



Changes to Ordinances, terms of reference and role descriptions

<p>Outcome requested:</p>	<p>Governance Committee is asked:</p> <p>[a] to recommend changes to the Ordinances for approval by Council arising from revisions to the Higher Education Code of Governance and the annual effectiveness reviews;</p> <p>[b] to note changes to the Ordinances recommended by Senate for approval by Council in relation to academic awards and the academic organisational structure;</p> <p>[c] to recommend changes to the terms of reference of Remuneration Committee for approval by Council arising from its annual effectiveness review;</p> <p>[b] to approve changes to the role descriptions for Council Members and the Council Secretary arising from revisions to the Higher Education Code of Governance.</p>
<p>Executive Summary:</p>	<p>This paper draws together all the changes to Ordinances, terms of reference and role descriptions that have been discussed during the year in the context of revisions to the Higher Education Code of Governance and the annual effectiveness reviews. As Governance Committee and Council are scheduled to meet on the same day, the Committee's recommendations will be circulated to Council for approval via email after the meeting, except in the following cases:</p> <ul style="list-style-type: none"> • changes to the Ordinances recommended by Senate, which will be presented as part of the Senate report; • changes to the terms of reference of Remuneration Committee, which have been discussed previously and will be presented as part of the Remuneration Committee report.
<p>QMUL Strategy:</p>	<p>Effective governance supports the delivery of the Strategy 2030.</p>
<p>Internal/External reference points:</p>	<p>University Ordinances CUC Higher Education Code of Governance</p>
<p>Strategic Risks:</p>	<p>Compliance with the ongoing conditions of registration with the OfS.</p>
<p>Equality Impact Assessment:</p>	<p>The proposals in the paper do not raise specific equality issues.</p>

Subject to prior and onward consideration by:	Some of the proposals require approval by Council, as detailed above.
Confidential paper under FOIA/DPA:	No
Timing:	Annual summary of changes in preparation for the next academic year.
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Date:	2 July 2021
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Changes to Ordinances

Ordinance A3: Statement of Primary Responsibilities

1. The revised Higher Education Code of Governance includes a number of updates and additions to the Statement of Primary Responsibilities which universities are expected to adopt in order to satisfy the ongoing conditions of registration with the Office for Students. Training will be provided for Council members in the autumn on the responsibilities and changes.

Ordinance A4: The membership of Council

2. By previous decision of Governance Committee and Council, the cross-faculty academic member of Council will be nominated from the current academic members of Senate but elected by all the academic members of staff.
3. By previous decision of Governance Committee and in order to align more closely with the revised Higher Education Code of Governance, Council members may be removed for behaviour which is not in keeping with the values of the University and the Code. This will be enshrined by making relevant updates to the role description for Council members (see paragraph 9 below) and referring to the role description in the Ordinance. In order to align more closely with the ongoing conditions of registration with the Office for Students, Council members may also be removed for a failure to satisfy the fit and proper persons test on an ongoing basis.

Ordinance A7: Meetings of Council and Committees

4. By previous decision of Governance Committee and on the recommendation of Remuneration Committee, it is the expectation that all Council and Committee members who are present at a meeting should possess the same core information on the matters under consideration.

Ordinance A8: The Committees of Council

5. This Ordinance is updated to reflect existing practice regarding the membership and chairing of Remuneration Committee and the student member of Finance and Investment Committee. By previous decision of Governance Committee, the QMSU President will also become an ex officio member of Governance Committee.

Ordinance A12: The Academic Organisation

6. On the recommendation of Senate, the Wolfson Institute of Preventative Medicine and the Institute of Population Health Sciences will merge to form the Wolfson Institute of Population Health. In addition, the School of Biological and Chemical Sciences and the School of Physics and Astronomy will be renamed the School of Biological and Behavioural Sciences and the School of Physical and Chemical Sciences to reflect the realignment of disciplines across the two schools. Further information is provided in the report from Senate to Council.

Ordinance A16: Awards

7. On the recommendation of Senate, the Doctor of Engineering (DEng) will be added to the list of available awards. Further information is provided in the report from Senate to Council. The drafting of the Ordinance is also simplified to reflect the fact that University of London awards are no longer granted by Queen Mary.

Ordinance A17: Fellows of QMUL

8. By previous decision of Governance Committee and on the recommendation of Honorary Degrees and Fellowships Committee, information is added on potential reasons for revoking a fellowship of the University.

Changes to role descriptions

Council member role description

9. By previous decision of Governance Committee and in order to align more closely with the revised Higher Education Code of Governance, the Council member role descriptions will make more explicit reference to the values of the University and the Code.

Council Secretary role description

10. By previous decision of Governance Committee and in order to align more closely with the revised Higher Education Code of Governance, the Council Secretary role descriptions will make it clear that Council is responsible for the removal, as well as the appointment, of the incumbent. The same changes made to the Council member role description also apply here.

Changes to the terms of reference of Remuneration Committee

11. Two of the three changes were previously agreed by Governance Committee:
 - redefining the threshold for severance payments that require Remuneration Committee approval in order to align more closely with the Higher Education Senior Staff Remuneration Code;
 - making explicit reference to the annual review of Committee effectiveness, in line with the terms of reference of Audit and Risk Committee and Finance and Investment Committee.
12. Remuneration Committee proposes a further change, to reflect existing practice whereby the Committee considers annual gender and ethnicity pay gaps reports before they are considered by Council.

ANNEX A: Tracked changes to Part A of the Ordinances

Ordinance A3: Statement of Primary Responsibilities of the Council

The Primary Responsibilities of the Council are:

1. To ~~approve set and agree~~ the mission, ~~and~~ strategic vision ~~and values~~ of the ~~institution~~ University ~~with the Executive~~.
2. To ~~agree~~ long-term academic and business plans and key performance indicators ~~and to~~ ensure that these meet the interests of stakeholders, ~~especially staff, students and alumni~~.
3. To 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.
4. To ~~establish the delegate~~ authority ~~of to~~ the President and Principal, ~~as chief executive~~, for the academic, corporate, financial, estate and ~~personnel~~ human resource management of the ~~institution~~ University, and to 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.
- ~~5. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made.~~
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, ~~value for money arrangements~~ and procedures for handling internal grievances and for managing conflicts of interest.
- ~~6. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators.~~
6. To establish processes to monitor and evaluate the performance and effectiveness of the ~~governing body~~ Council itself.
7. To 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.
8. To safeguard the good name and values of the ~~institution~~ University.
9. To appoint the President and Principal ~~who will be as~~ chief executive, and to put in place suitable

arrangements for monitoring his/her performance.

10. To appoint a Secretary to the ~~governing body~~ Council and to ensure that, if the person appointed has managerial responsibilities in the ~~institution~~ University, there ~~shall be~~ is an appropriate separation in the lines of accountability.
11. To be the ~~employer of employing authority~~ for all staff in the ~~institution~~ University and to be ~~accountable for ensuring~~ ~~ensure~~ that an appropriate ~~there is a~~ human resources strategy is established.
12. To be the principal financial and business authority of the ~~institution~~ University, to ensure that proper ~~books of~~ account are kept, to approve the annual budget and financial statements, and to have overall ~~responsibility~~ accountability for the ~~institution's~~ University's assets, property and estate.
13. To 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.
14. To ~~receive assurance that adequate~~ ~~make such~~ provision has been made ~~as it thinks fit~~ for the general welfare of students, ~~in consultation with Senate~~.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the ~~institution~~ University.
16. To ensure that the ~~institution's~~ University's constitution ~~shall be followed at all times~~ is always followed, and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity and diversity across the University.
18. To maintain and protect the principles of academic freedom and freedom of speech legislation.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the University.

Ordinance A4: The Membership of Council

Elected members of Council

4. The call for nominations and elections shall be conducted by the Secretary to Council, or nominee.
5. The four academic staff members of Council shall be elected by a ballot using a single transferable vote system. The constituencies for the election of academic staff members shall

be as follows:

- [a] The Faculty of Humanities and Social Sciences
- [b] The Faculty of Science and Engineering
- [c] The School of Medicine and Dentistry
- [d] All academic staff of QMUL

6. All academic staff in the relevant constituencies shall be entitled to stand and to vote. Academic staff are defined in Ordinance B1. **The nominees for the academic staff member elected under 5[d] shall be drawn from the current academic members of Senate but elected by all academic staff.** In any category, where more than one person stands for election, the Secretary to Council, or nominee, conducts a postal or electronic ballot. Voting shall be by the single transferable vote method.
7. The member elected from staff other than academic staff members shall be elected by a ballot using a single transferable vote system. All members of staff other than academic staff members shall be entitled to stand and to vote. Members of staff other than academic staff members are defined in Ordinance B – Staff of QMUL.
8. Elections shall normally be held one semester prior to the end of an elected member's period of office.
9. Where a casual vacancy arises because an elected member ceases to be a member before his/her term of office expires, the member replacing him/her shall commence a new term of office of four years and be eligible for re-election in the same way as other members.

Resignation or removal of members

12. A member may resign by writing to the Chair or Secretary to Council.
13. A member who does not attend three consecutive meetings shall be deemed to have resigned his/her membership of Council or a standing committee unless the Council decides otherwise.
14. A member 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 Council member role description **and handbook, or not in keeping with the principles of public life drawn up by the Committee on Standards in Public Life;**
 - [b] Disqualification under the Charities Act from acting as a charity trustee **or failure to satisfy the Fit and Proper Persons test on an ongoing basis.**
15. Concerns or complaints shall be raised with the Chair or the Secretary to Council.
16. In the case of a concern or complaint containing the grounds listed in paragraph 14;

Governance Committee shall convene a panel 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.

17. The panel shall be established by Governance Committee to comprise:
 - a. the Chair or Vice-Chair of Council;
 - b. one member of Governance Committee other than the Chair, or the Chair of either Audit and Risk Committee or Finance and Investment Committee;
 - c. one Officer of QMUL;
 - d. one external person (for panels convened to consider complaints or concerns against the Chair of Council).
18. The panel shall be supported by the Secretary to Council, or nominee.

Ordinance A7: Meetings of the Council and its standing Committees

Conduct of meetings of Council and its Committees

16. 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. Any amendments to the proposal shall be considered in turn before the overall proposal. If an amendment is carried, the proposal shall be amended accordingly and the amended version considered for approval. **All Council and Committee members who are present at a meeting should possess the same core information on the matters under consideration.**
17. 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.
18. Voting at meetings shall be normally by show of hands of those present, not including the Chair. The decision shall be taken in accordance with the majority votes. When equal numbers of votes are cast, the Chair shall have the casting vote.

Ordinance A8: The Committees of Council

1. There shall be the following Committees of the Council:

Audit and Risk Committee
Finance and Investment Committee
Honorary Degrees and Fellowships Committee
Governance Committee
Remuneration Committee

2. The Senate shall make regular reports to Council.

3. The Council may establish other groups and boards as appropriate.
4. The Terms of Reference and membership of the committees shall be recommended by Governance Committee and approved by Council. The Terms of Reference of sub-committees of the standing committees shall be approved by the parent committee.
5. The Chair of each committee shall be nominated by the Governance Committee from amongst the external members of Council and approved by Council, with the exception of: QMUL Treasurer who shall be the Chair of the Finance and Investment Committee, and the Chair of Council who shall be the Chair of the Governance Committee, ~~the Remuneration Committee~~ and the Honorary Degrees and Fellowships Committee.
6. The Terms of Reference of committees may provide for co-opted members who are external to QMUL.
7. The Chair and Vice-Chair of Council and QMUL Treasurer shall be *ex-officio* members of the Remuneration Committee.
8. The Vice-Chair of Council shall be ~~Chair of Remuneration Committee and~~ an *ex-officio* member of the Governance Committee.
9. The President and Principal shall be an *ex-officio* member of the Finance and Investment Committee, the Honorary Degrees and Fellowships Committee, ~~and~~ the Governance Committee ~~and the Remuneration Committee~~.
10. One Vice-Principal nominated by the President and Principal shall be an *ex-officio* member of the Honorary Degrees and Fellowships Committee.
11. ~~The President of the Queen Mary Students' Union shall be an ex-officio member of the Finance and Investment Committee and the Governance Committee.~~
12. The term of office for members of standing committees shall be continuous until the member stands down, becomes ineligible for membership or is asked to stand down by the Chair of Council.

Ordinance A12: The Academic Organisation

1. QMUL shall comprise three faculties (for these purposes, the School of Medicine and Dentistry shall be the equivalent to a faculty). Each faculty shall comprise either schools or institutes. The academic organisation shall be as follows:

The School of Medicine and Dentistry (SMD)

Barts Cancer Institute

The Blizzard Institute
Institute of Dentistry
Institute of Health Sciences Education
~~Institute of Population Health Sciences~~
William Harvey Research Institute
~~Wolfson Institute of Preventive Medicine~~
Wolfson Institute of Population Health

The Faculty of Humanities and Social Sciences (HSS)

School of Business and Management
School of Economics and Finance
School of Geography
School of History
School of English and Drama
School of Languages, Linguistics and Film
School of Law
School of Politics and International Relations

The Faculty of Science and Engineering

School of Biological and ~~Behavioural Chemical~~ Sciences
School of Electronic Engineering and Computer Science
School of Engineering and Materials Science
School of Mathematical Sciences
School of ~~Physical and Chemical Sciences-Physics and Astronomy-~~

2. Each faculty shall be headed by a Vice-Principal and Executive Dean. Each faculty shall have a Dean for Education and a Dean for Research.
3. Each School shall be headed by a Head of School. Each Institute shall be headed by a Head of Institute (the major capital schools of Medicine and Dentistry) or Institute Director. The Director of the Institute of Dentistry shall be known as the 'Dean of Dentistry' and the Head of the School of Business and Management shall be known as the 'Dean of Business and Management'. Each school or institute shall have a Director for Education and a Director for Research.
4. The President and Principal shall put in place procedures for the nomination and appointment of individuals to these positions.
5. In addition to the academic organisational units listed above, other groupings may be designated as centres or units for particular research or teaching purposes. The establishment of such groupings shall be approved by the Senate, or any individual or body appointed by the Senate for this purpose. The Senate, or any individual or body designated by the Senate for this purpose, may remove any designation of organisational units or other groupings, as

centres or units.

Ordinance A16: Awards

1. QMUL may confer the following awards:

1.1 Queen Mary University of London Awards – Undergraduate (FHEQ levels 4-6)

Certificate of Higher Education*
Diploma of Higher Education*
Graduate Certificate (Grad Cert)*
Graduate Diploma (Grad Dip)*
Foundation Degree in Arts (FdA)*
Foundation Degree in Science (FdSc)*
Bachelor of Arts (BA)*
Bachelor of Dental Surgery (BDS)*
Bachelor of Engineering (BEng)*
Bachelor of Laws (LLB)*
Bachelor of Medical Science (BMedSci)*
Bachelor of Medicine and Bachelor of surgery (MB,BS)*
Bachelor of Science (BSc)*
Bachelor of Science (Economics) (BSc (Econ))*
Bachelor of Science (Engineering) (BSc (Eng))*
Master of Engineering (MEng)*
Master in Science (MSci)*

1.2 QMUL Awards – Undergraduate (FHEQ levels 3-6)

Certificate of Higher Education
Diploma of Higher Education
Foundation Certificate
Graduate Certificate (Grad Cert)
Graduate Diploma (Grad Dip)
Pre-Masters Diploma

1.3 QMUL Awards – Postgraduate (FHEQ level 7)

Postgraduate Certificate (PG Cert)*
Postgraduate Diploma (PG Dip)*
Master of Arts (MA)*
Master of Business Administration (MBA)*
Master of Clinical Dentistry (MClinDent)*
Master of Laws (LLM)*
Master of Public Administration (MPA)*
Master of Research (MRes)*
Master of Science (MSc)*

1.4 QMUL Awards – Postgraduate (FHEQ level 7)

Certificate in Learning and Teaching (CILT)
Postgraduate Certificate (PG Cert)
Postgraduate Diploma (PG Dip)

1.5 QMUL – Research Degrees (FHEQ level 7)

Master of Philosophy (MPhil)*

1.6 QMUL – Research Degrees (FHEQ level 8)

Doctor of Clinical Dentistry (DClinDent)*
Doctor of Engineering (EngD)
Doctor of Medicine (MD)*
Doctor of Medicine (Research) (MD (Res))*
Doctor of Philosophy (PhD)*
Doctor of Psychotherapy (DPsych) Master
of Dental Surgery (MDS)* Master of
Surgery (MS)*

1.7 QMUL Higher Doctorates

Doctor of Letters (DLitt) Doctor of
Sciences (DSc) Doctor of Laws (LL.D)

*denotes the historic awarding of University of London degrees.

1.8 University of London Awards – Undergraduate (FHEQ levels 4-6)

~~Certificate of Higher Education Diploma of
Higher Education Graduate Certificate
(Grad Cert) Graduate Diploma (Grad Dip)
Foundation Degree in Arts (FdA)
Foundation Degree in Science (FdSc)
Bachelor of Arts (BA)
Bachelor of Dental Surgery (BDS)
Bachelor of Engineering (BEng) Bachelor
of Laws (LLB)
Bachelor of Medical Science (BMedSci)
Bachelor of Medicine and Bachelor of surgery (MB,BS) Bachelor of
Science (BSc)
Bachelor of Science (Economics) (BSc (Econ))
Bachelor of Science (Engineering) (BSc (Eng))
Master of Engineering (MEng)
Master in Science (MSci)~~

1.9 University of London Awards – Postgraduate (FHEQ level 7)

~~Postgraduate Certificate (PG Cert)
Postgraduate Diploma (PG Dip) Master of
Arts (MA)
Master of Business Administration (MBA) Master
of Clinical Dentistry (MClinDent) Master of Laws
(LLM)
Master of Public Administration (MPA) Master of
Research (MRes)
Master of Science (MSc)~~

1.10 University of London – Research Degrees (FHEQ level 7)

~~Master of Philosophy (MPhil)~~

1.11 University of London – Research Degrees (FHEQ level 8)

~~Doctor of Clinical Dentistry (DClinDent) Doctor of
Medicine (MD)
Doctor of Medicine (Research) (MD (Res))
Doctor of Philosophy (PhD)
Master of Dental Surgery (MDS) Master of~~

Surgery (MS)

2. From the 2014-15 academic year, all students joining degree programmes will be registered to receive an award of QMUL.
3. The Senate shall be responsible for the approval, monitoring and review of programmes leading to awards.
4. The Senate shall be responsible for the approval of regulations for awards and programmes.

Ordinance A17: Fellows of QMUL

1. The Council may elect as Fellows of QMUL persons of distinction or persons who have in the opinion of the Council rendered significant service to QMUL or to the community, or with a demonstrable connection to or affiliation with QMUL. On the appointed day, Fellows and Honorary Fellows of the former Colleges shall become Fellows of QMUL. With effect from the date of coming into force of the Queen Mary and Westfield College Act 1995, all existing Fellows of QMUL became Honorary Fellows of QMUL.
2. A Fellowship may not be conferred on a person currently employed by QMUL or member of Council.
3. All Fellowships will normally be conferred by the Chair of Council. In the absence of the Chair of Council, Fellowships will be conferred by the Vice-Chair of Council.
4. A proposal to confer a Fellowship will be made by the Honorary Degrees and Fellowships Committee. The proposal will be considered by the Senate and approved by the Council.
5. The revocation of a Fellowship will be recommended by the Honorary Degrees and Fellowships Committee, considered by the Senate and approved by the Council in cases where **evidence, not available at the time of the award, may show that** the Fellow's behaviour **and/or views expressed are** is deemed to be inconsistent with QMUL values or to bring QMUL into disrepute. **Examples include if an individual has been found guilty by the courts of a criminal offence; has been censured or struck off by a relevant regulatory or professional body for actions or failure to act; or any other behavior that is deemed to bring QMUL into disrepute. A decision can be made based on events that pre-date the award, or conduct that occurs after the award is made.** Concerns shall be raised with the Chair or the Secretary to Council and the Fellow will be invited to comment on the reasons for the proposed withdrawal of the Fellowship before a decision is taken.

Queen Mary University of London

ROLE DESCRIPTION FOR MEMBERS OF COUNCIL

1. Membership

a) Members are expected to play an appropriate part in ensuring that the business of Council is carried on efficiently, effectively and in a fitting manner for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to Council as opportunity arises.

b) Members have a responsibility for ensuring that Council acts in accordance with the instruments of governance, rules and regulations of Queen Mary and should seek advice from the University Secretary in any case of uncertainty.

c) Members are required to accept collective responsibility for the decisions reached by Council. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent and may not be bound in any way by mandates given to them by others.

2. Standards

a) Members have a responsibility for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life and for regulating at all times their personal conduct as members of Council in accordance with:

- i. the values of the University and the Higher Education Code of Governance, including to maintain, promote and protect the principle of academic freedom and to uphold freedom of speech within the law;
- ii. the Nolan Principles of Public Life.

~~a) Members have a responsibility for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of Council in accordance with these standards.~~

b) Members must make a full and timely disclosure of personal interests to the University Secretary in accordance with the procedures approved by Council. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of Council and its Committees may be and may be seen to be maintained.

c) As Queen Mary is a charity, members have a responsibility for ensuring that Council exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud. Members must be 'fit and proper persons' to act as trustees of the charity.

3. The Business of the University

a) Members have a responsibility for ensuring that Council exercises control over the strategic direction of Queen Mary through an effective planning process and that the performance of the University is adequately assessed against the objectives which Council has approved.

b) Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management and avoid involvement in the day-to-day executive management of the University.

c) Members may be appointed by Council to at least one Committee of Council and are expected to play a full part in the business of all Committees to which they are appointed.

d) Members are encouraged to attend Graduation Ceremonies and other key corporate events in the University's calendar.

e) Members are responsible for witnessing the use of the Seal and may be called upon to do so on occasion.

f) Members may be called upon to participate in at least one panel hearing per annum, constituted on an ad hoc basis to hear a grievance case or an appeal involving a member of staff. In addition, members may be asked to hear a case or an appeal involving a student.

4. The External Role

a) Members may be asked to represent Council and Queen Mary externally and will be fully briefed by the University to enable them to carry out this role effectively.

b) Members may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).

c) Members may be asked to play a role in liaising between key stakeholders and the University, or in fundraising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with the President and Principal, other officers of Council and staff of the University.

5. Personal

a) Members will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

b) Members are expected to attend all meetings of Council and of Committees of which they are a member, or give timely apologies if absence is unavoidable.

c) Members must participate in procedures established by Council for the regular appraisal/review of the performance of individual members. Members should attend any induction activities arranged by the University and should participate in appropriate training events, which will be drawn to their attention by the University Secretary.

d) The likely overall time commitment required of members is one day a month.

e) Membership of Council is not remunerated, but members are encouraged to reclaim all travelling and similar expenses incurred in the course of university business, in accordance with the Queen Mary Travel and Expenses Policy and Procedures, via the University Secretary.

f) The formal start date and duration of appointment, together with any other relevant considerations shall be set out in the appointment letter.

SECRETARY TO COUNCIL

Role Description

1. Appointment and Reporting

a) The Secretary to Council is appointed to, **and removed from**, that role by Council itself, and in accordance with the provisions (if any) of QMUL's legal instruments of governance.

b) Irrespective of any other responsibilities the appointee may hold, in relation to his/her responsibilities as Secretary to Council they are responsible solely to Council and report direct to the Chair of Council in relation to Council business (i.e. the preparation of agendas, papers, minutes, etc.).

2. The Business of Council

a) The Secretary to Council is required to provide Council with authoritative guidance about its responsibilities under the Charter, Ordinances and Regulations to which it is subject, including legislation and the requirements of the OfS, and on how these responsibilities should be discharged.

b) The Secretary to Council should ensure that new or revised responsibilities for Council (e.g. arising from new legislation) are drawn to Council's attention.

c) The Secretary to Council has a responsibility to alert Council if he/she believes that any proposed action would exceed Council's powers or be contrary to legislation or to the ongoing conditions of registration with the OfS.

d) The Secretary to Council has sole responsibility for providing legal advice to or obtaining it for Council and shall be provided with a budget for that purpose, and for advising Council on all matters of procedure.

e) The Secretary to Council shall ensure that all documentation provided to members of Council is concise and its content is appropriate.

f) The Secretary to Council or their nominee will act as secretary to or be responsible for ensuring that adequate clerical support is provided to the committees of Council and shall be provided with a budget for that purpose.

g) The Secretary to Council shall maintain the Register of the Interests of the members of Council and of any other persons from whom Council requires a statement of interests.

h) The Secretary to Council shall be responsible for the custody of the College Seal and for its proper use.

i) The Secretary to Council shall be responsible for arranging an induction programme for new members of Council, and shall draw the attention of Council members to training activities arranged by appropriate providers.

j) The Secretary to Council shall arrange for the re-imbusement to Council members of the expenses they incur in carrying out Council business, and shall be provided with a budget for the purpose.

3. Working Relationships and Conflict of Interest

- a) The Secretary to Council may combine the function of Secretary to Council with a senior administrative or management role at QMUL. He/she must exercise care in separating these two functions.
- b) If the Secretary to Council perceives any conflict of interest between his/her separate functions, he/she should report it forthwith to Council. If Council believes it has identified a conflict of interest of this nature, the Secretary to Council will be offered an opportunity to respond to any such question.
- c) The Secretary to Council will be required to form effective working relationships with the Chair of Council and the President and Principal. The Secretary to Council is required to consult the President and Principal and keep him/her fully informed on any matter relating to Council business (other than in relation to the Remuneration Committee's consideration of the President and Principal's emoluments).
- d) The Secretary to Council is required to advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the President and Principal.
- e) The Secretary to Council will be required to form effective working relationships with other senior managers at QMUL in order to facilitate the effective conduct of Council business.
- f) The Secretary to Council shall make a full and timely disclosure of his/her personal interests in the Register.
- g) Council will safeguard the Secretary to Council's ability to carry out his/her duties.

4. Personal

- a) The Secretary to Council has a responsibility for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life and in accordance with:
 - i. the values of the University and the Higher Education Code of Governance, including to maintain, promote and protect the principle of academic freedom and to uphold freedom of speech within the law;
 - ii. the Nolan Principles of Public Life.

~~a) The Secretary to Council has a responsibility for ensuring Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of Council in accordance with these standards.~~

- b) The Secretary to Council will at all times regulate his/her personal conduct in relation to Council and QMUL in accordance with accepted standards of behaviour in public life and for regulating at all times their personal conduct as members of Council in accordance with:
 - i. the values of the University and the Higher Education Code of Governance, including to maintain, promote and protect the principle of academic freedom and to uphold freedom of speech within the law;
 - ii. the Nolan Principles of Public Life.

~~b) The Secretary to Council will at all times regulate his/her personal conduct in relation to Council and QMUL in accordance with accepted standards of behaviour in public life, embracing~~

~~selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and maintain confidentiality as appropriate.~~

c) The Secretary to Council will participate in procedures established by Council for the regular appraisal/review of his/her performance as Secretary to Council. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Secretary to Council may hold.



Remuneration Committee Terms of Reference 2020–21

The Remuneration Committee is a committee of Council responsible for determining and reviewing the salaries, terms and conditions, and any severance payments, for senior members of staff of the university. In particular the Committee is responsible for the following.

1. To make recommendations to Council on policies for the remuneration of members of staff where the level of remuneration is greater than £100,000 per year, having particular regard to the university's strategy, market position, equality duties and the need for transparency of process.
2. To determine and review at least annually the salaries, terms and conditions, and objectives in relation to the university's strategy, of members of the senior executive, including the President and Principal, and other senior members of staff identified by Council.
3. To consider the outcomes of annual reviews of professorial and Grade 8 Professional Services staff in relation to salary profiles, increases and other payments, having particular regard to retention and market factors, and the university's equality duties.
4. To consider and approve severance and other payments to members of staff where the level of remuneration before the payment(s) is greater than £100,000 per year or where the level of the payment(s) exceeds £100,000 (capped at £125,500).
5. To consider recommendations for salaries that result in remuneration exceeding £150,000 per year.
6. To publish information about its approach and decisions regarding the remuneration of senior members of staff in accordance with sectoral expectations.
7. To consider annual reports on gender and ethnicity pay gaps.
8. To review the Committee's effectiveness and the suitability of its membership and terms of reference annually.

Membership

- The Vice-Chair of Council (ex-officio) who is Chair of the Committee
- The Chair of Council (ex-officio)
- The Treasurer (ex-officio)
- One elected academic staff member of Council, nominated by Governance Committee
- One external member of Council, nominated by Governance Committee

Remuneration Committee may co-opt one external member who has relevant expertise.

Mode of Operation

Remuneration Committee meets at least three times per year.

No member of staff may attend or participate in discussions or decisions regarding their own performance and remuneration. There is one meeting each year dedicated to a review of the performance and remuneration of the President and Principal, which the President and Principal does not attend. The President of the Students' Union is invited to attend this meeting and to participate in the discussions and decisions.