

## Governance of Imperial College London

### **Purpose of this document**

This document explains the governance of Imperial and is intended as an accessible guide for members of the University and our partners. It should be read alongside our Annual Report and Accounts which are published every year in December.

### **Context**

Imperial is an independent corporation whose legal status derives from a Royal Charter granted under Letters Patent in 1907. Our objects, powers and framework of governance are set out in our Charter and its supporting Statutes.

As a UK university, Imperial is in the Office for Students' Register of officially recognised Higher Education providers and is an exempt charity under schedule 3 of the Charities Act 2011. Imperial is regulated by the Office for Students (OfS).

Imperial is committed to exhibiting best practice in all aspects of corporate governance. We endeavour to conduct our business in accordance with the seven principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership), and the Committee of University Chairs Higher Education Code of Governance (CUC Code). We have a whistleblowing procedure and comply with the Public Interest Governance Principles required by the OfS.

We have established robust governance and procedures to ensure independent decision-making throughout our framework. This includes a clear separation in the roles of the Council and executive management, both empowered to advance our strategic mission.

### **Governance structure**

The Council is the governing body of Imperial, with its structures and roles defined by the University's Statutes. It is responsible for overseeing the strategic direction, finance, governance and compliance, and for the efficient management and good conduct of all aspects of the affairs of the University. Council appoints the President and the Provost of the University to carry out the academic, corporate, financial, estate and human resource management of Imperial.

The wider senior executive team forms the University Management Board (UMB), which supports the President and the Provost in carrying out these responsibilities. UMB delegates much of its detailed work to standing committees.

The Senate plays a key role in providing assurance of academic quality to the Council.

### **Role and responsibilities of Council**

Members of Imperial's Council provide strategic direction, oversight, and accountability, thereby ensuring Imperial fulfils its mission, maintains financial stability, and complies with regulatory requirements. Council members uphold the institution's values and act in its best interest, balancing academic and institutional ambition with financial sustainability.

There are 27 members of the Council, the majority of whom are independent members, including the Chair. Also included in the membership are some members of the UMB, Student and Staff representatives. Appointments to the Council are made through the Nominations Committee, in accordance with the CUC Higher Education Code of Governance. Regardless of their membership category, all members share collective responsibility and accountability for the University.

Members play the role of a “critical friend” to the Management, balancing support with scrutiny and providing honest, constructive feedback. This requires a balance between challenging ideas and asking all relevant questions to strengthen decisions and promote accountability; as well as supporting the Management in achieving the University’s goals.

Key to success is the transparent and early information flow from the Management to the Council, especially on key topics; and for the Council to acquire a degree of familiarity and insight into the topics in order to be able to add value.

Council is supported by the committees set out below. All have approved terms of reference and specified membership, including a significant proportion of independent members to provide expert support. They are chaired by independent members of the Council and report regularly to Council on their work.

#### *Council Committees*

Audit and Risk Committee  
Endowment Board  
Finance Committee  
Property Committee  
Nominations Committee  
Remuneration Committee

### **Decisions and delegations**

Decision-making within Imperial is guided by the governing documents: the Charter, Statutes and the Ordinances, supported by the Regulations. Through this framework the Council reserves major decisions to itself, and delegates matters which benefit from additional oversight, accountability and assurance to committees, and operational management to the President, Provost and their leadership teams. A summary of these delegations, which are reviewed from time to time, is provided below.

Council has reserved the following decisions to itself:

- the making, amendment or revocation of the Ordinances;
- approval of the University’s Strategic Plan, Risk Appetite Statement, Principal Risk Register, Annual Budget, and audited Financial Statements;
- approval of capital projects, asset transactions, and borrowing facilities exceeding £30M, as well as the University’s Investment Policy.
- the appointment of the President, the Provost and the University Secretary, as well as the designation of additional University Officers;
- the appointment of the Chair of Council and of Council committees;
- the appointment of the Deputy Chair and Senior Independent Member of the Council as considered appropriate.
- the defining of the academic structure of the University, upon the recommendation of the President, after consultation with the Senate.

## **Delegations from Council to the President and other University Officers**

Implementation of the strategy, overseen and approved by Council, is delegated to the President, as Imperial's chief executive who leads the UMB. The President delegates the running of the University's day-to-day academic affairs to the Provost with input from the UMB and Senate. The Chief Operating Officer has delegated authority and responsibility from the President for the oversight and management of Imperial's finances. The President, Provost and Chief Operating Officer each provide a report to each Council meeting, including details of the decisions and deliberations that have taken place at the UMB and Senate.

## **Role and responsibilities of the University Management Board**

UMB is the senior leadership team that advises the President on all major strategic, policy and operational issues. It reports through the President to Council and comprises the academic leadership and senior professional services staff of the University. UMB is responsible for identifying, guiding, overseeing and approving all major strategic initiatives, governance matters, policies and financial strategy, in line with the institutional strategy and budget approved by Council. It oversees the university's core academic mission of education, research and translation, and the Faculties and professional services that deliver this mission. It is responsible for managing institutional risk; prioritising resources; and monitoring academic, operational, and financial performance in alignment with the framework set by Council.

UMB is supported by its committees, each with defined terms of reference and chaired by a UMB member to provide cohesion. These committees report regularly to the UMB on their activities, providing structured oversight and accountability.

### *UMB Committees*

Education and Student Experience Committee  
Health and Safety Committee  
Operations and Infrastructure Committee  
People and Culture Committee  
Risk and Compliance Committee  
Sustainability Strategy Committee  
Research and Enterprise Committee  
White City and Old Oak Programme Board

### **Senate**

Imperial's Senate draws its membership entirely from the staff and students of the University. Its role is to direct and regulate the teaching work of the University. The Senate is chaired by the Provost, who provides reports of Senate business directly to Council. Responsibility for specific areas of quality assurance is delegated to various quality committees, overseen by the Quality Assurance and Enhancement Committee which reports to Senate.

### **For further information**

Please contact the Division of the University Secretary: [university.secretary@imperial.ac.uk](mailto:university.secretary@imperial.ac.uk)

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