

Standing Orders of London South Bank University

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1. Role of the Board of Governors

1. The Board as a whole is collectively responsible for promoting the success of the LSBU Group by leading and supervising its affairs.
2. In respect to the University, the Committee of University Chairs' (CUC) Higher Education Code of Governance sets out six "elements", which define the role of the governing body and governors:
 - 2.1 The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.
 - 2.2 Working with the Executive, the governing body sets the mission, strategic direction, overall aims and values of the university. In ensuring the sustainability of the university the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with the legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.
 - 2.3 The governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.
 - 2.4 The governing body Promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the university, including in the governing body's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.
 - 2.5 The Governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an university's constitutional form requires it), and recognised standards of good practice.
 - 2.6 Governing bodies understand the various stakeholders of the university (globally, nationally and locally) and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

Approved by the Board on 14 May 2015.

Revision approved by the Board on 12 October 2017.

Revision approved by the Board on 15 October 2020.

2. Statement of Primary Responsibilities of the Board of Governors

1. To set and agree the mission, strategic vision and values of the university with the Executive.
2. To review the overall performance and alignment to LSBU's mission and charitable objectives of each of South Bank Colleges, South Bank Academies and South Bank University Enterprises Ltd.
3. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni.
4. 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.
5. To delegate authority to the HoI for the academic, corporate, financial, estate and human resource management of the 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 Vice Chancellor.
6. 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 managing conflicts of interest.
7. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
8. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
9. To safeguard the good name and values of the university.
10. To appoint the Vice Chancellor as Chief Executive and to put in place suitable arrangements for monitoring their performance.
11. To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the university, there is an appropriate separation in the lines of accountability.
12. To be the employing authority for all staff in the university and to be accountable for ensuring that an appropriate human resources strategy is established.
13. To be the principal financial and business authority of the university, to ensure that proper books of account are kept, to approve the annual budget and financial

statements, and to have overall accountability for the university's assets, property and estate.

14. 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.
15. To receive assurance that adequate provision has been made for the general welfare of students.
16. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the university.
17. To ensure that the university's constitution is always followed, and that appropriate advice is available to enable this to happen.
18. To promote a culture which supports inclusivity and diversity across the university.
19. To maintain and protect the principles of academic freedom and freedom of speech legislation.
20. To ensure that all students and staff have opportunities to engage with the governance and management of the university.

Approved by the Board on 14 May 2015.

Revision approved by the Board on 13 October 2016.

Revision approved by the Board on 15 October 2020.

3. Chair and Vice Chair of the Board and Senior Independent Governor (SIG)

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 Board, which it may delegate to 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 usually serves until their term of office on the Board expires or until they resign the position.
5. A role description for the Vice Chair shall be approved by the Board, which it may delegate to the Nomination Committee.

SIG

6. The SIG is appointed by the Board from the Independent Governors and usually serves until their term of office on the Board expires or until they resign the position.
7. A role description for the SIG shall be approved by the Board, which it may delegate to the Nomination Committee.

Approved by the Board on 18 July 2013.

Revision approved by the Board on 12 October 2017.

Revision approved by the Board on 15 October 2020.

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.

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.
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

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.

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 or its sub-committees (Staff Governors). The Staff Governors shall be recommended to the Board of Governors by the Academic Board.
13. One Staff Governor shall be recommended from the academic staff on the Academic Board, and the other from the non-academic staff on the Academic Board or its sub-committees (Quality and Standards Committee, Student Experience Committee, University Research Committee).
14. The Staff Governors are appointed by the Board, having considered the recommendation from the Academic Board.
15. The Staff Governors serve for a period of three years or until they cease to be a member of the Academic Board or appropriate sub-committee, whichever is the soonest. If eligible, Staff Governors may serve for a second term of three years, subject to satisfactory performance.

Termination of Appointment

12. 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.

Revision approved by the Board on 15 October 2020.

Revisions approved by the Board on 22 July 2021.

5. Proceedings of Meetings and Decision Making

1. This Standing Order complements Article 10 ('Proceedings of the Board of Governors'). 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 or Committee approval or discussion and cannot be postponed until the next convened Board or Committee meeting. Where decisions that would ordinarily be taken at Board or Committee 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 or video conference call or to make the decision by email or other electronic means. The Secretary will circulate 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 other Board or Committee members, the executive sponsor and Secretary. The Secretary will advise governors of the method by which this will be done electronically.
 - e. The proposal will be deemed to be approved when a majority of positive responses, including the Chair, has been received. The Secretary will communicate the Board or Committee 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 Secretary and Governance team will minute all proceedings of the Board of Governors and its Committees. When approved at the next meeting and signed by the Chair of that meeting, the minutes are conclusive evidence of the decisions of that 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 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.

Revision approved by the Board on 15 October 2020.

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. The Chair of each committee shall be appointed by the Chair of the Board.
6. Appointment of members to committees shall be decided by the Chair of the Board, in consultation with the Chair of the committee.
7. The Board follows best practice under section 2.11 of the Higher Education Code of Governance by having established an Audit Committee.
8. Under article 8.2.1 there shall be an Appointments Committee.
9. The Board follows best practice under section 2.10 of the Higher Education Code of Governance by having established a Remuneration Committee.

Approved by the Board of Governors on 18 July 2013.

Revision approved by the Board on 12 October 2017.

Revision approved by the Board on 15 October 2020.

7. Schedule of Matters Reserved to the LSBU Board of Governors

LSBU Group (the Group) consists of London South Bank University (LSBU), South Bank Academies (SBA) and South Bank Colleges (SBC). LSBU is the parent company of SBA and SBC. Each entity has its own Board of Directors (for LSBU called the Board of Governors, for SBA called the Board of Trustees, and for SBC called the Board of Trustees). Each Board has a number of sub-committees to help it discharge its duties. The LSBU Group works on the principle of subsidiarity, i.e. that matters are approved at the most local level appropriate in the group.

Each Board in the group has its own schedule of matters reserved which complement this schedule of matters reserved.

This schedule of matters reserved to the LSBU Board covers LSBU matters and group-wide matters reserved to the LSBU Board. Group-wide matters reserved to the LSBU Board are based on the Governance Agreements between LSBU and its subsidiaries.

This Schedule of Matters Reserved to the Board sets out those aspects of University and Group 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, OfS conditions of registration, OfS terms and conditions of funding, legislation or the Financial Regulations (FR) from delegating decisions to a committee it is indicated by **.

1.	Mission and strategy	Reference	Decision-maker
1.1	** The determination of the educational character and mission of the University.	Art. 7.2.1	Board 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.		Board FP&R reviews prior to board
1.3	Approval and periodic review of Group-wide and LSBU Key Performance Indicators.		Board 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.		Board MPIC reviews
1.5	Any decision to cease to operate all or any material part of LSBU's undertaking.		Board A committee may review prior to Board

2.	Corporate structure		
2.1	Material changes to LSBU's corporate structure.		Board Time limited working groups may review prior to board
2.2	Material changes to LSBU's control structure.		Board Time limited working groups may review prior to board
3.	Financial reporting and controls		
3.1	** Approval of the LSBU Group consolidated annual report and accounts.	CA 2006 s.414(1)	Board no delegation GARC reviews draft from a 'true and fair' perspective; FP&R reviews performance. SBC Board approves SBC accounts, which are consolidated into the LSBU Group accounts.
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	Board no delegation (Prior to board, Group Executive proposes the budget and FP&R reviews)
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 • consideration of going concern • 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; and 	Art. 7.2.3	Board no delegation (GARC and FP&R review aspects as set out in their terms of reference)

	<ul style="list-style-type: none"> any other means of assurance as the Board sees fit. 		
3.4	Receiving assurance that funds provided by the funding body are used in accordance with the terms and conditions of the OfS Memorandum of Assurance and Accountability.		Board GARC reviews
3.5	Ensuring the adequacy and effectiveness of: <ul style="list-style-type: none"> risk management, control and governance; value for money; and the management and quality assurance of data submitted to Higher Education Statistics Agency, the Student Loans Company, the OfS, Research England and other bodies 	OfS Annex C, 4	Board GARC monitors and give its opinion to Board via audit committee annual report
3.7	Approval of any significant changes in accounting policies or practices.		Board GARC reviews
3.8	Approval of investment and treasury policies.		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.	FR 13.1	Board no delegation (FP&R reviews)
3.12	** Approval of capital finance.	FR 13.6	Board no delegation (FPR reviews)

3.13	** Approval of borrowing raised on the security of the University's assets.	FR 13.6	Board no delegation (FPR reviews)
3.14	** Approval of lease finance arrangements .	FR 13.6	Board no delegation FPR reviews
3.15	Approval of borrowings (by loan facility or overdraft) above £0.5 million.		Board FPR 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. 		Board GARC 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 Group CFO.	FR 8.8	GARC
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	Board no delegation (GARC makes recommendation)
6.	Transactions and contracts		

6.1	Investment in planned capital projects over £5 million.	FR 12.6	Board (MPIC reviews)
6.2	Investment in planned capital projects over £2million and below £5 million.	FR 12.6	MPIC
6.3	Investment in unplanned capital projects above £1million.	FR 12.6	Board (MPIC reviews)
6.4	Investment in unplanned capital projects above £0.5million and below £1million.	FR 12.6	MPIC
6.5	Budgeted revenue expenditure above £5 million.	FR 12.6	Board (MPIC reviews)
6.6	Budgeted revenue expenditure above £2 million and below £5m.	FR 12.6	MPIC
6.7	Unbudgeted revenue expenditure above £1million.	FR 12.6	Board(MPIC reviews)
6.8	Unbudgeted revenue expenditure above £0.5million and below £1million.	FR 12.6	MPIC
6.9	** To authorise use of LSBU's seal.	FR 17.1	Board 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.	OfS 22i	Board Academic Board oversees
8.	Human Resources		
8.1	decision not to follow the outcome of national pay negotiations.	FR 11.7	Board
9.	Estates		
9.1	Approval of Estates Strategy.	FR 12.10	Board MPIC reviews

9.2	** Disposal of land and buildings.	FR 12.10	Board no delegation MPIC reviews
10.	Board membership		
10.1	** Changes to the structure, size and composition of the board.	Art. 8.3	Board no delegation
10.2	Ensuring adequate succession planning for the board.		Nomination Committee
10.3	Regulations for appointment of governors to the board.		Board Nomination Committee reviews
10.4	Selection of the Chair of the board.	SO 3	Board no delegation
10.5	Membership and chairship of board committees.	SO 6	Chair of the Board
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	Board no delegation
11.	Chancellor		
11.1	** The appointment, re-appointment and removal of a Chancellor and determination of their duties.	Art. 5.1.6	Board Chancellor Nomination Committee recommends
12.	Senior Post Holders		
12.1	The determination of which roles are Senior Post Holders (which must include the Vice Chancellor and the Clerk).	Art. 5.1.4	Board (determined in SO 13)
12.2	The appointment of senior post holders.		Board
12.3	The suspension or dismissal of a senior post holder.		Board

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.		Board no delegation
14.2	** Ensure a review of the Board's own performance, of its committees and individual governors is carried out.	CUC Code 5.13	Board, led by relevant Chair
14.3	** The variation or revocation of LSBU's Articles of Association.	Art. 24.1	Board no delegation
14.4	** Approval and review of a statement of primary responsibilities of the Board.	CUC Code Appendix 2	Board no delegation
14.5	** Authorising interests of governors.	Art 13.1 CA 2006 s.181(2)(b)	Board no delegation
15.	Delegation of Authority		
15.1	** The division of responsibilities between the Board and the executive.	CUC Code 1.6	Board no delegation
15.2	** Establishment and closure of Board committees.	Article 10.4.2	Board no delegation
15.3	** Approval of terms of reference of board committees.		Board no delegation
15.4	** This schedule of matters reserved for board decisions.		Board no delegation
16.	Subsidiary Companies		

16.1	Appointments of relevant directors and approving the composition of boards of subsidiaries of LSBU and relevant external bodies.		Nomination Committee
16.2	Investing in or becoming a member of subsidiary companies or joint ventures.		Board MPIC reviews
16.3	Establishing subsidiary companies where LSBU is a member.		Board 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.		Board FP&R or GARC reviews as required
19.	Litigation		
19.1	Prosecution, defence or settlement of litigation involving above £0.5 million or being otherwise material to the interests of LSBU.		Board FP&R reviews
20.	Insurance		
20.1	Receiving assurance from the Executive that the insurance programme is adequate from year to year.		FP&R
21.	Pensions		
21.1	Major changes to LSBU Group's pension schemes or changes of trustees or changes in the fund management arrangements.		Board A sub-committee may review
22.	Communication		

22.1	Approval of press releases on any matters decided by the board.		Chair
23.	Group matters To give consent, on behalf of LSBU, to SBA or SBC to the following matters (as set out in the Governance Agreements):		
23.1	Adopt, or materially amend, the annual budget.		For any deficit budgets by a subsidiary if surplus is maintained at group level – FPR For any deficit budget by a subsidiary if surplus not maintained at group level - Board. N.B. materiality will be defined in relation to the subsidiary
23.2	enter into or incur any borrowing..		Board FPR reviews
23.3	enter into or grant any security or other encumbrance over any property owned by SBC/SBA.		Board FPR reviews
23.4	enter into any contract or otherwise incur any liability in excess of £250,000.		For planned capital expenditure: Over £5m Board (MPIC reviews) Over £2m and up to £5m MPIC Over £0.25m and up to £2m Executive For unplanned capital expenditure: Over £1m Board (MPIC reviews) Over £0.5m and up to £1m MPIC Over £0.25m and up to £0.5m Executive For budgeted revenue expenditure: Over £5m Board (MPIC reviews)

			<p>Over £2m and up to £5m MPIC Over £0.25m and up to £2m Executive</p> <p>For unbudgeted revenue expenditure: Over £1m Board (MPIC reviews) Over £0.5m and up to £1m MPIC Over £0.25m and up to £0.5m MPIC</p>
23.5	enter into any arrangement, contract or transaction outside the normal course of its business or otherwise than on arm's length terms and in particular (but without limitation) entering into any long-term, onerous or unprofitable arrangement, contract or transaction.		<p>For planned capital expenditure: Over £5m Board (MPIC reviews) Over £2m and up to £5m MPIC Over £0.25m and up to £2m Executive</p> <p>For unplanned capital expenditure: Over £1m Board (MPIC reviews) Over £0.5m and up to £1m MPIC Over £0.25m and up to £0.5m Executive</p> <p>For budgeted revenue expenditure: Over £5m Board (MPIC reviews) Over £2m and up to £5m MPIC Over £0.25m and up to £2m Executive</p> <p>For unbudgeted revenue expenditure: Over £1m Board (MPIC reviews) Over £0.5m and up to £1m MPIC Over £0.25m and up to £0.5m MPIC</p>

23.6	engage in, commence, defend or respond to any litigation or pre-action correspondence or enter into any settlement negotiations with a value in excess of £20,000.		FPR
23.7	dispose of any assets outside the ordinary course of business.		MPIC
23.8	materially change the nature of SBC's activities.		FPR
23.9	use the LSBU branding.		Executive
23.10	purport to dismiss or terminate the employment of the Executive Principal.		CEO in consultation with SBC Chair. Any appeal to Chair of the LSBU Board.
23.11	take any action or step in relation to the dissolution of SBC or SBA.		Board
23.12	set up any subsidiaries.		MPIC
23.13	enter into any partnerships or joint ventures.		MPIC
23.14	support, administer or set up any charities.		MPIC
23.15	affiliate or merge with any charity or other entity.		Affiliate – MPIC, otherwise Board
23.16	enter into any licence or sponsorship agreement.		Over £5m Board (MPIC reviews) Over £2m and up to £5m MPIC Over £0.25m and up to £2m Executive
23.17	appoint any firm of auditors other than the auditors to LSBU.		GARC
24	International		
24.1	Opening an international branch campus or establishing an international joint venture.		Board MPIC reviews

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.

Revision approved by the Board on 15 October 2020.

Revisions approved by the Board on 22 July 2021.

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

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 Chair of the Board of Governors nominates.

Approved by the Board of Governors on 18 July 2013

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 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 Independent Governor not previously involved	Vice Chair of Board of Governors	Chair of Board of Governors Plus One Independent 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

The Academic Board is the University's supreme academic deliberative and decision-making body. It is responsible for strategic oversight of all academic provision, including the University's academic standards, direction and regulation.

1. Remit

The Academic Board should ensure that its activity contributes to continuous improvement against the strategic goals of LSBU's Group Corporate Strategy, and compliance with the OfS's ongoing conditions of registration.

1.1 The remit of the Academic Board is to:

- 1.1.1 support development of and approve University-level strategies relating to teaching and learning, quality enhancement, research, and student experience across all stages of the student journey. Ensure that they are consonant with the Group Corporate Strategy and monitor progress against academic key performance indicators;
- 1.1.2 approve the awards which the University may validate and confer, and monitor development of the University's academic portfolio;
- 1.1.3 maintain and enhance academic standards, assure the quality of academic provision and of students' learning opportunities, and ensure awards hold their value over time;
- 1.1.4 ensure that the University's academic provision anticipates and meets the diverse needs of its students;
- 1.1.5 seek to maintain the quality and standards of teaching and, where possible, enhance through best practice;
- 1.1.6 have oversight of academic ethics;
- 1.1.7 approve the University's academic and student regulations, and ensure that the regulations are appropriate, comprehensive, fair and compliant with external expectations and legal requirements, and oversee their enactment, including for:
 - admission of students;
 - granting and annulling of degrees, qualifications and titles;
 - exclusion of students for academic reasons;
 - appointment and termination of appointment of internal and external examiners;
 - assessment and examination of academic performance of students;
 - character of curricula;
 - quality of courses including validation and accreditation by external

bodies; and

- granting distinctions including honorary degrees and academic titles.

1.1.8 provide scrutiny of the academic quality and suitability of the University's educational collaborations and partnerships;

1.1.9 provide advice on such other matters as the Board of Governors or the Executive may refer to Academic Board;

1.1.10 ensure that action in response to identified academic concerns is taken at the relevant level (institution, faculty, school, programme), taking proper account of the views of students, members of staff, external examiners, and external quality bodies;

1.1.11 support promotion of the University's reputation, including its research, teaching, and academic offer.

2. Committees

2.1. The Academic Board may carry out its remit through sub-committees, including the Quality and Standards, Student Experience, and Research committees or other working groups from time to time.

2.2. The Academic Board should monitor the activity of its sub-committees. The minutes (or a report) of its sub-committees shall be reported to the Academic Board.

2.3. The Academic Board shall approve the terms of reference of its sub-committees.

3. Membership

3.1 Membership consists of the following:

Holders of Senior Posts (3)

Provost (Chair)
Chief Business Officer
PVC Education

Senior Academic Staff and Professors (21)

Deans (x7) or School Executive alternative
Two nominated senior academic staff members from each school (x14)

Non-teaching staff (7)	Director of Academic Quality Development Director of Student Services (Wellbeing, Sport and Employability) Nominated member of research professional staff Nominated member of technical staff Chair of the 'Professoriate' Students' Union, President Students' Union, Vice President (Education)
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3.2 A quorum consists of 7 members.

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

3.4 The Academic Board meets at least three times per year. Additional meetings may be called by the Chair as deemed necessary to execute the business of the Board.

3.5 Board governors may attend any meeting of Academic Board or sub-committees to observe their proceedings.

4. Reporting Procedures

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

Approved by the Board of Governors on 21 November 2019

Approved by the Board of Governors on 25 March 2021

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 Chair and Vice Chair shall usually be Pro Chancellors.
7. Individuals shall cease to be Pro Chancellors when they cease to be Independent 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.*

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. Provost
 - c. Group Chief Financial Officer
 - d. Group Secretary and Clerk to the Board of Governors

Approved by the Board on 9 July 2015.

Revision approved by the Board on 15 October 2020.