



### **Ordinances**

<b>Outcome requested:</b>	Audit and Risk Committee is asked to <b>consider</b> proposed updates to the Ordinances.
<b>Executive Summary:</b>	<p>[a] This paper shares the outcome of a thorough review and redrafting of the Ordinances with external legal advice. The objectives of the review have been:</p> <ul style="list-style-type: none"> <li>• to update the Ordinances in line with the new Charter and reflect new provisions for online meetings and decision making via email;</li> <li>• to ensure that the Ordinances reflect all the requirements of the Regulatory Framework of the Office for Students and relevant legislation;</li> <li>• to update terminology and adopt a simpler, more accessible structure and drafting approach (with the result that it is not possible to provide ‘tracked changes’ between the existing and updated Ordinances);</li> <li>• to streamline the content of the Ordinances and remove content that is redundant or belongs elsewhere.</li> </ul> <p>[b] Governance Committee has endorsed the updated Ordinances and is now consulting the other standing committees before making a formal recommendation to Council. Audit and Risk Committee may wish to comment in particular on:</p> <ul style="list-style-type: none"> <li>• Ordinance 1: Powers of the University;</li> <li>• Ordinance 2: Powers and Responsibilities of the Council;</li> <li>• Ordinance 6: Committees of the Council;</li> <li>• Ordinance 7: Meetings of the Council and its Standing Committees;</li> <li>• Ordinance 8: Execution of Documents and Use of the Common Seal.</li> </ul> <p>[c] A thorough review of the Delegation Framework is also under way. Audit and Risk Committee will be invited to comment on the updated Delegation Framework in the autumn.</p> <p>[d] Annex A contains the updated Ordinances. Annex B lists the existing Ordinances and the main changes that are proposed. The existing Charter and Ordinances are available here: <a href="https://www.qmul.ac.uk/governance-and-legal-services/governance/council/charter/">https://www.qmul.ac.uk/governance-and-legal-services/governance/council/charter/</a></p>
<b>QMUL Strategy:</b>	Effective governance supports all aspects of the Strategy.

<b>Regulatory reference points:</b>	Charter Regulatory Framework of the Office for Students CUC Higher Education Code of Governance
<b>Strategic Risks:</b>	Compliance with the Charter and the conditions of registration with the Office for Students.
<b>Equality Impact Assessment:</b>	The Ordinances state that one of Council's primary responsibilities is to promote a culture which supports inclusivity and diversity across the University.
<b>Subject to prior and onward consideration by:</b>	Governance Committee has endorsed the updated Ordinances and is now consulting the other standing committees before making a formal recommendation to Council.
<b>Confidential paper under FOIA/DPA</b>	No
<b>Timing:</b>	The review of the Ordinances follows the grant of a Supplemental Charter in May 2023.
<b>Author:</b>	Jonathan Morgan, Chief Governance Officer and University Secretary
<b>Date:</b>	24 May 2024
<b>External Sponsor</b>	Lord Clement-Jones CBE, Chair of Council



**ORDINANCES**

These Ordinances are made by the Council pursuant to Article 22 of the University's Charter. Nothing in these Ordinances is intended to conflict with the Charter. In the event of any such conflict, the provisions of the Charter will apply.

In these Ordinances, words shall have the same meaning as in the Charter. Unless otherwise defined in the Charter, the following terms shall have the following meanings in these Ordinances.

'Alumni' means past students of the University and any of its precursor colleges referred to in the Charter.

'Codes of Practice', 'Policies' and 'Regulations' refer to general provisions for staff and/or students, and provisions governing general or central activities of the University.

'Office for Students' means the regulator for higher education in England and any successor body.

'Officers of the Council' shall have the meaning set out in Ordinance 5.

'Senior Officers of the University' shall have the meaning set out in Ordinance 3.

'Staff' means current employees of the University.

'Students' means persons who are currently registered and enrolled for study at the University as set out in the Academic Regulations approved by the Senate.

'Students' Union' shall have the meaning set out in Ordinance 13.

The Chair of Council, on the advice of the Secretary to Council, is responsible for the final ruling on any question of interpretation of these Ordinances.

## **ORDINANCE 1**

### **POWERS OF THE UNIVERSITY**

1. In accordance with Article 3 of the Charter, the University has all the powers of a natural person to do any lawful thing in furtherance of its Objects.
2. In particular, the University has the power to:
  - (a) award and revoke all forms of certificates, diplomas and degrees of the University, including dual, joint and other educational awards with other institutions;
  - (b) award degrees of the University of London in accordance with the University of London Statutes;
  - (c) acquire, own, maintain, manage and dispose of real and other property;
  - (d) solicit, receive and administer grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever, whether real or personal;
  - (e) act as trustees for and in relation to endowments, legacies and gifts;
  - (f) invest any monies in the hands of the University and available for investment in accordance with the relevant law;
  - (g) borrow and raise money in any manner in accordance with the relevant law and in doing so may give security for loans and enter into any instrument which is ancillary or incidental to the exercise of such powers;
  - (h) give guarantees;
  - (i) enter into contracts and engagements and to accept obligations and liabilities in all respects without any restriction whatsoever and in the same manner as an individual may manage his or her own affairs;
  - (j) affiliate or collaborate with other institutions;
  - (k) employ staff and to prescribe their terms and conditions of service; and
  - (l) do anything else necessary or appropriate, whether incidental to these powers or not, in order to further the Objects of the University.

Approved by the Council on [date].

## ORDINANCE 2

### POWERS AND RESPONSIBILITIES OF THE COUNCIL

1. In accordance with Article 7 of the Charter, the Council shall exercise all the powers of the University.
2. The primary responsibilities of the Council shall be to:
  - (a) set and approve the mission, strategic vision and values of the University with the President and Principal;
  - (b) agree the long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni;
  - (c) ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions;
  - (d) establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the President and Principal;
  - (e) ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money and procedures for handling internal grievances and for managing conflicts of interest;
  - (f) establish processes to monitor and evaluate the performance and effectiveness of Council itself;
  - (g) conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life;
  - (h) safeguard the good name and values of the University;
  - (i) appoint the President and Principal as chief executive, and to put in place suitable arrangements for monitoring his/her performance;
  - (j) appoint the Secretary to Council and to ensure that, if the person appointed has managerial responsibilities in the University, there shall be an appropriate separation in the lines of accountability;
  - (k) be the employing authority for all staff in the University and to be accountable for ensuring that an appropriate human resources strategy is in place;
  - (l) be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the University's assets, property and estate;

- (m) be the University's legal authority and, as such, to ensure systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name. This includes accountability for health, safety and security and for equality, diversity and inclusion;
  - (n) receive assurance that adequate provision has been made for the general welfare of students;
  - (o) act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University;
  - (p) operate in accordance with the Charter and ensure that appropriate advice is available to enable this to happen;
  - (q) promote a culture which supports inclusivity and diversity across the University;
  - (r) maintain and protect the principles of academic freedom and freedom of speech in accordance with relevant legislation; and
  - (s) ensure that students and staff are afforded opportunities to engage with the governance of the University.
3. In accordance with Article 14 of the Charter, the Council may delegate any of its powers to such committees and persons as it may think fit, subject to Article 15 of the Charter which sets out which of its powers the Council may not delegate.
4. Regulations, Codes of Practice and Policies that include penalties for their breach shall not be valid until they have been approved by the Council or its delegated authority.

Approved by the Council on [date].

## **ORDINANCE 3**

### **SENIOR OFFICERS OF THE UNIVERSITY**

1. Pursuant to Article 18 of the Charter, the Senior Officers of the University shall be:
  - (a) the President and Principal;
  - (b) the Vice-Principals;
  - (c) the Chief Financial Officer;
  - (d) the Chief Governance Officer; and
  - (e) the Chief Operations Officer.
2. In accordance with Article 18 of the Charter, the President and Principal shall be the chief academic and accounting officer of the University appointed by the Council to carry out the academic, corporate, financial, estate and human resource management of the University. The powers of the President and Principal shall be defined within the Delegation Framework approved by the Council.
3. The roles and responsibilities of the other Senior Officers of the University shall be defined by the President and Principal in conformance with the Delegation Framework approved by the Council.
4. In the absence or incapacity of the President and Principal, another Senior Officer of the University designated for the purpose shall act for and on behalf of the President and Principal.
5. For ceremonial purposes, Senior Officers of the University shall wear such official dress in accordance with the applicable policy of the University.

Approved by the Council on [date].



## **ORDINANCE 4**

### **MEMBERS OF THE COUNCIL**

1. Subject to Article 9 of the Charter, the Council shall define the role and responsibilities of its members based on recommendations from the Governance Committee. The terms of office for members of the Council shall be as prescribed in Article 10 of the Charter.
2. As required by the Office for Students, all members of the Council shall meet the 'fit and proper person' test for members of the governing body of a registered provider of higher education and shall be asked by the Secretary to Council to re-confirm their declaration as a 'fit and proper person' at least once a year.
3. All members of the Council shall comply with the University's Conflicts of Interest Policy, declare to the Secretary to Council any conflicts of interest which exist or may arise as soon as they occur, and not participate in decisions of the Council where a conflict of interest arises unless such participation is authorised by the Council in accordance with the Conflicts of Interest Policy. The Secretary to Council shall maintain and publish a register of interests declared by members of the Council and shall ask each member to review and update the register at least once a year.
4. External members of the Council, including those nominated by the Drapers' Company, shall be appointed by the Council based on recommendations from the Governance Committee.
5. Pursuant to Article 9 of the Charter, the two Senior Officers of the University who are nominated by the President and Principal to become members of the Council shall be appointed by the Council based on recommendations from the Governance Committee.
6. Pursuant to Article 9 of the Charter, the call for nominations and elections for elected staff members of the Council shall be conducted by the Secretary to Council and overseen by the Governance Committee as follows.
  - (a) All current staff employed across the University on academic or research staff terms and conditions, apart from the Senior Officers of the University, shall be entitled to stand for election as one of the four academic staff members of the Council.
  - (b) All current staff employed across the University on professional or support staff terms and conditions, apart from the Senior Officers of the University, shall be entitled to stand for election as the staff member of the Council who is not an academic staff member.
  - (c) Where more than one person stands for election, the Secretary to Council shall conduct an electronic ballot using the single transferable vote method. All current staff employed across the University on academic, research, professional or support staff terms and conditions shall be entitled to vote in every election.
  - (d) Elections shall normally be held one semester prior to the end of the term of office of a current elected member of the Council.
7. A new member of the Council who is appointed or elected to fill a casual vacancy shall commence a new term of office of four years and be eligible for re-appointment or re-election as appropriate in the same way as other members.

8. A member of the Council may resign by writing to the Chair of Council or the Secretary to Council.
9. A member of the Council may be removed from membership for good cause by the Council. 'Good cause' in this Ordinance includes but is not limited to:
  - (a) behaviour which falls short of the standards specified in the role description for a member of the Council;
  - (b) disqualification under the Charities Act from acting as a charity trustee or failure to satisfy the 'fit and proper person' test as required by the Office for Students;
  - (c) conviction of a criminal offence involving fraud or dishonesty;
  - (d) a bankruptcy order is made against that person;
  - (e) a composition is made with that person's creditors generally in satisfaction of that person's debts; and
  - (f) a registered medical practitioner who is treating that person gives a written opinion to the University stating that that person has become physically or mentally incapable of acting as a member of the Council and may remain so for more than three months.
10. Concerns or complaints about a member of the Council shall be raised with the Chair of Council or the Secretary to Council. In the case of a concern or complaint containing one or more of the grounds listed in paragraph 9 of this Ordinance, the Secretary to Council shall convene and support an ad hoc panel comprising the Chair or Vice-Chair of Council and two other external members of the Council to consider the concern or complaint, to receive representations from the member who is subject to the concern or complaint, and to make a recommendation to the Council. In the case of a concern or complaint about the Chair of Council, the panel shall include one additional person who is both external to the University and not currently a member of the Council.

Approved by the Council on [date].

## **ORDINANCE 5**

### **OFFICERS OF THE COUNCIL**

1. Pursuant to Article 13 of the Charter, there shall be the following Officers of the Council:
  - (a) the Chair of Council;
  - (b) the Vice-Chair of Council;
  - (c) the Treasurer;
  - (d) the Chair of Audit and Risk Committee; and
  - (e) the Secretary to Council.
2. The roles and responsibilities of Officers of the Council shall be defined by the Council based on recommendations from the Governance Committee.
3. The Council shall convene an ad hoc panel of external members of the Council, chaired by the Vice-Chair of Council and supported by the Secretary to Council, to conduct the process and make a recommendation to the Council on the recruitment and election of the Chair of Council, in accordance with Article 13 of the Charter.
4. The Governance Committee, supported by the Secretary to Council, shall conduct the process and make a recommendation to the Council on the election of the Vice-Chair of Council, in accordance with Article 13 of the Charter.
5. The Treasurer and the Chair of Audit and Risk Committee shall be appointed by the Council from amongst its external members based on recommendations from the Governance Committee. The period of office shall be continuous until the appointed member stands down, becomes ineligible for membership of the Council or is asked to stand down by the Chair of Council.
6. The Secretary to Council shall be appointed by the Council on the recommendation of the Chair of Council and shall be responsible solely to the Council for the performance of the role, irrespective of any other roles and responsibilities the appointee may hold at the University.
7. For ceremonial purposes, Officers of the Council shall wear such official dress in accordance with the applicable policy of the University.

Approved by the Council on [date].

## **ORDINANCE 6**

### **COMMITTEES OF THE COUNCIL**

1. There shall be the following standing committees of the Council:
  - (a) Audit Committee, pursuant to Article 16 of the Charter, otherwise known as the Audit and Risk Committee;
  - (b) Finance and Investment Committee;
  - (c) Governance Committee;
  - (d) Honorary Degrees and Fellowships Committee; and
  - (e) Remuneration Committee.
2. Council shall also have in place a Review Panel to monitor and report to the Council on adherence to the Code of Practice and Memorandum of Agreement between the University and the Students' Union as set out in Ordinance 13.
3. The terms of reference of each standing committee shall be approved by the Council based on recommendations from the Governance Committee, subject to the following requirements.
  - (a) The membership of standing committees shall be drawn from the current members of the Council and may be supplemented with co-opted members who are external to the University, or Senior Officers of the University who are nominated by the President and Principal, or both. Current members of the Council shall always form the majority of any standing committee.
  - (b) The Audit and Risk Committee shall not have current staff or students of the University within its membership.
  - (c) The Treasurer shall be the Chair of the Finance and Investment Committee and both the President and Principal and the President of the Students' Union shall be ex officio members.
  - (d) The Chair of Council shall be the Chair of the Governance Committee and the Vice-Chair of Council, the President and Principal and the President of the Students' Union shall all be ex officio members.
  - (e) The Chair of Council shall be the Chair of the Honorary Degrees and Fellowships Committee and the President and Principal shall be an ex officio member.
  - (f) The Vice-Chair of Council shall be the Chair of the Remuneration Committee and both the Chair of Council and the Treasurer shall be ex officio members.
4. Current members of the Council shall be eligible to be appointed as members of standing committees by the Council based on recommendations from the Governance Committee. The term of appointment on any such standing committee shall be continuous until the member

stands down, becomes ineligible for membership or is asked to stand down by the Chair of Council.

5. Members of standing committees who are not current members of the Council shall be appointed by the Council based on recommendations from the Governance Committee. They shall meet the same 'fit and proper person' test and comply with the same Conflicts of Interest Policy and related procedures that apply to members of the Council as set out or otherwise referred to in paragraphs 2 and 3 of Ordinance 4. The normal term shall be four years commencing from the date of appointment and extendable by one further period of four years, unless the member stands down, becomes ineligible for membership or is asked to stand down by the Chair of Council.
6. Concerns or complaints about a member of a standing committee who is a current member of the Council shall be raised in accordance with paragraph 10 of Ordinance 4. Concerns or complaints about other members shall be raised with the Chair of Council or the Secretary to Council, who shall report the concern or complaint to the Governance Committee, where a decision will be made on what action to take.
7. Each standing committee shall review its own effectiveness and the suitability of its terms of reference annually and report the outcomes of its review to the Governance Committee.
8. The Council and standing committees may convene ad hoc panels and groups to undertake specific work as appropriate provided that all significant decisions are taken by the convening body.
9. The Secretary to Council or their nominee shall act as secretary to all the standing committees of the Council as well as all ad hoc panels and groups created by the Council and its standing committees.

Approved by the Council on [date].

## **ORDINANCE 7**

### **MEETINGS OF THE COUNCIL AND ITS STANDING COMMITTEES**

#### *Scheduling of meetings*

1. There shall be five ordinary meetings of the Council in each academic year and as many ordinary meetings of the standing committees as specified in their terms of reference. The schedule of meetings shall normally be published by the Secretary to Council on or before 30 June before the academic year in which the meetings are to be held.
2. The relevant chair or the Secretary to Council may call an extraordinary meeting of the Council or a standing committee at any time. The Secretary to Council shall also call an extraordinary meeting upon the written request of no fewer than one third of the members, to be held within a minimum of seven and a maximum of 21 days from the date of receipt by the Secretary to Council of the required number of requests. The business of an extraordinary meeting shall be only that business for which the meeting was called.

#### *Agendas and papers*

3. The Secretary to Council or nominee shall normally despatch the agenda and papers for meetings to all members at least seven days before the meeting. Any member may propose an item for the agenda by submitting it to the Secretary to Council in advance of this. Only in exceptional circumstances and with the agreement of the chair of the meeting shall items be added to the agenda or papers circulated fewer than three days before the meeting. All members should possess the same core information on the matters under consideration.
4. The agenda for a meeting may indicate one or more 'starred' items that are expected to be noted or approved without discussion in the meeting. Before the start of a meeting, any member may request that time is given by the chair to permit discussion of any 'starred' items on the agenda.
5. The agenda and papers for any meeting or items relating to reserved business shall be recorded separately and circulated only to those members entitled to receive them. Whether an item is designated as reserved business shall be determined by the relevant chair, as applicable.

#### *Attendance at meetings*

6. Members are expected to attend all meetings and remain present for their full duration. A member who is unable to attend a meeting shall submit apologies in advance of the meeting to the Secretary to Council. In accordance with Article 11 of the Charter, a member who does not attend for twelve consecutive calendar months shall be deemed to have resigned unless the Council decides otherwise on the recommendation of the Governance Committee.
7. The Secretary to Council shall be entitled to attend all meetings of the Council and its standing committees, as well as ad hoc panels and groups convened by them, unless this would result in a conflict of interest that cannot otherwise be resolved. Others may attend at the invitation of the chair.

### *Conduct of meetings*

8. The quorum for meetings of the Council shall be as set out in Article 12 of the Charter. The quorum for meetings of the standing committees shall be one third of the members with a minimum of three members. If a meeting does not meet quorum, the chair shall determine whether the meeting shall proceed or be postponed and rearranged. In the event that a meeting proceeds without meeting quorum, all decisions made will be considered preliminary until they have been confirmed by the required number of members to effect the decisions as formal.
9. Any proposal or recommendation which appears on the agenda or in a paper submitted to the meeting shall be put to the meeting for resolution. Any amendments to the proposal or recommendation shall be considered in turn and, if carried, the amended version of the overall proposal or recommendation shall be considered for approval.
10. It shall be within the discretion of the chair to set a limit to the length of time to be spent on debate, provided that the mover of any proposal, motion, amendment or item of business has the right of final reply before it is put.
11. Voting at meetings shall be normally by show of hands of those present. The decision shall be taken in accordance with the majority votes, provided that a majority of members are in favour. The chair shall only cast their vote if equal numbers of votes are cast by the other members.
12. Any member may validly participate in a meeting through the medium of conference telephone, video or internet conferencing or such other electronic or virtual means in which they may communicate simultaneously with all other participants. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote.
13. Where a meeting is attended by members through a combination of physical presence and electronic or virtual means, such a meeting shall be deemed to take place where the largest group of members participating is assembled or, if entirely by electronic or virtual means, where the chair is located.

### *Decision making outside of meetings*

14. An ordinary resolution that is signed in writing by more than half of the members shall be as valid and effective as if it had been passed at a meeting duly convened and held. Such resolution may consist of several documents in the same form each signed by one or more of the members, including signatures evidenced by email or other electronic means, a copy of which may be recorded by the Secretary to Council. Any member who is prohibited by these Ordinances from voting on the matter shall not be included when determining whether the resolution has been duly passed. The Secretary to Council shall be responsible for ensuring that such resolutions are reported to the next meeting and for retaining an appropriate record.
15. Both the Chair and Vice-Chair of Council in respect of the business of the Council, and the chair of a standing committee in respect of the business of the relevant standing committee of which they are the chair, shall have delegated authority to take action between meetings on business that would not have merited discussion at a meeting. Where the matter is one of greater substance and where the urgency of the matter does not prevent this, the other members shall be consulted before taking action. Action taken will be reported at the next meeting.

*Acts during vacancies*

16. No act or resolution of the Council or any committee, panel or group convened by it or one of its standing committees can become invalid by reason only of any vacancy in the body doing or passing it or by reason of any want of qualification by or invalidity in the election or appointment of any de facto member of the body whether present or absent, or by reason of the accidental omission to give any member notice of the meeting or the non-receipt by any member of that notice.

*Minutes*

17. The Secretary to Council or nominee shall be responsible for producing the minutes of the meeting and for maintaining the master copies of all minutes, agendas and papers. Minutes shall be unconfirmed until approved at the next meeting, approved by the relevant chair between meetings where evidence of the decision is required prior to the next meeting, or signed in writing in accordance with paragraph 14 of this Ordinance. Any amendments to the unconfirmed minutes agreed at the next meeting shall be incorporated by the Secretary to Council into a final version which becomes the confirmed minutes and the formal record of the discussion and decisions.
18. The minutes of any meeting or items relating to reserved business shall be recorded separately and circulated only to those members entitled to receive them.

Approved by the Council on [date].



## ORDINANCE 8

### EXECUTION OF DOCUMENTS AND USE OF THE COMMON SEAL

#### *Documents to be executed by deed*

1. The approval of the Council, or persons or bodies authorised by the Council generally or in respect of a particular transaction, is required before a deed is executed by the University. Subject to having regard to legal advice and, where relevant, financial advice, and subject to any limits set out in the Delegation Framework, the persons or bodies authorised by the Council generally to approve deeds are as follows:
  - (a) the Chair of Council;
  - (b) the Vice-Chair of Council;
  - (c) the Treasurer;
  - (d) a standing committee of Council where the subject matter of the deed is related to a matter delegated to that committee by the Council;
  - (e) the President and Principal.
2. A document approved by the University for execution as a deed must make it clear on its face that it is intended to be a deed and have the Common Seal of the University affixed in the presence of either two members of the Council, or one member of the Council and the Secretary to Council, under the following form of words.

‘Executed as a deed by affixing the common seal of Queen Mary University of London in the presence of:

Signature of Council Member:

Signature of Council Member / Secretary to Council:’

3. By signing, the signatories under paragraph 2 of this Ordinance confirm:
  - (a) the authenticity of the Common Seal;
  - (b) that they have seen the approval of the Council, or of the persons or bodies authorised under paragraph 1 of this Ordinance, to execute the deed; and
  - (c) that the Common Seal was affixed in their presence.

#### *Contracts to be executed under hand*

4. Contracts made by, or on behalf of, the University other than by deed shall be validly made and binding on the University if made in writing and signed by way of manual or electronic signature by any person acting under the express authority of the Council, including as set out in the Delegation Framework, or under the express authority of a standing committee of Council where

the subject matter of the contract is related to a matter delegated to that committee by the Council. Such contracts may be varied or discharged under the same authority.

*The Common Seal*

5. The Common Seal shall only be affixed to:
  - (a) documents approved by the University for execution as a deed in accordance with this Ordinance;
  - (b) certificates confirming the award of Certificates, Diplomas and Degrees of the University, including Honorary Degrees, and signed by the Chair of Council and the President and Principal;
  - (c) documents where this is by law or by accepted custom and usage, as authorised by the Secretary to Council or nominee.
6. The Secretary to Council shall be responsible for the safe custody of the Common Seal and shall ensure that every use of the Common Seal, except under the provisions of paragraph 5(b) of this Ordinance, shall be reported to the next meeting of the Council and recorded in a Sealing Register in which shall be entered the date on which the Common Seal is affixed, the nature of the instrument and the names of the members or Officers of the Council who sign the instrument.

Approved by the Council on [date].

## **ORDINANCE 9**

### **THE ACADEMIC ORGANISATION OF THE UNIVERSITY**

1. The academic organisation of the University shall comprise three Faculties as follows:
  - (a) the Faculty of Medicine and Dentistry, the formal name of which is 'Barts and The London School of Medicine and Dentistry', incorporating the Barts Cancer Institute, the Blizard Institute, the Institute of Dentistry, the William Harvey Research Institute and the Wolfson Institute of Population Health;
  - (b) the Faculty of Humanities and Social Sciences, incorporating the School of Business and Management, the School of Economics and Finance, the School of Geography, the School of History, the School of English and Drama, the School of Languages, Linguistics and Film, the School of Law and the School of Politics and International Relations;
  - (c) the Faculty of Science and Engineering, incorporating the School of Biological and Behavioural Sciences, the School of Electronic Engineering and Computer Science, the School of Engineering and Materials Science, the School of Mathematical Sciences and the School of Physical and Chemical Sciences.
2. The President and Principal shall determine the academic leadership structure of each Faculty, School and Institute listed in this Ordinance and shall put in place procedures for the appointment of individuals to such leadership positions.
3. The ex officio President of Barts and The London School of Medicine and Dentistry shall be the Right Honourable the Lord Mayor of the City of London.

Approved by the Council on [date].

## **ORDINANCE 10**

### **THE SENATE**

1. In accordance with Article 17 of the Charter, the Senate shall, subject to the general superintendence and control of the Council, be the body responsible for the academic activity of the University.
2. Pursuant to Article 17 of the Charter, the terms of reference of the Senate shall be:

#### *Academic standards*

- (a) To establish the requirements for degrees and other awards made under the Charter and to put in place procedures and boards for the consideration of such awards.
- (b) To approve regulations relating to the admission, assessment and operation of all programmes, modules and awards.
- (c) To approve procedures for approval and amendment of programmes and modules leading to awards of the University and the University of London.
- (d) To approve procedures for the withdrawal of programmes and modules.
- (e) To consider and approve or advise on as applicable strategies and policies designed to ensure the academic quality of programmes, including the teaching, learning and assessment strategy.
- (f) To receive reports on procedures that relate to academic standards, academic quality and the quality of the student experience and recommend appropriate action in the light of these reports.
- (g) To approve provisions for the operation and award of prizes as applicable.

#### *Academic freedom*

- (h) To approve policies to support and foster academic freedom in relation to the academic activity of the University and to report to Council on matters of concern in relation to the provision of academic freedom.

#### *Research*

- (i) To consider and approve or advise on as applicable the research strategy and policies for research.
- (j) To approve regulations relating to the admission, supervision, assessment and operation of postgraduate research programmes in addition to those provided for under Academic Standards above.
- (k) To approve in place structures and procedures for the consideration of research ethics.

*Academic organisation*

- (l) To advise the President and Principal and the Council on matters related to the academic organisation of Queen Mary.
- (m) To approve procedures for establishing, monitoring and disestablishing institutes, centres or units within the academic organisation set out in Ordinance 9 for particular research or education purposes.

*Other*

- (n) To advise the Council on the conferral of Fellowships and Honorary Degrees of the University upon the recommendation of the appropriate committee.
- (o) To regulate the conduct of students and receive reports from the Student Disciplinary and Fitness to Practise Committees.
- (p) To advise on any other matter referred to it by the Council or other relevant matters that have a bearing on the academic policy of the University.

3. Pursuant to Article 17 of the Charter, the membership of the Senate shall be as follows:

- (a) the President and Principal shall be the Chair of the Senate;
- (b) the Vice-Principals, the Deans for Education and the Deans for Research shall all be ex-officio members;
- (c) the Heads of Schools and Directors of Institutes listed in paragraph 1 of Ordinance 9 shall all be ex officio members;
- (d) the President of the Students' Union and the Vice-Presidents of the Students' Union for Humanities and Social Sciences, Science and Engineering, and Barts and The London shall all be ex officio members;
- (e) elected members of academic staff so that there is an overall elected majority and an even number of members from each of the three Faculties listed in paragraph 1 of Ordinance 9 across the elected and ex officio membership.

4. The call for nominations and elections for elected members of the Senate shall be conducted by the Secretary to Council as follows.

- (a) All current staff employed in the relevant part of the academic organisation on academic or research staff terms and conditions, apart from the Senior Officers of the University, shall be entitled to stand for election and vote.
- (b) Where more than one person stands for election, the Secretary to Council shall conduct an electronic ballot using the single transferable vote method. Elections shall normally be held one semester prior to the end of the term of office of a current elected member of the Senate.
- (c) The term of office for an elected member of the Senate shall be four years commencing from the date of his/her appointment to the Senate, following the election, and

extendable by one further period of four years, subject to re-election. A new member of the Senate who is elected to fill a casual vacancy shall commence a new term of office of four years and be eligible for re-election in the same way as other members.

- (d) An elected member of the Senate may resign by writing to the Chair of Senate or the Secretary to Council. An elected member who does not attend for twelve consecutive calendar months shall be deemed to have resigned unless the Senate decides otherwise.
- 5. Senate may establish such Boards and Committees with such terms of reference as it considers appropriate for the discharge of its responsibilities.
- 6. Senate shall make Regulations to regulate its proceedings and those of its Boards and Committees.
- 7. The Secretary to Council shall be entitled to attend all meetings of the Senate, its Boards and Committees, unless this would result in a conflict of interest that cannot otherwise be resolved. Others may attend at the invitation of the chair.

Approved by the Council on [date].

## **ORDINANCE 11**

### **FELLOWSHIPS, HONORARY DEGREES AND THE QUEEN MARY MEDAL**

1. The Council may confer and revoke Fellowships and Honorary Degrees of the University, and issue the Queen Mary Medal, on the proposal or recommendation of the Honorary Degrees and Fellowships Committee and after consulting the Senate. The Honorary Degrees that may be conferred are:
  - (a) Doctor of Laws honoris causa (LLD);
  - (b) Doctor of Letters honoris causa (DLitt);
  - (c) Doctor of Sciences honoris causa (DSc).
2. Fellows of the University shall be persons of distinction, or persons who have in the opinion of the Council rendered significant service to the University or to the community, or with a demonstrable connection or affiliation to the University. A Fellowship shall not be conferred on a current employee of the University or member of the Council.
3. Honorary Degrees shall be reserved for persons of significant standing who have distinguished themselves in their chosen field, or for their service, and whose recognition with an Honorary Degree brings distinction to the University. An Honorary Degree shall not be conferred on a current employee of the University or member of the Council, a serving politician or a person who has previously received an Honorary Degree of the University or the University of London.
4. The Queen Mary Medal may be issued on or following retirement to any employee of the University who, in the opinion of the Council, has made an exceptional, sustained contribution to the University beyond long service alone and fulfilment of the normal requirements of their role.
5. Council may revoke a Fellowship or Honorary Degree if evidence comes to light that the recipient has at any time:
  - (a) been convicted of a criminal offence;
  - (b) been censured or struck off by a relevant regulatory or professional body;
  - (c) displayed any behaviour that is deemed to be inconsistent with the values of the University or to bring the University into disrepute.
6. Concerns or complaints about Fellows and recipients of Honorary Degrees shall be raised with the Chair of Council or the Secretary to Council. In the case of a concern or complaint containing one or more of the grounds listed in paragraph 5 of this Ordinance, the Secretary to Council shall ask the Honorary Degrees and Fellowships Committee to consider the concern or complaint and make a recommendation to the Council. Where a recommendation is made to revoke a Fellowship or Honorary Degree, the subject of the concern or complaint shall be invited to comment on the reasons for the recommendation before Council is asked to decide.

Approved by the Council on [date].

## **ORDINANCE 12**

### **STAFF OF THE UNIVERSITY**

1. This Ordinance is made pursuant to Council's responsibilities and powers to set the framework for determining the conditions of service of staff under Article 8 of the Charter. It applies to all staff employed by the University, other than the President and Principal.
2. Council has delegated to the President and Principal the authority to approve and adopt from time to time procedures for:
  - (a) the handling of disciplinary cases, including the dismissal of members of staff (following confirmation in post after any probationary period) by reason of misconduct and for appeals against disciplinary action;
  - (b) the dismissal of members of staff by reason of redundancy and appeals against such dismissals;
  - (c) the dismissal of members of staff (following confirmation in post after any probationary period) by reason of unsatisfactory performance and appeals against such dismissals;
  - (d) the review of performance and progress of members of staff during any probationary period to which their appointment or employment is subject, and for the dismissal of such staff during or at the end of the probationary period in the event of unsatisfactory progress or performance; and for appeals against such dismissals;
  - (e) the dismissal of members of staff on the grounds of ill health or medical incapacity and appeals against such dismissals;
  - (f) the dismissal of members of clinical academic staff in circumstances where their registration with the General Medical or Dental Council or similar body, or their honorary or substantive contract or status with a National Health Service Trust or similar body, is terminated, withdrawn or revoked, and for the suspension of such members of staff from employment with the University (without pay where registration, contract or status has been suspended as a substantive disciplinary measure) where the registration, contract or status referred to above is suspended.
  - (g) the dismissal of members of staff for any reason other than those specified in 2.1 to 2.6 above and appeals against those dismissals;
  - (h) the handling of grievances raised by members of staff;
  - (i) the removal of staff, for any reason, from any role that is not defined within the member of staff's substantive contract of employment.
3. This Ordinance as amended from time to time will override any provision in any contract, term or condition of employment which is inconsistent with it, whether dated before or after the commencement of this Ordinance, but:



- (a) it will not affect the validity of any settlement agreement under section 203 of the Employment Rights Act 1996 or any subsequent legislation or any similar agreement permitted by law;
  - (b) it will not preclude any member of staff deciding or agreeing to terminate their employment with the University, on whatever terms have been agreed.
4. Any procedure in force from time to time pursuant to this Ordinance shall take account of, and shall be construed in every case to give effect to, the following guiding principles:
- (a) to ensure, in order to give effect to Article 4 of the Charter, that staff whose contract of employment with the University requires them to be personally responsible for the intellectual content of elements of teaching and/or research shall have freedom within the law to question and test accepted ideas, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges. For these purposes, regard shall be had to Sections VI and VII of the Recommendation concerning the Status of Higher-Education Teaching Personnel adopted by the General Conference of the United Nations Educational, Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997;
  - (b) to enable the University to provide education, promote learning and engage in research efficiently and economically;
  - (c) to apply the principles of justice and fairness;
  - (d) to apply the highest standards of academic and professional integrity, honesty and probity;
  - (e) to allow members of staff to be accompanied by a the University work colleague or trade union representative at all formal stages of procedures;
  - (f) to apply procedures so that complaints may be resolved at as early a stage as possible and within a reasonable timescale.

Approved by the Council on [date].

## **ORDINANCE 13**

### **THE STUDENTS' UNION**

1. The Students' Union of the University, known as Queen Mary University of London Students' Union Limited, shall be independent of the University but shall be subject to oversight and scrutiny by the University as required by Section 22 of the Education Act 1994.
2. The Council shall:
  - (a) prescribe the constitution, membership, powers and functions of the Students' Union through approval of the Articles of Association of the Students' Union, pursuant to Article 19 of the Charter, and review such Articles of Association at intervals of not more than five years;
  - (b) set out in a Code of Practice details of the arrangements made to secure compliance with the Act;
  - (c) have a Memorandum of Agreement in place between the University, the Students' Union and QMSU Services Limited (a wholly owned subsidiary of the Students' Union) which provides the framework of the parties' relationship; and
  - (d) have a Review Panel in place to monitor and report to the Council on adherence to the Code of Practice and Memorandum of Agreement.
3. In respect of any funding provided by the University to the Students' Union, the Students' Union shall provide such assurances in respect of its use as may be required by the University from time to time.

Approved by the Council on [date].

## **ANNEX B: High-level commentary on proposed changes starting from the existing Ordinances**

The existing Ordinances can be read in full here:

<https://www.qmul.ac.uk/governance-and-legal-services/governance/council/charter/>

### **Ordinance A1: Membership of QMUL**

It is proposed to remove this Ordinance, as the concept of membership has fallen out of use.

### **Ordinance A2: The powers of QMUL**

Incorporated into new Ordinance 1.

### **Ordinance A3: Statement of primary responsibilities of the Council**

Incorporated into new Ordinance 2.

### **Ordinance A4: The membership of Council**

Incorporated into new Ordinance 4.

### **Ordinance A5: Officers of the Council**

Incorporated into new Ordinance 5.

### **Ordinance A6: The registration and declaration of interests of members of the Council and members of Council committees**

Incorporated into new Ordinances 4 and 6. It is proposed that the detail from existing Ordinance A6 will be captured in a new Conflicts of Interest Policy, to be approved by the Council.

### **Ordinance A7: Meetings of the Council**

Incorporated into new Ordinance 7.

### **Ordinance A8: Committees of the Council**

Incorporated into new Ordinance 6.

### **Ordinance A9: The custody and use of the Seal**

Incorporated into new Ordinance 8.

### **Ordinance A10: The power to make regulations**

It is proposed to remove this Ordinance, as the distinctions in terminology between regulations, rules, codes of practice and policies cannot be adhered to in practice. The authority to make regulations etc. is captured in the Delegation Framework.

### **Ordinance A11: Official dress**

It is proposed to replace this Ordinance with two separate policies: one on academic dress (to be approved by the Senate); and one on ceremonial dress for Officers of Council and Senior Officers of the University (to be approved by the Council).

### **Ordinance A12: The academic organisation**

Incorporated into new Ordinance 9.

### **Ordinance A13: Officers of QMUL**

Incorporated into new Ordinance 3.

### **Ordinance A14: Barts and The London School of Medicine and Dentistry**

Incorporated into the preamble to the Supplemental Charter and Ordinance 9.

**Ordinance A15: The Senate**

Incorporated into new Ordinance 10. It is proposed to remove paragraphs regulating the proceedings of the Senate, as these are matters for the Senate to decide.

**Ordinance A16: Awards**

It is proposed to remove this Ordinance, as these matters are addressed in the Academic Regulations approved by the Senate.

**Ordinance A17: Fellows of QMUL**

Incorporated into new Ordinance 11, with some of the detail captured in guidance and procedures already issued by the Honorary Degrees and Fellowships Committee.

**Ordinance A18: Honorary Degrees**

Incorporated into new Ordinance 11, with some of the detail captured in guidance and procedures already issued by the Honorary Degrees and Fellowships Committee.

**Ordinance A19: Queen Mary Medal**

Incorporated into new Ordinance 11, with some of the detail captured in guidance and procedures already issued by the Honorary Degrees and Fellowships Committee.

**Ordinance B: Staff of Queen Mary University of London**

Replicated in new Ordinance 12 without changes.

**Ordinance C1: Definition of students**

It is proposed to remove this Ordinance, as students are defined in the Academic Regulations approved by the Senate.

**Ordinance C2: Registration**

It is proposed to remove this Ordinance, as these matters are addressed in the Academic Regulations approved by the Senate.

**Ordinance C3: Termination of registration of a student in debt**

It is proposed to remove this Ordinance and move the provisions into the Tuition Fee Regulations and/or the Academic Regulations.

**Ordinance C4: Code of Student Discipline – Regulations for the Conduct of Students**

It is proposed to remove this Ordinance, as the relevant delegations are defined in the Delegation Framework.

**Ordinance C5: The Council and the Students' Union**

Incorporated into new Ordinance 13, with the more detailed arrangements between the University and the Students' Union set out in other existing documents that are approved by the Council.

**Ordinance C6: The Memorandum and Articles of Association of the Students' Union**

It is proposed to remove this Ordinance. Although the Memorandum and Articles are approved by the Council (as set out in new Ordinance 13), there is no requirement to present them as an Ordinance.

**Ordinance C7: The Alumni Association**

It is proposed to remove this Ordinance, as it is no longer required.