



ORDINANCES OF KING'S COLLEGE LONDON

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A. DEFINITIONS AND INTERPRETATION AND PROCEDURE FOR MAKING ORDINANCES AND REGULATIONS

A1 Definition of Terms

A1.1 Unless otherwise defined in the Charter and Statutes, the following terms shall have the following meanings in these Ordinances:

‘Academic Board’	means the Academic Board established by Article 8 of the Charter;
‘Chair’	means the Chair of the Council or a Chair of a Standing Committee, as appropriate, unless specified otherwise;
‘Chair of the Council’	means the person who holds the office of Chair of the Council established by Article 5 of the Charter;
‘Charter’	means the Charter of King’s College London;
‘Co-opted independent member’	means a person who is a member of a committee or subcommittee of Council appointed by Council on the recommendation of the Governance, Performance and Remuneration Committee or by the parent standing committee in the case of a subcommittee, who is independent and not a member of staff of the University.
‘Council’	means the Council of the University established by Article 5 of the Charter;
‘Dean’	means the person who holds the office of Dean of King’s College London established under Ordinance E3;
‘Fellow’	means a person holding a Fellowship conferred by the University under Ordinance C2.3;
‘Functions’	includes powers and duties;
‘Honorary Treasurer’	means the person who holds the office of Honorary Treasurer under Ordinance B3.2.6;
‘Independent Member’ and ‘Other Independent Member’	means a person who is a lay member of Council under Statute 1(i) as interpreted by Ordinance B3.1.3, that is to say, a member of Council appointed by Council on the recommendation of Governance, Performance and Remuneration Committee who is independent and not a member of staff of the University;
‘Major Strategic Decision’	means a decision which, in the judgement of the Vice-Chancellor and President in consultation with the Chair of the Council, requires approval and monitoring by the Council because of the level of expenditure involved, the degree of risk, the change to the strategic direction of the University, or similar considerations;
‘Member of the University’	means a person falling into one or more of the categories in Ordinance B1;
‘Ordinances’	means Ordinances made by the Council in accordance with the Charter and Statutes;
‘Ordinary Meeting’	means any meeting of Council or a Standing Committee which is not a Special Meeting;

‘Register of Interests’	means the Register established by Ordinance B4.7.2 ;
‘Regulations’	means Regulations made by the Council or other such authority as delegated by the Council in accordance with the Charter and Statutes. A list of such Regulations in effect from time to time is set out in Appendix A;
‘Reserved Item of Business’	means an Item of Business before the Council designated as a Reserved Item of Business under Ordinance B4.7.1;
‘Special Meeting’	means a special meeting of the Council or a Standing Committee convened in accordance with Ordinance B4.2.3;
‘Special Resolution’	means a resolution passed at a meeting of not less than two-thirds of the members of the Council where written notice of the meeting and of the object of the meeting have been given to each member of the Council not less than fourteen clear days before the date fixed for the meeting and the resolution has been passed at each meeting by not less than two-thirds of those present and voting, including a majority of Independent Members;
‘Standing Committee’	means a Standing Committee of the Council listed in Ordinance B4.4;
‘Staff Member’	means a person who is a staff member of the University Council under Statute 1(i) as interpreted by Ordinance B3.1.4;
‘Statutes’	means the Statutes referred to in Article 11 of the Charter;
‘Supplementary Agenda Item’	means an item submitted for consideration at an Ordinary Meeting of a Council or Standing Committee which was not circulated to members in advance of the meeting as part of the agenda;
‘University’	has the meaning assigned to it by Article 2 of the Charter;
‘University Secretary’	means the person holding the office of University Secretary;
‘Unreserved Item of Business’	means an Item of Business before the Council which is not designated as a Reserved Item of Business;
‘Vice-Chair’	means a person who holds the office of Vice-Chair of the Council established by Article 5 of the Charter or the Vice-Chair of a standing committee or subcommittee of Council;
‘Vice-Chancellor and President’	means the person who holds the office of President and Principal of the University established by Article 6 of the Charter;
‘Vice-Principal’	means a person who holds the office of Vice-Principal established by Statute 12;
‘Visitor’	means the person who holds the office of Visitor of the University established by Article 7 of the Charter.

A2 Interpretation

- A2.1 Ordinances shall not be interpreted in a manner that is contrary to the Charter and Statutes. If any doubt arises over the interpretation of an Ordinance the matter shall be referred to the Chair of the Council or the Vice-Chair or another person designated by the Chair of the Council. The decision of the Chair of the Council, who must seek advice from the Vice-Chancellor and President and the University Secretary, shall be final.
- A2.2 All the words in the Ordinances bear the same meaning as in the Charter and Statutes unless specifically stated otherwise.
- A2.3 Except where stated otherwise, words imparting the singular shall include the plural.
- A2.4 Ordinances will be made, ratified, amended or revoked by Council in accordance with Ordinance A3, and reviewed at least once every five years in accordance with Ordinance B4.4.3.

A3 Procedures for the making of Ordinances

- A3.1 Ordinances may be made, ratified, amended or revoked, as provided for under Statute 6 and Statute 7(o), at a quorate meeting of the Council provided that 14 days written notice of the proposal has been given, and provided that two-thirds of those present (including a simple majority of Independent Members) vote in favour of the proposal (see Ordinance B4). The University Secretary may make minor editorial amendments to the Ordinances without presentation to Council, with a report to the Governance, Performance and Remuneration Committee.

B. GOVERNANCE

B1 Membership of the University

B1.1 The following persons shall be Members of the University:

- (a) The Visitor;
- (b) The Chair of the Council and the Other Independent Members of the Council;
- (c) The Fellows of the University;
- (d) The full-time, part-time and honorary members of staff currently employed or appointed by the University; and
- (e) The currently registered full-time and part-time students of the University.

B1.2 The Vice-Chancellor and President may confer or revoke the status of student and thus their membership of the University and shall report any such actions to the Academic Board.

B2 Structure of the University

B2.1 The University shall consist of such Faculties or other equivalent academic groupings as are established by the Council following consultation with the Academic Board. The academic components of each Faculty shall consist of academic departments, divisions, centres and other such groups as are contained therein.

B2.2 The Vice-Chancellor has the overall authority to decide the composition of the Faculties and approve any changes in their academic components, which shall be notified to the Academic Board.

B2.3 The structure of the University currently comprises the following Faculties:

- (a) The Faculty of Arts and Humanities;
- (b) The Faculty of Dentistry, Oral and Craniofacial Sciences;
- (c) The Dickson Poon School of Law;
- (d) The Florence Nightingale Faculty of Nursing, Midwifery and Palliative Care;
- (e) The Faculty of Life Sciences and Medicine;
- (f) The Faculty of Natural, Mathematical and Engineering Sciences;
- (g) The Institute of Psychiatry, Psychology and Neuroscience;
- (h) The Faculty of Social Science and Public Policy; and
- (i) The King's Business School.

B3 The Council

B3.1 Membership of the Council

B3.1.1 The Governance, Performance and Remuneration Committee of the Council shall be responsible for putting before the Council recommendations for the Council's membership, having due regard to the provisions of Statute 1 which prescribes the composition of the Council's membership. In bringing forward nominations for membership of the Council, the Governance, Performance and Remuneration Committee shall also have due regard to the background, expertise and experience required within the membership of the Council and shall take into account any matters arising from relevant legislation as from time to time in force.

- B3.1.2 As required by the Office for Students, all Council Members shall meet the “fit and proper person” test for members of the governing body of a registered provider of higher education.
- B3.1.3 An Independent Member shall be defined as a person who shall be independent and not an employee of the University. A person holding a visiting or honorary appointment with the University or a person holding an emeritus title from the University may be appointed as an Independent Member, provided they do not receive a salary from the University and are not in receipt of a contract of employment, and provided that, in the judgement of the Council on the recommendation of the Governance, Performance and Remuneration Committee, they are truly independent and their connection with the University is not such that their independence would be compromised.
- B3.1.4 A Staff Member shall be defined as a person who is a full-time or part-time member of staff employed by the University. A Staff Member’s membership of the Council shall cease if they cease to be employed by the University.

B3.2 Officers of the Council

- B3.2.1 In accordance with Article 5(2) of the Charter, the Council shall elect a Chair of the Council on the recommendation of the Governance, Performance and Remuneration Committee who shall be chosen from among the Independent Members of Council, and not be an employee of the University.
- B3.2.2 In accordance with Ordinance B3.6, the Council shall elect one or more Vice-Chairs from among the Independent Members of Council after receiving recommendation(s) from the Governance, Performance and Remuneration Committee.
- B3.2.3 The Chair of the Council shall be responsible for the effective and orderly running of the Council's business in accordance with the Charter and Statutes. In between Ordinary Meetings of the Council, the Chair of the Council (or a Vice-Chair in the Chair’s absence) may take action on behalf of the Council in matters which, in the Chair’s opinion, are urgent or non-contentious, and shall report such actions to the next meeting of the Council for confirmation, in accordance with Statute 10.
- B3.2.4 A Vice-Chair is responsible for deputising for the Chair of the Council in the Chair's absence or in such matters as may be delegated to the Vice-Chair by the Chair of the Council. In the event of more than one Vice-Chair being appointed, the Chair of the Council shall nominate one Vice-Chair to serve in the Chair's absence.
- B3.2.5 From time to time, the Chair may appoint one or more Deputy Chairs for particular projects or tasks.
- B3.2.6 The Council shall appoint an Independent Member of the Council to serve as the Honorary Treasurer and, in that capacity, as the Chair of the Finance Committee.

B3.3 Appointment and Election of Council Members

B3.3.1 Independent Members of Council

The Independent Members of Council shall be appointed by the Council, following receipt of a recommendation from the Governance, Performance and Remuneration Committee and in accordance with the procedure determined by the Council from time to time.

B3.3.2 Other Council Members

The other members of the Council shall be appointed or elected in accordance with procedures determined by the Council from time to time and set out in Regulations.

B3.4 Terms of Office of Appointed or Elected Council Members

- B3.4.1 Membership of the Council will normally be for a period of no more than two consecutive three-year terms, up to a maximum of six years. Exceptionally a Council member's term may be extended by the Council for a further single three-year term, up to a maximum continuous membership of no longer than nine years.
- B3.4.2 These provisions shall not preclude a former Council member from serving an additional term where a break of at least three years has occurred in their membership of the Council.
- B3.4.3 Unless otherwise specified by the Council, a Council member's term of office shall be deemed to commence on 1 August of the academic financial year in which they are appointed and shall end on 31 July in the final year of their membership of the Council; however, the Council may appoint a member to the Council with immediate effect or for their term to commence at such other time as the Council shall specify.
- B3.4.4 The Chair of the Council shall serve a three-year term which may be extended by Council, on the recommendation of the Governance, Performance and Remuneration Committee, by a further three years, up to a maximum of six years. Exceptionally, the Chair of the Council's term may be extended by a further three years up to a maximum of nine years' continuous period in office, provided that, in all cases, the Chair of the Council's term of office shall not extend beyond their membership of Council specified in Ordinance B3.4.1.
- B3.4.5 In accordance with Ordinance B3.6, the Council shall elect one or more Vice-Chairs from among the Independent Members of Council after receiving any recommendation(s) from the Governance, Performance and Remuneration Committee. A Vice-Chair shall serve a three-year term which may be extended by Council, on the recommendation of Governance, Performance and Remuneration Committee, by a further three years, up to a maximum of six years in total. Exceptionally, a Vice-Chair's term may be extended by a further three years up to a maximum of nine years' continuous period in office provided that, in all cases, a Vice-Chair's term of office shall not extend beyond their membership of Council specified in Ordinance B3.4.1.
- B3.4.6 The Honorary Treasurer shall serve a three-year term which may be extended by Council, on the recommendation of the Governance, Performance and Remuneration Committee, by a further three years, up to a maximum of six years in total. Exceptionally, the Honorary Treasurer's term may be extended by a further three years up to a maximum of nine years' continuous period in office, provided that, in all cases, the Honorary Treasurer's term of office shall not extend beyond their membership of Council specified in Ordinance B3.4.1.

B3.5 Removal of Council Members

- B3.5.1 The Council may require any member of the Council to resign from membership where:

- (a) that person is determined by Council not to be fit and proper to act in such capacity by reference to the guidance issued from time to time by the Office for Students (or any successor regulator);
- (b) that person is absent from meetings of the Council and Standing Committees for six consecutive calendar months, except for periods of illness;
- (c) that person becomes incapable by reason of mental or physical disorder (as determined by a written opinion of a registered medical professional) and remains so for more than three months;
- (d) that person acts inconsistently with a Code of Conduct which Council may from time to time adopt.

B3.5.2 The notice of the intention to remove the member will be communicated in writing, with the Council Member able to make written representations or to attend a meeting at which their removal is to be considered

B3.6 Terms of Reference and Statement of Primary Responsibility

B3.6.1 Subject to Statute 7, the purpose of Council includes, but is not limited to:

- (a) To define and uphold the University's mission, vision and strategic direction, and monitor progress continuously against agreed goals.
- (b) To shape and review the University's vision, mission and values.
- (c) To appoint, dismiss and appraise the performance of the Vice-Chancellor and President as chief executive and to appoint, through a process including the Vice-Chancellor, the University Secretary.
- (d) To require and monitor management systems in place to ensure compliance with statutory and regulatory obligations.
- (e) To require and monitor management systems in place to deliver the effective and consistent operation of key policies.
- (f) To ensure delegated responsibilities and authorities are clearly defined for its Standing Committees and ad hoc committees, the Vice-Chancellor and President and other officers of the University.
- (g) To ensure that the appropriate risk management procedures and associated internal controls are established and effectively maintained.
- (h) To approve and monitor commercial undertakings.
- (i) To oversee the effective and prudential operation of the University and assess performance against key performance indicators agreed with management, including:
 - i. To approve and monitor the University's budget, financial plans and key risks to be managed by the senior management of the University;
 - ii. To ensure the University's assets and resources are properly managed; and
 - iii. To approve and monitor controlled entities.
- (j) To manage effectively its own operations, including the appointment of the Chair of the Council, Vice-Chair(s), Chairs of Standing Committees and ad hoc committees, the creation and abolition of Standing Committees and ad hoc committees, selection of new members of Council and their induction, and the proper execution of members' fiduciary duties.

B3.7 Delegation by the Council

B3.7.1 Subject to Statute 8 and Ordinance 3.8, the Council may delegate any of its powers to committees, University Officers, or approved members of staff as it may think fit.

B3.8 Matters Reserved to Council

B3.8.1 The following matters are reserved to Council:

- a) Approve and amend the Charter and Statutes
- b) Amend, make and revoke University Ordinances and relevant Regulations not delegated to Standing Committees of the University
- c) Appointment and removal of the Vice-Chancellor and President
- d) Appointment and removal of the University Secretary
- e) Approval of the Vice-Chancellor and President's terms and conditions of appointment
- f) Approve and monitor Major Strategic Decisions and strategic plans recommended to Council by the Vice-Chancellor and President
- g) Approval of Annual Accounts and financial statements
- h) Approval of Annual Budget
- i) Approve Council membership nominations
- j) Ensure the solvency of the University and safeguard its assets
- k) Appoint the University Auditors
- l) Amend the Council's terms of reference

B4 Standing Orders for the Council and its Standing Committees

B4.1 General

B4.1.1 The Council may from time to time, subject to the provisions of this Ordinance, appoint such committees, boards and sub-committees as they believe appropriate, and shall determine their membership, which may include persons who are not members of the appointing bodies. Such Committees may deal with any matters delegated to them subject to making subsequent reports to the appointing bodies.

B4.1.2 The terms of reference and delegated authority of each Committee shall be prescribed by the appointing body from time to time. The Committees may further delegate their functions, powers and duties and have authority to establish sub-committees unless the Council has provided to the contrary. The appointing body shall review the terms of reference for all of its Committees annually.

B4.2 Meetings of the Council

B4.2.1 Frequency of meetings

- (a) The Council shall meet on such occasions as it deems necessary for the conduct of its business. The Council shall hold Ordinary Meetings on not fewer than three occasions during the academic year.
- (b) In between Ordinary Meetings, Special Meetings of the Council may be held when determined by the Chair of the Council or when requested by at least one third of the membership of Council in accordance with Ordinance B4.2.3.
- (c) Special Meetings may only deal with the business for which the meeting has been convened, in accordance with Ordinance B4.2.3. At Ordinary Meetings,

Supplementary Agenda Items may be taken at the discretion of the Chair of the Council, with due prior notice except in case of emergency, as provided by Ordinance B4.2.4(c).

B4.2.2 Notification of meetings

- (a) Notification of the date, time and venue of each Ordinary Meeting or Special Meeting of the Council or a Standing Committee and the agenda and papers for each meeting shall be sent by the University Secretary or their nominee to every member not less than seven calendar days before each meeting, except in relation to proposals to make or amend Ordinances or Regulations, or proposals for Special Resolutions. In such cases members of Council shall receive 14 days' notice of such a proposal. A minimum of seven days' notice shall be required for proposals to Academic Board or Finance Committee to make or amend financial or academic Regulations approved under delegated authority by those committees.
- (b) Any proposal for a Special Resolution, or a proposal to make or amend Ordinances or Regulations, must be notified in accordance with Ordinance B4.2.2(a), as required by Article 1(1) of the Charter and Statute 7(o). Proposals for Special Resolutions and amendments to Ordinances and Regulations may not be raised as Supplementary Agenda Items.

B4.2.3 Special meetings

- (a) In between Ordinary Meetings, a Special Meeting of the Council or a Standing Committee may be convened by the Chair. Other members may request that a Special Meeting be convened by writing to the Chair or the University Secretary or relevant Council Committee Secretary provided that the request is signed by no less than one-third of the members of the Council/ Standing Committee. The meeting shall be held no sooner than 10 days and within 21 days from the date of receipt of the request by the University Secretary/Committee Secretary (the Secretary).
- (b) The Secretary shall notify all members of the date, time and venue of any special meeting.
- (c) No business shall be transacted at a Special Meeting except that for which it has been convened.

B4.2.4 Circulation of agendas

- (a) The style, format and method of circulation of agendas and papers for meetings of Council and its Standing Committees shall be in accordance with such standards and requirements as may be established by the University Secretary or designate, in consultation with the Chair of the Council.
- (b) The agenda for a meeting of the Council or a Standing Committee may include items marked 'for unanimous consent', which will signify that the item(s) so marked will be expected to pass without discussion. Any member may request that such items are listed for discussion prior to them being decided.
- (c) At Ordinary Meetings Supplementary Agenda Items may be taken at the discretion of the Chair. Except in cases of urgency, due prior notice should be given of such supplementary agenda items. Supplementary Agenda Items may

not be taken at Special Meetings, at which only the business for which the meeting has been convened may be transacted.

- (d) Agendas and papers for, and minutes of, any meeting relating to the Council's Reserved Items of Business shall be kept separate from Unreserved Items of Business and circulated in confidence only to those members entitled to receive them as determined by the Chair of the Council.

B4.2.5 Attendance at meetings

- (a) There are three categories of attendance at Ordinary Meetings and Special Meetings of Council and Standing Committees:
 - i. Duly appointed members who are entitled to attend all meetings.
 - ii. Officers of the University who are entitled, at the Chair's discretion, to attend all or part of meetings regularly, occasionally or on a one-off basis, but are not permitted to vote.
 - iii. Other individuals who are entitled, in appropriate circumstances, at the Chair's discretion, to attend all or part of meetings regularly, occasionally or on a one-off basis, but are not permitted to vote.
- (b) Any member who is absent from Council or Standing Committee meetings for six consecutive calendar months, except for periods of illness shall cease to be a member of Council or that Committee unless the Council or that Committee decides otherwise.

B4.2.6 Voting

- (a) Voting at Ordinary Meetings and Special Meetings of the Council and Standing Committees shall normally be by show of hands of those present. The votes of the majority shall decide, subject to Ordinance B4.2.6(c) and B4.2.6(d). When equal numbers of votes are cast, the Chair shall have a casting vote.
- (b) If a count takes place, the number of votes cast shall be recorded in the minutes of the meeting. Electronic voting will be allowed in particular circumstances including (but not limited to) by email.
- (c) Notwithstanding the terms of Ordinance B4.2.6(a), where a resolution of the Council or one of its Standing Committees is put to the vote (including a vote where electronic voting is allowed) at an Ordinary Meeting or a Special Meeting, the resolution shall only be passed where there is a simple majority of those voting in favour of the resolution and, in the case of the Council, where there is also a simple majority amongst the Independent Members present voting in favour of the resolution.
- (d) Furthermore, where the resolution before the Council concerns a Special Resolution, or the making, ratification, revocation or amendment of an Ordinance, in the event of a vote being taken, for the resolution to be carried, two-thirds of the membership voting in support of the proposal shall be required, including a simple majority amongst the Independent Members present, in accordance with Article 1 of the Charter.

B4.3 Quorum

- B4.3.1 Ordinary meetings and Special Meetings of the Council shall require a quorum of 11 members, with the majority of those present at the meeting being Independent Members, in accordance with Statute 4, unless a Special Resolution is to be passed,

in which case a quorum of at least two thirds of the Council is required in accordance with Article 1 of the Charter.

- B4.3.2 At the discretion of the Chair, Council or Standing Committee meetings may be held in the form of a teleconference or using other remote facilities which allow all members participating to hear and address one another. Such persons shall be counted as participating in the meeting and being in attendance for the purposes of the quorum. Meetings held in this manner will be deemed to take place at the location of the Chair.

B4.4 Committees of the Council

- B4.4.1 The Council shall have the following standing committees:

- (a) Academic Board
Under delegated authority from Council, and in accordance with the University Charter, the Academic Board is the body with primary responsibility for maintaining and enhancing the academic quality of the University's academic provision and the academic standards for awards. Reports from the Academic Board provide Council with the assurances of academic quality it needs to ensure that the objects of the University, as described in the Charter and the University's strategic plans, are fulfilled. This assurance also enables Council to meet its obligations in reporting to the Regulator on academic standards and quality.

Composition

Chair

The Vice-Chancellor and President and shall chair the Academic Board. The Chair shall appoint a Deputy Chair to act in their absence from amongst the members of the Board.

Ex-officio members

The Senior Vice Presidents (Academic, Health & Life Sciences); Vice Presidents (Education & Student Success, Research & Innovation, International, Engagement and Service), Executive Deans, President and Education Vice Presidents of the King's College London Students' Union, the Dean for Doctoral Studies, and The Dean shall be ex-officio members of the Academic Board.

Elected Staff Members

45 academic staff members shall be elected by and from among the academic staff of the University with the number of seats assigned to each faculty determined by the Academic Board.

Three staff members on contracts which include teaching from the Centre for International Education & Languages (CIEL) will be elected by and from the staff members on contracts which include teaching in CIEL.

Three members of professional staff, one each from education support, research support and service support will be elected by and from the professional staff.

Elected Student members

One student shall be elected by and from the students registered within each faculty.

The Academic Board shall have the following subcommittees:

- (i) Academic Board Operations Committee
- (ii) College Education Committee
- (iii) College Research Committee

- (b) Audit, Risk and Compliance Committee
- (c) Estates Committee
- (d) Fellowships and Honorary Degrees Committee
- (e) Finance Committee

The Finance Committee shall have the following subcommittee:

- (i) Investment subcommittee
- (f) Governance, Performance and Remuneration Committee
- (g) People Committee

B4.4.2 Detailed Terms of Reference, membership and operational details for the Council's Standing Committees will be reviewed and approved by the Council as necessary and at least yearly to coincide with the Standing Committees' effectiveness review, on the recommendation of the Chairs of the Standing Committees.

B4.4.3 From time to time as recommended by the Governance, Performance and Remuneration Committee, and at least once every five years, the Council shall undertake a formal external review of the effectiveness of the Council and the University's governance arrangements, including the Ordinances and Regulations, in order to ensure that they accord with current good practice and respond to the current needs of the University. The University Secretary, and one or more Independent Members of the Council appointed by the Governance, Performance and Remuneration Committee for that purpose, shall conduct an annual appraisal of the Council's effectiveness to be reported to the Council on the recommendation of the Governance, Performance and Remuneration Committee.

B4.4.4 See Ordinance Appendix B for the current terms of reference of the standing committees.

B4.5 Decision making outside of meetings

B4.5.1 Written resolutions

The Council and its Standing Committees may conduct their business by correspondence (including by email) at the discretion of the Chair, who may order that a proposal and its relevant documentation be circulated to all members of the Council/Standing Committee. A resolution of the Council or its Standing Committees which is approved in whole by email or in part in writing and by email shall be as valid and effectual as if it had been passed at a meeting of the Council or its Standing Committees, provided the following conditions are complied with:

- (a) With respect to the Council, such a resolution must be approved by email by all members of Council, except for any member who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which they were present (whether as a result of a conflict of interest or otherwise);
- (b) With respect to a Standing Committee, such a resolution must be approved by a simple majority of the Committee;
- (c) Responses to the proposed resolution must be received by the University Secretary/Committee Secretary as appropriate within the deadline specified by the Secretary;

- (d) Approval from a member must be sent from an email address previously notified by that member in person to the University Secretary/Committee Secretary as intended for use by that member for the purpose of sending such email confirmations;
- (e) Following approval of the resolution under B4.5.1(a) or B4.5.1(b) as appropriate, the University Secretary/ Committee Secretary shall circulate a further email to all members confirming that the resolution has been formally approved by the Council/ Standing Committee in accordance with the terms of this Ordinance B4; and
- (f) The date of a resolution shall be the date of the email from the University.
- (g) Resolutions made in writing, by email or other form of written electronic communication shall be reported to the next meeting of the relevant body.

B4.5.2 Chair's Action

- (a) Pursuant to Statute 10, at any time the Chair of Council shall have delegated powers to act on the Council's behalf between its scheduled meetings in any matter being in the Chair's opinion either urgent or non-contentious and shall report such action to the Council at its next meeting for confirmation.
- (b) In between Ordinary Meetings of the Committee, the Chair of a Standing Committee of Council (or a Vice-Chair in the Chair's absence) may take action on behalf of that Committee in matters which, in the Chair's opinion, are urgent or non-contentious, and shall report such actions to the next meeting of the Committee for confirmation.

B4.6 Order and Conduct of Debate

- B4.6.1 The Chair of the meeting shall be responsible for the orderly conduct of debate in accordance with the principles set out in this Ordinance. The Chair has discretion to alter the order of business in an ordinary meeting to permit discussion of additional items of business not indicated on an agenda, and otherwise conduct the business of the meeting.
- B4.6.2 Any formal proposal or recommendation which appears on the agenda or in a paper submitted to the meeting shall be put to the meeting for agreement unless deferral of consideration is agreed.
- B4.6.3 No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chair.
- B4.6.4 When an amendment to a proposal or motion has been moved and seconded, no further amendment shall be moved until the first amendment has been carried or defeated. If an amendment is carried, the proposal or motion as amended shall be considered in place of the original proposal or motion and shall become the proposal or motion to which any further amendments may be moved.

B4.7 Confidentiality and Declarations of the Interests of Members of the Council

B4.7.1 Confidentiality

- (a) The Chair of the Council may designate an Item of Business before the Council as a Reserved Item of Business. In the interests of transparency and accountability, this designation will normally only be applied to items which are sensitive by reason of personal or commercial confidentiality, danger to public health or safety, or danger to the legitimate interests of the University.

- (b) Minutes of the Council will be made available to all the Members of the University after they have been confirmed by the Council, save for the minutes of any Reserved Items of Business, which are recorded and circulated confidentially in accordance with Ordinance B4.2.4(d).
- (c) Minutes, agendas and papers presented at meetings of the Council remain confidential to members of the Council until they are published or released in accordance with the King's College London Freedom of Information Publication Scheme.
- (d) Reserved Items of Business are not routinely published or released by the University and must be treated by members of the Council at all times (during their membership and after its termination) as confidential.

B4.7.2 Declaration of Members' Interests

- (a) Members of Council and its standing committees and subcommittees are required to comply with the [Council's Conflict of Interest Policy](#).
- (b) Annual Declarations
 - (i) Members of Council and members of Standing Committees (other than the Academic Board and its subcommittees), members of the Vice-Chancellor's senior executive team and other senior officers of the University specified by the Vice-Chancellor and President for the purposes of this Ordinance are required to make an annual Declaration of Interests with respect to their own financial and non-financial interests and those of their close family, spouse or partner. A nil return shall be made where appropriate. Any subsequent material changes to the information supplied must be notified to the University Secretary as soon as they occur.
 - (ii) Annual Declarations of Interests will be compiled into a Register of Interests which will be held by the University Secretary. The Register will be accessible for consultation by members of the public, without restriction, by whatever means is considered to be appropriate by the University Secretary in consultation with the Governance, Performance and Remuneration Committee.
- (c) Declarations in the course of a meeting
 - (i) Any member who believes they may have a direct or indirect personal or financial interest in any matter under discussion at a meeting of the Council or of a Standing Committee shall state that interest at the earliest opportunity, normally to the Chair or to the University Secretary or Standing Committee Secretary prior to the meeting or, if necessary, at the appropriate point during the meeting, whether or not such interests have been recorded in the Register of Interests. The Chair may request during the course of the meeting that the person who has the interest should confirm the declaration in writing. Such declarations shall be recorded in the minutes. The University Secretary/Standing Committee Secretary will provide the member with the relevant draft minute for their comment prior to the draft minutes of the meeting being circulated to all members.
 - (ii) The Chair and the non-conflicted members of Council or of the Committee will assess the nature and extent of the conflict and determine the course of action in accordance with the Conflict of Interest Policy.

- (d) Members and prospective members of the Council or of a Standing Committee should decline to participate in the Council, Standing Committee or any other committee, working party or other body where they reasonably foresee that a conflict of interest may arise on a regular basis.

B4.8 Minutes

- B4.8.1 Minutes of every meeting of the Council and its Standing Committees shall be kept by the University Secretary/Standing Committee Secretary, taking into account the need to maintain a separate record of Reserved Items of Business under Ordinance B4.2.4(d). The University Secretary/Committee Secretary shall be responsible for maintaining a master file of all Minutes and Papers and subsequently archiving them. In discharging these functions, the Secretary shall conform to such standards and requirements as may be established.
- B4.8.2 The Secretary shall circulate the unconfirmed minutes to all members as soon as reasonably practical after each meeting, subject to the provisions of Ordinance B4.2.4(d) relating to minutes of Reserved Items of Business.
- B4.8.3 The minutes of each meeting shall, after confirmation, and subject to appropriate redactions, be published on the University Secretariat's web page as soon as practicable following the meeting at which they are confirmed.

B4.9 Amendment or Suspension of Standing Orders

- B4.9.1 A Committee may, at an Ordinary meeting, suspend or amend a Standing Order provided that the suspension or amendment does not conflict with the Statutes or Ordinances and that the suspension or amendment is approved by two-thirds of those members present and voting.
- B4.9.2 The reason for the suspension shall be recorded in the meeting minutes.

B5 The Execution of Documents by the University

B5.1 Documents to be executed by deed and use of the Common Seal

- B5.1.1 Deeds shall be executed by the University by affixing the Common Seal of the University in accordance with this Ordinance B5 and Execution of Deeds Policy.
- B5.1.2 The Common Seal shall otherwise only be affixed to documents other than deeds where this is required by the law or desirable for ceremonial reasons, as authorised by the University Secretary. A document approved by the University for execution as a deed must make it clear on its face that it is intended to be a deed.
- B5.1.3 The University Secretary shall:
 - (a) be responsible to the Council for the security of the Common Seal; and
 - (b) keep a Sealing Register, in which shall be entered the date of each occasion on which the Common Seal of the University is affixed, the nature of the instrument and the names of the members of the Council or other University Officers who sign the instrument.

C. ACADEMIC

C1 Degrees, Diplomas and Certificates awarded by the University

The Academic Board, on behalf of the Council, shall determine the academic degrees, diplomas, certificates and other awards (excluding honorary awards under Ordinance C2) awarded by the University and shall maintain a list of the same.

C2 Honorary Degrees and Fellowships of King's College London

The criteria governing the nominations for and the award of Honorary Degrees, and Fellowships of King's College London shall be determined by the Council on advice from the Fellowships and Honorary Degrees Committee, a Standing Committee of the Council.

C2.1 Nominations

Nominations for Honorary Degrees and Fellowships of the University will only be accepted from individuals who are Members of the University (in the sense of Ordinance B1).

C2.2 Honorary Degrees

Honorary Degrees of King's College London shall be awarded to exceptional and eminent individuals who are recognised nationally or internationally for their achievements and whose actions reflect and reinforce King's values and aspirations. The number of Honorary Degrees awarded by the University in any one calendar year shall not normally exceed five.

C2.3 Fellowship

The Fellowship of King's College London (FKC) shall be awarded to individuals who have or who have had a transformative impact on the University through the quality of their work or activities. They may be individuals who have a direct relationship with King's or they may be individuals who have not had a relationship with King's but whose activities and accomplishments align with King's activities, aspirations and values and with whom a continuing relationship would be welcome. The number of Fellowships awarded by the University in any one calendar year shall not normally exceed 10.

C2.4 Relationship between awards

The awards of the Honorary Degree of King's College London and the Fellowship of King's College London are not mutually exclusive, although instances where both awards are made to the same individual are expected to be rare.

D. FINANCE

D1 Financial Matters

There shall be Financial Regulations, approval of which has been delegated to the Finance Committee by the Council, which will govern the arrangements for the proper management of the University's finances and financial affairs, assets, monies and resources irrespective of source of funding. Such arrangements may be supplemented by Procedures issued by the University. The Regulations shall:

- a) reflect the University's Financial Memorandum with the Office for Students (OfS) and other Regulatory Bodies which may provide funding;
- b) be compliant with all established legal requirements as from time to time in force;
- c) support the continuation of the University's charitable status; and
- d) reflect and keep abreast of contemporary good practice across the Higher Education sector and like industry sectors.

E. STAFF

E1 Appointment and Dismissal of the Vice-Chancellor and President

The Council shall establish a Procedure for the Appointment of the Vice-Chancellor and President.

The Procedure shall provide for the membership, composition and terms of reference of a Search and Appointment Panel to be chaired by the Chair of the Council. Equally the Procedure shall provide for such external representation on the Panel as the Council may deem necessary. Where it would be impractical to wait until the next available meeting of the Council to seek the Council's approval of the Procedure, the Chair of the Council will ensure that the Procedure is circulated to Council members for their approval in accordance with Ordinance B4.2.6.

The Vice-Chancellor and President shall resign by giving written notification to the Chair of the Council.

The Council shall establish a procedure for the suspension and/or dismissal of the Vice-Chancellor and President on the recommendation of the Chair of the Council, who will also give effect to the procedure on behalf of Council. The procedure shall conform to the provisions of the Vice-Chancellor and President's contract of employment, current employment legislation and other such dismissal procedures as defined and operating within the University.

In the event that the office of Vice-Chancellor and President is vacant or in the event of a prolonged absence or incapacity of the Vice-Chancellor and President, the Chair of Council may make an acting appointment to be confirmed by the Council at the first opportunity, in accordance with Statute 12.

E2 Appointment and Dismissal of the University Secretary

The University shall establish a Procedure for the Appointment of a University Secretary who shall be the Secretary to the Council, on the recommendation of the Vice-Chancellor and President.

The Procedure shall provide for the membership, composition and terms of reference of a Search and Appointment Panel.

The University Secretary shall resign by giving written notification to the Chair of the Council and the Vice-Chancellor and President.

The Council shall establish a Procedure for the Suspension and/or Dismissal of the University Secretary on the recommendation of the Vice-Chancellor and President, who shall also give effect to the Procedure. The Procedure shall conform to the provisions of the University Secretary's contract of employment, current employment legislation and to such other dismissal procedures as are defined and operating within the University.

E3 Appointment and Dismissal of the Dean

The University shall establish a procedure for the appointment of a Dean on the recommendation of the Vice-Chancellor and President. The Dean shall be an ordained minister of the Church of England.

The procedure shall provide for the membership and composition of the search and appointment panel.

The Dean shall resign by giving written notification to the Vice-Chancellor and President.

The Council shall establish a procedure for the suspension and/or dismissal of the Dean in the capacity as Dean on the recommendation of the Vice-Chancellor and President, who shall also give effect to the procedure. The procedure shall conform to the provisions of the Dean's contract of employment, current employment legislation and such other dismissal procedures as are defined and operating within the University from time to time.

E3.1 Role of the Dean

The Dean shall be responsible for ensuring that the University builds upon the Anglican tradition associated with its foundation and, in recognition of the multi-ethnic and international nature of its community, encourages and supports all its members of all beliefs and backgrounds (as required by the Charter, Article 3(1)).

The Dean shall have a role in the provision of pastoral care for the University's diverse community, especially through the work of the University Chaplaincy.

The functions of The Dean shall include the following:

- a) overall responsibility for the University Chaplaincy team and for the religious and spiritual life of the University;
- b) the academic directorship of the Associateship of King's College London (AKC);
- c) the promotion of harmony amongst the student and staff bodies of all beliefs and faiths; and
- d) liaising with external religious and faith organisations and groups.

In performing these duties, The Dean will be responsible to the Vice-Chancellor and President.

E4 Appointment, dismissal and promotion of other staff

Except as provided for those staff specified in Ordinances E1-E3, the Vice-Chancellor and President and those authorised by them shall appoint, promote and dismiss staff as they consider necessary for the effective running of the University, and shall exercise all other powers of the Council over staffing matters, subject to the provisions of the Charter and Statutes, the Ordinances, the University's Regulations, policies and procedures currently in force, and relevant legislation.

E4.1 Procedures for Staff Promotions

There shall be procedures for members of the academic staff of the University to achieve promotions, or their equivalent. Such procedures shall reflect acknowledged good practice across the Higher Education and related Sectors and shall comply with relevant legislation as from time to time amended including those related to equality and diversity.

E5 Dismissal, Grievance Procedures and Related Matters for Academic Staff

In relation to the University's academic staff, the University shall ensure that there are Regulations in place for:

- (i) the handling of disciplinary cases, including the dismissal of members of academic staff by reason of misconduct and for appeals against disciplinary action;
- (ii) the dismissal of members of academic staff by reason of redundancy and appeals against such dismissals;
- (iii) the dismissal of a member of academic staff (following confirmation in post after his or her probationary period) by reason of unsatisfactory performance and appeals against such dismissals;
- (iv) the review of performance and progress of academic staff during any probationary period to which their appointment is subject, and for the dismissal of such staff during or at the end of the probationary period in the event of unsatisfactory progress or performance;
- (v) the dismissal of members of academic staff on the grounds of ill health or medical incapacity and appeals against such dismissals;
- (vi) the dismissal of members of academic staff employed on limited term contracts on the expiry or termination of such contracts without renewal or extension or the offer of an indefinite contract;
- (vii) the dismissal of clinical academic staff who are required to work in clinical work or activities, and for that purpose to be registered with the General Medical or Dental Council or similar body and/or to have an honorary or substantive contract or status with a National Health Service Trust or similar body, or such other similar staff as may be prescribed by the Regulation, in circumstances where the registration, contract or status referred to above is terminated, withdrawn or revoked or for the suspension of such members of staff from employment with the University (without pay whether registration, contract or status has been suspended as a substantive

disciplinary measure) where the registration, contract or status referred to above is suspended;

- (viii) the dismissal of members of academic staff for any reason other than those specified in (i) to (vii) above;
- (ix) the handling of grievances raised by members of academic staff.

In determining the procedures to be adopted under paragraph 1, the University shall apply the following guiding principles:

- (x) that academic staff should have freedom (subject to (ii) below) 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;
- (xi) that the University should be enabled to provide education, promote learning and engage in research efficiently and economically; and
- (xii) that the principles of justice and fairness should be applied.

Any Regulation made under this section shall be construed in every case to give effect to the guiding principles in paragraph 2.

For the avoidance of doubt, any procedure adopted by the University for the dismissal of academic staff by reason of redundancy shall not apply to a member of academic staff whose appointment was made, or contract of employment entered into, on or before 19 November 1987, and who has not been promoted after that date.

Disciplinary Procedures

Any Regulation adopted by the University for dealing with the disciplining of academic staff, or their dismissal, by reason of misconduct shall:

- (i) make provision for minor offences to be dealt with informally, where appropriate;
- (ii) provide for less serious matters to be dealt with by warnings following a fair and appropriate procedure and for a member of academic staff to appeal against the imposition of a warning to a designated person;
- (iii) in respect of cases which may result in dismissal, provide for:
 - a) the suspension, on full pay, of the member of academic staff by the Vice-Chancellor, Vice Presidents and the University or their nominees pending an investigation or hearing;
 - b) complaints to be investigated and to be dismissed where they are found to be without substance;
 - c) a hearing, before a Panel with a composition prescribed by Regulation, prior to which the member of staff against whom the complaint is being made shall have been informed of the complaint and at which the member of staff shall be entitled to be present, to hear the evidence, to call relevant witnesses, and to question 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);

- d) for appropriate penalties, including warnings, and for summary dismissal without notice in cases of gross misconduct.
- (iv) provide for the member of academic staff to be represented by a work colleague or trade union representative at any formal hearing under this procedure.
- (v) provide for a right to appeal against the finding of, or a penalty imposed, by a Panel constituted under (iii) above. An appeal should not take the form of a re-hearing of the evidence (unless the Chair of the Appeal Panel determines, in its absolute discretion, that this is necessary to dispose fairly of the appeal) and witnesses may be called only with the Chair of the Appeal Panel's permission.

Incapacity on Health Grounds

Any Regulation in respect of dismissal of a member of academic staff on the grounds of ill-health and medical incapacity shall provide:

- (vi) that a member of academic staff shall have the right to a hearing before any decision is taken to terminate their employment on the grounds of ill-health or medical incapacity;
- (vii) for the right to appeal against dismissal on the grounds of ill-health or medical incapacity to a Panel, whose composition shall be prescribed by Regulation;
- (viii) for the member of academic staff to be entitled to be represented by a work colleague or trade union representative at any formal hearing under this procedure.

Redundancy Dismissals

Any Regulation adopted in relation to the dismissal of members of academic staff by reason of redundancy shall provide:

- (i) for the consultation of members of academic staff at risk of dismissal by redundancy;
- (ii) for consultation, where required by law, with the trade union representatives of members of academic staff at risk of dismissal by redundancy;
- (iii) for the selection (as necessary) of members of academic staff to be dismissed by reason of redundancy;
- (iv) for members of academic staff to have the right to a meeting prior to any decision to terminate their employment by reason of redundancy;
- (v) for members of academic staff who are selected for dismissal by reason of redundancy to appeal to a Panel whose composition shall be prescribed by the Regulation;
- (vi) for the member of academic staff to be represented by a work colleague or trade union representative at any formal hearing under this procedure.

Grievance Procedure

Any Regulation adopted by the University for dealing with grievances raised by members of academic staff shall provide for:

- (i) the informal resolution of complaints wherever possible, including the use of conciliation (which may include mediation);
- (ii) a formal stage for the investigation and determination of complaints that cannot be resolved (or are inappropriate to resolve) informally;
- (iii) for complaints to be dismissed under the formal stage on the grounds that they are trivial, frivolous, vexatious or otherwise without substance;
- (iv) a final appeal stage to be heard before a Panel whose composition shall be prescribed in the Regulation against the decision taken on the grievance under the formal stage, (including, where relevant, a decision to dismiss the complaint under paragraph (iii) above);
- (v) for the complainant to be entitled to be assisted by a work colleague or a trade union representative at any stage.

E6 Research Misconduct

- 6.1 King's College London is committed to maintaining the highest standards of integrity and probity in the conduct of research, by both its staff and students. To that end, the University will have in place policies setting out its expectations regarding research integrity and good research conduct in order to ensure that research and the dissemination of the results of research are conducted properly.
- 6.2 An allegation of research misconduct is serious and potentially defamatory and could lead to disciplinary and legal proceedings. The University will have in place a [procedure for investigating and resolving allegations of research misconduct](#) to ensure the exercise of due diligence in dealing with allegations of research misconduct. This should not be confused with the standard disciplinary procedure, although that may be a potential outcome.
- 6.3 The procedures adopted under this Ordinance shall apply (regardless of when the alleged research misconduct occurred):
 - 6.3.1 to all persons engaged in research under the auspices of the University, whether solely or in conjunction with the others in the University or any third party, including without limitation:
 - (a) current and former employees of the University;
 - (b) visiting researchers of the University; and
 - (c) current and former students of the University.
 - 6.3.2 in respect of all allegations of research misconduct, including, where an individual holds an honorary NHS contract or carries out duties in respect of NHS activities, research conducted on NHS premises or otherwise under the auspices of the NHS or involving patient related material, data or facilities.
- 6.4 The University's disciplinary and grievance procedures may apply to all proven allegations of research misconduct by members of academic and research staff. Proven misconduct in research by students, as with other instances of misconduct by students, should be dealt with under the relevant student disciplinary procedures.
- 6.5 Any procedure adopted under this Ordinance shall:

- 6.5.1 define exactly what is understood by 'research' and 'research misconduct', taking into account current national standards, guidance and concepts of best practice, which shall include:
 - a) fabrication
 - b) falsification
 - c) plagiarism
 - d) misrepresentation of data, interests, involvement, qualification, experience and/or credentials, and publication history
 - e) failure to meet legal, ethical or professional obligations
 - f) improper dealing with allegations of research misconduct;
 - 6.5.2 allocate overall responsibility for the integrity of the procedure to a named individual, currently the Senior Vice President (Operations);
 - 6.5.3 provide for the disclosure and preservation of evidence relevant to the allegation;
 - 6.5.4 provide for co-operation with any relevant NHS authority in relation to the investigation of any allegation of research misconduct;
 - 6.5.5 provide for allegations of research misconduct to be treated in a confidential manner;
 - 6.5.6 provide information about the stages of a research misconduct investigation. This will include, at the outset of such a process provision for the respondent to the allegation to be notified of it and given the opportunity to respond to the allegations before any decisions are reached;
 - 6.5.7 provide for action to be taken against any individual who is found to have made a malicious or mischievous allegation of research misconduct;
 - 6.5.8 provide for the protection from victimisation of individuals making allegations in good faith.
- 6.6 Any investigation carried out under the procedure shall:
- 6.6.1 be carried out according to the principles of fairness, confidentiality, integrity, protection from detriment, and balance;
 - 6.6.2 be carried out as fully, fairly and expeditiously as possible.

F. STUDENTS

F1. Students of the University

Student membership of the University shall be granted to those individuals who have been formally registered for an approved programme of study and who have paid or have had paid on their behalf all due fees and subscriptions. In formally registering with the University students undertake to abide by the University's Regulations. The Vice-Chancellor and President may confer student status on appropriate individuals as they may deem fit and shall report any such actions to the Academic Board.

Any student of the University may through lack of academic progress, misconduct or debt have their status as a student of the University suspended or terminated. Any student who has their student status suspended or terminated shall forfeit all rights and benefits as a student member of the University for a specified period or permanently.

F2. Code of Student Conduct

Students of the University shall conduct themselves in an appropriate manner which conforms with all established norms of good behaviour as defined by the Common Law and the authority of the University.

The University, through its Regulations, seeks to regulate students' behaviour as students of the University in order to secure the proper working of the University in the broadest sense. The University shall have a disciplinary authority derived from its Charter and Statutes and from the student's membership of the University, which obliges the student to subscribe to the rules and the instructions for the time being in force. Therefore, the University may exercise disciplinary jurisdiction over its student members, in accordance with three broad principles:

- a) the University is a community whose members work together and may live together in a University residence. This requires certain standards of behaviour. It also places obligations on the University which owes a duty of care and responsibility to the members of this community;
- b) the University is an institution dedicated to the observance of standards, values and obligations;
- c) the University is entitled to defend the integrity of these standards, values and obligations and to protect its world-wide reputation.

The University shall establish a framework of regulations concerning students which shall include the following:

- a) general regulations
- b) academic progress
- c) fitness for registration and practise
- d) misconduct regulations
- e) Vice-Chancellor and President's emergency powers process
- f) Student complaints.

F3. Constitution of the King's College London Students' Union

There shall be a constitution for the governance and regulation of the affairs and actions of the King's College London Students' Union. This constitution and all changes and additions thereto shall require the formal approval of the University Council.

Ordinance Appendix A

Regulations

This appendix lists Regulations made by the Council or such other authority as delegated by the Council in accordance with the Charter and Statutes:

An annual report of decisions taken as the Council's delegate shall normally be made by each body to whom authority has been delegated under this Ordinance Appendix.

Regulations approved by the Vice-Chancellor and President, normally advised by the Vice-Chancellor's executive.

- 1) [Regulation Pertaining to Incapacity on Health Grounds](#)
- 2) [Regulation Pertaining to Disciplinary and Related Procedures for Academic Staff](#)
- 3) [Regulation Relating to Capability Procedure for Academic Staff](#)
- 4) [Regulation Pertaining to the Grievance Procedure for Academic Staff](#)
- 5) [Regulation Pertaining to Clinical Staff – Termination, Withdrawal, Revocation or Suspension of Registration, Contract or Status](#)
- 6) [Regulation Pertaining to Redundancy Procedure for Academic Staff](#)
- 7) [Regulation Pertaining to Dismissal on Grounds Not Covered by Other Specific Regulations](#)
- 8) [Regulations Relating to Probation for Academic Staff](#)

Regulations approved by the Academic Board

- 1) [Academic Regulations](#)
- 2) [General Regulations](#)
- 3) [Regulations Concerning Students](#)

Regulations approved by Finance Committee

- 1) [Financial Regulations](#)

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

ACADEMIC BOARD

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1. The Academic Board is established by the Charter of King's College London (the University) and it shall, subject to the powers of the Council prescribed in the Charter and the Statutes, be the body responsible under delegated authority from the Council for the regulation of the academic work of the University in teaching and examining and in research. It shall also advise the Council on academic matters affecting the University.
- 1.2. The Academic Board may establish sub-committees to aid the discharge of its powers.

2. Purpose and Scope

- 2.1 Under delegated authority from Council, and in accordance with the Charter, the Academic Board is the body with primary responsibility for maintaining and enhancing the academic quality of the University's academic provision and the academic standards for awards. Reports from the Academic Board provide Council with the assurances of academic quality it needs to ensure that the objects of the University, as described in the Charter and the University's strategic plans, are fulfilled. This assurance also enables Council to meet its obligations in reporting to the Regulator on academic standards and quality.
- 2.2 Further, Academic Board advises Council and the Executive on academic matters of strategic importance to the welfare and long-term sustainability of the institution, the quality of the student and staff experience, the quality of research, and the experience of researchers. In so doing, it conveys the academic experience, knowledge and views of the staff and students to Council on matters impacting on academic development and education and research quality.

3. Duties of the Committee

The duties of the Academic Board include the following:

- 3.1 Assuring Council of the academic quality of the University's academic provision and the academic standards for all of its awards.
- 3.2 Conveying advice to Council and the Executive drawing on the academic experience, knowledge and views of staff and students on matters which have an impact on academic development, education and research quality and are of strategic importance to the welfare and long-term sustainability of the institution, student and staff experience, both on proposals submitted to it by the Executive, and on academic issues that the Academic Board itself has determined to be critical to the University.
- 3.3 Awarding degrees, diplomas, certificates and other academic distinctions in accordance with the prescriptions of the Charter, Statutes, Ordinances and Regulations.
- 3.4 Approving award titles, programmes of study, and research programmes leading to an award.
- 3.5 Promoting research and innovation within the University and monitoring the effective operation of key policies concerning research.

- 3.6 Establishing committees and subcommittees as appropriate for the expedient execution of business, clearly stating limits of delegated authority, responsibility and reporting arrangements in each case and to monitor the work of these committees and subcommittees.
- 3.7 Approving regulations for academic misconduct and student discipline and receiving annual reports on misconduct.
- 3.8 Approving, amending and revoking regulations concerning the academic work of the University in teaching and examining and in research.
- 3.9 Review the Board Assurance Framework risks delegated to the Board for review and make recommendations to the Council for any required changes of risk score or content.
- 3.10 Annex 1 provides an index of issues dealt with by the Academic Board and indicates whether individual items are recommended to Council for approval, approved by the Board, or are approved by a Committee of the Board through delegation from the Board.

4 Reporting procedures

- 4.1 Academic Board meeting papers will be made available to the University community prior to each meeting, excepting those items that are reserved.
- 4.2 A report of each meeting of the Academic Board will be presented to the Council.

5 Composition, Membership, Attendance and Quorum

Chair

- 5.1 The Vice-Chancellor and President shall chair the Academic Board.
- 5.2 The Chair shall appoint a Deputy Chair to act in their absence from amongst the members of the Board.

Ex-officio members

- 5.3 The Senior Vice Presidents (Academic, Health & Life Sciences); Vice Presidents (Education & Student Success, Research & Innovation, International, Engagement and Service), Executive Deans, President and Education Vice Presidents of the King's College London Students' Union, the Dean for Doctoral Studies, and The Dean shall be ex-officio members of the Academic Board.

Elected Staff Members

Throughout this document the term "faculty" is as defined in the King's College London Ordinance B2.

- 5.4 45 academic staff members shall be elected by and from among the academic staff of the University with the number of seats assigned to each faculty determined by the Academic Board. Seats shall be allocated proportionally based on the number of academic staff in each faculty, but no faculty shall have fewer than three seats. One of the seats assigned to each faculty shall be reserved for an academic leadership team member (Head of Department or equivalent tier 2/tier 3 role depending on faculty structure). Each faculty will determine its own head of department equivalent list of eligible nominees and the seat may only be filled by an eligible candidate from that list.
- 5.5 Three staff members on contracts which include teaching from the Centre for International Education & Languages (CIEL) will be elected by and from the staff members on contracts which include teaching in CIEL. One of the three seats will be held

by a Head of Department or equivalent from the list of eligible nominees as determined by CIEL.

- 5.6 Three members of professional staff, one each from education support, research support and service support will be elected by and from the professional staff.

Elected Student members

- 5.7 One student shall be elected by and from the students registered within each faculty, the nine positions to be split equally between undergraduate, postgraduate taught and postgraduate research students.
- 5.8 Only members of the Academic Board have the right to attend Board meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 5.9 Members who fail to attend three consecutive meetings will be required to demonstrate good cause for an absence; members who fail to attend meetings for six consecutive calendar months without good cause found acceptable by the Chair of the Board will be deemed to have resigned.
- 5.10 Elected Staff Members of Academic Board shall normally serve a three-year term ending on 31 July. Memberships that begin after the first meeting of the academic year shall be extended beyond three years to end on the 31 July in the fourth year of appointment. Elected Staff Members are eligible for a further single three-year term after which they must wait for 12 months before they may stand again.
- 5.11 Elected Student Members of Academic Board are eligible to be re-elected for a maximum of three consecutive one-year terms.

6 Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7 Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall normally be held five times per year.
- 7.2 The meeting style will be facilitative and discussion focused. The Academic Board will use a range of engagement processes such as workshops and other types of interactive methods to gather the views of the University community.
- 7.3 The agenda shall be set by the Chair, supported by the University Secretary or nominee. Members of the Academic Board are able to suggest issues for the agenda. They are also able to require that an item be considered subject to the following criteria and authority:
- 7.3.1 It is supported by at least 10% of the membership of the Academic Board.
- 7.3.2 It is received by the Secretariat six weeks prior to the date of the meeting at which the members seek to have the item discussed.
- 7.3.3 It is within the terms of reference of the Board or one of its standing committees, and if it falls within the terms of reference of a standing committee it is referred to that committee for initial discussion rather than directly to the Board.
- 7.3.4 Prioritisation of placement on the Agenda for such items will be determined by the Academic Board Operations Committee in the event that more requests are submitted than can be managed in a meeting alongside other necessary business.

7.3.5 A decision regarding the pertinence of particular criteria to a proposed item lies with the Vice-Chancellor. If such a decision were challenged the Academic Board Operations Committee would be consulted for a resolution.

7.4 Papers will be succinct and items presented in a style that provides maximum time for debate and input from members.

8. Conflict of Interest

8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.

8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.

8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9. Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10. Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

All authority set out below, other than that listed for Council, has been delegated to Academic Board and remains a power of the Board. This index shows the current operational delegation agreed by the Board.

Academic Board Power and Duty 1 - Academic quality and standards of awards

Issue	Recommend	Recommend	Approve
Academic policy	-	CEC	Academic Board
Annual Quality Assurance and other reports to the Regulator	CEC or other standing committee as relevant	Academic Board	Council
Credit Framework	-	CEC	Academic Board
Assessment process, external examiner appointment	ASSC	CEC	Academic Board
Cross-University education operational actions	ASSC	CEC	Academic Board
External Peer appointment	-	-	CEC
International Partnership agreements – including risk management & due diligence	-	-	Partnership Committee
Local education operational actions			Faculty

Academic Board Power and Duty 2 – Academic advice to Council and the Executive

Issue	Recommend	Recommend	Approve
University overarching strategy	Vice-Chancellor	Academic Board	Council
Constitute or dissolve faculties	Vice-Chancellor	Academic Board	Council
Composition of faculties	-	Faculty	Vice-Chancellor
Education strategy implementation, policy	-	CEC	Academic Board
Research strategy implementation, policy	-	CRC	Academic Board
International strategy implementation, policy	-	Vice-Deans International, Engagement & Service (VD IES Network)	Academic Board
London strategy implementation, policy	-	VD IES Network	Academic Board
Service strategy implementation, policy	-	VD IES Network	Academic Board
KCL/KCLSU Relationship Agreement	-	CEC	Academic Board
Academic Year dates	-	CEC	Academic Board

Academic Board Power and Duty 3 – Awarding degrees, diplomas and certificates

Issue	Recommend	Recommend	Approve
Individual student awards	-		Assess. Boards
Elect AKCs	-	The Dean	Academic Board

Academic Board Power and Duty 4 – Approving award titles and programmes

Issue	Recommend	Recommend	Approve
New programmes & major programme amendments	PDASC	CEC	Academic Board
Validation of programmes delivered elsewhere	-	CEC	Academic Board
Minor Modifications to Programmes and Modules	-	PDASC	CEC

Academic Board Power and Duty 5 – Promoting research and innovation

Issue	Recommend	Recommend	Approve
Research quality assurance processes and regulations	-	CRC	Academic Board
Research governance, ethics and integrity processes	-	CRC	Academic Board
REF submission	-	-	CRC

Academic Board Power and Duty 6 – Establishing committees and delegation limits

Issue	Recommend	Recommend	Approve
Academic Board terms of reference & composition	ABOC	Academic Board	Council
Council Membership election process	ABOC	Academic Board	Council
AB Committee terms of reference	ABOC	Academic Board	Council
Academic Board election & appointment process	ABOC	Academic Board	Council
AB Committee election/appointment process	-	ABOC	Academic Board
Delegations of Academic Board's authority	-	ABOC	Academic Board
Academic Board functioning policies and procedures	-	ABOC	Academic Board
Annual Schedule of Academic Board business	-	ABOC	Academic Board
Academic Board effectiveness review processes	-	ABOC	Academic Board

Academic Board Power and Duty 7 – Regulating academic misconduct and student discipline

Issue	Recommend	Recommend	Approve
Academic misconduct and student discipline regulations	ASSC	CEC	Academic Board

Academic Board Power and Duty 8 – Approving, amending and revoking academic regulations

Issue	Recommend	Recommend	Approve
Approve academic & library regulations	ASSC	CEC	Academic Board
Research Regulations	ASSC	CRC	Academic Board

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

AUDIT, RISK AND COMPLIANCE COMMITTEE

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The Audit, Risk and Compliance Committee (the Committee) is established by the King's College London (the University) Council as a non-executive committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 The Committee and its Chair shall be appointed by the Council from among its own members and must consist of members with no executive responsibility for the management of the University.
- 1.3 The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. Similarly, the Committee is authorised to seek any information it requires from members of the student body.
- 1.4 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose and Scope

- 2.1 The purpose of the Committee is to support the Council by reviewing assurances on risk management, compliance and the control environment to ensure that they are comprehensive and reliable. The Committee will also review and assess the integrity of financial statements and the annual report.
- 2.2 It is the role of the Committee to advise and assist the Council in respect of the entire assurance and control environment of the University.

3. Duties of the Committee

3.1 Audit

- 3.1.1 To review accounting policies and to review any major changes to the University's accounting principles and practices that are brought to the attention of the Committee by the external auditors, internal audit or management;
- 3.1.2 To review the University's annual accounts and make recommendations to the Council regarding their approval;
- 3.1.3 To seek assurance, through regular reports including performance indicators, that satisfactory arrangements are in place to promote economy, efficiency and effectiveness, and to advise the University Council accordingly;
- 3.1.4 To seek assurance on the effectiveness and adequacy of governance processes at the University;
- 3.1.5 To consider reports concerned with allegations of fraud and to advise as necessary;
- 3.1.6 To keep under review the University's Fraud Response Plan;

- 3.1.7 To review the University's annual statement of internal control and to keep under review the effectiveness of internal control systems including, on behalf of the University Council, responsibility for reviewing the effectiveness of the risk management process.

3.2 Risk Management

- 3.2.1 To receive reports on the University's risk assessment prepared by management, and to comment on the effectiveness of the actual or proposed responses to dealing with risks identified;
- 3.2.2 To receive regular reports from senior management on the control of risks to the achievement of the University's strategic plans so as to be able to assess the overall efficacy and adequacy of the approach to risk management;
- 3.2.3 To keep in view, on behalf of the University Council, the University's arrangements for managing the risks related to cyber-crime together with information storage and security.

3.3 Assurance

- 3.3.1 To satisfy itself that the systems and processes underpinning the Board Assurance Framework are effective.

3.4 Compliance

- 3.4.1 To consider, on an ongoing basis, the arrangements in place for the management of statutory and regulatory compliance in areas such as health, safety and environmental standards, equal opportunities, race relations, disability discrimination, Prevent, and other key legislative requirements, and to comment on their effectiveness;
- 3.4.2 To regularly review the arrangements for compliance with the Policy for the Acceptance of Donations through reports from or on behalf of the Fundraising Ethical Review Group (FERG) and to report to the Council accordingly.

3.5 Appointment and Performance of the External Auditors

- 3.5.1 To consider and recommend the appointment of the external auditors, and the relevant fee, and to annually review their performance;
- 3.5.2 To consider and make appropriate recommendations concerning any question of resignation or dismissal of the external auditor;
- 3.5.3 To discuss and agree the nature and scope of the audit with the external auditor before it commences and to discuss issues arising from the interim and final audits and any matters the auditor may wish to discuss (in the absence of University Officers where necessary);
- 3.5.4 To review the external auditor's annual management letters and the responses by University management;
- 3.5.5 To oversee the processes and practices in place to ensure the independence of the external auditors, including assessing reports of non-audit services provided by the external auditors to the University;
- 3.5.6 To review and pre-approve all non-audit services which may be performed by the University's external auditors over the value of £50k or a figure the Council may decide.

3.6 Appointment and Performance of the Internal Auditors

- 3.6.1 To consider and advise on the appointment of the senior officer with responsibility for internal audit services;
- 3.6.2 To review and approve the internal audit strategic and annual plans;
- 3.6.3 To consider internal audit reports and management's response;
- 3.6.4 To require, as necessary, the attendance of any University employee before the Committee when individual audit reports concerning the service or function relevant to that employee are being considered;
- 3.6.5 To review and approve the internal auditor's annual report;
- 3.6.6 To review annually the performance of the internal audit service.

3.7 General

- 3.7.1 To receive any relevant reports from the National Audit Office, Office for Students (OfS) or UK Research and Innovation (UKRI) and to consider the necessary University action;
- 3.7.2 To meet by exception with the Vice President (Finance), the University Secretary and Director of Assurance or designate and the external auditors in separate executive sessions, and with other University officers as required by circumstances and events;
- 3.7.3 To produce an annual report for the OfS, University Council and the Vice-Chancellor;
- 3.7.4 Escalate to Council any issues of more general interest or concern;
- 3.7.5 Undertake such other responsibilities as the Council shall from time to time decide.

4. Reporting procedures

- 4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council or require Executive action.
- 4.2 The Committee will prepare an annual report covering the University's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Council and will summarise the activity for the year. It will give the Committee's opinion of the adequacy and effectiveness of the University's arrangements for the following:
 - i. risk management, compliance and control (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts); and
 - ii. sustainability, economy, efficiency and effectiveness.

5. Composition, Membership, Attendance and Quorum

- 5.1 The Council will appoint the Chair and all members of the Committee from the Independent Members of the Council, on the recommendation of the Governance, Performance and Remuneration Committee and must consist of members with no executive responsibility for the management of the University.
- 5.2 Members of the Committee shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.
- 5.3 There shall be no fewer than three members, one of whom shall have recent relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with relevant expertise subject to approval by the Governance, Performance and Remuneration Committee.

- 5.4 The Chair of the Council and Chair of the Finance Committee shall not be members of the Committee.
- 5.5 The Honorary Treasurer shall normally attend meetings of the Committee as an observer.
- 5.6 The following University Officers shall normally be in regular attendance at meetings of the Committee:
- The Senior Vice President (Academic)
 - The Senior Vice President (Operations)/ Chief Operating Officer
 - The University Secretary
 - The Vice President (Finance)/Chief Finance Officer
 - The Chief Accountant
- 5.7 A representative of the External Auditors will attend meetings where business relevant to them is to be discussed. The Committee may meet with the external auditors, at any time, without any officers being present.
- 5.8 A quorum shall be at least two members including either the Chair or the Deputy Chair of the Committee. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.9 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6. Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7. Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall be held not less than three times a year at appropriate intervals in the financial reporting and audit cycle.
- 7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.
- 7.3 Meetings of the Committee shall be called by the Secretary to the Committee at the request of the Committee Chair or any of its members, or at the request of the external auditors if they consider it necessary.

8. Conflict of Interest

- 8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.
- 8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.

8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9. Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10. Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

ESTATES COMMITTEE

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The Estates Committee (the Committee) is established by the King's College London (the University) Council as a committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 The Committee and its Chair shall be appointed by the Council from among its own members and must consist of members with no executive responsibility for the management of the University.
- 1.3 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose and Scope

- 2.1 The Estates Committee reports to the Council on the development and management of the University's property assets in support of the University's Strategic Plan.
- 2.2 In conjunction with the Finance Committee, it makes recommendations to Council on any proposals for the acquisition or disposal of any part of the University's estate involving an aggregate financial commitment in excess of £5 million. This includes incurring or disposing of leases with aggregate rental liabilities over the lease term expected to be in excess of £5 million. It will also make such recommendations on any leases involving an annual rental liability in excess of £500,000 irrespective of the aggregate liability over the term.
- 2.3 The Committee has oversight of all major estates works exceeding £5 million in value.

3. Duties of the Committee

In carrying out its responsibilities, the Committee:

- 3.1 Leads in the formulation of, and keeps under review, the estates strategy for the development and maintenance of the property assets of the University, including receiving at agreed intervals:
 - 3.1.1 Reports on the existing use and market value of the Estate;
 - 3.1.2 Reports on the condition of the Estate;
 - 3.1.3 Reports on the performance and utilisation of the Estate against the University's Strategic Objectives;
- 3.2 Recommends to Council, in conjunction with the Finance Committee, the University's annual Capital Investment Plan and receives regular reports from the Director of Estates and Facilities on progress;
- 3.3 Receives reports on the preparation and maintenance of appropriate asset records;
- 3.4 Receives reports as appropriate from the Senior Management Team on related matters;

- 3.5 Review the Board Assurance Framework risks delegated to the Committee for review and make recommendations to the Council for any required changes of risk score or content.

4. Reporting procedures

- 4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council or require Executive action;
- 4.2 Where the Committee has obtained external advice the reports to Council should identify such consultants and state whether they have any other connection with the University.

5. Composition, Membership, Attendance and Quorum

- 5.1 The Council will appoint the Chair and all members of the Committee from the Independent Members of the Council, on the recommendation of the Governance, Performance and Remuneration Committee.
- 5.2 Members of the Committee shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.
- 5.3 The Committee shall comprise:
 - 5.3.1 An Independent Member of the Council (in the Chair)
 - 5.3.2 Three Independent Members of the Council
 - 5.3.3 The Senior Vice President (Operations)/ Chief Operating Officer
 - 5.3.4 The Vice President (Finance/Chief Finance Officer) (ex officio)
- 5.4 The Committee may seek co-opted members as necessary to support its aims, subject to approval by the Governance, Performance and Remuneration Committee.
- 5.5 The following University Officers shall attend meetings of the Estates Committee as necessary:
 - 5.5.1 Senior Vice President (Academic) (ex officio)
 - 5.5.2 Senior Vice President (Health & Life Sciences) (ex officio)
 - 5.5.3 Executive Director of Estates and Facilities (ex officio)
 - 5.5.4 One Student Member, who may be drawn from the full student body
 - 5.5.5 Assistant Principal (Campus Futures)
- 5.6 A quorum shall be at least two Independent Member including either the Chair or the Deputy Chair of the Committee and one executive member. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.7 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6. Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7. Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall normally be held at least four times per year.
- 7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.
- 7.3 Meetings of the Committee shall be called by the Secretary to the Committee at the request of the Committee Chair or any of its members.

8. Conflict of Interest

- 8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.
- 8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.
- 8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9. Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10. Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

FELLOWSHIPS AND HONORARY DEGREES COMMITTEE

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The Fellowships and Honorary Degrees Committee (the Committee) is established by the King's College London (the University) Council as a committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 All members of the Committee other than the Vice-Chancellor and the Chair of the Council are to be appointed by the Council on the recommendation of the Governance, Performance and Remuneration Committee.
- 1.3 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice.

2. Purpose and Scope

The purpose of the Committee is to make recommendations to the Council on nominations for the award of fellowships and honorary degrees.

3. Duties of the Committee

- 3.1 To keep under review the following criteria governing the award of Fellowships and Honorary Degrees of the University, and to recommend changes as necessary to the University Council:
 - 3.1.1 Nominations will only be accepted from individuals who are Members of the University (in the sense of Ordinance B1).
 - 3.1.2 An honorary degree is the highest honour that King's bestows and is reserved for exceptional and eminent individuals who are recognised nationally or internationally for their achievements and whose actions reflect and reinforce King's values and aspirations. While a prior association with King's strengthens a claim, it is not a requirement; recipients of a King's honorary doctorate become alumni of the University. The number of awards will normally be limited to five in any one year.
 - 3.1.3 The Fellowship of King's College London (FKC) shall be awarded to those who have or have had a transformative impact on the University through the quality of their work or activities. They may be individuals who have had a direct relationship with King's (e.g., alumni, governors, staff, academic or community partners) or they may be individuals who do not have a relationship with King's but whose activities and accomplishments align with our activities, aspirations and values and with whom a continuing relationship would be welcome. The number of Fellowships awarded by the in any one calendar year shall not normally exceed 10.
 - 3.1.4 The awards of the Honorary Degree of King's College London and the Fellowship of King's College London are not mutually exclusive, although instances where both awards are made to the same individual are expected to be rare.
- 3.2 To canvass nominations from Members of the University for the award of Fellowships and Honorary Degrees of the University.

- 3.3 To consider nominations for the award of the Honorary Degree and Fellowship of the University, and to make recommendations to the Council of the University in accordance with Ordinance C2.
- 3.4 To ensure that the arrangements for the canvassing of nominations, for the selection of nominees meeting the criteria for the award of Fellowships and Honorary Degrees of the University, and for the general conduct of the Committee's business, are efficient and fair.
- 3.5 To keep under review the arrangements for the conduct of the Committee's business and, as necessary, put before the Council of the University recommendations for change.
- 3.6 Any other business as may be referred to it by the Council of the University.

4. Reporting procedures

- 4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council or require Executive action.

5. Composition, Membership, Attendance and Quorum

- 5.1 All members of the Committee other than the Vice-Chancellor and the Chair of the Council are to be appointed by the Council on the recommendation of Governance, Performance and Remuneration Committee.
- 5.2 All Members (other than the Chair and Vice-Chancellor) shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.
- 5.3 The Committee shall comprise:
 - 5.3.1 Chair of the Council (in the Chair)
 - 5.3.2 The Vice-Chancellor & President
 - 5.3.3 At least two other Independent Members of the Council
 - 5.3.4 At least two Fellows (including Honorary Fellows), who are not employees of the University
 - 5.3.5 At least two staff members of the University
- 5.4 The Executive Director of Philanthropy & Alumni Engagement shall be in attendance.
- 5.5 A quorum shall be the Chair, Vice-Chancellor and one Fellow. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.6 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6 Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7 Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall be held at least once a year, and as necessary.

7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.

8 Conflict of Interests

8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.

8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.

8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9 Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10 Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

FINANCE COMMITTEE

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The Finance Committee (the Committee) is established by the King's College London (the University) Council as a committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 The Chair and Committee members shall be appointed by the Council as recommended by the Governance, Performance and Remuneration Committee.
- 1.3 The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. Similarly, the Committee is authorised to seek any information it requires from members of the student body.
- 1.4 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice.

2. Purpose and Scope

The purpose of the Committee is to monitor and review on the Council's behalf, the integrity of and assurances relating to the University's financial position and financial control systems and any formal announcements relating to its financial performance.

3. Duties of the Committee

3.1 Formulate and/ or Review Strategies, Financial Regulations, Finance and Procurement Policies and Procedures

- 3.1.1 Formulate, for the approval of Council, strategies and policies for the effective management and control of the financial affairs of the University.
- 3.1.2 Ensure the development and implementation of finance and procurement policies, regulations and procedures.
- 3.1.3 Provide oversight of the University's long-term financial plan and financial operations, and risks related to liquidity, debt, resource allocation and financial contingencies.
- 3.1.4 In accordance with the policies approved by the Council, to exercise, on behalf of the Council, the powers specified in Statute 7(a)-(f) and Statute 7(h)-(i), and generally to be responsible to the Council for the effective control of the assets and revenues of the University.

3.2 Review of Financial Management Information and Monitor the University's Financial Performance

- 3.2.1 Receive from the Vice President (Finance) and regularly review on behalf of the Council, management information and quarterly reports setting out the financial performance of the University against the approved Plan, and presentation of key financial indicators.
- 3.2.2 Review Financial Regulations governing the arrangements for the proper management of the University's finances and financial affairs, assets, monies and

resources, in accordance with Ordinance D. Monitor progress against the remedial actions identified in the reports designed to mitigate adverse variances, and progress on previous action plans.

3.2.3 Review and recommend for approval to Council major business cases with financial implications above £10million.

3.2.4 Review aspects of university operations for their effectiveness and efficiency.

3.3 Review of Draft Annual Financial Statements for endorsement to Council

3.3.1 Review in conjunction with the Audit, Risk and Compliance Committee, the draft Annual Financial Statements and Annual Accounts and external auditors' report (having regard to any implications for the University strategy) to endorse to Council for approval.

3.4 Endorse the Financial Plan and Review Annual Budgets

3.4.1 Endorse the Financial Plan drafted in line with the Financial Regulations, to be approved by the Council.

3.4.2 Review and approve for recommendation to the Council, the annual budget for the succeeding financial year.

3.4.3 Review and recommend for approval to Council the Office for Students Annual Financial Return

3.5 Reports from sub-committees

3.5.1 To oversee the work of and receive reports from the Investment Subcommittee and such other subcommittees of the Committee as may from time to time be approved by the Council.

3.5.2 To require and receive reports to enable it to carry out its functions.

3.6 Assurance

3.6.1 Review the Board Assurance Framework risks delegated to the Committee for review and make recommendations to the Council for any required changes of risk score or content.

3.7 General

3.7.1 Escalate to Council any issues of more general interest or concern.

3.7.2 Undertake such other financial responsibilities as the Council shall from time to time decide.

4. Reporting procedures

4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council or require Executive action.

5. Composition, Membership, Attendance and Quorum

5.1 Independent, staff and student members appointed to the Committee by the Council on the recommendation of the Governance, Performance and Remuneration Committee shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.

5.2 The Committee shall comprise:

5.2.1. Honorary Treasurer (in the chair)

- 5.2.2. At least two Independent Members of the Council
- 5.2.3. The Vice-Chancellor & President
- 5.2.4. Senior Vice-President (Operations)/ Chief Operating Officer
- 5.2.5. Vice President (Finance)/Chief Finance Officer
- 5.2.6. One staff member
- 5.2.7. One student member drawn from Council
- 5.3 The following can attend meetings of the Committee, but are not members of the Committee:
 - 5.3.1 The Chair of Audit, Risk and Compliance Committee
 - 5.3.2 The Senior Vice President (Academic)
 - 5.3.3 The Senior Vice President (Health & Life Sciences)
 - 5.3.4 The Chief Accountant; and
 - 5.3.5 The Director of Financial Strategy
 - 5.3.6 External Auditors
- 5.4 The Committee may seek co-opted members as necessary to support its aims subject to approval by the Governance, Performance and Remuneration Committee.
- 5.5 A quorum shall be at least five members two of whom shall be either the Chair or the Deputy Chair of the Committee and one other Independent Member. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.6 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6 Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7 Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall be held not less than three times a year at appropriate intervals in the financial reporting and audit cycle.
- 7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.
- 7.3 Meetings of the Committee shall be called by the Secretary to the Committee at the request of the Committee Chair or any of its members.

8 Conflict of Interests

- 8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.
- 8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.

8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9 Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10 Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

Ordinance Appendix B: Terms of Reference of Council Standing Committees and Subcommittees

GOVERNANCE, PERFORMANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The Governance, Performance and Remuneration Committee (the Committee) is established by the King's College London (the University) Council as a non-executive committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose and Scope

- 2.1. The Committee has responsibility for the effective operation of Council and its committees and for oversight of Council's performance.
- 2.2. The Committee shall develop and apply rigorous senior remuneration policy and procedures and make recommendations to the Council where appropriate. The University follows the guidelines laid out in the Committee of University Chairs (CUC) HE Remuneration code in so far as is practicable. The policy and procedures, as approved by Council, apply to the remuneration and terms and conditions of employment (including severance arrangements) of the University's Senior Post holders, including the Vice-Chancellor & President, and other Senior Post Holders under the Committee's remit at any time, who will be outlined in the Remuneration Policy.
- 2.3. The Committee may meet to advise or decide on urgent or confidential matters on behalf of the Council, which in the judgment of the Chair of the Council cannot wait until the next regularly scheduled meeting of Council and when it is not possible to call a special meeting of Council. Matters reserved to the Council under Statute 9 and Ordinance B3.8 are excluded from the Committee's authority.

3. Duties of the Committee

Governance and Nominations

- 3.1 In carrying out its responsibilities related to Council and committee nominations and members, the Committee shall:
 - 3.1.1 Subject to the provisions of the Charter, Statutes and Ordinances, regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Council and make recommendations to the Council with regard to any changes.
 - 3.1.2 Give full consideration to succession planning for Council membership and leadership, taking into account the challenges and opportunities facing the University, and what skills and expertise are therefore needed on the Council in the future.
 - 3.1.3 With due regard to the Council-approved statements on the *Role of Council, Responsibilities of Members and Criteria for Membership* and the *Processes for Identifying and Appointing Members of Council and Committees*, nominate for the approval of the Council, candidates to fill Council and Standing Committee vacancies as and when they arise.

- 3.1.4 Regularly review the time required from Independent members of the Council. Members' contribution to the Council in terms of time spent to fulfil their duties should be assessed, taking into account that members are not remunerated and their contributions to the Council and the University extend beyond attendance at formal meetings of the Council.
- 3.1.5 Ensure that on appointment to the Council, members of the Council receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and attendance at Council meetings, committee service and involvement outside Council meetings.
- 3.1.6 Maintain oversight of member induction and on-going education processes.
- 3.1.7 Keep under review the division of responsibilities between Council committees, and the effective coordinating of work between them.
- 3.2 In carrying out its responsibilities related to the governance of the University, the Committee shall:
 - 3.2.1 Consider and recommend for Council's approval, changes to the Charter, Statutes, Ordinances, Council meeting processes, standing committee structure and committee terms of reference.
 - 3.2.2 Develop and implement policies and processes specifically related to Council including but not limited to the Council Conflict of Interest Policy, the Register of Interests, the Skills Matrix and compliance with members' obligations as charity Trustees.
 - 3.2.3 Develop and implement performance assessment and review processes for Council.
- 3.3 The Committee shall also make recommendations to the Council concerning:
 - 3.3.1 Formulating plans for succession for the key Council roles of Chair of the Council, Vice-Chair of Council and Chairs of the Council's standing committees.
 - 3.3.2 The re-appointment of any independent member at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Council in the light of the knowledge, skills and experience required.
 - 3.3.3 Any matters relating to the continuation in office of any member at any time including the suspension or termination of a member's service subject to the provisions of the Charter, Statutes and Ordinances, and the law.
 - 3.3.4 The leadership needs of the University, with a view to ensuring the continued ability of the University to compete effectively.
 - 3.3.5 The processes for selection of the Vice-Chancellor & President.

Performance (to include Remuneration)

The Committee shall:

- 3.4 Oversee the preparation of a senior Remuneration Policy to recruit, retain and motivate people of appropriately high ability, within levels of affordability that are publicly defensible and secure good value for money. The Policy shall be approved by Council and should be aligned to the University's long-term strategic goals to promote the long-term success of King's.
- 3.5 Determine the terms and conditions of appointment of the Vice-Chancellor & President.
- 3.6 Determine and document the approach to remuneration and terms of service for all Senior Post Holders, being the Vice-Chancellor & President, other Senior Post Holders as outlined in the Remuneration Policy, and such other senior staff as the Council shall determine meets the definition of a Senior Post Holder, and to keep those under the Remuneration Committee's remit under review.
- 3.7 Have oversight of the pay (including any severance arrangements) of other senior staff as may be defined by the Council, the Office for Students Accounts Direction or other relevant bodies.

3.8 The Committee shall determine and approve for all posts under its remit:

- 3.8.1 Annual salaries on appointment and any discretionary adjustments to salaries;
- 3.8.2 Office Responsibility allowances or any other honoraria;
- 3.8.3 Any performance related elements;
- 3.8.4 Provisions for any other benefits such as pensions, or access to any shared incentive scheme (on appointment);
- 3.8.5 Arrangements for termination of employment, for any reason, including the appropriate length of any notice period (satisfying themselves that this is not excessive), and where appropriate determination of any severance or other ex-gratia payments, specifically ensuring that contractual obligations are met; and
- 3.8.6 Have oversight of any other contractual terms in relation to remuneration.

3.9 In determining all the above, the Committee shall:

- 3.9.1 seek reliable and up to date contextual information on salaries, benefits and conditions of service in other organisations of comparable scale and complexity and from within whichever geographic market is relevant to the role or roles.
- 3.9.2 have regard to internal relativities, pay ratios and pay differentials that may exist between different groups of staff.
- 3.9.3 ensure that it is sufficiently informed of all posts under its remit, including a statement of a clear link to the value delivered by an individual acting within a role such as the responsibilities and objectives of the individual posts, their accountabilities for meeting objectives of the University, and any other relevant attributes.
- 3.9.4 ensure that it is sufficiently informed of the remuneration and conditions of all staff, so that attention may be paid to the impact on wider employee engagement and morale of any differential treatment for Senior Post Holders and other staff. In particular the Committee shall consider the rate of increase of the average remuneration of all other staff on an annual basis.
- 3.9.5 ensure that there are appropriate governance and structures in place to allow the Vice-Chancellor and President to make decisions in exceptional circumstances such as a salary change or recruitment decision through the policy for Senior Post Holders (other than for the Vice-Chancellor & President).
- 3.9.6 ensure that relevant issues of equality and diversity are given due consideration in respect of matters relating to the remuneration of Senior Post Holders and will consider remuneration policy and practice in the context of the University's wider strategic aims for diversity and inclusion.

3.10 The Committee shall set annual performance objectives for the Vice-Chancellor and President which reflect the expected individual contribution to the long-term strategic objectives of King's based on pre-determined criteria at the beginning of the year. The Committee shall review the Vice-Chancellor & President's performance for the previous period in accordance with how the Vice-Chancellor has contributed and delivered against these pre-determined criteria.

- 3.10.1 Where the Vice-Chancellor and President is eligible for performance pay, responsibility for assessment of individual performance against their personal objectives rests with the Chair of Council, usually after consultation with the Committee (and informed by the Council's view of the performance of the University against its strategic ambitions). The Committee will consider how the outcome impacts the Vice-Chancellor & President's total remuneration and reach an appropriate decision.

3.10.2 The Vice-Chancellor and President is responsible for the proper application and determination of the outcomes of any performance pay policy for other Senior Post Holders. The Committee will receive for comment and advice annual reports from the Vice-Chancellor and President as to the performance of the individuals concerned against previously agreed goals and objectives and any proposed changes to remuneration resulting from those changes. In particular, the Committee may consider consequences where performance or the required contributions has fallen short of expectations. The Vice-Chancellor and President will consider the views of the Committee before proceeding to implement any proposed change.

4 Reporting procedures

- 4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council.
- 4.2 With regards to the committee's work on Remuneration, an annual Remuneration Report will be submitted to Council.
- 4.3 Where the Committee has obtained external advice (remuneration, or legal) the reports to Council should identify such consultants and state whether they have any other connection with the University.
- 4.4 The Committee shall ensure that it has fulfilled its obligations in respect of any disclosures of information about the University's policy and practices.

5 Composition, Membership, Attendance and Quorum

- 5.1 The membership of the Committee shall be the Chair of the Council, who shall Chair the Committee, and the Chair of the Committees of Council, excluding Academic Board. The Chair will appoint a deputy chair of the Committee in his absence.
- 5.2 The Vice-Chancellor and President shall be in attendance.
- 5.3 Members shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.
- 5.4 A quorum shall be at least three members including either the Chair or the Deputy Chair of the Committee. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.5 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6 Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7 Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall normally be held at least three times per year and as necessary to consider proposals for Council appointments and other matters within the scope of its terms of reference.

- 7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.
- 7.3 Meetings of the Committee shall be called by the Secretary to the Committee at the request of the Committee Chair or any of its members.

8. Conflict of Interest

- 8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.
- 8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.
- 8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9. Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10. Dates of Revision

Approved	Council on 31 March 2025
Review date	February 2026 (or earlier if required)

Ordinance Appendix B: Terms of Reference of Council Standing Committees and Subcommittees

PEOPLE COMMITTEE TERMS OF REFERENCE

1. Constitution and Authority

- 1.1 The People Committee (the Committee) is established by the King's College London (the University) Council as a committee of the Council with powers and responsibilities delegated to it within the University's Ordinances and these Terms of Reference.
- 1.2 The Chair and Committee members shall be appointed by the Council as recommended by the Governance, Performance and Remuneration Committee.
- 1.3 The Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. Similarly, the Committee is authorised to seek any information it requires from members of the student body.
- 1.4 The Committee is authorised by the University Council to obtain outside legal or other independent professional advice.

2. Purpose and Scope

- 2.1 The purpose of the Committee is to support the Council in the provision of oversight of the people and culture strategy approved by Council, monitoring progress on achieving agreed objectives delegated to the executive for implementation, and providing advice and guidance to the senior executive as required.

3. Duties of the Committee

3.1 Oversight of the development and implementation of People related Strategies

- 3.1.1 Recommend to Council for approval, strategies and transformational initiatives related to people and culture.
- 3.1.2 Support the Senior Executive in the development, implementation and monitoring of strategies related to people, staff recruitment, retention and development. In so doing, the Committee will have access to data and information related to the following (as well as such other data as it may determine it needs from time to time):
 - a) Results of staff surveys and consultations, and reporting to Council on the results, interventions and outcomes of a continuous staff experience improvement initiative.
 - b) HR related data on workforce, including but not limited to, staff turnover, health and safety issues, complaints and disciplinary issues.
 - c) University offerings for staff development, their uptake and outcomes.
- 3.1.3 Recommend to Council for approval, University Ordinances and Regulations related to people and to advise the Senior Executive on related policy and programmes.

3.2 Equality, Diversity and Inclusion

- 3.2.1 Oversee the impact of the University's compliance with the 2010 Equality Act, the Health and Safety Act and other current or future legislation related to staff and employment matters.

- 3.2.2 To oversee the University's equality, diversity and inclusion strategies, including the establishment of key performance indicators and reporting annually to Council on their implementation and progress made.

3.3 Remuneration

- 3.3.1 Oversee the monitoring and effectiveness of reporting pay gaps and actions to address this across the university.

3.4 Assurance

- 3.4.1 Review the Board Assurance Framework risks delegated to the Committee for review and make recommendations to the Council for any required changes of risk score or content.

3.5 General

- 3.5.1 Escalate to Council any issues of more general interest or concern.
- 3.5.2 Undertake such other people and culture related responsibilities as the Council shall from time to time decide.

4. Reporting procedures

- 4.1 The minutes (or a report) of meetings of the Committee will be circulated to all members of the Council. The Chair of the Committee will draw to the attention of the Council any issues that require disclosure to the Council or require Executive action.

5. Composition, Membership, Attendance and Quorum

- 5.1 Independent, staff and student members, other than ex officio members, appointed to the Committee by the Council on the recommendation of the Governance, Performance and Remuneration Committee shall normally serve a maximum of two consecutive three-year terms, with the possibility of extension for a further single three-year term (up to a maximum of nine years) in exceptional circumstances.
- 5.2 The Committee shall comprise:
 - Appointed Members*
 - 5.2.1 At least two Independent Members of the Council, one of whom shall be the Chair
 - 5.2.2 Four staff (senior academic, junior academic, professional - at least one to be a member of Council if possible, and a Head of Department).
 - 5.2.3 Post Graduate Research Student
 - 5.2.4 Post-Doctoral Early Career Researcher
 - Ex Officio Members*
 - 5.2.5 Vice-President (People & Talent)
 - 5.2.6 President of KCLSU (or designate)
 - 5.2.7 Director, Equality, Diversity & Inclusion
- 5.3 The Committee may seek co-opted members as necessary to support its aims, subject to approval by the Governance, Performance and Remuneration Committee.
- 5.4 A quorum shall be at least five members including either the Chair or the Deputy Chair of the Committee and one Independent Member of the Council. Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting and to count towards the quorum.
- 5.5 When the Committee is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. Where items require

formal approval, the absent member(s) must be invited to provide comments and approval by correspondence. An item will be deemed approved when a quorate number of members have confirmed approval.

6 Secretariat

The University Secretary or nominee shall act as Secretary to the Committee.

7 Frequency, conduct and proceedings of meetings

- 7.1 Meetings shall be held not less than three times a year at appropriate intervals in the financial reporting and audit cycle.
- 7.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B4.

8 Conflict of Interests

- 8.1 Members and attendees will be invited to declare any interests they might have in relation to agenda items and any issue arising at the meeting which might conflict with the business of the University.
- 8.2 Where it is identified that a member of the Committee has a conflict of interest with respect to a matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant business. Depending on the nature of the business, this may allow for participation in discussions without taking part in decision making or may require complete non-participation and/or withdrawal from that part of the meeting.
- 8.3 All instances of identified conflicts of interest shall be recorded in the minutes.

9 Monitoring Effectiveness

The Committee will review its performance, evaluate any support or development needs, and review its effectiveness including its Terms of Reference and work programme annually. The results of the effectiveness review and Terms of Reference review will be reported to the Council.

10 Dates of Revision

Approved	Council on 31 March 2025
Review date	August 2026 (or earlier if required)

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

INVESTMENT SUBCOMMITTEE, SUBCOMMITTEE OF FINANCE COMMITTEE

1. Authority

- 1.1 The Council of King's College London are the trustees of the College's endowment and are ultimately legally responsible for the proper investment and safekeeping of these funds. They have delegated this responsibility to the College's Finance Committee which has resolved to establish a Subcommittee to be known as the Investment Subcommittee to oversee investment policy and processes.
- 1.2 The Subcommittee is authorised by the Finance Committee to obtain outside legal or other independent professional advice and to secure the services and attendance of outsiders with relevant experience and expertise it considers necessary. It may incur expenditure in this respect with the delegated financial authority of the Finance Committee.

2. Duties

- 2.1 To consider and appoint external investment advisors and investment managers and to negotiate and agree their fees and charges.
- 2.2 To consider and take appropriate action concerning any question of resignation or dismissal of the external investment advisors and managers.
- 2.3 To manage investment strategy in accordance with the College's investment policy as follows:
 - 2.3.1 To maintain the real value of capital.
 - 2.3.2 To yield a sum of revenue annually as determined by the Director of Finance and the Subcommittee.
 - 2.3.3 Not to make any direct investment in tobacco shares and to ensure that the investment managers have due regard to ethical and environmental issues and maintain a dialogue with companies in which they invest regarding these matters.
 - 2.3.4 Aim to divest from all fossil fuel investments by the end of 2022 subject to there being no significant impact upon financial risks and returns used to support academic activities.
 - 2.3.5 Increase the commitment to investments with socially responsible benefits from the present aim of 15% to an aspiration of at least 40% by 2025 subject to there being no significant impact upon financial risks and returns.
 - 2.3.6 That investment managers' performance be measured against a composite tailored benchmark index.
- 2.4 To review annually the performance of the College's investment portfolio and asset mix.
- 2.5 To regularly review the investment risk profile of the College's portfolio in conjunction with the investment policy.
- 2.6 To regularly meet and receive reports from the investment managers appointed by the Subcommittee and review their performance and strategy.

- 2.7 To advise the Finance Committee on investment policy and to recommend changes.
- 2.8 To consider any other investment matters they deem necessary, or which are brought to their attention by the Finance Committee or the Director of Finance.

3. Composition

- 3.1 The Investment Subcommittee and its Chair shall be appointed by Finance Committee. At least two members should have a background in investment matters. There shall be not fewer than four members, as follows:
 - 3.1.1 An independent chair
 - 3.1.2 The Vice-Chancellor and President
 - 3.1.3 The Vice President (Finance)/Chief Finance Officer
 - 3.1.4 The Chief Accountant
 - 3.1.5 A minimum of three independent Members of Council or Independent Co-opted Members
 - 3.1.6 A student member
- 3.2 A quorum shall be two members excluding ex-officio members.
- 3.3 Members of the Investment Subcommittee shall hold office for a period of three years and will be eligible for reappointment for a further period of three years immediately following expiry of their first term of office. A third term of office is not excluded bearing in mind the long-term nature of the evolution of investment strategy.
- 3.4 The Honorary Treasurer may attend meetings of the Investment Subcommittee.
- 3.5 The Subcommittee may invite such others as it deems appropriate to attend meetings.
- 3.6 The Treasury and Tax Accountant shall be Secretary to the Subcommittee.

4. Frequency of Meetings

Meetings shall normally be held at least four times a year. The external investment advisors may request a special meeting, if they consider one is necessary, through the Vice-President (Finance).

5. Reporting Procedures

The minutes of meetings of the Subcommittee will be reported to the Finance Committee.

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

ACADEMIC BOARD OPERATIONS COMMITTEE, COMMITTEE OF ACADEMIC BOARD

1. Authority

The Academic Board Operations Committee will advise Academic Board on any matters pertaining to its governance structures for academic matters as directed by the Board, including: membership of the Board and its committees; elections processes for the Board and from the Board and its committees to other bodies including Council; policies and procedures related to the functioning of the Board.

Academic Board retains authority for approval of these matters but has the right to delegate that authority as it chooses.

2. Duties

The Academic Board Operations Committee will:

- 2.1 Recommend and oversee the election and appointment process for membership of the Academic Board and its committees.
- 2.2 Recommend and oversee the election process for the selection of Academic Board members for membership of Council.
- 2.3 Recommend amendments to the terms of reference and composition of Academic Board.
- 2.4 Recommend amendments to the Academic Board governance structure including committee structure, terms of reference and composition, and other delegations of authority.
- 2.5 Recommend policies and procedures related to the functioning of the Board and amendments to them.
- 2.6 Recommend and oversee processes for review of the Board's effectiveness.

3. Composition

- 3.1 The Chair of the Academic Board Operations and Nominations Committee shall be the Vice-Chair of Academic Board.
- 3.2 The Academic Board Operations and Nominations Committee shall be appointed by Academic Board and shall comprise:
- 3.3 Three ex-officio members of Academic Board:
 - (i) Vice-Principal (Education & Student Success)
 - (ii) Vice-Principal (Research & Innovation)
 - (iii) One Executive Dean appointed by the Vice-Chancellor
- 3.1 Five staff elected by the Academic Board from among the elected staff of the Academic Board
- 3.5 Student Members:
 - (i) President of the KCLSU or designate

- (ii) One student member elected by the Academic Board from among the elected students of the Academic Board.

4 Frequency of Meetings

The Academic Board Operations Committee will meet as required and at least once in each year.

5. Reporting Procedures

The Academic Board Operations Committee will report to the Academic Board following each meeting.

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

COLLEGE EDUCATION COMMITTEE, COMMITTEE OF ACADEMIC BOARD

1. Authority

The College Education Committee will provide strategic leadership of education for the College. It will ensure that the College's academic taught provision aligns with national and international expectations for quality and academic standards and enhances students' learning experience. The Committee will promote:

- Risk-management approaches in relation to quality assurance, providing oversight of the quality and academic standards of students' learning opportunities and learning experience, advising Academic Board of any issues and areas of good practice
- The level of College compliance with external regulatory bodies such as the Office for Students
- Enhancement in learning, teaching, and assessment
- An ethos of students as co-creators of the education experience

2. Duties

- 2.1 Consider and advise the Council and Academic Board on all matters and questions affecting the education policy of King's.
- 2.2 On behalf of Council and the Academic Board to monitor and review the implementation of matters related to Strategy 2026.
- 2.3 On behalf of Academic Board to define, monitor and review King's strategy, policy and procedure in respect of King's taught students (UG and PGT) relating to:
 - 2.3.1 Student admissions and enrolment
 - 2.3.2 Student attendance at, and completion of, programmes and assessments
 - 2.3.3 King's Academic Regulations governing taught programmes
 - 2.3.4 The annual and periodic review of the academic standards and the quality of the student experience on taught programmes
 - 2.3.5 The operation of King's student complaints, appeals and academic misconduct procedures for taught students and monitoring thereof by consideration of an annual report
 - 2.3.6 All aspects of the taught student experience
- 2.4 Maintain oversight of the programme and module approval, amendment and withdrawal procedures, and receive reports on proposals for new programmes and/or withdrawal of existing programmes (and short courses) from the Programme Development and Approval Subcommittee.
- 2.5 To define, monitor and review King's Academic Regulations governing the approval and review of programmes of study and their constituent modules.
- 2.6 Oversight of the University's Access and Participation Plan.
- 2.7 Monitor and report on the quality assurance and quality enhancement framework, taking into account both the internal and external contexts as they apply to taught education.
- 2.8 To maintain oversight of King's Academic Partnerships that involve King's credit and qualifications.
- 2.9 Oversee Faculty governance structures for education, receiving regular reports from Faculty Education Committees on their areas of business and any issues that need to be raised.
- 2.10 To ensure King's compliance with the following conditions of the Office for Students (OfS) Regulatory Framework:
 - i. BI (Course Delivery)

- ii. B2 (Resources, Support and Engagement)
- iii. B3 (Student Outcomes)
- iv. B4 (Assessment and Award)
- v. B5 (Ensuring awards meet sector recognised standards)
- vi. B6 (Teaching Excellence Framework)
- vii. C1 (Consumer Protection Law compliance)
- viii. C2 (Student Complaints)
- ix. C3 (Student Protection Plan)
- x. F2 (Student transfer arrangements)

2.9 The Committee also has oversight of reportable events (matters related to student and consumer protection to be raised with the Academic Regulations, Quality and Standards Team as appropriate.

- Promote enhancement in learning, teaching, assessment, and the student experience through the identification and dissemination of good practice.
- Have oversight of the quality of students' learning opportunities and learning experiences, advising Academic Board of any rising issues or areas of good practice.

2.10 In support of these duties, the Committee will form subcommittees, management groups, working groups and task and finish groups as needed, including:

- Assessment and Regulatory Oversight Subcommittee – reporting on the awards of the College, including matters relating to B2 (Resources and Support assessment related), B3 (student outcomes), B4 (assessment) and C2 (student complaints).
- Quality Assurance and Enhancement Subcommittee – reporting on quality assurance framework relating to monitoring and review of programmes, conduct of the University's collaborative arrangements with partner institutions and for the strategic development of policies relating to collaborative provision, including OfS Conditions of Registration B1 (course delivery), B2 (Resources, Support and Engagement) and B5 (Sector Recognised standards).
- Programme Development and Approval Subcommittee – reporting on approval of new taught programmes and their subsequent amendments and withdrawal. Covers OfS Conditions of Registration B1 (course delivery), B5 (Sector Recognised standards), C1 (compliance with Consumer Protection regulation) and C3 (Student Protection Plan).
- Student Experience Subcommittee – reporting on B2 (Resources, Support and Engagement), student surveys (NSS, PTES, module evaluations), and other matters pertaining to the student experience.

2.11 The Committee will receive regular reports from the following areas:

- Student Futures Board – to provide updates on the status of transformation projects and their impact.
- King's Academy – to provide updates on the work and activities of the King's Academy, including the College Teaching Fund.
- King's College London Student Union (KCLSU) – to provide updates on the work and activities of the KCLSU officers.

2.12 In support of these duties, the Committee will:

- Review the relevance and value of its work on a regular basis.
- Review its terms of reference on an annual basis.

Chaired by: Vice-Principal (Education & Student Success)

Deputy Chair: Nominated by the Vice Principal (Education & Student Success) from amongst the members of the Committee (currently Academic Director, King's Academy)

Membership

Faculty Membership

- One faculty member, normally the Dean/Vice-Deans of Education plus an alternate
- One member from the Centre for International Education and Languages, plus an alternate
- Two Associate Directors of Education (one from Health and one from Arts and Sciences)

Non-Faculty Membership

- Executive Director, Education and Students
- Academic Director, Digital Education
- Academic Director, King's Academy
- Academic Director, King's Experience
- Academic Director, Student Success
- Executive Director, Transformation
- Chairs of Education Committee Subcommittees
- KCLSU Sabbatical Officers: President or designate, Vice-President for Education (Health), Vice-President for Education (Arts and Sciences), Vice President for Postgraduate – except for reserved business

In attendance

- Two Strategic Directors, Education & Students
- Director, Library & Collections
- Director of Academic Quality
- Director of King's Online
- Dean of King's College London
- University Secretary or designate

Other officers of the College may also be permitted by the Chair to attend the College Education Committee either permanently or for particular meetings, along with those presenting papers to the Committee at specific meetings.

Secretariat: Associate Director, Academic Regulations, Quality and Standards
Clerk: Head of Education Governance

Ordinance Appendix B:

Terms of Reference of Council Standing Committees and Subcommittees

COLLEGE RESEARCH COMMITTEE, COMMITTEE OF ACADEMIC BOARD

1. Authority

The primary responsibility of the College Research Committee is to advise the College through Academic Board on the development of College strategy and policy affecting research, on quality assurance and regulatory issues and on the sharing of good practice.

2. Duties

- 2.1 To advise the College through Academic Board on the development of College strategy and policy affecting research.
- 2.2 To advise the College through Academic Board on quality assurance and regulatory issues and on the sharing of good practice
- 2.3 To provide a forum for problem-solving and the sharing of best practice in research and research management.
- 2.4 To identify and facilitate opportunities for cross-faculty interdisciplinary research and inter-institutional co-operation.
- 2.5 To liaise with Faculty Research Committees and other bodies as appropriate.
- 2.6 To consider research policy initiatives from UKRI and other external bodies and the College's response to them.
- 2.7 To allocate such resources in support of research as the College may from time to time make available to the Committee.
- 2.8 To monitor the implementation and effectiveness of the College's strategy and policies on research, including those relating to the Research Excellence Framework.
- 2.9 To oversee the College's strategy on research impact and broader work of the Innovations and Knowledge Exchange Board (IKEB).
- 2.10 To oversee the College's strategy and policies on postgraduate research students.
- 2.11 To keep under review the support structures in place for research.
- 2.12 In support of these duties, the Committee will:
 - 2.12.1 Form subcommittees, working groups and task and finish groups as needed. At present, the following report into the Committee:
 - Innovation and Knowledge Exchange Board (IKEB)
 - College Research Ethics Committee (CREC)
 - Postgraduate Research Students Subcommittee (PRSS)
 - Research Culture Committee (RCC)
 - 2.12.2 Other groups that were formed by the Committee, but which are not formal subcommittees, will provide reports to the Committee as appropriate;
 - 2.12.3 Review the relevance and value of its work and its terms of reference on an annual basis.

3. Composition

- 3.1 The College Research Committee shall be appointed by Academic Board and shall comprise:
 - 3.1.1 Vice President (Research and Innovation) (in the Chair)
 - 3.1.2 Senior Vice President (Academic)

- 3.1.3 Faculty Vice-Deans for Research
- 3.1.4 Chairs of Faculty Research Committees (or equivalent)
- 3.1.5 Director of Research Strategy and Development
- 3.1.6 Director of Research Strategy
- 3.1.7 Director of Research Grants and Contracts
- 3.1.8 Director of IP and Licensing
- 3.1.9 Director of Research Development (Health)
- 3.1.10 Director of Research Development (Arts and Sciences)
- 3.1.11 Director of e-Research
- 3.1.12 Director of Research Talent
- 3.1.13 Operations Director (Research & Researchers)
- 3.1.14 Head of Research Operations (RMID)
- 3.1.15 Head of Open Research
- 3.1.16 Director of Libraries and Collections
- 3.1.17 Director of Research Governance, Ethics and Integrity
- 3.1.18 Dean of Academic REF
- 3.1.19 Director of REF, KEF and Research Impact
- 3.1.20 Dean of Doctoral Studies
- 3.1.21 Chair of College Research Ethics Committee
- 3.1.22 Chair of Research Staff Representative Committee
- 3.1.23 Two research student members
- 3.1.24 Two postdoctoral researchers
- 3.1.25 *In attendance: University Secretary or designate*
- 3.2 The Committee may co-opt additional staff members as necessary.
- 3.3 Where members of the Committee are not able to attend a particular meeting, they are encouraged to send a delegate. In the case of members of the Committee from faculties the delegate should also be a member of academic staff.
- 3.4 Officers of the College may also be permitted by the Chair to attend the College Research Committee either permanently or for particular meetings.

4. Frequency of Meetings

The College Research Committee will meet approximately once per quarter. The meetings are aligned with those of the Academic Board.

5. Reporting Procedure

The College Research Committee submits a short report to Academic Board following each meeting.