



## Revised Charter and Ordinances

<b>Outcome requested:</b>	Council is asked to <b>consider</b> draft amendments to the QMUL Charter in support of our application for university title, following a review with input from Mills & Reeve LLP.
<b>Executive Summary:</b>	<p><i>Virtual meetings</i></p> <p>[a] The Charity Commission would expect a collective decision of the charity trustees to be taken in a 'meeting' unless the charity has a power to do otherwise. A 'meeting' has been determined in case law to consist of people who can both see and hear each other (although there would be an expectation that appropriate arrangements would be made to enable someone with a disability to engage fully in the discussion and decision-making). The governance principle behind the definition of a meeting is to ensure that decisions are made by the trustees after a discussion where views can be freely expressed and a decision then reached by all in the best interests of the charity.</p> <p>[b] The Charity Commission does also recognise the possibility for more flexibility and suggests wording to extend the definition of a 'meeting'. This has been adapted for consideration in the attached Article 12. The issue remains, even for alternative types of 'meeting', about ensuring that the decision-making of the trustees is appropriate so that they can adequately discharge their duties to act in the best interests of a large, complex charitable institution.</p> <p><i>Decisions outside meetings</i></p> <p>[c] The Charity Commission's model constitution of a charitable organisation provides for written resolutions, albeit by exception and on a unanimous basis. This has been adapted for consideration in the attached Article 16. Decisions made by written resolutions on only a majority basis could pose a risk to the governance of the charity, if the opportunity for trustees to participate is limited and decisions are reached without trustees being fully informed by discussion and debate.</p> <p><i>The Visitor</i></p> <p>[d] The Visitorial jurisdiction has been eroded over the years and is no longer available in the majority of situations for dealing with disputes with staff and students, but it may still be possible for someone to invoke the Visitorial jurisdiction for an alleged breach of the Charter in other situations where there is a constitutional issue in play. However, it is likely that</p>

	<p>those with a concern about something may look to other avenues for redress, such as judicial review in the High Court or a complaint to a regulator. The Article establishing the role of Visitor has been deleted from the attached draft.</p> <p><i>QMUL Ordinances</i></p> <p>[e] If all the attached amendments to the QMUL Charter are accepted, corresponding changes will be required to the QMUL Ordinances. As these do not require approval outside QMUL, this work will be undertaken alongside the forthcoming negotiations with the Privy Council.</p>
<b>QMUL Strategy:</b>	Effective governance supports the achievement of all strategic aims.
<b>Internal/External regulatory/statutory reference points:</b>	<ul style="list-style-type: none"> <li>• QMUL Charter</li> <li>• QMUL Ordinances</li> <li>• University of London Statutes</li> <li>• <i>Criteria and process for applying for university title and university college title</i> (Department for Business, Innovation and Skills: September 2015)</li> </ul>
<b>Strategic Risks:</b>	This paper relates to item 10 (Partnerships) on the Strategic Risk Register.
<b>Equality Impact Assessment:</b>	Not required (there is no potential for this process to raise equality issues). Article 5 of the QMUL Charter states that 'QMUL shall be committed to the fair and equal treatment of every person and shall only discriminate on grounds permitted or required by law'.
<b>Subject to prior and onward consideration by:</b>	Governance Committee 19 October 2017
<b>Confidential paper under FOIA/DPA</b>	No
<b>Timing:</b>	HEFCE has accepted QMUL's initial application for university title, but the timing of the next steps is still unclear. Subject to approval by Governance Committee and Council, the attached draft Charter will be used as the basis for negotiations with the Privy Council and the Charity Commission at the appropriate point.
<b>Author:</b>	Jonathan Morgan, Academic Registrar and Council Secretary
<b>Date:</b>	10 October 2017
<b>Senior Management/External Sponsor</b>	Lord Clement-Jones, Chair of Council

CHARTER

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ELIZABETH THE SECOND, by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

Clauses in the preamble outlining the history of the founding colleges have been simplified.

WHEREAS the People's Palace Technical Schools were founded in 1887 and became the East London Technical College in 1896 which was, as East London College, first admitted as a School of the University of London in 1907:

AND WHEREAS the persons constituting the governing body of East London College were incorporated by the name of Queen Mary College in 1934:

AND WHEREAS Westfield College, University of London, was founded in 1882 to provide residence and instruction in a Christian context for women students preparing for the examinations of the University of London, and was admitted as a School of the University of London in 1902:

Clauses in the preamble petitioning for the Charter of 1989 have been deleted and replaced with a new clause summarising the changes that it introduced.

AND WHEREAS Queen Mary and Westfield College, University of London was constituted by a Charter granted by Us on the 2nd day of August 1989 (hereinafter referred to as "the Charter of 1989"), and the rights, properties, assets and obligations of Queen Mary College and Westfield College were merged and transferred to it by means of the Queen Mary and Westfield College Act 1989:

A new clause has been added to the preamble recording the incorporation of Barts and the London School of Medicine and Dentistry in 1995.

AND WHEREAS The London Hospital Medical College and The Medical College of St Bartholomew's Hospital were merged to form Barts and the London School of Medicine and Dentistry and incorporated in Queen Mary and Westfield College by means of the Queen Mary and Westfield College Act 1995:

A new clause has been added to the preamble recording amendments made to the Charter of 1989 when Queen Mary and Westfield College was granted degree awarding powers in 2008 and then changed its legal title to Queen Mary University of London in 2013.

AND WHEREAS the Charter of 1989 was amended, on the 12th day of February 2008 to allow Queen Mary and Westfield College to award its own degrees and other academic awards, and on the 13th day of June 2013 to change the name of Queen Mary and Westfield College to Queen Mary University of London:

New clauses have been added to the preamble petitioning for a Supplemental Charter constituting QMUL as a university, and Article 1 has been amended accordingly.

AND WHEREAS a Petition has been presented unto Us by the Council of Queen Mary University of London humbly praying that We would be graciously pleased to grant it a Supplemental Charter in order to recognise its change in status to become a University:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have been pleased to will and ordain and by these Presents do for Us, Our Heirs and Successors, will and ordain as follows:

Gender-neutral language has been adopted throughout the Charter. Previous references to "the University" are replaced throughout with references to "the University of London" as appropriate. References to "the Principal" are replaced throughout with references to "the President and Principal" in accordance with current practice.

1. At the date of the grant of this Our Charter, the body politic and corporate created by the Charter of 1989 and known as "Queen Mary University of London" (hereinafter referred to as "QMUL") shall be granted the status of a University, and the Charter of 1989, except insofar as it continues in force the incorporation of QMUL, and the conferring of perpetual succession and a common seal, shall be and is hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed, or thing lawfully done or executed under the provisions of the said Charter.
2. The Objects of QMUL shall be to promote, for the public benefit, education, research and scholarship and, without prejudice to the generality of the foregoing, for that purpose to provide courses and instruction leading to degrees and other academic awards of the University of London and/or QMUL and to promote and undertake research, and to disseminate the results of such research.
3. QMUL, subject to this Our Charter and to the Statutes and Regulations of the University of London, shall have all the powers of a natural person and thus power to do any lawful thing in furtherance of its Objects and, without prejudice to the generality of the foregoing, shall have power: to award all forms of degrees, diplomas and certificates to persons who have met the requirements for award as approved by QMUL and to award all forms of degrees, diplomas and certificates in conjunction with other institutions to persons who have met the requirements for award as approved by QMUL, including dual and joint awards.

Article 4 has been amended to include reference to QMUL's duty to uphold freedom of speech within the law.

4. QMUL shall uphold freedom of speech within the law, and academic staff 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.
5. QMUL shall be committed to the fair and equal treatment of every person and shall only discriminate on grounds permitted or required by law.

The previous Article 6, on the Visitor, has been deleted.

6. There shall be a Council of QMUL. The Council shall be the supreme governing body of QMUL and shall act in a way that promotes QMUL's interests. Subject to the Charter, and in furtherance of its role as the governing body, the Council shall exercise all the powers of QMUL; and without limiting the above, the Council has the specific powers set out in the Ordinances.

7. The Council shall:

- [a] have ultimate responsibility for the affairs of QMUL;
- [b] determine the strategic direction of QMUL;
- [c] ensure the effective management and control of QMUL's affairs, property and finances;
- [d] set the framework for determining the structure, staffing and overall composition of QMUL;
- [e] set the framework for determining the pay and conditions of service of staff;
- [f] appoint the President and Principal of QMUL.

Article 8 has been amended:

- to clarify the definition of "external members" of Council that is used throughout the Charter;
- to permit the President and Principal to nominate as members of Council any Senior Officers of QMUL, rather than just Vice-Principals (Ordinance A13 will need to be amended to clarify that the Senior Officers are the President and Principal, the Vice-Principals, the Chief Operating Officer and the Chief Strategy Officer) (see also Article 9[c]).

8. The Council shall comprise not more than 23 members such that there is a majority of members who are not staff or students of QMUL (hereinafter referred to as "external members"), and consist of at least:

- [a] ten external members, of whom two are nominated by the Drapers' Company, appointed by the Council;
- [b] the President and Principal (ex-officio);
- [c] two Senior Officers nominated by the President and Principal in a way that may be prescribed by Ordinance, appointed by the Council;
- [d] the President of the Students' Union (ex-officio);
- [e] four academic staff members, elected by the staff of QMUL in a way prescribed by Ordinance;
- [f] one staff member from staff other than those that apply in [e] above, elected by the staff of QMUL in a way prescribed by Ordinance.

Article 9 has been amended:

- to reflect current practice when elected staff members of the Council cease to be members of staff;
- to reflect current practice when elected or nominated staff members of the Council take sabbatical leave;
- to extend the conditions for re-joining Council after a second term to all membership categories, not just external and elected members.

9. The terms of office for members of Council, unless there are special circumstances, shall be:

- [a] Four years for an external member, commencing from the date of their appointment to Council and extendable by one further period of four years.
- [b] Four years for an elected member, commencing from the date of their appointment to Council, following the election, and extendable by one further period of four years, subject to re-election. Where a member in this category ceases to be a member of staff, or commences a period of sabbatical or other planned leave lasting twelve consecutive calendar months or more before the completion of their term of office, they shall cease to be a member of Council.
- [c] Four years for a Senior Officer, commencing from the date of their appointment to Council, following their nomination, and extendable by one further period of four years, subject to re-nomination. Where a member in this category ceases to be a Senior Officer, or commences a period of sabbatical or other planned leave lasting twelve

consecutive calendar months or more before the completion of their term of office, they shall cease to be a member of Council.

- [d] A former member shall be eligible for re-appointment for the terms of office specified above following a period of two years from the end of their second consecutive period of office.

10. A member who does not attend for twelve consecutive calendar months shall be deemed to have resigned their membership unless the Council decides otherwise.

Article 11 has been amended to provide for virtual meetings.

11. The quorum for a meeting of Council shall be seven such that there is a majority of external members. Ordinary meetings of Council shall take place as determined by Ordinance. A meeting of Council includes (except where inconsistent with any legal obligation):

- [a] a physical meeting;
- [b] a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
- [c] telephone conferencing.

Article 12 has been amended to replace references to "Chairman" with references to the "Chair", and to correct an error in the current drafting that assumes the Chair is elected in their first term as a member of Council.

12. The Council shall elect a Chair from amongst its external members. The Chair shall remain in office, following the election, until they cease to be a member of Council. There may be other officers of Council as prescribed by Ordinance.

13. Subject to the provisions of this Our Charter and the Ordinances, the Council may delegate such of its functions, powers and duties to such bodies or individuals as it may think fit. In accordance with the relevant Ordinances, the Council may appoint standing and temporary committees, formed from its own number or otherwise, which shall have the power to establish sub-committees unless the Council has provided to the contrary.

14. The Council may not delegate its powers:

- [a] to appoint the President and Principal and to approve the President and Principal's terms and conditions of appointment;
- [b] to approve the annual budget;
- [c] to amend the Charter under the provisions set out;
- [d] to make Ordinances;
- [e] to adopt QMUL's Annual Accounts;
- [f] to appoint QMUL's Auditors.

A new Article 15 on resolutions outside Ordinary meetings has been added.

15. The Council may decide as an exception to consider a resolution in writing or in electronic form outside one of its Ordinary meetings. A resolution that is presented for consideration in this form and agreed by all members of Council that are entitled to receive notice of a meeting and to vote upon the resolution shall be valid and effectual as if it has been passed at a meeting of Council duly convened and held.

Article 16 has been amended to reflect the current name of the Audit and Risk Committee.

16. The Council shall appoint an Auditor or Auditors. Every such Auditor shall be a member of a recognised supervisory body who is eligible for appointment under the rules of that body. There shall be an Audit and Risk Committee.

17. There shall be a Senate of QMUL whose constitution and membership shall be as prescribed by Ordinance and it shall, subject to the general superintendence and control of the Council, be the body responsible for the academic activity of QMUL.

Article 18 has been amended to reflect the usage "Senior Officer" in accordance with Articles 8[c] and 9[c].
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18. There shall be a President and Principal of QMUL who shall be appointed by the Council and who shall be the chief academic and accounting officer of QMUL and whose powers and duties shall, subject to the provisions of this Our Charter, be as prescribed by Ordinance. There may be other Senior Officers of QMUL as prescribed by Ordinance.

19. There shall be a Students' Union of QMUL whose constitution, membership, powers and functions shall be prescribed by Ordinance.

20. The Council may at any time add to, amend or revoke any of the provisions of this Our Charter by Special Resolution, and any such addition, amendment or revocation shall, have effect so that this Our Charter shall, when allowed by Us, Our Heirs or Successors in Council, thereafter continue and operate as if it had been originally granted and made as so added to, amended or revoked, and this provision shall apply to this Our Charter as so revoked or varied. Where an addition, amendment or revocation sought affects academic policy the Senate shall be consulted.

21. A "Special Resolution" means a resolution passed at a meeting, of which at least twenty-one days' notice has been given, of not less than two-thirds of the members of the Council by a majority of not less than three-quarters of those present and voting at the meeting.

22. Subject to the provisions of this Our Charter, the Council may make such Ordinances and Regulations as it considers appropriate for the purpose of fulfilling the objects of QMUL, provided that no Ordinance shall have effect if it be repugnant to the provisions of this Our Charter, or to the Statutes and Regulations of the University of London, and that no Ordinance which affects academic policy shall be made until the Senate has been consulted.

23. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to QMUL and to the promotion of the objects of this Our Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [day] day of [month] in the [year] year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

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