

STANDING ORDER 4: Committee structure and procedures

1. INTRODUCTION

- 1.1. The Court of Governors ('the Court') may establish committees for any purpose or function, other than those assigned elsewhere in the Articles of Association ('the Articles')¹ or standing orders to the Vice-Chancellor and President ('the Vice-Chancellor') or to the Academic Council².
- 1.2. The Court may delegate powers to such committees, subject to functions, powers or duties associated with the matters reserved for the Court as specified in Article 8.2.
- 1.3. Article 18 specifies that there will be an Academic Council, chaired by the Vice-Chancellor and including colleagues and students in the membership (see Section 4).
- 1.4. Article 8.4 states that the Court "*shall establish a committee or committees to determine or advise on internal and external audit³, finance⁴, employment policy⁷ and the remuneration of the Vice-Chancellor and members of the Executive Board⁵ and the nomination and appointment of Governors⁶*".
- 1.5. Article 7.4 specifies that the Court will make rules for "*the conduct of meetings of the Court of Governors and its committees*⁷.

2. PURPOSE

- 2.1. This standing order was formally approved by resolution of the Court on 2 October 2024. The purpose of the standing order is to:
 - (i) clarify the committee structure of the Court, including a determination with respect to the number of committees;
 - (ii) determine the matters reserved for the Court;
 - (iii) specify the roles, responsibilities and membership of Academic Council;
 - (iv) specify the categories of information that should be included in the terms of reference for each of the standing committees;
 - (v) clarify delegation of authority by a committee; and
 - (vi) specify procedures for meetings of committees.

¹ University of Westminster Articles of Association (October 2024)

² Article 8.1, Articles of Association (October 2024)

³ Audit and Risk Committee

⁴ Resources Committee

⁵ Remuneration Committee

⁶ Governance and Nominations Committee

⁷ Rules for proceedings of the Court, that also apply to committees, are covered in Standing Order 5 Proceedings of the Court of Governors.

3. COMMITTEE STRUCTURE OF THE COURT OF GOVERNORS

3.1. STANDING COMMITTEES

3.1.1. The Court has established five standing committees:

- Academic Council (see Section 4)
- Audit and Risk Committee
- Governance and Nominations Committee
- Remuneration Committee
- Resources Committee

3.1.2. The Court approves terms of reference for each standing committee. Terms of reference must state the committee's name, its functions and any delegated authority, the number of members of each variable category, the designated chair, frequency of meetings and the quorum⁸.

3.1.3. Each committee reviews their terms of reference annually. Committee members may agree recommendations for amendments to the terms of reference; such recommendations are subject to the approval of the Court.

3.1.4. The Governance and Nominations Committee reviews the Court's committee structure and composition and membership of all standing committees at least every three years. The Committee makes recommendations for changes to the structure and appointments to the committees. Such recommendations are subject to the approval of the Court.

3.2. AD HOC COMMITTEES

3.2.1. The Court may establish ad hoc committees as and when required. The Court will approve the terms of reference and, where appropriate, specify the lifespan of such a committee.

3.3. DELEGATION TO GROUPS OR INDIVIDUALS

3.3.1. Subject to provisions in the Articles, a committee may delegate any of its powers to any group or individual, including, without limitation, to the Chair of the committee. Subject to this, a committee may also delegate to any colleague⁹ such of its powers as it considers desirably to be exercised by them. Any such delegation may be made upon such terms and subject to such conditions as the committee may impose and may be revoked or altered by the committee.

4. ACADEMIC COUNCIL

4.1. MEMBERSHIP

4.1.1. The Vice-Chancellor shall be the Chair of Academic Council.

4.1.2. The Vice-Chancellor may nominate a Deputy Chair from among the members of the Academic Council to take the chair in their place.

4.1.3. The period of appointment of members and selection/election arrangements are subject to the approval of the Court.

4.1.4. The majority of members of the Academic Council must be colleagues holding the post of Head of School or Professional Services Director or a post at a level equivalent or senior thereto.

4.1.5. Except for the ex-officio members, the members of Academic Council who are colleagues or students are elected or nominated in accordance with rules made by the Court.

⁸ See Annex A for the terms of reference template

⁹ A colleague is any employee of the University of Westminster.

4.2. RELATIONSHIP BETWEEN ACADEMIC COUNCIL AND THE COURT

- 4.2.1. Academic Council has the powers and duties delegated to it by the Court.
- 4.2.2. Academic Council will comply with any requirements of process provided by rules made by the Court.
- 4.2.3. Academic Council has the right to make recommendations to the Court on any academic matters.

4.3. RESPONSIBILITIES OF ACADEMIC COUNCIL

- 4.3.1. The Court approves the role, remit and responsibilities of Academic Council, which may include the following:
 - a) general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of the Office for Students and/or any other regulators of the University and/or validating and accrediting bodies;
 - b) considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Court thereon;
 - c) advising on such other matters as the Court or the Vice-Chancellor may refer to Academic Council.
- 4.3.2. Academic Council may establish such committees as it considers necessary to enable it to carry out its responsibilities.
- 4.3.3. The number of members of any such committee and the terms on which they are to hold and vacate office is determined by Academic Council.
- 4.3.4. Any committee of the Academic Council will report its proceedings to Academic Council.

4.4. MEETINGS OF ACADEMIC COUNCIL

- 4.4.1. Each year there will be at least three meetings of Academic Council.
- 4.4.2. Subject to the prior approval of the Court and the procedures outlined below, Academic Council may make rules and regulate its proceedings and the conduct of its meetings as it deems appropriate.
- 4.4.3. Procedures for meeting of Academic Council will be specified in the Academic Council standing orders.

5. COMMITTEE PROCEDURES

5.1. COMMITTEE CHAIRS

- 5.1.1. The Chair of the committee or in their absence the Deputy Chair shall preside as Chair of the meeting. If neither the Chair nor Deputy Chair are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chair.

5.2. NON-QUORATE MEETINGS

- 5.2.1. No powers may be exercised at any meeting unless a quorum of members is present.
- 5.2.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present:

- (i) the meeting shall stand adjourned to such time and place as the members may determine. Such a determination may be made at the meeting or subsequently; or
- (ii) the members present may conclude only business that is marked on the agenda as being 'For information'; and/or
- (iii) the Chair may direct the Clerk to the Court of Governors or Committee Secretary to arrange for the committee to consider by correspondence any or all of the business that is marked on the agenda as being 'For discussion and/or decision'.

5.3. MEETING PROCEDURES

- 5.3.1. Unless expressly stated otherwise in this standing order or the Academic Council standing orders, these procedures apply to meetings of the Court, Academic Council and any committee of either body.
- 5.3.2. Members will whenever practicable receive notice of not less than two weeks of a meeting and receive the agenda at least one week before the date of the meeting.
- 5.3.3. The terms of reference, membership and minutes of the Court, Academic Council and all other committees of the Court will be published online, except where any or all of the proceedings are deemed to be outside of the University's Publication Scheme.
- 5.3.4. Where a named colleague or a prospective colleague, or a named student, is to be considered, the Chair will, if appropriate, ask colleague or student members to withdraw: they shall receive neither the agenda for, nor any subsequent record of, the relevant portion of the business.
- 5.3.5. A vacancy among the members or any defect in the appointment or nomination of a member does not affect the validity of any proceedings.
- 5.3.6. A declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.3.7. In the event of an equality of votes at any meeting the Chair shall have a second and casting vote.
- 5.3.8. Members of the Court or of Academic Council or of a committee of either body must not be bound in their speaking or voting by mandates given to them by other bodies or people.
- 5.3.9. Anyone who has a pecuniary, family or other personal interest in any matter under discussion must declare it and cannot take part in the consideration or determination of that matter without the permission of the majority of the voting members, such permission to be given or withheld without discussion. This does not prevent the Court from considering and voting upon proposals for the University to insure the members of the University against liabilities incurred by them arising out of their office or the University obtaining such insurance and paying the premiums.

5.4. WRITTEN RESOLUTIONS¹⁰

- 5.4.1. The provisions that follow apply only to written resolutions at committee level. Rules relating to written resolutions that would otherwise have been proposed at a general meeting of members are stated in Article 7.6.

¹⁰ "**written**" or "**in writing**" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise and includes electronic documents.

- 5.4.2. A resolution in writing agreed by a simple majority¹¹ of the members who would have been entitled to vote upon it had it been proposed at a committee meeting shall be effective provided that:
- (i) a copy of the proposed resolution has been sent to every eligible member; and
 - (ii) a simple majority of members has signified its agreement to the resolution in writing and within the period agreed by the committee.
- 5.4.3. A resolution in writing may comprise one or several copies to which one or more members have signified their agreement.

5.5. WORKING GROUPS

- 5.5.1. All working groups of the Court or of one of its sub-committees will follow the protocols provided at Annex B.

6. MONITORING AND REVIEW

- 6.1. The Court will monitor this standing order and review its effectiveness annually. The Court may amend this standing order from time to time.

¹¹ i.e. more than half of all members entitled to vote upon it at a committee meeting.