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Standing orders for the Nominations Committee approved by Governors 3 July 2008

Procedures and criteria for the appointment of Governors approved by Governors 3 July 2007

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# The Charter

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME,  
GREETING!

WHEREAS His late Majesty King George the Fifth on the seventeenth day of March 1926 by Royal Charter (hereinafter called “the original Charter”) constituted the Governors of the College therein named and their successors a body corporate and politic by the name of “Birkbeck College” with perpetual succession and with power to sue and be sued by that name and to use a Common Seal:

AND WHEREAS it has been represented to Us that it is expedient that the constitution of the said College should be amended in numerous respects so as to enable the College to function more effectively in future:

AND WHEREAS a humble Petition has been presented to Us by Our most dearly beloved Daughter the Princess Anne, the Princess Royal, Dame Grand Cross of Our Royal Victorian Order, the Chancellor of Our University of London, Professor Stewart Ross Sutherland, MA, Vice-Chancellor of Our University of London and by the Governors of the said College praying that We should be graciously pleased to grant to the said College a new Charter replacing its present constitution for the purposes aforesaid:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW, THEREFORE, know ye that We, by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do, of Our special Grace, certain knowledge and mere motion, by these Presents do for Us, Our Heirs and Successors grant, will, direct and ordain as follows:

- I. In this Our Charter unless the context otherwise requires:
  - I.1 “the Academic Board” shall mean the Academic Board of the College;
  - I.2 “Academic Staff” shall mean persons holding appointments of Professor, Reader, Senior Lecturer or Lecturer at the College or appointed to any other post designated by the Governors as a post on the academic staff of the College;
  - I.3 “the Clerk” shall mean the person for the time being holding the appointment of Secretary and Clerk to the Governors of the College;
  - I.4 “the College” shall mean Birkbeck College as incorporated by this Our Charter;
  - I.5 “the Governors” shall mean the Governors of the College for the time being;
  - I.6 “Non-teaching staff” shall mean persons holding appointments at the College other than as Academic Staff;
  - I.7 “Professors” shall mean those members of the Academic Staff who are Professors of the University;

- 1.8 “Readers” shall mean those members of the Academic Staff who are Readers of the University;
- 1.9 “the Staff” shall mean the Academic Staff and the Non-teaching Staff;
- 1.10 “Student” shall mean a person registered by the College as pursuing an approved course of study at the College;
- 1.11 “the Statutes” shall mean the Statutes of the College for the time being in force under or by virtue of this Our Charter;
- 1.12 “the Students’ Union” shall mean the Students’ Union of the College specified in this Our Charter;
- 1.13 “the University” shall mean the University of London.
2. Words importing the singular number only shall include the plural number or vice versa, words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.
3. All those persons who are Governors, members of the Staff or Students of the College at the date of the grant of this Our Charter, or who shall hereafter, in accordance with the provisions hereof and those of the Statutes, become Governors, members of the Staff or Students of the College, are hereby constituted and forever henceforth shall be a body politic and corporate by the name of “Birkbeck College” with perpetual succession and a Common Seal and power to sue and be sued and to do all such other things as are ancillary to a body corporate.

## **Objects of the College**

4. The objects of the College shall be to promote for the public benefit and to provide for persons who are engaged in earning their livelihood during the daytime and other persons, education, instruction and means for research and such facilities as may be deemed appropriate, in all or any of the subjects comprised in the faculties of the University into which the College has been or may be admitted and any other subjects as the Governors may from time to time determine.

## **Powers of the College**

5. The College subject to this Our Charter and the Statutes and to the Statutes and Regulations of the University shall have power to do any lawful thing in furtherance of its objects and without prejudice to the generality of the foregoing shall have powers:
  - 5.1 to award diplomas and certificates to persons who have pursued courses of study approved by the College;
  - 5.2 to prepare persons for examinations of the University and to award degrees of the University;
  - 5.3 to acquire, own, maintain, manage and dispose of real and other property;
  - 5.4 to solicit, receive and administer grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether real or personal;
  - 5.5 to demand and receive fees, subscriptions and deposits.

- 5.6 to act as trustees for and in relation to endowments, legacies and gifts;
  - 5.7 to invest any monies in the hands of the College and available for investment in accordance with the relevant law and the Statutes;
  - 5.8 to borrow and raise money and give security for loans in any manner;
  - 5.9 to give guarantees; and
  - 5.10 to enter into engagements and to accept obligations and liabilities in all respects without any restriction whatsoever and in the same manner as an individual may manage his or her own affairs.
6. The Visitor of the University of London for the time being or such person as We, Our Heirs or Successors, on the representation of the Governors, shall appoint, shall be the Visitor of the College and the Visitor's decision on matters within his or her jurisdiction shall be final.
7. There shall be a Governing Body of the College comprising Governors who subject to the provisions of this Our Charter and of the Statutes shall exercise all the powers of the College and shall have the management and control of the College and the administration of all the property and income thereof with power to delegate all or any of their powers as provided in the Statutes.
8. The composition of the Governing Body, the manner of appointment or election and period of office of the Governors and the manner of filling vacancies shall be as prescribed by or under the Statutes.

9. The Governors shall have the custody and sole use of the Common Seal of the College and arrangements for its safe-keeping and manner of authentication shall be as prescribed in Standing Orders.
10. There shall be a Master of the College who shall be appointed by the Governors and who shall be the chief academic and administrative officer of the College.
11. There shall be a President of the College who shall be appointed by the Governors and whose role shall be ambassadorial, scholarly and ceremonial.
12. It shall be open to all persons both in the United Kingdom and elsewhere to become Students or members of the Staff without any distinction whatsoever. No religious test shall be imposed upon any of the Staff or Students nor shall any disability be imposed on the grounds of political belief, sex or race. The only qualification required of any of the Staff or Students shall be fitness to contribute to or pursue studies of or cognate to a University education.
13. The educational facilities provided by the College shall be available at such times as the Governors may determine having especial regard to the convenience of persons who are engaged in earning their livelihood.
14. The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College set forth in these Presents and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Governors of the College or to any of them or to any person claiming through any of them or to any other member of the College: provided always that this Article shall not affect



the rights of remuneration or to pensions or gratuities on retirement to which persons becoming Governors would otherwise be entitled: provided further that it shall not prevent the payment in good faith of remuneration or pensions or gratuities on retirement to any member of the Staff or other person not being a Governor in return for any services actually rendered to the College nor the payment to any Governor for occasional service.

15. There shall be an Academic Board of the College whose members shall be as prescribed by or under the Standing Orders and (subject to the general superintendence and control of the Governors) it shall be the body responsible for the academic work of the College.
16. Insofar as it shall further the educational purposes of the College there shall be a Students' Union of the College for the benefit of the Students of the College and in their interests as Students.
17. There shall be a Birkbeck Society which shall consist of such persons as may be prescribed by or in accordance with the Statutes.
18. Subject to Articles 18 and 19 hereof the Governors may make Statutes for the promotion and fulfilment of the objects of the College and for its governance and management provided that no Statute affecting academic policy shall be made until the Academic Board has been consulted.
19. The Statutes set out in the Schedule hereto shall remain in effect until added to, amended or revoked in the manner hereinafter prescribed: provided always that nothing in this Article shall affect the validity or legality

of any act, deed or thing done under the Statutes of the College prior to such amendment or revocation.

20. The Governors shall have full power to add to, amend or revoke any of the provisions of this Our Charter and shall have full power (but subject always to the provisions of this Our Charter) to add to, amend or revoke any of the Statutes. The powers conferred by this Article shall be exercisable only by a Resolution passed at a meeting of not less than two thirds of the Governors, provided that the Resolution has been passed by a majority of not less than three-quarters of those present and voting at the meeting and provided further that not less than twenty-one clear days' notice in writing shall have been given of the meeting setting out the Resolution or Resolutions to be proposed thereat.

Provided also that:

- 20.1 no addition to, amendment or revocation of, any Statute shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the laws of the Realm; and
- 20.2 no addition to, amendment or revocation of, any provision of this Our Charter shall have effect until approved by Us, Our Heirs or Successors in Council whereupon it shall become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly and no addition to, amendment or revocation of, any of the Statutes shall have any force or effect until approved by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of the said Council shall be conclusive evidence.

21. Lastly, We do by these Presents for Us and Our Heirs and Successors grant and declare that these Our Letters Patent shall be in all things valid and effective in law according to the true intent and meaning thereof and shall be taken construed and adjudged in the most favourable and beneficial sense for the best advantage of the College as well in our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other subjects whatsoever of Us and Our Heirs and Successors, any non-recital or other omission defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the sixteenth day of December in the forty-second year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SEAL

## **The Statutes**

### **Interpretation**

1. These Statutes shall be read with the Charter of the College and words and expressions used in the Charter shall, if not inconsistent with the subject or context, bear the same meaning herein.
2. Unless the contrary appears from the context, words importing the singular number only shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine and vice versa.

### **The Governors**

3. The Governors shall consist of the following persons:
  - 3.1 Two ex-officio Governors being the Master and Vice-Master of the College respectively ("Ex-Officio Governors");
  - 3.2 Seven College Governors who shall comprise the following:
    - 3.2.1 Four members of the Academic Staff, two of whom shall be members of the Academic Board ("Academic Staff Governors" and "Academic Board Governors" respectively);
    - 3.2.2 One member of the Non-teaching Staff ("Non-teaching Staff Governor"); and
    - 3.2.3 Two Students ("Student Governors")

- 3.3 Twelve independent Governors who shall comprise the following:
  - 3.3.1 one Former Student (who shall not be a member of Staff nor a Student) and who shall be a member of and elected by the Birkbeck Society ("Former Student Governor"); and
  - 3.3.2 Eleven to be selected and who shall not be members of the Staff nor Students ("Independent Governors").
4. The rules of selection of each of the Governors listed in Statutes 3.2 and 3.3 shall be prescribed in Standing Orders.
5. Every Student Governor shall be appointed for a term of one year. The other Governors shall be appointed for a term of three years such term being reckoned from the dates of expiration of the terms of office of the respective predecessors and expiring as specified in Statute 7.
6. Governors (other than the Student Governors) may be reappointed for such further terms as may be prescribed by the Governors in Standing Orders.
7. Unless otherwise prescribed by the Charter or Statutes, the date of expiration of the term of office of any Governor shall be 30th September in the concluding year of the term for which he was appointed.
8. No Governor shall take or hold any interest in any property belonging to the College otherwise than as a trustee for the purposes thereof or be interested directly or indirectly in the supply of work or goods at the cost of the College.

## **Meetings of the Governors**

9. There shall be held in every year not less than four meetings of the Governors to be called Ordinary Meetings.
10. The quorum at meetings of the Governors shall be seven Governors of whom at least four shall be Independent Governors.
11. If within half an hour of the time appointed for the holding of the meeting a quorum is not present, the meeting shall stand adjourned to the same day the next week at the same time and place or to such other day, time and place as the Chair may determine. If at such an adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Governors present shall form a quorum.
12. The procedures for the regulation of the meetings of Governors shall be prescribed in Standing Orders.
13. Subject to the conditions prescribed in Standing Orders, resolutions of the Governors approved in writing or by email shall be as valid as a resolution actually passed at a meeting of the Governors.

## **Powers of Governors**

14. The Governors shall conduct the general business of the College consistently with the provisions of the Charter and the Statutes, and shall supervise the expenditure of all moneys on account of the ordinary business of the College and shall have power to fix the fees or other charges payable by Students of the College and to appoint and admit Fellows and Honorary Life Members of the College and to do all such other things as are necessary for the transaction of the business of the

College or the furtherance of its objects: provided that no final decision on an academic matter shall be taken by the Governors unless the Academic Board shall have had an opportunity of expressing an opinion upon it and the Governors shall have considered such expression of opinion.

15. The Governors shall appoint the Master of the College, the Vice-Master, the Dean, the President and the Clerk and shall be responsible for the employment of all staff of the College. The Governors shall also appoint any other officers of the College it shall consider necessary for the proper and effective management of the College and shall prescribe in Standing Orders the nature of their duties.

## **Delegation of Powers**

16. The Governors may delegate any of their functions, powers and duties to Committees appointed by them or to the Officers of the College, the Academic Board or such other Committees or individuals as they may think fit and such Committees and individuals may further delegate unless the Governors have provided to the contrary: provided always that nothing in this Statute shall enable the Governors to delegate their power to reach a decision under paragraph 10(b) of Statute 51.
17. The Governors may also appoint either Special or Standing Committees consisting of such persons as they may think fit, whether Governors or not, for the purpose of considering and reporting on any subjects which may be referred to such Committees by the Governors.
18. Subject to the Statutes the Governors may from time to time make, alter and revoke Standing Orders for the order of the business and affairs of the College.

## **The Academic Board**

19. There shall be a body known as the Academic Board. The Academic Board shall include members of the Academic Staff from different levels, and Students.
20. Procedures for determining the membership of and for the regulation of the Academic Board shall be prescribed in Standing Orders.

## **The Birkbeck Society**

21. The Birkbeck Society shall comprise those admitted to Ordinary Membership and Honorary Membership of such Society.
  - 21.1 Ordinary Members shall consist of such persons who:
    - 21.1.1 by completing the prescribed course of study as students of the College have been awarded a degree of the University of London, a College Certificate, an Advanced Certificate or Post-Graduate Certificate, a University of London Extra-Mural Certificate or Diploma or any other qualification prescribed from time to time by the Governors for the purpose; and
    - 21.1.2 not being entitled to Ordinary Membership under the preceding provisions or to Honorary Membership under the succeeding provisions of this Statute, nevertheless having been Students apply for Membership of the Society and being regarded by the Governors as suitable persons to be admitted to Membership by the Governors are so admitted.
  - 21.2 Honorary Members shall consist of former members of the staff of the College who have been admitted to



Honorary Life Membership of the College by the Governors and former Governors and Fellows of the College. Honorary Members shall not be eligible to vote for nor to stand as Governors to represent the Society.

## **Students' Union**

22. There shall be a Students' Union of the College which shall conduct and manage its own affairs in accordance with a constitution approved by the Governors. The Students' Union constitution and its financial and other reporting requirements will be prescribed in Standing Orders.

## **Accounts and Audit**

23. True accounts shall be kept of the receipts and expenditure of the College.
24. There shall be an audit of the Accounts of the College made every year by one or more Auditors, being members of a body of accountants recognised by the Secretary of State under Section 389(1) of the Companies Act 1985, to be appointed by the Governors. The Auditors shall make a report to the Governors.
25. If more Auditors than one be appointed the continuing Auditor or Auditors shall have power to act notwithstanding any casual vacancy. The Auditors' report and audited accounts shall, in addition to being presented annually to the Governors, be furnished to such persons, corporations and bodies contributing to the revenue of the College as the Governors shall from time to time determine.
26. No person shall be appointed or remain Auditor who is or any one of whose partners is a Governor or a member of the Staff.

## **Investments**

27. Monies in the hands of the College and available for investment may be invested by the College in accordance with financial regulations agreed by the Governors from time to time.

## **Statute 28**

### ***Part I: Construction, application and interpretation***

#### **Construction**

1. This Statute and any Standing Orders made under this Statute shall be construed in every case to give effect to the following guiding principles, that is to say -
  - (a) to ensure that Academic Staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;
  - (b) to enable the College to provide education, promote learning and engage in research efficiently and economically; and
  - (c) to apply the principles of justice and fairness.

#### **Reasonableness of decisions**

2. No provision in Part II or Part III of this Statute shall enable the body or person having the duty to reach a decision under the relevant Part to dismiss any member of the Academic Staff unless the reason for his dismissal may in the circumstances (including the size and administrative resources of the College) reasonably be treated as a sufficient reason for dismissing him.

#### **Application**

3. (a) This Statute shall apply:
  - (i) to the members of the Academic Staff of the College;

(ii) to the Clerk and the Librarian; and

(iii) to the Master to the extent and in the manner set out in the Annexure to this Statute.

- (b) In this Statute any other reference to “Academic Staff” is a reference to persons to whom this Statute applies.

## **Interpretation**

### **Meaning of “dismissal”**

4. In this Statute “dismiss” and “dismissal” mean dismissal of a member of the Academic Staff and
- (a) include remove or, as the case may be, removal from office; and
- (b) in relation to employment under a contract, shall be construed in accordance with section 55 of the Employment Protection (Consolidation) Act 1978.

### **Meaning of “good cause”**

5. (a) For the purposes of this Statute “good cause” in relation to the dismissal or removal from office or place of a member of the Academic Staff, being in any case a reason which is related to conduct or to capability or qualifications for performing work of the kind which the member of the Academic Staff concerned was appointed or employed to do, means:
- (i) conviction for an offence which may be deemed by a Tribunal appointed under Part III to be such as to render the person convicted

unfit for the execution of the duties of the office or employment as a member of the Academic Staff; or

(ii) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or

(iii) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office; or

(iv) physical or mental incapacity established under Part IV.

(b) In this paragraph:

(i) “capability”, in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality; and

(ii) “qualifications”, in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

### **Meaning of “redundancy”**

6. For the purposes of this Statute dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to:

(a) the fact that the College has ceased, or intends to cease, to carry on the activity for the purposes of which the member of the Academic Staff concerned was appointed or

employed by the College, or has ceased, or intends to cease, to carry on that activity in the place in which the member concerned worked; or

- (b) the fact that the requirements of that activity for members of the Academic Staff to carry out work of a particular kind, or for members of the Academic Staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

### **Incidental, supplementary and transitional matters**

- 7. (a) In any case of conflict, the provisions of this Statute shall prevail over those of any other Statute and over those of the Standing Orders and the provisions of any Standing Order made under this Statute shall prevail over those of any other Standing Order: provided that Part III of and the Annexure to this Statute shall not apply in relation to anything done or omitted to be done before the date on which the instrument making these modifications was approved under subsection (9) of section 204 of the Education Reform Act 1988.
- (b) Nothing in any appointment made, or contract entered into, shall be construed as overriding or excluding any provision made by this Statute concerning the dismissal of a member of the Academic Staff by reason of redundancy or for good cause: provided that nothing in this sub-paragraph shall prevent waivers made under section 142 of the

Employment Protection (Consolidation) Act 1978 from having effect.

- (c) Nothing in any other Statute or in any Standing Order made thereunder shall authorise or require any person to sit as a member of any Committee, Tribunal or body appointed under this Statute or to be present when any such Committee, Tribunal or body is meeting to arrive at its decision or for the purpose of discussing any point of procedure.
- (d) Any reference in this Statute to the Vice-Chancellor of the University or to Appointed Teachers of the University is a reference to the Vice-Chancellor or Appointed Teachers of the University of London as the case may be.
- (e) In this Statute references to numbered Parts, paragraphs and sub-paragraphs are references to Parts, paragraphs and sub-paragraphs so numbered in this Statute.

## ***Part II: Redundancy***

### **Purpose of Part II**

8. This Part enables the Governors, as the appropriate body, to dismiss any member of the Academic Staff by reason of redundancy.

### **Exclusion from Part II of persons appointed or promoted before 20th November 1987**

9. (a) Nothing in this Part shall prejudice, alter or affect any rights powers or duties of the College or apply in relation to a person unless:

- (i) his appointment is made, or his contract of employment is entered into, on or after 20th November 1987; or
  - (ii) he is promoted on or after that date.
- (b) For the purposes of this paragraph in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.

### **The Appropriate Body**

- 10.
  - (a) The Governors shall be the appropriate body for the purposes of this Part.
  - (b) This paragraph applies where the appropriate body has decided that it is desirable that there should be a reduction in the Academic Staff:
    - (i) of the College as a whole; or
    - (ii) of any department or other similar area of the College by way of redundancy.
- 11.
  - (a) Where the appropriate body has reached a decision under paragraph 10(b) it shall appoint a Redundancy Committee to be constituted in accordance with sub-paragraph (c) of this paragraph to give effect to its decision by such date as it may specify and for that purpose:



- (i) to select and recommend the requisite members of the Academic Staff for dismissal by reason of redundancy; and
  - (ii) to report their recommendations to the appropriate body.
- (b) The appropriate body shall either approve any selection recommendation made under subparagraph (a), or shall remit it to the Redundancy Committee for further consideration in accordance with its further directions.
- (c) A Redundancy Committee appointed by the appropriate body shall comprise:
  - (i) a Chair; and
  - (ii) two members of the Governors, not being persons employed by the College; and
  - (iii) two members of the Academic Staff nominated by the Academic Board.

### **Notices of intended dismissal**

- 12.
- (a) Where the appropriate body has approved a selection recommendation made under paragraph 11(a) it may authorise an officer of the College as its delegate to dismiss any member of the Academic Staff so selected.
  - (b) Each member of the Academic Staff selected shall be given separate notice of the selection approved by the appropriate body.
  - (c) Each separate notice shall sufficiently identify the circumstances which have satisfied the

appropriate body that the intended dismissal is reasonable and in particular shall include:

(i) a summary of the action taken by the appropriate body under this Part;

(ii) an account of the selection processes used by the Redundancy Committee:

(iii) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V (Appeals); and

(iv) a statement as to when the intended dismissal is to take effect.

### ***Part III: Discipline, Dismissal and Removal from Office***

#### **Disciplinary Procedures**

13. (a) Minor faults shall be dealt with informally.
- (b) Where the matter is more serious but falls short of constituting possible good cause for dismissal the following procedure shall be used:

#### **Stage I - Oral Warning**

If conduct or performance does not meet acceptable standards the member of the Academic Staff will normally be given a formal Oral Warning. The member will be advised of the reason for the warning, that it is the first stage of the disciplinary procedure and of the right of appeal under this paragraph. A brief note of the oral warning will be kept but it will be spent after 12 months, subject to satisfactory conduct and performance.

## **Stage 2 - Written Warning**

If the offence is a serious one, or if a further offence occurs, a Written Warning will be given to the member of the Academic Staff by the appropriate member of the Academic Staff to whom staff management responsibility has been delegated by the Master. This will give details of the complaint, the improvement required and the timescale. It will warn that a complaint may be made to the Clerk seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 if there is no satisfactory improvement and will advise of the right of appeal under this paragraph. A copy of this written warning will be kept by the Clerk but it will be disregarded for disciplinary purposes after 2 years subject to satisfactory conduct and performance.

## **Stage 3 - Appeals**

A member of the Academic Staff who wishes to appeal against a disciplinary warning shall inform the Clerk within two weeks. The Vice-Master shall hear all such appeals and his decision shall be final.

### ***Preliminary examination of serious disciplinary matters***

14. (a) If there has been no satisfactory improvement following a written warning given under Stage 2 of the procedure in paragraph 13, or in any other case where it is alleged that conduct or performance may constitute good cause for dismissal or removal from office, a complaint seeking the institution of charges to be heard by a Tribunal appointed under paragraph 16 may be made to the Clerk who shall bring it to the attention of the Master.
- (b) To enable the Master to deal fairly with any complaint brought to his attention under subparagraph (a) he shall institute such

investigations or enquiries (if any) as appear to him to be necessary.

- (c) If it appears to the Master that a complaint brought to his attention under sub-paragraph (a) relates to conduct or performance which does not meet acceptable standards but for which no written warning has been given under paragraph 13 or which relates to a particular alleged infringement of Standing Orders for which a standard penalty is normally imposed in the College or within the department or other relevant area, or is trivial or invalid he may dismiss it summarily, or decide not to proceed further under this Part.
- (d) If the Master does not dispose of a complaint under sub-paragraph (c) he shall treat the complaint as disclosing a sufficient reason for proceeding further under this Part and, if he sees fit, he may suspend the member on full pay pending a final decision.
- (e) Where the Master proceeds further under this Part he shall write to the member of the Academic Staff concerned inviting comment in writing.
- (f) As soon as may be following receipt of the comments (if any) the Master shall consider the matter in the light of all the material then available and may:
  - (i) dismiss it himself; or
  - (ii) refer it for consideration under paragraph 13; or

- (iii) deal with it informally himself if it appears to the Master appropriate to do so and if the member of the Academic Staff agrees in writing that the matter should be dealt with in that way; or
  - (iv) direct the Clerk to prefer a charge or charges to be considered by a Tribunal to be appointed under paragraph 16.
- (g) If no comment is received within 28 days the Master may proceed as aforesaid as if the member concerned had denied the substance and validity of the alleged case in its entirety.

### ***Institution of Charges***

15. (a) In any case where the Master has directed that a charge or charges be preferred under paragraph 14(f)(iv), he shall request the Governors to appoint a Tribunal under paragraph 16 to hear the charge or charges and to determine whether the conduct or performance of the member of the Academic Staff concerned constitutes good cause for dismissal or otherwise constitutes a serious complaint relating to the member's appointment or employment.
- (b) Where the Governors have been requested to appoint a Tribunal under paragraph 16 the Clerk or, if he is unable to act, another officer appointed by the Master shall take charge of the proceedings.
- (c) The officer in charge of the proceedings shall formulate, or arrange for the formulation of, the charge or charges and shall present, or

arrange the presentation of, the charge or charges before the Tribunal.

(d) It shall be the duty of the officer in charge of the proceedings:

(i) to forward the charge or charges to the Tribunal and to the member of the Academic Staff concerned together with the other documents therein specified; and

(ii) to make any necessary administrative arrangements for the summoning of witnesses, the production of documents and generally for the proper presentation of the case before the Tribunal.

### ***The Tribunal***

16. A Tribunal appointed by the Governors shall comprise:

- (a) a Chair;
- (b) one of the Governors, not being a person employed by the College; and
- (c) one member of the Academic Staff nominated by the Academic Board:

provided that in any case where the member of the Academic Staff concerned is an Appointed Teacher of the University, the Tribunal shall include, in addition to the members referred to under sub-paragraphs (b) and (c), two members nominated by the University, not being persons employed by the College.

### ***Provisions concerning tribunal procedure***

17. (a) The procedure to be followed in respect of the preparation, hearing and determination of charges by a Tribunal shall be that set out in Standing Orders made under this paragraph.
- (b) Without prejudice to the generality of the foregoing such Standing Orders shall ensure:
- (i) that the member of the Academic Staff concerned is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of charges by a Tribunal;
  - (ii) that a charge shall not be determined without an oral hearing at which the member of the Academic Staff concerned and any person appointed by him to represent him are entitled to be present;
  - (iii) that the member of the Academic Staff and any person representing the member may call witnesses and may question witnesses upon the evidence on which the case against him is based; and
  - (iv) that full and sufficient provision is made for:
    - (1) postponements, adjournments, dismissal of the charge or charges for want of prosecution, remission of the charge or charges to the Master for further consideration and for the correction of accidental errors; and
    - (2) for appropriate time limits for each stage (including the hearing) to the intent that any charge thereunder shall be heard and

determined by a Tribunal as expeditiously as reasonably practicable.

***Notification of tribunal decisions***

18. (a) A Tribunal shall send its decision on any charge referred to it (together with its findings of fact and the reasons for its decision regarding that charge and its recommendations, if any, as to the appropriate penalty) to the Master and to each party to the proceedings.
- (b) A Tribunal shall draw attention to the period of time within which any appeal should be made by ensuring that a copy of Part V (Appeals) accompanies each copy of its decision sent to a party to the proceedings under this paragraph.

***Powers of the appropriate officer where charges are upheld by Tribunal***

19. (a) Where the charge or charges are upheld and the Tribunal finds good cause and recommends dismissal or removal from office, but in no other case, the appropriate officer shall decide whether or not to dismiss the member of the Academic Staff concerned.
- (b) In any case where the charge or charges are upheld, other than where the appropriate officer has decided under sub-paragraph (a) to dismiss the member of the Academic Staff concerned, the action available to the appropriate officer (not comprising a greater penalty than that recommended by the Tribunal) may be:



- (i) to discuss the issues raised with the member concerned; or
  - (ii) to advise the member concerned about his future conduct; or
  - (iii) to warn the member concerned; or
  - (iv) to suspend the member concerned for such period as the appropriate officer shall think fair and reasonable, not to exceed 3 months after the Tribunal's decision; or
  - (v) any combination of any of the above or such further or other action under the member's contract of employment or terms of appointment as appears fair and reasonable in all the circumstances of the case.
- (c) Where the appropriate officer has decided under sub-paragraph (a) to dismiss a member of the Academic Staff who is an Appointed Teacher of the University, the officer shall inform the Vice-Chancellor of the University so that, subject to the outcome of any appeal made by the member of the Academic Staff under Part V, the University may withdraw from the member the status or title of Professor or Reader of the University.

### ***Appropriate Officers***

20. (a) The Master shall be the appropriate officer to exercise the powers conferred by paragraph 19 and any reference to the appropriate officer includes a reference to a delegate of that officer.

- (b) Any action taken by the appropriate officer shall be confirmed in writing.

#### ***Part IV: Removal for Incapacity on Medical Grounds***

- 21.
  - (a) This Part makes separate provision for the assessment of incapacity on medical grounds as a good cause for dismissal or removal from office.
  - (b) In this Part references to medical grounds are references to capability assessed by reference to health or any other physical or mental quality.
  - (c) In this Part references to the appropriate officer are references to the Master or an officer acting as his delegate to perform the relevant act.
  - (d) References to the members of the Academic Staff include, in cases where the nature of the alleged disability so requires, a responsible relative or friend in addition to (or instead of) that member.
- 22.
  - (a) Where it appears that the removal of a member of the Academic Staff on medical grounds would be justified, the appropriate officer:
    - (i) shall inform the member accordingly; and
    - (ii) shall notify the member in writing that it is proposed to make an application to the member's doctor for a medical report and shall seek the member's consent in writing in accordance with the requirements of the Access to Medical Reports Act 1988.

- (b) If the member shares that view the College shall meet the reasonable costs of any medical opinion required.
- (c) If the member does not share that view the appropriate officer shall refer the case in confidence, with any supporting medical and other evidence (including any medical evidence submitted by the member), to a Board comprising one person nominated by the Governors, one person nominated by the member concerned or, in default of the latter nomination, by the Academic Board; and a medically qualified Chair jointly agreed by the Governors and the member or, in default of agreement, to be nominated by the President of the Royal College of Physicians.
- (d) The Board may require the member concerned to undergo medical examination at the College's expense.

### **Termination of Employment**

- 23. If the Board determines that the member shall be required to retire on medical grounds, the appropriate officer shall direct the Clerk or his delegate to terminate the employment of the member concerned on those medical grounds.

### ***Part V: Appeals***

#### **Purpose of Part V**

- 24. This Part establishes procedures for hearing and determining appeals by members of the Academic Staff who are dismissed or under notice of dismissal or who are otherwise disciplined.

## **Application and interpretation of Part V**

25. (a) This Part applies:
- (i) to appeals against the decisions of the Governors as the appropriate body (or of a delegate of that body) to dismiss in the exercise of its powers under Part II;
  - (ii) to appeals arising in any proceedings, or out of any decision reached, under Part III other than appeals under paragraph 13 (Appeals against disciplinary warnings);
  - (iii) to appeals against dismissal otherwise than in pursuance of Part II or Part III;
  - (iv) to appeals against discipline otherwise than in pursuance of Part III; and
  - (v) to appeals against decisions reached under Part IV
- and “appeal” and “appellant” shall be construed accordingly.
- (b) No appeal shall however lie against:
- (i) a decision of the appropriate body under paragraph 10(b);
  - (ii) the findings of fact of a Tribunal under paragraph 18(a) save where, with the consent of the person or persons hearing the appeal, fresh evidence is called on behalf of the appellant at that hearing;
  - (iii) any finding by a Board set up under paragraph 22(c).

- (c) In this Part references to “the person appointed” are references to the person appointed by the Governors under paragraph 28 to hear and determine the relevant appeal.
- (d) The parties to an appeal shall be the appellant and the Clerk and any other person added as a party at the direction of the person appointed.

### **Institution of Appeals**

26. A member of the Academic Staff shall institute an appeal by serving on the Clerk within the time allowed under paragraph 27, notice in writing setting out the grounds of the appeal.

### **Time for appealing and notices of appeal**

27. (a) A notice of appeal shall be served within 28 days of the date on which the document recording the decision appealed from was sent to the appellant or such longer period, if any, as the person appointed may determine under sub-paragraph (c).
- (b) The Clerk shall bring any notice of appeal received (and the date when it was served) to the attention of the Governors and shall inform the appellant that he has done so.
- (c) Where the notice of appeal was served on the Clerk outside the 28 day period the person appointed under paragraph 28 shall not permit the appeal to proceed unless he considers that justice and fairness so require in the circumstances of the case.

## Persons appointed to hear and determine appeals

28. (a) Where an appeal is instituted under this Part the Governors shall appoint a person described in sub-paragraph (b) to hear and determine that appeal.
- (b) The persons described in this sub-paragraph are persons not employed by the College holding, or having held, judicial office or being barristers or solicitors of at least ten years' standing.
- (c) Subject to sub-paragraph (e) the person appointed shall sit alone unless he considers that justice and fairness will best be served by sitting with two other persons.
- (d) The other persons who may sit with the person appointed shall be:
- (i) one of the Governors not being a person employed by the College; and
  - (ii) one member of the Academic Staff nominated by the Academic Board.
- (e) In the case of an appeal against a decision taken under paragraph 19 to dismiss a member of the Academic Staff who is an Appointed Teacher of the University the person appointed shall sit with:
- (i) one of the Governors not being a person employed by the College;
  - (ii) a member of the Academic Staff nominated by the Academic Board; and

(iii) two persons nominated by the University not being persons employed by the College.

### **Provisions concerning appeal procedures and powers**

29. (a) The procedure to be followed in respect of the preparation, consolidation, hearing and determination of appeals shall be that set out in Standing Orders made under this paragraph.
- (b) Without prejudice to the generality of the foregoing such Standing Orders shall ensure:
- (i) that an appellant is entitled to be represented by another person, whether such person be legally qualified or not, in connection with and at any hearing of his appeal;
  - (ii) that an appeal shall not be determined without an oral hearing at which the appellant, and any person appointed by him to represent him are entitled to be present and, with the consent of the person or persons hearing the appeal, to call witnesses;
  - (iii) that full and sufficient provision is made for postponements, adjournments, dismissal of the appeal for want of prosecution and for the correction of accidental errors; and
  - (iv) that the person appointed may set appropriate time limits for each stage (including the hearing itself) to the intent that any appeal shall be heard and determined as expeditiously as reasonably practicable.
- (c) The person or persons hearing the appeal may allow or dismiss an appeal in whole or in

part and, without prejudice to the foregoing, may:

(i) remit an appeal from a decision under Part II to the Governors as the appropriate body (or any issue arising in the course of such an appeal) for further consideration as the person or persons hearing the appeal may direct; or

(ii) remit an appeal arising under Part III for re-hearing by a differently constituted Tribunal to be appointed under that Part; or

(iii) remit an appeal from a decision of the appropriate officer under Part IV for further consideration as the person or persons hearing the appeal may direct; or

(iv) substitute any lesser alternative penalty that would have been open to the appropriate officer following the finding by the Tribunal which heard and pronounced upon the original charge or charges.

### **Notification of decisions**

30. The person appointed shall send the reasoned decision, including any decision reached in exercise of his powers under paragraph 29(c) (i), (ii) or (iii), on any appeal together with any findings of fact different from those come to by the Governors as the appropriate body under Part II or by the Tribunal under Part III, as the case may be, to the Master, to the parties to the appeal and to the Vice-Chancellor of the University in the case of an appeal by a member of the Academic Staff who is an Appointed Teacher of the University.



## **Part VI: Grievance Procedures**

### **Purpose of Part VI**

31. The aim of this Part is to settle or redress individual grievances promptly, fairly and so far as may be, within the department or other relevant area by methods acceptable to all parties.

### **Application**

32. The grievances to which this Part applies are ones by members of the Academic Staff concerning their appointments or employment where those grievances relate:

- (a) to matters affecting themselves as individuals; or
- (b) to matters affecting their personal dealings or relationships with other staff of the College

not being matters for which express provision is made elsewhere in this Statute.

### **Exclusions and Informal Procedures**

33. (a) If other remedies within the department or other relevant area have been exhausted the member of the Academic Staff may raise the matter with the appropriate member of the Academic Staff to whom management responsibility has been delegated by the Master.
- (b) If the member of the Academic Staff is dissatisfied with the result of an approach under sub-paragraph (a) or if the grievance directly concerns the appropriate member of

the Academic Staff to whom management responsibility has been delegated by the Master, the member may apply in writing to the Master for redress of the grievance.

(c) If it appears to the Master that the matter has been finally determined under Part III, IV or V or that the grievance is trivial or invalid, he may dismiss it summarily, or take no action upon it. If it so appears to the Master he shall inform the member and the Grievance Committee accordingly.

(d) If the Master is satisfied that the subject matter of the grievance could properly be considered with (or form the whole or any part of):

(i) a complaint under Part III;

(ii) a determination under Part IV; or

(iii) an appeal under Part V

he shall defer action upon it under this Part until the relevant complaint, determination or appeal has been heard or the time for instituting it has passed and he shall notify the member and the Grievance Committee accordingly.

(e) If the Master does not reject the complaint under sub-paragraph (c) or if he does not defer action upon it under sub-paragraph (d) he shall decide whether it would be appropriate, having regard to the interests of justice and fairness, for him to seek to dispose of it informally. If he so decides he shall notify the member and proceed accordingly.

## **Grievance Committee Procedure**

34. If the grievance has not been disposed of informally under paragraph 33(e), the Master shall refer the matter to the Grievance Committee for consideration.
35. The Grievance Committee to be appointed by the Governors shall comprise:
  - (a) a Chair;
  - (b) one of the Governors not being a person employed by the College; and
  - (c) one member of the Academic Staff nominated by the Academic Board.

## **Procedure in connection with determinations; and right to representation**

36. The procedure in connection with the consideration and determination of grievances shall be determined in Standing Orders in such a way as to ensure that the aggrieved person and any person against whom the grievance lies shall have the right to be heard at a hearing and to be accompanied by a friend or representative.

## **Notification of decisions**

37. The Committee shall inform the Governors whether the grievance is or is not well-found and if it is well-found the Committee shall make such proposals for the redress of the grievance as it sees fit.

**Provisions as to the Master**

- I. The Governors may request the Chair of Governors (in this Annexure called “the Chair”) to remove the Master from office for good cause in accordance with the procedure described in this Annexure.
  - (a) A complaint seeking the removal from office of the Master for good cause may be made by not less than three Governors to the Chair.
  - (b) If it appears to the Chair, on the material before him, that the complaint raises a prima facie case and that this could, if proved, constitute good cause for dismissal or removal from office he shall request the Governors to appoint a Tribunal to hear and determine the matter.
  - (c) If it appears to the Chair that a complaint made to him under sub-paragraph (a) does not raise a prima facie case or is trivial or invalid, he may recommend to the Governors that no further action be taken upon it.
  - (d) When the Governors have appointed a Tribunal under sub-paragraph (b) they shall instruct a solicitor or other suitable person to formulate a charge or charges and to present, or arrange for the presentation of, the charges before the Tribunal.
  - (e) A Tribunal appointed by the Governors shall comprise:
    - (i) an independent Chair;

- (ii) one of the Governors not being a person employed by the College; and
  - (iii) one member of the Academic Staff.
- (f) Subject to the principle of justice and fairness the Tribunal may determine its own procedure.
  - (g) The Tribunal shall send its reasoned decision on any charge referred to it together with its findings of fact regarding the charge and its recommendations, if any, as to the appropriate penalty to the Chair and to the Master drawing attention to the period of time within which any appeal should be made.
  - (h) Persons appointed to hear such an appeal shall be persons independent of the College holding, or having held, judicial office or being barristers or solicitors of at least 10 years' standing and the person so appointed shall, subject to the principles of justice and fairness, determine the procedure to be adopted in hearing the appeal.
  - (i) A person appointed shall send the reasoned decision on the appeal, together with any findings of fact different from those come to by Tribunal and his recommendations, if any, as to the appropriate penalty, to the Master and to the Chair.
  - (j) Where a charge or charges have been upheld by the Tribunal and not dismissed on appeal, the Chair shall decide whether or not to dismiss the Master.
2. Where a complaint is to be referred to a Tribunal under this Statute, the Chair may suspend the Master from his

duties and may exclude the Master from the precincts of the College or any part thereof without loss of salary.

3. “Good Cause” in this Annexure has the same meaning as in paragraph 5 of this Statute.
4. For the purpose of the removal of the Master for incapacity on medical grounds, Part IV of this Statute shall have effect subject to the following modifications:
  - (a) for references to a member of the Academic Staff there shall be substituted references to the Master;
  - (b) for any reference to the office of Master there shall be substituted a reference to the office of Chair;
  - (c) for paragraph 23 there shall be substituted:

“23. If the Board determines that the Master should be required to retire on medical grounds, it shall ask the Chair as the appropriate officer, to decide whether or not to terminate the appointment of the Master on those medical grounds.”

# **Standing Orders of the Governors**

## **Appointment of Governors**

1. The Master and Vice-Master shall be Governors by reason of their appointments.
2. The Academic Staff Governors shall be selected by and from the Academic Staff in accordance with such rules of selection as the Governors shall determine, in consultation with the Academic Staff and the Academic Board.
3. The Academic Board Governors shall be selected by and from the Professors and Readers who are members of the Academic Board, in accordance with such rules of selection as the Academic Board shall determine.
4. The non-teaching staff Governor shall be selected by and from the non-teaching staff of the College in accordance with such rules of selection as the Governors shall determine.
5. The Student Governors shall be selected by and from the Students in accordance with such rules of selection as the Governors shall determine.
6. The former student Governor shall be selected by and from the members of the Birkbeck Society in accordance with such rules of selection as the Governors shall determine.
7. The Independent Governors shall be selected by the Nominations Committee in accordance with such rules of selection as the Governors shall determine in order to ensure:
  - 7.1 a range and balance of skills and experience;

and

7.2 the involvement of the University of London and the Corporation of London.

8. Statute 5 prescribes a term of office of three years for Governors other than Student Governors. Governors may if duly qualified be re-appointed or re-elected, normally for a maximum of three terms of office.

## **Vacancies**

9. Every vacancy among the Governors shall be notified without delay by the Clerk to the nominating or electing body who may nominate or elect a Governor to fill the vacancy, but a retiring Governor if duly qualified shall be eligible for re-appointment or re-election.
10. Any Governor appointed or elected to fill a casual vacancy shall hold office only for the unexpired term of office of the Governor in whose place he or she is appointed or elected, but shall if duly qualified be eligible for re-appointment or re-election.
11. The Governors may act at any time notwithstanding any vacancy in their body.

## **Resignation and Removal**

12. Any Governor (other than an ex-officio Governor) may resign office by notice in writing to the Clerk. A Governor who is adjudicated bankrupt or becomes incapable of acting by reason of mental disorder or commits a breach of Statute 8 shall thereupon cease to be a Governor. Should any Governor be convicted of a criminal offence he or she shall, if the other Governors so resolve, cease to be a Governor. No person who



has been adjudicated bankrupt shall, unless such adjudication shall have been annulled, be eligible for appointment or election as a Governor.

13. The Governors may at any time serve a written notice upon any Governor specifying conduct or behaviour of such Governor which is considered to be detrimental to the reputation or best interests of the College. Such notice shall also specify the date, time and place of a meeting of the Governors, whether or not specially convened for the purpose, being not less than twenty-one clear days after the service of notice. The Governor concerned shall be given a reasonable opportunity to be heard at the meeting and may be represented by a person of his or her choice. After the Governor concerned has been heard, or if he or she fails to appear within thirty minutes of the time appointed, the Governors by resolution passed by a majority of not less than two-thirds of those present and voting may expel the Governor or administer a formal reprimand or warning. The Governor concerned shall be informed of any such resolution as soon as possible.
14. If any Governor selected by the Academic Board, the Academic Staff, the non-teaching staff, the Birkbeck Society or the Students ceases at any time to be a member of the body which selected him or her, or becomes ineligible for selection, a vacancy shall be notified without delay to that selecting body by the Clerk and the said Governor shall thereupon cease to hold office.
15. If any Governor is absent from three or more consecutive ordinary meetings of the Governors, the nominating or selecting body shall be notified by the Clerk. The nominating or selecting body may at any time before the next Ordinary meeting following

request the Clerk to notify a vacancy.

## **Meetings of the Governing Body**

16. The Governors shall from time to time elect the Chair and the Deputy Chair of Governors from the Independent Governors and determine the periods for which they are respectively to hold office. In the absence of the Chair, the Deputy Chair shall preside at meetings. In the absence of the Chair and the Deputy Chair, the Governors present shall choose one of the Independent Governors to be Chair of the meeting.
17. In each session there shall be at least four ordinary meetings of the Governors, including one strategic meeting which will normally be held at the outset of the academic session. Meetings will normally commence at 5.15 p.m. on dates approved by the Governors at the last meeting in the previous session.
18. A summons to attend a meeting and a paper signifying the business which is to be transacted, signed by the Clerk to the Governors, shall be communicated to every Governor four clear days before the day on which the meeting is appointed to be held.
19. No business shall be transacted at a meeting other than that specified in the Agenda Paper, except any matter of urgency brought up in accordance with the Standing Orders of the Governors.
20. Matters which the Chair of the meeting considers urgent, and which have arisen too late to be specified in the Agenda Paper, may be brought before the Governors with the consent of the majority of those Governors present.
21. The Chair may take such action on behalf of the

Governors as he or she may deem to be expedient after consultation with the Deputy Chair and the Master in any matter being, in his or her opinion, either urgent (but not of sufficient importance as to justify an Extraordinary meeting of the Governors) or non-contentious, and shall report to the Governors at their next meeting.

22. The Governors may adjourn a meeting to any day or hour (as they think fit) but no business other than as is provided by Standing Order 19 or 20 shall be transacted at an Adjourned meeting except such as was set out in the Agenda Paper for the meeting of which it is an adjournment.
23. When a meeting is adjourned, notice of the Adjourned meeting shall be sent to all Governors.
24. The quorum at meetings of the Governors shall be eleven Governors, of whom at least six shall be Independent Governors.
25. Subject to the provisions of the Charter and the Statutes, the Governors shall have power to determine the procedure at meetings of the Governors and the mode of convening and procedure of all Special or Standing Committees.
26. All acts bona fide done by any meeting of Governors or of a Committee or Sub-Committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any Governor or other person attending and voting, or that the appointment of any Governor or other person had lapsed, be as valid as if every Governor or other person had been duly appointed and was entitled to attend and vote.
27. In the absence of the Chair for any reason whatsoever,

the Deputy Chair shall be entitled to exercise all the powers vested in the Chair, whether under the provisions of the Charter, the Statutes, the Standing Orders or otherwise.

### **Extraordinary Meetings of the Governing Body**

28. The Chair may at any time summon an extraordinary meeting of the Governors and is required to do so on receipt of a written or emailed requisition to that effect from three Governors. Such requisition shall specify the object of the desired meeting and shall be delivered to the Clerk who shall, with seven days notice, convene an Extraordinary meeting, to be held within twenty-one days of the receipt of the said requisition and for the purpose specified in the requisition.
29. An extraordinary meeting of the Governors called in accordance with Standing Order 28 may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Governors in which all participants may communicate simultaneously with all other participants.

### **Written and Email Resolutions**

30. In accordance with Statute 13, the Governors may approve a resolution in writing or by email in such circumstances where in the opinion of the Chair the matter under consideration does not require either initial or further debate.
31. A written resolution signed by all those entitled to vote at a meeting of the Governors shall be as valid as a resolution actually passed at a meeting of the Governors. For this purpose the written resolution may be set out in more than one document and shall be

treated as passed on the date of the last signature.

32. A resolution which is approved by email shall be as valid and effectual as if it had been passed at a meeting of the Governors, provided the following conditions are complied with:
  - 32.1 Such a resolution must be approved by email by all of the Governors, except for any Governor who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a conflict of interest or otherwise);
  - 32.2 If as a result of 32.1 approval of a resolution is not received within seven days from all of the Governors, it must be received from at least as many Governors as would have been needed to form a quorum if the resolution had been put to a meeting;
  - 32.3 Approval from each Governor entitled to give his or her approval must be received by the Clerk to the Governors;
  - 32.4 Approval from a Governor must be sent from an email address previously notified by that Governor by post, fax or in person to the Clerk as intended for use by that Governor for the purpose of sending such email confirmations;
  - 32.5 Following receipt of a response on any resolution from each of the Governors entitled to give his or her approval, the Clerk shall circulate a further email to all of the Governors confirming whether the resolution has been formally approved by the Governors

in accordance with the terms of this Standing Order;

- 32.6 The date of a resolution shall be the date of the email from the Clerk confirming formal approval.

## **Order of Business**

33. The order of business at ordinary meetings of the Governors shall be as follows:
- Disclosure of conflicts of interest
  - Minutes of previous meeting and Matters Arising
  - Matters for consideration
  - Reports and recommendations of Committees.
  - Matters for information
  - Sealing of Documents
  - Any other business
34. The Chair of the meeting may, with the consent of the Governors present, vary the order of the business on the Agenda Paper.
35. The Minutes of the previous meeting shall be taken as read, with a view to confirmation, provided that a copy of the Minutes shall have been sent to each Governor at least twenty-four hours previously.
36. No motion or discussion shall be allowed upon the Minutes except as to their accuracy. Any objection upon that ground must be made by way of motion, of which

notice need not be given.

37. Every Report of a Committee shall be divided into sections lettered or numbered consecutively, each of which shall deal with a distinct subject matter. Each section shall include a brief statement of the facts necessary for the information of the Governors and of the reasons for the action, if any, recommended by the Committee.
38. Reports of Committees shall be presented by the Chair of the Committee, or in his or her absence by some other member of the Committee, who was present at the meeting of the Committee and who shall have been deputed by the Committee or shall be called upon by the Chair of the Governors to present the Report.
39. The person presenting a Report shall move that the Report be received and shall be held to move each recommendation contained in it. Each recommendation shall be considered individually. If the Governors agree with the recommendation, it shall then become a resolution of the Governors. The rest of the Report shall stand upon the authority of the Committee.
40. When the Report of a Committee is under consideration at a meeting of the Governors, any Governor may ask for information with regard to any matter contained in the Report. Such question must be upon a matter either arising directly out of the Report or germane to the work of the Committee concerned.

## **Notices of Motion**

41. Every notice of motion shall be sent in writing or by email by the Governor giving the notice. In order to be placed on the Agenda for a meeting such a notice of motion must be received by the Clerk to the

Governors at latest by the first post or mid-day eight days before the meeting.

42. If a motion, notice of which is specified in the Agenda Paper, is not moved at the meeting either by the Governor who has given the notice or by some other Governor, it shall be considered as dropped and shall not be moved without fresh notice.

## **Order in Debates**

43. Whenever an amendment upon an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment has been disposed of. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the question upon which any further amendment which is in order may be moved.

## **Voting**

44. All acts of the Governors shall be done and all questions coming or arising before the Governors shall be decided by the majority of such Governors as are present and vote, except in the cases for which special provision is made in Article 20 of the Charter and in Nos 13 and 49 of these Standing Orders.
45. Voting shall be by show of hands, unless a ballot is required by a majority of those present or by the Chair.
46. The Chair of a meeting shall be entitled to vote in the first instance, and in case of an equality of votes may give a casting vote.

## **Minutes**

47. Minutes shall be kept of all resolutions and proceedings



of meetings of the Governors and of meetings of Committees and Sub-Committees and shall be confirmed at the next ensuing meeting and signed by the Chair. Copies of the unconfirmed Minutes shall be sent to all Governors.

### **Common Seal of the College**

48. The Clerk shall be responsible to Governors for the safekeeping of the Common Seal of the College which shall not be affixed to any document except in the presence of two Governors. The Clerk shall keep a seal book in which shall be entered the date of each occasion on which the seal is affixed, the nature of the document, the date of the authority for sealing and the signatures of the two Governors. A report shall be submitted to each meeting of the Governors recording the deeds and documents to which the Seal has been affixed since the date of the last meeting of the Governors.

### **Suspension, Amendment or Inconsistency of Standing Orders**

49. No Standing Order shall be suspended without the consent of a majority of the whole of the Governors.
50. Any alteration in these Standing Orders must form the subject of a notice of motion, such notice to be issued not less than twenty-one days before the meeting of Governors at which it is to be considered.
51. If there is ever any inconsistency between the provisions of the Charter and Statutes and the provisions of these Standing Orders, the provisions of the Charter and Statutes shall prevail.

## **Committees of the Governors**

52. The Governors may from time to time appoint Standing or Ad hoc Committees, for either advisory or executive purposes, consisting of such persons as the Governors may think fit. The Governors may if they consider it desirable grant such Committees the power to co-opt a limited number of persons.
53. The Governors shall at the last ordinary meeting in each session appoint the Nominations Committee for the following session and shall at the same meeting appoint the other Standing Committees for the following session on the recommendation of the Nominations Committee. Every Standing Committee shall hold office until 30 September each year.
54. Governors shall approve the Terms of Reference of each Committee and may at any time amend them either on the recommendation of the Committee or otherwise. The Terms of Reference of each Committee shall be circulated to the members with the agenda paper for the first meeting of the Committee in each session and shall normally be the first item of business at that meeting.
55. The existence of a vacancy or of vacancies on a Committee shall not affect the validity of its proceedings.

## **Meetings of Committees**

56. Every meeting of a Committee shall be summoned by the Clerk to the Governors or his or her delegate who shall send to each member of the Committee an Agenda Paper to be delivered if possible at least forty-eight hours before the hour of the meeting. Except in matters of urgency (of which the Chair of the

Committee shall judge) no business shall be transacted at any meeting of the Committee unless its nature is set out on the Agenda Paper.

57. The Chair of any Committee, after consultation with the Master, may take such action on behalf of his or her Committee in any matter coming within its Terms of Reference being, in his or her opinion, either urgent (but not of sufficient importance as to justify a special meeting of the Committee) or non-contentious, as he/she may deem to be expedient and shall report to the Committee at its next meeting.
58. The quorum of every Committee shall normally be one third of its membership and shall be prescribed in its Terms of Reference.

### **Chairs of Committees**

59. Each Committee shall, at its first meeting, or at such time as Governors may from time to time direct, appoint a Chair; except that Governors shall appoint the Chair of the Nominations Committee when they appoint the membership of that Committee. The Chair shall sign the Minutes when they have been passed by the Committee.
60. In the absence of the Chair of the Committee a member of the Committee chosen by a majority of the members present shall preside at the meeting. When presiding, he or she shall have the same powers and rights as are assigned in Standing Order 55 to the Chair when presiding.

### **Committee Procedures**

61. Subject to these Standing Orders and to any other orders or directions hereafter made by the Governors,

each Committee shall regulate its own procedures.

### **Agenda**

62. The Clerk to the Governors shall cause to be placed on the Agenda Paper of each Committee notice of all business to be brought before such Committee, and of all business of which notice in writing or by email from a member of such Committee shall have been delivered at his or her office in due time.

### **Voting**

63. Every matter brought before a Committee shall be decided by a majority of those present and voting. The voting shall be by show of hands, unless a ballot is required by a majority of those present, or by the Chair of the meeting. When presiding, the Chair shall be entitled to vote in the first instance, and in case of an equality of votes, may give a casting vote.

### **Minutes**

64. Minutes shall be made of the proceedings of every Committee. The Minutes shall be circulated and duly entered in a book or file kept for the purpose.
65. At every meeting of a Committee the Minutes of the previous meeting shall be confirmed before the Committee moves to consider new business and, if accurate, shall be signed by the Chair. The Minutes may be taken as read, provided that they have been circulated to all members.
66. No motion or discussion shall be allowed on the Minutes except as to their accuracy, and any objection on that ground must be made by motion.

67. The Minutes of every Committee shall be open for the inspection of any Governor during office hours.

### **Reports**

68. All acts and proceedings of and decisions taken by any Committee of the Governors shall be fully and promptly reported to the Governors. Any Committee or similar body reporting on any matter that falls within the terms of reference of another Committee shall afford such other Committee an opportunity of making a concurrent report.
69. Reports of Committees shall be presented by the Chair of the Committee, or in his or her absence by some other member of the Committee, who was present at the meeting of the Committee and who shall have been deputed by the Committee or shall be called upon by the Chair of the Governors to present the Report.

### **Sub-Committees**

70. Any Committee may appoint one or more Sub-Committees for any purpose within its terms of reference which in its opinion can be more usefully carried out by a Sub-Committee. A Sub-Committee may be appointed for such time and subject to such limitations as to report and otherwise as the Committee appointing it may from time to time think fit.
71. Every Sub-Committee, unless previously discharged, shall cease to exist at the same time as the Committee appointing it.

### **General Provisions for Committees**

72. Any two or more Committees may communicate or

confer together by mutual agreement as to any matter of joint interest.

73. No Committee shall, unless specially authorised by the Governors so to do, communicate with any outside person or authority except through the officer of the College duly authorised for the purpose, except that the Audit Committee shall have the right to consult directly with the internal and external auditors.

## **Vice-Master**

74. Statute 15 makes provision for the Governors to appoint the Vice-Master. The Vice-Master is nominated by the Academic Board and the rules for nomination are set out in the Standing Orders of the Academic Board.
75. The appointment of the Vice-Master is for three years, with the possibility of re-appointment, ending on 31 July.
76. The Vice- Master's duties include:
- 76.1 Deputising for the Master in his or her absence, including acting as Chair at meetings of which the Master is Chair.
  - 76.2 Carrying out the duties associated with one of the College's strategic portfolios (each of the others to be the responsibility of a Pro-Vice-Master).
  - 76.3 Membership of Committees with managerial functions.
  - 76.4 Chairing and membership of appropriate working groups.

77. The salary allowance for the post of Vice-Master is determined by the Remuneration Committee.

## **College Dean**

78. Statute 15 makes provision for the Governors to appoint the Dean. The Dean is nominated by the Academic Board and the rules for nomination are set out in the Standing Orders of the Academic Board.
79. The Dean's term of office is five years ending on 30 September or to the date of his or her final retirement, whichever is the shorter period. A Dean who has served for a term of office but who has not reached the date of his or her final retirement is eligible for re-appointment.
80. Candidates for appointment to Dean must be members of the College's academic staff and must demonstrate appropriate experience allowing proper fulfilment of the role. Such experience might include responsibility for pastoral matters, dispute resolution or giving advice to students or staff.
81. The College Dean has an ombudsman role and acts as a confidential and impartial advocate as required:
- for College staff in matters relating to their employment and progress in the College;
  - for College students in matters relating to their welfare in the College.
82. The Dean is responsible for advising, moderating and acting as an advocate for staff and students, providing advice on the proper procedures to be followed when problems arise and assisting in resolving complaints and disputes.

83. Under the Students' Union Code of Practice, complaints by students against the Students' Union are heard by a panel convened by the Dean in cases where the complaint has not been resolved by the Students' Union Council.
84. The Dean shall receive the papers of all major College Committees and shall have the right to attend their meetings if not a member and to give advice on matters concerned with the welfare of staff or students. The Dean shall not be a member of or attend any Staff Review Panels.
85. The Dean is expected to fulfil the role in parallel with his or her duties as a member of academic staff.
86. The salary allowance for the post of Dean is determined by the Remuneration Committee.



## **Procedures for Selection of Governors**

87. Under Statute 4, the rules of selection of College and Independent Governors are prescribed in Standing Orders.
88. The rules of selection of the Academic Board Governors are prescribed in the Standing Orders of the Academic Board.
89. The rules of selection of the Independent Governors are prescribed in the Standing Orders of the Nominations Committee.
90. The rules of selection of the Student Governors are prescribed in the Students' Union Constitution.
91. The rules of selection of the Academic Staff Governors, the non-teaching staff Governor and the former student Governor are prescribed in the Standing Orders of the Governors.

## **Returning Officer**

92. The Master is the Returning Officer for the elections of Academic Staff Governors and shall be assisted by the Registrar. The Clerk to the Governors is Returning Officer for the elections of non-teaching staff Governors and former student Governors. Any candidate in an election may nominate a scrutineer.

## **Academic Staff Governors**

93. Academic Staff Governors are elected by and from among the members of the Academic Staff other than Professors and Readers.

94. The membership of the electing body for the purposes of the conduct of the election shall be those (other than Professors or Readers) who hold appointments as members of the Academic Staff at the date of the notification under 95 below.
95. Notification of an election of an Academic Staff Governors shall be made by the Returning Officer as follows:
  - 95.1 In the case of the forthcoming expiration of the term of office of a Governor, notification shall be given not later than the second week of the Summer Term.
  - 95.2 In the case of a casual vacancy, notification shall be given at the earliest practicable date following receipt of the notice of a vacancy from the Clerk to the Governors.
96. Notification shall be by a notice sent by the Returning Officer to each member of the Academic Staff other than Professors and Readers, designated "Election of an Academic Staff Governor to serve from (date) upon the retirement of (name) of (School)/ to fill the casual vacancy arising from (cause, name and School) until (date)", calling for nominations to fill the vacancy to be submitted to him or her by a date twenty-one days later than the date of the notice. The notice shall state the name and Schools of the two continuing Governors and shall draw attention to any formal resolutions of the Academic Board on the desirability of maintaining a balance of subject representation. The notice shall also include a statement of the convention adopted by the Board whereby Faculty Deans are requested not to accept nomination for election as Governors and a reminder that the election of an Academic Staff Governor is in effect also the election of a member of

the Academic Board Executive Committee.

97. Nominations must be in writing, must be signed by the proposer, seconder and nominee and must state the vacancy to be filled.
98. If only one nomination is received, the Returning Officer shall declare the result forthwith by notice on the College Notice Board and shall report it to the next meetings of the Academic Board and the Governors. If the vacancy is contested, he or she shall without delay send to each candidate a list of candidates with the names of their proposers and seconds and shall notify them of his or her intention to conduct an election. Having taken note of any withdrawals, he or she shall as soon as possible conduct the election by postal ballot on the system of the single transferable vote. The poll shall remain open for seven days. In the event of a tie, the Returning Officer shall determine the election by the toss of a coin. He or she shall declare the result forthwith by notice on the College Notice Board and shall report it to the next meetings of the Academic Board and the Governors.
99. If by the due date the Returning Officer has received no response to his or her call for nominations made under paragraph 96 above, he or she shall issue a second call for nominations. If he or she receives no response to this second call, he or she shall declare the vacancy, which may be filled by any eligible person properly nominated and seconded unopposed. The result shall be reported to the next meetings of the Academic Board and the Governors. The end of the term of office of the person so elected shall be that specified in the first call for nominations.

## **Non-Teaching Staff Governor**

100. The non-teaching staff Governor is elected by and from among the members of the research and professional and support staff.
101. The membership of the electing body for the purposes of the conduct of the election shall be those who hold appointments as members of the research staff or the professional and support staff (including the professional and administrative, operational and facilities support and technical staff) at the date of the notification under 102 below.
102. Notification of an election of a non-teaching staff Governor shall be made by the Returning Officer as follows:
  - 102.1 In the case of the forthcoming expiration of the term of office of a Governor, notification shall be given not later than the second week of the Summer Term.
  - 102.2 In the case of a casual vacancy, notification shall be given at the earliest practicable date following notification of a vacancy.
103. Notification shall be by a notice sent by the Returning Officer to each member of the research staff and the professional and support staff, designated "Election of a non-teaching staff Governor to serve from (date) upon the retirement of (name) / to fill the casual vacancy arising from (cause, name) until (date)", calling for nominations to fill the vacancy to be submitted to him or her by a date twenty-one days later than the date of the notice.
104. Nominations must be in writing, must be signed by the

proposer, seconder and nominee and must state the vacancy to be filled.

105. If only one nomination is received, the Returning Officer shall declare the result forthwith by notice on the College Notice Board and shall report it to the next meeting of the Governors. If the vacancy is contested, he or she shall without delay send to each candidate a list of candidates with the names of their proposers and seconders and shall notify them of his or her intention to conduct an election. Having taken note of any withdrawals, he or she shall as soon as possible conduct the election by postal ballot on the system of the single transferable vote. The poll shall remain open for seven days. In the event of a tie, the Returning Officer shall determine the election by the toss of a coin. He or she shall declare the result forthwith by notice on the College Notice Board and shall report it to the next meeting of the Governors.
106. If by the due date the Returning Officer has received no response to his or her call for nominations made under paragraph 103 above, he or she shall issue a second call for nominations. If he or she receives no response to this second call, he or she shall declare the vacancy, which may be filled by any eligible person properly nominated and seconded unopposed. The result shall be reported to the next meeting of the Governors. The end of the term of office of the person so elected shall be that specified in the first call for nominations.

### **Former Student Governors**

107. The former student Governor is elected by and from among the Ordinary members of the Birkbeck Society, as defined in Statute 21.1.
108. Notification of an election of a former student

Governor shall be made by the Returning Officer as follows:

- 108.1 In the case of the forthcoming expiration of the term of office of a Governor, notification shall be given during the Spring Term.
- 108.2 In the case of a casual vacancy, notification shall be given at the earliest practicable date following notification of a vacancy.
- 109. Notification shall be by a notice sent by the Returning Officer to each Ordinary member of the Birkbeck Society, designated "Election of a former student Governor to serve from (date) upon the retirement of (name) / to fill the casual vacancy arising from (cause, name) until (date)", calling for nominations to fill the vacancy to be submitted to him or her by a date twenty-eight days later than the date of the notice.
- 110. Nominations must be in writing and must be signed by the proposer, seconder and nominee, all of whom must be ordinary members of the Birkbeck Society. The nominee shall not be a member of staff or a student.
- 111. If only one nomination is received, the Returning Officer shall declare the nominee elected and shall report the result as in 114 below.
- 112. If the vacancy is contested, the Returning Officer shall conduct the election by postal ballot on the system of the single transferable vote. The poll shall remain open for twenty-eight days. The election shall be held during the summer term or, in the case of a casual vacancy, as soon as practicable following the receipt of nominations.
- 113. The nominees will be informed when the count is to take place and may attend or appoint a scrutineer. In

the event of a tie, the Returning Officer shall determine the election by the toss of a coin.

114. The result of the election shall be posted on the College Notice Board, reported to the next meeting of the Governors and reported to members of the Birkbeck Society in the next newsletter.

# **Standing Orders for the Nominations Committee**

## **Terms of Reference**

1. The Nominations Committee makes recommendations to the Governors on the appointment of:
  - The President;
  - The Chair and Deputy Chair of Governors;
  - The Independent Governors;
  - The membership of the Finance and General Purposes Committee; the Audit Committee; the Remuneration Committee; and such other committees as the Governors may from time to time direct;
  - Fellows of the College;
  - Honorary Life Members of the College.
2. In making its recommendations the Committee shall have regard to:
  - the procedures and criteria for the appointment of Governors agreed by Governors in July 2007;
  - the procedures for the nomination and appointment of Fellows agreed by Governors in December 2000.

## **Scheme of Membership**

3. The Members of the Nominations Committee are:
  - The Chair of Governors;



- The Deputy Chair of Governors;
  - The Master;
  - Two Academic Governors;
  - A nominee of Birkbeck College Students' Union;
  - Three other independent Governors.
4. The Members are appointed annually by the governing body in the prior summer term.
  5. The Committee shall be chaired by an independent Governor.
  6. The quorum is four members, including at least one independent Governor.

# Procedures and criteria for the appointment of Governors

## I Selection of Governors

- 1.1 The Master and Vice-Master shall be Governors by reason of their appointments.
- 1.2 The Academic Staff Governors shall be selected by and from the Academic Staff in accordance with such rules of selection as the Governors shall determine in consultation with the Academic Board.
- 1.3 The Academic Board Governors shall be selected by and from the Academic Board in accordance with such rules of selection as the Academic Board shall determine.
- 1.4 The Non-teaching Staff Governor shall be selected by and from the members of the non-teaching staff of the College in accordance with such rules of selection as the Governors shall determine.
- 1.5 The Student Governors shall be selected by and from the Students in accordance with such rules of selection as the Governors shall determine.
- 1.6 The Former Student Governor shall be selected by and from amongst the members of the Birkbeck Society in accordance with such rules of selection as the Governors shall determine.
- 1.7 The Independent Governors shall be selected by the Nominations Committee in accordance with such rules of selection as the Governors shall determine in order to ensure:
  - a range and balance of skills and experience; and

- the involvement of the University of London and the Corporation of London.

## **2 Criteria for selection of independent Governors**

2.1 The Nominations Committee is responsible for selecting the eleven independent members of the governing body. In doing so, the Committee shall ensure that a balance of skills and experience is maintained among individual Governors sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence.

2.2 Skills and experience are especially important in the following areas:

- Finance;
- Social, Cultural and Community interests;
- Charities;
- Law;
- Business and Management;
- Property and buildings;
- Education.

2.3 The University of London, the City of London and the alumni of the College are significant in the affairs of the College. The Nominations Committee shall make recommendations for appointment of independent Governors in consultation with the City and the University where appropriate and shall also take account of the role played by the College's alumni when

considering the balance of skills and experience among the independent Governors.

2.4 The Nominations Committee shall ensure a breadth of skills among the independent Governors enabling them to fulfil the following roles:

- Chair and Deputy Chair of the governing body;
- Chair and members of the Finance and General Purposes Committee;
- Chair and members of the Audit Committee, at least one of whom should have a background in finance, accounting or auditing. No member may also be a member of the Finance and General Purposes Committee;
- Members of the Nominations Committee.

2.5 The Nominations Committee shall have regard to the need to ensure long term continuity in the balance of Governors' skills and experience and shall keep under review the full range of Governors' areas of expertise and terms of office.

2.6 The Nominations Committee shall have regard to the need to maintain diversity in the membership of the governing body.

### **3 Procedure for the selection of independent Governors**

3.1 The Nominations Committee shall meet annually in the summer term to consider nominations for the appointment of independent Governors and of co-opted expert members of Governors' Committees.

- 3.2 Recommendations should be consistent with the criteria for selection of independent Governors.
- 3.3 The governing body shall formally appoint independent Governors and co-opted expert members of Governors' Committees.
- 3.4 At its meeting, the Nominations Committee shall also consider the membership of the Governing Body as a whole, taking account of the need for succession planning and the areas of expertise and anticipated dates of retirement of all Governors. Anticipated vacancies for independent Governors should be noted in good time so that suitable nominees can be identified.

Approved by Governors 3 July 2007