

# **St George's, University of London**

Council - Terms of Reference

Extract from the Statutes

## **3 MEMBERSHIP OF THE COUNCIL**

### **A. Membership**

The Council shall consist of the following persons:

#### ***External Members***

thirteen persons not being members of staff or students of SGUL or UoL, appointed by the Council, of whom at least two are persons representing Higher Education and/or the National Health Service;

#### ***Internal Members***

no more than nine persons comprising:

##### ***Ex Officio***

the Vice-Chancellor;

the Deputy Vice-Chancellor(s) as designated by Council;

the Dean, of Students or as designated by the Vice-Chancellor;

##### ***Elected Members***

one person being a member of the Academic Staff, elected by and from the Academic Staff;

one person being a member of the support staff, elected by and from the members of SGUL who are not Academic Staff;

two persons being Students, elected by the Students' Union.

## **B. Period of office of members**

- (i) Procedures for the appointment and election of members to the Council including procedures for the filling of casual vacancies, shall be prescribed in the Standing Orders of Council (and in the Constitution of the Students' Union in respect of the student members).
- (ii) Members shall be appointed for a period of three years and shall be eligible for appointment for a second or further period of three years (or shorter period) up to a maximum of nine years. Thereafter they shall be eligible for reappointment (in exceptional circumstances only) for further periods of one year, on each occasion subject to the sanction of a resolution of Council.

Elected members other than student members shall be elected for a period of three years and shall not be eligible for re-election for a further such period until there has been an interval of at least one year.

- (iii) The two student members shall be elected in accordance with the constitution of the Students' Union and shall serve for a period of two years unless the Council resolves otherwise. They shall not be eligible for re-election for a further such period until there has been an interval of at least one year.
- (iv) Periods of appointment or election of members of the Council shall normally commence on 1 October except that any member appointed or elected to fill a casual vacancy shall be a member only for the unexpired portion of the period of cooption or election of the member replaced but any such period shall be disregarded in determining that appointed member's eligibility for further appointment or election.

## **C. Cessation of membership**

- (i) *Ex officio* members of the Council shall cease to be members on vacation of the relevant office.
- (ii) Elected members of the Council shall cease to be members of the Council if they cease to be eligible in the categories in which they were elected.
- (iii) Any member of the Council who is absent from meetings of the Council for twelve consecutive calendar months shall cease to be a member of the Council unless the Council decides otherwise.
- (iv) The Council may require any member of the Council who has a receiving or bankruptcy order made against him or her, or who makes an arrangement or

composition with his or her creditors or who is convicted on indictment of a criminal offence, to resign from membership.

- (v) Any member of the Council may resign by sending notice of resignation in writing to the Clerk to the Council.

#### **D. Register of Council members' interests**

- (i) A Register shall be maintained by the Clerk to the Council of Council members' interests which shall be made available to members of the public and to other Council members, staff and Students at any reasonable time on request.
- (ii) The Standing Orders shall prescribe what is to constitute an interest capable of being entered into the Register of Council members' interests (a "Registrable Interest"), when a duty to disclose a Registrable Interest arises, the arrangement for the disclosure of such Registrable Interests and what action is to be taken by the Council if a Council member fails to disclose a Registrable Interest.

#### **4 POWERS OF SGUL**

SGUL shall have power to do any lawful thing in furtherance of its objects and, without prejudice to the generality of the foregoing, shall have power:

- (i) to provide instruction in the fields of medicine, nursing, midwifery, allied health professions, in biological sciences and any other sciences, and in social work, in healthcare management and in all matters connected with the practice of medicine and surgery and allied subjects in all their branches and in any other subject or area as SGUL should determine and to prepare Students for Degrees, Diplomas, Certificates and other distinctions of SGUL and of UoL and of such other bodies as are agreed by SGUL;
- (ii) to make provision for research and for the advancement and dissemination of knowledge in such manner as SGUL determines, including by way of licensing or spin-out or other enterprise activities;
- (iii) to prescribe in Statutes and/or Regulations the requirements for matriculation and the conditions under which persons shall be admitted to and discharged from SGUL and to any particular course of study therein;

- (iv) to prescribe in Statutes and/or Policies, Procedures and Regulations provisions for discipline in SGUL;
- (v) to confer the status or title of Visiting Professor, Visiting Reader, Professor or Reader or other similar status or title in accordance with the Statutes and Ordinances of SGUL;
- (vi) to institute and award (or appoint persons to) SGUL Fellowships, Studentships, Scholarships, Exhibitions, Bursaries, Prizes and other incentives to study and research;
- (vii) to establish or abolish such posts, both academic and non-academic, as SGUL may require; to appoint persons thereto; to prescribe their conditions of service, to remunerate and to remove them;
- (viii) to enter into and carry out arrangements or agreements in association with NHS Trusts or their successor bodies and with other bodies, in order to provide facilities for the promotion of the objects of SGUL;
- (ix) to provide services for research, design, development and testing and for this purpose to enter into arrangements with other institutions, public bodies or other third parties;
- (x) to sell or otherwise provide such goods and services as may be deemed expedient and consistent with the objects of SGUL;
- (xi) to determine, demand and receive fees, subscriptions and deposits;
- (xii) to solicit, receive and administer grants, subscriptions, donations, endowments, legacies, bequests, gifts or loans of money, lands, hereditaments and any other property, real or personal, including patent rights and copyrights and other intellectual property, and to purchase, lease, hire, mortgage, sell or otherwise acquire or dispose of any real or personal property and to borrow or raise money for the purposes of SGUL on such terms and on such security as may be thought fit;
- (xiii) to act as trustees or managers of any property, legacy, endowment, bequest or gift for purposes of education, research, or otherwise for the furtherance of the work or welfare of SGUL;

- (xiv) to give guarantees and other collateral undertakings to financial institutions or others for the payment of any sums of money on the performance of any contract or obligation by any company, body, society or person whether in pursuance of continuing arrangements or not;
- (xv) to provide, construct, improve, maintain, administer, supervise, regulate, let, mortgage and dispose of land, buildings, fixtures, fittings, furniture, equipment and apparatus and any other property deemed desirable for the purposes of SGUL;
- (xvi) to provide, construct, improve, maintain, administer, regulate, let, mortgage and dispose of residential accommodation for the staff and Students, and to approve and inspect other accommodation in which Students reside;
- (xvii) subject to the approval of UoL, to enter into any agreement either for the incorporation within SGUL of any other institution and for taking over its rights, property and liabilities, or for amalgamation with any other Member Institution of UoL, or other institution and to co-operate or collaborate by whatever means with other recognised institutions of higher or further education for such purposes as SGUL may from time to time determine;
- (xviii) to print and publish any newspapers, periodicals, books, reports or leaflets and produce and distribute films, videotapes, CDs, DVDs or other media of a documentary or scientific character with a view to furthering the objects of SGUL; and
- (xix) to do all such other acts and things, including entering into, varying, performing and cancelling contracts, instruments and arrangements with any person, whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects of SGUL.

## **5 POWERS AND RESPONSIBILITIES OF THE COUNCIL**

- (i) The Council shall be responsible for ensuring that the objects of SGUL are fulfilled and shall govern, manage and regulate the finances, accounts, investments, property, business and all the affairs whatsoever of SGUL.
- (ii) The Council shall have the powers prescribed as "Powers of SGUL" in Statute 4, the powers and duties prescribed in this Statute 5, and such other powers as may be

necessary or expedient for the fulfilment of the objects of SGUL except those specifically vested in the Senate under the provisions of Statute 10. However, before making any decision which the Council considers to affect the academic policy of SGUL the Council shall take into consideration any recommendations or report thereon of the Senate.

- (iii) In execution of the powers of SGUL numbered (i) to (vi) in Statute 4, the Council shall be required to consult the Senate and invite its recommendations. The Council shall have power to accept, reject or refer back such recommendations, except that no such recommendations may be rejected unless the Senate is informed of the reasons for such rejection and is given an opportunity to comment thereon to the Council.
- (iv) In exercise of its powers the Council shall be required to take into account and be mindful of the views expressed by the Academic Forum on any matter which the Academic Forum wishes to draw to the Council's attention.
- (v) In addition, the Council shall have the following specific powers and duties:
  - (a) to appoint members to the Council;
  - (b) to appoint the Chair and Vice-Chair of the Council and to appoint the Treasurer;
  - (c) to remove from office the Chair or Vice-Chair of the Council or the Treasurer by Special Resolution;
  - (d) to appoint External and Internal Auditors and determine such Auditors' remuneration;
  - (e) to appoint the Vice-Chancellor, Deputy Vice-Chancellor(s), Clerk to the Council, Deans, Directors of Institutes and other officers of SGUL (with the exception of the Chair of Academic Forum), all members of the Academic Staff and other staff on conditions of appointment and subject to regulations (which shall provide for the right of hearing and appeal in cases of dismissal) to be determined from time to time by the Council Provided that the said conditions and regulations shall not be repugnant to the provisions of the Scheme and these Statutes or of the Statutes and Ordinances of UoL;
  - (f) to allocate responsibilities for the organisation and supervision of the work of SGUL including research and teaching;
  - (g) to constitute or dissolve Faculties, Institutes, Divisions, Schools, Units and other academic organisations of SGUL after consultation with the Senate (and other partner institutions where appropriate);
  - (h) to allocate resources for research and teaching including buildings, premises, furniture and equipment and other means for carrying out the work of SGUL;

- (i) to be responsible for accepting all grants, gifts and donations in aid of the work of SGUL and to lay down conditions for accepting such grants, gifts and donations;
- (j) to exercise overall responsibility for SGUL's strategic planning and to monitor institutional performance against the strategic plan;
- (k) to ensure that SGUL adheres to the principles of (i) good corporate governance; (ii) sound financial management including the management of risk; (iii) sound estate management including strategic estate planning; and (iv) sound employment practice;
- (l) to ensure SGUL's compliance with the law relating to, *inter alia*, financial regulation, employment, equality and diversity, health and safety, student unions, charitable status, data protection and freedom of information;
- (m) to make provision for schemes of insurance, pensions, superannuation or retirement or other benefits as the Council thinks fit;
- (n) to consider, adjudicate on and (if thought fit) redress a grievance of any of (i) the staff of SGUL or (ii) Students in accordance, in either case, with any relevant Policies, Procedures or Regulations;
- (o) to receive reports on the conferment of titles of Professor or Reader awarded in accordance with SGUL's academic promotions procedure;
- (p) to receive reports on the conferment of the titles of Visiting Professor and Visiting Reader awarded in accordance with SGUL's Policy on Honorary Appointments
- (q) to receive reports where appropriate from time to time on any action taken by the Vice-Chancellor or any other officer of SGUL under the powers granted to them by these Statutes or any Policies, Procedures or Regulations;
- (r) to delegate any powers of the Council not specifically reserved under the Policies, Procedures and Regulations for decision by the full Council to committees of the Council, to joint committees, to the Vice-Chancellor or to such other officers or committees of SGUL as the Council shall decide with or without power to such officers or committees further to delegate all or any of the delegated powers to any subordinate body or person;
- (s) to provide for the welfare and recreation of the Students and maintain the Students' Union for the benefit of the Students;
- (t) to enact, revoke or amend such Policies, Procedures and Regulations for the government, conduct and discipline of SGUL as the Council shall determine Provided that no Policy, Procedure or Regulation shall be made which conflicts with or infringes the terms of the Scheme and Statutes or with the Statutes and Ordinances of UoL;
- (u) to select a Common Seal for SGUL and control its use within the provisions of Statute 24;

- (v) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of SGUL and for these purposes to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to cause such proper books of account to be kept for all sums of money received or expended by SGUL and of the assets and liabilities of SGUL as are necessary to disclose with reasonable accuracy the financial position of SGUL at any time and explain its transactions;
- (w) to invest any monies belonging to or held by SGUL in such stocks, funds, shares or securities as the Council shall from time to time think fit, whether within or outside the United Kingdom of Great Britain and Northern Ireland, or in the purchase of freehold or leasehold hereditaments and property in the United Kingdom, including rents Provided that, in the case of monies held by SGUL as trustee, the powers conferred by this paragraph shall be exercised subject to the provisions of the law relating to investment by trustees;
- (x) to purchase, take, subscribe for or otherwise obtain and retain shares or other securities or interest in any company or body or association carrying on any businesses capable of being carried on so as to directly or indirectly benefit SGUL or increase the value of its property and manage, co-ordinate and finance the businesses and operations of any organisation in which SGUL holds any such interest;
- (y) to take part in the formation, management, supervision or control of any company, body or association;
- (z) to sell, buy, exchange, lease and accept leases of real and personal property on behalf of SGUL; and
- (aa) to borrow money on behalf of SGUL and, for that purpose, if the Council thinks fit, to mortgage or charge all or any part of the property of the School, whether real or personal, unless the conditions of any will, deed or gift are thereby contravened, and to give such other security whether upon real or personal property or otherwise as the Council may think fit.

## **6 MEETINGS OF THE COUNCIL**

Ordinary meetings of the Council shall be held at least four times in every academic year. The procedures and rules for the convening and conduct of meetings shall be governed by the Standing Orders and the Council shall accordingly, subject to the provisions of the Scheme and Statutes, have the power to make, add to, amend or repeal such Standing Orders. At any meeting of the Council the quorum shall be nine members at least five of whom shall be External Members of Council. If a meeting is quorate but less than half the members present are External Members a majority of the External Members present shall be able to require

that any specific decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.

## **7 RESERVED BUSINESS**

Student members of the Council, the Senate and the Academic Forum and of the committees of any of them and such committees and other bodies as the Council may from time to time determine shall not be entitled to participate in the consideration of reserved business and shall withdraw from any meeting when such business is discussed. Reserved business shall include the appointment, re-appointment, promotion, conduct, discipline, dismissal, pay and personal affairs of individual members of staff of SGUL; the admission, re-admission, academic assessment, conduct, discipline and personal affairs of and award of grants, scholarships, diplomas, certificates and prizes to individual students; the appointment of examiners and the conduct of examinations. Papers for consideration at meetings of any such bodies and minutes and other records relating to such matters shall not at any time be available to a student member. In any case not specifically referred to above and in any case of doubt, the Chair of the meeting shall decide whether a matter is reserved business and that decision shall be final.

## **8 ACTION BY THE CHAIR**

The Chair of Council, the Chair of Senate, the Chair of the Academic Forum or the chair of a committee, sub-committee or other body established by or under these Statutes or any Policies, Procedures and Regulations shall be empowered to take action on behalf of the body of which he or she is Chair in any matter being in his or her opinion either urgent or non-contentious and he or she shall report his or her action to that body at its next meeting for confirmation.

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