

**'the agenda and supporting papers'** for a meeting may be sent to members in paper form or be made available to members electronically.

#### ESTABLISHMENT OF COMMITTEES

1. Statute 14.2 states
  - 14.2 The Board of Trustees and the Collegiate Council may from time to time establish additional standing, special and advisory committees, subcommittees or boards.
2. Any committee established must meet the requirements of Ordinance 6.
3. The Board of Trustees shall approve the terms of reference, constitution and membership of all committees of the Board of Trustees.
4. The Collegiate Council shall approve the terms of reference, constitution and membership of all committees of the Collegiate Council.
5. The terms of reference and constitution of all standing committees of the Board of Trustees and of the Collegiate Council will be set out in Ordinances.
6. Committees may establish temporary subcommittees or working groups to advise the committee, but may not delegate functions to a sub-committee without the approval of their parent body, i.e. the Board of Trustees or the Collegiate Council as appropriate.

#### PERIOD OF OFFICE

7. Where no other provision is made:
  - 7.1 Members other than *ex officio*<sup>1</sup> members shall be appointed to serve for an initial period of four 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 exceed eight consecutive years except in the strictly defined circumstances set out in paragraph 8 below.

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<sup>1</sup> A person whose office confers automatic membership of a committee is an *ex officio* member.

- 7.2 The maximum of eight 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.
- 7.3 Terms of office normally commence on 1 August. However, vacancies may be filled at any time. Appointments will normally end on 31 July.
8. Only in exceptional circumstances will a member be permitted to serve on a committee for more than eight consecutive years. The exceptional circumstances are:
- 8.1 if a member is appointed Chair of the committee;
- 8.2 where in the opinion of the parent body, the member brings particular specialised knowledge or experience to the committee.
- Such members may only be reappointed for one further period not exceeding four years.
9. Members retiring from a committee after completing eight consecutive years are not eligible for reappointment to that committee until after an interval of at least one year.
10. 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.

#### **ROTATION OF MEMBERS**

11. Proportions of the first members appointed to newly constituted committees shall be appointed for periods of office less than the maximum to ensure, so far as possible, that equal numbers retire each succeeding year and an orderly pattern of annual retirements and new appointments is established.

#### **CHAIR AND DEPUTY CHAIR**

12. The parent body of a committee shall appoint its Chair and shall determine the Chair's period of office. An appointed Chair shall serve for a period of up to a maximum of eight years.
13. Every committee shall appoint a Deputy Chair from amongst its members. A Deputy Chair may be eligible to be reappointed and shall serve for a maximum of three consecutive years. A person who has served as a Deputy Chair for three consecutive years may be eligible to be reappointed after an interval of at least one year.
14. 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.

#### **CO-OPTIONS**

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

#### **ALTERNATES**

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

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

## **RESIGNATION**

18. Members of a committee may resign at any time in writing to the Secretary of the committee, where possible, providing three months' notice.
19. 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.

## **PROCEDURES FOR REMOVAL OF MEMBERS**

20. A member of a committee may be removed for good cause by the parent body of the committee.
21. No member nominated by another body may be removed for good cause without consultation with the nominating body.
22. 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.
23. Good cause in this Ordinance means one or more of the following:
  - 23.1 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
  - 23.2 conduct incompatible with the duties of the office or behaviours that do not align with the University of London's principles of equality, diversity and inclusion (as detailed in Ordinance 21 *Equality, Diversity and Inclusion*); or
  - 23.3 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.

## **EXTRAORDINARY MEETINGS**

24. 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.
25. Notice shall be sent to members of the Committee no less than four clear 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 address used for any member shall be those notified by him/her to the Secretary.
26. The accidental omission to notify any member of a committee or the non-receipt of notification by any member shall not invalidate the meeting.

## **URGENT BUSINESS**

27. 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.

## **QUORUM**

28. 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.
29. 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.
30. 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 of paragraph 27 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.

## **VOTING**

31. All members of the committee shall have the right to vote. Officers in attendance and observers do not have the right to vote.
32. 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.
33. Each member shall have one vote. In the case of an equality of votes, the Chair shall have a second or casting vote.
34. 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.
35. 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, be as legitimate as if agreed at a formal meeting of the committee.

## **RESCINDING DECISIONS**

36. 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.

## **MEETINGS**

37. 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 or the Chair of the Collegiate Council may direct that any committee established by the Board of Trustees or by the Collegiate Council respectively, be summoned.

## **AGENDA**

38. Not less than three clear 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.

39. 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.
40. Any suggestions by members for items for the agenda should normally be received by the Secretary 14 clear 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.

### **CONFIDENTIALITY**

41. 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.
42. The Secretary, in consultation with the Vice-Chancellor and the Chair, as appropriate, shall designate papers or associated minutes as confidential.

### **RESERVED BUSINESS**

43. 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 (see also Ordinance 8).

### **ATTENDANCE**

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

### **CONSULTATION WITH OTHER BODIES**

45. 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 the discussion on a particular matter.

### **MINUTES**

46. 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. After the minutes have been confirmed, following amendment if necessary, they shall be signed by the Chair.

### **DOCUMENTATION**

47. Signed 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, deposited at the direction of the Vice-Chancellor in the archives of the University.

### **CONDUCT OF MEETINGS**

48. The Chair shall conduct each meeting as he/she considers appropriate, subject to the

requirements of this Ordinance.

49. Committees may communicate or confer together about matters of joint interest but no committee shall, unless authorised by the Board of Trustees or the Collegiate Council or the Vice-Chancellor as appropriate, communicate with any outside person or authority except through the authorised member of staff.

7 March 2019