

Section 1: Introduction from the Clerk to the Board of Trustees 3

Section 2: Charter and Articles

Charter		5
Article I	Establishment Name and Incorporation of the School of Oriental and African Studies	6
Article II	Objects and Powers of the School	6
Article III	Visitor	6
Article IV	Powers of the Board of Trustees	7
Article V	Membership of the Board of Trustees	8
Article VI	Academic Board	9
Article VII	Director	9
Article VIII	University of London	9
Article IX	Further Provisions	9

Section 3: Standing Orders

(i) Board of Trustees and Committees reporting directly to the Board of Trustees

Standing Order I	Board of Trustees	11
Standing Order II	Academic Board	13
Standing Order III	Audit Committee	15
Standing Order IV	Executive Board	17
Standing Order V	Health, Safety & Security Committee	18
Standing Order VI	Honorary Degrees & Fellowships Committee	20
Standing Order VII	Nominations Committee	21
Standing Order VIII	Resources & Planning Committee	22
Standing Order IX	Senior Staff Remuneration Committee	24

(ii) Other Standing Orders

Standing Order X	Academic Staff: Dismissal, Discipline & Grievance Procedure & Related Matters	25
Standing Order XI	School Officers	34
Standing Order XII	The School Seal	36
Standing Order XIII	The President of the School	36

Section 4: Annexes to Standing Orders

(i) Committees reporting to Academic Board

Annex I	Academic Development Committee	38
Annex II	Faculty Boards	40
Annex II(i)	Faculty Learning & Teaching Committees	41
Annex II(ii)	Faculty Management Groups	42
Annex II(iii)	Faculty Research Committees	43
Annex III	Learning & Teaching Quality Committee	44
Annex IV	Research & Enterprise Committee	47
Annex IV(i)	Research Ethics Panel	49
Annex V	Student Experience Committee	50

(ii) Committees reporting to Resources & Planning Committee

Annex VI	Estates & Infrastructure Committee	51
Annex VII	External Relations & Communications Committee	52
Annex VIII	Human Resources Committee	54
Annex IX	Information Strategy Committee	55

(iii) Committees reporting to Academic Board and Resources & Planning Committee

Annex X	Equality & Diversity Committee	56
----------------	--------------------------------	-----------

(iv) Procedures

Annex XI	Procedures for the amendment of Standing Orders & Annexes	57
Annex XII	Procedures for the appointment of Heads of Department and Associate Deans	58
Annex XIII	Procedures for the appointment of the Pro-Directors and Deans	59
Annex XIV	Procedures for the Conduct of Committee Meetings	60
Annex XV	Procedures for the delegation of responsibility by the Board of Trustees to the Chair and other Lay and School Officers	62
Annex XVI	Disciplinary and Grievance Procedures	63

(v) Other Annexes

Annex XVII	Statement of Primary Responsibilities of the Board of Trustees	64
Annex XVIII	Reserved Powers of the Board of Trustees	66
Annex XIX	Membership of the Board of Trustees	68
Annex XX	Committee Membership	70
Annex XXI	Register of Interest	71
Annex XXII	Financial Authorities	72
Annex XXIII	The Students' Union	75

SCHOOL GOVERNANCE

SOAS is a chartered institution. The School's Royal Charter, granted in 1916, broadly defined the purposes of the School and set out its system of self governance.

The School, which assumed its current title in 1938, is a legally independent corporate body as well as a Charity. The School is a college of the University of London. The School is bound by certain legislation, most notably a number of education Acts which impose certain duties in respect of the terms of employment of academic staff, freedom of speech and the regulation of students unions.

The Education Reform Act 1988 authorised University Commissioners to introduce into the statutes and ordinances of university charters a model statute relating to discipline and grievance procedures for academic staff and the terms under which staff could be employed and dismissed. Somewhat unusually, as a chartered institution, the School Charter does not have formal statutes or ordinances and as a result the University Commissioners laid down a document entitled "The Modifications to the rules of the School of Oriental and African Studies". Under the terms of the Reform Act the University Commissioners were entitled to require that these modifications to the rules take precedence over the School's Charter and any standing orders or regulations created by the Board of Trustees under the powers granted to it by the Charter.

In autumn 1995, the Board of Trustees agreed in principle that the Charter should be revised, modernising a number of sections and setting aside certain provisions which no longer reflected modern practice. The SOAS Charter empowers the Board of Trustees to create Standing Orders which make operational the School's Charter by defining the detail of our system of governance. In agreeing to revise the Charter, the School's Board of Trustees determined that both the broad structure of governance and details of committee terms of reference should be brought together into one document, comprising the School's Charter, the Standing Orders of the Board of Trustees and the Annexes to those Standing Orders.

The School's Charter may only be amended by the Privy Council subject to recommendation from the School's Board of Trustees. Given that the School's Charter has no statutes and ordinances, amendments to the School's Charter are required infrequently. Making changes through the Privy Council is a major and lengthy exercise.

Standing Orders may only be amended by the Board of Trustees. The current Standing Orders replace those originally issued in 1960 which were amended from time to time at intervals ranging from 3-5 years.

The Annexes were introduced to bring under Standing Orders some of the School's procedures and codes of practice which properly constitute part of the School's overall system of governance. Many of the Annexes contain information that needs to be regularly updated. As a result, all standing Committees of the Board of Trustees may seek to amend the Annexes by making recommendations to the Board of Trustees. Sub-Committees of Academic Board and Resources & Planning Committee (formerly Finance & General Purposes Committee) must do this through their respective parent Committee.

The revised Charter was approved by Privy Council to take effect from 20 May 1997. The new Standing Orders and Annexes were agreed by the Board of Trustees on the recommendation of Finance & General Purposes Committee and Academic Board and became effective on 1 July 1997. Privy Council agreed a minor modification of the Charter in 2002 to allow student membership of the Board of Trustees and Academic Board.

In December 2001, Academic Board and the Board of Trustees agreed a major restructuring of the School involving the formation of three Faculties and creating three new senior posts of Dean. This resulted in a review of the entire committee structure. Major changes were made to the Standing Orders and Annexes which were agreed by the Board of Trustees on 14 June, 2002 on the recommendation of Finance & General Purposes Committee and Academic Board, effective from July 2002.

The Standing Orders were updated again in 2004. A Revised Model Statue was introduced in 2004 and Privy Council agreed that SOAS should adopt it as a Standing Order subject to modification only by Privy Council itself.

During the 2006/7 academic session, the committee structure was reviewed as part of a broader programme of work designed to turn the School's 'Vision & Strategy for the Centennial', which set out the School's intended path until 2016, into a reality. The committee structure was streamlined in order to create a framework which would maximise the School's ability to deliver its strategic objectives. The Board of Trustees approved the revised committee structure in June 2007.

A review of the effectiveness of the Board of Trustees was carried out during the 2008/9 academic session. During the following year, the Privy Council approved the amendments to the Articles that were necessary to enact the recommendations of the review, and the revised document became effective from September 2010.

Since then a variety of amendments have been made. For example in August 2011 the School was given its own degree awarding powers and the Privy Council approved changes to the Articles to allow these powers to be enacted.

This document includes the full text of the School's Charter and Articles, Standing Orders and its Annexes.

Clerk to the Board of Trustees
Updated September 2015

CHARTER OF INCORPORATION

George V by the Grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas, King, Defender of the Faith.

To all to whom these Presents shall come Greeting.

Whereas the Most Honourable Robert Offley Ashburton Marquess of Crewe, KG, lately one of Our Principal Secretaries of State has presented to Us in Our Council a humble Petition setting forth:

That by the London Institution (Transfer) Act, 1912, the premises and property (except as therein mentioned) of the London Institution for the Advancement of Literature and the Diffusion of Useful Knowledge were vested in Our Commissioners of Works with a view to the use thereof for the purpose of and in connection with a School of Oriental Studies, and it was provided that the said Commissioners of Works might transfer any property, other than real property, vested in them by that Act, on such conditions as they might think fit, to the Governing Body¹ of the School of Oriental Studies upon the establishment of such a School.

That the said Commissioners of Works propose to place at the disposal of the Board of Trustees of the School of Oriental Studies when constituted the premises and the property so transferred.

That our Government have signified their intention to apply to Parliament for a grant of money in aid of the adaptation of the premises for the purposes of a School of Oriental Studies in connection with the University of London and in aid of the maintenance of the School when constituted.

That the Petitioner is advised and believes that the incorporation of the said School under Our Royal Charter pending the reorganisation of the University of London in general accordance with the Report of Our Commissioners on University Education in London would be for the public advantage.

And most humbly praying Us in Our Council to grant Our Royal Charter for incorporating the Members for the time being of the Board of Trustees of the proposed School of Oriental Studies, with the name and title of 'The School of Oriental Studies, London Institution' and with such powers and privileges and in such manner in all respects as to Us in Our Council may seem fit.

And whereas We have taken the said Petition into Our Royal consideration and are mindful to accede thereto.

Now, therefore, know ye that We by virtue of Our Royal Prerogative and of all other powers enabling Us in that behalf do of Our special Grace certain Knowledge and mere Motion by these Presents for Us Our Heirs and Successors grant will direct and ordain as follows:

¹ The Governing Body changed its name to Board of Trustees with effect from 1 September 2015.

ARTICLE I

Establishment Name and Incorporation of the School of Oriental and African Studies

There shall be, and there is, hereby established with its principal seat in Greater London, including the City of London, a School with the name of "The School of Oriental and African Studies" (which may also be known as School of Oriental and African Studies or SOAS University of London), by which name the Members for the time being of the Board of Trustees hereinafter constituted shall be and are hereby created one body corporate with perpetual succession and a common seal, with full power and capacity to do all lawful acts of whatever nature including without limitation by and in such name to sue and be sued and to acquire, hold, grant and dispose of or otherwise deal with any land or personal property of any value, or any interest of whatever nature in any such land or any buildings on any such land or such property, and such School shall have the constitution and powers and be subject to the regulations in this Our Charter prescribed and contained, and which School is in this Our Charter referred to as "The School".

ARTICLE II

Objects and Powers of the School

1. The objects of the School shall be to be a centre of excellence in research and teaching relating to Asia, Africa and the Middle East, as expressed through a range of academic disciplines in the humanities and social sciences, and their interaction, and for such purpose:
 - (a) to further research and scholarship in the study of the societies and cultures of Asia, Africa and the Middle East;
 - (b) to teach and examine students for the award of degrees, diplomas and certificates;
 - (c) to accept a special commitment to language scholarship relating to Asia, Africa and the Middle East;
 - (d) to offer courses of instruction to persons interested in the languages and cultures of Asia, Africa and the Middle East.
2. Subject to the provisions of this Our Charter, the School shall have all powers necessary or desirable to do all acts, matters and things (whether or not incidental or conducive to the foregoing objects of the School) in order to further (whether directly or indirectly, and not otherwise) such foregoing objects.

ARTICLE III

Visitor

We reserve unto Ourselves, Our Heirs and Successors in Council to be the Visitor of the School or, on the representation of the Board of Trustees, to appoint by Order in Council a Visitor of the School for such period as We, Our Heirs or Successors shall see fit, and his or her decision on matters within his or her jurisdiction shall be final.

ARTICLE IV

Powers of the Board of Trustees

1. Subject to the provisions of this Our Charter, the Board of Trustees shall have absolute power within the School with overall responsibility for the general supervision, direction and control of all aspects of the School. Such powers of the Board of Trustees shall include without limitation the following powers:
 - (a) to appoint the Members of the Board of Trustees specified in sub-clauses (a) and (b) of clause 1. of Article V and to remove such persons;
 - (b) to appoint and to remove the Director of the School;
 - (c) to appoint committees for the proper exercise and discharge of all or any of the Board of Trustees' powers and responsibilities;
 - (d) to approve the annual audited financial statements of the School and to consider the annual budget and financial forecasts;
 - (e) to ensure compliance by the School with all legislation (including without limitation all relevant Education Acts for the time being in force) and the Charter;
 - (f) to establish procedures for staff appointments (whether academic or otherwise), discipline and appeals;
 - (g) to approve the academic scope and academic structure of the School, and any changes to such scope or structure, after having received advice from the Academic Board;
 - (h) to act as trustees for any purpose to promote, or otherwise in relation to, the objects of the School;
 - (i) to make a Standing Order relating to the employment of academic staff, with power from time to time to revoke amend or add to this Standing Order, provided always that no such Standing Order or such revocation amendment or addition shall take effect until approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
 - (j) to make other Standing Orders subject to this Our Charter for governing, or otherwise in respect of any matter of whatever nature relating to, the School or its constituent parts, for the promotion of the objects of the School and for the facilitation of any of the provisions of this Our Charter; the power to make Standing Orders shall include the power from time to time to add to, amend or repeal any Standing Orders so made.
2. The School may pay any properly incurred and reasonable expenses to any Member of the Board of Trustees as the Board of Trustees may from time to time determine.

ARTICLE V

Membership of the Board of Trustees

1. There shall be a Board of Trustees which shall comprise 21 members:
 - (a) the Chair, who shall be appointed by the Board of Trustees and who shall be a lay member;
 - (b) twelve further lay members, to be appointed by the Board of Trustees except for one who shall be appointed on the nomination of the Secretary of State for Foreign and Commonwealth Affairs;
 - (c) the Director of the School, ex officio;
 - (d) four members of the Academic Board, comprising the Pro-Directors and two academic members of staff, nominated by Academic Board;
 - (e) one professional services member of staff, nominated by the Director and approved by Academic Board;
 - (f) two student members, nominated by the Students' Union Executive Committee, each of whom must either be a Sabbatical Officer of the SOAS Students' Union or a full-time registered student of the School.
2. None of the persons to be appointed under sub clauses (a) or (b) above shall be an employee, the holder of any office or a registered student of the School.
3. All members, except those specified in clause 1 (f) above and ex officio members, shall be appointed for a term of office of four years. They may be re-appointed for one further term of four years.
4. Members specified in clause 1 (f) shall serve for one year. They may serve for one further year only.
5. The Chair shall be appointed by the Board of Trustees for a term of office of four years. They may be re-appointed to this position for one further term of four years.
6. Lay members of the Board of Trustees shall be appointed by the Board of Trustees to act as a Vice-Chair, an Honorary Treasurer and a Chair of the Audit Committee. They shall be appointed to these positions for a term of office of four years. They may be re-appointed to these positions for one further term of four years.
7. No member serving under clauses 5 and 6 above shall serve in total on the Board of Trustees for a period longer than twelve years.
8. A casual vacancy in the Board of Trustees by death, resignation, incapacity or otherwise shall be filled as soon as conveniently may be.
9. The acts or proceedings of the Board of Trustees shall not be invalidated by any vacancy in their number, nor by any irregularity in the appointment at any time of any Member of the Board of Trustees.
10. Any Member of the Board of Trustees may at any time resign by writing addressed to the Chair of the Board of Trustees.

11. The Board of Trustees shall appoint a Clerk to act as Secretary to the Board of Trustees and this shall normally be the Secretary.

ARTICLE VI

The Academic Board

1. There shall be an Academic Board of the School the terms of reference and membership of which will be determined by the Board of Trustees.
2. The Academic Board shall be responsible for:
 - (a) advising the Board of Trustees on any proposal relating to the academic scope, academic structure and academic standards of the School; and
 - (b) bringing to the attention of the Board of Trustees any matter which in the opinion of the Academic Board affects the teaching and/or research of the School.

ARTICLE VII

The Director

1. The Director of the School shall be its chief executive officer and shall be an ex officio member of the Board of Trustees.
2. The Director shall have responsibility to provide academic leadership; to ensure the achievement of the objects of the School; to provide effective administration of the School's affairs; and to represent the interests of the School generally.
3. The Director shall have such other powers and duties as the Board of Trustees shall consider from time to time necessary or desirable.

ARTICLE VIII

The University of London

As a constituent college of the University of London the School may prepare and examine students for degrees of the University of London.

ARTICLE IX

Further Provisions

1. Neither gender, race or religion nor opinions upon any religious, racial, political or sexual subjects shall qualify, or disqualify, any person for membership of the Board of Trustees or for appointment to any office or employment or for admittance to any course of instruction or for any Fellowship, Diploma or other certificate of distinction or for any emolument in or in connection with the School.
2. The School shall not make any dividend, gift or bonus, whether in cash or in kind, to any Member of the Board of Trustees or any other body established pursuant to any power in this Our Charter, provided that the foregoing shall not prevent the School

from paying to any person proper remuneration (whether in cash or in kind) for services rendered to or on behalf of the School.

3. Unless the context otherwise requires the Interpretation Act 1978, as amended or consolidated from time to time, shall apply to the interpretation of this Our Charter as it applies to the interpretation of an Act of Parliament so, however, that this Our Charter shall always be construed and adjudged in the most favourable and beneficial sense for the best advantage of the School and the promotion of the objects of this Our Charter as well in all Our Courts as elsewhere any non-recital, mis-recital, uncertainty or imperfection herein notwithstanding.
4. The Board of Trustees may, by resolution in that behalf, passed at any meeting by a majority of not less than three-quarters of the Members present and voting, add to, amend or repeal this Our Charter and such addition, amendment or repeal shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as added to, amended, or repealed in manner aforesaid.

Standing Orders of the Board of Trustees

These Standing Orders were first issued in July 1997 by the Board of Trustees, under the powers conferred by the then Article V (now Article IV) of the Charter of Incorporation. They have been subject to amendment by Board of Trustees since that date.

I Board of Trustees

- (i) In furtherance of its overall responsibility for the general supervision, direction and control of the School, the Board of Trustees may override any decision made by any other properly constituted body of the School or any Lay or School Officer.
- (ii) The Board of Trustees will elect a Chair, Vice-Chair and Honorary Treasurer for a term of office of 4 years, re-electable once. The Vice-Chair and Honorary Treasurer must be elected from the membership of the Board of Trustees.
- (iii) The Board of Trustees will normally hold ordinary meetings four times per annum. The Registrar, the Secretary, the Director of Finance & Planning and the Deans shall be in attendance.
- (iv) The Board of Trustees will only amend its Standing Orders and the procedures for the conduct of committee meetings at an ordinary meeting.
- (v) The Board of Trustees will appoint the following Standing Committees and approve their membership and terms of reference:
 - Academic Board
 - Audit Committee
 - Executive Board
 - Health, Safety & Security Committee
 - Honorary Degrees & Fellowships Committee
 - Nominations Committee
 - Resources & Planning Committee
 - Senior Staff Remuneration Committee
- (vi) The Board of Trustees will appoint the Director of the School and will establish an Appointments Committee for this purpose;
- (vii) The Board of Trustees will appoint a Clerk to the Board of Trustees² of the School and will establish an Appointments Committee for this purpose;
- (viii) The Board of Trustees will appoint two Pro-Directors, on the recommendation of the Director, following appropriate internal consultation procedures. The Pro-Directors will normally serve for a period of five years, renewable once for a period of up to five years;
- (ix) The Board of Trustees will appoint three Deans of Faculty on the recommendation of the Director following appropriate appointment procedures. The Deans of Faculty will normally serve for five years, renewable once for a period of up to five years;
- (x) The Board of Trustees will appoint each year external auditors on the recommendation of Audit Committee;

² The Clerk to the Board of Trustees would normally be the Secretary.

- (xi) The Board of Trustees will keep under review the School's Charter and will approve any changes to the Charter for recommendation to the Privy Council;
- (xii) In furthering its overall responsibilities the Board of Trustees will:
 - (a) Approve the School's corporate strategic plans and financial forecasts;
 - (b) Approve the annual budget and the annual accounts;
 - (c) Approve capital projects and other contracts with a total cost exceeding the limit set out in the Budgetary Authorities;
 - (d) Approve proposals for the School to raise its HEFCE determined external borrowing limit;
 - (e) Approve changes in the allocation of the School's investment funds in excess of £2 million;
 - (f) Seek and consider the advice of Academic Board on matters affecting the academic scope and academic structure of the School;
 - (g) Approve changes to the academic structure of the School;
 - (h) Implement the staffing procedures laid down by the University Commissioners and other relevant legislation;
 - (i) Provide members to serve on panels to consider final appeals under staff and student grievance and disciplinary procedures;
 - (j) Approve the Director's annual report;
 - (k) Approve changes to Standing Orders, such changes to be made only at an ordinary meeting of the Board of Trustees;
 - (l) Make arrangements for the delegation of responsibility to the Chair and other Lay and School Officers;
 - (m) Make arrangements for the declaration of interests and other governance procedures according to the Higher Education Funding Council for England guidelines and standards of good practice recommended by the Committee of University Chairs;
 - (n) Execute all other necessary business in the furtherance of the aims of the School;
 - (o) Oversee the monitoring of institutional effectiveness;
 - (p) Monitor the Schools risk environment and monitor and approve the School's risk register.
- (xiii) The Board of Trustees will publish on an annual basis the appropriate year's audited accounts and the Director's annual report. These will be published no later than 31 December each year.

Annexes XVII and XVIII contain information about the Board of Trustees' primary responsibilities and reserved powers.

II Academic Board

Academic Board reports to the Board of Trustees.

- (i) The membership of Academic Board will comprise

Chair:

Director (Chair)

Ex-officio Members:

Two Pro-Directors

Three Deans

Head of Doctoral School

Registrar

Director of Library & Information Services

Other Members:

One Associate Dean (Learning & Teaching)

One Associate Dean (Research)

Four members of academic staff from each Faculty Board nominated by Faculty Board through a process to be agreed within the Faculty

Two student members nominated by the Students' Union Executive, each of whom must either be a Sabbatical Officer of the SOAS Students' Union or a full-time registered student of the School

In attendance

Director of Academic Services

Director of Research & Enterprise

Head of IFCELS

Students' Union Manager

- (ii) The Registrar will nominate a Secretary. The Board will normally hold three ordinary meetings per session;
- (iii) Academic Board will appoint the following Standing Committees. Academic Board will receive regular reports from these committees;

Academic Development Committee

Equality & Diversity Committee (reports also to Resources & Planning Committee)

Faculty Boards

Learning and Teaching Quality Committee (reports through Academic Development Committee)

Research & Enterprise Committee

Student Experience Committee (reports through Academic Development Committee)

Academic Board may delegate activities and authorities to its Standing Committees as appropriate, but retains overall responsibility for these.

- (iv) The remit of Academic Board is to advise the Board of Trustees on any proposal relating to the academic scope, academic structure and academic standards of the School and to bring to the attention of the Board of Trustees any matter which in the opinion of Academic Board affects the teaching and/or research of the School.
- (v) Academic Board will have the following terms of reference:
- (a) To make arrangements for the delegation of responsibility as necessary to Standing Committees, the Chair and other School Officers;

- (b) To advise the Board of Trustees on the strategic development and future direction of the School's academic activities, as incorporated in the strategic plan and sub-strategies, and to keep these under review;
- (c) To approve strategies/sub-strategies where this responsibility has been delegated from the Board of Trustees
- (d) To receive reports from its Committees, the Pro-Director (Learning & Teaching) and other School Officers in respect of educational developments and to approve recommendations as appropriate;
- (e) To receive reports on other issues which fall within its remit from its Committees, the Pro-Directors and other School Officers and to approve recommendations as appropriate;
- (f) To receive reports from the Regional Centres through the Pro-Director (Research & Enterprise), and from other School Centres through the appropriate Dean of Faculty and to approve recommendations as appropriate;
- (g) To determine academic policy where this responsibility has not been devolved;
- (h) To receive reports on quality assurance and quality assessment measures employed by the School, to approve recommendations as appropriate, and to review outcomes;
- (i) To consider matters affecting the academic scope, academic structure and academic standards of the School or any other matter reasonably falling within the remit of Academic Board and advise the Board of Trustees, Resources & Planning Committee, or Executive Board as appropriate;
- (j) To establish regulations and procedures for compliance with the Statutes and Ordinances of the University of London, and to award degrees;
- (k) To establish regulations and procedures for School awards and to award School qualifications;
- (l) To receive reports from Resources & Planning Committee.

III Audit Committee

Audit Committee reports to the Board of Trustees.

- (i) The Committee will consist of at least three lay members of the Board of Trustees having no executive responsibility for the management of the School. At least one member will have recent relevant experience in finance, accounting or auditing. No member will also be a member of the Resources & Planning Committee, and the membership will not include the Chair of the Board of Trustees.
- (ii) Audit Committee may co-opt others with particular expertise or interests who are not members of the Board of Trustees.
- (iii) The Registrar, the Secretary, the Director of Finance & Planning and the Internal Auditor will attend meetings. The Director and the External Auditors will attend meetings as required.
- (iv) The Audit Committee is authorised to investigate any activity falling within the terms of reference of the Board of Trustees. It is authorised to seek any information it requires from any employee, and all employees are directed to cooperate with any request made by the Committee. The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Director.
- (v) The Registrar will nominate a Secretary. The Committee will normally hold four meetings per session, and the quorum will be two members.
- (vi) The Audit Committee's detailed duties shall be:
 - (a) To advise the Board of Trustees on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors;
 - (b) To discuss if necessary with the External Auditors, before the audit commences, the nature and scope of the audit;
 - (c) To discuss with the External Auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responsibilities, and any other matters the External Auditors may wish to discuss (in the absence of the School's management where necessary);
 - (d) To consider and advise the Board of Trustees on the appointment and terms of engagement of the Internal Auditor and any questions of resignation or dismissal of the Internal Auditor;
 - (e) To review the Internal Auditor's annual audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; to promote co-ordination between the Internal and External Auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the School's needs;
 - (f) To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular review the risk register, the External Auditors' management letter, the Internal Auditor's termly and annual reports and management responses;

- (g) To monitor the implementation of agreed audit-based recommendations, from whatever source;
- (h) To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate the Higher Education Funding Council for England (HEFCE) Accounting Officer, have been informed;
- (i) To oversee the School's policy on fraud and irregularities, including being notified of any action taken under that policy;
- (j) To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness;
- (k) To receive any relevant reports from the National Audit Office, HEFCE and other organisations;
- (l) To monitor annually the performance and effectiveness of the External and Internal Auditors, including any matters affecting their objectivity, and to make recommendations to the Board of Trustees on their reappointment where appropriate;
- (m) To consider, in the presence of the External Auditors, the draft annual accounts for recommendation to the Board of Trustees including consideration of External Auditors' formal opinion, the statement of Governors' responsibilities and the statement of internal control, in accordance with HEFCE's accounts directions;
- (n) To review the School's data quality policy and to satisfy itself that appropriate arrangements are in place to ensure the quality of the School's data;
- (o) To report as appropriate to the Board of Trustees, but in any event at least annually. The annual report will cover the financial year and any significant events up to the date of preparing the report and will give the Committee's opinion on the adequacy and effectiveness of the Institution's arrangements for: -
 - * risk management (including the accuracy of the statement of internal control included in the annual accounts), control and governance;
 - * economy, efficiency and effectiveness;
 - * the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA) , HEFCE and other funding bodies.
- (p) In the event of the merger or dissolution of the School, to ensure that the necessary actions are completed, including arranging for a final set of accounts to be completed and signed.

IV Executive Board

Executive Board reports to the Board of Trustees.

- (i) The membership of Executive Board will comprise
 - Chair:**
Director
 - Ex-officio Members:**
Pro-Director (Learning & Teaching)
Pro-Director (Research & Enterprise)
Deans of Faculty
Registrar
Director of Finance & Planning
Director of Human Resources
- (ii) The Registrar will nominate a Secretary. The Board will hold ordinary meetings as necessary and the quorum will be three members.
- (iii) The remit of the Board is to advise the Director on the exercise of his/her authority vested by the Charter and Standing Orders with respect to general matters of policy, planning and corporate strategy, making recommendations to Academic Board, Resources & Planning Committee and the Board of Trustees, as necessary. The Board will also act within delegated authority on behalf of other Standing Committees and will co-ordinate and progress School business.
- (iv) The Board will have the following terms of reference:
 - (a) To advise the Director on the exercise of his/her authority in respect to planning and corporate strategy;
 - (b) To advise senior academic and administrative officers on the exercise of their authority in respect of School policy and Codes of Practice;
 - (c) To co-ordinate the academic and non-academic management of the School;
 - (d) To oversee the conduct of business between major Committees;
 - (e) To lead and co-ordinate the strategic planning process and Higher Education Funding Council for England returns and initiatives;
 - (f) To approve strategies/sub strategies where this responsibility has been delegated from the Board of Trustees;
 - (g) To consider and prioritise strategic issues, taking account of the resource implications, setting appropriate budgets to enable the School to deliver its priorities, and approving expenditure as delegated by the Board of Trustees;
 - (h) To approve the School's non-academic policies, making recommendations for approval to the Board of Trustees where the Board of Trustees approval is required;
 - (i) To receive reports from other Committees as appropriate.

V Health, Safety & Security Committee

Health, Safety & Security Committee reports to the Board of Trustees.

- (i) The membership of the Health, Safety & Security Committee will comprise:
 - Chair:**
A member of staff, appointed by the Board of Trustees (normally the Secretary)
 - Ex-officio Members:**
Secretary (normally the Chair)
Director of Estates & Facilities
Human Resources Manager (Equality & Diversity)
Safety Advisor
 - Other Members:**
All Faculty and Directorate Safety Representatives
1 member of academic staff nominated by Research & Enterprise Committee
1 representative from each of the recognised Trades Unions
1 enrolled student nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) The Health, Safety & Security Committee will have the following terms of reference:
 - (a) To propose and consider policy changes with respect to the health, safety, security and welfare of School staff (including contractors and outsourced workers), students, visitors and of other persons who may be affected by work carried out within or external to the School or as part of the School's activities (including external fieldwork activities carried out in both the United Kingdom and overseas). The term 'health and safety' will include the School's security provision, fire arrangements and occupational health service;
 - (b) To monitor implementation of health and safety policies and codes of practice and to propose changes as necessary;
 - (c) To advise the Board of Trustees through the Secretary on health and safety implications of School strategies and plans, including those relating to the development of the Estate;
 - (d) To provide an annual report of the Committee's activities and recommendations to the Board of Trustees;
 - (e) To monitor compliance with current health and safety and related legislation;
 - (f) To keep under review current, emerging and potential challenges in relation to health and safety in the external environment that could have impact on School activities (including proposed changes to legislation), discuss the implications and provide advice on possible responses and implement change where appropriate;
 - (g) To monitor the School's health and safety risk management strategies;

- (h) To advise the Board of Trustees through the Secretary on the management of risks in relation to health and safety and monitor actions taken to minimise these risks;
- (i) To provide input into the School's emergency and business continuity planning;
- (j) To review accidents, incidents, hazardous occurrences, sickness absence and ill health (including stress) related to work undertaken by staff, students and visitors, and to ensure corrective action is undertaken and consider implications for strategy, policy or practice;
- (k) To ensure appropriate health and safety training is provided and to monitor its effectiveness;
- (l) To provide guidance to managers, other staff, students and visitors about policy and practice concerning health and safety;
- (m) To keep under review the provision of information and communication of health and safety information;
- (n) To consider reports from the management representatives, Union safety representatives, staff and student representatives and any other appropriate bodies, including any audit or inspection reports.

VI Honorary Degrees & Fellowships Committee

Honorary Degrees & Fellowships Committee reports to the Board of Trustees.

- (i) The membership of Honorary Degrees & Fellowships Committee will comprise

Chair:

Director

Ex-officio Members:

Chair of the Board of Trustees

Vice Chair of the Board of Trustees

Pro-Director (Learning & Teaching)

Pro-Director (Research & Enterprise)

Secretary

Other Members:

1 Dean nominated by the Director

2 members of Academic Board nominated by the Director

1 of the Students' Union Presidents nominated by the Students' Union Executive Committee

- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.

- (iii) The Committee will have the following terms of reference.

After considering any suggestions from members of the School:

- (a) to make recommendations to the Board of Trustees that the School should award Honorary Fellowships to particular individuals;
- (b) to make recommendations to the Board of Trustees that the School should award Honorary Degrees to particular individuals.

VII Nominations Committee

Nominations Committee reports to the Board of Trustees.

- (i) The membership of Nominations Committee will comprise
 - Chair:**
Chair of the Board of Trustees
 - Ex-officio Members:**
Vice Chair of Board of Trustees
Director
Secretary
 - Other Members:**
2 lay members of the Board of Trustees appointed by Board of Trustees
A Pro-Director
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) The Committee will have the following terms of reference.
 - (a) To advise the Board of Trustees on the appointment and re-appointment of individuals as lay members of the Board of Trustees and other committees, giving due consideration to the need for an appropriate balance of skills on the Board of Trustees and of the specific need of committees for specialist skills;
 - (b) To approve minor amendments to the School's procedures for recruiting the Board of Trustees members, and to recommend to the Board of Trustees any major changes to these procedures.

VIII Resources & Planning Committee

Resources & Planning Committee reports to the Board of Trustees.

- (i) The membership of the Resources & Planning Committee will comprise
- Chair:**
Honorary Treasurer
 - Ex-officio Members:**
Chair of the Board of Trustees
Vice-Chair of the Board of Trustees
Chair of Estates & Infrastructure Committee
Director
Pro-Director (Learning & Teaching)
Pro-Director (Research & Enterprise)
Registrar
 - Other Members:**
3 lay members (at least 1 of whom should be a member of the Board of Trustees)
1 member of the Board of Trustees from Academic Board
1 member of Academic Board
1 Students' Union Co-President nominated by the Students' Union Executive Committee
- (ii) The Deans of Faculty and the Director of Finance & Planning will be in attendance. The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) The Committee will agree from time to time provisions for the delegation of financial authority to the Chair, School Officers and other budget holders.
- (iv) Resources & Planning Committee will appoint the following Standing Committees;
- Equality & Diversity Committee (also reports to Academic Board)
 - Estates & Infrastructure Committee
 - External Relations & Communications Committee
 - Human Resources Committee
 - Information Strategy Committee
- Resources & Planning Committee will receive reports from these committees on a regular basis, with a minimum of one report being made each session. The terms of reference will provide, inter alia, that these Committees report to Resources & Planning Committee but that they also have a duty to keep Academic Board informed of developments.
- (v) Resources & Planning Committee will have the following Panel reporting to it:
- Investment Advisory Panel
- It may delegate activities and authorities to this Panel, as appropriate, but retains overall responsibility for these.
- (vi) Resources & Planning Committee will have the following terms of reference:
- (a) On behalf of the Board of Trustees to monitor the finances of the School and its Faculties and to advise on the financial implications of new proposals, and in particular:
 - (i) To recommend the annual budget;

- (ii) To approve expenditure proposals within the Committee's delegated authority;
 - (iii) To examine capital expenditure proposals and make recommendations;
 - (iv) To recommend financial forecasts;
 - (v) To approve financial regulations.
- (b) To review the annual results against budget and to approve the financial statements and report of the Honorary Treasurer, for recommendation to the Board of Trustees;
 - (c) To approve banking arrangements;
 - (d) To approve investment arrangements;
 - (e) To take emergency action on behalf of the Board of Trustees on any matter referred to it by the Chair or Vice-Chair of the Board of Trustees;
 - (f) To ensure that Academic Board is informed about the financial affairs of the School;
 - (g) To consider proposed revisions of Standing Orders for recommendation to the Board of Trustees;
 - (h) To co-ordinate the development of the School's strategic and related plans, and to approve strategies/sub strategies where this responsibility has been delegated from the Board of Trustees. To review and update plans as necessary through the provision of challenging and formal criticism, and to recommend the annual return to the Higher Education Funding Council for England. In carrying out this responsibility the Committee may at its discretion co-opt additional members for this purpose only and shall progress any recommendations to Academic Board and the Board of Trustees as appropriate.

IX Senior Staff Remuneration Committee

Senior Staff Remuneration Committee reports to the Board of Trustees.

- (i) The membership of the Senior Staff Remuneration Committee will comprise

Chair:

Chair of the Board of Trustees

Ex-officio Members:

Vice-Chair of the Board of Trustees

Honorary Treasurer

Other Members:

2 lay members of the Board of Trustees nominated by the Board of Trustees

- (ii) The Registrar will be in attendance at meetings and will nominate a Secretary. The Committee will normally hold one ordinary meeting per annum.

- (iii) Senior Staff Remuneration Committee will have the following terms of reference.

To decide upon the following:

- (a) The remuneration and terms and conditions of service of the Director, the Registrar, the Secretary, the Pro-Directors, the Dean of the Faculty of Arts & Humanities, the Dean of the Faculty of Languages & Cultures and the Dean of the Faculty of Law & Social Sciences, taking due account of the performance of the individual post-holder in the preceding 12 months;
- (b) Any severance payment for the staff listed above.

X Academic Staff: Dismissal, Discipline and Grievance Procedures and Related Matters

PREAMBLE

This Standing Order is designed to ensure compliance by the School of forthcoming statutory requirements pertaining to grievance, disciplinary and dismissal matters. The Standing Order is based upon the wording of the Revised Model Statute as drafted by the Universities and Colleges Employers' Association (UCEA) and approved by Privy Council Office on 31 March 2003 and has been adapted to reflect the SOAS mode of governance. It was amended in September 2010, to reflect changes to job titles.

PART I: GENERAL

1. Application

- (1) This Standing Order applies to members of the academic staff (except for those excluded from Part II by clause 5(1) below)

'Member(s) of staff' in this Standing Order means those members of staff to whom this Standing Order applies.

- (2) This Standing Order will override any provision in any contract, term or condition of employment which is inconsistent with this Standing Order, whether dated before or after the commencement of this Standing Order, but -

(i) it shall not affect the validity of any waiver under section 197 of the Employment Rights Act 1996, any compromise agreement under section 203 of the Employment Rights Act 1996, or any similar waiver or agreement permitted by law: and

(ii) it shall not preclude any member of staff deciding or agreeing to terminate employment with the School, whether by voluntary severance, early retirement or otherwise, on whatever terms have been agreed.

- (3) Parts II to V of this Standing Order shall not apply to removal from an appointment as Director, Pro-Director, Dean or Head of Department, or such other posts as have been designated by the Board of Trustees, to which a member of staff has been elected or appointed and which is distinct from that individual's substantive post, where dismissal from the substantive post is not contemplated, but the Board of Trustees shall prescribe a procedure for handling such removals prior to the prescribed or normal termination date, which shall include a hearing panel and an appeal panel.

- (4) This Standing Order shall not apply to the Director, except for Part III, which shall, unless the Board of Trustees, with the Director's concurrence, resolves otherwise, apply to the Director in post at the time it comes into effect, with such modifications and adaptations as the Board of Trustees, with the Director's concurrence, shall prescribe, but it shall not apply to any later Director, even if also the holder of an academic post.

2. General principles of construction and application

- (1) This Standing Order and any Procedures or Regulations made under it shall be applied and construed in every case to give effect to the following guiding principles:
 - (i) to ensure that members of staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges:
 - (ii) to enable the School to provide education, promote learning and engage in research efficiently and economically: and
 - (iii) to apply the principles of justice and fairness.
- (2) Where, in any proceedings under this Standing Order, a member of staff invokes sub (1) (i) above, that claim shall be considered by the person or persons dealing with the matter, and, if it is found that any action has been taken against the member of staff because that member of staff questioned or tested received wisdom or put forward new ideas or controversial opinions, the person or persons dealing with the matter shall cancel that action and it shall be treated as invalid.
- (3) Where there is any issue as to the meaning of “academic freedom” in any proceedings under Parts II, III, IV, V and VI of this Standing Order, regard shall be had to Sections VI and VII of the Recommendation concerning the Status of Higher Education Teaching Personnel adopted by the General Conference of the United Nations Educational, Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997.
- (4) Any reference in this Standing Order to a provision of an Act of Parliament shall be taken to be a reference to that provision as it may have been amended or superseded from time to time.
- (5) In interpreting or construing any provision in this Standing Order, regard shall be had to the Notes on Clauses on the Revised Model Statute issued by the Universities and Colleges Employers Association (September 2003)

3. Dismissal

- (1) For the purpose of this Standing Order, “dismissal” shall have the same meaning as in section 95 of the Employment Rights Act 1996.
- (2) A member of staff may be dismissed if that dismissal is for a reason set out in section 98 of the Employment Rights Act 1996.
- (3)
 - (i) A dismissal by reason of redundancy (other than the non- renewal of a fixed-term contract) shall be handled in accordance with Part II;
 - (ii) a dismissal for disciplinary reasons shall be handled in accordance with Part III;
 - (iii) a dismissal on health grounds shall be handled in accordance with Part IV; and

- (iv) a dismissal on any other grounds, including the non-renewal of a fixed term contract, shall be handled in accordance with Part V.

4. Hearing, appeal and grievance panels

- (1) Any panel established pursuant to clauses 8(1), 10(ii)(d) and (h), 14(2), 17(2) and 18(5) of this Standing Order shall consist of three persons, none of whom shall previously have had any involvement with the case, at least one of whom shall be a lay member of the Board of Trustees and one a member drawn from a list agreed from time to time by Academic Board.
- (2) At any panel within sub-clause (1) above, the member of staff shall be entitled to be represented or assisted by any person.
- (3) Any panel within sub-clause (1) above shall give a reasoned decision in writing which shall be provided to the member of staff and reported to the Board of Trustees.

PART II: REDUNDANCY

5. Application

- (1) The power to dismiss, and the procedures prescribed, under this Part shall not apply to those staff defined in sub-sections (3) to (6) of section 204 of the Education Reform Act 1988 [appointed prior to, and not promoted after, 20 November 1987], who shall for this purpose continue to be subject to such powers, if any, as applied to them prior to the introduction of the Standing Order made by the University Commissioners in the exercise of their powers under sections 203 and 204 of the Education Reform Act 1988.
- (2) This part shall not apply to the non-renewal of a fixed-term contract, which shall be dealt with under clause 16 below.

6. Definition of “redundancy”

Subject to clause 5(2) above, dismissal by reason of redundancy for the purpose of this Part has the same meaning as in section 139 of the Employment Rights Act 1996.

7. Procedure for dismissal by reason of redundancy

- (1) The Board of Trustees shall by Regulation prescribe the procedures for dismissing members of staff on grounds of redundancy, which shall include the following:
 - (i) a preliminary stage involving consultation with appropriate representatives in accordance with and to the extent required by section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 and discussion with the staff concerned;
 - (ii) a procedure which is fair and which allows each staff member concerned, having been informed of the selection criteria to be employed, to make written and oral representations on his or her behalf;

- (iii) provision for informing any member of staff dismissed under this Part of the reasons for the dismissal and, where selection has taken place, why he or she was selected; and
 - (iv) authorising the Director or other person to dismiss any member of staff selected for dismissal under this Part and requiring reports of dismissal to be submitted to the Board of Trustees.
- (2) The procedures following the preliminary stage may be used at any particular time only after the Board of Trustees has first determined that the circumstances are such that the procedures should be instituted.

8. Appeal against dismissal by reason of redundancy

- (1) The Regulations shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part.
- (2) The panel shall be entitled to review all aspects of the matter other than the Board of Trustees' determination under clause 7(2) above.
- (3) The panel shall have the power to reach a final decision on the matter or to remit the matter for further consideration by the body whose decision is being appealed.

III: DISCIPLINARY PROCEDURES

9. Grounds for disciplinary action

Disciplinary action under this Part may be taken, and where found to be appropriate a penalty imposed, in respect of the following:

- (i) conduct amounting to a criminal offence, whether or not there has been a prosecution and conviction, of a kind that is judged in all the circumstances to be relevant to the member of staff's employment by the School:
- (ii) failure, refusal, neglect or inability to perform some or all of the duties or to comply with some or all of the conditions attaching to the post, or performing those duties or complying with those conditions in an unsatisfactory or inadequate manner;
- (iii) conduct of a kind judged to be inappropriate or unacceptable on the part of a holder of the post held by the member of staff, such as (but not confined to) the following:
 - (a) breach of any obligation or duty arising under any of the School's regulations regarding financial matters, harassment, equal opportunities, public interest disclosure, health and safety, or data protection or any other rules, regulations or codes binding on the member of staff;
 - (b) damage to or improper use of School's facilities, premises, property or equipment;

- (c) disruption of, or improper interference with, the activities of the School or of any employee, student, member of Board of Trustees or visitor (other than any lawful industrial action);
- (d) violent, indecent, disorderly, threatening, abusive, insulting or harassing behaviour or language (whether written, spoken or in any other form);
- (e) fraud, deceit, deception or dishonesty in relation to the School or any related activity, including research and examining;
- (f) action likely to cause injury or impair safety;
- (g) divulging information or material received in confidence (unless the disclosure is permitted under the Public Interest Disclosure Act 1998 or in accordance with the University's Public Interest Disclosure Procedure).

10. Disciplinary procedures

The Board of Trustees shall by Regulation promulgate disciplinary procedures for members of staff, which shall provide:

- (i) for less serious matters to be dealt with by warnings following a fair and appropriate procedure and for a member of staff to be able to appeal against the imposition of a warning to a person designated by the Director: and
- (ii) for dealing with more serious matters, which shall include provision for the following:
 - (a) fair and reasonable time limits for each stage;
 - (b) investigating complaints and dismissing those found to be without substance;
 - (c) suspension, on full pay, by the Director pending an investigation or hearing where this is necessary;
 - (d) a hearing by a panel, authorised by the Director, at which the member of staff against whom the complaint has been made shall have been informed of the complaint, shall be entitled to be present, to hear the evidence, to call relevant witnesses, and to examine and cross-examine witnesses (but provision may be made for witnesses in appropriate cases to give their evidence behind a screen or from another room or place and for questions to be asked only by a representative);
 - (e) appropriate penalties, which in addition to warnings and dismissal shall, for staff appointed or promoted after the coming into effect of this Standing Order, include withholding any forthcoming increment in salary, suspension without pay (for up to three months), and reduction in grade and/or loss of title (and 'promoted' for the purpose of this provision shall have the same meaning as in section 204 of the Education Reform Act

1988);

- (f) the award of compensation either to the School or to an individual in respect of any loss caused or damage done;
- (g) designating a member of staff's conduct as constituting "gross misconduct" such as to merit summary dismissal without notice; and
- (h) a right to appeal against the finding of, or penalty imposed by, the panel, including a finding under paragraph (g) above. An appeal shall not take the form of a re-hearing of the evidence and witnesses may be called only with the appeal panel's permission.

11. Code of Practice

In drawing up the procedures, and in any regulations made or action taken thereunder, regard shall be had to section 1 of the Code of Practice on Disciplinary and Grievance Procedures (as may be amended or replaced from time to time) issued in September 2000 by the Advisory Conciliation and Arbitration Service (ACAS) and brought into effect by order of the Secretary of State under section 199 of the Trade Union and Labour Relations (Consultation) Act 1992.

12. Dismissal

- (1) The Director of Human Resources or other designated officer shall give effect to a decision of a panel that a member of staff should be dismissed:
 - (i) where the panel has designated the conduct as "gross misconduct" such as to merit summary dismissal pursuant to clause 10(ii)(g), the Director of Human Resources shall forthwith dismiss the member of staff;
 - (ii) in all other cases, the Director of Human Resources shall issue the notice of dismissal or dismiss together with payment in lieu of notice.
- (2) Any dismissal or notice of dismissal shall be cancelled, withdrawn or modified if an appeal panel decides that the member of staff should not be dismissed or should only be dismissed with notice.

13. Relationship with Part IV

The Regulations shall make provision for dealing with a case in progress under this Part where it emerges that the member of staff's conduct or performance may have been wholly or partly attributable to a medical condition, but any proceedings under this Part shall be valid even if they could have been brought under Part IV, and a member of staff may, subject to the Disability Discrimination Act 1995, be subject to a penalty, including dismissal, under this Part notwithstanding the fact his or her conduct may have been wholly or partly attributable to a medical condition.

PART IV: INCAPACITY ON HEALTH GROUNDS

14. Dismissal on health grounds

- (1) The Board of Trustees shall by Regulation prescribe a procedure for dealing with staff, including dismissal, because of incapacity on health grounds, whether physical or mental.
- (2) The procedure shall include a hearing by a panel, with a right of appeal to another panel, and both panels shall contain an appropriately medically qualified person.
- (3) No member of staff may be dismissed whether under this Part or Part III where that dismissal would contravene the Disability Discrimination Act 1995.

PART V: OTHER DISMISSALS

15. Non-renewal of a fixed-term contract

- (1) The Director, or other person or persons designated by the Director, shall in every case where a fixed contract is due to terminate consider whether that contract should be renewed or extended or a contract of indefinite duration should be offered, having consulted the appropriate representatives in accordance with and to the extent required by section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 and having given an opportunity to the member of staff to make representations.
- (2) A decision not to renew or extend or offer a contract of indefinite duration under the preceding paragraph must be justified on the basis that, in respect of one or more of the following considerations, it is not expedient or desirable to renew or extend the contract or offer a contract of indefinite duration:
 - (i) the availability of funding for the post, or the financial situation;
 - (ii) the individual's performance (following appropriate warnings and counselling);
 - (iii) the need for the post or the duties attaching to the post;
 - (iv) the nature and character of the post;
 - (v) the desirability of making the post permanent and appointing to it after open competition.
- (3) A member of staff whose fixed-term contract is not renewed or extended on termination or is not offered a contract of indefinite duration shall be given full reasons for the decision and shall be entitled to have the decision reviewed by a panel in accordance with a procedure to be prescribed by Regulation.
- (4) The panel, whose decision shall be final, shall consider whether the reasons advanced in support of the decision are reasonable and

supportable.

16. Probationary appointments

- (1) This Part shall also apply to members of staff who have been appointed subject to review after a period of probationary service.
- (2) The Board of Trustees shall by Regulation prescribe a procedure under which staff on probation shall be reviewed and shall include provision for non-confirmation in post at the end of the probationary period if their performance is found to be deficient or for any other substantial reason or reasons they are judged unsuitable to be confirmed in post.
- (3) The review referred to in sub-clause (2) may encompass matters which, in other circumstances, would fail to be dealt with under Parts II, III or IV of this Statute.
- (4) The substance of sub-clauses (3) and (4) of clause 15 shall apply to a member of staff who has not been confirmed in post under this clause.

17. Dismissal on other grounds

- (1) This clause covers dismissals on any ground falling within clause 3(2) other than those covered by Parts II, III, IV and clauses 16,17 and 19 of Part V of this Standing Order (i.e. "some other substantial reason of a kind such as to justify the dismissal of an employee holding the position which the employee held" (Employment Rights Act 1996, s. 98(1)(b); "the employee could not continue to work in the position which he held without contravention (either on his part or on that of his employer) of a duty or restriction imposed by or under an enactment" (s. 98(2)(d)).
- (2) Dismissals covered by sub-clause (1) above shall be handled in accordance with a procedure prescribed by Regulation, which shall include the right to be heard by a panel and the right to appeal to a panel.

PART VI: GRIEVANCE PROCEDURES

18. Grievance Procedure

- (1) The Board of Trustees shall by Regulation promulgate a Grievance Procedure for members of staff and in doing so shall have regard to Section 2 of the Code of Practice (as may be amended or replaced from time to time) referred to in clause 11 above.
- (2) The Procedure shall apply to grievances by members of staff concerning their appointments or employment in relation to matters affecting themselves as individuals or their personal dealings or relationships with other staff of the University, other than those for which provision is made elsewhere in this Standing Order or in respect of the outcome of any matter dealt with under this Standing Order, or where the Board of Trustees has prescribed other procedures, provided those other procedures are no less favourable to the individual than under the Grievance Procedure.
- (3) The Procedure shall provide that consideration of a complaint under the Procedure may be deferred if other proceedings under this Standing Order

concerning the individual and relevant to the application are pending or in progress.

- (4) The Procedure shall provide for the fair and speedy resolution of complaints, informally wherever possible, and for the complainant to be entitled to be assisted by any other member of staff or by a trade union representative at any hearings prior to that under sub-clause (5) below.
- (5) The Procedure shall make provision for a member of staff who is dissatisfied with the outcome of a complaint to be able to have the complaint heard by a Grievance Panel unless the complaint has been ruled frivolous, vexatious or invalid in accordance with the Procedure.

XI School Officers

- (i) The Director has, under the Board of Trustees, responsibility to provide academic leadership; to ensure the achievement of the objectives of the School; to provide effective administration of the School affairs; and to represent the School generally. He/she will have power to act on behalf of the Board of Trustees at any time in routine matters not involving decisions on questions of principle. In matters of urgency not admitting of delay he/she will have power to act on behalf of the Board of Trustees, consulting the Chair, Vice-Chair or Honorary Treasurer where possible, who should otherwise be informed of the action taken at the earliest opportunity. Such action will be reported to the next meeting of the Board of Trustees.
- (ii) The Director will, under the Board of Trustees, be responsible for the discipline of the School and will have the power at all times to take disciplinary action in accordance with any specific regulations relating to discipline which may from time to time be made by, or with the authority of, the Board of Trustees.
- (iii) The Director will have the power to act on behalf of Academic Board and any other Committee of the School in matters of urgency not admitting of delay, providing that he/she will report any exercise of this power to the next meeting of Academic Board or relevant Committee as the case may be. He/she may delegate this reporting to the Chair of the relevant Committee. He/she will, by virtue of his/her office, be a member of every Committee or Sub-Committee of the School with the exception of Audit Committee.
- (iv) The Board of Trustees will appoint members of full-time academic staff of the School to be Pro-Directors, and Deans of Faculty. The normal period of tenure of the office of Pro-Directors and Deans of Faculty will be five years, renewable once for a period of up to five years.
- (v) The Pro-Directors and Deans of Faculty will be ex-officio members of Academic Board and will be responsible for carrying out such duties as the Director will from time to time decide on advice from Academic Board. The Pro-Directors will be ex-officio members of Resources & Planning Committee.
- (vi) In the absence or temporary incapacity of the Director, one or other of the Pro-Directors will exercise the powers and discharge the responsibilities of the Director.
- (vii) The Pro-Director (Research & Enterprise) will be responsible for the oversight of the research profile of the School and for such strategic administrative and other matters as the Director may determine.

He/she will also provide academic leadership, advise the Director on any matters affecting the School, serve on main School Committees and Chair Committees as required.
- (viii) The Pro-Director (Learning & Teaching) will be responsible for the oversight of the teaching profile of the School and for such strategic administrative and other matters as the Director may determine.

He/she will also provide academic leadership, advise the Director on any matters affecting the School, serve on main School Committees and Chair Committees as required.

- (ix) The Secretary will normally be Clerk to the Board of Trustees and will normally act as the Secretary to the Board of Trustees, advising the Chair of the Board of Trustees concerning the exercise of powers of the Board of Trustees and on matters relating to governance.
- (x) The Registrar will be responsible to the Director for all matters relating to the administration of the School and its planning processes not delegated to others reporting directly to the Director. He/she will advise the Director regarding any such matters.

The Registrar will:

- (a) Prepare policies and procedures in accordance with relevant legislation and compliance with them;
 - (b) Oversee the financial business of the School;
 - (c) Oversee arrangements for the enrolment and general welfare of students;
 - (d) Be responsible for all matters regarding employment conditions of staff;
 - (e) Administer School premises and capital projects;
 - (f) Supervise maintenance programmes and related programmes of work;
 - (g) Supervise the administration of all School contracts and control of bought-in services.
- (xi) The Registrar will maintain all necessary administrative contacts with the University of London, its constituent colleges, with the Higher Education Funding Council for England and other organisations relevant to the work of the School and with the School's professional advisors.

XII The School Seal

- (i) The Secretary will be responsible for the control of the School Seal. All documents to which the School Seal will be required to be fixed will be sealed in pursuance of a resolution of the Board of Trustees or under delegated authority, provided that during vacation, and in the case of urgency, the Chair of the Board of Trustees or Vice-Chair may give authority for the sealing of any such document in conjunction with another lay member of the Board of Trustees. The School Seal will be fixed to any document only in the presence of:
 - (a) The Director or the Registrar; and
 - (b) The Secretary or the Director of Finance & Planning.

This authority will not be delegated to any other member of staff except by resolution of the Board of Trustees. Such sealing will be attested by the signature of the persons in whose presence the School Seal is affixed.

- (ii) The Secretary will keep a book in which the sealing of every document will be registered together with the date and the purpose for which the School Seal is affixed. Each such record will be signed by the persons in whose presence the School Seal was affixed.

XIII President of the School

There shall be a President of the School who will hold no executive position and will not be a member of the Board of Trustees. The term of office shall be for 4 years, renewable once by mutual agreement. The President shall be appointed by the Board of Trustees on the recommendation of Nominations Committee.

The President shall be expected to:

- (i) Preside over School graduation and other ceremonies
- (ii) Act as an ambassador for the School, explaining its mission and values
- (iii) Participate in some way in the academic life of the School as agreed with the Director.

ANNEXES TO THE STANDING ORDERS OF THE BOARD OF TRUSTEES

These annexes were issued in July 1997 by the Board of Trustees and updated in June 2002, August 2007 and September 2010 to reflect the new structure of School Committees. These annexes may be amended by the recommendation of appropriate Standing Committees to the Board of Trustees unless specified otherwise (see Annex XI for the procedures for the amendment of Standing Orders).

(i) Committees reporting to Academic Board

Annex I	Academic Development Committee	38
Annex II	Faculty Boards	40
Annex II(i)	Faculty Learning & Teaching Committees	41
Annex II(ii)	Faculty Management Groups	42
Annex II(iii)	Faculty Research Committees	43
Annex III	Learning & Teaching Quality Committee	44
Annex IV	Research & Enterprise Committee	47
Annex IV(i)	Research Ethics Panel	49
Annex V	Student Experience Committee	50

(ii) Committees reporting to Resources & Planning Committee

Annex VI	Estates & Infrastructure Committee	51
Annex VII	External Relations & Communications Committee	52
Annex VIII	Human Resources Committee	54
Annex IX	Information Strategy Committee	55

(iii) Committees reporting to Academic Board and Resources & Planning Committee

Annex X	Equality & Diversity Committee	56
----------------	--------------------------------	-----------

(iv) Procedures

Annex XI	Procedures for the amendment of Standing Orders and Annexes	57
Annex XII	Procedures for the appointment of Heads of Department and Associate Deans	58
Annex XIII	Procedures for the appointment of the Pro-Directors and Deans	59
Annex XIV	Procedures for the Conduct of Committee Meetings	60
Annex XV	Procedures for the delegation of responsibility by the Board of Trustees to the Chair and other Lay and School Officers	62
Annex XVI	Disciplinary and Grievance Procedures	63

(v) Other Annexes

Annex XVII	Statement of Primary Responsibilities of the Board of Trustees	64
Annex XVIII	Reserved Powers of the Board of Trustees	66
Annex XIX	Membership of the Board of Trustees	68
Annex XX	Committee Membership	70
Annex XXI	Register of Interest	71
Annex XXII	Financial Authorities	72
Annex XXIII	The Students' Union	75

Academic Development Committee

Academic Development Committee is a sub-committee of Academic Board. It is required to report to Academic Board on a termly basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Academic Development Committee will comprise
- Chair:**
An academic member of Executive Board nominated by Executive Board (normally the Pro-Director (Learning & Teaching))
- Ex-officio Members:**
Pro-Director (Learning & Teaching) (normally the Chair)
Pro-Director (Research & Enterprise)
Three Deans
Head of Doctoral School
Director of Academic Services
Director of Marketing, Communications & Student Recruitment
Head of IFCELS
Head of Planning
- Other Members:**
1 member of academic staff nominated by each Faculty
1 member of academic staff from each Faculty, nominated by the Chair
2 full members of the Students' Union appointed by the Students' Union Executive Committee.
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Academic Development Committee will have the following subcommittees:
- Learning & Teaching Quality Committee
Student Experience Committee
- It may delegate activities and authorities to these committees, as appropriate, but retains overall responsibility for these.
- (iv) Academic Development Committee will have the following terms of reference.
- (a) To consider strategic planning and policy development matters relating to the School's profile of academic programmes (whether leading to degrees or not), their mode of delivery, partnerships and collaborations, the marketing of these programmes, policy with regard to scholarships and bursaries, student recruitment and widening participation. It also has responsibility for overseeing the maintenance and monitoring of academic standards and quality, and strategic planning and policy development matters relating to the student experience. The committee will make reports and recommendations to Academic Board and other committees where appropriate;
- (b) To oversee the development of a Learning & Teaching Strategy and a Student Administration & Support Strategy in the context of the School's Vision and Strategy for the Centennial and the School's other sub-strategies;
- (c) To monitor the overall delivery of the Learning & Teaching Strategy and the Student Administration & Support Strategy and to review them on an annual basis, recommending changes as appropriate;

- (d) To ensure that the Learning & Teaching Strategy and the Student Administration & Support Strategy contain Performance Indicators and targets and to periodically monitor their delivery;
- (e) To make regular reports to Academic Board regarding the delivery or otherwise of the PIs and targets set in the Learning & Teaching Strategy and the Student Administration & Support Strategy;
- (f) To make an annual report to Academic Board regarding the overall delivery of the Learning & Teaching Strategy and the Student Administration & Support Strategy;
- (g) To receive reports and recommendations from its sub-committees, and to make reports and recommendations to Academic Board as appropriate;
- (h) To receive reports from Research & Enterprise Committee in respect of the development and delivery of those areas of the Learning & Teaching Strategy which relate to research degrees, and the quality of the School's provision for research students;
- (i) To recommend to Academic Board changes to academic regulations, including those related to admissions, assessment and progression, and to note changes to related policies, procedures, guidelines and codes of practice approved by Learning & Teaching Quality Committee;
- (j) To monitor the delivery of the School's Access Agreement and to advise the Pro-Director (Learning & Teaching) on proposals being made to Academic Board for its future development.

Faculty Boards

Faculty Boards report to Academic Board.

- (i) The membership of Faculty Boards will comprise:
 - Chair:**
Dean of Faculty
 - Ex-officio Members:**
Associate Deans (number depends on Faculty)
Heads of Department (number depends on Faculty)
 - Other Members:**
Academic staff equivalent in number to Heads of Department elected by the academic members of those Departments, with a named deputy to attend in the absence of the academic member or Head of Department
One member of non-academic staff from the Faculty
Two student members – one postgraduate, one undergraduate
- (ii) The Registrar will nominate a Secretary. The Library & Information Services Assistant Director (Teaching & Research Support) will be in attendance. There will normally be one meeting of the Board per term.
- (iii) The remit of the Faculty Board is to consider strategic planning and policy development matters in relation to the Faculty
- (iv) Faculty Boards will have the following terms of reference:
 - (a) To oversee the development of the Faculty Strategic Plan;
 - (b) To monitor the overall delivery of the Faculty Strategic Plan and to review this on a regular basis;
 - (c) To ensure that the Faculty Strategic Plan contains Performance Indicators and targets, and to periodically monitor their delivery;
 - (d) To make an annual report to Academic Board regarding the overall delivery of the Performance Indicators and targets in the Faculty Strategic Plan;
 - (e) To note the terms of reference of its sub-committees,
 - Faculty Learning & Teaching Committee
 - Faculty Management Group
 - Faculty Research Committee

and to approve the membership of Committees, Panels and Groups where this is the responsibility of Faculty Board;

The terms of reference will provide, inter alia, that these Committees, Panels and Groups report to the Faculty Board but that they also have a duty to keep the relevant Sub-Committees of Academic Board informed of developments;
 - (f) To approve the appointment of Research Associates.

Faculty Learning & Teaching Committees

Faculty Learning & Teaching Committees report to Faculty Boards.

- (i) The membership of Faculty Learning and Teaching Committees will comprise
 - Chair:**
Associate Dean (Learning and Teaching), or equivalent
 - Ex-officio Member:**
Head of Registry
 - Other Members:**
One academic member from each Department nominated by the Department
One teaching assistant (Arts and Humanities only)
Two lecturers and/or other teachers (Languages and Cultures only)
Two students, one taught postgraduate, one undergraduate
- (ii) The Registrar will nominate a Secretary. The Team Leader Student Support Team, a representative of the Library and a representative of Student Services will be in attendance. There will normally be two ordinary meetings of the Committee per term.
- (iii) The remit of the Committee is to make proposals for curriculum management and development, ensuring that these meet School-wide quality standards and address priorities, and to keep under review and monitor aspects of student support services where they relate to taught courses.
- (iv) Faculty Learning & Teaching Committees will have the following terms of reference:
 - (a) To ensure that proposals for inter-Faculty degrees are properly coordinated;
 - (b) To approve proposals for curriculum development, new courses, and the amendment to or withdrawal of existing courses, ensuring that these meet quality standards and School requirements;
 - (c) To recommend to the Joint Faculties Programme Panel proposals for new programmes of study, and proposals to amend or withdraw existing programmes, ensuring that these proposals meet quality standards and School requirements;
 - (d) To keep under review and monitor aspects of student support services where they relate to taught courses and to make recommendations to Faculty Board and/or Faculty Management Group where appropriate;
 - (e) To consider reports from Visiting Examiners and to report to Learning and Teaching Quality Committee on these reports;
 - (f) To receive reports as appropriate from Departments, and to consult them on matters concerning learning and teaching;
 - (g) To report to Faculty Board and/or Faculty Management Group on a regular basis, and make an annual report to Learning and Teaching Quality Committee on the learning and teaching activities of the Faculty.

Faculty Management Groups

Faculty Management Groups report to Faculty Boards.

- (i) The membership of Faculty Management Groups will comprise
 - Chair:**
Dean of Faculty
 - Ex-officio Members:**
Associate Deans
Heads of Department
- (ii) The Registrar will nominate a Secretary. The Group will normally hold meetings every two weeks during term time.
- (iii) The remit of the Group is to advise the Dean on the exercise of his/her authority granted by the Charter and Standing Orders, to act within delegated authority on behalf of other Standing Committees and to co-ordinate and progress the Faculty's business.
- (iv) Faculty Management Groups will have the following terms of reference:
 - (a) To co-ordinate the academic and non-academic management of the Faculty;
 - (b) To oversee the implementation of the Faculty Strategic Plan and to report regularly to Faculty Board on progress;
 - (c) To oversee the implementation of learning and teaching policy and research policy within the Faculty and to report regularly to Faculty Board on progress;
 - (d) To approve in principle new programme proposals;
 - (e) To report to relevant Faculty and School Committees as appropriate;
 - (f) To devise and recommend to Faculty Board Faculty policy on staff development and training, in consultation with the Staff Development Manager, and to ensure that it is implemented.

Faculty Research Committees

Faculty Research Committees report to Faculty Board

- (i) The membership of Faculty Research Committees will comprise
 - Chair:**
Associate Dean (Research), or equivalent (Chair)
 - Other Members:**
One academic member from each Department
Two research students
- (ii) The Registrar will nominate a Secretary. A representative of Registry and a representative of the Research & Enterprise Office will be in attendance. There will normally be two ordinary meetings of the Committee per term.
- (iii) The remit of the Committee is to consult with Departments and to formulate and to keep under review the Faculty's research strategy, making recommendations to Research & Enterprise Committee and other committees as appropriate.
- (iv) Faculty Research Committees will have the following Panel(s) reporting to them, where this is agreed as appropriate by the relevant Faculty:

Research Panel(s)

Faculty Research Committees may delegate activities and authorities to the Panel(s), as appropriate, but retains overall responsibility for these.

- (v) Faculty Research Committees will have the following terms of reference:
 - (a) To recommend to Faculty Board a research strategy for the Faculty and to keep this under review;
 - (b) To allocate such funds as are set aside for this purpose to support research initiatives for the Faculty under delegated authority from Research & Enterprise Committee, and to present an annual report and accounts to Research & Enterprise Committee;
 - (c) To keep under review and monitor matters relating to research students in the Faculty and to make recommendations to Faculty Board and/or Faculty Management Group where appropriate;
 - (d) To recommend to Faculty Board proposals for research leave.

Learning & Teaching Quality Committee

Learning & Teaching Quality Committee is a sub-committee of Academic Development Committee. It is required to report to Academic Development Committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Learning & Teaching Quality Committee will comprise
 - Chair:**
A Dean
 - Ex-officio Members:**
Associate Deans (Learning & Teaching) (or equivalent)
Director of Academic Services
Head of IFCELS
Head of Registry
 - Other Members:**
3 members of academic staff nominated by the Chair, 1 of whom should be the Chair of the Periodic Review Panels
2 full members of the Students' Union nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold five ordinary meetings per annum.
- (iii) Learning & Teaching Quality Committee will have the following Panel reporting to it:
 - Joint Faculty Programme Panel

It may delegate activities and authorities to this Panel, as appropriate, but retains overall responsibility for these.
- (iv) Learning & Teaching Quality Committee will have the following terms of reference.
 - (a) To advise Academic Development Committee on the development of those aspects of the School's Learning & Teaching Strategy that relate to the maintenance and monitoring of the academic standards and quality of learning, teaching and management of all taught programmes of study for which the School is responsible;
 - (b) To approve objectives and policies that maintain and enhance the quality and standards of learning and teaching, in accordance with published internal and external frameworks, requirements and benchmarks, including those laid down by the Quality Assurance Agency and by professional, statutory and regulatory bodies;
 - (c) To advise Research & Enterprise Committee of changes to internal and external frameworks and requirements where these have implications for its work in maintaining the standards of research degrees and the quality of provision for postgraduate research students;
 - (d) To identify and disseminate examples of good practice in learning and teaching, and to advise Academic Development Committee on the development of the strategic approach to the quality enhancement across the School;

- (e) To review and recommend to Academic Development Committee changes to academic regulations, including those relating to admissions, assessment and progression. To approve and review related policies, procedures, guidelines and codes of practice;
- (f) To approve and keep under review the School's procedures for course and programme design and approval; to consider and approve proposals for new programmes of study leading to awards of the University of London or of the School; to report to Academic Development Committee the titles of programmes so approved;
- (g) To consider and approve proposals for the termination of specific programmes of study;
- (h) To consider and approve major changes to existing programmes of study and to recommend to Academic Development Committee any generic policy implications;
- (i) To approve and keep under review the School's procedures for annual programme review; to make an annual report and recommendations to Academic Development Committee on the issues raised; to monitor the implementation of those recommendations;
- (j) To approve and keep under review the School's procedures for periodic departmental and programme review and non-departmental programme review; to approve panel memberships according to procedures laid down by the Committee; to receive the reports, consider and approve their recommendations and monitor their implementation;
- (k) To consider reports from and to external learning and teaching and quality agencies and professional, statutory and regulatory bodies on the standards and quality of the School's provision;
- (l) To approve and keep under review the School's procedures for the appointment of visiting examiners, chairs and deputy chairs of examination boards; to approve nominations for these; to approve procedures for considering visiting examiners' reports;
- (m) To advise Academic Development Committee on the development and implementation of the School's procedures for the consideration of quality and standards in relation to collaborative partnerships;
- (n) To monitor policy relating to the maintenance and enhancement of high quality professional teaching standards and practice;
- (o) To approve term dates;
- (p) To consider an annual report from each of the panels which report to the Committee;
- (q) To consider annual reports from the Faculties, IFCELS and other non-Faculty teaching units as required, which include summaries of the annual programme review process and of visiting examiners' reports, and action taken;
- (r) To make an annual report to Academic Development Committee regarding the delivery of the School's academic standards and quality of learning and teaching;

- (s) To make reports as required to the University of London and to ensure implementation of recommended action.

Research & Enterprise Committee

Research & Enterprise Committee is a sub-committee of Academic Board. It is required to report to Academic Board on a termly basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Research & Enterprise Committee will comprise
- Chair:**
An academic member of Executive Board nominated by Executive Board (normally the Pro-Director (Research & Enterprise))
- Ex-officio Members:**
Pro-Director (Research & Enterprise) (normally the Chair)
Pro-Director (Learning & Teaching)
Deans
Head of Doctoral School
Director of Library & Information Services
Director of Research & Enterprise
- Other Members:**
1 Associate Dean (or equivalent) nominated by each Faculty
1 member of academic staff nominated by each Faculty
2 research students nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Research & Enterprise Committee will have the following Panel and Group reporting to it:
- Research Ethics Panel
Doctoral School Management Group
- It may delegate activities and authorities to this Panel and Group, as appropriate, but retains overall responsibility for these.
- (iv) Research & Enterprise Committee will have the following terms of reference.
- (a) To consider strategic planning and policy development matters relating to research and enterprise, and to provide reports for and make recommendations to Academic Board and other committees as appropriate;
 - (b) To oversee the development of a Research & Enterprise Strategy in the context of the School's Vision and Strategy for the Centennial and the School's other sub-strategies;
 - (c) To monitor the overall delivery of the Research & Enterprise Strategy and to review it on an annual basis, recommending changes as appropriate;
 - (d) To ensure that the Research & Enterprise Strategy contains Performance Indicators and targets and to periodically monitor their delivery, together with metrics for ongoing research assessment exercises;
 - (e) To make regular reports to Academic Board regarding the delivery or otherwise of the PIs and targets set in the Research & Enterprise Strategy;
 - (f) To make an annual report to Academic Board regarding the overall delivery of the Research & Enterprise Strategy;

- (g) To advise Academic Board and Resources & Planning Committee on business links, intellectual property and the commercial implications of research and knowledge transfer;
- (h) To consider matters relating to the establishment, monitoring and closure of individual Research Centres;
- (i) To advise Academic Development Committee on the development and delivery of those areas of the Learning & Teaching Strategy which relate to research degrees and the quality of the School's provision for research students;
- (j) To oversee the development and implementation of procedures to monitor and maintain the quality and standards of research degrees in accordance with internal and external frameworks and requirements, and to consider the outcomes of such procedures;
- (k) To consider, and where appropriate to advise Academic Board and other committees on
 - (i) strategic planning and policy development matters which directly affect provision to research students;
 - (ii) the implications of research student numbers and completion rates for the external assessment and funding of research in the School generally;
- (l) To advise the School on ethical matters relating to the School's research in accordance with the School's ethics policy and related procedures.

Research Ethics Panel

Research Ethics Panel is a sub-committee of Research and Enterprise Committee. It is required to report to Research and Enterprise Committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of the Research Ethics Panel will comprise:
 - Chair:**
Pro-Director (Research & Enterprise)
 - Ex-officio members**
Associate Deans (Research)
Head of Doctoral School
 - Other members**
1 lay member appointed by the Board of Trustees
1 senior academic from each Faculty to be nominated by the Chair in consultation with the relevant Dean
1 research student appointed by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Panel will normally hold three ordinary meetings per annum.
- (iii) The Panel shall take such advice as it considers necessary in order to fulfil its remit. This advice may be taken from outside the School, as well as from within the School community.
- (iv) Research Ethics Panel will have the following Terms of Reference
 - (a) To consider ethical matters relating to externally and internally funded research, and all research involving human participants.
 - (b) To provide advice to academics and students on ethical matters relating to research in order to ensure that such work complies with recognised ethical standards, that the public, staff and students are protected from harm, and that the reputation of the School is safeguarded.
 - (c) To consider research proposals, publications and other outputs which are referred to the Panel and to assess the ethical issues raised by projects submitted to it for consideration, and to grant or withhold approval.
 - (d) To consider requests to embargo hard and soft copies of PhD theses.
 - (e) To review and revise the Ethics policy and Research governance policy (including procedures for dealing with allegations of research misconduct) as necessary.

Student Experience Committee

Student Experience Committee is a sub-committee of Academic Development Committee. It is required to report to Academic Development Committee on a regular basis. It also has a responsibility to liaise with Resources & Planning Committee and other committees and to keep them informed as necessary.

- (i) The membership of the Student Experience Committee will comprise
 - Chair:**
A Dean
 - Ex-officio Members:**
Director of Academic Services
Director of Estates & Facilities
Director of Library & Information Services
Students' Union General Manager
 - Other Members:**
1 member of academic staff nominated by each Faculty
2 members of professional services/support staff nominated by the Registrar
2 full members of the Students' Union nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Student Experience Committee will have the following terms of reference.
 - (a) To consider strategic planning and policy development matters relating to student support, retention, library, computing and other student services, student employability and the student experience as a whole, and to make recommendations to Academic Development Committee and other committees as appropriate;
 - (b) To oversee the development of Student Administration & Support Strategy in the context of the School's Vision and Strategy for the Centennial and the School's other sub-strategies;
 - (c) To monitor the overall delivery of the Student Administration & Support Strategy;
 - (d) To review the Student Administration & Support Strategy on an annual basis and recommend changes as appropriate;
 - (e) To ensure that the Student Administration & Support Strategy contains Performance Indicators and targets and to periodically monitor their delivery;
 - (f) To make periodic reports to Academic Development Committee regarding the delivery or otherwise of the PIs and targets set in the Student Administration & Support Strategy.
 - (g) To make an annual report to Academic Development Committee regarding the overall delivery of the Student Administration & Support Strategy;
 - (h) To monitor and consider, in general terms, issues arising from students grievance and disciplinary matters which are of concern to the student experience overall.

Estates & Infrastructure Committee

Estates & Infrastructure Committee is a sub-committee of Resources & Planning Committee. It is required to report to Resources & Planning committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Estates & Infrastructure Committee will comprise
- Chair:**
A lay member of the Board of Trustees
- Ex-officio Members:**
Registrar
Director of Estates & Facilities
Director of Finance & Planning
Director of Library & Information Services
- Other Members:**
1 lay member appointed by the Board of Trustees
A Pro-Director
1 Dean nominated by the Pro-Director who is a member of the Committee
1 member of academic staff nominated by each Faculty
1 full member of the Students' Union nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Estates & Infrastructure Committee will have the following terms of reference.
- (a) To consider strategic planning and policy development matters relating to the School's estate and infrastructure, to include its IT infrastructure, and to make recommendations to Resources & Planning Committee, Executive Board and other committees as appropriate;
- (b) To oversee the development of an Estates and Infrastructure Strategy in the context of the School's Vision and Strategy for the Centennial and the School's other sub-strategies;
- (c) To monitor the overall delivery of the Estates and Infrastructure Strategy;
- (d) To review the Estates and Infrastructure Strategy on an annual basis and recommend changes as appropriate;
- (e) To ensure that the Estates and Infrastructure Strategy contains Performance Indicators and targets and to periodically monitor their delivery;
- (f) To make periodic reports to Resources & Planning Committee regarding the delivery or otherwise of the PIs and targets set in the Estates and Infrastructure Strategy;
- (g) To make an annual report to Resources & Planning Committee regarding the overall delivery of the Estates and Infrastructure Strategy.

External Relations and Communications Committee

External Relations and Communications Committee is a sub-committee of Resources & Planning Committee. It is required to report to Resources & Planning Committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of External Relations and Communications Committee will comprise
- Chair:**
Registrar
- Ex-officio Members:**
Director of Development, Alumni & External Engagement
Director of Library & Information Services
Director of Marketing, Communications & Student Recruitment
Head of Careers
Exhibitions Manager
- Other Members:**
1 lay member of the Board of Trustees appointed by the Board of Trustees
A Pro-Director
1 Dean nominated by the Pro-Director who is a member of the committee
1 member of academic staff nominated by each Faculty
1 further academic nominated by the Pro-Director who is a member of the committee
1 full member of the Students' Union nominated by the Students' Union Executive Committee
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) External Relations and Communications Committee will have the following Panel reporting to it:
- Brunei Gallery Advisory Panel
- It may delegate activities and authorities to this Panel, as appropriate, but retains overall responsibility for these.
- (iv) External Relations and Communications Committee will have the following terms of reference.
- (a) To consider strategic planning and policy development matters relating to external relations, media relations and communications, marketing, development and fundraising, and to make recommendations to Resources & Planning Committee, Executive Board and other committees as appropriate;
 - (b) To oversee the development of an External Relations and Communications Strategy for the School in the context of the School's Vision and Strategy and the School's other sub-strategies;
 - (c) To monitor the overall delivery of the External Relations and Communications Strategy;
 - (d) To review the External Relations and Communications Strategy on an annual basis and recommend changes as appropriate;

- (e) To ensure that the External Relations and Communications Strategy contains Performance Indicators and targets and to periodically monitor their delivery;
- (f) To make periodic reports to Resources & Planning Committee regarding the delivery or otherwise of the PIs and targets set in the External Relations and Communications Strategy;
- (g) To make an annual report to Resources & Planning Committee regarding the overall delivery of the External Relations and Communications Strategy.

Human Resources Committee

Human Resources Committee is a sub-committee of Resources & Planning Committee. It is required to report to Resources & Planning Committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Human Resources Committee will comprise
 - Chair:**
Registrar
 - Ex-officio Members:**
Director of Human Resources
Diversity & Inclusion Manager
 - Other Members:**
1 lay member appointed by the Board of Trustees
1 Dean appointed by the Director
1 member of academic staff nominated by each Faculty
2 members of professional services/support staff nominated by the Registrar
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Human Resources Committee will have the following Panels reporting to it:

- Faculty Promotion Panels
 - School Promotion Panel

The membership and terms of reference of these Panels are determined by School policies and procedures.

- (iv) Human Resources Committee will have the following terms of reference.
 - (a) To consider strategic planning and policy development matters relating to human resources, leadership and management and to make recommendations to Resources & Planning Committee, Executive Board and other committees as appropriate;
 - (b) To oversee the development of a Human Resources Strategy for the School in the context of the School's Vision and Strategy for the Centennial and the School's other sub-strategies;
 - (c) To monitor the overall delivery of the Human Resources Strategy;
 - (d) To review the Human Resources Strategy on an annual basis and recommend changes as appropriate;
 - (e) To ensure that the Human Resources Strategy contains Performance Indicators and targets and to periodically monitor their delivery;
 - (f) To make periodic reports to Resources & Planning Committee regarding the delivery or otherwise of the PIs and targets set in the Human Resources Strategy;
 - (g) To make an annual report to Resources & Planning Committee regarding the overall delivery of the Human Resources Strategy.

Information Strategy Committee

Information Strategy Committee is a sub-committee of Resources & Planning Committee. It is required to report to Resources & Planning Committee on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Information Strategy Committee will comprise

Chair:

A Pro-Director

Ex-officio Members:

Director of Academic Services

Director of Library & Information Services

Director of Marketing, Communications & Student Recruitment

Head of Planning

Other Members:

1 Dean nominated by the Chair

1 member of academic staff nominated by each Faculty

1 full member of the Students' Union nominated by the Students' Union Executive Committee

- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum.
- (iii) Information Strategy Committee will have the following terms of reference.
- (a) To consider strategic planning and policy development matters relating to the School's requirements for managing its intellectual property (including the holdings of the SOAS Library) and the provision and management of information essential for its teaching, learning and research, management information and information compliance, and to make recommendations to Resources & Planning Committee, Academic Board, Executive Board and other committees as appropriate;
 - (b) To oversee the development of an Information Strategy in the context of the School's Vision and Strategy and the School's other sub-strategies;
 - (c) To monitor the overall delivery of the Information Strategy;
 - (d) To review the Information Strategy on an annual basis and recommend changes as appropriate;
 - (e) To ensure that the Information Strategy contains Performance Indicators and targets and to periodically monitor their delivery;
 - (f) To make periodic reports to Resources & Planning Committee regarding the delivery or otherwise of the PIs and targets set in the Information Strategy;
 - (g) To make an annual report to Resources & Planning Committee regarding the overall delivery of the Information Strategy.

Equality & Diversity Committee

Equality & Diversity Committee is a sub-committee of Academic Board and Resources & Planning Committee. It is required to report to Academic Board on a termly basis and to Resources & Planning Committee regularly. It also has a responsibility to liaise with other committees and to keep them informed as necessary.

- (i) The membership of Equality & Diversity Committee will comprise
 - Chair:**
An academic member of Executive Board nominated by Executive Board
 - Ex-officio Members:**
Secretary
Director of Human Resources
Diversity & Inclusion Manager
Student Disability Advisor
 - Other Members:**
1 lay member appointed by the Board of Trustees
1 Dean nominated by the Director
1 member of academic staff nominated by each Faculty
2 full members of the Students' Union appointed by the Students' Union Executive Committee
2 members nominated by the Trade Unions recognised by the School (one each from UCU/Unison), with a named substitute entitled to attend in a member's absence
- (ii) The Registrar will nominate a Secretary. The Committee will normally hold three ordinary meetings per annum. A maximum of 3 named Students' Union Officers will be in attendance at meetings.
- (iii) The Equality & Diversity Committee will have the following terms of reference
 - (a) To consider strategic planning and policy development matters relating to equality and diversity, and to make recommendations to Academic Board, Resources & Planning Committee and other committees as appropriate;
 - (b) To monitor the delivery of aspects of approved School strategy relating to equality and diversity, and to ensure that any additional monitoring required to enable the School to meet its legal obligations is carried out in a suitable and timely fashion.

Procedures for the Amendment of Standing Orders and Annexes

1. The Board of Trustees is responsible for approving all amendments to Standing Orders and its Annexes.
2. The Board of Trustees may not add to, amend, or revoke any Standing Order or Annex in force for the time being except at an ordinary meeting.
3. All Standing Committees of the Board of Trustees may seek to amend Standing Orders (including Annexes) by making recommendations to the Board of Trustees, with sub-committees of Academic Board and Resources & Planning Committee doing this through their respective parent committee. All other changes to Standing Orders must be submitted in the first instance to Resources & Planning Committee which will determine whether or not a formal recommendation should be made to the Board of Trustees.
4. Details of proposed amendments to Standing Orders and Annexes must be issued to all members of the Board of Trustees with the agenda paper for the meeting at which they are to be considered for adoption.

Appointment Procedures for Heads of Department and Associate Deans

All recruitment, selection and appointment processes will be undertaken in a manner which is consistent with the School's Equal Opportunities Policy and best practice.

Heads of Department

1. Heads of Department will normally serve for a term of four years, renewable once subject to consultation.
2. The Deans will consult with members of each Department concerning the appointment or reappointment of their Head. After consulting with Departments, the Dean will make a recommendation to the Pro-Directors and the Director. Academic Board will note the outcome.
3. Heads of Department will be issued with a formal letter of appointment and a list of responsibilities and duties. In carrying out these responsibilities and duties Heads of Department will receive an honorarium.

Associate Deans

1. Associate Deans will normally serve for a term of three years, renewable once for a further two years, subject to consultation as detailed below.
2. The Dean will invite applications from members of academic staff.
3. The Dean will consult, in confidence, with senior members of the Faculty, including Heads of Department, concerning the appointment or reappointment of an Associate Dean.
4. If more than one candidate is being considered for a post, interviews will be arranged by the Dean. The interview panel will consist of the Dean plus two senior academics from the Faculty.
5. After this process has been completed, a recommendation will be made to the Pro-Directors. If the Pro-Directors approve the nomination, the Associate Dean will be issued with a formal letter of appointment and the list of responsibilities and duties. Academic Board will note the outcome.
6. In carrying out these responsibilities and duties, Associate Deans will receive an honorarium.

Appointment Procedures for the Pro-Directors and Deans

1. All recruitment, selection and appointment processes will be undertaken in a manner which is consistent with the School's Equal Opportunities Policy and best practice.
2. The Pro-Directors and Deans will normally be selected from the senior academic staff of the School. In exceptional circumstances following consultation with Executive Board, a fixed term post of Pro-Director or Dean may be externally advertised.
3. The Director will invite applications from members of academic staff. Heads of academic, administrative or service departments may nominate suitable persons, provided those persons are prepared to stand.
4. The Director will arrange for interviews with shortlisted candidates following normal selection procedures for senior academic posts. Interview panels may include an external referee and/or a lay Member of the Board of Trustees.
5. The Director will make a recommendation to the Board of Trustees which will confirm the appointment.

Procedures for the Conduct of Committee Meetings

These procedures apply to the Board of Trustees and all of its Committees.

1. Meetings of all Committees will be scheduled annually in advance, to allow the orderly conduct of business through to meetings of the Board of Trustees.
2. In the case of a Committee which has no lay members, an agenda paper and supporting papers for each meeting will be sent to each member not later than the third working day before the scheduled meeting and normally five working days before. If a Committee has lay members, an agenda paper and supporting papers for each meeting will be sent to each member not later than the fifth working day before the scheduled meeting and normally seven working days before. This applies to ordinary and extraordinary meetings.
3. The Chair, together with the Secretary, will set a deadline for receipt of papers in order that the agenda may be distributed to Committee members in a timely fashion.
4. No business will be transacted at an ordinary meeting other than that specified in the agenda paper except for any matter of which the Chair has been advised in advance, which he/she considers urgent, and which has arisen too late to be specified in the agenda. No papers may be tabled without the consent of the Chair.
5. Committee agendas shall include reserved items where matters under discussion are of a sensitive nature for reasons of protocol or commercial interest or because they relate to individual or identifiable staff or students.
6. There will be a quorum for all Committees which unless specified otherwise will be one third of the membership. For the Board of Trustees the quorum will be eight, the majority of whom must be lay members, for Resources & Planning Committee five, for Academic Board nine, for Audit Committee two and for Executive Board three. No formal business may be transacted at meetings without a quorum of members present.
7. Where issues are put to the vote, a majority of those present and voting will be binding. Should the Committee be equally divided, the Chair may exercise a casting vote.
8. When necessary a Committee meeting may be adjourned but notice of the adjournment and the date it is to be reconvened will be sent to each member, giving at least three working days notice of the intention to reconvene. In the case of Committees with lay members, at least five working days notice of the intention to reconvene will be given.
9. With the exception of the first meeting of each session, the first business of every ordinary meeting of all Committees will be approval of the minutes of the previous meeting. At the first meeting of each session, the first item on the agenda will ask each committee to note its membership and terms of reference, as well as the Procedures for the Conduct of Committee Meetings.
10. The Chair is responsible for the conduct of the meeting. Members are required to co-operate with the Chair to ensure the fair and effective transaction of business, and the observance of the courtesies of debate.

11. Meetings must be conducted in a constructive, non-confrontational atmosphere and the authority of the Chair must be respected at all times. Members who are guilty of obstructive or offensive conduct will be warned by the Chair that their behaviour is unacceptable. If this behaviour continues, they may at the discretion of the Chair, be asked to leave the meeting.
12. The Chair may at any time call an extraordinary meeting.
13. The Chair will call an extraordinary meeting on the receipt of a written request to that effect stating clearly the purpose for which the meeting is required and signed by no fewer than five members in the case of the Board of Trustees, three for Resources & Planning Committee, eight for Academic Board and one third of the membership for other Committees.
14. Notice of an extraordinary meeting will be issued a minimum of five working days before the meeting is convened where the Committee has no lay members, and seven working days when the Committee has lay members.
15. The agenda for an extraordinary meeting will only contain papers relevant to the issue(s) under discussion. The meeting will not be asked to approve minutes, deal with any matters arising, nor will any other business be allowed.

Procedures for the Delegation of Responsibility by the Board of Trustees to the Chair, Other Lay and School Officers

1. The Chair will have power to act on behalf of the Board of Trustees in matters of urgency not admitting of delay provided that he/she will report any exercise of these powers to the next meeting. This authority may in extremis be exercised by the Vice-Chair or the Honorary Treasurer.
2. In urgent matters which are not questions of principle, and where all Lay Officers of the Board of Trustees are unavailable, the Director may exercise authority on their behalf subject to report to the relevant Lay Officer as soon as possible and written report to the Board of Trustees at its next meeting.
3. By formal resolution the Board of Trustees may from time to time delegate authority to senior School Officers to act on its behalf to conclude or execute matters agreed in principle by the Board of Trustees. Under the authority granted to Resources & Planning Committee, that Committee may similarly authorise senior School Officers to act on its and the Board of Trustees' behalf.

Disciplinary and Grievance Procedures

Disciplinary and grievance procedures exist for all staff and students of the School. They comprise:

1. Academic Staff

All codes of practice in this section derive from the "Modifications to the Rules of The School of Oriental and African Studies" imposed by the University Commissioners in accordance with the 1988 Education (No.2) Act.

- (a) Disciplinary Warnings
- (b) Dismissal and Removal from Office
- (c) Appeals Procedures
- (d) Grievance Procedures

2. Non-Academic Staff

- (a) Disciplinary Warnings
- (b) Dismissal and Removal from Office
- (c) Appeals Procedures
- (d) Grievance Procedures

Copies of the documents listed in sections 1 and 2 may be obtained from the Human Resources Directorate.

3. Students

- (a) Disciplinary Procedure
- (b) Grievance Procedure

Copies of the documents listed in section 3 may be obtained from the Governance & Compliance Directorate.

Statement of Primary Responsibilities

The Board of Trustees has set out a 'Statement of Primary Responsibilities', listing 10 core areas of responsibility covered by it and its sub-committees.

A. The Proper Conduct of Business

1. 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.
2. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Trustees itself.
3. To delegate authority to the Director, as chief executive, for the academic, corporate, financial, estate and personnel 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 Director.

B. Strategic Planning, Policies and Strategies

1. To approve the mission and strategic vision of the School, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

C. Monitoring Performance

1. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the School against the plans and approved key performance indicators, which will be – where possible and appropriate – benchmarked against other comparable institutions.

D. Financial Stewardship and Estate Management

1. To be the principal financial and business authority of the School, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the School's assets, property and estate.

E. Audit and Risk Management

1. To ensure the establishment and monitoring of 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.

F. Student Issues

1. To make such provision as it thinks fit to ensure that the Student's Union operates in a fair and democratic manner and is accountable for its finances and, in consultation with the Academic Board, to make provision for the general welfare of students.

G. Health and Safety

1. To demonstrate a visible and active commitment to health and safety, and to approve the Health and Safety Policy and Procedures of the School.

H. Employment

1. To be the employing authority for all staff in the School and to be responsible for establishing a human resources strategy.
2. To appoint the Director as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
3. To appoint a secretary to the Board of Trustees and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

I. Legal Matters

1. To be the School's legal authority and, as such, to ensure that systems are in place for meeting all the School's legal obligations, including those arising from contracts and other legal commitments made in the School's name.
2. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the School.
3. To ensure that the School's constitution is followed at all times and that appropriate advice is available to enable this to happen.

J. Reputation

1. To ensure that the good name and values of the School are safeguarded.

Reserved Powers of the Board of Trustees

Within the responsibility set out in the Statement of Primary Responsibilities (Annex XVII) there are some areas which only the Board of Trustees itself rules. These are known as 'Reserved Powers', and are as follows:

A. Governance

1. To agree proposed changes to the School's Charter and Articles.
2. To approve Standing Orders and their Annexes.
3. To approve the appointment of the Board of Trustees members, and the appointment of the Board of Trustees members and of persons external to the School where appropriate, to the membership of the Board of Trustees committees.
4. To approve arrangements for the control and use of the School Seal.

B. Strategic planning

1. To approve the School's overall Strategic Plan.
2. To approve those strategies and sub-strategies as determined by Executive Board in consultation with the Chair of the Board of Trustees, and agree institutional Key Performance Indicators for those strategies/sub-strategies. Executive Board and the Chair of the Board of Trustees will agree the appropriate route through the committee structure for those strategies/sub-strategies which do not require the Board of Trustees approval.
3. To approve for submission to HEFCE:
 - the audited financial statements
 - the financial results and forecast table (including commentary)
 - the Audit Committee Annual Report
 - the External Audit Management Letter
 - the Internal Audit Annual Report
 - the Annual Monitoring Statement
 - the Corporate Planning Statement
 - the TRAC report
 - and any other such mandatory returns as shall be determined from time to time.

C. Financial stewardship

1. To approve the annual budget.
2. To approve changes in investments above the level specified in the Financial Regulations.
3. To approve any borrowing by the School.
4. To approve the Financial Regulations.

D. Audit and risk management

1. To approve the audited accounts.

2. To approve the appointment of the School's External and Internal Auditors and bankers

3. To approve the School's risk register.

E. Students

1. To approve the constitution of the SOAS Students' Union and to approve the Code of Practice between the School and the SOAS Students' Union.

2. To approve the Students' Union budget and receive the audited accounts.

F. Health and Safety

1. To approve the School's Health and Safety Policy and Procedures.

G. Estates management and capital projects

1. To approve the sale, purchase and lease of School land and buildings.

2. To approve building and other capital projects, normally through approval of the School's capital expenditure programme.

H. Employment

1. To approve procedures and recommendations to make academic staff redundancies.

2. To appoint the Director, the Pro-Directors, the Deans of Faculty, the Registrar and the Secretary (who is also normally the Clerk to the Board of Trustees).

I. Equality and Diversity

1. To ensure that the School has processes for the promotion of equality of opportunity and the elimination of unlawful discrimination, harassment and victimisation.

Membership of the Board of Trustees

1. Terms of Holding Office

The Charter provides guidance on the terms of office for Members of the Board of Trustees;

2. Criteria for Selecting Lay Members of the Board of Trustees

Members of the Board of Trustees must conform to the general principles set out by the Committee on Standards in Public Life. These comprise:

- **Selflessness** - holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
- **Integrity** - holders of public office should not place themselves under financial or other obligation to outside individuals or organisations which might influence them in the performance of their official duties.
- **Objectivity** - in carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** - holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** - holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** - holders of public office have a duty to declare any private interests relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - holders of public office should promote and support these principles by leadership and example.

In addition to being able to meet the requirements of the Seven Principles of Public Life, members of the Board of Trustees should have the necessary attributes to be able to participate in the proper conduct of public business. The Board of Trustees is entrusted with funds, both public and private, and has a particular duty to observe high standards of corporate governance.

Trustees should be able to:

- participate in strategic planning, which includes considering and approving the School's Strategic Plan, which sets the academic aims and objectives of the School and identifies the financial, physical and human resource strategies necessary to achieve these objectives;
- monitor the performance of the School and that of individual key office holders;

- understand the complexities which govern institutions of higher education and their management;
- assist in the achievement of institutional goals.

3. Selection Process

The Nominations Committee will make nominations to the Board of Trustees to fill any lay vacancy as and when it arises. In determining who shall be nominated the Committee will take account of:

- i) Section 2 above;
- ii) The School's commitment to equal opportunities.

4. Removal from Office

Under exceptional circumstances the Board of Trustees may decide to ask members to step down before the end of their term of office. This would normally occur when:

- i) a serious conflict of interest occurs;
- ii) a member is unable to reasonably carry out his/her duties.

With regard to ii) above, Nominations Committee will normally review all members' attendance at meetings. Anyone who fails to attend more than a third of normally scheduled meetings over a two year rolling period, may be asked to stand down.

Committee Membership

1. Appointments to Committees

In making appointments to Committees due regard should be made to the School's commitments to equality. The membership of each Committee will normally include at least one member of each gender.

Internal members of Committees would normally be expected to serve for three years and for not more than five years consecutively.

2. Powers of Cooption and the Use of Alternates

Members of committees are chosen because they have skills, knowledge or interests relating to the areas dealt with by the Committee. Committees may ask a non-member to attend meetings if they feel that this individual has skills or knowledge which would enable them to make a contribution to a particular item under discussion. It is not expected that this individual would attend every meeting of a Committee.

As detailed above (unless explicitly stated in the Terms of Reference of a Committee e.g. a Trades Union representative) members of committees are not representatives of a particular group. Therefore, it would not normally be possible for another individual to attend a meeting in place of a committee member who was unable to attend a meeting. However, if it were known in advance that a committee member would be unable to attend two or more consecutive meetings, then an alternative member could be nominated, where someone with suitable skills or knowledge was available. The process of nomination would be as for the original member.

Register of Interests

The Board of Trustees has agreed that a Register of Members' Interests should be compiled and updated on an annual basis. This Register extends to internal and external members of the Board of Trustees, Resources & Planning Committee, Estates & Infrastructure Committee, Audit Committee and Executive Board. The Register will also extend to all senior administrative Heads. This information will be held in the Directorate and will be available for inspection.

There is a general duty on all members of the Board of Trustees and its Committees to disclose at the earliest practical opportunity any financial or other beneficial interests they or any close associate or any organisation in which they hold office of employment may have in any transaction and consideration between the School and a third party. The circumstances in which such a declaration is appropriate are when the Board of Trustees or any of its Committees has business which is relevant to those interests or when in the course of a meeting the member becomes aware that they have or may have a financial or other beneficial interest in a specific item of business to be transacted.

The proper manner of indicating a conflict or potential conflict of interest is to inform the Secretary (as Clerk to the Board of Trustees) in advance of the meeting or to draw it to the attention of the Chair of the meeting as the member becomes aware of a conflict during the course of discussion.

The non-disclosure of interest, if established as material to the business of the Board of Trustees or its Committees, may lead to action by the Board of Trustees including removal from office.

Financial Authorities

1.	Setting and Varying Budgets	
1.1	Board of Trustees	Approves all capital and revenue budgets recommended by Resources & Planning Committee and delegates financial authority to Resources & Planning Committee in accordance with these regulations.
1.2	Chair of the Board of Trustees	If decisions are necessary before the next meeting of the Board of Trustees, the Chair and Treasurer may approve amendments to capital and revenue budgets. All such Chair's actions should be reported to the next meeting of the Board of Trustees.
1.3	Resources & Planning Committee	Resources & Planning Committee may, under delegated authority from the Board of Trustees, vary revenue budgets by up to £150,000 and vary capital budgets up to £300,000. All variations to budget should be reported to the next meeting of the Board of Trustees.
1.4	Treasurer (Chair of Resources & Planning Committee)	If decisions are necessary before the next meeting of Resources & Planning Committee, the Treasurer may approve recommendations by Executive Board, to vary revenue and capital budgets by £150,000 and £300,000 respectively. All such Chair's actions should be reported to the next meeting of Resources & Planning Committee.
1.5	Executive Board	Executive Board receives proposals for revenue and capital budgets for consideration, and recommendation to Resources & Planning Committee. Executive Board may, under delegated authority from Resources & Planning Committee, vary revenue budgets up to £100,000 and vary capital budgets up to £200,000. All variations to budget should be reported to the next meeting of Resources & Planning Committee.
1.6	Chair and members of Executive Board	If decisions are necessary before the next meeting of Executive Board, the Chair, and the Director of Finance & Planning or at least one other member of Executive Board, may vary revenue and capital budgets by up to £100,000 and £200,000 respectively. In the absence of the Chair, the Director of Finance & Planning and one member of Executive Board may exercise this power. All such Chair's actions should be reported to the next meeting of Executive Board.
2.	Viring (transferring sums) between budgets	
2.1	General	Virement from a non-permanent staffing budget to a permanent staffing budget is not permitted without express permission from Executive Board. Responsibility for viring between budget heads is delegated to Executive Board and individuals as outlined in points 2.3-

		2.9 below.
2.2	Executive Board	Executive Board must approve all virements which fall outside of the ranges outlined in 2.4 to 2.9 below. Executive Board may approve virements from the School's general contingency budget and academic development fund
2.3	Chair and members of Executive Board	The Chair, and the Director of Finance & Planning or at least one other member of Executive Board, may approve virements which fall outside of the financial ranges outlined in 2.4 to 2.9 below. In the absence of the Chair, the Director of Finance & Planning and one member of Executive Board may exercise this power. All such virements should be reported to the next meeting of Executive Board.
2.4	Faculty Deans	The Faculty Dean, and the Director of Finance & Planning or in his/her absence the Registrar, may make virements of up to £50,000 between budgets under his/her control. All such virements should be reported to the next meeting of the Faculty Board.
2.5	Registrar	The Registrar and the Director of Finance & Planning or in his/her absence the Chair of Executive Board, may approve virements of up to £50,000 between administrative budgets.
2.6	Director of Finance & Planning	The Director of Finance & Planning may make virements of up to £30,000 between budgets (including the contingency budget).
2.7	Director of Library & Information Services	The Director of Library & Information Services, and the Director of Finance & Planning or in his/her absence the Registrar, may make virements of up to £25,000 between budgets under his/her control.
2.8	Director of Estates & Facilities	The Director of Estates & Facilities, and the Director of Finance & Planning or in his/her absence the Registrar may make virements of up to £20,000 between budgets under his/her control.
2.9	All Other Budget Holders	All other budget holders, and the Director of Finance & Planning or in his/her absence the Registrar may make virements of up to the lower of £15,000 or 20 per cent of the specific budget from which the monies are to be vired.
3.	Financial Commitments	
3.1	Research Grants and Contracts	All research grants and contracts must be approved by the Director of Research & Enterprise or the Research Manager.
3.2	Executive Board	All non-research contracts or purchase orders that commit the School to £250,000 or more in the current or subsequent financial year must be approved by the relevant budget holder, the Chair, and the Director of Finance & Planning or his/her absence at least one other member of Executive Board.

3.3	Registrar, Director of Finance & Planning	All non-research contracts or purchase orders that commit the School to between £75,000 and £249,999 in the current or subsequent financial year must be approved by the relevant budget holder and the Registrar or the relevant budget holder and the Director of Finance & Planning.
3.4	Budget holders	Budget holders may commit funds (raising an official purchase order or offering a part-time contract in accordance with financial regulations and procedures) to the full extent of the uncommitted balance on their respective budget subject to 3.2 & 3.3 above. Should the commitment fall below £75,000 but exceed 25% of the annual budget for that specific departmental account, the approval of the Director of Finance & Planning is required.
4. Authorising payment		
	Authorised signatories	<p>An authorised signatory for the appropriate budget should sign all requests for payment (invoices, expense claims etc.) from a particular budget or fund. Wherever practicable, the authorised signatory should be someone other than the person who made the original financial commitment.</p> <p>All external charges for personal travel, subsistence and hospitality must be authorised by an individual's line manager. In the case of the Director, the Pro-Directors and the Registrar, such expenditure should be authorised by one of the members of this group who was not involved in the event for which the charge was made.</p>
5. Writing off bad-debts		
	Resources & Planning Committee	Approval by Resources & Planning Committee is required to write off individual bad debts above £50,000, and more than £250,000 in any one financial year.
	Executive Board	Executive Board has authority to write off individual bad debts up to £50,000, up to £250,000 in any one year. A report of all bad debts written off should be submitted to Resources & Planning Committee.
	Director of Finance & Planning	The Director of Finance & Planning has authority to write off individual bad debts up to £15,000 and up to £20,000 with a second signature from a member of the cheque-signing panel who is outside the Finance Department and up to £100,000 in any one financial year. A report of all bad debts written off should be submitted to Executive Board.

The Students' Union

The formation of a "Students' Union" (as defined by section 20 of the Education Act 1994) shall be recognised by the School. The School is a chartered corporation and the Students' Union (SU) is an Unincorporated Association of its members and a registered charity, which is regulated by its own Constitution and the Charity Commission. The two are therefore separate and distinct. However, there is a statutory duty (under the Education Act 1994) on the School's Board of Trustees to ensure that the SU conducts itself in a fair and democratic manner and is accountable for its finances.

As required by the Education Act 1994, the SU Constitution is revised and is subject to the approval of the Board of Trustees at intervals of not more than five years. The School brings to the attention of all students once a year in the Student Handbooks a Code of Practice as to the manner in which the requirements of the Education Act 1994 and the Education Act (No 2) Act 1986 (section 43, c.61) are met in relation to the SU at SOAS.

The following documents regulate the activities of the Students' Union in compliance with the Education Act 1994:

- (a) Students' Union Constitution;
- (b) Students' Union: Code of Practice;
- (c) Financial Memorandum between the School and the Students' Union.

Copies of these documents are available from the Student & Registry Services Directorate or the Students' Union.