

COUNCIL



CONSTITUTION

Chair of the Court

Director

Students' Representative Council Chair

Appointees from the Secretary of State for Health (2)

Appointee from DFID (1)

Appointee from the University of London (1)

Staff (8: 6 academic, 2 professional support)

Up to 10 Lay Appointees (nominated by staff, students and Membership Committee)

Secretary: Secretary & Director of Resources & Planning

In attendance: Vice Director
Chief Operating Officer
Deans of Faculties
Dean of Studies
Director of External Relations
Others as relevant

COUNCIL



TERMS OF REFERENCE

The Council shall have the sole operational and strategic management, governance, control and supervision of the School subject to the regulations of the University of London and those that exist in relation to the operation of an HEI as determined by government and other external agencies. Its specific duties and responsibilities are:

1. To appoint a Chairman and Deputy Chairman.
2. To appoint members of the Council and the Court.
3. To appoint the Honorary Treasurer, who shall be Chairman of the Planning & Finance Committee.
4. To ensure the School carries out all activities safely and with regard to the health and safety of all its students, staff and those who may be affected by its activities.
5. To ensure that the School provides equal opportunities for its staff and students and undertakes all its activities in relation to equal opportunities.
6. To manage the School in relation to the strategic and operational risks and opportunities identified.

7. Strategy and Organisation

- (i) To review and approve the School Strategy, Mission Statement and Objectives and to monitor performance of the School in relation to these;
- (ii) to undertake strategic reviews from time to time of specific or all areas of activity;
- (iii) to approve the Learning, Teaching, and Assessment Strategy on the recommendation of the Senate;
- (iv) to approve the Research Strategy on the recommendation of the Senate;
- (v) to approve changes to the academic structure of the School including the organisation of its teaching and research activities, and
- (vi) to approve the constitution of the Students' Representative Council.

8. Academic

- (i) To be responsible for the quality of the School's teaching, training, learning and research activities;

- (ii) to receive recommendations from the Senate with regard to quality assurance procedures and reports on implementation in relation to teaching and training;
- (iii) to receive reports as necessary from the Senate on research governance, conduct and ethics;
- (iv) to establish degrees on the recommendation of the Senate;
- (v) to establish, grant, confer and revoke academic awards;
- (vi) to award Honorary Fellowships and other School honours and distinctions on the recommendation of bodies including the Senate, and
- (vii) to institute, on the recommendation of the Senate and subject to any conditions made by the founders, Fellowships, Scholarships, Studentships, Prizes and other aids to study and research.

9. Staff and Posts

- (i) To appoint the Director after consultation including with the Court, and to determine the Director's conditions of appointment;
- (ii) to establish Chairs and Readerships as recommended by the Senate;
- (iii) to confer the titles of Professor, Readers and Honorary Professors on the recommendation of the Senate, and
- (iv) to determine the terms and conditions of appointment of all staff including their remuneration. The Council shall undertake an annual performance review of the Director, Vice Director, Secretary & Director of Resources & Planning, Dean of Studies, Special Adviser on Overseas Programmes, the Deans of Faculties and Professors, Readers and other staff on Professional Support Pathway Grade 9 to determine any performance-related pay awards.

10. Financial Matters

To govern, manage and regulate the finances, accounts, investments, financial business and all financial affairs whatsoever of the School, and for that purpose to appoint Bankers, External Auditors and any other officers or agents whom it may seem expedient to appoint, in line with the needs of the School. In particular:

- (i) to ensure that appropriate arrangements exist for the proper auditing of the School's activities as reflected in its financial statements which shall include following appropriate professional guidelines on accounting practice under the HE SORP and operating in line with the Audit Code of Practice in the HE Sector as promoted by HEFCE or its successor bodies;
- (ii) to determine the financial strategy of the School including setting of its financial objectives, ensuring that these reflect its strategic ambitions;
- (iii) to ensure the appropriateness of the budget and budgetary control by approving the School's budget and its revisions and to receive reports in relation to performance

against this budget, as recommended and provided by the Planning & Finance Committee;

(iv) to approve five-year financial forecasts on the recommendations of the Planning & Finance Committee, ensuring that they comply with the School's objectives and plans for the period and that they inform the development and amendment of the financial strategy;

(v) to approve capital projects on recommendation of the Planning & Finance Committee;

(vi) to approve the Financial Regulations on recommendation of the Planning & Finance Committee;

(vii) to invest available School funds in such stocks, funds, fully paid shares or securities as the Council shall from time to time think fit, whether within the United Kingdom or not or in the purchase of freehold or leasehold hereditaments in the United Kingdom or not;

(viii) to ensure that all School endowment funds are operated within any relevant legislation and the specific requirements of each fund;

(ix) to borrow money on behalf of the School and for that purpose, if the Council thinks fit, to mortgage or charge all or any part of the property of the School and to give such other security as the Council shall think fit;

(x) to make provision for schemes (or access to schemes) of insurance, superannuation, pensions or retirement benefits for all staff, and

(xi) to determine the mechanisms for the exploitation of knowledge and the distribution of profits arising.

11. Property

(i) To sell, buy, exchange, lease, sub-lease and accept leases of property on behalf of the School, and

(ii) to provide and maintain the buildings, premises, furniture and apparatus, and other means needed for carrying on the work of the School, in accordance with the needs of the School.

12. Other

(i) The Council is responsible for risk management, control and governance, and economy, efficiency and effectiveness at the School and the underlying processes and procedures. Council will seek assurance on these matters from internal audit and the work of the Audit Committee;

(ii) the Council will ensure adherence to management policies, directives and established procedures and compliance within relevant laws and regulations;

- (iii) the Council shall report to the Court on an annual business about the current position of the School, its performance in relation to strategic, anticipated future directions and seek advice from the Court on the same;
- (iv) to enter into, vary, carry out or cancel contracts on behalf of the School;
- (v) to have the sole custody of the Seal and to determine its use;
- (vi) to confirm regulations submitted by the Senate for any matters in respect of which regulations are authorised to be made;
- (vii) to consider any other matter affecting the general well-being of the School or its relations to persons or bodies outside the School, and
- (viii) the Council shall have the power to make statutes, ordinances and regulations for the regulation and management of the School and to make bye-laws for the regulation of their own procedure and the conduct of their business and to repeal or alter such statutes, ordinances, regulations or bye-laws from time to time, provided that no such statute, ordinance, regulation or bye-law shall be inconsistent with the Charter, and the creation, revocation or amendment of statutes shall not take effect until approved by the Privy Council.

To carry out its duties, the Council shall appoint standing committees as follows:

- (a) Planning & Finance Committee to consider and make recommendations on matters affecting strategic and financial planning & budgeting and financial operations;
- (b) Audit Committee to ensure appropriate auditing of the School's activities and to report to the Council on the arrangements for risk management, control and governance and economy, efficiency, effectiveness at the School;
- (c) Remuneration Committee, supported by Senior Staff Review Committee, to consider, review and make recommendations regarding the conditions of appointment of senior staff of the School;
- (d) Safety Committee to ensure that the School carries out activities, wherever they are undertaken, safely and with regard to the health and safety of all its students, staff, visitors and those who may be affected by its activities, and
- (e) Membership Committee to consider all matters in relation to the nomination and appointment of members of the Court and Council. The Council will determine the constitution and terms of reference of these committees. The Council may establish other standing or *ad hoc* committees to report on questions under consideration by the Council with such terms of reference as it deems appropriate and may delegate to such committees responsibilities placed upon it.

Agreed by Board of Management December 2001, further amended June 2004 and March 2009.

rev2013

COUNCIL



STANDING ORDERS

1. Meetings of the Council

(i) The Council shall meet at least four times during the academic year. Two meetings shall normally be held in the Autumn Term and one meeting normally held in both the Spring and Summer Terms. It shall be the duty of the Secretary of the Council to give at least seven days' notice of meetings and to send out an agenda at least five days before the meeting, and

(ii) additional meetings shall be called as required by the Chairman or at the written request of no fewer than one third of the members, provided that the members requesting the meetings shall provide a clear statement of the matters they wish to have discussed at the meeting. The additional meeting shall be held within a minimum of 14 days and a maximum of 28 days from the date of receipt of the request by the Secretary. The Secretary shall notify all members of the date, time and venue of any special meeting. No business shall be transacted at a special meeting except that for which it has been convened.

2. Quorum

The Council shall be deemed to be quorate when 10 members are present (comprising a majority of members who are neither students nor members of staff of the 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.

3. Reserved Areas of Business

Student members of the Council and the Senate and of their Committees and of such other committees or bodies of the School as may from time to time be established shall not be entitled to participate in the consideration of reserved areas of business. Reserved areas of business shall be any matter affecting individual members of staff and individual students including the appointment of examiners for individual students; the consideration of courses of study for individual students, including research projects; and discussion of the award of grants, scholarships and prizes for individuals. It shall be for the Chairman 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.

4. Order and Conduct of Business

- (i) Any proposal or recommendation which appears on the Agenda or in a report submitted to the meeting shall be put to the meeting for resolution;
- (ii) no proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chairman;
- (iii) if the Chairman determines that voting is required this shall be by show of hands of those present. The votes of the majority shall decide. When equal numbers of votes are cast, the Chairman shall have a casting vote. If a count takes place, the number of votes cast shall be recorded in the Minutes of the meeting, and
- (iv) minutes of every meeting shall be kept by the Secretary or his/her delegated representative, who shall be responsible for retaining all minutes and papers for archive. The minutes of each meeting shall, after confirmation, be signed by the Chairman at the succeeding meeting and be placed on the LSHTM web-site as soon as possible thereafter.

5. Officers and Membership of the Council

- (i) The Chairman and Deputy Chairman shall serve for a three-year term, the number of consecutive terms to be determined from time to time by the Council;
- (ii) all appointees will be those who can best assist in the management of the School. Such individuals need to be able to participate in the management of the School including the need to undertake management roles (such as Honorary Treasurer, Deputy Chairman and chairs of sub-committees). Membership will comprise the following knowledge and experience range: *Essential*: senior management in any organisational body; senior level academia; international health; public health; laboratory science; commercial/business; financial including audit and accountancy; and *Desirable*: national/international health policy; clinical/biomedical research; education; estates-related, and organisational management;
- (iii) members of the academic and professional support staff may be drawn from any grade;
- (iv) procedures for the appointment of members to the Council are as follows:

Appointees from the Secretary of State for Health (2)) application to body with
Appointee from DFID (1)) suggestions generated by
Appointee from the University of London (1)) consultation School-wide
Up to 10 Lay Appointees	Membership recommendation following nomination by staff, students and Membership Committee.
Members of Academic Staff (6)	by centrally run nominations and election
Members of Professional Support Staff (2)	by centrally run nominations and election
- (v) members (with the exception of the Director and the SRC Chair) shall be appointed or elected for a period of three 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;

(vi) periods of office of appointed members shall commence on 1 August, save that any member appointed or elected to fill a casual vacancy shall be a member only for the unexpired portion of the period of appointment or election of the member replaced, but any such period shall be disregarded in determining that member's eligibility for further appointment or election;

(vii) *ex officio* members shall cease to be members on vacation of the relevant office, and

(viii) appointed members shall cease to be members if they cease to be eligible in the categories in which they were appointed or elected or if they send notice of resignation in writing to the Secretary & Director of Resources & Planning.

Agreed by Board of Management December 2001; further amended March 2009

March 2009/rev2013