



**London
South Bank
University**

EST 1892

Standing Orders of London South Bank University

Contents

1. Role of the Board of Governors
2. Primary Responsibilities of the Board
3. Chair and Vice Chair of the Board
4. Composition of Board and methods of appointment
5. Proceedings of Meetings and Decision Making
6. Committees
7. Schedule of Matters Reserved to the Board
8. Remuneration of Governors
9. Chief Executive
10. Suspension and Dismissal of Senior Staff
11. Academic Board
12. Honorary Positions
13. Senior Post Holders

Become what you want to be



1. Role of the Board of Governors

1. The Board as a whole is collectively responsible for promoting the success of the University by leading and supervising its affairs. The Committee of University Chairs' (CUC) Higher Education Code of Governance sets out seven "elements", which define the role of the governing body and governors:
 - 1.1 The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.
 - 1.2 The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.
 - 1.3 The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.
 - 1.4 The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments.
 - 1.5 The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.
 - 1.6 The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.
 - 1.7 The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.

Approved by the Board on 14 May 2015.

Revision approved by the Board on 12 October 2017.



2. Statement of Primary Responsibilities of the Board of Governors

1. To approve the educational character, mission and strategic vision of the institution, together with its long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate, personnel and health and safety management of the institution, 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 head of the institution.
3. To ensure the establishment and monitoring of quality assurance and systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
4. 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, which should be, where possible and appropriate, benchmarked against other comparable institutions.
5. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself, and to carry out such reviews at appropriate intervals.
6. 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.
7. To safeguard and promote the good name and values of the institution.
8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
9. To appoint a secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.



10. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.
12. 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 in the institution's name.
13. To make such provision as it thinks fit for the general welfare of students.
14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution or its students.
15. To ensure that the institution's constitution is followed at all times and that appropriate advice to the Board is available to enable this to happen.

Approved by the Board on 14 May 2015.

Revision approved by the Board on 13 October 2016.



3. Chair and Vice Chair of the Board

Chair

1. There shall be a Chair of the Board of Governors who shall be responsible for the leadership of the Board and its effectiveness. A role description for the Chair shall be approved by the Nomination Committee
2. The Chair is appointed by the Board from the Independent Governors.
3. When a governor is appointed as Chair they shall start a new term of office of four years. The Chair should not normally be appointed for more than two terms of four years.

Vice Chair

4. The Vice Chair is appointed by the Board from the Independent Governors and serves until their term of office on the Board expires or until they resign the position.

Approved by the Board on 18 July 2013.

Revision approved by the Board on 12 October 2017.



4. Composition of Board and methods of appointment

1. Under article 8.2¹ the Board has determined that, when fully complemented, the membership of the Board shall consist of 18 members, as follows:
 - a. 13 independent governors;
 - b. the Vice Chancellor (by virtue of office);
 - c. two students; and
 - d. two staff members of the Academic Board.
2. Under article 8.3 the Board may amend the composition of the Board, ensuring that independent governors are in a majority and that there are not less than eight and not more than eighteen members of the Board.
3. If the Board decides to alter the composition of the Board to exclude student or staff governors it should formally record in its minutes the reasons for doing this and inform the funding council.

Independent Governors

4. Independent Governors are defined in Article 8.1.2 as “persons who are neither Staff nor Students and who are considered by the Appointments Committee to have experience and capability relevant to the University’s requirements”.
5. The Nomination Committee shall consider potential candidates for the position of Independent Governor and shall make recommendations to the Appointments Committee having evaluated the balance of skills, knowledge and experience required for a particular appointment and having due regard to the benefit of equality and diversity in the composition of the Board.

¹ Article 8.2: The Board of Governors shall determine and set out in Standing Orders the number of its membership, the number of its members to be appointed in each of the categories of membership set out in Article 8.1 above and the appointment of nominated individuals and in so doing shall ensure that a majority of the members of the Board of Governors when constituted are Independent Governors.



6. Independent Governors shall be appointed by the Appointments Committee, having considered a recommendation from the Nomination Committee.
7. Under Article 9.1.2, Independent Governors shall be appointed for an initial term of four years. The Appointments Committee may re-appoint an Independent Governor at the end of their term of office on a recommendation from the Nomination Committee, based on effective performance.
8. Under Article 9.2, an Independent Governor may not normally be appointed for more than two terms of office in total. If it recommends that an Independent Governor is to be appointed for a third term, the Nomination Committee shall make a clear justification to the Appointments Committee.

Student Governors

9. A Student is defined in the Articles as “a person who ... is pursuing a full-time course of not less than one month’s duration... . For this purpose, sabbatical officers of the Student Union shall be deemed to be students”.
10. The President of the Student Union shall be a Student Governor and will serve as a governor throughout their period of office.
11. The Chair of the Student Council shall be a Student Governor and will serve as a governor throughout their period of office.

Staff Governors

12. There shall be two governors who shall be current members of the Academic Board (Staff Governors). The Staff Governors shall be recommended to the Board of Governors by the Academic Board.
13. The Staff Governors are appointed by the Board, having considered the recommendation from the Academic Board
14. The Staff Governors serve for a period of three years or until they cease to be a member of the Academic Board, whichever is the soonest.



**London
South Bank
University**

EST 1892

Termination of Appointment

15. Under Article 9.3.4 the procedure for removing governors by the Members follows ss.168-169 Companies Act 2006.

Approved by the Board on 9 July 2015.

Revision approved by the Board on 12 October 2017.

Become what you want to be



5. Proceedings of Meetings and Decision Making

1. This Standing Order complements Article 10. Subject to the provisions of the Articles, the Board of Governors may amend this Standing Order as it shall from time to time think fit.

Meetings of the Board and its Committees

2. Subject to Article 10.1², the Board shall decide how many meetings of the Board of Governors and each committee shall be held each year.
3. A special meeting of the Board of Governors may at any time be summoned by the direction of the Board of Governors or the Chair of the Board or at the request in writing of any five Governors. No business shall be transacted at any special meeting other than business the general nature of which has been specified in the notice summoning the meeting and any incidental business.
4. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall be adjourned and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the persons present and entitled to attend and vote at the meeting shall constitute a quorum.
5. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting commences.

Decision Making in Meetings

6. Decisions of the Board shall usually be taken by consensus at quorate meetings. Where consensus cannot be reached the Chair may cause a vote to be taken.
7. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
8. Members at any meeting of the Board of Governors shall not be bound in their speaking and voting by instructions given to them by their nominating body or other persons.

² Article 10.1: The Board of Governors must hold at least 3 meetings each year.



Decision Making outside Meetings

9. During the course of the university's business, matters may arise between scheduled Board meetings that require urgent Board approval or discussion and cannot be postponed until the next convened Board meeting. Where decisions that would ordinarily be taken at Board meetings have to be made on an urgent basis the following procedure will be followed:
- a. The Secretary will determine if a proposal is urgent and requires Board or Committee approval.
 - b. The Secretary will brief the relevant chair on the proposal and reasons for the urgency.
 - c. The Secretary will consult with the relevant Chair on whether to arrange a quorate telephone conference call or to make the decision by email. The Secretary will attach the board paper or business case necessary to allow governors to make an informed decision. Governors will be asked to indicate their approval to the Secretary by a particular date.
 - d. Governors should express any concerns or questions they might have about the proposal to the Secretary. The Secretary will then forward these to members of the executive for their response.
 - e. The proposal will be deemed to be approved when a majority of positive responses has been received. The Secretary will communicate the Board decision to the executive who will then be authorised to proceed.
 - f. A resolution of the decision will be reported at the next Board or Committee meeting and following approval signed by the Chair of the Board or Committee.
 - g. In the absence of the Secretary, an appropriate member of the governance team will operate this procedure.

Minutes

10. The Board of Governors shall cause minutes to be kept of the proceedings at meetings of the Board of Governors and all Committees of the Board of Governors and, when agreed by the next meeting of the Board of Governors or committee and



**London
South Bank
University**

EST 1892

signed by the Chairman of that meeting, shall be conclusive evidence of the decision of the meeting.

Conflicts of Interest

11. Unless the Board decides otherwise, any Governor who is a member of Staff (other than the Chief Executive) or a Student shall withdraw from that part of any meeting of the Board of Governors, or committee of the Board of Governors, where a named member of staff or student, or prospective member of staff or student is to be considered. The Chief Executive shall withdraw from any meeting or part thereof where her/his position is under discussion.

Approved by the Board on 18 July 2013.

Revision approved by the Board on 13 October 2016.

Revision approved by the Board on 12 October 2017.

Become what you want to be



6. Committees

1. Under article 7 the Board is entitled to delegate aspects of its business to committees. Delegated business is set out in the *Matters Reserved to the Board* (Standing Order 7). Areas of business the Board may not delegate are set out in article 7.
2. The Board shall establish such committees as it believes are required for the effective governance of the university.
3. A decision to establish or disestablish a sub-committee of the Board shall be taken by the Board of Governors.
4. Terms of reference for each committee shall be approved by the Board and reviewed annually by each committee, with proposed amendments subject to approval by the Board.
5. Chair(man)ship of each committee shall be decided by the Chair of the Board.
6. Appointment of members to committees shall be decided by the Chair of the Board and the Chair of the committee.
7. Under paragraph 4 of Annex A of the *Memorandum of assurance and accountability between HEFCE and institutions* there shall be an Audit Committee.
8. Under article 8.2.1 there shall be an Appointments Committee.
9. Under section 3.13 of the Higher Education Code of Governance there shall be a Remuneration Committee.

*Approved by the Board of Governors on 18 July 2013.
Revision approved by the Board on 12 October 2017.*



7. Schedule of Matters Reserved to the Board of Governors

This Schedule of Matters Reserved to the Board sets out those aspects of University business whose approval is reserved to the Board of Governors. Often the Board delegates certain approvals to one or more of its committees: where this is the case it is listed in the third column. Where the Board is restricted by the Articles, the Memorandum of Assurance and Accountability (MAA) with HEFCE, legislation or the Financial Regulations (FR) from delegating decisions to a committee it is indicated by **.

1.	Mission and strategy	Reference	Delegation to a committee of the Board?
1.1	** The determination of the educational character and mission of the University	Art. 7.2.1	no delegation
1.2	Review of performance of LSBU in the light of its strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken by the Executive.		FP&R reviews prior to board
1.3	Approval and periodic review of the Key Performance Indicators.		FP&R reviews prior to board
1.4	** Extension of LSBU's undertaking into strategically significant or new material activities including opening new campuses or joint ventures		no delegation
1.5	** Any decision to cease to operate all or any material part of LSBU's undertaking.		no delegation
1.6	Approval of international collaborations (not covered by 1.4).		Executive
2.	Corporate structure		
2.1	Major changes to LSBU's corporate structure.		Time limited working groups may review prior to board
2.2	Major changes to LSBU's management and control structure.		Time limited working groups may review prior to board



3.	Financial reporting and controls		
3.1	** Approval of the annual report and accounts	CA 2006 s.414(1)	no delegation Audit and FP&R reviews draft.
3.2	** Approval of the annual estimates of income and expenditure and capital expenditure budgets and any material changes to them.	Art. 7.2.2	no delegation (FP&R reviews prior to board)
3.3	** Ensuring the solvency of LSBU and the safeguarding of its assets by: <ul style="list-style-type: none"> • competent and prudent management • sound planning • an adequate system of internal control • a formal and structured risk management process • adequate accounting and other records • compliance with statutory and regulatory obligations • sound systems for reporting student data • any other means of assurance as the Board sees fit. 	Art. 7.2.3	no delegation (Audit and FP&R review aspects as set out in their terms of reference)
3.4	Receiving assurance that funds provided by the funding body are used in accordance with the terms and conditions of the Memorandum of Assurance and Accountability.		Audit
3.5	Ensuring sound arrangements for: <ul style="list-style-type: none"> • risk management, • control and governance, and • for economy, efficiency and effectiveness (value for money), within the University 	MAA 29a	Audit monitors and reports to Board
3.6	Ensuring that the arrangements for the management and quality assurance of data submitted to HESA and HEFCE are effective.	MAA 29i	Audit monitors and reports to Board
3.7	** Approval of any significant changes in accounting policies or practices.		no delegation (Audit reviews)
3.8	Approval of investment and treasury policies.	FR 12.1	FP&R



3.9	Approval of investment policies for charitable funds.		FP&R
3.10	Acting as trustee for any property, legacy, endowment, bequest or gift in support of the work of LSBU and the welfare of its students.		FP&R reviews on behalf of the Board
3.11	** Appointment of bankers, opening of accounts, authorisation of signatories and levels of authority.	FR10.1	no delegation (FP&R reviews)
3.12	** Approval of capital finance	FR 10.5	no delegation (MPIC reviews)
3.13	** Approval of borrowing raised on the security of the University's assets	FR 10.5	no delegation (MPIC reviews)
3.14	** Approval of lease finance arrangements for items with a capital value greater than £250,000	FR 10.5	no delegation (MPIC reviews)
3.15	Approval of borrowings (by loan facility or overdraft) above £0.5 million.		no delegation (MPIC reviews)
4.	Internal controls		
4.1	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> receiving reports on, and reviewing the effectiveness of, LSBU's risk and control processes to support its strategy and objectives; undertaking an annual assessment of these processes; approving an appropriate statement for inclusion in the annual report. 		Audit reviews
4.2	Authorisation of single debt write offs above £10,000 and annual debt write offs above £50,000. To receive a report on any debt written off below this threshold and approved by the Executive Director of Finance.	FR 5.10	Audit



5.	Auditors		
5.1	** Appointment, reappointment or removal of the internal or external auditor, following the recommendation of the audit committee.	MAA Annex A 3	no delegation (Audit makes recommendation)
6.	Transactions and contracts		
6.1	** Investment in planned capital projects over £5 million		no delegation (MPIC reviews)
6.2	Investment in planned capital projects over £2million and below £5 million		MPIC approves
6.3	** Investment in unplanned capital projects above £1million		no delegation (MPIC reviews)
6.4	Investment in unplanned capital projects above £0.5million and below £1million		MPIC approves
6.5	** Budgeted revenue expenditure above £5 million.		no delegation (MPIC reviews)
6.6	Budgeted revenue expenditure above £2 million and below £5m.		MPIC approves
6.7	** Unbudgeted revenue expenditure above £1million.		no delegation (MPIC reviews)
6.8	Unbudgeted revenue expenditure above £0.5million and below £1million		MPIC approves
6.9	** To authorise use of LSBU's seal	FR 14.1	no delegation
7.	Academic		
7.1	** Ensuring an effective framework – overseen by the Academic Board – to manage the quality of learning and teaching and to maintain academic standards	MAA 29j	no delegation Academic Board oversees
8.	Human Resources		
8.1	** Decision on whether to reverse any previous decision in relation to national pay negotiations	FR 8.8	no delegation



9.	Estates		
9.1	** Approval of Estates Strategy	FR 9.8.1	no delegation MPIC reviews
9.2	** Disposal of land and buildings	FR 9.13	no delegation MPIC reviews
10.	Board membership		
10.1	** Changes to the structure, size and composition of the board	Art. 8.3	no delegation
10.2	Ensuring adequate succession planning for the board.		Nomination makes recommendation
10.3	Regulations for appointment of governors to the board.		Nomination reviews
10.4	** Selection of the Chairman of the board.	SO 3	no delegation
10.5	Membership and chairmanship of board committees.	SO 6	Chairman of the Board approves
10.6	Re-appointment of Governors at the end of their term of office.		Nominations Committee reviews Appointments Committee approves
10.7	** Removal of a Governor at any time	Art 9.3	no delegation
11.	Chancellor		
11.1	** The appointment of a Chancellor and determination of their duties	Art. 5.1.6	Chancellor Nomination Committee recommends
12.	Appointments of Senior Post Holders		
12.1	The appointment, assignment, appraisal, grading, suspension, dismissal and determination of pay and conditions of the Vice Chancellor, the Clerk to the Board and other senior post holders as determined by the Board	Art. 5.1.4	For VC and Clerk Board shall delegate appraisal to Chairman



13.	Remuneration of Senior Post Holders		
13.1	Determining the remuneration policy for the senior post holders.		Remuneration Committee
13.2	Determining total individual remuneration packages for senior post holders		Remuneration Committee
13.3	The introduction of new incentive plans or major changes to existing plans.		Remuneration Committee
14.	Corporate Governance		
14.1	** Responsibility for the overall governance of LSBU		no delegation
14.2	** Regularly undertake a review of its own performance, of its committees and individual governors.		no delegation
14.3	** The variation or revocation of LSBU's Memorandum and Articles of Association	Art. 24.1	no delegation
14.4	** Approval and review of a statement of primary responsibilities of the Board		no delegation
14.5	** Authorising situational interests of governors	Art 13.1 CA 2006 s.181(2)(b)	no delegation
15.	Delegation of Authority		
15.1	** The division of responsibilities between the chairman and the chief executive, which should be in writing.		no delegation
15.2	** Establishment and closure of Board committees		no delegation
15.3	** Approval of terms of reference of board committees.		no delegation
15.4	** This schedule of matters reserved for board decisions.		no delegation



16.	Subsidiary Companies		
16.1	Regulations for appointments of directors and the composition of boards of subsidiaries of LSBU and external bodies.		Nomination Committee
16.2	Investing in or becoming a member of subsidiary companies.		MPIC reviews
16.3	Establishing subsidiary companies		MPIC reviews
17.	Honorary Degrees		
17.1	Authority to decide recipients of awards		Honorary Awards Joint Committee (based on criteria as approved by the Academic Board)
18.	Policies		
18.1	Approval of high level corporate policies.		
19.	Litigation		
19.1	Prosecution, defence or settlement of litigation involving above £0.5 million or being otherwise material to the interests of LSBU.		FP&R reviews
20.	Insurance		
20.1	receiving assurance from the Executive that the insurance programme is adequate from year to year		FP&R
22.	Pensions		
22.1	** Major changes to LSBU's pension schemes or changes of trustees or changes in the fund management arrangements.		no delegation
23.	Communication		
23.1	Approval of press releases on any matters decided by the board.		Chair



**London
South Bank
University**

EST 1892

Note: If there is any conflict between this schedule of matters reserved and LSBU's Articles of Association, then the Articles shall prevail.

*** Matter not to be delegated to a committee of the Board. The relevant committee may make a recommendation to the Board. The Board as a whole takes the final decision.*

Approved by the Board on 14 May 2015.

Revisions to 1.4 and 1.6 approved by the Board on 18 May 2017.

Revisions to 16.2 and the addition of 16.3 approved by the Board on 12 October 2017.

Become what you want to be



8. Remuneration of Governors

1. For the purposes of Article 11 of the Articles of Association of the University, the following are permitted:

- 1.1 the benefit described by clause 5 below provided that the Governors as charity trustees follow the procedure and observe the conditions set out in clause 7 below;
- 1.2 the benefits described by clauses 2, 3 or 4 below; or
- 1.3 any benefit authorised in writing by the Board of Governors.

and in this Standing Order references to clauses shall be to the clauses of this Standing Order unless otherwise stated.

2. A Governor may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to, the conditions in section 185, of the Charities Act 2011.
3. A Governor may receive a benefit from the University in the capacity of a beneficiary of the University.
4. A Governor may be employed by the University other than for acting as a member of the Board of Governors.
5. A Governor may receive benefits for acting as a Governor provided the Board of Governors has in addition to meeting the requirements of clause 7 below:
 - 5.1 read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
 - 5.2 resolved that the remuneration is clearly in the interests of the charity that the trustee in question be awarded the remuneration in question; and
 - 5.3 resolved after taking reasonable steps to identify and consider all other



reasonably available options for recruiting or retaining a suitable candidate for the role of Governor, that offering the remuneration in question provides a significant and clear advantage over all the other options available.

6. A company of which a Governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Governor holds no more than 1% of the issued capital of that company.
7. The University and its Board of Governors may only rely upon the authority provided by clause 5 above if each of the following conditions is satisfied:
 - 7.1 The remuneration or other sums paid to the Governor do not exceed an amount that is reasonable in all the circumstances.
 - 7.2 The conflicted members of the Board of Governors are absent from the part of any meeting at which there is discussion of:
 - (a) his or her employment or remuneration, or any matter concerning the contract or arrangement; or
 - (b) his or her performance in the employment or office, or his or her performance of the contract; or
 - (c) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under clauses 3-6 inclusive;
 - (d) if applicable, the matters described in clause 5 above; or
 - (e) any other matter relating to a payment or the conferring of any benefit permitted by clauses 3-6 inclusive above.
 - 7.3 The conflicted Governors do not vote on any such matter and are not to be counted when calculating whether a quorum of members of the Board of Governors is present at the meeting.

The non-conflicted Governors are satisfied that it is in the interests of the University to employ or to contract with that Governor rather than with someone who is not a Governor. In reaching that decision the non-conflicted Governors must balance the advantage of employing a Governor against the disadvantages of doing so (especially the loss of the Governor's services as a result of dealing with the Governor's conflict of interest).



7.4 The reason for their decision is recorded by the non-conflicted Governors.

7.5 A majority of the Governors then in office are non-conflicted Governors.

7.6 If a Governor receives remuneration it shall be disclosed in the accounts at least to the extent of any other related party transaction.

8. In clauses 1 - 7:

8.1 The employment or remuneration of a Governor includes the engagement or remuneration of any firm or company in which the Governor is:

- a) a partner;
- b) an employee;
- c) a consultant;
- d) a director; or
- e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Governor holds less than 1% of the issued capital.

9. "University" shall include any company in which the University:

9.1 holds more than 50% of the shares; or

9.2 controls more than 50% of the voting rights attached to the shares; or

9.3 has the right to appoint one or more directors to the Board of the company.

10. "Governor" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Governor or any person living with the Governor as his or her partner.

11. a "conflicted Governor" is a Governor who has received, is entitled to receive or is currently receiving remuneration under this Standing Order. A conflicted Governor also includes a Governor who has received financial benefits described in clause 1 but before this Standing Order came into force.

12. a "non-conflicted Governor" is a Governor who is not a conflicted Governor.

13. This Standing Order may not be amended without the express prior consent of the Charity Commission.

Approved by the Board of Governors on 18 July 2013



**London
South Bank
University**

EST 1892

9. The Chief Executive

1. The broad duties of the Chief Executive are set out in Article 6.
2. As set out in Article 7.2.4 the Board shall not delegate the appointment or dismissal of the Chief Executive.
3. If the Chief Executive is not capable of acting, by reason of illness or otherwise, the duties of the Chief Executive shall be fulfilled by a senior post holder as the Chief Executive nominates or, in default of the Chief Executive's nomination, as the Chairman of the Board of Governors nominates.

Approved by the Board of Governors on 18 July 2013

Become what you want to be



10. Suspension and Disciplinary Procedures for Senior Post Holders

1. Scope

This procedure applies to Holders of Senior Posts at London South Bank University (the University) as designated by the Board of Governors in accordance with its Memorandum and Articles of Association.

The aim of this procedure is to ensure consistent and fair treatment in dealing with disciplinary matters pertaining to standards of conduct and job performance including investigation, suspension, dismissal and appeal. It follows the principles outlined in the ACAS Code of Practice which should be read in conjunction with the procedure.

2. Principles

- No disciplinary action will be taken against a Senior Post Holder until the case has been fully investigated and a disciplinary hearing has taken place.
- The Senior Post Holder will be advised in writing of the nature of the complaint against him or her and the arrangements for the hearing.
- The Senior Post Holder will be provided, where appropriate, with written copies of evidence and relevant witness statements in advance of a disciplinary meeting.
- The Senior Post Holder will be given the opportunity to state his or her case to a Panel before any decision is made.
- The Senior Post Holder will have the right to be accompanied by a colleague, or trade union official at all stages during the investigation, disciplinary interview or appeal hearings.
- Decisions at all stages of the procedure will be made by a Panel of those with appropriate authority, namely Independent Governors and the Vice Chancellor (as the Chief Executive) as set out in section 4 of these procedures.
- The Panel will take into account any mitigating circumstances when reaching decisions on appropriate disciplinary sanctions.
- No Senior Post Holder will be dismissed for a first breach of discipline, except in the case of gross misconduct.
- A Senior Post Holder will have the right to appeal against any disciplinary penalty imposed.
- Human Resources will be consulted and will attend formal disciplinary hearings and appeals to advise on procedure.
- All parties will respect the need to preserve confidentiality at all stages throughout the process



- Notes of hearings and appeals will be taken by a person not involved in the decision making process. The notes, together with comments/additions by the Senior Post Holder, will constitute the only record of the hearing/appeal.
- The procedure may be implemented at any stage if the Senior Post Holder's alleged misconduct or performance warrants such action.

3. Procedure

Every effort should be made to resolve issues of misconduct or poor performance by management informally before moving to the formal stages of the disciplinary procedure. Those who have the authority to take formal action under each stage of this procedure are detailed at section 4.

3.1 Disciplinary investigations

The University is committed to ensuring that all potential infringements of disciplinary rules are fully investigated. This may entail carrying out interviews with the Senior Post Holder concerned and third parties such as witnesses, colleagues and managers, as well as analysing written records and information. The investigation report will be made available to all the parties concerned. The identity of witnesses may be kept confidential if necessary.

3.2 Disciplinary hearings

Once investigations are complete, if there remains a case to be answered, the Senior Post Holder will be invited, in writing, to attend a disciplinary hearing before a Panel of two Members of the Board of Governors authorised under this procedure (see section 4). The Senior Post Holder will be given ten working days' notice of the hearing. He or she will be informed, in writing, of the nature of the allegations and who will be attending the hearing, including any witnesses to be called by management. The Senior Post Holder will be given the opportunity to bring witnesses and to be represented at the hearing by a work colleague or union representative. The names of witnesses and representatives should be submitted at least two working days before the hearing. The decision of the Panel will be notified to the Senior Post Holder, in writing, within ten working days of the hearing.

3.3 Stage 1 – first warning

If conduct or performance is unsatisfactory, a Senior Post Holder will be given a written warning. He or she will be advised of the reason for the warning, that it is the first stage of the disciplinary procedure and that he or she has a right of appeal. The Senior Post Holder will also be informed that a final written warning may be considered



if there is no sustained satisfactory improvement or change. (Where the first offence is sufficiently serious, for example because it is having, or is likely to have, a serious harmful effect on the organisation, it may be justifiable to move directly to a final written warning). A record will be kept of the warning which will be placed on the Senior Post Holder's file. The warning will be disregarded for disciplinary purposes after three months, subject to the Senior Post Holder's satisfactory conduct and performance.

3.4 Stage 2 – final warning

If the offence is serious, or there is no improvement in standards, or if a further offence of a similar kind occurs, a final written warning will be given which will include the reason for the warning and note that if no improvement results action at Stage 3 will be taken. It will also advise the Senior Post Holder of his or her right of appeal. A copy of this written warning will be placed on the Senior Post Holder's file but will be disregarded for disciplinary purposes after six months, subject to the Senior Post Holder's satisfactory conduct and performance.

3.5 Stage 3 – dismissal or action short of dismissal

If the conduct or performance has failed to improve, the Senior Post Holder may suffer demotion, disciplinary transfer, loss of seniority or dismissal. Within ten working days of the hearing, the Senior Post Holder will be provided with a written outcome including, where appropriate, the reasons for dismissal, the date on which his or her employment will terminate and the right to appeal.

3.6 Gross misconduct and suspension

In the event of alleged gross misconduct, the University may suspend a Senior Post Holder from work on full pay (average earnings) while it investigates the alleged offence. Such suspension will not imply pre-judgement of guilt, but will serve only to reserve the position and remove the Senior Post Holder from his or her place of work whilst investigations are made. The Senior Post Holder will be notified of the reasons for suspension in writing.

The following are examples of gross misconduct:

- theft, fraud,
- any involvement in bribery, giving, receiving or facilitating bribes,
- unauthorised entry to computer records or deliberate falsification of records,
- a serious breach of the University's rules on e-mail and Internet usage,
- fighting or assault,



- deliberate or reckless damage to University property,
- an inability to perform job duties through being under the influence of alcohol or drugs,
- a serious breach of the University’s health and safety rules or a single error due to negligence which causes, or could have caused, significant loss, damage or injury to the University, its employees’ or students,
- conviction of a criminal offence that makes the Senior Post Holder unsuitable or unable to carry out his or her duties,
- a serious act of insubordination, such as deliberate refusal to carry out proper instructions,
- acts of bullying, harassment or discrimination or breach of the University’s Equality and Diversity policy,
- a serious breach of trust or confidentiality.

This list is not intended to be an exhaustive one and only gives an indication of the types of offence that may be considered gross misconduct.

If, on completion of the investigation and the full disciplinary procedure, the University is satisfied that gross misconduct has occurred, the result will normally be summary dismissal, i.e. dismissal without notice or pay in lieu of notice.

3.7 Appeal

If a Senior Post Holder wishes to appeal against a disciplinary decision, he or she should do so within ten working days of the receipt of the outcome letter. The appeal should be made in writing, and include the grounds for appeal.

The appeal hearing will be held within ten working days of receipt of the appeal letter or, if this is not reasonably practicable, as soon as is reasonably practicable.

4. Authority to act under this procedure

The following governors (including the Vice Chancellor as Chief Executive) have authority to take action under this procedure:

Senior Post Holder	Investigation Lead	Disciplinary Panel	Suspension	Appeal Panel
Vice Chancellor	Chair of the Audit Committee	Vice Chair of the Board of Governors Plus One	Vice Chair of Board of Governors	Chair of Board of Governors Plus One Independent



		Independent Governor not previously involved		Governor not previously involved
Deputy Vice Chancellor	Vice Chancellor	Vice Chair of the Board of Governors Plus One Independent Governor not previously involved	Vice Chair of the Board of Governors	Chair of Board of Governors Plus One Independent Governor not previously involved
Other Senior Post Holders Pro VC, Executive Director of Finance, University Secretary	Vice Chancellor or Deputy Vice Chancellor	Vice Chair of the Board of Governors Plus One Independent Governor not previously involved	Vice Chair of the Board of Governors	Chair of Board of Governors Plus One Independent Governor not previously involved

5. Variation

This procedure may only be amended with the approval of the Board of Governors of London South Bank University.

Approved by the Board of Governors on 18 July 2013



11. Academic Board terms of reference and membership

The Academic Board is responsible for academic standards and the direction and regulation of academic matters.

1. Remit

1.1 The remit of the Academic Board is to:

- 1.1.1 develop academic strategy and monitor progress against academic key performance indicators
- 1.1.2 monitor development of academic portfolio
- 1.1.3 oversee the development of the academic environment
- 1.1.4 have oversight of academic ethics
- 1.1.5 approve academic regulations and oversee their enactment, including for:
 - i. admission of students;
 - ii. granting and annulling of degrees, qualifications and titles;
 - iii. exclusion of students for academic reasons;
 - iv. appointment of internal and external examiners;
 - v. assessment and examination of academic performance of students;
 - vi. character of curricula;
 - vii. quality of courses including validation and accreditation by external bodies;
and
 - viii. granting distinctions including honorary degrees and academic titles.

2. Membership

2.1 Membership consists of the following:

Holders of Senior Posts (3)	Deputy Vice Chancellor (Chair)
	PVC Education and Student Experience



Senior Academic Staff and Professors (8)

Deans (x7)
Nominated professor (x1)

Academic and Research staff (2)

Nominated academic staff member (x1)
Nominated research staff member (x1)

Non-teaching staff (4)

Director of Research and Enterprise
Director of Academic Quality Development
Director of Student Support and Employability
Nominated member of professional staff

Technician (1)

Nominated member of technical staff

Students (2)

Students' Union President
Students' Union Vice President (Academic Affairs)

2.2 A quorum consists of 7 members.

2.3 The term of office of nominated members is three years.

2.4 The Academic Board meets three times per year.

3. Reporting Procedures

3.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Board of Governors.

Approved by the Academic Board on 8 July 2015.

Approved by the Board of Governors on 26 November 2015.



12. Honorary Positions

1. The University has the following honorary positions:
 - a. Chancellor
 - b. Pro Chancellor

Chancellor

2. Under Article 5.1.6 the Board of Governors is responsible for the appointment of a Chancellor who shall hold office for such term and have such duties and responsibilities as the Board of Governors from time to time shall determine.
3. The Chancellor's role is:
 - a. honorific and does not carry membership of the Board of Governors;
 - b. non-executive with none of the responsibilities reserved for the Board of Governors as set out in the Articles of Association;
 - c. ceremonial – presiding at degree ceremonies and honorary fellow ceremonies;
 - d. assisting in promotion of the University generally – occasionally attending VIP events;
 - e. available to the Vice-Chancellor for advice and consultation.
4. The term of office will be four years with a possible second term of four years but no further extension (apart from exceptional circumstances).
5. The Chancellor should meet some or all of the following criteria:
 - a. Belief in LSBU's values and strategic direction;
 - b. Comfortable in an ad hoc, in practice undefined, ambassadorial role;
 - c. Someone who students and staff will feel able to relate strongly to and respect;
 - d. Some connection to LSBU and/or SE London;
 - e. Someone who is able to raise the profile of the university;
 - f. Prepared to give a little time and to participate at graduations and other events.

Pro Chancellor

6. Pro Chancellors shall be appointed by the Board, from amongst the Independent Governors. The Chairman and Vice Chair shall usually be Pro Chancellors.
7. Individuals shall cease to be Pro Chancellors when they cease to be Independent



**London
South Bank
University**

EST 1892

Governors.

8. The role of Pro Chancellor shall be to assist the Chancellor in presiding at degree ceremonies and to promote the good reputation of the University.

Approved by the Board of Governors on 18 July 2013.

Revision approved by the Board on 12 October 2016.

Become what you want to be



**London
South Bank
University**

EST 1892

13. Senior post holders

1. Under Article 5.1.4 the Board of Governors is responsible for the appointment, appraisal, suspension and dismissal determination of the pay and conditions of service of the Chief Executive, the Clerk and such other senior posts as the Board may determine.
2. In accordance with this Article the Board has determined that the following are senior post holders:
 - a. Vice Chancellor and Chief Executive
 - b. Deputy Vice Chancellor
 - c. Chief Financial Officer
 - d. University Secretary and Clerk to the Board of Governors

Approved by the Board on 9 July 2015.

Become what you want to be