

## **STANDING ORDER 3: Constitution of the Court of Governors**

### **1. INTRODUCTION, PURPOSE AND LIMITATIONS**

- 1.1. The constitution of the Court of Governors (“the Court”) is designated in the University of Westminster (“the University”) Articles of Association (“the Articles”)<sup>1</sup>. Constitution of the Court covers membership, determination of membership numbers, cessation of appointment and appointment of governors<sup>2</sup>.
- 1.2. This standing order was formally approved by resolution of the Court on 2 October 2024.
- 1.3. The purpose of the standing order is to:
  - (i) determine the number of members of each variable category of which the Court are to consist, subject to the limits applicable in relation to that category;
  - (ii) designate the parameters for Court appointments and tenure;
  - (iii) designate the parameters for Chancellor appointment and tenure; and
  - (iv) determine the quorum for meetings of the Court.
- 1.4. Unless specifically provided otherwise, where more than one post-holder is listed each post-holder may act individually.

### **2. MEMBERSHIP OF THE COURT**

#### **2.1. APPOINTED MEMBERS**

- 2.1.1. The Court determines that the total number of appointed members shall comprise 12 independent members, up to two ex-officio members and up to five internal members.
- 2.1.2. All members are subject to appointment by the Court on the recommendation of the Governance and Nominations Committee (“the Committee”) or a Selection Panel with delegated authority to recommend a nominee to the Court.
- 2.1.3. The Clerk to the Court (“the Clerk”) (or their nominee) will write to all successful applicants to confirm their approval by the Court, to confirm the date the appointment becomes effective and to advise them of the process to enter them on to the register of directors at Companies House.

#### **2.2. RECRUITMENT AND SELECTION PRINCIPLES**

- 2.2.1. All applicants must complete a due diligence survey prior to consideration by the Committee.
- 2.2.2. No commitment may be made to any applicant prior to appointment (since not all applications will be successful).
- 2.2.3. The Committee may choose to work with a recruitment agency to deliver the recruitment and selection process for any vacancy. The Chair of the Court of Governors and Pro Chancellor (“the Chair”) and the Clerk have delegated authority to appoint a recruitment agency.

---

<sup>1</sup> University of Westminster Articles of Association (October 2024)

<sup>2</sup> Paragraph 14, University of Westminster Articles of Association (May 2021)

2.2.4. The Committee may seek the views of the colleague networks and other groups such as the Students' Union (UWSU) before agreeing any specific criteria for a vacancy.

### **2.3. INDEPENDENT MEMBERS**

2.3.1. Where a vacancy exists for an independent member of the Court, the Committee will consider whether, having regard to the balance of existing members on the governing body and the needs of the University, specific criteria should be highlighted in addition to the generic criteria specified in the role description for a governor (see Annex A).

2.3.2. A vacancy for an independent member of the Court will usually be publicised widely<sup>3</sup>. The advertisement will include a link to the role description for a governor together with any specific criteria agreed by the Committee and a deadline for applications.

2.3.3. Individuals will be invited to submit a letter of application and a CV for consideration by the Committee.

2.3.4. The Committee will consider all applications submitted by the due date and will make (or instruct the recruitment agency to make) additional enquiries as it believes appropriate. It will consider, inter alia, whether the applicant(s) are qualified in accordance with the Articles, the role description, and the needs of the Court and of the University in respect of expertise or experience.

2.3.5. Qualified persons will be invited to the University for an interview with a Selection Panel that will usually include up to four independent members of the Court and any colleagues the Committee consider appropriate (e.g., the University Secretary and Chief Operating Officer (University Secretary)). Panel members may or may not be members of the Committee.

2.3.6. Having considered the applications, feedback from the panel and the responses to the due diligence survey, the Committee may:

- (i) reject applications<sup>4</sup>;
- (ii) make a formal recommendation to the Court for an individual/s to be appointed as a governor;
- (iii) postpone decisions on applications to a later date; or
- (iv) recommend an individual/s for appointment for an alternative role (e.g. independent (non-governor) committee member).

2.3.7. The Court will consider recommendations and supporting documentation. Any recommendation to invite an individual to serve as an independent member must be supported by the majority of the current independent members.

2.3.8. The Clerk (or their nominee) will advise all new independent members that they will be expected to serve on at least one of the sub-committees of the Court.

2.3.9. Where a vacancy exists for an independent (non-governor) committee member, application and appointment will proceed as for independent members. In due course and as vacancies in Court membership occur, independent (non-governor) members may be recommended by the Committee to the Court for appointment as independent members without undergoing a further selection process.

---

<sup>3</sup> For example - on the University website, to the membership of the Court, on relevant websites, to employers' organisations and through other means identified by the Committee in discussion with the Department of People, Culture and Wellbeing (PCW).

<sup>4</sup> Where appropriate, the Committee may ask unsuccessful applicants for permission to keep their application on record for consideration when there are further vacancies.

## **2.4. INTERNAL MEMBERS**

- 2.4.1. The Court will co-opt academic and professional support colleagues<sup>5</sup> through the nomination by election of one individual from each of those constituencies. The Clerk (or their nominee) will act as Returning Officer and the election will be run in accordance with the University's election guidelines (Annex B).
- 2.4.2. Additionally, the Court will co-opt a member of the Academic Council of the University, who is an academic colleague, through the nomination by election of one individual from that constituency. The Clerk (or their nominee) will act as Returning Officer and the election will be run in accordance with the University's election guidelines (Annex B).
- 2.4.3. UWSU will nominate up to two Sabbatical Officers, being students of the University elected by students, to serve as internal members of the Court. The Court encourages UWSU to continue its current practice of nominating the UWSU President.

## **2.5. EX-OFFICIO MEMBERS**

- 2.5.1. The Vice-Chancellor will nominate a Deputy Vice-Chancellor or Pro Vice-Chancellor to be an ex-officio member of the Court.
- 2.5.2. If the Vice-Chancellor and/or their nominee for ex-officio membership choose not to be a member of the Court, the post-holder/s will attend and participate in meetings of the Court as a non-member and shall not be appointed as a governor. They will not count towards the quorum and will not have a say or vote in any decisions taken by the Court.
- 2.5.3. The Court will resolve in each individual case whether an interim or acting post-holder should be a member of the Court. If the Court designates that the interim or acting post-holder should not be a member, or if they choose not to be a member, the post-holder will attend and participate in meetings of the Court as a non-member. Interim or acting post-holders who are not members of the Court will not count towards the quorum and will not have a say or vote in any decisions taken by the Court.

## **2.6. THE CHAIR OF THE COURT OF GOVERNORS AND PRO CHANCELLOR**

- 2.6.1. The process to recruit to the role of Chair should commence at least 18 months prior to the retirement date of the current post-holder.
- 2.6.2. Where an upcoming vacancy is identified, the Committee will consider whether specific criteria should be highlighted in addition to the generic criteria specified in the role description for the Chair (see Annex A).
- 2.6.3. A vacancy for the Chair will be publicised widely<sup>3</sup> and the Committee will usually work with a recruitment agency to deliver the recruitment and selection process.
- 2.6.4. The advertisement will include a link to the role description for the Chair together with any specific criteria agreed by the Committee and a deadline for receipt of applications.
- 2.6.5. Applicants must be independent of the University. A member of the Court who is employed by the University and/or who is a student at the University is not eligible for election as Chair<sup>6</sup>.
- 2.6.6. Individuals will be invited to submit a letter of application and a CV to the Clerk for consideration by the Committee.
- 2.6.7. The Committee will consider all applications submitted by the due date and will make (or instruct the recruitment agency to make) such additional enquiries as it believes appropriate. It will consider, inter

---

<sup>5</sup> Throughout the document 'colleague' refers to an employee of the University of Westminster

<sup>6</sup> Paragraph 14.23, Articles of Association (May 2021)

alia, whether the applicant(s) are qualified in accordance with the Articles, the role description, and the needs of the Court and of the University in respect of expertise or experience.

- 2.6.8. The Committee may delegate the activities in paragraph 2.6.7 to a Selection Panel established for the purpose and with membership drawn from the independent members of the Court. The Committee will usually invite the University Secretary to be a member of the Selection Panel.
- 2.6.9. A shortlist of qualified persons will be invited to the University for interview with the Selection Panel established under paragraph 2.6.8 or – if the Committee undertook the activities in paragraph 2.6.7 – a Selection Panel established for the purpose and drawn from the independent members of the Court. The Committee will usually invite the University Secretary to be a member of the Selection Panel. Shortlisted external candidates must complete a due diligence survey<sup>7</sup>.
- 2.6.10. The Selection Panel will identify a preferred candidate, inform the Committee of their decision, and then make a formal recommendation for approval by the Court. If agreement cannot be reached on a preferred candidate, the Selection Panel will refer the matter to the independent members of the Committee who will either agree a preferred candidate to recommend to the Court or agree to return to an earlier stage of the recruitment process.
- 2.6.11. Members of the Court will consider the recommendation and supporting documentation. Any recommendation to invite an individual to serve as Chair must be supported by the majority of the members.
- 2.6.12. If the successful candidate is not a current member of the Court, the candidate should be appointed as a governor at least six months prior to taking on the role of Chair.
- 2.6.13. If there is a vacancy in the position of Chair (e.g. through retirement or resignation) before a replacement is appointed, the Court will appoint a Deputy Chair to the Court to take the role of Interim Chair until an appointment is confirmed.

## **2.7. DEPUTY CHAIRS TO THE COURT**

- 2.7.1. The Court may appoint up to two Deputy Chairs from among their number. Where possible the Court will aim to appoint no more than one Deputy in a single year; this is to support succession and avoid concurrent vacancies.
- 2.7.2. The process to recruit a Deputy Chair should commence in the final year of the term of office of a current post-holder.
- 2.7.3. Applicants are usually current members of the Court; however, where appropriate, an external candidate may be recruited directly to the role of Deputy Chair. The Committee will determine on a case by case basis whether a Deputy Chair vacancy should be advertised externally.
- 2.7.4. A member of the Court who is employed by the University and/or a student at the University is not eligible for appointment as a Deputy Chair<sup>8</sup>.
- 2.7.5. The Clerk (or their nominee) will invite governors - and where applicable external candidates - to apply for the role and will provide the role description for a Deputy Chair (see Annex A) and any specific criteria agreed by the Committee with a deadline for receipt of applications.
- 2.7.6. The Committee will consider all applications submitted by the due date. It will consider, inter alia, whether the applicant(s) are qualified in accordance with the Articles and this Standing Order, the role description, and the needs of the Court and the University in respect of support for the Chair.

---

<sup>7</sup> Current members of the Court completed the due diligence survey when they applied.

<sup>8</sup> Paragraph 14.24, Articles of Association (May 2021)

2.7.7. The Committee will make a recommendation for appointment to the role. Such recommendations will be subject to formal approval by the Court.

## **2.8. ADDITIONAL OFFICERS OF THE COURT**

2.8.1. The Company Secretary is an officer of the Company. The Company Secretary is not a member of the Court and does not count towards the quorum.

2.8.2. The Clerk is neither an officer of the Company or a member of the Court and does not count towards the quorum.

## **2.9. ATTENDEES AND OBSERVERS**

2.9.1. Attendees and observers do not count towards the quorum.

2.9.2. If they are not members, the Vice-Chancellor and the University Secretary are attendees at meetings of the Court.

2.9.3. The Clerk is an attendee at meetings of the Court.

2.9.4. The Court may invite other colleagues to participate in meetings of the Court as attendees (for example, to present to the Court on an area for which they are responsible) or as observers (for example, to provide an opportunity for personal and professional development).

2.9.5. The Court may invite non-members who are independent of the University to attend meetings of the Court (for example, to provide specific professional advice, to present to the Court, to supplement the skills of the current membership or to observe meetings for personal and professional development).

2.9.6. The Chair may ask questions of or invite views from attendees and observers, however participation in decision-making and voting rights are always restricted to members of the Court.

2.9.7. All attendees and observers are required to complete a non-disclosure statement prior to attendance at their first meeting and the statement will apply to all Court meetings they attend<sup>9</sup>.

## **2.10. QUORUM**

2.10.1. The quorum for all meetings of the Court is a minimum of forty per cent of the total number of Governors entitled to vote on the item being discussed (rounded up to the next whole number), of whom the majority shall be independent governors.

## **2.11. TERMS OF OFFICE**

2.11.1. A member of the Court is appointed for a period of three years, with the following exceptions:

- (i) an ex-officio member is appointed for an indefinite period that will end when the individual resigns or retires or is suspended or dismissed from their substantive role;
- (ii) a student member is appointed for a period of one year in the first instance. The appointment may be renewed, one year at a time, to a maximum of two years (other than where a student member's appointment as an elected Officer of UWSU is extended beyond one year due to a transitional change in the year of office);
- (iii) an incoming Chair who is not a current member of the Court should be appointed as an independent member of the Court for a period of at least 6 months but less than three years prior to taking up their appointment as the Chair; and

---

<sup>9</sup> This is not required for members of the Court as they are required to comply with the duties of a director as specified in the Companies Act 2006

- (iv) the Chair will be appointed for a period of three years in the first instance, such period to start from the date of their appointment as Chair. The appointment may be renewed, one year at a time, to a maximum period of five years.
- 2.11.2. A Deputy Chair is appointed for a period of three years, such period to start from the date of their appointment as Deputy Chair. These appointments are not renewable except in exceptional circumstances (for example, to provide continuity in the leadership of the Court).
- 2.11.3. Subject to the restrictions outlined in paragraph 2.11.1, appointments may be renewed for a second three-year term.
- 2.11.4. A governor who is appointed to a leadership role<sup>10</sup> may, in exceptional circumstances only, be appointed for a third term of up to three years.
- 2.11.5. A governor who has completed their tenure as the Chair or a Deputy Chair may remain as an independent member (subject to the maximum period stated in paragraph 2.11.3) if the Committee considers it appropriate (e.g., to provide support for an incoming Chair or Deputy Chair).
- 2.11.6. No governor, other than an ex-officio governor, may serve for a continuous period longer than nine years.
- 2.11.7. After a period of absence of no less than three years, an independent or internal member who has previously resigned or retired from the Court may apply to re-join the Court as if for a first term.
- 2.11.8. Committee Chairs will be appointed for a period of three years and the appointment may be renewed once for a second three-year period. The Governance and Nominations Committee may identify exceptional circumstances in which the appointment of an individual Committee Chair should be extended beyond this point.
- 2.11.9. Committee Deputy Chairs will be appointed for a period of two years in the first instance. The appointment may be renewed two years at a time for a maximum period of six years.
- 2.11.10. Independent (non-governor) committee members will be appointed for a period of three years. No independent (non-governor) committee member may serve for a continuous period longer than nine years.
- 2.11.11. The Clerk (or their nominee) will prepare for the Committee at least twice each year a list of all governors and independent (non-governor) committee members whose terms of office expire within the next twelve months, identifying where such individuals have served for a period of six years (or where a further term would extend the period of service beyond that period).
- 2.11.12. The Clerk will enquire of governors and independent (non-governor) committee members eligible for a further term whether they would be willing to serve for a further term if re-appointed.
- 2.11.13. For each individual approaching the end of their term of office and eligible for re-appointment, the Committee will consider whether to recommend re-appointment to the Court for approval. The Committee will consider factors such as regularity of attendance, contribution at meetings of the Court and its sub-committees and the mix of expertise and experience on the Court.
- 2.11.14. When considering a recommendation to re-appointment a governor for a third term, the Committee must give due attention to both the benefits and drawbacks of such an extension and include a summary of the exceptional circumstances that justify re-appointment when submitting their recommendation to the Court.

---

<sup>10</sup> Leadership roles = Chair of the Court (x 1) and Deputy Chair to the Court (x 2)

### **3. THE CHANCELLOR**

- 3.1. The process to recruit a Chancellor will commence in the final year of the term of office of the current post-holder.
- 3.2. Members of the Court and the Committee will be invited to nominate individuals for inclusion in a confidential longlist. Nominees are expected to meet the criteria specified in the role description and any specific criteria the Committee has identified for the upcoming vacancy. The Committee will assess the individuals on the longlist against the agreed criteria and produce a shortlist of potential candidates.
- 3.3. The Committee will commission an internal risk assessment for each shortlisted candidate; the assessment report will usually be produced by the Head of Corporate Communications and Public Affairs with input from the Clerk. The risk assessment is expected to cover reputational risk and risks of association. It will cover any evidence of characteristics or behaviour that conflict with the University's values or could reflect adversely on the University, and evidence of qualities (such as achievements in professional life, distinction and public recognition through the awarding of honours) and other attributes that could benefit the University by association. The assessment will be informed by a range of background checks, e.g. include use of social media; Companies House entries (including the disqualified directors register); and paid employment and voluntary roles past and present.
- 3.4. The Committee will consider the outcomes of the internal risk assessment and either confirm or revise the shortlist accordingly. If more than one potential candidate remains, the Committee will agree an order of preference.
- 3.5. One or more designated members of the Committee will discuss confidentially with the preferred candidate the requirements of the role, including the amount of time and energy that the candidate can bring to fulfilling the responsibilities of the Chancellor. If the preferred candidate confirms their interest in the role they will be asked to complete the governance due diligence survey and may be invited to participate in confidential discussions with stakeholders (e.g. other Committee members; governors; student representatives; and/or colleague network representatives).
- 3.6. If the preferred candidate is not willing or able to meet the requirements of the role, the process outlined in paragraph 3.5 will be repeated for the next candidate on the shortlist.
- 3.7. The Committee will agree their recommended candidate for submission to the Court for approval.
- 3.8. Information about persons under consideration must not become known until the individual has been approached and indicated their willingness to accept the role and the recommendation has been approved by the Court.

### **4. MONITORING AND REVIEW**

- 4.1. The Court will monitor this standing order and review its effectiveness annually. The standing order may be amended by the Court from time to time.

### **5. RELATED DOCUMENTS**

- 5.1. The following documents may provide useful reference points for matters relating to this standing order:
  - Articles of Association
  - Statement of the Court of Governors roles and responsibilities
  - Court of Governors Code of Conduct