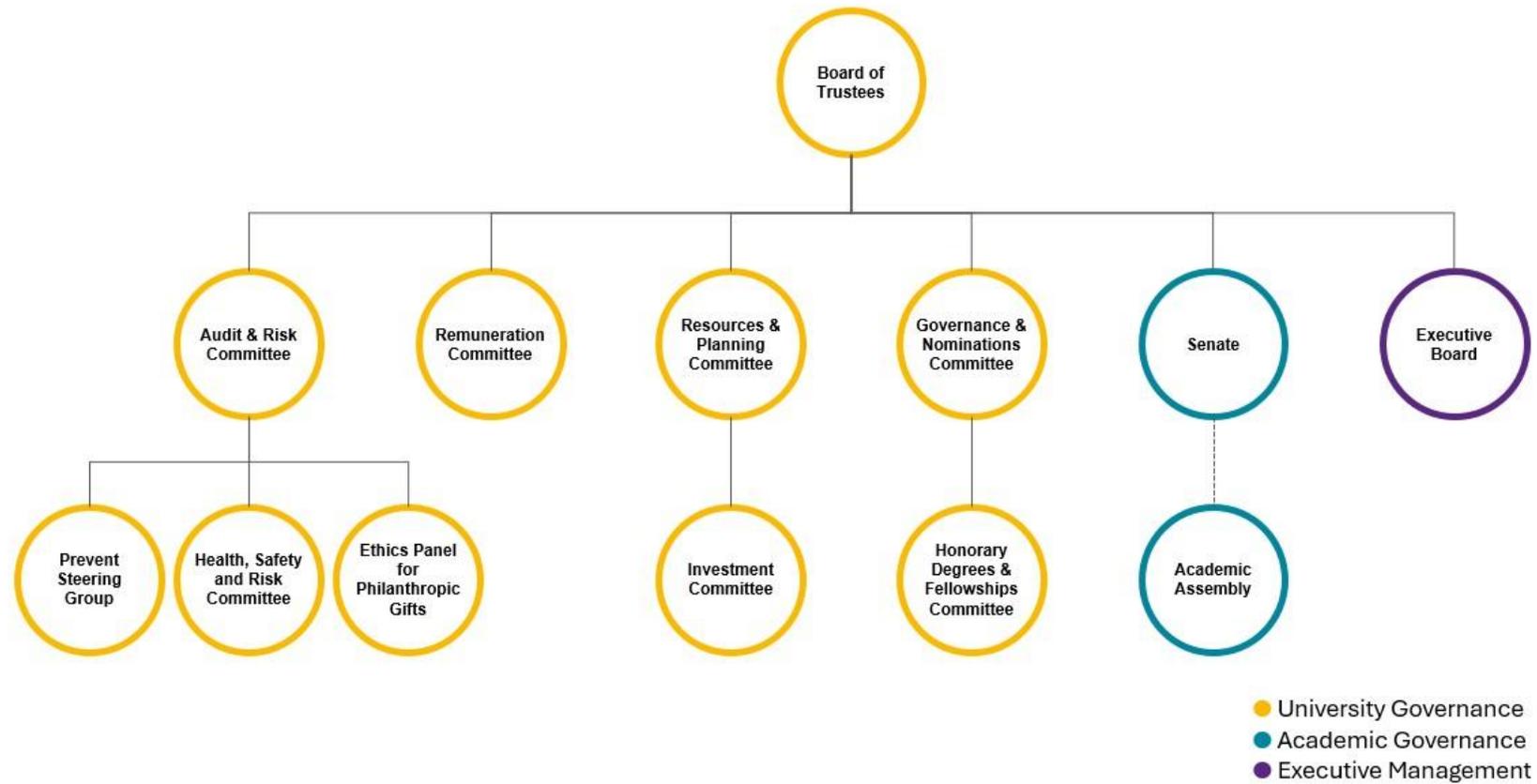


SOAS Constitutional Documents
Standing Orders and Annexes

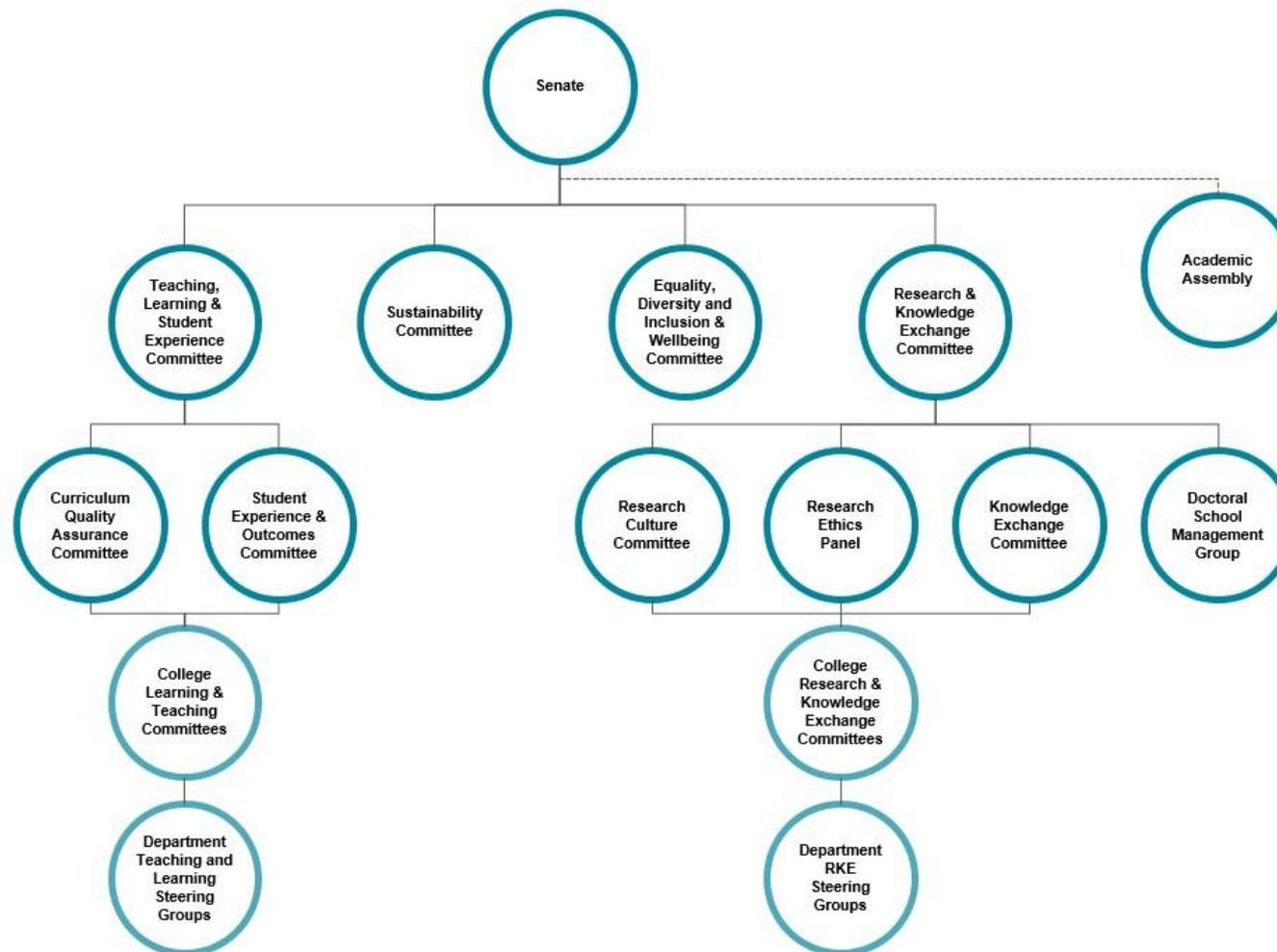
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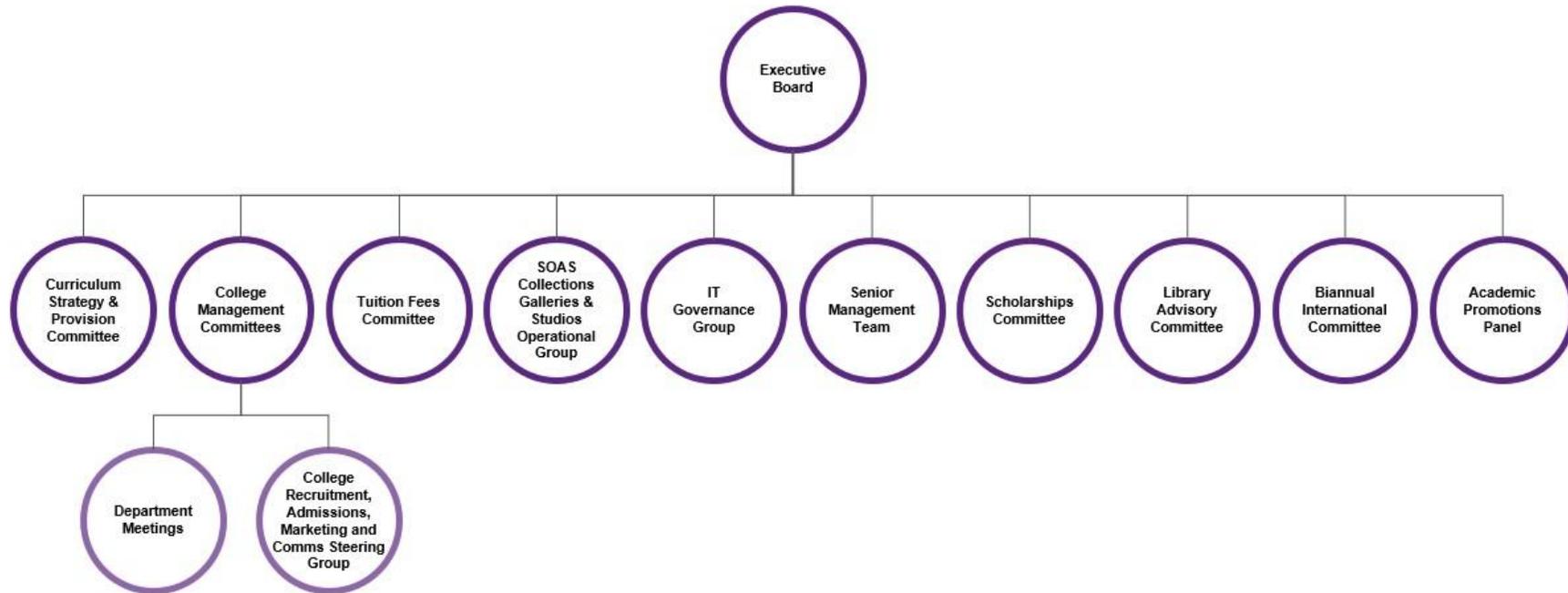
University Governance



Academic Governance



Executive Management Governance



Definitions and Interpretations

Purpose

This section sets out standard definitions and interpretation rules for all SOAS constitutional and governance documents, including the Charter, Statutes, Standing Orders, Annexes, Committee Terms of Reference, and the Scheme of Delegation.

These definitions apply unless a document states otherwise.

Terminology

Term	Definition
Approve	Final binding decision within delegated authority
Recommend	Propose a decision for higher authority approval
Endorse	Formally support but not binding
Note	Acknowledge without decision
Oversee	Provide strategic oversight, not operational execution
Monitor	Track progress/performance
Advise	Provide expert guidance, non-binding

Membership Categories

Category	Definition
Ex officio member	By virtue of role; full voting rights unless stated otherwise
Appointed member	Appointed for a fixed term; full voting rights
Elected member	Elected by a defined constituency; full voting rights
Co-opted member	Invited for expertise; voting rights if specified
Member in attendance	Regular attendance; no voting rights
Observer	Attendance by agreement; no voting rights and no participation unless invited

Interpretation

- 1) Words in the singular include the plural and vice versa.
- 2) References to any gender include all genders.
- 3) References to a statute, regulation, or policy include any amendments or replacements.
- 4) In the event of a conflict between governance documents, the order of precedence is:
 - a) Charter;
 - b) Statutes;
 - c) Standing Orders;
 - d) Annexes;
 - e) Terms of Reference;
 - f) Policies and operational guidance.

Standing Order I: 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.

Membership

The membership of the Board of Trustees will comprise the following:

Chair	<ul style="list-style-type: none"> • Chair (external trustee)
Appointed members	<ul style="list-style-type: none"> • Two Vice Chairs (external trustees) • Honorary Treasurer • Nine external trustees • One Dean of College representative • One Director of Professional Services representative • Students' Union Sabbatical Officer Representative, appointed by the Students' Union • Postgraduate Student, appointed by the Research Students Association
Ex officio members	<ul style="list-style-type: none"> • Vice-Chancellor • Provost and Deputy Vice-Chancellor Education • Deputy Vice-Chancellor Research and Knowledge Exchange • Deputy Vice-Chancellor Finance and Operations and Clerk to the Board
Elected members	<ul style="list-style-type: none"> • Two elected members of Senate
Members in attendance	<ul style="list-style-type: none"> • Director of Legal and Governance • Chief Finance Officer
Secretary	<ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Board of Trustees will normally hold ordinary meetings five times per annum, and the quorum will be a third of members, the majority of whom must be external trustees.

Terms of Reference

The Board of Trustees will have the following terms of reference:

- 1) In furtherance of its overall responsibility for the general supervision, direction and control of the University, the Board of Trustees may override any decision made by any other properly constituted body of the University or any external trustee or University Officer.
- 2) The Board of Trustees will elect a Chair, two Vice-Chairs and one Honorary Treasurer for a term of office of four years, re-electable once. The Vice-Chairs and Honorary Treasurer must be elected from the external membership of the Board of Trustees.

- 3) A representative Dean of College and a representative Director of Professional Services will serve as appointed members. The Director of Legal and Governance and the Chief Finance Officer will serve in attendance.
- 4) The Board will hold at least one informal meeting per annum with the Senate and ensure that there are strong communication links with the Senate over the course of an academic year.
- 5) The Board of Trustees will only amend its Standing Orders and the procedures for the conduct of committee meetings at an ordinary meeting.
- 6) The Board of Trustees will appoint the following Standing Committees and approve their membership and terms of reference:
 - a) Senate;
 - b) Audit and Risk Committee;
 - c) Executive Board;
 - d) Governance & Nominations Committee;
 - e) Resources & Planning Committee;
 - f) Remuneration Committee.
- 7) Standing Committees of the Board of Trustees have delegated power to establish sub-committees or panels, which need not be composed entirely of their own members, and to delegate to such sub-committee or panel such powers as the Standing Committee sees fit.
- 8) The Board of Trustees will appoint the Vice-Chancellor of the University and will establish an Appointments Committee for this purpose, chaired by the Board of Trustees Chair and involving a minimum of five other external trustees. The Vice-Chancellor will normally serve for a period of five years, renewable once for a period of up to five years. Renewals will be considered by the Governance and Nominations Committee and recommended to the Board of Trustees for approval.
- 9) The Board of Trustees will appoint a Deputy Vice-Chancellor Finance and Operations on the recommendation of the Vice-Chancellor, following appropriate internal consultation procedures and input from external trustees. The individual role will assume the role of Clerk to the Board of Trustees, reporting to the Chair of the Board of Trustees. Where the role of Clerk to the Board of Trustees is not performed by the Secretary, it will normally be performed by the Director of Legal and Governance.
- 10) The Board of Trustees will appoint the Deputy Vice-Chancellors, on the recommendation of the Vice-Chancellor, following appropriate internal consultation procedures and input from external trustees. The Provost and Deputy Vice Chancellor Education and Deputy Vice Chancellor Research will normally serve for a period of five years, renewable once for a period of up to five years. Renewals will be considered by the Governance and Nominations Committee and recommended to the Board of Trustees for approval.
- 11) The Board of Trustees will appoint each year internal and external auditors on the recommendation of the Audit and Risk Committee.
- 12) The Board of Trustees will keep under review the University's Charter and will approve any changes to the Charter for recommendation to the Privy Council.
- 13) In furthering its overall responsibilities, the Board of Trustees will:
 - a) Approve the University'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 Financial Authorities;
 - d) Approve proposals for the University to raise its sector regulator determined external borrowing limit;
 - e) Approve changes in the allocation of the University's investment funds in excess of 10% or more of the portfolio value;
 - f) Seek and consider the advice of Senate on matters affecting the academic scope and academic structure of the University;
 - g) Approve changes to the academic structure of the University;
 - h) Implement the staffing procedures laid down by the sector regulators and other relevant legislation;
 - i) Provide members to serve on panels to appoint external trustees, the Vice-Chancellor, and Deputy Vice-Chancellors;
 - j) Approve nominations for Honorary Degree and Fellowship recipients;
 - k) Approve the Vice-Chancellor's report;
 - l) Approve changes to Standing Orders, such changes to be made only at an ordinary meeting of the Board of Trustees;
 - m) Approve and monitor arrangements for the delegation of responsibility to the Chair and other external trustees and University Officers;
 - n) Approve and monitor arrangements for the declaration of interests and other governance procedures according to the sector regulator guidelines and standards of good practice recommended by the Committee of University Chairs;
 - o) Oversee all other necessary business in the furtherance of the aims of the University;
 - p) Oversee the monitoring of institutional effectiveness;
 - q) Monitor the University's risk environment and monitor and approve the University's strategic risk register;
 - r) Be accountable for, and approve and monitor, health and safety management across the University.
- 14) The Board of Trustees will publish on an annual basis the appropriate year's audited accounts and the Vice-Chancellor's annual report. These will be published no later than 31 December each year.
- 15) Annexes XXI and XXII contain information about the Board of Trustees' statement of primary responsibilities and reserved powers.

Version Control

Document title:	Standing Order I: Board of Trustees		
Document type:	Standing Order	Version:	2.2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order II: Senate

The remit of the Senate is to advise the Board of Trustees on any proposal relating to the academic scope, academic structure and academic standards of the University and to bring to the attention of the Board of Trustees any matter which in the opinion of the Senate affects the teaching and/or research of the University.

Reporting

The Senate reports to the Board of Trustees.

Membership

The membership of the Senate will comprise the following:

Chair	<ul style="list-style-type: none"> • Vice-Chancellor
Ex officio members	<ul style="list-style-type: none"> • Provost & Deputy Vice-Chancellor Education • Deputy Vice-Chancellor Finance & Operations and Clerk to the Board • Deputy Vice-Chancellor Research & Knowledge Exchange • Academic Registrar • College Deans • Chief Librarian • All academic Heads of Department • Director of Teaching and Learning • Director of Research and Knowledge Exchange • Director of Student Services, Wellbeing and Careers • Chair of the Academic Assembly • Deputy Chair of the Academic Assembly
Elected members	<ul style="list-style-type: none"> • Several academic staff elected (7 Professors, 7 Readers, 7 Senior Lecturers/Lecturers) from the Academic Community
Appointed members	<ul style="list-style-type: none"> • Students' Union Sabbatical Officer Representative, appointed by the Students' Union • A doctoral student nominated by the Research Students Association
Members in attendance	<ul style="list-style-type: none"> • Director of Legal and Governance • Chief Information Officer • Director of Marketing, Student Recruitment, and Communications • Director of People
Secretary	<ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold five ordinary meetings per session. An informal meeting will take place with Board of Trustees on an annual basis. The quorum will be nine voting members.

Standing Committees

The Senate will appoint the following Standing Committees. The Terms of Reference for these committees will be recommended by the Senate to the Governance and Nominations Committee for approval. They will be included in the annexes to the Standing Orders. The Senate will receive regular reports from these committees and approve proposals from them.

- 1) Teaching, Learning & Student Experience Committee (TELSEC);
- 2) Equality, Diversity and Inclusion & Wellbeing Committee;
- 3) Research & Knowledge Exchange Committee;
- 4) Sustainability Committee.

The Senate may delegate activities and authorities to its Standing Committees as appropriate but retains overall responsibility for these.

Terms of Reference

The Senate will have the following terms of reference:

- 1) To approve and monitor arrangements for the delegation of responsibility as necessary to the Chair and other University Officers;
- 2) To advise the Board of Trustees on the strategic development and future direction of the University's academic activities, as incorporated in the strategic plan and sub-strategies, and to monitor these on an ongoing basis;
- 3) To be accountable to the Board of Trustees for, and to oversee the arrangements for the quality of learning and teaching;
- 4) To approve strategies/sub-strategies where this responsibility has been delegated from the Board of Trustees;
- 5) To note reports and approve recommendations from its Committees, the Provost & Deputy Vice-Chancellor Education, and other University Officers in respect of educational developments;
- 6) To note reports and approve recommendations on other issues which fall within its remit from its Committees, the Provost & Deputy Vice-Chancellor Education, and other University Officers;
- 7) To note reports and approve recommendations from the Regional Institutes and Centres as well as University Centres, through the appropriate Deputy Vice-Chancellor;
- 8) To approve academic policy, except where this authority has been delegated to another body;
- 9) To note reports and approve recommendations on quality assurance and quality assessment measures employed by the University and to monitor their outcomes;
- 10) To note matters and approve recommendations affecting the academic scope, academic structure and academic standards of the University, or any other matter reasonably falling within the remit of Senate, and advise the Board of Trustees, Resources & Planning Committee, or Executive Board as appropriate;
- 11) To approve regulations and procedures for compliance with the Statutes and Ordinances of the University of London, and to award degrees;
- 12) To approve regulations and procedures for University awards and to award University qualifications;

13) To note reports from Resources & Planning Committee.

Version Control

Document title:	Standing Order II: Senate		
Document type:	Standing Order	Version:	3
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order III: Audit and Risk Committee

The purpose of the Audit and Risk Committee is to support the Board of Trustees in their responsibilities to oversee the maintenance of sound internal control and risk management systems.

Reporting

The Audit and Risk Committee reports to the Board of Trustees.

Membership

The membership of the Audit and Risk Committee will comprise the following:

Chair	<ul style="list-style-type: none"> External trustee*
Appointed members	<ul style="list-style-type: none"> Three external trustees* of the Board of Trustees having no executive responsibility for the management of the University.
Members in attendance	<ul style="list-style-type: none"> Vice-Chancellor Provost & Deputy Vice-Chancellor Education Deputy Vice-Chancellor Research & Knowledge Exchange Deputy Vice-Chancellor Finance & Operations and Clerk to the Board Chief Finance Officer Director of Legal and Governance Appointed External Auditors Appointed Internal Auditors Audit Committee may co-opt others with particular expertise or interests who are not members of the Board of Trustees.
Secretary	<ul style="list-style-type: none"> The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold four ordinary meetings per session. The quorum will be three external trustee members.

Standing Committees

The Audit and Risk Committee will appoint the following Standing Committees. The Terms of Reference for these committees will be recommended by the Audit and Risk Committee to the Governance and Nominations Committee for approval. They will be included in the annexes to the Standing Orders. The Audit and Risk Committee will receive regular reports from these committees and approve proposals from them.

* 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.

- 1) Health, Safety and Risk Committee;
- 2) Prevent Steering Group;
- 3) Ethics Panel for Philanthropic Gifts.

The Audit and Risk Committee may delegate activities and authorities to its Standing Committees as appropriate but retains overall responsibility for these.

Terms of Reference

The Audit and Risk Committee will have the following terms of reference:

- 1) The Audit and Risk 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 Vice-Chancellor.
- 2) To recommend to the Board of Trustees the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors, and any matters relating to the resignation or dismissal of the External Auditors;
- 3) To oversee, where necessary in discussion with the External Auditors, before the audit commences, the nature and scope of the audit;
- 4) To monitor, and advise as appropriate, in discussion 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, meeting without the University's management where necessary;
- 5) To recommend to the Board of Trustees the appointment and terms of engagement of the Internal Auditor, and any matters relating to the resignation or dismissal of the Internal Auditor;
- 6) To approve the Internal Auditor's annual audit risk assessment, strategy and audit plan;
- 7) To note major findings of internal audit investigations and management's response;
- 8) To promote coordination between the Internal and External Auditors;
- 9) To ensure that the resources available for internal audits are sufficient to meet the University's needs;
- 10) To monitor the effectiveness of the risk management, control and governance arrangements, including reviewing the risk register, the External Auditors' management letter, the Internal Auditor's termly and annual reports and management responses;
- 11) To monitor the implementation of agreed audit-based recommendations, from all sources;
- 12) To monitor the investigation of all significant losses investigated and that the Internal and External Auditors, and where appropriate the sectoral regulator, have been informed;
- 13) To oversee the University's policy on fraud and irregularities, including receiving notification of any action taken under that policy;
- 14) To monitor that satisfactory arrangements are in place to promote economy, efficiency and effectiveness;

- 15) To note any relevant reports from the National Audit Office, the sector regulator and other organisations;
- 16) To monitor annually the performance and effectiveness of the External and Internal Auditors, including any matters affecting their objectivity, and to recommend to the Board of Trustees on their reappointment where appropriate;
- 17) To endorse, in the presence of the External Auditors, the draft annual accounts, including the External Auditors' formal opinion, the statement of Trustees' responsibilities and the statement of internal control, and to recommend them to the Board of Trustees in accordance with the sector regulator's accounts directions;
- 18) To monitor the University's data quality policy and seek assurance that appropriate arrangements are in place to ensure the quality of the University's data;
- 19) To report to the Board of Trustees, at least annually, covering the financial year and any significant events up to the date of the report, and to provide assurances on the adequacy and effectiveness of the University's arrangements for:
 - a) Risk management (including the accuracy of the statement of internal control included in the annual accounts), control and governance;
 - b) Economy, efficiency and effectiveness;
 - c) The management and quality assurance of data submitted to the regulatory and funding bodies.
- 20) In the event of the merger or dissolution of the University, to oversee that the necessary actions are completed, including arranging for a final set of accounts to be completed and signed.

Version Control

Document title:	Standing Order III: Audit and Risk Committee		
Document type:	Standing Order	Version:	3
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order IV: Executive Board

The remit of the Board is to advise the Vice-Chancellor on the exercise of their authority vested by the Charter and Standing Orders with respect to general matters of policy, planning and corporate strategy, making recommendations for approval to Senate (for matters substantially affecting research, teaching and student welfare), Resources & Planning Committee and the Board of Trustees. The Board will also act within delegated authority on behalf of other Standing Committees to co-ordinate and progress University business.

Reporting

The Executive Board reports to the Board of Trustees.

Membership

The membership of the Executive Board will comprise the following:

Chair	<ul style="list-style-type: none"> • Vice-Chancellor
Ex officio members	<ul style="list-style-type: none"> • Provost & Deputy Vice-Chancellor Education • Deputy Vice-Chancellor Research & Knowledge Exchange • Deputy Vice-Chancellor Finance & Operations and Clerk to the Board • College Deans • Chief Finance Officer • Academic Registrar • Director of People
Members in attendance	<ul style="list-style-type: none"> • Director of Legal and Governance • Director of Marketing, Student Recruitment and Communications • Chief of Staff
Secretary	<ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Board will hold ordinary meetings as necessary, and the quorum will be six voting members.

Terms of Reference

The Executive Board will have the following terms of reference:

- 1) To advise the Vice-Chancellor on the exercise of their authority in respect to planning and corporate strategy;
- 2) To advise senior academic and administrative officers on the exercise of their authority in respect of University policy and Codes of Practice;
- 3) To oversee the academic and non-academic management of the University;
- 4) To oversee the conduct of business between major Committees;
- 5) To oversee the strategic planning process and sector regulator returns and initiatives;

- 6) To approve strategies and sub-strategies where this responsibility has been delegated from the Board of Trustees;
- 7) To approve and prioritise strategic issues, taking account of the resource implications, setting appropriate budgets to enable the delivery of University priorities, and approving expenditure as delegated by the Board of Trustees;
- 8) To approve the University's non-academic policies, recommend approval to the Board of Trustees where required under the Scheme of Delegation;
- 9) To oversee and monitor actions relating to health and safety management, providing assurance, including to the Board of Trustees, that required standards are met;
- 10) To approve Academic Promotions, as recommended by the Academic Promotions panel, including the cost impact of promotions;
- 11) To note reports from other Committees as appropriate.

Version Control

Document title:	Standing Order IV: Executive Board		
Document type:	Standing Order	Version:	3
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order VII: Governance and Nominations Committee

To provide oversight of the board's governance arrangements in line with the Standing Orders and lead on the recruitment and selection for appointments to the Board and committees

Reporting

Governance & Nominations Committee reports to the Board of Trustees.

Membership

The membership of the Governance and Nominations Committee will comprise the following:

Chair	<ul style="list-style-type: none"> One of the Vice-Chairs of the Board of Trustees
Ex officio members	<ul style="list-style-type: none"> Chair of the Board of Trustees Vice-Chancellor Provost & Deputy Vice-Chancellor Education Deputy Vice-Chancellor Research & Knowledge Exchange Deputy Vice-Chancellor Finance & Operations and Clerk to the Board
Appointed members	<ul style="list-style-type: none"> 2 lay members of the Board of external trustees appointed by Board of Trustees
Members in attendance	<ul style="list-style-type: none"> Director of Legal and Governance
Secretary	<ul style="list-style-type: none"> The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold three ordinary meetings per annum, and the quorum will be one third of voting members, the majority which should be external trustees.

Standing Committees

The Governance and Nominations Committee will appoint the following Standing Committees. The Terms of Reference for these committees will be recommended by the Governance and Nominations Committee for approval and included in the annexes to the Standing Orders. The Governance and Nominations Committee will receive regular reports from these committees and approve proposals from them:

1. Honorary Degree and Fellowship Committee.

The Governance and Nominations Committee may delegate activities and authorities to its Standing Committees as appropriate but retains overall responsibility for these.

Terms of Reference

The Governance and Nominations Committee will have the following terms of reference:

- 1) To advise the Board of Trustees on matters of governance and recommend improvements to the conduct and effectiveness of its business;

- 2) To recommend measures to ensure that governance arrangements are consistent with best practice and external requirements, including those issued by the Committee of University Chairs (CUC);
- 3) To advise on proposed revisions of Standing Orders and recommend them to the Board of Trustees for approval;
- 4) To monitor policies and procedures designed to support effective and efficient governance and recommend them to the Board of Trustees for approval where required;
- 5) To advise the Board of Trustees on the appointment and re-appointment of individuals as external members of the Board of Trustees and other Board sub-committees, taking into account the balance of skills required by the Board and any specialist skills needed by its;
- 6) To endorse nominations for Honorary Degree and Fellowship recipients for approval by the Board of Trustees;
- 7) To approve minor amendments to the University's procedures for recruiting Board of Trustees members and recommend major changes to the Board of Trustees for approval.

Version Control

Document title:	Standing Order VII: Governance and Nominations Committee		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order VIII: Resources and Planning Committee

The Resource and Planning Committee oversees on behalf of the Board of Trustees the University's financial strategy and plans. They will monitor performance in relation to approved budgets, investment activity and capital expenditure to ensure long term financial sustainability. The Committee will have oversight of strategic HR, IT and Estates developments.

Reporting

The Resources & Planning Committee reports to the Board of Trustees.

Membership

The membership of the Resource and Planning Committee will comprise the following:

Chair	<ul style="list-style-type: none"> • Honorary Treasurer
Ex officio members	<ul style="list-style-type: none"> • Chair of the Board of Trustees • Vice-Chair of the Board of Trustees • Vice-Chancellor • Provost & Deputy Vice-Chancellor Education • Deputy Vice-Chancellor Research & Knowledge Exchange • Deputy Vice-Chancellor Finance & Operations and Clerk to the Board • Chief Finance Officer
Appointed members	<ul style="list-style-type: none"> • 2 external members of the Board of Trustees • 2 members of the Senate, one of whom should be a member of the Board of Trustees • College Dean • 1 Students' Union Co-President nominated by the Students' Union Executive Committee
Members in attendance	<ul style="list-style-type: none"> • Director of Legal and Governance
Secretary	<ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold five ordinary meetings per annum, and the quorum will be five members.

Delegation of Financial Authority

The Committee will agree from time-to-time provisions for the delegation of financial authority to the Chair, University Officers and other budget holders.

Standing Committees

The Resources and Planning Committee will appoint the following Standing Committees. The Terms of Reference for these committees will be recommended by Resources and Planning Committee to the Governance and Nominations Committee for approval. They will be included

in the annexes to the Standing Orders. The Resources and Planning Committee will receive regular reports from these committees and approve proposals from them:

1. Investment Committee.

The Resources and Planning Committee may delegate activities and authorities to its Standing Committees as appropriate but retains overall responsibility for these.

Terms of Reference

The Resources & Planning Committee will have the following terms of reference:

- 1) On behalf of the Board of Trustees, monitor the finances and use of resources of the University and its departments and centres and in particular:
 - a) To recommend the annual operating, capital and cash flow budgets;
 - b) To approve expenditure proposals within the Committee's delegated authority;
 - c) To approve capital expenditure proposals within the Committee's delegated authority;
 - d) To recommend financial forecasts;
 - e) To approve the key performance indicators for use of resources and finances against;
 - f) To monitor the performance against the key performance indicators approved by the Board;
 - g) To approve financial regulations;
- 2) To approve the Annual Report of the Honorary Treasurer, for recommendation to the Board of Trustees;
- 3) To oversee and monitor the finances in the Financial Statements for recommendations to the Board of Trustees;
- 4) To approve banking arrangements;
- 5) To oversee and monitor the University's endowment portfolio, consider recommendations from the Investment Committee, and to note a report from the Investment Committee after each meeting;
- 6) To approve investment arrangements under 10% of the portfolio value as delegated by the Board of Trustees;
- 7) To take emergency action on behalf of the Board of Trustees on any matter referred to it by the Chair or Vice-Chair(s) of the Board of Trustees, reporting such actions to the Board for noting;
- 8) To advise Senate on the financial affairs of the University;
- 9) To recommend to the Board of Trustees any financial reports for submission to the sector regulators that require Board approval;
- 10) In carrying out these responsibilities, the Committee may, at its discretion, co-opt additional members and shall implement any decision of the Board of Trustees as appropriate;
- 11) To note University-wide reports on Human Resources, including the annual staff survey;
- 12) To note regular updates on strategic IT and Estates activities.

Version Control

Document title:	Standing Order VIII: Resources and Planning Committee		
Document type:	Standing Order	Version:	3
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order IX: Remuneration Committee

The Remuneration Committee determines the terms and conditions of the Vice-Chancellor and the senior staff as defined. It is responsible for approving all severance arrangements for all staff falling into the Office for Students (OfS) requirement. In addition, the Remuneration Committee will monitor statutory reporting on equal pay issues, produce an annual remuneration report and provide regular reports to the Board of Trustees

Reporting

The Remuneration Committee reports to the Board of Trustees.

Membership

The membership of the Remuneration Committee will comprise the following:

Chair	<ul style="list-style-type: none"> External trustee
Ex officio members	<ul style="list-style-type: none"> Chair of the Board of Trustees Honorary Treasurer
Appointed members	<ul style="list-style-type: none"> 3 external trustees (one with relevant HR Experience), as appointed by the Governance and Nominations Committee One Vice-Chair of the Board of Trustees
Members in attendance	<ul style="list-style-type: none"> Vice-Chancellor Deputy Vice-Chancellor Finance & Operations and Clerk to the Board Director of People
Secretary	<ul style="list-style-type: none"> The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold two ordinary meetings per annum, and the quorum will be one third of the voting members.

Terms of Reference

The Remuneration Committee will have the following terms of reference:

- 1) To support the recruitment and appointment of the Vice-Chancellor and Deputy Vice-Chancellors reporting to the SOAS Vice-Chancellor;
- 2) To approve the salary and any recurrent and non-recurrent contribution award of the Vice-Chancellor, based on a performance review against agreed objectives conducted by the Chair of the Board of Trustees. In making this decision, the Committee will consider market-related factors, roles, skills, experience and individual performance, available comparative salary data, equal pay, guidance from the sector regulator and other relevant legislation, and institutional factors;
- 3) To approve salaries and any recurrent and non-recurrent contribution awards for senior staff reporting to the Vice-Chancellor following performance reviews against agreed

objectives. In making these decisions, the Committee will consider the factors outlined in (2) above;

- 4) To oversee and approve a remuneration framework for the Vice-Chancellor, and Deputy Vice-Chancellors reporting to the SOAS Vice-Chancellor;
- 5) To approve the appraisal process for the Vice-Chancellor and Deputy Vice-Chancellors, and to note agreed objectives and the outcome of each individual's appraisal;
- 6) To consider the terms of any severance in the event of the termination of employment and approve any proposed severance payments in excess of £100,000, after having regard to relevant guidance and codes of practice;
- 7) To monitor and report to the Board of Trustees, providing assurance on the remuneration implications relating to Equality, Diversity and Inclusion across all staff.

Version Control

Document title:	Standing Order IX: Remuneration Committee		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

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

This Standing Order is designed to ensure compliance by the University 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 July 2017, to reflect changes to job titles. It was further amended in May 2023 to reflect the approved changes to the SOAS Charter, including University title and changes to job titles.

Part 1: General

1. Application
 - 1.1. This Standing Order applies to members of the academic staff (except for those excluded from Part II by clause 5.1 below)
 - 1.2. 'Member(s) of staff' in this Standing Order means those members of staff to whom this Standing Order applies.
 - 1.3. 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 University, whether by voluntary severance, early retirement or otherwise, on whatever terms have been agreed.
 - 1.4. Parts II to V of this Standing Order shall not apply to removal from an appointment as Vice-Chancellor, Deputy Vice-Chancellor, Dean of College 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.
 - 1.5. This Standing Order shall not apply to the Vice-Chancellor, except for Part III, which shall, unless the Board of Trustees, with the Vice-Chancellor's concurrence, resolves otherwise, apply to the Vice-Chancellor in post at the time it comes into effect, with such modifications and adaptations as the Board of Trustees, with the Vice-Chancellor's concurrence, shall prescribe, but it shall not apply to any later Vice-Chancellor, even if also the holder of an academic post.
2. General principles of construction and application
 - 2.1. 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 University to provide education, promote learning and engage in research efficiently and economically: and
 - iii. to apply the principles of justice and fairness.
- 2.2. Where, in any proceedings under this Standing Order, a member of staff invokes sub-clause 2.1. (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.
- 2.3. 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.
- 2.4. 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.
- 2.5. 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
 - 3.1. For the purpose of this Standing Order, “dismissal” shall have the same meaning as in section 95 of the Employment Rights Act 1996.
 - 3.2. 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.
 - 3.3. Dismissals:
 - 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
 - 4.1. Any panel established pursuant to clauses 8.1, 10.1(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 an external member of the Board of Trustees and one a member drawn from a list agreed from time to time by the Senate.
 - 4.2. At any panel within sub-clause 4.1 above, the member of staff shall be entitled to be represented or assisted by any person.
 - 4.3. Any panel within sub-clause 4.1 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 2: Redundancy

5. Application

- 5.1. 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.
- 5.2. 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

- 7.1. 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 they were selected; and
 - iv. authorising the Vice-Chancellor 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.
- 7.2. 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
- 8.1. 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.
- 8.2. The panel shall be entitled to review all aspects of the matter other than the Board of Trustees' determination under clause 7.2 above.
- 8.3. 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.

Part 3: Disciplinary Procedures

9. Grounds for disciplinary action

- 9.1. 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 University;
- 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 University'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 University's facilities, premises, property or equipment;
 - c. disruption of, or improper interference with, the activities of the University 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 University 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

10.1. 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 Vice-Chancellor: 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 Vice-Chancellor pending an investigation or hearing where this is necessary;
 - d. a hearing by a panel, authorised by the Vice-Chancellor, 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 University 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

12.1. The Director of People 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 People shall forthwith dismiss the member of staff;
- ii. in all other cases, the Director of People shall issue the notice of dismissal or dismiss together with payment in lieu of notice.

12.2. 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 4

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 4: Incapacity on Health Grounds

14. Dismissal on health grounds
- 14.1. 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.
- 14.2. 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.
- 14.3. 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 5: Other Dismissals

15. Non-renewal of a fixed-term contract
- 15.1. The Vice-Chancellor, or other person or persons designated by the Vice-Chancellor, 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.
- 15.2. 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.
- 15.3. 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.
- 15.4. 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
- 16.1. This Part shall also apply to members of staff who have been appointed subject to review after a period of probationary service.
- 16.2. 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.
- 16.3. The review referred to in sub-clause 16.2 may encompass matters which, in other circumstances, would fail to be dealt with under Parts II, III or IV of this Statute.

- 16.4. 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
- 17.1. 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)).
- 17.2. 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 6: Grievance Procedures

18. Grievance Procedure
- 18.1. 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.
- 18.2. 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.
- 18.3. 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.
- 18.4. 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.
- 18.5. 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.

Version Control

Document title:	Standing Order X: Academic Staff: Dismissal, Discipline and Grievance Procedures and Related Matters		
Document type:	Standing Order	Version:	1.1
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XI: University Officers

- 1) The Vice Chancellor has, under the Board of Trustees, responsibility to provide academic leadership; to ensure the achievement of the objectives of the University; to provide effective administration of the University affairs; and to represent the University generally. They 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 they will have power to act on behalf of the Board of Trustees, consulting the Chair, either Vice-Chair(s) 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.
- 2) The Vice-Chancellor will, under the Board of Trustees, be responsible for the discipline of the University 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.
- 3) The Vice-Chancellor will have the power to act on behalf of the Senate and any other Committee of the University in matters of urgency not admitting of delay, providing that they will report any exercise of this power to the next meeting of the Senate or relevant Committee as the case may be. They may delegate this reporting to the Chair of the relevant Committee. They will, by virtue of their office, be a member of every Committee or sub-committee of the University, with the exception of the Audit and Risk Committee and Remuneration Committee where they will be an attendee only.
- 4) The Board of Trustees and Vice-Chancellor will appoint members of full-time staff of the University to be Deputy Vice-Chancellors. The normal period of tenure of the office of Provost and Deputy Vice-Chancellor Education and Deputy Vice-Chancellor Research will be five years, renewable for a period of up to five years.
- 5) The Deputy Vice-Chancellors will be ex-officio members of the Senate and will be responsible for carrying out such duties as the Vice-Chancellor will from time to time decide on advice from the Senate. The Deputy Vice-Chancellors will be ex-officio members of Resources & Planning Committee.
- 6) In the temporary absence or incapacity of the Vice-Chancellor, the Board of Trustees will put in place any other temporary arrangements as it feels fit to ensure the continuing effective management of the University. The Deputy Vice-Chancellors will exercise the powers and discharge the responsibilities for their area of responsibility: research, teaching and learning and other cross-University strategic and management priorities.
- 7) The Deputy Vice-Chancellors will be responsible for the oversight of research, teaching and learning and other cross-University strategic and management priorities, as well as other matters as the Vice-Chancellor may determine. The Deputy Vice-Chancellors will also provide academic leadership, advise the Vice-Chancellor on any matters affecting the University, serve on main University Committees and Chair committees as required.
- 8) The Deputy Vice-Chancellor Finance and Operations will normally assume the role of Clerk to the Board of Trustees. The Clerk to the Board 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.

- 9) The Deputy Vice-Chancellor Finance and Operations will be responsible to the Vice-Chancellor for all matters relating to the administration of the University and its planning processes not delegated to others reporting directly to the Vice-Chancellor. They will advise the Vice Chancellor regarding any such matters.
- 10) The Deputy Vice-Chancellor Finance and Operations will:
- a) Prepare policies and procedures in accordance with relevant legislation and compliance with them;
 - b) Oversee the financial business of the University;
 - c) Oversee arrangements for the enrolment and general welfare of students;
 - d) Be responsible for all matters regarding employment conditions of staff;
 - e) Administer University premises and capital projects;
 - f) Supervise maintenance programmes and related programmes of work;
 - g) Supervise the administration of all University contracts and control of bought in services;
 - h) The Deputy Vice-Chancellor Finance and Operations and Clerk to the Board will maintain all necessary administrative contacts with the University of London, its constituent colleges, with the sector regulator and other organisations relevant to the work of the University and with the University's professional advisors.

Version Control

Document title:	Standing Order XI: University Officers		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	11/07/2024	Date effective:	12/07/2024

Standing Order XII: University Seal

- 1) The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will be responsible for the control of the University Seal. All documents to which the University Seal will be required to be fixed will be sealed in pursuance of a resolution of the Board of Trustees or under the delegated authority of the Board of Trustees, provided that during vacation, and in the case of urgency, the Chair of the Board of Trustees or either Vice-Chair may give authority for the sealing of any such document in conjunction with another external member of the Board of Trustees.
- 2) The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will maintain a register of all documents to which the University Seal is affixed, recording the date and purpose, and signatures of the persons in whose presence the University Seal was affixed. An annual report of all sealed documents will be submitted to the Board of Trustees, delegated to the Governance and Nominations Committee.
- 3) Diplomas, and documents of an academic nature, (including Honorary Degree/Fellowship certificates) requiring to be sealed shall be sealed in such manner as the Vice-Chancellor shall from time to time direct.
- 4) The University Seal will be fixed to any document only in the presence of any two of the following:
 - a) The Vice-Chancellor;
 - b) The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board;
 - c) The Director of Legal and Governance; or
 - d) The Chief Finance Officer.
- 5) 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 University Seal is affixed.

Version Control

Document title:	Standing Order XII: University Seal		
Document type:	Standing Order	Version:	4
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XIII: President of the University

- 1) There shall be a President of the University 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 the Governance & Nominations Committee.
- 2) The President shall be expected to:
 - a) Preside over University graduation and other ceremonies;
 - b) Act as an ambassador for the University, explaining its mission and values;
 - c) Participate in some way in the academic life of the University as agreed with the Vice-Chancellor.

Version Control

Document title:	Standing Order XIII: President of the University		
Document type:	Standing Order	Version:	1
Approved by:	Board of Trustees		
Date approved:	11/07/2024	Date effective:	12/07/2024

Standing Order XIV: Procedures for the Amendment of Standing Orders

- 1) The Board of Trustees is responsible for approving all amendments to Standing Orders.
- 2) The Board of Trustees may not add to, amend, or revoke any Standing Order 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 by making recommendations to the Board of Trustees.
- 4) All changes to Standing Orders must be submitted in the first instance to Governance & Nominations Committee which will determine whether or not a formal recommendation should be made to the Board of Trustees.
- 5) Details of proposed amendments to Standing Orders 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.

Version Control

Document title:	Standing Order XIV: Procedures for the Amendment of Standing Orders		
Document type:	Standing Order	Version:	1.1
Approved by:	Board of Trustees		
Date approved:	05/10/2022	Date effective:	06/10/2022

Standing Order XV: Procedures for the Amendment of Annexes

- 1) The Governance and Nominations Committee is responsible for approving all amendments to Annexes.
- 2) The Governance and Nominations Committee may not add to, amend, or revoke any Annex in force for the time being except at an ordinary meeting.
- 3) All sub-committees of Standing Committees of the Board of Trustees may seek to amend Annexes by making recommendations to their parent Standing Committee.

Version Control

Document title:	Standing Order XV: Procedures for the Amendment of Annexes		
Document type:	Standing Order	Version:	1
Approved by:	Board of Trustees		
Date approved:	05/10/2022	Date effective:	06/10/2022

Standing Order XVIII: 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 external 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 external 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 they consider 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) The University operates a core meeting hours policy for the timing of institutional meetings. Core meeting hours are 9.00am – 5.00pm Monday to Friday. All meetings should be held within core hours unless there is a very clear reason why this is not possible. If one-off events need to be organised outside of core hours e.g. Board of Trustees/Senate Joint Meeting, these should be announced with plenty of notice (at least 6 weeks) so that colleagues can make alternative arrangements to cover their out-of-work responsibilities.
- 7) There will be a quorum for all Committees which unless specified otherwise will be one third of the voting membership, the majority of those members must be external trustees (if applicable).
- 8) Members unable to attend and wishing to send a deputy should seek permission from the Chair before doing so.
- 9) 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. Vote tallies (and minority opinions raised during meetings) will be minuted.
- 10) 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 external members, at least five working days' notice of the intention to reconvene will be given.
- 11) 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.

- 12) 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.
- 13) 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.
- 14) The Chair may at any time call an extraordinary meeting.
- 15) 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 the Senate and one third of the membership for other Committees. Extraordinary meetings of the Academic Assembly, focusing on a specific issue, may be called by the Vice-Chancellor, 50% of Senate, or 60 members of the Academic Assembly writing to the Chair of the Academic Assembly.
- 16) Notice of an extraordinary meeting will be issued a minimum of five working days before the meeting is convened where the Committee has no external members, and seven working days when the Committee has external members.
- 17) 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.

Version Control

Document title:	Standing Order XVIII: Procedures for the Conduct of Committee Meetings		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XXII: Reserved Powers of the Board of Trustees

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

- 1) Governance
 - a) To agree proposed changes to the University's Charter and Articles;
 - b) To approve Standing Orders;
 - c) 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 University where appropriate, to the membership of the Board of Trustees committees;
 - d) To approve arrangements for the control and use of the University Seal.
- 2) Strategic Planning
 - a) To approve the University's overall Strategic Plan;
 - b) 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;
 - c) To approve for submission to the sector regulator:
 - i) the Annual Assurance Return;
 - ii) the audited Financial Statements;
 - iii) the Financial Commentary;
 - iv) the Audit Committee Annual Report;
 - v) the External Auditors' Report and Management Letter;
 - vi) the Internal Auditors' Annual Report;
 - vii) the Annual Complaints Report;
 - viii) the Prevent Return;
 - ix) and any other such mandatory returns as shall be determined from time to time.
- 3) Financial Stewardship
 - a) To approve the annual budget;
 - b) To approve changes in investments above the level specified in the Financial Regulations;
 - c) To approve any borrowing by the University;
 - d) To approve the Financial Regulations.
- 4) Audit and Risk Management
 - a) To approve the audited accounts;
 - b) To approve the appointment of the University's External and Internal Auditors and bankers;
 - c) To approve the University's risk register.

- 5) Students
 - a) To approve the constitution of the SOAS Students' Union and to approve the Code of Practice between the University and the SOAS Students' Union;
 - b) To approve the Students' Union budget and receive the audited accounts.
- 6) Health and Safety
 - a) To approve the University's Health and Safety Policy and Procedures.
- 7) Estates Management and Capital Projects
 - a) To approve the sale, purchase and lease of University land and buildings;
 - b) To approve building and other capital projects, normally through approval of the University's capital expenditure programme.
- 8) Employment
 - a) To approve procedures and recommendations to make academic staff redundancies;
 - b) To appoint the Vice-Chancellor, the Provost & Deputy Vice-Chancellor Education, Deputy Vice-Chancellor(s), the Deputy Vice-Chancellor Finance & Operations (who is also normally the Clerk to the Board of Trustees).
- 9) Equality and Diversity
 - a) To ensure that the University has processes for the promotion of equality of opportunity and the elimination of unlawful discrimination, harassment and victimisation.

Version Control

Document title:	Standing Order XXII: Reserved Powers of the Board of Trustees		
Document type:	Standing Order	Version:	1.1
Approved by:	Board of Trustees		
Date approved:	11/07/2024	Date effective:	12/07/2024

Standing Order XXIII: 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 External 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:
 - a) Selflessness - holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefits for themselves, their families or their friends.
 - b) 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.
 - c) 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.
 - d) 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.
 - e) 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.
 - f) 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.
 - g) 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:

- a) participate in strategic planning, which includes considering and approving the University's Strategic Plan, which sets the academic aims and objectives of the University and identifies the financial, physical and human resource strategies necessary to achieve these objectives;
- b) monitor the performance of the University and that of individual key office holders;
- c) understand the complexities which govern institutions of higher education and their management;
- d) assist in the achievement of institutional goals.

3) Selection Process

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

- a) Section 2 above;
- b) The University'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. If required, a panel comprising of two Trustees and an external member, chaired by the Chair or a Vice-Chair, will be convened to consider the matter and recommend a course of action to the Governance & Nominations Committee, which will in turn make a recommendation to the Board of Trustees for approval.

This would normally occur when:

- a) a serious conflict of interest occurs;
- b) a member is unable to reasonably carry out their duties.
- c) the conduct of a member is not in accordance with the criteria in section 2 of this Standing Order or is inconsistent to a significant extent with the University's own policies and procedures, such as the Dignity and Respect Policy.

With regard to b) above, the Governance & 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.

Where a member is asked to step down but refuses or does not respond to the request, then the Governance & Nominations Committee will review the matter and, when necessary, make a recommendation for termination of their membership to the Board of Trustees.

Version Control

Document title:	Standing Order XXIII: Membership of the Board of Trustees		
Document type:	Standing Order	Version:	1.2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XXIV: Committee Membership

- 1) Appointments to Committees
 - a) In making appointments to Committees, due regard should be given to the University's commitments to equality and the principle of rotation of membership. University Committees should reflect the true diversity of SOAS and have a membership which brings with it a range of backgrounds, skills, and knowledge. This should include a consideration of ensuring committees reflect the gender and ethnic balance within the University.
 - b) Internal members of Committees would normally be expected to serve for three years and for not more than five years consecutively.
- 2) Powers of Co-option and the Use of Alternates
 - a) 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 contribute to a particular item under discussion. It is not expected that this individual would attend every meeting of a committee.
 - b) As detailed above, members of committees are not representatives of a particular group (unless explicitly stated in the Terms of Reference of a Committee e.g. a Trades Union representative). 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.

Version Control

Document title:	Standing Order XXIV: Committee Membership		
Document type:	Standing Order	Version:	1.2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XXV: Register of Interests

- 1) 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, Audit Committee and Executive Board. This information will be held in the Governance Directorate and will be available for inspection.
- 2) 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 University 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 during 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.
- 3) The proper manner of indicating a conflict or potential conflict of interest is to inform the Deputy Vice-Chancellor Finance & Operations and Clerk to the Board 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 discussion.
- 4) 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.

Version Control

Document title:	Standing Order XXV: Register of Interests		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XXVI: Financial Authorities

1. Financial Authorities

- 1.1. These financial authorities alongside the SOAS Financial Regulations govern the arrangements for proper management of the University's finances.
- 1.2. They set out financial thresholds that govern the approval of income and expenditure and can only be amended by the Board of Trustees.
- 1.3. Additional delegation is permitted only in exceptional and urgent cases requiring action before the next scheduled meeting of the Committee, and any decisions made under this authority must be reported to that meeting for noting.
- 1.4. Where additional delegations have been approved to members of the Executive Board, decisions may be taken by two members of the Executive Board, comprising one member from each of the following groups, observing the order of precedence listed within each group:
 - i. Group 1: Vice-Chancellor, Provost & Deputy Vice-Chancellor Education, Deputy Vice-Chancellor Research and Knowledge Exchange;
 - ii. Group 2: Deputy Vice-Chancellor Finance & Operations, Chief Finance Officer, any other voting member of the Executive Board.

2. Setting and Varying Budgets

- 2.1. The Deputy Vice-Chancellor Finance & Operations, supported by the Chief Finance Officer, is responsible for preparing the annual revenue and capital budgets in conjunction with the Executive Board and other senior staff. The draft budgets are presented to the Resources and Planning Committee for review.
- 2.2. The Board of Trustees approves all revenue and capital budgets following recommendations by the Resources and Planning Committee. The Resources and Planning Committees oversees and reviews financial matters as per the delegations and financial authorities below and makes recommendations to the Board of Trustees as required.
- 2.3. The delegated authority levels for approving variations to revenue and capital budgets are set out below.

Approval Level	Financial Authority	Delegation	Additional delegation (see 1.3)
Above £1,000,000	Board of Trustees	No delegation permitted	N/A
£500,000 - £1,000,000	Board of Trustees	Resources and Planning Committee	Chair of the Resources and Planning Committee and at least one external trustee
£100,000 - £500,000	Resources and Planning Committee	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4

3. Transfers Between Approved Budgets

- 3.1. This section only applies to budget transfers between cost centres that have no net impact on the overall surplus or deficit.
- 3.2. Transfers from non-permanent staffing budgets to permanent staffing budgets is not permitted without express permission from the Executive Board.
- 3.3. Budget holders may authorise transfers within or between their cost centres, provided these remain within the approved budget envelope and in accordance with Regulation 3.2.
- 3.4. The delegated authority levels for budget transfers between cost centres are set out below.

Approval Level	Financial Authority	Delegation	Additional delegation (see 1.3)
All staffing budget transfers	Board of Trustees	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4
Non-staffing budget transfers above £500,000	Board of Trustees	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4
Non-staffing budget transfers between £100,000 and £500,000	Executive Board	Deputy Vice-Chancellor Finance & Operations and Chief Finance Officer	N/A
Non-staffing budget transfers up to £100,000	Executive Board	All budget holders and Deputy Director of Finance and Procurement	N/A

4. Entering into Financial Commitments within Board-approved Budgets

- 4.1. Financial commitments include contracts, leases, licences to occupy, or any other binding agreements that create a financial obligation for the University.
- 4.2. This section sets out the levels of authority required to approve and sign such commitments on behalf of the University.
- 4.3. The approval thresholds set out below apply to the total value of the commitment over the full term of the contract.

Approval Level	Delegating Authority	Authority Delegated to (in order of precedence)
Above £5,000,000	Board of Trustees	Vice-Chancellor Deputy Vice-Chancellors
Between £100,000 and £5,000,000	Executive Board	Vice-Chancellor Deputy Vice-Chancellors Chief Finance Officer
Between £10,001 and £100,000	Executive Board	Vice-Chancellor Deputy Vice-Chancellors Chief Finance Officer Any other voting member of the Executive Board
Up to £10,000	Executive Board	Budget holders

5. Approving Expenditure within Board-approved Budgets

- 5.1. The delegated authority levels for approving expenditure within Board-approved budgets are set out below.
- 5.2. Where applicable, the approval thresholds set out below apply to the total value of the commitment over the full term of the contract.

Approval Level	Financial Authority	Delegation	Additional delegation (see 1.3)
Above £5,000,000	Board of Trustees	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4
Between £100,000 and £5,000,000	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4	N/A
Between £10,001 and £100,000	Executive Board	Budget holder and Chief Finance Officer or Deputy Director of Finance and Procurement	N/A
Up to £10,000	Executive Board	Budget holder	N/A

6. Writing Off Bad Debt

- 6.1. After all reasonable steps have been taken to recover a debt, in accordance with the Credit Control and Debt Management Policy, the following limits apply to the write-off of bad debts.
- 6.2. An annual summary of all debts written off must be submitted to the Resources and Planning Committee.

Approval Level	Financial Authority	Delegation	Additional delegation (see 1.3)
Above £100,000	Board of Trustees	Resources and Planning Committee	Chair of the Resources and Planning Committee and at least one external trustee
Between £50,001 and £100,000	Resources and Planning Committee	Executive Board	Two voting members of the Executive Board as described in Standing Order XXVI Regulation 1.4
Up to £50,000	Executive Board	In order of precedence: Deputy Vice-Chancellor Finance and Operations Chief Finance Officer	N/A

7. Other Financial Authorities

Description	Authority	Reference
To approve the salary and any recurrent and non-recurrent contribution award of the Vice-Chancellor	Remuneration Committee	Standing Order XI (2)
To approve the salary and any recurrent and non-recurrent contribution award for senior staff reporting to the Vice-Chancellor	Remuneration Committee	Standing Order XI (3)
To approve any proposed severance payments in excess of £100,000	Remuneration Committee	Standing Order XI (6)
To approve investment arrangements under 10% of the portfolio	Resources and Planning Committee	Standing Order VIII (6)

Version Control

Document title:	Standing Order XXVI: Financial Authorities		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	12/02/2026	Date effective:	13/02/2026

Standing Order XXVII: The Students' Union

- 1) The formation of a “Students’ Union” (as defined by section 20 of the Education Act 1994) shall be recognised by the University. The University is a chartered corporation and the Students’ Union (SU) is a Charitable Incorporated Organisation 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 University’s Board of Trustees to ensure that the SU conducts itself in a fair and democratic manner and is accountable for its finances.
- 2) 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 University 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.

Version Control

Document title:	Standing Order XXVII: The Students' Union		
Document type:	Standing Order	Version:	2
Approved by:	Board of Trustees		
Date approved:	05/10/2022	Date effective:	06/10/2022

Standing Order Annex I: Academic Assembly

The purpose of the Academic Assembly is to consider matters regarding academic policy and institutional strategy.

Reporting

Academic Assembly provides input into Senate.

Membership

The membership of the Academic Assembly will comprise the following:

Chair	• Elected by the Academic Assembly
Deputy Chair	• Elected by the Academic Assembly
Ex officio members	• All academic staff • All professional services staff working on teaching, research and knowledge exchange
Members in attendance	• All other professional services staff
Secretary	• The secretary will be appointed by the Chair of the Academic Assembly.

Meetings

The Committee will normally hold five ordinary meetings per annum, and the quorum will be 30 members.

Terms of Reference

The Academic Assembly will have the following terms of reference:

- 1) To advise on matters relating to academic policy and institutional strategy, where referred by the Senate, Executive Board, or 30 of its voting members;
- 2) To advise Senate on key academic issues affecting the University;
- 3) To submit an annual report to the Board of Trustees for noting;
- 4) To elect a Chair and Deputy Chair for the Academic Assembly from its voting membership;
- 5) To advise the Senate to reconsider or amend a matter, where supported by a majority of a quorate meeting (30 voting members);
- 6) To consider and vote on significant issues affecting SOAS and advise Senate on its deliberations.

Version Control

Document title:	Standing Order Annex I: Academic Assembly		
Document type:	Standing Order Annex	Version:	1.2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex II: Teaching, Learning and Student Experience Committee

Teaching, Learning & Student Experience Committee is a sub-committee of Senate. It is required to report to Senate on a termly basis.

Reporting

Teaching, Learning & Student Outcomes Committee will report to the Senate.

Membership

The membership of the Teaching, Learning & Student Experience Committee will comprise the following:

- | | |
|--------------------|--|
| Chair | <ul style="list-style-type: none"> • Provost & Deputy Vice-Chancellor Education |
| Ex officio members | <ul style="list-style-type: none"> • Academic Registrar • Global Director of Learning and Teaching • Chair of the Student Engagement and Outcomes Committee • Chair of the Curriculum Quality Assurance Committee • Head of Education Strategy and Student Experience • Head of Academic Services • Head of Access, Experience and Success • Deputy Deans (Learning and Teaching) (if not chairs of subcommittees) • Head of Planning • Head of Learning and Teaching Enhancement • Head of Doctoral School • Head of Careers • Director Marketing, Student Recruitment and Communications • Head of Department from each college - post to be rotated on a termly basis • 2 members of Senate (if not already represented in membership) |
| Appointed members | <ul style="list-style-type: none"> • 1 representative from the Library, appointed by Chief Librarian • 1 academic representative from each College (who is not represented on another academic committee), appointed by the Deans of College • 1 academic representative from Foundation College • 1 academic representative from Language Centre, appointed by the Head of Department of the School of Languages, Cultures and Linguistics • 3 full members of the Students' Union appointed by the Students' Union Executive Committee • 1 undergraduate student, one postgraduate taught student, and one research student • 1 Student Union sabbatical officer |

Secretary

- The Academic Registrar or nominee will serve as Secretary.

Meetings

The Committee will normally hold at least four ordinary meetings per annum, and the quorum will be a third of voting members.

Standing Committees

The Teaching, Learning & Student Experience Committee will appoint the following Standing Committees. The Terms of Reference for these committees will be approved by the Teaching, Learning & Student Experience Committee. The Teaching, Learning & Student Experience Committee will receive regular reports from these committees and approve proposals from them.

- 1) Curriculum Quality Assurance Committee
- 2) Student Experience and Outcomes Committee

The Teaching, Learning & Student Experience Committee may delegate activities and authorities to its Standing Committees as appropriate, but retains overall responsibility for these.

Terms of Reference

The Teaching, Learning & Student Experience Committee will have the following terms of reference:

- 1) To advise on the development of the University's overall Education Strategy and recommend it to Senate for approval;
- 2) To advise on the development of policies, procedures and implementation plans related to the Education Strategy, including the University's profile of academic programmes (whether leading to degrees or not), modes of delivery, partnerships, collaborations, and the marketing of these programmes, and to recommend changes or actions to Senate or other committees where required;
- 3) To advise on policy relating to student prizes, student recruitment and widening participation, and to recommend changes or actions to Senate and other committees where required;
- 4) To monitor the Education Strategy and associated key indicators annually, and recommend changes as appropriate;
- 5) To note reports on the development and delivery of areas of learning and teaching relating to research degrees, and on the quality of the University's provision for research students;
- 6) To oversee the maintenance and monitoring of academic standards and quality and recommend changes or actions to Senate and other committees where appropriate;
- 7) To recommend objectives and policies that maintain and enhance the quality and standards of learning and teaching, in line with internal and external frameworks, requirements and benchmarks, including those set by the designated body for quality assurance and relevant professional, statutory and regulatory bodies;
- 8) To note reports from and to external learning and teaching and quality assurance agencies, and professional, statutory and regulatory bodies on the standards and quality of the University's provision, and advise Senate on the implications for the University;

- 9) To advise the Research & Knowledge Exchange Committee on changes to internal and external frameworks and requirements where these have implications for maintaining the standards of research degrees and the quality of provision for postgraduate research students;
- 10) To advise on the development of a strategic approach to quality enhancement across the University and oversee the identification and dissemination of examples of good practice in learning and teaching;
- 11) To recommend to Senate changes to policies relating to the maintenance and enhancement of high-quality professional teaching standards and practice, and to monitor the implementation of such policies;
- 12) To approve reports and associated action plans arising from internal, University-level surveys (including module-level surveys), and to recommend reports and action plans arising from national surveys (including the NSS, PTES and PRES), and from student achievement and outcomes reporting, to Senate for approval;
- 13) To oversee the SOAS's participation and performance in teaching assessment exercises, monitor outcomes, and advise Senate and the Board of Trustees on relevant implications;
- 14) To recommend to Senate changes to academic regulations, including those related to admissions, assessment and progression; and to recommend changes to related policies, procedures, guidelines and codes of practice recommended by its sub-committees;
- 15) To note reports on requests for the suspension of regulations, advise on any issues arising from such requests, and recommend changes to policies or regulations to Senate where appropriate;
- 16) To advise Executive Board on the University's procedures for Comprehensive Review and monitor how this process meets requirements for the periodic review of programmes; to receive reports arising from Comprehensive Review which relate to learning and teaching, consider and approve their recommendations and monitor their implementation;
- 17) To approve and keep under review the University's procedures for Continuous Review; to advise on the annual reports from the College Learning and Teaching Committees and recommendations on the issues raised; to monitor the implementation of those recommendations;
- 18) To approve and keep under review the University's procedures for the consideration of quality and standards in relation to provision delivered in partnership with others; to approve the academic delivery, oversight and quality assurance plans of teaching or research student related teaching provision once the partner has been approved by the Senate and Board following business case approval by the Collaborative Strategy and Collaborative Provision Sub-Committee; to approve partnerships relating to student mobility;
- 19) To monitor the delivery of the University's Access and Participation Plan and advise the Provost & Deputy Vice-Chancellor Education on proposals for its future development;
- 20) To approve nominations for chairs and deputy chairs of exam boards and sub-boards; to approve changes to the allocation of programmes and modules to sub-boards; to recommend to Senate any changes to the Terms of Reference or procedures of exam boards relating to their role in the maintenance and monitoring of academic standards;

- 21) To approve and keep under review the University's procedures for the appointment of external examiners;
- 22) To approve the University' academic calendar;
- 23) To note the approval of programmes and amendments to programmes by the Curriculum Quality Assurance Committee and report these to Senate;
- 24) To oversee the work of the Curriculum Quality Assurance Committee, the Student Experience and Outcomes Committee and the College Learning and Teaching Committees, and to receive termly reports from these committees to ensure a consistent approach to the quality of teaching and learning across the Colleges.

Version Control

Document title:	Standing Order Annex II: Teaching, Learning and Student Experience Committee		
Document type:	Standing Order Annex	Version:	3
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex III: Equality, Diversity and Inclusion & Wellbeing Committee

Reporting

The Equality, Diversity and Inclusion (EDI) & Wellbeing Committee reports to the Senate. It is required to report to the Senate on a termly basis and to Board of Trustees on a regular basis. It also has a responsibility to liaise with other committees and to keep them informed as necessary. The committee will report quarterly to the Executive Board and has the authority to escalate issues to it for further action or consideration. Members of the committee are functional representatives and are expected to communicate key issues and updates acting as a key link between the SOAS community and governance structures.

Membership

The membership of the EDI & Wellbeing Committee will comprise the following:

Chair	<ul style="list-style-type: none"> Deputy Vice-Chancellor Research and Knowledge Exchange (Executive Lead for EDI)
Ex officio members	<ul style="list-style-type: none"> Head of EDI and Staff Wellbeing Chief Finance Officer Director of People Director Research and Knowledge Exchange Head of Access, Experience and Success Head of Student Casework Head of Planning Head of Advice and Wellbeing Head of Student Experience, Engagement and Retention Head of Learning and Teaching Enhancement Deputy Deans (Learning and Teaching)
Appointed members	<ul style="list-style-type: none"> 3 Heads of Department one from each college, appointed by the Deans of College 1 Student Union representative appointed by the Students' Union Executive 1 Postgraduate Research student representative, appointed by the Research Students' Association 1 UCU representative, appointed by UCU 1 UNISON representative, appointed by UNISON 2 members of Senate, elected by Senate (if not already represented in membership)
Elected members	<ul style="list-style-type: none"> 3 academic representatives one from each college
Secretary	<ul style="list-style-type: none"> The Chair of the Equality, Diversity and Inclusion & Wellbeing Committee will nominate a Secretary.

Meetings

The Committee will normally hold three ordinary meetings per annum, and the quorum will be a third of voting committee members.

Terms of Reference

The Equality, Diversity and Inclusion & Wellbeing Committee will have the following terms of reference:

- 1) To oversee the implementation of SOAS EDI strategy and ensure its alignment with other strategies;
- 2) To monitor SOAS's performance across a range of equality, diversity, inclusion, and wellbeing measures;
- 3) To advise on strategic planning and policy development matters relating to equality, diversity, inclusion, and wellbeing and recommend proposals to Senate and other committees as appropriate;
- 4) To monitor the delivery of EDI outcomes through regular reports from EDI function leads.
- 5) To oversee the commissioning and scrutiny of data, evidence, and reports relating to equality, diversity, and inclusion;
- 6) To oversee equality submissions for accreditation and benchmarking, and to approve them prior to submission.

Version Control

Document title:	Standing Order Annex III: Equality, Diversity and Inclusion & Wellbeing Committee		
Document type:	Standing Order Annex	Version:	3
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex V: Research and Knowledge Exchange Committee

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

Reporting

Research & Knowledge Exchange Committee reports to the Senate.

Membership

The membership of the Research & Knowledge Exchange Committee will comprise the following:

Chair	<ul style="list-style-type: none"> Deputy Vice-Chancellor Research & Knowledge Exchange
Ex officio members	<ul style="list-style-type: none"> 3 Deputy Deans (Research and Knowledge Exchange) (if not chairs of sub-committees) Head of the Doctoral School Director of Research and Knowledge Exchange Academic Registrar Chief Librarian Chair of the Knowledge Exchange Committee Chair of the Research Culture Committee Chair of the Research Ethics Panel
Appointed members	<ul style="list-style-type: none"> 1 Departmental Research and Knowledge Exchange Convenor from each College, appointed by the Deans of College 1 Head of Department from each college, appointed by the Deans of College 1 postgraduate research students, appointed by the Research Students' Association (RSA)
Elected members	<ul style="list-style-type: none"> 2 representatives from the academic community, one of which should be an early career researcher (an individual who is either: within eight years of their PhD award, or equivalent professional training). 2 members of Senate, elected by Senate (if not already represented in membership)
Secretary	<ul style="list-style-type: none"> The secretariat will be provided by the Research and Knowledge Exchange Division.

Meetings

The Committee will normally hold three ordinary meetings per annum, and the quorum will be a third of voting committee members.

Standing Committees

The Research & Knowledge Exchange Committee will appoint the following Standing Committees. The Terms of Reference for these committees will be approved by the Research &

Knowledge Exchange Committee. The Research & Knowledge Exchange Committee will receive regular reports from these committees and approve proposals from them.

- 1) Knowledge Exchange Committee;
- 2) Research Culture Committee;
- 3) Research Ethics Panel.

The Research & Knowledge Exchange Committee may delegate activities and authorities to its Standing Committees as appropriate but retains overall responsibility for these.

Terms of Reference

Research & Knowledge Exchange Committee will have the following terms of reference:

- 1) To advise on the development of the University's overall Research and Knowledge Exchange Strategy and to recommend the strategy to Senate for approval;
- 2) To advise on the development of policies, procedures, and implementation plans related to the Research and Knowledge Exchange Strategy, and to recommend proposals to Senate and other committees as appropriate;
- 3) To monitor the implementation of College actions plans and progress against the SOAS Research and Knowledge Exchange Strategy;
- 4) To monitor the Research and Knowledge Exchange Strategy and associated key performance indicators on an annual basis;
- 5) To advise Senate regarding the research and knowledge exchange performance at least three times per academic year, and to provide an annual report on progress against the Research and Knowledge Exchange Strategy;
- 6) To oversee SOAS's participation and performance in research and knowledge exchange assessment exercises, and to monitor outcomes and advise Senate and the Board of Trustees;
- 7) To recommend to the Executive Board proposals from Colleges on the establishment and closure of research centres and institutes, and to monitor their ongoing activity;
- 8) To advise on ethical matters relating to the University's research and knowledge exchange, in line with the University's ethics policy and related procedures;
- 9) To oversee the work of the Research Culture Committee, Knowledge Exchange Committee, the Research Ethics Panel and the three College Research and Knowledge Exchange Committees, and to receive reports from them at least three times per academic year;
- 10) To approve applications for Professors of Practice, Community Fellows, Policy Fellows and Global Fellows.

Version Control

Document title:	Standing Order Annex V: Research and Knowledge Exchange Committee		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XII: Health, Safety and Risk Committee

The Health, Safety and Risk Committee will keep under review all matters involving the safety and occupational health of staff, students and other persons within the University environment. The Committee also keeps under review local and strategic risks across the University.

Reporting

Health, Safety & Risk Committee reports to the Audit and Risk Committee.

Membership

The membership of the Health, Safety & Risk Committee will comprise the following:

- | | |
|--------------------|--|
| Chair | <ul style="list-style-type: none"> • A member of staff, appointed by the Board of Trustees (normally the Deputy Vice-Chancellor Finance & Operations) |
| Ex officio members | <ul style="list-style-type: none"> • Director Legal and Governance • Director Estates & Property Services • Health, Safety and Security Manager • Fire Safety Manager • Health & Safety Manager • Governance Manager • Health and Safety representative for each College • Health and Safety representative for each Professional Services Directorate |
| Appointed members | <ul style="list-style-type: none"> • A member of staff from the Human Resources Directorate, appointed by the Director of People • 1 local risk register owner • 1 representative from each of the recognised Trade Unions, appointed by the Trade Unions • 1 representative from the Students' Union, appointed by the Students' Union Executive Committee |
| Secretary | <ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary. |

Meetings

The Committee will normally hold three ordinary meetings per annum, and the quorum will be a third of voting committee members.

Terms of Reference

The Health, Safety & Risk Committee will have the following terms of reference:

Health & Safety

- 1) To advise on policy changes relating to the health, safety, security and welfare of University staff (including contractors and outsourced workers), students, visitors and others affected University activities (including external fieldwork in the UK and overseas). For this purpose, the term 'health and safety' includes the University's security provision, fire arrangements and occupational health service;

- 2) To monitor the implementation of health and safety policies and codes of practice, and to advise on changes as necessary;
- 3) To advise the Board of Trustees, on health and safety implications of University strategies and plans, including those relating to the development of the estate;
- 4) To advise the Board of Trustees annually on the Committee's activities and recommendations;
- 5) To monitor compliance with current health and safety and related legislation;
- 6) To monitor current, emerging, and potential external health and safety challenges (including proposed changes to legislation), and to advise on their implications and possible responses for the University, ensuring agreed changes are implemented through the appropriate channels;
- 7) To advise on the University's emergency and business continuity planning;
- 8) To monitor accidents, incidents, hazardous occurrences, sickness absence, and ill health (including stress) affecting staff, students, and visitors, and to advise on corrective actions and their implications for University strategy, policy and practice;
- 9) To advise on the provision of appropriate health and safety training and to monitor its effectiveness;
- 10) To advise managers, staff, students, and visitors on policy and practice concerning health and safety;
- 11) To monitor the provision and communication of health and safety information;
- 12) To note reports from management representatives, Union safety representatives, staff and student representatives, and any other appropriate bodies, including audit or inspection reports.

Risk Management

- 1) To note regular reports from the University's risk register owners on their risk registers;
- 2) To monitor the University's risk management strategies;
- 3) To oversee the University's local risk registers;
- 4) To recommend to the Audit and Risk Committee whether any local risks should be escalated as strategic risks.

Version Control

Document title:	Standing Order Annex XII: Health, Safety and Risk Committee		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XIII: Honorary Degrees and Fellowships Committee

The Honorary Degrees and Fellowships Committee is responsible for making recommendations to the Governance and Nominations Committee and the Board of Trustees for the award of the Honorary Degree and Honorary Fellowships.

Reporting

Honorary Degrees & Fellowships Committee reports to the Governance and Nominations Committee.

Membership

The membership of the Honorary Degrees & Fellowships will comprise the following:

Chair	<ul style="list-style-type: none"> • Vice-Chancellor
Ex officio members	<ul style="list-style-type: none"> • Provost & Deputy Vice-Chancellor Education • Deputy Vice-Chancellor Research and Knowledge Exchange • Deputy Vice-Chancellor Finance & Operations and Clerk to the Board • Director of Legal and Governance
Appointed members	<ul style="list-style-type: none"> • 2 Heads of Department, appointed by the Vice-Chancellor • 2 members of Senate • 1 of the Students' Union Presidents, appointed by the Students' Union Executive Committee
Secretary	<ul style="list-style-type: none"> • The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold two ordinary meetings per annum, usually well in advance of graduation.

Terms of Reference

The Honorary Degrees & Fellowships Committee will have the following terms of reference:

After considering any suggestions from members of the University:

- 1) To recommend candidates for Honorary Fellowships to the Governance and Nominations Committee for endorsement, prior to approval by the Board of Trustees;
- 2) To recommend candidates for Honorary Degrees to the Governance and Nominations Committee for endorsement, prior to approval by the Board of Trustees.

Version Control

Document title:	Standing Order Annex XIII: Honorary Degrees and Fellowships Committee		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XIV: Investment Committee

The purpose of the Investment Committee is to advise, oversee and regulate the investments of the University.

Reporting

The Investment Committee reports to the Resources and Planning Committee.

Membership

The membership of the Investment Committee will comprise the following:

Chair	<ul style="list-style-type: none"> Independent Chair appointed by the Governance and Nominations Committee
Ex officio members	<ul style="list-style-type: none"> Vice-Chancellor Deputy Vice-Chancellor Finance & Operations Two External Members of the Board of Trustees (not on Resources & Planning Committee)
Appointed members	<ul style="list-style-type: none"> Four other external persons appointed by the Governance and Nominations Committee, who shall bring recent and relevant expertise of investment management to the Committee
Members in attendance	<ul style="list-style-type: none"> Chief Finance Officer Such other members as may be co-opted by the Committee from time to time.
Secretary	<ul style="list-style-type: none"> The Deputy Vice-Chancellor Finance & Operations and Clerk to the Board will nominate a Secretary.

Meetings

The Committee will normally hold two ordinary meetings per annum, in March and September. The quorum will be a third of voting committee members.

Terms of Reference

The Investment Committee will have the following terms of reference:

- 1) To recommend the annual SOAS Investment Strategy for endorsement by the Resources and Planning Committee and approval by the Board of Trustees;
- 2) To advise on management of investment funds in accordance with the University's mandate and responsible investment policy, through reports and advice from the University's investment managers on the performance of its endowment asset investments;
- 3) To advise the Resources & Planning Committee and recommend on:
 - a) The performance and selection of investment managers;
 - b) The investment strategy;
 - c) The extraction rate.

- 4) To monitor the ethics, diversity, and ESG policies of SOAS in relation to existing investments, and advise on guidance provided to the fund managers for future asset allocation to ensure alignment with SOAS's overall policies;
- 5) To recommend the strategy and investment criteria for short-term liquid (cash and cash equivalent) investments including the Unrestricted Scholarships Endowment Fund, for consideration by the Resources and Planning Committee;
- 6) In exceptional circumstances, it may be necessary to escalate matters which should be brought to the attention of the Chair of the Resources and Planning Committee and the Vice-Chancellor in the first instance. Any decisions relating to investments remain the responsibility of the Board of Trustees as set out in the Financial Authorities and the SOAS Schedule of Delegations.

Version Control

Document title:	Standing Order Annex XIV: Investment Committee		
Document type:	Standing Order Annex	Version:	2.1
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XVI: Ethics Panel for Philanthropic Gifts

The Ethics Panel for Philanthropic Gifts is responsible for the acceptance of philanthropic gifts by the University as delegated by the Board of Trustees.

Reporting

The ultimate responsibility for the acceptance of gifts by SOAS lies with the Board of Trustees delegated to the Ethics Panel for Philanthropic Gifts. The responsibility for managing the procedure by which gifts are accepted is devolved to Advancement.

Membership

The membership of the Ethics Panel will comprise the following:

Chair	<ul style="list-style-type: none"> • Vice-Chancellor
Ex officio members	<ul style="list-style-type: none"> • Deputy Vice-Chancellor Finance & Operations and Clerk to the Board • Director of Advancement • Director of Global Partnerships
Appointed members	<ul style="list-style-type: none"> • Two external members of the Board of Trustees
Elected members	<ul style="list-style-type: none"> • Two academic representatives
Secretary	<ul style="list-style-type: none"> • The Director of Advancement will nominate a Secretary.

Meetings

Given the agility required to consider proposed philanthropic gifts and due diligence relating to donors, the panel will review matters electronically (including virtual meetings or correspondence), with decisions formally recorded at three ordinary meetings held each year.

The quorum of the Ethics Panel for Philanthropic Gifts will be at least 50% of its voting membership, including a representative of the Board of Trustees.

If a decision or consensus cannot be reached by the Ethics Panel, this will be escalated to the Board of Trustee Chair, a Vice Chair, and the Chair of the Audit and Risk Committee. If a decision is urgently required, the Chair of the Ethics Panel for Philanthropic Gifts must engage the Chair of the Board of Trustees, the two Vice Chairs of the Board of Trustees, and the Chair of the Audit and Risk Committee.

Terms of Reference

The Ethics Panel for Philanthropic Gifts will have the following terms of reference:

- 1) To approve all gifts of £1,000,000 and above. A Gift Acceptance Record must be completed and authorised by the Chair of the Panel.
- 2) To approve gifts under £1,000,000 which has been referred and requires a broader institutional decision;
- 3) Where concerns arise regarding ethics or legality, the Ethics Panel for Philanthropic Gifts will advise on the source of the gift and recommend either acceptance or rejection,

referring the matter to the Audit and Risk Committee for endorsement and the Board of Trustees for approval.

Version Control

Document title:	Standing Order Annex XVI: Ethics Panel for Philanthropic Gifts		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XVII: Prevent Steering Group

The Prevent Steering Group is responsible for managing the University's obligations under the Counter Terrorism and Security Act 2015 and in line with the guidance for higher education institutions in England and Wales published in 2021 (known as "The Prevent Duty"). Reporting to the Board of Trustees through the Audit and Risk Committee and University Executive, work will be undertaken in partnership with all members of the University community, including trustees, staff, students, visitors and contractors. The Steering Group will promote a shared awareness and understanding of the risk of radicalisation within the University and monitor, review and act on the effectiveness of the University's arrangements in respect of the legislation.

Reporting

The Prevent Steering Group reports to the Audit and Risk Committee.

Membership

The membership of the Prevent Steering Group will comprise the following:

Chair	<ul style="list-style-type: none"> • Director of Student Support, Wellbeing and Careers
Ex officio members	<ul style="list-style-type: none"> • Director of Legal and Governance • Assistant Director of Campus Safety • Deputy Director HR • Head of Student Advice and Wellbeing • Director of Communications • Information Compliance Manager Officer
Appointed members	<ul style="list-style-type: none"> • 1 of the Students' Union Presidents, appointed by the Students' Union Executive Committee
Secretary	<ul style="list-style-type: none"> • The Chair will nominate a Secretary.

Meetings

The Committee will normally hold three ordinary meetings per annum, and the quorum will be a third of voting members.

Terms of Reference

The Prevent Steering Group will have the following terms of reference:

- 4) To oversee all aspects of the Prevent Duty, ensuring compliance with legislation, best practice, and the University's Code of Practice on Freedom of Speech, including:
 - a) Mechanisms to assess risks associated with Prevent;
 - b) Action planning to mitigate identified risks;
 - c) Links to University welfare support systems and external support bodies as necessary;
 - d) Systems for assessing and mitigating risks around external speakers and events on campus, in line with the University's duty to promote freedom of speech;
 - e) Ongoing Prevent training for relevant staff;
 - f) IT usage policies, and where appropriate a research policy, covering the Prevent duty;

- g) Engagement mechanisms with students to ensure that Students' Unions and societies are aware of relevant policies;
- 5) To recommend the University's Prevent Accountability and Data Return to the Audit and Risk Committee for endorsement, prior to approval by the Board of Trustees and submission to the Office for Students (OfS);
 - 6) To monitor the University's Prevent Risk register, identifying and tracking risks associated with compliance with the Duty, and to advise the University Executive on key risks requiring escalation;
 - 7) To monitor the Prevent Action Plan, advising on progress and completion of actions required to meet the Duty and the requirements of the OfS;
 - 8) To advise on the promotion of understanding of the Prevent Duty throughout the University, including through training, updates, events, and liaison with relevant committees and groups;
 - 9) To advise on the Prevent Duty and its requirements, and recommend improvements and priorities to the University Executive and the Board of Trustees as required;
 - 10) To oversee the alignment of the Prevent Steering Group's work, and to seek sector guidance and best practice from other Universities as required;
 - 11) To advise on engagement with local partners, including the DfE Prevent Regional HE/FE Co-ordinator, and to represent SOAS at local and national events relevant to the Prevent Duty.

Version Control

Document title:	Standing Order Annex XVII: Prevent Steering Group		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026

Standing Order Annex XVIII: Sustainability Committee

The role of the Sustainability Committee is to ensure there is an integrated, proactive approach to Sustainability across the institution that is informed by best practice, and supports the achievement of the University's values, objectives and strategy.

Reporting

The Prevent Steering Group reports to the Senate.

The Sustainability Committee will report to the Executive Board where there are matters that are related to policy and/or financial resources, and endorsement of recommendations should be sought on these matters prior to formal approval by the Senate.

Membership

The membership of the Prevent Steering Group will comprise the following:

Chair	<ul style="list-style-type: none"> Deputy Vice-Chancellor Research and Knowledge Exchange
Ex officio members	<ul style="list-style-type: none"> College Deans Director of Estates Head of Planning Head of Sustainability Director of Global Teaching and Learning Director of Research and Knowledge Exchange Director of Marketing, Student Recruitment and Communications Director of People Director of Finance and Procurement
Appointed members	<ul style="list-style-type: none"> 2 members of Senate 1 of the Students' Union Presidents, appointed by the Students' Union Executive Committee
Secretary	<ul style="list-style-type: none"> The Chair will nominate a Secretary.

Meetings

The Committee will normally hold two ordinary meetings per annum, and the quorum will be a third of voting members.

Standing Committees

The Committee will appoint and approve the Terms of Reference for the Sustainability Working Group, and will receive regular reports from this group.

The Committee will also have close linkages with the Net Zero Working Group, and will receive regular reports from this group.

Terms of Reference

The Sustainability Committee will have the following terms of reference:

- 1) Act the delegated authority within SOAS to oversee the implementation of the

- Sustainability, and Net Zero strategies – recommending agreed objectives and targets to meet the agreed commitments
- 2) To champion and develop a culture of Sustainability within the institution through collaboration and engagement across the wider SOAS community
 - 3) To lead on the stewardship of all the interventions delivered as part of the Sustainability strategy, requiring a clearer mapping of what a “whole-of-institution” commitment to social justice entails, that would cross a number of other institutional workstreams and strategies. Some examples may include the Access and Participation Plan, a strategy for scholarships and strategy for Student Advice and Wellbeing.
 - 4) To ensure the Sustainability agenda remains a priority and highly visible within the institution, the development of institutional strategies, through regular communication and engagement across the SOAS community, and is embedded in the operations of the institution
 - 5) To consider strategic communications internally and externally, publicising key initiatives or progress on Sustainability / Net Zero Strategy delivery
 - 6) To advise and update Senate on the progress made in delivery of the Sustainability Strategy against agreed commitments and target indicators
 - 7) To consider and advise on the development of policies, procedures and guidance documents to ensure Sustainability is considered and embedded in operation of the institution
 - 8) To monitor SOAS’ position and ranking on university league tables focussed on Sustainability, including People and Planet, QS Sustainability, and THE impact
 - 9) To receive reports and updates from the Sustainability Working Group and the Net Zero Working group to oversee implementation of these strategies, and to review potential risks and issues that may impact on agreed delivery timescales
 - 10) To support the Sustainability Working Group to unblock any obstacles impacting on delivery of the Strategy

Document title:	Standing Order Annex XVIII: Sustainability Committee		
Document type:	Standing Order Annex	Version:	2
Approved by:	Governance and Nominations Committee		
Date approved:	04/02/2026	Date effective:	05/02/2026