MINUTES OF THE PROCEEDINGS

at the
Seventeenth Meeting of the
COUNCIL
of the
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The Seventeenth Meeting of the Council was held in the James Room, the Rembrandt Hotel, 11 Thurloe Place, Knightsbridge, at 9:30 a.m. on Friday, 24th September 2010, when there were present:

The Lord Kerr of Kinlochard (Chairman), Professor D.K.H. Begg, Mrs. P. Couttie, Professor M.J. Dallman, Sir Peter Gershon, Professor Dame Julia Higgins, Dr. M.P. Knight, Ms. J.R. Lomax, Baroness Manningham-Buller, Mr. S. Newton, Ms. K. Owen, Professor S.M. Richardson, Professor S.K. Smith, the Lord Tugendhat, the Rector, the President of the Imperial College Union and the Clerk to the Court and Council.

Apologies: Ms. C. Griffiths, Professor Sir Peter Knight, Mr. J. Newsum and Professor J. Kramer.

In attendance: The Assistant Clerk to the Court and Council.

MINUTES

Council – 9th July 2010

1. The Minutes of the sixteenth Meeting of the Council, held on Friday, 9th July 2010 were taken as read, confirmed and signed.

2. Baroness Manningham-Buller asked if it was necessary to circulate within the booklet containing the minutes of the previous meeting the papers presented at that meeting as well; the booklet was often over 100 pages in length and not circulating the previous meeting’s papers would save on natural resources. The Clerk noted that the booklet would still have to be produced for archiving purpose, but agreed to review the necessity of its wider circulation.

CHAIRMAN’S BUSINESS

Chairman’s Action taken since the last Council Meeting (Paper A)

3. The Chairman presented Paper A and advised members that he had been obliged to take action on two matters since the Council’s last formal Meeting. The first was the approval of amendments to Ordinance D6, the Definition, Election and Responsibilities of Deans. The second issue was the approval of the Collaboration Agreement between Imperial College and Nanyang Technical University over the creation of a joint Imperial College/NTU Medical School in Singapore. In this case, the Council had discussed the need for the Agreement at its last Meeting and had formally delegated authority to the Chairman to approve the Agreement on its behalf.
Resolved:  

(i) That the amendments to Ordinance D6, approved by Chairman’s Action on 26 July 2010, be formally ratified.

(ii) That the approval of the terms of the Collaboration Agreement between Imperial College and Nanyang Technical University by Chairman’s Action, in accordance with the authority delegated to him by the Council, be formally ratified.

4. The Chairman then advised members that the Chief Operating Officer, Dr. Knight had decided to submit his resignation and would be leaving the College at the end of the calendar year. Dr. Knight had made a very significant difference to the way in which Imperial was managed and his leaving would be a great loss for the College. The Chairman reminded the Council that Dr. Knight's relationship with the College had started as an external member of the Council and in his position as Honorary Treasurer he had been instrumental in devising a new borrowing strategy for the College. Sir Richard Sykes had then persuaded Dr. Knight to join the staff, first as the Chief Finance Officer and then as Chief Operating Officer. In these roles, Dr. Knight had masterminded the successful flotation of Imperial Innovations and the creation of the College Fund; two initiatives that were crucial to the current strength of Imperial's financial position. The Chairman acknowledged that the time to celebrate Dr. Knight's full contribution to the College would come, but in the meantime he said the Council regretted Dr. Knight's decision to leave the College, but appreciated all he had done for it in the six years he had served as the Chief Operating Officer.

5. The Chairman then reminded members that this would be the last Meeting for Sir Peter Gershon and Ms. Carolyn Griffiths, whose terms of office were due to end at the end of September, and to whom the College owed a great deal. He thanked them for their contributions, in the Council itself and in its committees. The first terms of office of Mrs. Philippa Couttie and Ms. Kate Owen were also about to end, but the Nominations Committee had recommended that both be reappointed for a second term, a recommendation which he now put to the Council.

Resolved: That Mrs. Philippa Couttie and Ms. Kate Owen be reappointed as co-opted external members of the Council for a second term of office.

RECTOR’S BUSINESS

Staff Matters (Paper B)

6. The Rector presented Paper B, noting in particular that, following the departure of Professor Sir Peter Knight as Deputy Rector (Research), Professor David Begg had generously agreed to accept appointment as Acting Pro-Rector (Research) in addition to his responsibilities as Principal of the Imperial College Business School. In this capacity, he said, Professor Begg would conduct a review of the role of the Pro-Rector (Research) and consider the structures necessary to support the College's research activities. The results of this review would then form the basis for the recruitment of a permanent Pro-Rector (Research).

7. The Rector went on to report that the Lord Krebs had written to universities on behalf of the House of Lords Science and Technology Committee asking for information on trends in academic recruitment and retention over the last five years. He had responded stating that the College had concluded from an assessment of its own statistics that no discernible trends could be found. The Rector said he would circulate a copy of his response to Council members for their information.
8. Finally the Rector reminded members that Professor Stephen Richardson had been undertaking a dual role since the previous November as Deputy Rector and Principal of the Faculty of Engineering. These were both full time roles in and of themselves and it was unreasonable to expect Professor Richardson to continue to undertake both roles on a permanent basis. Professor Richardson had now agreed to relinquish the position of Faculty Principal so that he could devote all of his considerable energies to being Deputy Rector. The College would now conduct an appointment process for a new Faculty Principal. The Rector then reminded members that the Governance Review had recommended that a Council member sit on such appointment panels. In line with that recommendation, the Rector advised the Council that Ms. Owen and Dame Julia Higgins had agreed to serve on the appointment panel for the Principal of the Faculty of Engineering.

9. The Chairman thanked Professor Richardson for fulfilling two such demanding roles for the best part of a year and expressed his pleasure that he had chosen to continue as Deputy Rector. The Chairman also welcomed the appointments of Professor Julia Buckingham as Pro-Rector (Education and Academic Affairs) and Professor Mary Ritter as Pro-Rector (international), which were reported in Paper B. He had, he said, been particularly impressed with the way in which Professor Ritter, Mr. Edward Astle and Mr. Charles Mallo had handled the complex negotiations on the joint medical school in Singapore on the College’s behalf. They had secured an excellent deal for the College and should be congratulated for all they had achieved. In relation to this, the Rector reported that a joint Imperial and NTU Board of Governors was being established to run the School. The College was entitled to appoint three members of the Board and the Management Board had agreed that these positions should be filled by Professor Smith, Professor Richardson and Professor Ritter. Although she was not a member of the Council, she was very well respected in Singapore and had been intimately involved in the negotiations to agree the establishment of the School; she was, he said, the ideal candidate for this appointment.

PROPOSED AMENDMENTS TO THE COLLEGE STATUTES (PAPER C)

10. The Clerk introduced Paper C and said that the changes proposed to the Statutes were required to implement some of the Governance Review’s recommendations. He reminded members that, although the Council was being asked to approve these changes now, they would not take effect until they had been approved by the Privy Council. One of the proposed amendments affected the post of the elected member of staff. Currently, this post was filled by the Senior Dean who, like all the Deans, was elected to this position by the academic staff. The Governance Review had suggested that a more directly democratic process should be introduced for this appointment and had recommended that the member should be directly elected to the Council by all the academic staff. The Governance Review had suggested that a more directly democratic process should be introduced for this appointment and had recommended that the member should be directly elected to the Council by all the academic staff. However, in order to ensure that the person appointed could contribute fully to the work of the Council, it had also recommended that the candidates for appointment be restricted to current and former deans and former heads of department. Such candidates would have a good understanding of the College, but would not have current management responsibilities. This had been accepted by the Council at its last Meeting. The Clerk reported that the College had previously agreed to consult with the trades’ unions on any proposed amendments to the Statutes and Ordinances affecting the staff and had done so in this case. Prompted by this, the unions had now objected to this proposal and had asked that the College instead allow any member of staff to stand as a candidate for election to the Council. The Clerk advised members that the unions had been invited to meet with the Chairman of the Review Group and had also been invited to submit their views to the Group at the very beginning of the review process. They had also been invited to attend the general presentation of the Review Group’s recommendations which Sir Rob Margetts had made before the Review Group’s Report had been finalised. Regrettably, the unions had chosen not to take up any of these opportunities to make their views known or to take part in the Governance Review. It was only now, after the review had been concluded and
its recommendations agreed by the Council, that the unions had decided to make any comment on the College’s governance arrangements. The Clerk said that he had also discussed this with the Senior Dean; his view was that, in order for the elected member to contribute fully to the work of the Council, that person should be an experienced member of the College. The restriction, which had been suggested by the deans, was designed to ensure that that was the case. The deans’ view was that the proposed method for selecting candidates was appropriate and should remain in place. Having informed members of the unions’ views, the Clerk clarified that the objection only affected the proposed changes to the ordinances; the proposed changes to the Statutes could stand, whether the Council was persuaded by the unions’ case or not. The Chairman said that he was not unsympathetic to the unions’ view. However, they had chosen not to make a contribution to the Governance Review when they had an opportunity to do so. Furthermore, the Council had already decided to approve all of the recommendations made by the Governance Review Group, including this one. Accordingly he did not see a compelling reason for the Council to review its previous decisions.

11. Mr. Newton noted that the Statutes gave the Council the power to appoint a Chancellor and asked if there was any intention to do so. The Clerk said that this power had been entered into the Statutes in 2007 when the College had gained its independence from the University of London. Although there had been no intention at that time to appoint a Chancellor, nor indeed was there any intention to do so at the present, it had been felt that it would be sensible to provide the Council with this power in case the Council decided that it would be appropriate to appoint a Chancellor at some point in the future. The Governance Review Group had considered this issue and had decided not to recommend the addition of a Chancellor to the College’s governance structure at this time. However, it had agreed that the power to do so at some point in the future, if the Council saw fit, should be retained.

Resolved by Special Resolution: That this Council, in pursuance of Article 20 of the Royal Charter, hereby makes by Special Resolution the amendments to the Statutes of the College set out in the document headed ‘Revisions to the Statutes (September 2010)’, subject to such changes as may hereafter be required by the Privy Council and which are agreed by the University.

AMENDMENTS TO COLLEGE ORDINANCES (PAPER D)

12. The Clerk presented Paper D and said that the proposed changes to the Ordinances were also intended to implement the recommendations of the Governance Review agreed by the Council at its last Meeting.

13. Ms. Lomax noted that no changes had been made to the terms of reference of the Audit Committee, even though some of the work it had previously undertaken on risk management and health and safety would now be taken forward by the new Risk Committee. She suggested that the Audit Committee’s terms of reference would need to be amended to take account of the establishment of the Risk Committee. The Clerk agreed and said that the Audit Committee’s terms of reference also needed to be updated to take account of the latest Financial Memorandum and Audit Code of Practice produced by the HEFCE. A revised draft of the Committee’s terms of reference had in fact already been prepared by the Central Secretariat. These had not been put forward at this stage because the Audit Committee had not yet had a chance to consider the proposed amendments. It was intended that they would be discussed by the Committee at its next meeting and then come forward for approval by the Council in November. Baroness Manningham-Buller suggested that it would also be sensible for the chairs of the audit and risk committees to consider how the two committees would work together so that, if any changes were required to either committees’ terms of reference, these could be made at the same time.
14. Mr. Newton noted that several of the committees whose terms of reference were set out in Ordinance A9 included the Chief Operating Officer, either as a member or in attendance. However, the Council had just been informed that Dr. Knight would be leaving the College at the end of the year and it was not clear yet how his roles would be undertaken in future. It was possible that the roles of Chief Finance Officer (CFO) and Chief Operating Officer (COO) might in future be undertaken by different individuals. If that was the case, it would be more appropriate for the CFO to sit on certain committees, with the COO sitting on the others. The Chairman agreed and asked the Council to accept that, where the COO was included in the terms of reference in Ordinance A9, this might in future be amended to refer to either the CFO or COO as appropriate.

15. Ms. Lomax noted that Ordinance D2 had been amended to state that the Rector should work with the Management Board in fulfilling the responsibilities delegated to him by the Council. This was in line with the recommendations of the Governance Review Group. However, the new Ordinance A11, which set out the powers and functions of the Management Board for the first time, suggested that the Board itself was responsible for many of the functions delegated to the Rector. This was inconsistent and she suggested that the Board’s terms of reference should be revised to clarify that it supported and advised the Rector in fulfilling his delegated responsibilities, but was not itself responsible for these functions. The Chairman agreed and asked the Clerk to review Ordinance A11 in the light of these comments.

Resolved: That the revisions to Ordinance A3, Council Membership, Ordinance A4, Council Delegation, Ordinance A9, Committees of the Council, Ordinance D1, the appointment of the Rector, and Ordinance D2, the Rector, as set out in Paper D, be approved, provided that the position of the Chief Operations Officer on any committee membership under Ordinance A9 may subsequently be replaced by the Chief Finance Officer, as appropriate.

REPORT FROM THE NOMINATIONS COMMITTEE (PAPER E)

16. Presenting Paper E the Chairman said that the Governance Report had recommended that the Council review and clarify the duties and responsibilities of the external members of the Council. This had now been done by the Nominations Committee and its proposals were contained in Annex A of Paper E. The description of the responsibilities of external members was intended to provide a clear guide of the expectations placed on them. However, it was not intended to be prescriptive nor was it intended to be binding on the Council or the Nominations Committee when appointing new members of the Council.

17. Ms. Lomax queried the inclusion in the person specification for external governors of a requirement that they should have “an appropriate professional or specialist background” and suggested that this statement was superfluous, particularly given the list of attributes following that statement under paragraphs 8.a. to 8.f. The Chairman agreed that the phrase “should have an appropriate professional or specialist background” should be deleted from paragraph 8.

Resolved: Subject to the amendment to paragraph 8 noted above, the Duties, Responsibilities and Person Specification of External Members of the Council, as set out in Annex A of Paper E, be approved.

18. Moving on, the Chairman said that the Nominations Committee had also considered the membership of the existing and newly created committees. The conclusion of Sir Peter Gershon’s and Ms. Carolyn Griffiths’ terms of office had also created additional vacancies and he suggested that their replacements on the Council would also have to serve on some of these committees, once appointed. In this context, he suggested that the proposals for
committee membership contained in Annex B of Paper E should be seen as interim measures until such time as the new Council members were appointed. For example, he said that Mr. Newton was listed as a new member of the Audit Committee on the understanding that one of the new members of the Council would in due course replace him on this committee. In relation to this, the Clerk noted that Mr. Newton, as Chairman of the College Fund Board, already sat on a committee with significant financial responsibility. HEFCE advice was that members of the Audit Committee should not also be members of a finance committee, unless the institution’s governing body had made a clear decision to allow one audit committee member to sit on both. If the Council accepted the Nominations Committee’s recommendation that Mr. Newton be appointed to the Audit Committee, albeit temporarily, he suggested that this should reflect a clear decision by the Council to allow Mr. Newton to sit on both the Audit Committee and the College Fund Board.

19. The ICU President, Mr. Kendall, noted that the proposed membership of the Risk Committee did not include a student member. As the Union had to manage a number of risks and also contributed to the preparation of the College’s Risk Register, he asked if the President of the Union could be added as an ex-officio member of this committee. The Chairman welcomed his suggestion and agreed that he should be included on the Risk Committee’s membership.

Resolved: Subject to the inclusion of the Imperial College Union President as an ex-officio member of the Risk Committee, the membership of the committees of Council, as set out in Annex B of Paper E, be approved.

20. The Rector noted that the proposed membership of the Development Board was incomplete and said that the individuals named in Paper E had all agreed to serve in this capacity. The College had identified some other key individuals it wanted to bring onto the Development Board but was still in discussion with them. In addition to the main Development Board, it was proposed to establish two sub-boards; one dealing with the scholarships campaign and the other dealing with more specialised infrastructure campaigns. He was pleased to say that Simon Murray, former executive chairman of Deutsche Bank’s Asia Pacific Division and founder of Simon Murray & Associates, had agreed to chair the campaign board for scholarships and he hoped that the chair of the infrastructure campaign board would also be identified shortly. He expected to be able to bring a complete list of the members of the Development Board and the two campaign boards to the Council’s next Meeting. The Chairman said that at least one of the new members of the Council should also be appointed to the Development Board and that this should be one of the criteria to be considered when the nominations for new members were considered by the Nominations Committee and the Council. As for the other external members of the Development Board, he suggested that they should either have an excellent track record in fundraising, or be capable of making a significant personal financial commitment.

21. Bringing the Nominations Committee’s report to a conclusion, the Chairman said that the Committee’s next job was to consider candidates for appointment to the Council to replace Sir Peter Gershon, Ms. Carolyn Griffiths and Baroness Wilcox, who had stood down from the Council in May. To this end, he asked all members of the Council to think about possible candidates and to forward any nominations to himself or to the Clerk. Baroness Manningham-Buller amplified the request for candidates and said that the Nominations Committee had identified some particular gaps in the experience and expertise represented on the Council. She asked members to consider potential candidates with experience of fundraising and/or business. She also suggested that the Council should be increasing the diversity of its membership and asked members to consider this point as well. The Nominations Committee had also asked for a list of College alumni in prominent positions to help guide its deliberations and she hoped that this process would ensure a good mix of candidates, which would in turn provide a strong and diverse Council. It was agreed that the alumni list should be circulated to the Council.
THE REFORM OF THE COURT (PAPER F)

22. The Clerk reminded the Council that the Governance Review had recommended transforming the Court into a stakeholder body. The Court had now been consulted on this proposal with the majority of responses received being favourable. An attempt had now been made to construct a list of the College’s main stakeholders to see how such a body might be constituted. The Clerk noted that one of the conclusions of the Governance Review was that the Court in its current form was unwieldy, and a secondary aim of reforming it had been to reduce it to a more manageable size. Although partially successful in this aim, the suggested stakeholder body was still likely to consist of around 90 members once the Council and Management Board were included. The Chairman said he thought it was important for the credibility of the Court as a genuine stakeholder body for the Council members and the College’s senior executive team to be involved with the Court, especially as the Court would be responsible for appointing the Chairman and Deputy Chairman.

23. Baroness Manningham-Buller noted that there were a number of bodies currently represented on the Court that were either not represented on its proposed replacement, or had their level of representation reduced to just one member. As well as various professional bodies, these included the governments of a number of commonwealth countries. She suggested that the College should ensure that it would not offend or insult these bodies by removing their representation on the Court.

24. Professor Begg said that, if the reform of the Court was to be successful, its successor body had to be credible and useful or it would eventually decline in the same way that the current body had. The Rector agreed and said that a key point was that there had to be an appetite within the College to make the new format work; the events arranged for the Court had to be sufficiently compelling to make its members want to attend and to enthuse them about the College. The Chairman said that the decision to reform the Court had already been taken. It was therefore beholden on the College to make this revised format work.

25. Mr. Newton asked if other universities had adopted a similar model. Lord Tugendhat, who was also the Chancellor of the University of Bath, said that at Bath a day was set aside for the Court Meeting. The day would commence with a tour of a faculty, this would be followed by a presentation on a significant issue and the day would conclude with the annual Court Meeting, which was structured much like an Annual General Meeting. This schedule of events appeared to be valued by the Court Members and attendance was generally very good. Mr. Newton said that the Court should provide the College with an excellent way of engaging with its key stakeholders and that, if managed properly, it could also contribute to the College’s fundraising efforts. He recognised that this would require a lot of work on the College’s behalf as well as the investment of a reasonable level of resources, but he suggested that this would be a sound investment, particularly given the College’s location in the heart of London. The Rector agreed and suggested that managing the Court events should in future be the responsibility of the Development Office. This would underline its importance to the College’s fundraising activities and would also ensure that it was properly resourced; agreeing to the proposed reorganisation of the Court should also therefore entail a recognition that the College would have to commit real resources to its administration.

26. The Chairman thanked members for their comments and suggestions. He said that, in approving the Governance Review, the Council had already agreed that the Court should be retained as part of the College’s governance structure, albeit reconfigured as a stakeholder body. Given this, he asked the Rector and the Management Board to reflect upon the discussion at this Meeting and to consider how best to make the Court an effective and useful body. He suggested that the Board should also consider what resources would be required to make the Court effective and also how it could be
transitioned from its current constitution to a new body with the minimum of disruption and without causing offence to the current appointing bodies. He asked that a concrete proposal addressing these points and defining the future role of the Court be brought back to the Council in November so that it could then be presented to the Court at its annual meeting in February.

**PENSIONS UPDATE (PAPER G)**

27. Introducing Paper G, the Chief Operating Officer, Dr. Knight, said that the Council had considered the pensions issue a number of times in recent years. At the last Meeting, he had reported that the independent Chairman of the USS Joint Negotiating Committee had chosen to exercise his casting vote in favour of the employers’ reform proposals. Although these changes had to be formally ratified by the members of the scheme, the agreement had significantly reduced the risk that the scheme would be found to be deficient at its next triennial valuation in March 2011. There were now only two real issues of concern for the College: that the scheme was a ‘last man standing’ scheme; and whether the College could realistically exit from the scheme. On the last man standing issue, Dr. Knight said that this was a common feature of multi-member schemes and just had to be accepted. Similarly, the cost of leaving the scheme would be prohibitively expensive for the College, so this too was not a realistic option. He noted that membership of USS was an important factor in recruiting new staff and said that, although the remaining concerns were not trivial, the primary financial risk to the College had now diminished.

28. The Chairman accepted most of Dr. Knight’s points, but said he remained concerned about the potential liability to the College. He asked what else the College could do to further mitigate these remaining risks. Dr. Knight said that the best way for the College to mitigate its risks was to take steps along with the other members to improve the overall management of the USS scheme and ensure its future sustainability.

**UK CMRI UPDATE (PAPER H)**

32. The Principal of the Faculty of Natural Sciences, Professor Maggie Dallman introduced Paper H and gave the Council a presentation on recent developments on the proposal that the College join the UK Centre for Medical Research and Innovation (UK CMRI). She was pleased to say that the College’s scientific case had been approved. Provided that the College was now prepared to make the necessary financial commitments and sign up to the Joint Venture Agreement (either by way of signing the JVA itself, or by way of a subsequent Accession Agreement), the way was now clear for the College to join UK CMRI. Professor Dallman then outlined the main features of the JVA. She acknowledged that the College had some concerns around the JVA, particularly over the assignment of Intellectual Property, but said that it might still be possible for the academic members of UK CMRI to address these concerns and agree a final JVA that provided a better solution for the universities involved in the Centre. Expanding on this, she said that it was currently proposed that ‘foreground IP’ would be owned by UK CMRI, with the proceeds from that IP being used to offset costs. This meant that any new IP developed at the Centre would be owned by the Centre rather than by the universities whose staff were seconded to the Centre. She also advised members that it was proposed that College staff would be seconded to the Centre for a maximum of 12 years. Although they would remain as College staff, their employment costs during the period of their secondment would be met by UK CMRI.

33. Professor Dame Julia Higgins asked if staff who were seconded to the Centre would still be eligible for promotion during the period of their secondments; if they were not, she suggested that this might act as a disincentive for staff to be involved in the Centre. The Deputy Rector, Professor Richardson, noted that College staff were already seconded to
other research centres and that they were treated in the same way as other College staff for the purposes of the annual promotions exercise. He saw no reason to expect that staff seconded to UK CMRI would be treated any differently.

34. Sir Peter Gershon noted that the Council was being asked to approve expenditure of £46M over five years for the capital costs associated with UK CMRI. However, it was not clear how these costs would be phased over the five years. It was therefore difficult to assess what impact this might have on the College's own finances. Dr. Knight noted that the building had to obtain planning permission before work could commence. It was likely therefore that costs in the first few years would be relatively low and that the major commitment would come towards the end of the five year period as the building work progressed. Professor Dallman then confirmed that the annual running costs of £5M were expected to come from grants obtained by the academics in the Centre. As academics in this area already attracted grants to a greater value, she did not believe that this would be a challenging target. Professor Begg asked if grants would be provided to the College or UKCMRI. Professor Dallman said that the JVA was ambiguous on this and many other points in relation to the administration of research at the Centre. She agreed that all the universities involved in the Centre would need to clarify these points.

35. Professor Dallman reminded the Council that UCL was a founder member of UK CMRI and that it wanted some form of recognition for its early commitment and the substantive contribution it had already made to the development of UKCMRI. The College had proposed a number of ways of doing this, including agreement that the freehold of the land should be retained by the four Founding partners. Dr. Knight confirmed that he was comfortable with this proposal. However, the Chairman said he would prefer all the shareholders in UKCMRI, including the College, to own the freehold in the land in proportion to their shareholding. If the College did concede this point, he said it would be important to ensure that the freeholders could not at some point in the future ask the other users of the site to pay a rental charge.

36. Bringing her report to a close, Professor Dallman said that the Department of Business, Innovations and Skills (BIS) was still considering whether it would provide the funding necessary for the MRC to sign the JVA and confirm its place as a founding member of UK CMRI. To this end, BIS had asked Imperial and King's College, who were also hoping to join UK CMRI, to provide it with letters of intent confirming their intention to join. BIS had made it clear that it wanted to receive the letters before the completion of the Government's comprehensive spending review as these would be assist in determining how best to use its budget for capital expenditure for research. The Rector noted that, given the scale of cuts imposed on BIS, it was clear that the capital research budget would be vulnerable. It could not therefore sign off the MRC's contribution to UK CMRI without considering all the options open to it. Baroness Manningham-Buller observed that, if the MRC was not allowed to sign the JVA, or had its funding for this project significantly reduced, the project was unlikely to go ahead, at least in its current form.

37. The Chairman noted the degree of uncertainty around the JVA and asked if there were any areas in which unanimity was required of all the shareholders or if a simple majority was required for all decisions. If the latter was the case, he was concerned that UK CMRI’s scientific strategy could develop in ways which might not be in the College's best interests. The Clerk confirmed that there were a number of reserved areas of business defined within the JVA which would have to be agreed by the Board and by all the shareholders. However, Professor Dallman confirmed that the scientific strategy would be proposed by the Chief Executive with advice from the Scientific Advisory Board for approval by the Board of UK CMRI. She also confirmed that the membership and modus operandi of the Scientific Advisory Board was not defined within the JVA.

38. The ICU President, Mr. Kendall, asked if the secondment of staff to the Centre would have an impact on teaching at the College. Professor Dallman said that there would be space
for around 100 College staff to be seconded to the Centre. However, most of these spaces would be taken by research assistants and postgraduate researchers supporting the work of a few principal investigators. She assured Mr. Kendall that there would not be an exodus of academic teaching staff from the College to the Centre. The Clerk also assured Mr. Kendall that the draft agreement with UK CMRI could allow for seconded staff to continue to meet their teaching commitments at their home institutions.

39. Professor Begg noted that the College would expect to invest in infrastructure for Life Sciences activities regardless of the existence of UK CMRI. The capital investment required of the College could therefore be seen as a redirection of existing capital funds rather than as an additional cost. He suggested that the £46M investment should consequently be less of a concern for the Council than ensuring the issues around the control of IP in the JVA were clarified. Although the issue of ‘foreground’ research was not an immediate concern as it was unlikely that new IP would be generated in the Centre in its early years, over the 50 year life span of the Centre, most of the IP created there would be ‘foreground’ IP, and therefore the property of the Centre rather than the College or the academics working there. There was a risk that this major source of exploitable IP would be closed to the College. He also queried the impact this might eventually have on the flow of College IP through Imperial Innovations. Dr. Knight said that, rather than a concern, this should be seen as a major opportunity for Innovations. None of the other UK CMRI members had established processes for exploiting IP; Imperial and Innovations were therefore well placed to ensure that any IP generated in the Centre was exploited through Innovations, rather than by any other route.

40. Sir Peter Gershon said that the College and the Council had been put in an uncomfortable position by the timing of the approval process. Ideally, the Council should be able to agree a set of negotiating principles for membership of UK CMRI. These would set out a position on a variety of issues, including points which the College was not prepared to concede, and those which, while desirable, were not necessarily deal-breakers. He was also concerned that there was no information on the phasing of costs and that these payments could therefore come at inopportune times for the College. This made it more difficult to assess whether the capital investment required of the College could be managed within its current financial forecasts.

41. The Rector recognised that the process was not ideal. However, it was clear that membership of UK CMRI was a strategic priority for the College and that the risks of not joining outweighed the uncertainties around some aspects of the JVA. He suggested that the Council should agree that the College should join UK CMRI and should make this conditional on the JVA in particular being acceptable to the College. Mrs. Couttie agreed and said there was no reason for the College not to provide the commitments being sought at this stage, provided this was conditional on clarification of the points at issue in the JVA. The Chairman also agreed and said it was clear that it was in the College’s best interests to join UK CMRI provided this could be accomplished on acceptable terms.

Resolved:  
(i) That, subject to the Rector’s acceptance of the terms of the Joint Venture Agreement or Accession document, the proposal that Imperial College should join the UK Centre for Medical Research and Innovation as a full member, be approved.

(ii) That, subject to the acceptance of the terms of the Joint Venture Agreement or Accession document, the proposed capital investment of £46M in the UK Centre for Medical Research and Innovation, be approved.

42. Following on from these decisions, the Chairman agreed that the College should now write to UKCMRI and BIS confirming its intention to join UKCMRI on the terms set out above.
IMPERIAL INNOVATIONS

43. The Council received a Report on Imperial Innovations.

ANY OTHER BUSINESS

44. There was none

NEXT MEETING

45. The Clerk reminded members that the Council’s next Meeting would be held on Friday, 26 November 2010, with a dinner on the preceding evening.

John Ken

26/11/2010
INTRODUCTION

1. On 26 July 2010 the Chairman approved by Chairman’s Action, on behalf of the Council, amendments to Ordinance D6, The Definition, Election and Responsibilities of Deans. The amendments were required to enable a change in the appointment process for the Senior Dean, which had been proposed by the deans themselves. The proposed amendment could not wait until this meeting of the Council as the Professor Jeff Kramer’s term of office as Senior Dean was due to expire on 31 August and the Deans had requested that the next Senior Dean should be appointed under the new process.

2. On 25 August 2010 the Chairman approved by Chairman’s Action, on behalf of the Council, approved the terms of the Collaboration Agreement between Imperial College and Nanyang Technical University in accordance with the authority delegated to him by the Council at its last Meeting on 9 July 2010.

AMENDMENTS TO ORDINANCE D6, THE DEFINITION, ELECTION AND RESPONSIBILITIES OF DEANS.

3. The Senior Dean is currently elected annually from the deans who are retiring that year. Often, there is just one dean retiring in the year, in which case that person automatically becomes the Senior Dean. In 2010 the seven serving deans (the six Faculty deans and the Senior Deans) raised concerns about this process which was, in their view, unsatisfactory as the choice of candidate for Senior Dean was often very restricted. To address these concerns the deans proposed a change to this process. Under the new process the Senior Dean would still be elected by the serving deans, but the constituency would be widened to include former deans who had served for at least 2 years in addition to the deans whose term of office was about to end. The deans also suggested that the current one year term was not sufficient for the Senior Dean to acquire the necessary knowledge and experience to be fully effective. They proposed that the term of office should stay at one year, but with the potential to extend the appointment for a further two years with the support of the serving Deans and the approval of the Rector/ Deputy Rector. The proposal, which was supported unanimously by the deans, was presented to the Rector in early July when he gave his approval.

4. Ordinance D6 will have to be amended to bring this new process into effect. Following the Rector’s agreement the necessary amendments were prepared and approved by the Chairman by Chairman’s Action. The amended Ordinance D6 is attached at Annex A.

Resolution Required: That the amendments to Ordinance D6, approved by Chairman’s Action on 26 July 2010, be formally ratified.

SINGAPORE MEDICAL SCHOOL COLLABORATION AGREEMENT

5. At its meeting on 9 July the Council considered a report on negotiations with the Singapore Government over the creation of a joint Imperial College/ NTU Medical School in Singapore. The Council confirmed that the draft agreement that had been reached was an excellent one that would benefit both the Singapore Government and the College and noted that the formal agreement
would have to be signed before 29 August, when the Singapore Government intended to make the agreement public. As this would before the next scheduled Council meeting, the Council agreed to delegate authority to the Chairman to approve the Collaboration Agreement and resolved “that authority to approve the terms of the Collaboration Agreement between Imperial College and Nanyang Technical University be delegated to the Chairman, as set out in Paper I.”

6. At its meeting on 17 August, the Management Board considered a report on the final terms of the Collaboration Agreement. Although at that stage the final details of the draft Agreement were still being worked on, it was confirmed that agreement had been reached on all key issues. The paper also confirmed that all relevant parties in the Faculty of Medicine and the College had been consulted during the process and that the Faculty of Medicine had signed off the deliverables and payment milestones set out in the Agreement. The Registry and Research Services had also been consulted on the broad principles captured in the agreement relating to quality assurance and IP respectively. All of the key elements of the venture captured in the MOU and previously approved by Management Board and Council were covered in the CA. At the conclusion of its discussion, the Management Board agreed to recommend that the Collaboration Agreement be formally approved by the Chairman of Council.

7. On 25 August on behalf of the Council the Chairman was provided with a copy of the Management Board report which detailed the final terms of the Collaboration Agreement and, on the basis of this report and the Management Board’s recommendation, approved the terms of the Collaboration Agreement between Imperial College and Nanyang Technical University in accordance with the authority delegated to him by the Council.

R.F.E.
ORDINANCE D6

THE DEFINITION, ELECTION AND RESPONSIBILITIES OF DEANS

1. This Ordinance applies to the Deans of the Faculties of Engineering, Natural Sciences and Medicine, but not to the ‘Campus Deans’.

INTRODUCTION

2. Deans are Professors of the University who, having been elected by the senior academic members of their constituency, enjoy the confidence of their colleagues and may therefore be expected to act as a conduit for academic opinion which complements that coming through the management structure.

3. Deans are not members of ‘line management’ and do not, for example, stand between the Rector, the Principals of the Faculties and Heads of Department or Heads of Division. Thus Deans have an essentially non-executive role as spokesmen or spokeswomen and advisors, although a number of specific administrative responsibilities are also assigned to them.

4. There shall be two elected Deans for each of the Faculties of Engineering, Natural Sciences and Medicine. One of the Faculty of Medicine Deans will be a clinical Professor, with the other being a non-clinical Professor.

5. In order that all of the Deans’ duties can be carried out effectively, in any one year there will normally be seven Deans in the College; the six elected Deans, and a Senior Dean, whose term of office as an elected Dean expired at the end of the previous year.

6. The Senior Dean will be one of the current or former Deans, elected by the Deans.

CONSTITUENCIES

67. The Constituency for the election of the Deans for the Faculty of Engineering shall comprise the Faculty of Engineering and the Business School.

78. The Constituency for the election of the Deans for the Faculty of Natural Sciences shall comprise the Faculty of Natural Sciences, the Humanities Programme and the Institute of Mathematical Sciences.

89. The Constituency for the election of the Deans for the Faculty of Medicine shall comprise the Faculty of Medicine.
ELECTION OF DEANS

9.10. Deans shall be elected by the Professors, Readers and Senior Lecturers of their respective constituencies.

9.11. Deans shall normally serve for a term of office of three years commencing on 1 September. A former Dean is eligible for re-election after one period out of office except that, where an outgoing Dean has served for less than two years having been elected to complete a term of office relinquished early by another Dean, he or she is eligible to stand for election for the ensuing period of office.

9.12. A Dean may not hold office concurrently as Pro-Rector, Principal, Head of Department or Division, Deputy Principal, Campus Dean or any other appointment with substantial line management responsibilities.

9.13. The election for a Dean shall be conducted by the Director of Human Resources during the second term of the final year of office of the retiring Dean. Notice of election shall be given to the Senate at its Spring Term meeting when the date by which nominations are required shall be announced. On the day following the Senate meeting the Director of Human Resources shall give notice of the election and the date by which nominations must be received to the relevant constituency.

9.14. Each candidate shall be proposed and seconded by members of the relevant constituency who must first obtain the consent of the nominee. If there is more than one nomination, voting shall be by secret ballot conducted by the Director of Human Resources. Each elector is allowed to vote for one candidate only. The Director of Human Resources shall declare the result on the basis of the number of votes cast and announce it on the first working day following the closing date.

9.15. In the event of a tie, the Director of Human Resources shall:
   a. Ascertain whether one or other of the candidates wishes to withdraw;
   b. If not, conduct a second election amongst the same constituency, with only those who have tied being included as candidates;

9.16. In the event of a second tie, the Director of Human Resources shall conduct a second ballot amongst the Pro-Rectors and the existing Deans only.

9.17. If a casual vacancy occurs, the Director of Human Resources shall proceed to hold an election as soon as practicable; except that:
   a. If the vacancy occurs within the first two years of the term of office of the retiring Dean, the incoming Dean shall complete the term of office of the retiring Dean and, if the incoming Dean has served for less than two years, may be subsequently eligible for election for a further term of three years (see Paragraph 9.11 above).
   b. If there are less than twelve months remaining in the term of office of the retiring Dean, the incoming Dean shall be deemed to have been elected for the next full term of office. The incoming Dean shall complete the term of office of the retiring Dean and shall then serve a further full term of office of three years.
ELECTION OF THE SENIOR DEAN

17. The Senior Dean is one of the a current or former Deans whose term of office as an elected Dean expired at the end of the previous year who has served at least two years as a Dean. The Senior Dean is elected by the Deans and serves for one year in the first instance. Subject to approval by the Rector, the Senior Dean may be re-elected for up to two further terms of office. In the years in which the term of office of only one of the Deans expires, that Dean will automatically be appointed as the Senior Dean for the following year. If the term of office of more than one Dean is expiring, the Senior Dean will be chosen by the Deans whose terms are not expiring. This election is to be made by 31 May in the academic year preceding that in which the Senior Dean is to serve.

SPECIFIC DUTIES OF ALL DEANS

18. Deans have specific roles, which are recorded in University policy documents.

COMMITTEE MEMBERSHIP

19. Deans are ex officio members of the Court, the Senate and the Academic Promotions Committee and attend Heads of Department/Division meetings. Individual Deans may also be co-opted on to other committees.

20. The appropriate Deans chair the Engineering Studies, Medical Studies and Science Studies Committees.

21. The Senior Dean will serve as the Elected Staff Member of the Council.

OTHER MATTERS

22. In accordance with their role as stated in Paragraphs 2 and 3 above, Deans may be asked by the Rector from time-to-time to sit on, or chair, committees or working parties and to undertake other ad hoc tasks.

TRANSITIONAL ARRANGEMENTS

23. This Ordinance shall take effect from 13 July 2007.

24. The person who immediately before 13 July 2007 was elected as Dean of the Faculty of Life Sciences shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Natural Sciences.

25. The person who immediately before 13 July 2007 was elected as Dean of the Faculty of Physical Sciences shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Natural Sciences.
26. Those persons who immediately before 13 July 2007 were elected as Deans of the Faculties of Engineering and Medicine shall continue as the Deans of the Faculties of Engineering and Medicine until their current terms of office expire.

27. The person who immediately before 13 July was serving as the Senior Dean shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Engineering.

Approved by the Council: 23 March 2007
Effective from 8 July 2007
Revised by the Council: 13 July 2007
Revisions approved by Chairman’s Action: 26 July 2010
PAPER B

STAFF MATTERS

A Note by the Rector

RECTOR

Sir Keith O’NIONS, FRS, formerly Acting Rector, has accepted an appointment as Rector, with effect from 9 July 2010 for a period of three years five months.

PRO-RECTOR (EDUCATION AND ACADEMIC SERVICES)

Professor Julia BUCKINGHAM, formerly Pro-Rector (Education), has accepted an appointment as Pro-Rector (Education and Academic Services), with effect from 1 August 2010.

ACTING DIRECTOR OF RESEARCH OFFICE

Mrs Lynne COX, formerly Director of Intellectual Property and Research Contracts, has accepted an appointment as Acting Director of the Central Research Office, with effect from 1 July 2010.

DIRECTOR OF WHO COLLABORATING CENTRE

Professor Salman RAWAF, formerly Director of Public Health at Wandsworth Teaching Primary Care Trust, has been offered the post of Director of WHO Collaborating Centre in the School of Public Health, Faculty of Medicine, with effect from 1 August 2010 for a period of three years.

PROFESSORS

Professor Shu Yuen Ron HUI, formerly Chair in Electronic Engineering at the City University of Hong Kong, has been appointed to the post of Chair in Power Electronics in the Department of Electrical and Electronic Engineering, Faculty of Engineering, with effect from 19 July 2010 for a period of two years.

VISITING PROFESSORS

Professor Swapan CHATTOPADHYAY, has been offered an association with the College as Visiting Professor in the Department of Physics, Faculty of Natural Sciences, with effect from 1 July 2010 for a period of fourteen months.

Professor Manish CHHOWALLA, has been offered an association with the College as Visiting Professor in the Department of Materials, Faculty of Engineering, with effect from 1 August 2010 for a period of twenty five months.
Professor Xiangxian FENG, formerly Principal Investigator at the Changhzi Medical College, has accepted an association with the College as Visiting Professor in the School of Public Health, Reproductive Biology and Anaesthetics, Faculty of Medicine, with effect from 28 June 2010 for a period of three months.

Mr Michael LIEBREICH, has been offered an association with the College as Visiting Professor in the Faculty of Engineering, with effect from 1 July 2010.

Professor Kirpal NANDRA, formerly Professor of Astrophysics at Imperial College London, has been offered an association with the College as Visiting Professor in the Department of Physics, Faculty of Natural Sciences, with effect from 1 August 2010 for a period of three years.

Professor Ionel Michael NAVON, has been offered an association with the College as Visiting Professor in the Department of Earth Science and Engineering, Faculty of Engineering, with effect from 1 July 2010.

Professor Anthony Nigel WARRENS, has been offered an association with the College as Visiting Professor in the Department of Medicine, Faculty of Medicine, with effect from 1 August 2010.

Professor John Vivian WOOD, has been offered an association with the College as Visiting Professor in the Department of Materials, Faculty of Engineering, with effect from 1 August 2010.

Professor Brendan WREN, has been offered an association with the College as Visiting Professor in the Division of Molecular Biosciences, Faculty of Natural Sciences, with effect from 2 July 2010.

RETIREMENTS

Professor Sir Peter KNIGHT, Deputy Rector (Research), will retire with effect from 30 September 2010. Following retirement, he will continue an association with the College as Policy Advisor to the Rector, Emeritus Professor of Quantum Optics and Senior Research Investigator in the Department of Physics.

Professor Mary RITTER, Pro-Rector (International), will retire from her full time role with effect from 30 September 2010. Following retirement, she will continue on a part-time basis in a position for the College continuing to focus on the College’s international strategy and relations. She will retain responsibility for the International Office

Dr John Timothy GREEN, Chief Co-ordinating Officer, Research Services Division, Support Services, retired on 31 July 2010.

Mr Gerald Richard SALKIN, Consultant, Institute for Mathematical Sciences, Faculty of Natural Sciences, retired on 31 July 2010.

RESIGNATIONS

Professor Manish CHHOWALLA, Chair in Materials, Department of Materials, Faculty of Engineering, resigned with effect from 15 July 2010, to take up the appointment of Donald H Jacobs Chair in Applied Physics at The State University in New Jersey.
Dr Constantinos (Costas) Foudas, Reader in High Energy Physics, Department of Physics, resigned with effect from 31 August 2010 to take up a Professorship appointment within the High Energy Physics Group at the University of Ioannina, Greece.

Dr William Paul Hanage, Reader in Infectious Disease Epidemiology, Division of Epidemiology, Public Health and Primary Care, Faculty of Medicine, resigned with effect from 24 June 2010, to take up an appointment as Associate Professor at the Harvard School of Public Health. He has also been offered continued association with the College as Visiting Reader.

Professor Peter Howard Sugden, Professor of Cellular Biochemistry, National Heart and Lung Institute, Faculty of Medicine, resigned with effect from 30 June 2010, to take up an appointment as Professor at the University of Reading.

Professor Ciaran Driver, Business School, Support Services, resigned with effect from 31 July 2010. He has also been offered continued association with the College as a Visiting Professor.

Professor Kirpal Nandra, Professor of Astrophysics, Department of Physics, Faculty of Natural Sciences, resigned with effect from 31 July 2010, to take up a Directorship appointment at the Max Planck Institute for Extraterrestrial Physics, Garching, Germany. He has also been offered a continued association with the College.

Mr Patrick (Paddy) Jackman, Director of Commercial Services, Support Services, resigned with effect from 10 August 2010 to take up an appointment as Bursar at Ardingly College in Sussex.
PAPER C

PROPOSED AMENDMENTS TO THE COLLEGE STATUTES

A Note by the Clerk

1. The Governance Review, which was accepted by the Council at its last Meeting, including a number of recommendations which require amendments to the College’s Statutes. In particular it was recommended that:

a. That in addition to the deputy Rector and Clerk/College Secretary all executive appointments to Council (specified in Ordinance A3) should be approved by Council on the recommendation of the Rector.

b. That the executive responsible for the financial affairs of the College always, by Statute, be a member of Council.

c. That the Statute should make clear that Council appoints only those executives who are members of Council; the current reference to Pro-rectors should be removed.

d. That the representative of the academic staff be elected by the whole academic staff, serve for two years (renewable twice) and be drawn from those academic staff who are, or have been, Deans for a minimum of two years or have been (but are not currently) heads of academic departments or medical divisions for a minimum of two years.

2. The proposed amendments to the Statutes, which will also require Privy Council approval before they come into effect, are set out in Annexes A and B. Annex A shows the proposed amendments in context; Annex B sets out the amendments in the appropriate form for submission to the Privy Council.

RESOLUTIONS

3. The College’s Charter requires that any proposed amendments to the Statutes are approved by Special Resolution of the Council before they are submitted to the Privy Council. The Charter also lays down that “a Special Resolution means a resolution passed at a meeting, of which at least 21 days’ notice has been given, of not less than two thirds of the members of the Council by a majority of not less than three quarters of those present and voting at the meeting”.

1. Article 20 of the 2007 Charter states:

“The Council may add to, amend or revoke the Statutes by Special Resolution, provided that no new Statute, addition, amendment or revocation shall have effect until it has been approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.”

4. The Council is asked, in accordance with the provisions of Article 20 of the Royal Charter of the College to consider and, if it sees fit, to approve by Special Resolution the proposed amendments to the Statutes of the College set out in the document headed 'Revisions to the Statutes (September 2010)' and attached at Annex B to this Paper.

R.F.E.
3. THE COUNCIL

(1) Membership of the Council

(a) The Council shall consist of the following persons:

The Chairman (who shall be the person appointed under Statute 3(5)(b));

The Rector ex officio;

The Deputy Rector ex officio; or where no Deputy Rector has been appointed, another member of the senior staff appointed in a manner to be prescribed by Ordinance;

The Chief Finance Officer, ex officio;

5–4 ex officio Members appointed from of the senior staff of the University chosen in a manner to be prescribed by Ordinance, so as to reflect the breadth of disciplines and executive responsibility within the University;

1 Elected Member, elected by and from among the academic staff in a manner to be prescribed by Ordinance;

At least 9 and not more than 13 External Members, co-opted by the Council;

The President of the Imperial College Union ex officio.

(b) The Deputy Chairman of the Council shall be the person appointed under Statute 3(5)(c).

(2) Period of Membership of the Council

(a) Procedures for the appointment, election and co-option of members of the Council, including procedures for the filling of casual vacancies, shall be as prescribed by Ordinance.

(b) Ex officio members shall be members of the Council for the period for which they hold the position designated; all other members, whether the other appointed nominated or co-opted, members shall be appointed for a term of four years and shall be eligible for re-
appointment except that members shall not normally be appointed for more than two consecutive terms of four years.

(c) The elected member shall be a member of the Council for a term of two years and shall be eligible for re-appointment except that members shall not normally be appointed for more than three consecutive terms of two years.

(ed) Periods of office of appointed or elected members shall commence on 1 October, save that any member appointed or elected to fill a casual vacancy shall commence his period of office immediately, but his appointment shall be deemed to have commenced on the following 1 October for the purposes of determining that member's eligibility for further periods of membership of the Council in accordance with Statute 3(2)(b).

(3) Cessation of Membership of the Council

(a) Ex officio members shall cease to be members on vacation of the relevant office.

(b) The elected member shall cease to be a member of the Council if he ceases to be eligible in the category in which he was elected.

(c) Any member who is absent from meetings of the Council for twelve consecutive calendar months shall cease to be a member unless the Council shall decide otherwise.

(d) Where a member of the Council becomes incapable by reason of mental disorder, the Council may resolve that such person's membership be terminated.

(e) The Council may require any member against whom a bankruptcy order has been made, or who makes a voluntary arrangement or any form of composition with his creditors, or a similar or equivalent order or arrangement in any jurisdiction or who is convicted on indictment of a criminal offence, to resign from membership.

(f) Any member of the Council may resign by sending notice of resignation in writing to the Clerk to the Council.

(4) Meetings of the Council

(a) The Council shall meet at least three times during the academic year, but additional meetings shall be called as required by the Chairman or at the written request of no fewer than one-third of the members.

(b) The quorum for a meeting of the Council shall be ten.

(5) Powers and Functions of the Council
Subject to the Charter and Statutes, the Council shall exercise all the powers of the University, and without limiting the above, the Council’s functions shall be:

(a) to appoint a Chancellor, if it sees fit, for such period and with such powers and responsibilities as the Council shall determine;

(b) to recommend to the Court the appointment of the Chairman who shall be a person not holding honorary status in the University as defined by Ordinance, or a student of the University, or an employee of the University;

(c) to recommend to the Court the appointment of the Deputy Chairman of the Council from amongst the external members of the Council;

(d) to appoint the Rector;

(e) to be responsible for the efficient management and good conduct of all aspects of the affairs of the University (including its finances and property);

(f) to make, amend or revoke such Ordinances, Regulations and decisions as are necessary to fulfil the responsibilities under the preceding subparagraph;

(g) to establish committees with such membership as deemed necessary to assist in the discharge of its responsibilities;

(h) to make such appointments, or recommendations for appointments, as are required by the Charter, Statutes or Ordinances;

(i) to define such academic structure of the University, comprising departments, divisions, centres and other units which may be associated to form faculties, schools or other groupings within the University, as the Council, on the recommendation of the Rector, after consultation with the Senate, considers expedient;

(j) to confer or revoke Honorary Degrees of the University.

(6) Delegation of Powers of the Council

The Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.
8. OFFICERS OF THE UNIVERSITY

(1) The Rector

(a) The Rector of the University shall be appointed by the Council.

(b) The Rector shall hold office for such period and on such terms and conditions as the Council shall determine.

(bc) Subject to the provisions of the Charter and these Statutes, the Rector shall be responsible for ensuring that the objects of the University are fulfilled, for maintaining and promoting the efficient and proper management of the affairs of the University, and for such other duties as may be prescribed by Ordinance or determined by the Council from time to time.

(ed) Subject to any directions or limitations imposed by the Council, the Rector shall have power to delegate any powers and duties to any person or committee.

(2) Deputy Rector

The Council shall, on the recommendation of the Rector, appoint for such period as the Council shall determine a Deputy Rector of the University who shall undertake such duties as shall be assigned to him by the Rector.

(3) Chief Finance Officer

The Council shall, on the recommendation of the Rector, appoint for such period as the Council shall determine a Chief Finance Officer of the University who shall undertake such duties as shall be assigned to him by the Rector.

(4) Senior Staff Members of the Council

The Council shall, on the recommendation of the Rector, appoint the 4 ex-officio Members of the Council chosen from the senior staff of the University under Statute 3(1)(a).

(5) Pro-Rectors

The Council shall, on the recommendation of the Rector, appoint for such period as the Council shall determine Pro-Rectors of the University who shall undertake such duties as shall be assigned to them by the Rector.

(6) Clerk to the Council
The Council shall, on the recommendation of the Rector, appoint a person to act as Clerk to the Council, with the responsibility of providing the necessary secretarial services for the Council.

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<th>(56) College Secretary</th>
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<td>The Council shall, on the recommendation of the Rector, appoint a person to act as College Secretary who shall undertake such duties as are assigned by the Rector.</td>
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<th>(67) Other Officers</th>
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<td>The Council may, on the recommendation of the Rector and in accordance with such Ordinances as are deemed appropriate, appoint for such period as prescribed by Ordinance—designate other College posts as College Officer posts to discharge such responsibilities and duties as shall be assigned to them by the Rector.</td>
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REVISIONS TO THE STATUTES OF
THE IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE
(SEPTEMBER 2010)

1. In Statute 3(1)(a):
   a. Insert “The Chief Finance Officer, ex officio;” below “The Deputy Rector ex officio; or where no Deputy Rector has been appointed, another member of the senior staff appointed in a manner to be prescribed by Ordinance;”
   b. In “5 Members appointed from the senior staff of the University in a manner to be prescribed by Ordinance, so as to reflect the breadth of disciplines and executive responsibility within the University;” delete “5 Members appointed from the senior staff of the University” and substitute “4 ex-officio Members of the senior staff of the University chosen”

2. In Statute 3(2)(b) delete “all other members, whether nominated or co-opted” and substitute “the other appointed or co-opted members”

3. Insert Statute 3(2)(c) “The elected member shall be a member of the Council for a term of two years and shall be eligible for re-appointment except that members shall not normally be appointed for more than three consecutive terms of two years.”

4. Re-number Statute 3(2)(c) as Statute 3(2)(d)

5. In Statute 3(5)(b) delete “appoint” and substitute “recommend to the Court the appointment of”

6. In Statute 3(5)(c) delete “to appoint the Deputy Chairman of the Council from amongst its external members;” and substitute “to recommend to the Court the appointment of the Deputy Chairman of the Council from amongst the external members of the Council;”

7. Insert Statute 8(1)(a) “The Rector of the University shall be appointed by the Council.”

8. Re-number Statutes 8(1)(a) – 8(1)(c) as Statutes 8(1)(b) – 8(1)(d).


10. Insert Statute 8(3):
   “Chief Finance Officer

   The Council shall, on the recommendation of the Rector, appoint for such period as the Council shall determine a Chief Finance Officer of the University who shall undertake such duties as shall be assigned to him by the Rector.”
11. *Insert* Statute 8(4):

“Senior Staff Members of the Council

The Council shall, on the recommendation of the Rector, appoint the 4 ex-officio Members of the Council chosen from the senior staff of the University under Statute 3(1)(a).”

12. *Re-number* Statutes 8(4) – 8(6) as Statutes 8(5) – 8(7)

13. In Statute 8(7) *delete* “appoint for such period as prescribed by Ordinance other College Officers” and *substitute* “designate other College posts as College Officer posts”.
INTRODUCTION

1. Attached to this Paper are proposed revisions to five College Ordinances along with a proposal for a new Ordinance. These are:
   a. Ordinance A3, Council Membership.
   c. Ordinance A9, Committees of the Council.
   d. Ordinance A11, the Management Board (the new Ordinance).
   e. Ordinance D1, the Appointment of the Rector.
   f. Ordinance D2, the Rector

2. The proposed revisions will give effect to the recommendations from the Governance Review, which were accepted by the Council at its meeting on 9 July 2010. For ease of reference, the relevant recommendations are repeated below:
   a. that the Statement of Primary Responsibilities be incorporated into Ordinance A4 rather than lie simply as a Council resolution.
   b. the Rector be required to take advice from the Management Board and that this be incorporated into Ordinance A4.
   c. that the Management Board with functions and responsibilities listed in paragraph 8 be recognised in Ordinance, that the Rector be required to consult the Board on matters within its purview and that the Council determine, in Ordinance, that the Board should be chaired by the Rector and contain in its membership those staff who are members of the Council.
   d. that the search committee for a new Rector should be chaired by the Chairman, serviced by the Clerk with membership, recommended by the Nominations Committee and approved by Council, normally drawn primarily from executive and non-executive members of Council in equal numbers with the ability to co-opt outside independent advisors (the Council having agreed the job description and person specification proposed by the Nomination Committee before the search committee begins its work).
   e. that the Nominations and Remuneration committee be split up into separate Nominations and Remuneration committees, that the Nominations Committee be chaired by the Chairman and have its other members drawn equally from executive and external members of Council, that the Remuneration Committee be chaired by the Chairman and have its membership drawn only from external members of Council and that the new Ordinance makes clear that the Nominations Committee establishes a search committee when a new Chairman needs to be identified and
recommended to Council and that the Council agrees the role description and person
specification proposed by the Nominations Committee before the search committee
begins its work.

f. that in addition to the deputy Rector and Clerk/College Secretary all executive
appointments to Council (specified in Ordinance A3) should be approved by Council
on the recommendation of the Rector.

g. that a separate risk committee of Council be established (paragraph 19)

h. the dissolution of the Development Advisory Board and the establishment of
the Development Board as a committee of Council (paragraph 20)

i. that the representative of the academic staff be elected by the whole
academic staff, serve for two years (renewable twice) and be drawn from those
academic staff who are, or have been, Deans for a minimum of two years or have
been (but are not currently) heads of academic departments or medical divisions for
a minimum of two years (paragraph 24)

3. Copies of all revised ordinances are appended to this Paper.

4. The Council is invited to consider, and if it sees fit, approve the revised Ordinances.

R.F.E.
IMPERIAL COLLEGE LONDON

ORDINANCE A3

NOMINATION, ELECTION AND CO-OPTION OF MEMBERS OF THE COUNCIL

SENIOR STAFF MEMBERS

1. The five members of the Council appointed from the senior staff of the University under the terms of Statute 3(1)(a) shall be the Faculty Principals, and the Principal of the Business School.

2. In accordance with Statute 8(4), the Faculty Principals and the Principal of the Business School will be appointed by the Council, on the recommendation of the Rector. The selection panels for these posts will normally include one external member of the Council, appointed by the Rector in consultation with the Chairman.

3. The four members of the Council appointed from the senior staff of the University under the terms of Statute 3(1)(a) shall also be ex-officio members of the Management Board, as set out in Ordinance A10.

CASUAL VACANCIES

2. In the event of a vacancy occurring on the Council before the end of the period of co-option of an External Member, the Council will co-opt a person to fill that vacancy. Any person co-opted to fill such a casual vacancy shall commence his period of office immediately, but his appointment shall be deemed to have commenced on the following 1 October for the purposes of determining that member’s eligibility for further periods of membership of the Council in accordance with Statute 3(2)(c).

ELECTED STAFF MEMBER

3. At the beginning of each academic year the Elected Staff Member shall be chosen by and from among the Deans elected by the academic staff in accordance with Ordinance D6. The Dean chosen as the elected staff member shall serve in this capacity for one year, but shall be eligible for re-appointment. The elected staff member is an experienced Professor who, having been elected by the academic staff members of the University enjoys the confidence of his or her colleagues and may therefore be expected to act as a conduit for academic opinion which complements that coming through the normal management structure.
4. The persons eligible to stand for election to the Council are professors who are, or have been, elected Deans for a minimum of two years or who have been (but are not currently) heads of academic departments or medical divisions for a minimum of two years.

5. The electorate for the elected staff member of the Council shall be the academic staff employees of the University with the status of Professor, Assistant Professor, Associate Professor, Reader, Senior Lecturer and Lecturer but excluding Probationary Lecturers.

6. No later than the end of the Spring Term in the session preceding that in which a vacancy will occur, the Clerk to the Council shall invite nominations for election to the Council by notice in writing to all members of the academic staff eligible to stand for election. Each person nominated for election to the Council shall be nominated by two members of the academic staff of the University, and nominations must reach the Clerk to the Council in writing by the closing date given in the notice, which shall be not less than three weeks from the date of that notice. The person nominated must confirm in writing by the closing date that he or she is prepared to stand for election.

7. If only one nomination is received to fill the vacancy on the Council, that person will be declared elected without a ballot.

8. If more than one nomination is received, a ballot will be held. The ballot notice shall include in each case only the candidate’s name and permanent appointment in the University (that is without civil honours, academic and professional qualifications or temporary University appointments), together with the names of the proposer and seconder. Included with the ballot notice will be a brief curriculum vitae in respect of each candidate. The ballot notice must state the closing date for the election, which shall be not less than three weeks from the date of that notice. The person to be elected shall be determined by the operation of the single transferable vote system.

9. As soon as possible after the closing date for the election, the Clerk to the Council shall inform the candidates, their proposers and seconders of the result which shall also be announced in a University Notice to be issued as soon as possible thereafter.

Approved by the Council 23 March 2007
Effective from 8 July 2007
STATEMENT OF PRIMARY RESPONSIBILITIES

1. The Council’s principal responsibilities are:

   a. To approve the mission and strategic objectives of the College, its long-term business plans and key performance indicators, and to ensure that these take account of the interests of the College’s stakeholders.

   b. To safeguard the good name and values of the College.

   c. To appoint the Rector, the College’s chief executive, and to put in place suitable arrangements for monitoring his/her performance.

   d. To delegate authority to the Rector, as chief executive, as advised by the Management Board, for the academic, corporate, financial, estate and personnel management of the College.

   e. To ensure the establishment of systems of control and accountability, including financial and operational controls, risk assessment, and procedures for managing conflicts of interest; and monitor the effectiveness of these systems.

   f. To ensure that processes are in place for regular monitoring and evaluation of the performance and effectiveness of the College against its approved plans and key performance indicators.

   g. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

   h. To be the principal financial and business authority of the College, to ensure that proper accounts are kept, to approve the annual budget and financial statements, and to have overall responsibility for the university’s assets, property and estate.

   i. To be the College’s legal authority and, as such, to ensure that systems are in place to ensure that all its legal obligations, including those arising from contracts and other legal commitments made in its name, are properly met.
j. In accordance with the College’s Charter and Statutes, to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College.

k. To ensure that the College’s Charter and Statutes are adhered to at all times, with appropriate advice available as necessary.

l. To approve the College’s human resources strategy.

m. To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.

n. To appoint a Clerk to the Council and ensure that accountability for his/her performance in that capacity is properly separated from such managerial responsibilities as her/she may have in the College.

GENERAL DELEGATION OF POWERS

12. The delegation of Powers of the Council is defined in Statute 3(6) of the University's Statutes as follows:

“The Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.”

23. Pursuant to Statute 3(6), the Council has determined that the following matters may not be delegated to its committees or its officers except by resolution of the Council:

a. Final approval of the University’s Strategic Plan.

b. Final approval of the University’s Annual Budget.

c. Final approval of the University’s audited Annual Financial Statements.

d. Final approval of purchases or disposals of assets, land or buildings exceeding £5M in value other than Non-Core Assets held within the College Fund.

e. Final approval, prior to drawdown, of any borrowing facility exceeding £5M.

f. Final approval of the University’s Investment Policy.

g. The appointment of the Rector.

h. The appointment of the Deputy Rector and the other members of the Senior Staff appointed to the Council.

i. The appointment of the Chairman of the College Fund Board;
The appointment of the Clerk to the Council and of the College Secretary.

CHAIRMAN’S ACTION

34. Pursuant to Statute 3(6) the Chairman shall have delegated powers to act on the Council’s behalf between its scheduled Meetings on:

a. Items of routine business that would not normally merit discussion at a meeting of the Council;

b. Matters relating to the implementation of policies that have already been approved by the Council.

45. Where an issue arises which, in the view of the Chairman, is too urgent and important for consideration to be deferred until the next scheduled Meeting of the Council, the Chairman shall have delegated authority to take action on the Council’s behalf. Such action may, at the discretion of the Chairman, take the form of:

a. Calling a Special Meeting of the Council;

b. Consulting with the Members of the Council by correspondence;

c. Taking Chairman’s action.

56. In all cases, the Chairman will exercise great care before taking action on behalf of the Council, and will consult with the Clerk to the Council on the most appropriate course of action. Chairman’s action on matters of importance will be taken only where delaying a decision would disadvantage the University.

67. Where the Chairman has exercised his delegated authority to act on behalf of the Council, a written report on the action taken will be made to the next scheduled Meeting of the Council which shall give its formal endorsement or otherwise to the action.

Approved by the Council: 23 March 2007
Effective from 8 July 2007
Revised by the Council: 13 July 2007
Revised by the Council: 14 March 2008
IMPERIAL COLLEGE LONDON

ORDINANCE A9

TERMS OF REFERENCE FOR COMMITTEES OF THE COUNCIL

AUDIT COMMITTEE

TERMS OF REFERENCE

1. To keep under review the effectiveness of internal control systems, and in particular to review the external auditors’ management letter, the internal auditors' annual report, and management responses.

2. To consider the Annual Financial Statements in the presence of the external auditor, including the auditor’s formal opinion, the statement of members’ responsibilities and any corporate governance statement.

3. To monitor the implementation of agreed recommendations arising from internal and external audit reports.

4. To advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.

5. To review the internal auditors’ audit needs assessment and the audit plan; to consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the University’s needs.

6. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.

7. To monitor the effectiveness of the University’s risk management policy and procedures, and in this regard, to receive annual reports from the Rector on Risk Management and the management of Health and Safety within the University.

8. To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.

9. To monitor annually the performance and effectiveness of external and internal auditors.
10. To report to the Council at least annually on its activity for the year and to give its opinion on the extent to which the Council may rely on the internal control system and the arrangements for securing economy, efficiency and effectiveness.

11. The Committee shall have the authority to call for any information from College officers, external and internal auditors and others which it considers necessary to discharge its responsibilities effectively.

CONSTITUTION

12. The Committee and its Chairman 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. No member of the Audit Committee may also serve on the University’s Finance Committee or its equivalent.

13. **Members**

   a. A Chairman to be appointed by the Council from among the external members of the Council.

   b. Three members, at least one of whom shall have recent and relevant expertise and experience in finance, accounting or auditing, to be appointed by the Council from among the external members of the Council.

   c. The Committee shall have the power to co-opt up to two additional external members, if it sees fit.

14. **In Attendance**

   The Rector
   The Deputy Rector
   The College Secretary
   The Director of Finance
   Representatives of the internal and external auditors

15. **Secretary**

   The Head of Central Secretariat and Assistant Clerk to the Court and Council

MEETINGS AND REPORTING

16. The Committee shall meet not less than three times a year. The external auditors and internal auditors may request that additional meetings be held if they consider it necessary.

17. The minutes of meetings of the Committee will be circulated to all members of the Council.

18. 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 Rector and to the Council and will summarise the activity for the year. It will give the Committee’s opinion on the adequacy and effectiveness of the University’s arrangements for:

a. Risk Management, control and governance, including the accuracy of the statement of internal control included with the annual statement of accounts.

b. Economy, efficiency and effectiveness (value for money).

19. This Report will be presented to the Council before the members’ responsibility statement in the Annual Financial Statements is signed.

20. The Committee will also provide an annual statement on the University’s Accounts to the Court at its annual meeting.

**QUORUM**

21. The quorum shall be the Chairman and one other member.
**DEVELOPMENT BOARD**

**TERMS OF REFERENCE**

1. The role of the Development Board is to provide independent objective guidance to Imperial College on its fundraising activities and to assist with the realisation of its financial goals. Board members are asked to be advocates and enthusiastic communicators of Imperial’s mission and vision, and to play an integral role in its fundraising activities. The fundraising success of the College, and hence its ability to deliver its mission, will greatly depend on the personal commitment and active involvement of this group of individuals.

2. Its terms of reference are:
   a. To support the College’s goals and fundraising plans and hence assist the College in achieving its long term strategic plans.
   b. To help with agreed fundraising and communications strategies through a combination of personal influence, support and advice.
   c. To be involved in establishing and implementing fundraising plans.
   d. To help identify individuals and organisations that might support Imperial College.
   e. To assist in the process of engaging potential supporters and to help secure gifts.

**CONSTITUTION**

3. **Members.**
   a. The Rector, ex officio (Chairman)
   b. The Chairman of the Council, ex officio
   c. The Chief Operating Officer, ex officio
   d. Up to three external members of the Council, appointed by the Council
   e. Co-opted members to be senior, successful and influential individuals with the motivation to support Imperial College.

4. **Secretary**

   To be appointed by the Director of Communications and Development
**MEETINGS**

5. The Board shall meet at least three times a year.

**QUORUM**

6. The quorum shall be the Chairman (or his nominated deputy) and three other members of the Board.
NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. To keep under review the membership of the Council, the Court and of the Council’s Committees.

2. To recommend to the Council external members for co-option to the Council.

3. To recommend to the Council persons for co-option to the Court.

4. To recommend to the Council persons for nomination by those Appointing Bodies requesting nominations to be made for them.

5. To make recommendations to the Council for the membership and terms of reference of a separate Search Committee for the identification of a new Rector in good time before the termination of the Rector’s term of office, or on notification of the Rector’s resignation.

6. To make recommendations to the Council for the membership and terms of reference of a separate Search Committee for the identification of a new Chairman in good time before the termination of the Chairman’s final term of office, or on notification of the Chairman’s resignation, and to make recommendations to the Council for the role description and person specification for the Chairman before the Search Committee begins its search.

7. To recommend to the Council such additional definition of terms as may be necessary to facilitate the procedures for the appointment, election and co-option of persons to the Court and Council.

8. To recommend to the Council the appointment of persons to other external bodies in cases where the Council is the Appointing Body.

9. The Committee’s recommendations for appointments to the Court and Council and to other bodies shall be made to the Council as and when required.

CONSTITUTION

9. Members

a. The Chairman of the Council (Chairman)

b. Three external members of the Council, appointed by the Council

c. Three senior staff and/ or ex-officio members of the Council, not including the elected member of the staff or the Imperial College Union President, appointed by the Council.
10. **Secretary**

    The Clerk to the Council

**MEETINGS AND REPORTING**

11. The Committee shall meet at least two times per annum.

**QUORUM**

12. The quorum shall be the Chairman and two other members, including at least one external member and one staff or ex-officio member.
REMUNERATION & NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. To receive comparative information on salaries, other emoluments and conditions of service in the university sector.

2. To review and approve annually the salaries and emoluments of the Rector and of such senior staff as report directly to the Rector or who may, from time to time, be agreed by the Committee.

3. To review and approve any discretionary salary revisions for such staff.

4. To consider and resolve any apparent anomalies in remuneration.

5. To consider and decide any severance payments proposed for staff listed in Paragraph 2 above.

6. To agree in advance remuneration packages outside the norm.

7. To review information on University reward strategy and policy.

8. To receive annually information from the Rector on the decisions made by the Management Board concerning the salaries and other emoluments of professorial and such other senior staff as may, from time to time, be agreed.

9. To keep under review the membership of the Council, the Court and of the Council’s Committees.

10. To recommend to the Council external members for co-option to the Council.

11. To recommend to the Council persons for co-option to the Court.

12. To recommend to the Council persons for nomination by those Appointing Bodies requesting nominations to be made for them.

13. To recommend to the Council such additional definition of terms as may be necessary to facilitate the procedures for the appointment, election and co-option of persons to the Court and Council.

14. To recommend to the Council the appointment of persons to other external bodies in cases where the Council is the Appointing Body.

CONSTITUTION

Members

a. The Chairman of the Council (Chairman)
b. Three external members of the Council, appointed by the Council

16. **In Attendance**

   a. The Rector (except when his own remuneration is being considered).
   b. The Deputy Rector (except when remuneration issues are being considered).

17/10. **Secretary**

The Clerk to the Court and Council & The Director of Human Resources

**MEETINGS AND REPORTING**

18/11. The Committee shall meet at least two times *per annum*.

19/12. The Committee will make an annual report on remuneration to the Council at its Autumn meeting.

20. The Committee’s recommendations for appointments to the Court and Council and to other bodies shall be made to the Council as and when required.

**QUORUM**

21. The quorum shall be the Chairman and one other member.
RISK COMMITTEE

TERMS OF REFERENCE

1. The Committee’s primary objective is to consider the strategic risks facing the College and the actions proposed to mitigate these risks.

2. Its terms of reference are to:
   
a. Keep under review the College’s overall risk management vision, and its strategies and policies for managing risk.
   
b. Review annually and recommend to the Council the College’s risk appetite.
   
c. Review annually and recommend to the Council the College’s Risk Register.
   
d. Keep under review the College’s policies in relation to strategic, reputational, financial, and enterprise risks, including the process for identifying and assessing business risks and the management of these risks by the College.
   
e. Keep under review the College’s management of its health and safety risks and the operation of the College Health and Safety Management System.

CONSTITUTION

3. Members
   
a. Chairman to be appointed by the Council from among the external members of the Council.
   
b. Two members to be appointed by the Council from among the external members of the Council.
   
c. The Rector, ex officio
   
d. The Deputy Rector, ex officio
   
e. The Chief Operating Officer, ex officio
   
f. The Committee shall have the power to co-opt up to two additional external members, if it sees fit.

4. In Attendance
   
a. The College Secretary
   
b. The Director of Risk Management
c. The Safety Director

5. Secretary

To be appointed by the Head of Central Secretariat and Assistant Clerk to the Court and Council

MEETINGS AND REPORTING

6. The Committee shall meet at least two times per annum.

QUORUM

4. The quorum shall be the Chairman and two other members, including at least one external member and one staff or ex-officio member.

Approved by the Council 23 March 2007
Effective from 8 July 2007
POWERS AND FUNCTIONS OF THE MANAGEMENT BOARD

1. The Management Board is the College’s senior management committee chaired by the Rector. It is primarily responsible for devising and delivering strategy and policy, for proposing and monitoring budgets, agreeing financial, staffing and organisational plans, for holding organisational units to account for delivery of their plans, for initiating projects, and generally for ensuring the good, safe, healthy, effective and efficient running of the university. It also considers and approves major projects.

2. Its terms of reference are:

   a. In conjunction with the Rector, to develop the vision and overall strategy, priorities and total budgets for the College;

   b. To oversee the strategic planning process and to recommend the draft Strategic Plan and supporting strategies for approval by Council;

   c. To ensure delivery of the Strategic Plan;

   d. To ensure that resources are deployed effectively and to that end, oversee the annual budgeting process and recommend the budget for approval by Council;

   e. To hold the Planning Units (the Faculties, Support Service Divisions and others) to account for delivery of their plans and budgets;

   f. To approve and track major projects in line with the financial authorities delegated to it by the Council;

   g. To ensure that effective management and legal compliance structures are in place within College;

   h. To respond to major external opportunities and threats and to review periodically the College's Risk Register to ensure that key risks affecting the College are being appropriately managed, and to make appropriate reports and recommendations to the Audit Committee and the Council;

   i. To receive regular reports on significant health and safety matters and to advise the Rector on health and safety matters as appropriate;

   j. To approve all tuition fees and fee bands, subject to prior consultation with the Council on major changes in strategy.
k. To oversee the College's arrangements for ensuring economy, efficiency and effectiveness, and to make appropriate reports and recommendations to Audit Committee and Council.

l. To approve the Annual Operating Statement, Corporate Planning Statement and other statutory returns for submission to HEFCE.

m. To ensure effective internal and external communication of College activities;

n. To develop and nurture relationships which will enhance the reputation, image and funding of the College;

o. To frame recommendations requiring Council approval, including those relating to the acquisition and disposal of property.

CONSTITUTION

Chairman
Rector

Ex-Officio Members
Deputy Rector
Chief Operating Officer / Chief Finance Officer
Principal of the Faculty of Engineering
Principal of the Faculty of Medicine
Principal of the Faculty of Natural Sciences
Principal of the Imperial College Business School
College Secretary

Other Members
The Rector may appoint other members of the Senior Staff of the College as members of the Management Board, as he sees fit.

Secretary
Head of Central Secretariat

MODUS OPERANDI

3. The Management Board is the College’s senior management committee.

4. It has delegated authority from the Council to approve project expenditure up to a maximum of £10M, where the project has previously been approved as part of the College’s Capital Investment Plan. The Board also has delegated authority to approve Projects with a total value of less than £5M which have not been included in the Capital Investment Plan.

5. Health and safety is considered as a priority standing agenda item at each Management Board meeting.
6. Reports for the Council and proposals for expenditure above the delegated limits must be submitted to the Management Board for consideration before they are presented to the Council.

QUORUM

7. The Quorum is to be the Rector, or Deputy Rector and four members, two of whom are to be Principals.
1. On any vacancy in the office of Rector, or at least 10 months before the Rector leaves office, or on the Rector’s giving notice of resignation if the period of notice is 10 months or less, the Clerk to the Council shall arrange for the appointment of a Search Committee for the Appointment of the Rector (referred to in this Ordinance as 'the Committee') whose duty it shall be to recommend to the Council the appointment of a Rector.

2. The Search Committee shall be appointed by the Council and shall comprise the Remuneration and Nominations Committee together with such other members as the Council may consider appropriate on the recommendation of the Nominations Committee. The Search Committee will normally be chaired by the Chairman with its membership normally to include equal numbers of external and senior staff members of the Council. The Search Committee may also include such co-opted independent advisors as may be recommended by the Nominations Committee.

3. The Clerk to the Council shall be Secretary to the Committee. If the Clerk is unable to act, the Secretary shall be another College Officer, not being a member of the Council.

4. Neither the Rector nor any candidate for the office of Rector shall be a member of the Committee. Notwithstanding other provisions in the Ordinances, only members of the Committee and its Secretary may be present at meetings of the Committee. A member of the Committee becoming a candidate for the office of Rector shall cease to be a member.

5. A meeting of the Committee may be held provided the Chairman and two other members are present. The Committee shall not normally meet if the Chairman cannot be present. If, in the opinion of the Secretary, it is urgent that the Committee should meet even though the Chairman cannot be present, the Deputy Chairman of the Council shall serve as chairman until the Chairman is able to act and shall have the powers of the Chairman in respect of the Committee.

6. Decisions of the Committee shall be taken by a simple majority of those present and voting, except that the Chairman shall have a second and casting vote. All decisions shall be presented as decisions of the Committee without reference to any division of opinion.

7. The proceedings of the Committee, except its recommendation, shall be confidential.

8. If the Committee is informed that the Rector is eligible for a further period of office and the Rector has indicated his or her willingness to serve for a further period, the Committee may decide without considering other candidates to recommend to the Council the reappointment of the Rector for a defined period. If the Rector is not eligible or does not wish to serve for a further term or if the Committee at that stage does not wish to recommend
the reappointment of the Rector, the Committee shall invite members of the Council to submit to the Secretary within a reasonable time the names of any persons whom they wish to be considered by the Committee. The Committee may also, at its discretion, invite applications or nominations from elsewhere within and outside the University.

9. If the Committee considers there is no candidate suitable for appointment, the Secretary shall arrange for further applications or nominations and shall continue to do so until the Committee is able to recommend the appointment of a Rector.

10. The Committee shall advise the Council on the period, terms and conditions on which the Rector shall serve, excluding matters within the remit of the Remuneration Committee.

11. The Remuneration Committee shall decide the salary, emoluments, allowances and other financial benefits payable to the Rector.

12. Before the Committee recommends to the Council the appointment of a Rector, the Chairman shall obtain the candidate's agreement to serve if the appointment is confirmed.

13. The Council shall consider the recommendation of the Committee and shall appoint the Rector for such a period of office as it shall determine.

14. If the Council does not accept the Committee’s recommendation, the Secretary shall arrange for further applications or nominations and shall continue to do so until the Committee is able to make a further recommendation to the Council for the appointment of a Rector.

Approved by the Council 23 March 2007
Effective from 8 July 2007
DUTIES AND RESPONSIBILITIES OF THE RECTOR

1. In accordance with Article 15 of the University’s Charter the Rector is appointed by the Council to be the chief academic and administrative officer of the University. As such, he is its Chief Executive, is ex officio a member of the Council and the Court, and is Chairman of the Senate.

2. The Rector, working with the Management Board, is responsible to the Council for:

a. Providing the leadership necessary to ensure that the objects of the University are fulfilled. In accordance with Article 4 of the University’s Charter these are that the University shall provide the highest specialised instruction and the most advanced training, education, research and scholarship in science, engineering, technology, medicine and business, especially in their application to industry; and in pursuit of these objects to act in co-operation with other bodies.

b. Ensuring that the highest standards of excellence in teaching and research are promoted throughout the University.

c. Developing strategic initiatives and formulating policy under the general guidance of the Council and implementing such policy decisions as the Council may from time to time determine.

d. Maintaining and promoting the efficient and proper leadership of the University, including responsibility for proposing and monitoring budgets, agreeing financial, staffing and organisational plans, for holding organisational units to account for delivery of their plans, for initiating projects, and generally for ensuring the good, safe, healthy, effective and efficient running of the university.

e. Undertaking such duties as are necessary to promote the University’s national and international standing and to represent its interests, including developing its fund-raising programme, maintaining contact with its alumni, and influencing, both directly and in conjunction with other bodies, the development of Government policy relating to education and research.

f. Discharging such other duties as may be determined by the Council from time to time.
3. The post is full time and the Rector is required, for the proper performance of its duties, to reside in a lodging provided rent-free by the University.

4. The Rector may undertake or retain directorships and consultancies which sustain his or her own professional interests, but only after obtaining the permission of the Council, and provided that such commitments do not detract from his or her ability to ensure that the objects of the University are fulfilled.

Approved by the Council 23 March 2007
Effective from 8 July 2007
PAPER E

REPORT FROM NOMINATIONS COMMITTEE

1. The Nominations Committee has met to consider issues arising from the Review of Governance accepted by the Council in July. One of these is the need to determine the duties, responsibilities and person specification of non-executive members of Council. The first attached paper proposes what these might be. Should Council agree this, then the Nominations Committee would re-convene in October to consider possible candidates against this specification. Members of Council are encouraged to let the Clerk have suggestions for possible new external members.

2. Council is asked to consider, and if thought fit, approve the Duties, Responsibilities and Person Specification of External Members of Council as set out in Annex A.

3. The Governance Review recommended the formation of some new committees. The Nominations Committee has considered their membership and makes recommendations for each committee, including the existing ones, in Paper x.

4. Council is asked to consider, and if thought fit, approve the membership of committees of Council as set out in Annex B.
DUTIES, RESPONSIBILITIES AND PERSON SPECIFICATION OF EXTERNAL MEMBERS OF COUNCIL

1. External members of the College’s governing body, the Council, contribute their experience and their professional, specialist and general management skills to the oversight of the College in a non-executive capacity. They form the majority of the members of the Council.

DUTIES AND RESPONSIBILITIES

2. Members of Council, whether internal or external, have a duty
   a. To accept the Primary Responsibilities of Council¹.
   b. To ensure that the powers the Council delegates to the executive comply with the College’s Statutes and Ordinances².
   c. To uphold the College’s Charter, Statutes and Ordinances, its financial and HR regulations and codes of practice and related governance policies and procedures.
   d. To ensure that the College complies with its legal obligations, including those for Health and Safety, Equal Opportunities and Discrimination, Freedom of Information and Charitable activity and that the College properly accounts for the use of public and private funds and complies with the requirements of the HEFCE Financial Memorandum.

3. The principal duty of external members of Council is appropriately to scrutinise, challenge and support the executive and to contribute to the high level strategic direction of the College. Members are expected to play their part on committees of Council (Audit, Risk, Remuneration, Nominations, Development and College Fund Board) where much of its work is undertaken. Members are encouraged to become familiar with the work of the College.

4. Reasonable expenses may be claimed but external members of Council are not remunerated.

5. External members of Council themselves should:
   a. Play their part in the business of the College in an effective, efficient, open and transparent manner.
   b. Attend Council and committee meetings regularly and training, induction and other events as appropriate.

¹ See Appendix 1, Ordinance A4 ‘Statement of Primary Responsibilities’
² See Appendix 1, Ordinance A4 ‘Delegation of Powers’
c. Familiarise themselves with the College through discussion with staff and through appropriate engagement with the work, issues and life of the College.

d. Act in the best interests of the College at all times.

e. Conduct themselves in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.\(^3\)

6. External members of Council are appointed because of their individual skills and expertise, which should enable them to make a valuable contribution to the College. They are not appointed to the Council in a representative capacity and cannot be mandated by any group to express views that are not held by them personally.

7. External members of Council do not have individual authority to speak or act on the College’s behalf unless specifically delegated to do so by the Council. They must ensure that their responsibility for oversight of the College and its business does not interfere with the day-to-day management of the College, responsibility for which the Council has delegated to the Rector as advised by the Management Board.

PERSON SPECIFICATION

8. External members of Council should have an appropriate professional or specialist background and

   a. Must be an established figure in their own field.

   b. Must have a real commitment and enthusiasm for university education and research that is pursued at the highest international level.

   c. Must be able to work with the Chairman and other non-executives, with the Rector and other executive members of the College.

   d. Must appreciate the value of academic science, technology, medicine and business and its application in society and the economy.

   e. Must have a real interest in, and enthusiasm for, the College and be sympathetic to its values and culture.

   f. Must be able to devote sufficient time to the affairs of the College, including scheduled Council and committee meetings and such other meetings as may be required.

9. The College may seek to ensure that some external members of Council have specific professional qualifications or experience so that the Council is able to maintain a balance of relevant expertise. The Council would wish to include one or more alumni amongst its members.

10. External members of Council may be drawn from a wide range of sectors but the Council when looking to appoint new members will consider the balance of experience of members.

\(^3\) See Appendix 2, ‘Seven Principles of Public Life’
11. The College is committed to following best practice in all aspects of corporate governance, including the promotion of equal opportunities and diversity. As far as is possible within the constraints of its Charter and Statutes, the Council has determined that its membership should reflect the diversity of the College.

16 September 2010
STATEMENT OF PRIMARY RESPONSIBILITIES

1. The Council’s principal responsibilities are:

   a. To approve the mission and strategic objectives of the College, its long-term business plans and key performance indicators, and to ensure that these take account of the interests of the College’s stakeholders.

   b. To safeguard the good name and values of the College.

   c. To appoint the Rector, the College’s chief executive, and to put in place suitable arrangements for monitoring his/her performance.

   d. To delegate authority to the Rector, as chief executive, as advised by the Management Board, for the academic, corporate, financial, estate and personnel management of the College.

   e. To ensure the establishment of systems of control and accountability, including financial and operational controls, risk assessment, and procedures for managing conflicts of interest; and monitor the effectiveness of these systems.

   f. To ensure that processes are in place for regular monitoring and evaluation of the performance and effectiveness of the College against its approved plans and key performance indicators.

   g. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

   h. To be the principal financial and business authority of the College, to ensure that proper accounts are kept, to approve the annual budget and financial statements, and to have overall responsibility for the university’s assets, property and estate.

   i. To be the College’s legal authority and, as such, to ensure that systems are in place to ensure that all its legal obligations, including those arising from contracts and other legal commitments made in its name, are properly met.
j. In accordance with the College’s Charter and Statutes, to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the College.

k. To ensure that the College’s Charter and Statutes are adhered to at all times, with appropriate advice available as necessary.

l. To approve the College’s human resources strategy.

m. To establish processes to monitor and evaluate the performance and effectiveness of the Council itself.

n. To appoint a Clerk to the Council and ensure that accountability for his/her performance in that capacity is properly separated from such managerial responsibilities as her/she may have in the College.

GENERAL DELEGATION OF POWERS

2. The delegation of Powers of the Council is defined in Statute 3(6) of the University's Statutes as follows:

“The Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.”

3. Pursuant to Statute 3(6), the Council has determined that the following matters may not be delegated to its committees or its officers except by resolution of the Council:

a. Final approval of the University’s Strategic Plan.

b. Final approval of the University’s Annual Budget.

c. Final approval of the University’s audited Annual Financial Statements.

d. Final approval of purchases or disposals of assets, land or buildings exceeding £5M in value other than Non-Core Assets held within the College Fund.

e. Final approval, prior to drawdown, of any borrowing facility exceeding £5M.

f. Final approval of the University’s Investment Policy.

g. The appointment of the Rector.

h. The appointment of the Deputy Rector and the other members of the Senior Staff appointed to the Council.

i. The appointment of the Chairman of the College Fund Board;
ij. The appointment of the Clerk to the Council and of the College Secretary.

CHAIRMAN’S ACTION

4. Pursuant to Statute 3(6) the Chairman shall have delegated powers to act on the Council’s behalf between its scheduled Meetings on:

   a. Items of routine business that would not normally merit discussion at a meeting of the Council;

   b. Matters relating to the implementation of policies that have already been approved by the Council.

5. Where an issue arises which, in the view of the Chairman, is too urgent and important for consideration to be deferred until the next scheduled Meeting of the Council, the Chairman shall have delegated authority to take action on the Council’s behalf. Such action may, at the discretion of the Chairman, take the form of:

   a. Calling a Special Meeting of the Council;

   b. Consulting with the Members of the Council by correspondence;

   c. Taking Chairman’s action.

6. In all cases, the Chairman will exercise great care before taking action on behalf of the Council, and will consult with the Clerk to the Council on the most appropriate course of action. Chairman’s action on matters of importance will be taken only where delaying a decision would disadvantage the University.

7. Where the Chairman has exercised his delegated authority to act on behalf of the Council, a written report on the action taken will be made to the next scheduled Meeting of the Council which shall give its formal endorsement or otherwise to the action.

Approved by the Council: 23 March 2007
Effective from 8 July 2007
Revised by the Council: 13 July 2007
Revised by the Council: 14 March 2008
Appendix 2

SEVEN PRINCIPLES OF PUBLIC LIFE

Public concern about the financial probity of members of parliament and other holders of public office led to the setting up in 1994 of the Committee on Standards in Public Life (chaired by Lord Nolan and later Lord Neill). The Committee drew up seven principles of public life as a yardstick against which public service may be measured. These are:

1. **Selflessness.** Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

2. **Integrity.** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3. **Objectivity.** In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

4. **Accountability.** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. **Openness.** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.

6. **Honesty.** Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. **Leadership.** Holders of public office should promote and support these principles by leadership and example.
MEMBERSHIP OF COUNCIL COMMITTEES

1. The Council currently has two committees (Audit and Nominations and Remuneration) and the College Fund Board report to it.

2. The Governance Review recommended several changes to our committee structure which the Council accepted. Firstly, that the joint Nominations and Remuneration committee be divided back into two, that a new Risk Committee be formed and that the informal Development Advisory Board be dissolved and a new Development Board of Council be established. The governance structure now looks like this:

3. We therefore need to identify members for the new committees. The Nominations Committee has met and makes the following recommendations to Council:

NOMINATIONS COMMITTEE

4. Council accepted the Governance Review’s recommendation that the Nominations Committee have equal representation from the executive and non-executive members of Council, with the Chairman as committee chair ensuring the external majority is maintained.

5. The recommendations for external members are:

   Chairman
   Deputy Chairman
   Kate Owen
   Christopher Tugendhat

   and for executive members are:

   Rector
   Deputy Rector
   COO

   with Julia Higgins (in attendance)

   The committee would be serviced by the Clerk (Rodney Eastwood).

REMUNERATION COMMITTEE

6. The Governance Review made no specific recommendation for the composition of this committee, which should, of course, consist entirely of external members of Council,
with the Rector in attendance except when his remuneration or terms of employment are being considered. Our nominations are:

- Chairman
- Deputy Chairman
- Kate Owen
- Christopher Tugendhat
- Rector (in attendance)

  The committee would be serviced by the Director of HR (Louise Lindsay).

**AUDIT COMMITTEE**

7. The Audit Committee will lose some of its more recently acquired responsibilities for health and safety, oversight of risk in general and environmental issues following the Council's acceptance of the Governance Review's proposal for a Risk Committee.

8. Our nominations for membership are:

   - Philippa Couttie (Chair)
   - Rachel Lomax
   - Stewart Newton (*pro tem* ie until new Council member appointed)
   - Jeremy Newsum
   - Kazia Kantor (co-opted independent)

   In attendance: Rector, Deputy Rector, COO, Director of Finance, College Secretary, representatives of Internal and External Audit.

   The committee is serviced by the Assistant Clerk (Jon Hancock).

**RISK COMMITTEE**

9. Terms of reference will need to be agreed by Council following its acceptance of the Governance Review's recommendation for this new committee. On the understanding that its remit will be the forward looking assessment of risk in all its forms (including health and safety, environmental issues and other threats arising from our activities and locations) then our nominations for external members are:

   - Eliza Manningham-Buller (Chair)
   - Jeremy Newsum
   - Stewart Newton
   - Julia Higgins
   - Rob Margetts (independent)
   - John Groom (independent)

   Our nominations for executive members are:

   - Rector
   - Deputy Rector
   - COO

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4 John Groom is Director of Health, Safety and Environment at Anglo American. He currently is an external member of the College's Health Safety and Environment committee.
with the College Secretary, Director of Risk Management and Director of Safety in attendance.

The committee would be serviced by the Governance Officer (Justine Soulieux).

DEVELOPMENT BOARD

10. The Board would take over responsibility from the Development Advisory Board for fund raising. Terms of reference and constitution need to be agreed by Council. It would be desirable for the committee to be chaired by the Rector and to have independent outside members including some from the former Advisory Board. Assuming that the currently proposed constitution is approved by Council, then our nominations are:

   Rector (chair)
   Chairman
   COO
   External member of Council to be determined
   Prof Peter Knight
   Prof Lord Darzi
   Simon Murray (independent)
   2 or 3 former members of the Development Advisory Board (DAB)
   A philanthropist not currently a member of the DAB

   The Board would be serviced by the Director of Communications and Development or nominee.

COLLEGE FUND BOARD

11. The Board (chaired by Stewart Newton) is very successful, the Governance Review made no recommendations in its respect and no change of membership is proposed.

15 September 2010
THE REFORM OF THE COURT

A Note by the Clerk

1. The Council at its meeting on 9 July approved all the recommendations of the Governance Review including the following:

that, following consultation with the Court, the Court be restructured with a membership representative of our principal stakeholders, normally meet no more than twice a year and be responsible for the periodic appointment of the Chairman and Deputy Chairman of Council, on the recommendations of Council (paragraph 32).

2. The report itself said this about the Court:

The Court’s original purpose was to act as a forum for those organisations which had some historic connection with the College eg learned societies, professional institutions, livery companies, governments of the former British Empire. Until the latest revision to the statutes, its formal responsibility was to approve the Council’s recommendation for the appointment of the chairman, deputy chairman and honorary treasurer. It also supplied three members for the then much larger (32) Council. These powers were removed in 2004 and now its only constitutional function is to approve any proposals by Council to the Privy Council for changes to the charter. Its present membership is over 150 strong, though attendance at the annual meeting has declined in recent years and is now not more than about 50, of whom about half are college staff, students or members of Council. The annual meeting of Court receives reports from the Chairman, Rector and Chief Operating Officer, and listens to a talk from one of our eminent scientists.

The opportunity should be taken of making some radical reforms. One such might be to establish the Court as a true stakeholder forum with, for example, representatives of our associated NHS Trusts, funding agencies, alumni, schools with whom we have strong links, companies, public sector bodies and charities which fund our research and employ our graduates. Staff and students would retain their existing constituencies in a reformed Court. If it were thought that an AGM style meeting of stakeholders would be suitable for the Court, then the extent of any Council accountability to the Court would need to be considered. One possibility would be for the Court to approve the appointment of the Chairman and Deputy Chairman (as recommended by Council). Such a requirement would offer stakeholders external to the Council a voice on crucial appointments.

CONSTITUTION OF COURT

3. Following the Council meeting, members of the Court (listed in Annex 1) were sent copies of the Governance Review report and asked to comment on the recommendation relating to the Court. A number of replies were received from the 150+ members, all of which supported the restructuring of the Court. Consequently, this paper contains proposals for a new structure for the Court and the shape of its future meetings.

1 http://www3.imperial.ac.uk/secretariat/governance/charterandstatutes/a7 and Annex 1
4. The College’s stakeholders can be split into a number of different categories, each of which might have a number of places allocated to it on a reformed Court. The criterion that could be used for the definition of a category is that the members of the category should have (or have recently had) a direct involvement in, or are themselves directly affected by, the work of the College. The categories which come most readily to mind are:

- Council
- Senior executive team
- Staff
- Students
- Alumni
- Philanthropists
- Employers of our graduates
- Schools
- Research sponsors
- Associated NHS bodies
- Friends and Neighbours
- Other research, educational or other partners or associates

5. Each of these might have one or more sub-categories. The list is congruent with the map of how we seek to influence our stakeholders and policy makers given in the recently approved College Strategy. HEFCE and central government departments are not included as the College is probably better considered as a client rather than a partner.

6. Representatives of each category might be selected by reference to criteria specific to each category or sub-category. Some organisations might be eligible for more than one category though they would have only one place. Organisations would be asked to appoint or nominate an appropriate senior person to become a member of the Court. It is possible that some of the funding agencies (especially the public ones) would consider that membership would constitute a conflict of interest and so decline, or refuse on the basis that they could not accept being a member of the governing structure of just one university. Members would, of course, when acting as the Court in approving the appointment of the Chairman and Deputy Chairman or approving submission to the Privy Council of any changes to the Charter, act in the best interest of the College and not as the representative of a nominating body.

7. Annex 2 contains proposals for how each category might be split into sub-categories (where appropriate), the names of those organisations which might be asked to appoint members and the method which might be used to select other organisations who would then also be asked to appoint members of Court (which would allow for different organisations to be selected over time as their involvement with the College increased or declined). The overall size of Court if these proposals were implemented would be up to 89. A more aggressive reduction might be obtained if Categories 1-4 in Annex 2 were replaced by the Chairman and Deputy Chairman, the Rector and Deputy Rector, the staff representative on Council and the President of ICU. The maximum size of Court would then be 62. A comparison between Annex 1 and Annex 2 reveals the changes that would result to the composition of the Court if these proposals were accepted.

8. The length of term for each member might be set at four years, the same as that of the Council, with individuals normally allowed to be re-nominated once. At present, organisations are asked to nominate, rather than appoint, individuals to be members of Court as the Ordinance stipulates that it is the Council which appoints. Annex 3 (the draft Ordinance) retains the current arrangements.
9. Although not expected to be a problem given the response to the consultation, careful thought will need to be given to the dissolution of the present Court and the transitional arrangements. The term of office for the first members could be staggered so that the whole Court does not retire at the same time. Because the changes affect staff, the Trades Unions will need to be consulted before the Ordinance giving effect to the recommendations could be approved.

NATURE OF MEETINGS OF COURT AND ENGAGEMENT WITH THE COLLEGE

10. Identification of suitable members to act as a stakeholder group is only one part of the reform necessary for the Court. The other is to enliven the engagement of members of Court with the College, both in and outside of the formal meetings.

11. Formal meetings of Court might be less concerned about reviewing the activities and finances of the College over the previous year, for which the Court has no responsibility, and dwell more on issues of current interest to the stakeholders. Issues selected should be wide-ranging, given the expected membership, and could be chosen to encourage some debate. The Court, for example, might be invited to input into strategy development on a regular basis. Their views on fund raising might be valuable as might their perception of what attributes an Imperial graduate should possess. The Court might meet twice a year instead of the current once, perhaps slanting the agenda at each meeting to encourage particular categories of members to attend.

12. Outside of meetings, many members of the Court would engage with appropriate parts of the College naturally, given that they have been identified as stakeholders and have business to transact. Over and above that, members of the present Court play an important role in providing members of academic staff HR panels or student fitness to practice medicine panels and they would be encouraged to continue so to serve.

13. The Management Board considered these proposals at its Meeting on 17 September 2010 and recommended them to Council for approval.

RFE
10 Sep 2010
POWERS, FUNCTIONS, MEMBERSHIP AND MEETINGS OF THE COURT

POWERS AND FUNCTIONS OF THE COURT

1. The powers and functions of the Court shall be:
   a. To receive annual reports on the workings of the University from the Rector and the Council;
   b. To receive the Annual Accounts and the comments of the Audit Committee thereon;
   c. To discuss any matters relating to the University and convey its opinion thereon to the Council;
   d. To approve amendments to the Charter on the recommendation of the Council, prior to submission to the Privy Council;
   e. To make representations for the appointment of a Visitor, as provided for in the Charter.

MEMBERSHIP OF THE COURT

2. The Court shall consist of the following persons:
   a. *Ex officio Members*
      The Rector
      The Deputy Rector
      Pro-Rectors
      Deans
      Principals
      Deputy Principals
      Vice-Principals
      Provosts
      President of the Imperial College Union
      Presidents of the Old Students’ Associations
   b. *Appointed Members*
      1 appointed by the Goldsmiths’ Company
1 appointed by the Clothworkers’ Company
13 appointed by the City and Guilds of London Institute, of whom 10 should be members of City Livery Companies other than the Goldsmiths’ Company and the Clothworkers’ Company
2 appointed by the Royal Commissioners for the Exhibition of 1851
2 appointed by the Royal Society
2 appointed by the Royal Academy of Engineering
1 appointed by the Royal Society of Chemistry
1 appointed by the Royal College of Physicians
1 appointed by the Royal College of Surgeons of England
1 appointed by the Royal College of Anaesthetists
1 appointed by the Royal College of General Practitioners
1 appointed by the Royal College of Obstetricians and Gynaecologists
1 appointed by the Royal College of Ophthalmologists
1 appointed by the Royal College of Pathologists
1 appointed by the Royal College of Psychiatrists
1 appointed by the Royal College of Radiologists
1 appointed by the Royal College of Paediatrics and Child Health
1 appointed by the Royal Aeronautical Society
1 appointed by the Royal Statistical Society
1 appointed by the Royal Institution of Naval Architects
1 appointed by the Royal Agricultural Society of England
1 appointed by the Royal Horticultural Society
1 appointed by each of:
   the Institution of Chemical Engineers
   the Institution of Civil Engineers
   the Institution of Engineering & Technology
   the Institution of Mechanical Engineers
   the Institution of Mining Engineers
   the Institute of Materials, Mineral and Mining
   the Institute of Biology
   the Institute of Management
   the Institute of Physics
   the Society of Chemical Industry
   the British Computer Society
   the British Society for the History of Science
1 Head Teacher appointed by the Head Masters Conference
1 Head Teacher appointed by the Girls Schools Association
2 Head Teachers appointed by the Secondary Heads Association
1 each by the Local Authority in the areas in which the University has a main site location as determined by the Council
1 each appointed by the Governments of: Canada, Australia, New Zealand, South Africa, India, Pakistan and Sri Lanka
1 appointed by the Secretary of State for Foreign and Commonwealth Affairs
8 appointed by the Imperial College Union
1 each appointed by: the Royal College of Art, the Royal College of Music, the Trustees of the Science Museum, the Trustees of the Natural History Museum, the Trustees of the Victoria and Albert Museum and the Corporation of the Hall of Arts & Sciences
3 Members of the Commons House of Parliament for relevant parliamentary
c. **Elected Members**

24 Members of the academic staff (8 elected each by and from the Engineering, the Medical and the Science academic staff).

4 Members elected by and from the non-academic staff.

d. **Co-opted Members**

Up to 40 persons, not employees of the University, co-opted on the recommendation of the Council.

e. **Chairman and Deputy Chairman**

The Chairman and the Deputy Chairman shall be the Chairman and Deputy Chairman of the Council.

f. **Clerk to the Court**

The Clerk to the Court shall be the Clerk to the Council.

**APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE COURT**

3. For the purposes of this Ordinance, the following shall be the meaning of the terms used and procedures to be adopted for the appointment, election and co-option of members of the Court.

4. **Ex Officio Staff Members.** The definitions of offices used in this Ordinance shall be as set out in Ordinance D4.

5. **Appointed Members**

a. Appointed members of the Court shall be those nominated by the Appointing Bodies and approved by the Council.

b. In the list of Appointing Bodies:

   (1) “One person each by the Local Authority in the areas in which the University has a main site location”, shall be interpreted as one representative from each of the Local Authorities in whose boroughs the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye Campuses are situate.

   (2) “Three members of the Commons House of Parliament for the relevant parliamentary constituencies”, shall be interpreted as three members from among those members of the Commons House of Parliament with
constituencies in which the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye Campuses are situate.

(3) “Eight appointed by the Imperial College Union” shall be eight persons nominated by the Imperial College Union Council in accordance with any such policy established for that purpose as determined by the Imperial College Union Constitution.

c. In the event of a vacancy occurring among members appointed on the nomination of one of the Appointing Bodies, that body shall be invited by the Clerk to the Court to nominate another person for appointment to the Court. The nomination shall be drawn to the attention of the Court at its next ordinary meeting and, if it is acceptable to the Court, the appointment shall be confirmed.

6. **Elected Members of Staff**

   a. **Members of the Academic Staff**

     (1) Persons elected by the academic staff of the University from among their number to be members of the Court shall be members of, be elected by, and shall represent the interests of the Engineering, Science and Medical staff of the University.

     (2) Engineering staff shall comprise those academic staff employed in the Faculty of Engineering, and the Business School.

     (3) Science staff shall comprise those academic staff employed in the Faculty of Natural Sciences and the Department of Humanities.

     (4) Medical staff shall comprise those academic staff employed in the Faculty of Medicine.

     (5) In the event of any uncertainty or dispute, the Rector shall have the authority to determine to which category a member of staff shall be deemed to be associated for the purpose of these elections.

     (6) Academic staff entitled to vote for representatives of their academic grouping to be members of the Court shall be those academic staff who are employees of the University with the status of Professors, Readers, Senior Lecturers and Lecturers but excluding Probationary Lecturers.

   b. **Members of the Non-Academic Staff.** Persons elected by the non-academic staff of the University by and from among their number to be their representatives on the Court shall be employees of the University in the Professional Services, Technical Services and Operational Services Families and Research Assistants inclusive.

   c. **Election of Staff Members**

     (1) No later than the end of the Spring Term in the session preceding that in which vacancies occur, the Clerk to the Court shall invite nominations for
election to the Court by notice in writing to all members of the academic and non-academic staff in the relevant groups. Each person nominated for election to the Court from the engineering, science and medical groupings of the academic staff or from the non-academic staff shall be nominated by two members of the same staff grouping, and nominations must reach the Clerk to the Court in writing by the closing date given in the notice, which shall be not less than three weeks from the date of that notice. The person nominated must confirm in writing by the closing date that he or she is prepared to stand for election.

(2) If only sufficient nominations are received to fill the vacant places on the Court, those nominated will be declared elected without a ballot.

(3) If insufficient nominations are received, those nominated will be declared elected without a ballot and the remaining place or places shall remain vacant for a further year, at which point the Clerk to the Court will invite nominations in accordance with Paragraph 6(c)(1) of this Ordinance.

(4) If more nominations are received for any one group than there are vacancies, a ballot will be held for that group. The ballot notice shall include in each case only the candidate’s name and permanent appointment in the University (that is without civil honours, academic and professional qualifications or temporary University appointments), together with the names of the proposer and seconder. Included with the ballot notice will be a brief curriculum vitae in respect of each candidate. The ballot notice must state the closing date for the election, which shall be not less than three weeks from the date of that notice. The persons to be elected shall be determined by the operation of the single transferable vote system.

(5) As soon as possible after the closing date for the election, the Clerk to the Court shall inform the candidates, their proposers and seconders of the result which shall also be announced in a University Notice to be issued as soon as possible thereafter.

d. **Casual Vacancies.** In the event of a vacancy occurring amongst the elected staff members before the end of the elected period of a member of the academic or non-academic staff, the Clerk to the Court shall arrange for an election forthwith to fill that vacancy.

e. **Co-Opted Members.** Persons eligible to be co-opted on the recommendation of the Council to be members of the Court shall be persons possessing such expertise as may be required by the Court to enable it to carry out its functions, together with any person co-opted to a committee of the Council who is not already an appointed or elected member of the Court.

**PERIOD OF OFFICE OF MEMBERSHIP OF THE COURT**

7. **Ex officio** members shall be members of the Court for the period for which they hold the position designated; other members shall be appointed for a term of four years, and be
eligible for re-appointment except that members shall not normally be appointed for more than two consecutive terms of four years.

8. Periods of office of appointed or elected members shall commence on 1 October, save that any member appointed or elected to fill a casual vacancy shall commence his period of office immediately, but that his appointment shall be deemed to have commenced on the following 1 October for the purposes of determining that member’s eligibility for further appointment or election.

CESSATION OF MEMBERSHIP OF THE COURT

9. *Ex officio* members shall cease to be members on vacation of the relevant office.

10. Elected members shall cease to be members of the Court if they cease to be eligible in the categories in which they were elected.

11. Where a member of the Court becomes incapable by reason of mental disorder, the Court may resolve that such person’s membership be terminated.

12. The Court may require any member against whom a bankruptcy order has been made, or who makes a voluntary arrangement or any form of composition with his creditors, or a similar or equivalent order or arrangement in any jurisdiction or who is convicted on indictment of a criminal offence, to resign from membership.

13. Any member of the Court may resign by sending notice of resignation in writing to the Clerk to the Court.

MEETINGS OF THE COURT

14. There shall be a meeting of the Court at least once a year at such day and hour as determined by the Council to discharge the powers and functions prescribed by Paragraph 1 of this Ordinance.

QUORUM OF THE COURT

15. The Court shall be deemed to be quorate when at least 50 members are present, in which appointed and co-opted members shall form a majority.

Approved by the Council 23 March 2007
Effective from 8 July 2007
Revised by the Council 23 November 2007
ANNEX 2

CATEGORIES OF MEMBERSHIP OF COURT AND METHOD FOR SELECTING MEMBERS

CATEGORY

Chairman: Chairman of Council

1. **Council (19-23)**
   
   Members of Council (ex-officio) (19-23)

2. **Senior executive team (4)**
   
   Members of staff who are members of the Management Board (other than the College Secretary if he or she is also Clerk to the Court and Council) who are not Council members (ex-officio) (4)

3. **Staff (4)**
   
   Senior Dean (ex-officio) (1)
   
   Directly elected staff (see Ordinance in Annex 3) (3)

4. **Students (2)**
   
   Two ICU Deputy Presidents nominated by the President of ICU (who qualifies under Category 1) (ex-officio) (2)

5. **Alumni (4)**
   
   Alumni as determined by the Development Board (4)

6. **Philanthropists (up to 10)**
   
   Philanthropists as determined by the Development Board (up to 10)

7. **Employers of our graduates (3)**
   
   Senior staff of those employers, as determined by the Management Board, who recruit significant numbers of our graduates and post-graduates (3)

8. **Schools (3)**
   
   Head Teacher nominated by the Head Masters Conference (1)
Head Teacher nominated by the Girls Schools Association (1)
Head Teacher nominated by the Secondary Heads Association (1)

9. **Research sponsors (15)**

One each nominated by the 15 largest sponsors of research in the College (exact definition of size to be determined by the Management Board) other than Imperial College Trust or Imperial College Healthcare NHS or Charitable Trust (15).

10. **Associated NHS bodies (up to 4)**

Senior staff nominated by Imperial College Healthcare NHS Trust (1)
Senior staff nominated by Royal Brompton and Harefield NHS Foundation Trust (1)
Senior staff nominated by other NHS bodies associated with the College as determined by the Management Board (up to 2)

11. **Friends and Neighbours (14)**

Member nominated by Friends of Imperial College (1)
Member nominated by Imperial College Trust (1)
Member nominated by Imperial College Healthcare Charitable Trust (1)
Member nominated by Royal Commission for the Exhibition of 1851 (1)
Member nominated by City and Guilds of London Institute (1)
Member nominated by the Royal College of Art (1)
Member nominated by the Royal College of Music (1)
Member nominated by the Natural History Museum (1)
Member nominated by the Science Museum (1)
Member nominated by the Victoria and Albert Museum (1)
Member nominated by the Corporation of the Hall of Arts & Sciences (Royal Albert Hall) (1)

Member nominated by the City of Westminster (1)
Member nominated by the Royal Borough of Kensington and Chelsea (1)
Member nominated by the Borough of Hammersmith and Fulham (1)

12. **Other research, education or other partners or associates (4)**

Senior staff nominated by research, education or funding partners as determined by the Management Board and not listed above (up to 2)
Members nominated by other organisations as determined by Council (up to 2)

**Clerk to the Court:** Clerk to the Court and Council

Total membership of up to 90

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2 Examples might be UKCMRI, NTU (Singapore)
POWERS AND FUNCTIONS OF THE COURT

1. The Court is the University’s Stakeholder Body. It provides a forum in which Imperial College’s strategies can be discussed with representatives of all its major stakeholders. It is intended to promote a better understanding of Imperial College and to ensure that its strategies take into account the interests, aspirations and concerns of its stakeholders. The powers and functions of the Court shall be:

   a. to appoint, on the recommendation of the Council, the Chairman of the Council and the Court who shall be a person not holding honorary status in the University as defined by Ordinance, or a student of the University, or an employee of the University;

   b. to appoint, on the recommendation of the Council, an external member of the Council to be Deputy Chairman of the Council and the Court;

   a. To receive annual reports on the workings of the University from the Rector and the Council;

   b. To receive the Annual Accounts and the comments of the Audit Committee thereon;

   c. To discuss any matters relating to the University and convey its opinion thereon to the Council;

   d. To approve amendments to the Charter on the recommendation of the Council, prior to submission to the Privy Council;

   e. To make representations for the appointment of a Visitor, as provided for in the Charter.

MEMBERSHIP OF THE COURT

2. The Court shall consist of the following persons:

   a. The Chairman

       The Chairman of the Council

   b. The Members of the Council
c. **Ex officio Staff Members**

The Rector
The Deputy Rector
Pro-Rectors
The Members of the Management Board who are not also members of the Council other than the College Secretary if this person has also been appointed as the Clerk to the Council
The Senior Deans
Deans
Vice-Principal
Provosts
President of the Imperial College Union
Presidents of the Old Students’ Associations

d. **Elected Staff Members**

3 Members of the academic staff (1 elected each by and from the Engineering, the Medical and the Science academic staff)

e. **Ex officio Student Members**

2 of the Deputy Presidents of the Imperial College Union nominated by the President of the Imperial College Union

f. **Alumni Members**

4 alumni members nominated by the Development Board

g. **Philanthropist Members**

Up to 10 philanthropists nominated by the Development Board

h. **Appointed-Nominated Members**

**Employers**
3 members nominated by those employers, as determined by the Management Board from time to time, who recruit significant numbers of the College’s graduates and post-graduates

**Schools**
1 Head Teacher nominated by the Head Masters Conference
1 Head Teacher nominated by the Girls Schools Association
1 Head Teachers appointed by the Secondary Heads Association

**Research Sponsors**
15 members nominated by the largest sponsors research in the College, other than the Imperial College Trust, the Imperial College Healthcare NHS Trust
or the Imperial College Healthcare Charitable Trust, as determined by the Management Board from time to time.

**Associated NHS Bodies**

1. members nominated by the Imperial College Healthcare NHS Trust
2. member nominated by by Royal Brompton and Harefield NHS Foundation Trust
3. Up to 2 members nominated by other NHS bodies associated with the College, as determined by the Management Board from time to time.

**Other Stakeholders**

1. Member nominated by the Friends of Imperial College
2. Member nominated by the Imperial College Trust
3. Member nominated by the Imperial College Healthcare Charitable Trust
4. Member nominated by the Royal Commission for the Exhibition of 1851
5. Member nominated by the City and Guilds of London Institute
6. Member nominated by the Royal College of Art
7. Member nominated by the Royal College of Music
8. Member nominated by the Science Museum
9. Member nominated by the Natural History Museum
10. Member nominated by the Victoria and Albert Museum
11. Member nominated by the Corporation of the Hall of Arts & Sciences (Royal Albert Hall)
12. Member nominated by the City of Westminster
13. Member nominated by the Royal Borough of Kensington and Chelsea
14. Member nominated by the Borough of Hammersmith and Fulham
15. Members nominated by research or education partners not otherwise represented on the Court, as determined by the Management Board from time to time
16. appointed by the Goldsmiths’ Company
17. appointed by the Clothworkers’ Company
18. appointed by the City and Guilds of London Institute, of whom 10 should be members of City Livery Companies other than the Goldsmiths’ Company and the Clothworkers’ Company
19. appointed by the Royal Commissioners for the Exhibition of 1851
20. appointed by the Royal Society
21. appointed by the Royal Academy of Engineering
22. appointed by the Royal Society of Chemistry
23. appointed by the Royal College of Physicians
24. appointed by the Royal College of Surgeons of England
25. appointed by the Royal College of Anaesthetists
26. appointed by the Royal College of General Practitioners
27. appointed by the Royal College of Obstetricians and Gynaecologists
28. appointed by the Royal College of Ophthalmologists
29. appointed by the Royal College of Pathologists
30. appointed by the Royal College of Psychiatrists
31. appointed by the Royal College of Radiologists
32. appointed by the Royal College of Paediatrics and Child Health
appointed by the Royal Aeronautical Society
appointed by the Royal Statistical Society
appointed by the Royal Institution of Naval Architects
appointed by the Royal Agricultural Society of England
appointed by the Royal Horticultural Society
appointed by each of:
—— the Institution of Chemical Engineers
—— the Institution of Civil Engineers
—— the Institution of Engineering & Technology
—— the Institution of Mechanical Engineers
—— the Institution of Mining Engineers
—— the Institute of Materials, Mineral and Mining
—— the Institute of Biology
—— the Institute of Management
—— the Institute of Physics
—— the Society of Chemical Industry
—— the British Computer Society
—— the British Society for the History of Science

1 Head Teacher appointed by the Head Masters Conference
1 Head Teacher appointed by the Girls Schools Association
2 Head Teachers appointed by the Secondary Heads Association
1 each by the Local Authority in the areas in which the University has a main site location as determined by the Council
1 each appointed by the Governments of: Canada, Australia, New Zealand, South Africa, India, Pakistan and Sri Lanka
1 appointed by the Secretary of State for Foreign and Commonwealth Affairs
8 appointed by the Imperial College Union
1 each appointed by: the Royal College of Art, the Royal College of Music, the Trustees of the Science Museum, the Trustees of the Natural History Museum, the Trustees of the Victoria and Albert Museum and the Corporation of the Hall of Arts & Sciences
3 Members of the Commons House of Parliament for relevant parliamentary constituencies as determined by the Council.

e. **Elected Members**

24 Members of the academic staff (8 elected each by and from the Engineering, the Medical and the Science academic staff).

4 Members elected by and from the non-academic staff.

d. **Co-opted Members**

Up to 40 persons, not employees of the University, co-opted on the recommendation of the Council.

e. **Chairman and Deputy Chairman**

The Chairman and the Deputy Chairman shall be the Chairman and Deputy Chairman of the Council.
f. **Clerk to the Court**

The Clerk to the Court shall be the Clerk to the Council.

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**NOMINATION, APPOINTMENT—AND ELECTION AND CO-OPTION OF MEMBERS OF THE COURT**

3. For the purposes of this Ordinance, the following shall be the meaning of the terms used and procedures to be adopted for the appointment, election and co-option of members of the Court.

4. **Ex Officio Staff Members.** The definitions of offices used in this Ordinance shall be as set out in Ordinance D4.

5. **Appointed-Nominated Members**

   a. **Appointed-Nominated** members of the Court shall be those nominated by the Appointing-Nominating Bodies and whose appointment is approved by the Council. Nominees should normally be a senior member of staff of the nominating body with an understanding of the College’s relationship with that body.

   b. In the list of Appointing Bodies:

   (1) “One person each by the Local Authority in the areas in which the University has a main site location”, shall be interpreted as one representative from each of the Local Authorities in whose boroughs the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye Campuses are situate.

   (2) “Three members of the Commons House of Parliament for the relevant parliamentary constituencies”, shall be interpreted as three members from among those members of the Commons House of Parliament with constituencies in which the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye Campuses are situate.

   (3) “Eight appointed by the Imperial College Union” shall be eight persons nominated by the Imperial College Union Council in accordance with any such policy established for that purpose as determined by the Imperial College Union Constitution.

   c.b. In the event of a vacancy occurring among members appointed on the nomination of one of the Appointing-Nominating Bodies, that body shall be invited by the Clerk to the Court to nominate another senior person for appointment to the Court. The nomination shall be drawn to the attention of the Court-Council at its next ordinary meeting and, if it is acceptable to the Court-Council, the appointment shall be confirmed.
c. In the event of a vacancy occurring for a nominated member where the nominating body is determined from time to time by the Management Board or the Council, the Management Board or Council will review the current nominating bodies within that category and decide on the body to be invited to nominate a member to fill the vacancy. The Clerk to the Court will then write to the nominating body and invite it to nominate a senior person for appointment to the Court. The nomination shall be drawn to the attention of the Council at its next ordinary meeting and, if it is acceptable to the Council, the appointment shall be confirmed.

6. Elected Members of Staff

a. Members of the Academic Staff

(1) Persons elected by the academic staff of the University from among their number to be members of the Court shall be members of, be elected by, and shall represent the interests of the Engineering, Science and Medical staff of the University.

(2) Engineering staff shall comprise those academic staff employed in the Faculty of Engineering, and the Business School.

(3) Science staff shall comprise those academic staff employed in the Faculty of Natural Sciences and the Department of Humanities.

(4) Medical staff shall comprise those academic staff employed in the Faculty of Medicine.

(5) In the event of any uncertainty or dispute, the Rector shall have the authority to determine to which category a member of staff shall be deemed to be associated for the purpose of these elections.

(6) Academic staff entitled to vote for representatives of their academic grouping to be members of the Court shall be those academic staff who are employees of the University with the status of Professors, Readers, Senior Lecturers and Lecturers but excluding Probationary Lecturers.

b. Members of the Non-Academic Staff. Persons elected by the non-academic staff of the University by and from among their number to be their representatives on the Court shall be employees of the University in the Professional Services, Technical Services and Operational Services Families and Research Assistants inclusive.

c. Election of Staff Members

(1) No later than the end of the Spring Term in the session preceding that in which vacancies occur, the Clerk to the Court shall invite nominations for election to the Court by notice in writing to all members of the academic and non-academic staff in the relevant groups. Each person nominated for election to the Court from the engineering, science and medical groupings of the academic staff or from the non-academic staff shall be nominated by two
members of the same staff grouping, and nominations must reach the Clerk to the Court in writing by the closing date given in the notice, which shall be not less than three weeks from the date of that notice. The person nominated must confirm in writing by the closing date that he or she is prepared to stand for election.

(2) If only sufficient nominations are received to fill the vacant places on the Court, those nominated will be declared elected without a ballot.

(3) If insufficient nominations are received, those nominated will be declared elected without a ballot and the remaining place or places shall remain vacant for a further year, at which point the Clerk to the Court will invite nominations in accordance with Paragraph 6(c)(1) of this Ordinance.

(4) If more nominations are received for any one group than there are vacancies, a ballot will be held for that group. The ballot notice shall include in each case only the candidate’s name and permanent appointment in the University (that is without civil honours, academic and professional qualifications or temporary University appointments), together with the names of the proposer and seconder. Included with the ballot notice will be a brief *curriculum vitae* in respect of each candidate. The ballot notice must state the closing date for the election, which shall be not less than three weeks from the date of that notice. The persons to be elected shall be determined by the operation of the single transferable vote system.

(5) As soon as possible after the closing date for the election, the Clerk to the Court shall inform the candidates, their proposers and seconders of the result which shall also be announced in a University Notice to be issued as soon as possible thereafter.

d. **Casual Vacancies.** In the event of a vacancy occurring amongst the elected staff members before the end of the elected period of a member of the academic or non-academic staff, the Clerk to the Court shall arrange for an election forthwith to fill that vacancy.

e. **Co-Opted Members.** Persons eligible to be co-opted on the recommendation of the Council to be members of the Court shall be persons possessing such expertise as may be required by the Court to enable it to carry out its functions, together with any person co-opted to a committee of the Council who is not already an appointed or elected member of the Court.

**PERIOD OF OFFICE OF MEMBERSHIP OF THE COURT**

7. **Ex officio** members shall be members of the Court for the period for which they hold the position designated; other members shall be appointed for a term of four years, and be eligible for re-appointment except that members shall not normally be appointed for more than two consecutive terms of four years.
8. Periods of office of appointed or elected members shall commence on 1 October, save that any member appointed or elected to fill a casual vacancy shall commence his period of office immediately, but that his appointment shall be deemed to have commenced on the following 1 October for the purposes of determining that member’s eligibility for further appointment or election.

CESSATION OF MEMBERSHIP OF THE COURT

9. Ex officio members shall cease to be members on vacation of the relevant office.

10. Elected members shall cease to be members of the Court if they cease to be eligible in the categories in which they were elected.

11. Where a member of the Court becomes incapable by reason of mental disorder, the Court may resolve that such person’s membership be terminated.

12. The Court may require any member against whom a bankruptcy order has been made, or who makes a voluntary arrangement or any form of composition with his creditors, or a similar or equivalent order or arrangement in any jurisdiction or who is convicted on indictment of a criminal offence, to resign from membership.

13. Any member of the Court may resign by sending notice of resignation in writing to the Clerk to the Court.

MEETINGS OF THE COURT

14. There shall be a meeting of the Court at least once a year at such day and hour as determined by the Council to discharge the powers and functions prescribed by Paragraph 1 of this Ordinance.

QUORUM OF THE COURT

15. The Court shall be deemed to be quorate when at least 50 members are present, in which appointed and co-opted nominated members shall form a majority.

TRANSITIONAL PROVISIONS (2010)

16. The Council shall determine the effective day on which the new membership provisions set out in the 2010 revisions to this Ordinance shall take effect.

17. Save for ex-officio members of the Court and for other members as provided for in paragraphs 19 and 20 below, the members of the Court immediately before the effective date shall cease to be the members of the Court on the effective date.

18. Notwithstanding anything in paragraphs 1 to 15 of this Ordinance, and save for the members as provided for in paragraphs 19 and 20 below, the first appointments and elections...
of members of the Court shall be made so as to take effect on the effective day in accordance with procedures set out in this Ordinance.

19. Those persons who immediately before the effective day were members of the Court nominated by the bodies mentioned in paragraph 20 of this Ordinance shall be deemed for the purposes of this Ordinance to have become members of the Court in accordance with this Ordinance on the effective day.

20. The bodies referred to in paragraph 19 above are:

- the Head Masters Conference
- the Girls Schools Association
- the Secondary Heads Association
- the Royal Commission for the Exhibition of 1851
- the City and Guilds of London Institute
- the Royal College of Art
- the Royal College of Music
- the Science Museum
- the Natural History Museum
- the Victoria and Albert Museum
- the Corporation of the Hall of Arts & Sciences (Royal Albert Hall)
- the City of Westminster
- the Royal Borough of Kensington and Chelsea
- the Borough of Hammersmith and Fulham

21. Notwithstanding anything in paragraphs 1 to 15 of this Ordinance any person who immediately before the effective day was an appointed member of the Court and who becomes a member of the Court on that day shall be deemed for the purposes of this Ordinance to have begun his term of office as a member of the Court on 1st October immediately following the date on which he originally became a member of the Court.

Approved by the Council 23 March 2007
Effective from 8 July 2007
Revised by the Council 23 November 2007
PAPER G

PENSIONS UPDATE – SEPTEMBER 2010

A Note by the Chief Operating Officer

Paper G contains information that is commercially sensitive and confidential and is therefore not included with these Minutes.
A Note by the Rector and the Principal, Faculty of Natural Sciences

ACTIONS SINCE THE LAST COUNCIL MEETING

1. The Imperial College ‘science case’ was submitted on June 14th to Professor Sir Paul Nurse, FRS for his consideration.

2. Discussions have continued with Sir David Cooksey (Chair, UKCMRI Steering committee), John Cooper (Chief Operating Officer and Interim Chief Executive UKCMRI) and Melanie Chatfield (General Counsel, UKCMRI) regarding the terms of our possible inclusion in UKCMRI.

CURRENT POSITION

3. Our science case has been approved.

4. Our financial contribution for inclusion as a ‘Full’ member is anticipated at £45m (over a 5 year period).

5. ‘Full’ membership would allow for Board level membership equivalent to that of other University partners who have put in an equal financial investment (currently University College).

6. The latest draft Joint Venture Agreement has been provided to us and is being assessed. There are currently four signatories named on this: MRC, CRUK, The Wellcome Trust and University College London. It is anticipated that the latter three members will sign in the near future, but MRC (on direction of BIS) will not sign until after the CSR.

7. The mechanism of our joining is currently being explored (likely to be either by signatory to JVA or by Accession Document).

NEXT STEPS

8. Council is invited to consider the proposal that Imperial College join UKCMRI as a ‘Full’ member.

9. Council is invited to approve the investment of £45m, subject to the Rector’s acceptance of the terms of the Accession Document and/or JVA.