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**ORDINANCES OF IMPERIAL COLLEGE OF
SCIENCE, TECHNOLOGY AND MEDICINE**

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1. **DEFINITIONS AND INTERPRETATION AND PROCEDURE FOR MAKING ORDINANCES AND REGULATIONS**

1.1 **Definition of Terms**

1.1.1 In these Ordinances, words shall have the same meaning as in the Charter and Statutes.

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

“Academic Regulations” means Regulations relating to academic matters;

“Accountable Officer” means the senior University officer designated as the 'Accountable Officer' by the Council under the terms and conditions for the receipt of OfS funding. The Accountable Officer is responsible to the governing body for ensuring compliance with the terms and conditions of OfS funding, for providing the OfS with clear assurances about compliance, and for fulfilling such other responsibilities for an 'Accountable Officer' as may be set out by the OfS from time to time. The Accountable Officer is normally the President

“Consuls” and Proconsuls” means the individuals appointed into such roles in accordance with Ordinance 9.3;

“Endowment” means the operational entity which undertakes the stewardship of University's endowment and its investment assets in order to deliver a regular flow of unfettered funds back to the University;

“Endowment Board” means a committee of the Council and the body to which the stewardship of the assets held within the Endowment is delegated by Council, the terms of reference which shall be prescribed by the Council from time to time;

“ex officio” means that in respect of an office holder, the individual shall remain in post by virtue of and for so long as they shall hold the position designated;

“Office for Students” means the regulator for higher education in England and any successor body;

“Regulations” means the University's regulations approved by Council (or under its delegated authority) which govern the proceedings of Council and its committees, the conduct of the University's activities and its relationship with Students and third parties, a list of which is set out in the Schedule to these Ordinances;

“Subsidiary Company” has the meaning ascribed by section 1159 of the Companies Act 2006, as amended, updated or replaced; and

“University Officers” means the officers prescribed by Statute 5 and designated in Ordinance 8.6.

1.2 **Interpretation**

1.2.1 Nothing in these Ordinances is intended to conflict with the Charter or Statutes. In the event of any such conflict, the provisions of the Charter and Statutes will apply.

- 1.2.2 Nothing in the Regulations is intended to conflict with these Ordinances. In the event of any such conflict, the provisions of these Ordinances will apply.
- 1.2.3 The Chair (if appropriate, after considering the opinion of the President, is responsible for ruling on any question of interpretation of these Ordinances or the Regulations
- 1.2.4 Except where the context otherwise requires, words importing the singular number shall include the plural number and vice versa.

1.3 **Procedure for making Ordinances and Regulations**

- 1.3.1 The Ordinances (and any Appendixes to the Ordinances) may be made, ratified, amended or revoked by the Council provided that the views of the Senate have been sought as appropriate on any proposal which, in the opinion of the President, is related to an academic or teaching matter.
- 1.3.2 Council may also make Regulations. The Council:
 - (a) shall delegate the making of Academic Regulations to the Senate; and
 - (b) may delegate the making of other Regulations to the Senate or such of its Committees or University Officers as it sees fit from time to time;with a record of such delegations held by the University Secretary.
- 1.3.3 The University Secretary shall maintain and publish the Regulations, as approved in accordance with Ordinance 1.3.2 from time to time. The University Secretary shall have authority to update the Schedule to these Ordinances (which contains a list of the Regulations) accordingly.

2. **MEMBERSHIP OF THE UNIVERSITY**

2.1 **Members of the University**

2.1.1 The following persons shall be Members of the University:

- (a) Members of the Council;
- (b) Members of Council Committees;
- (c) Members of the Court;
- (d) Members of University Advisory Boards;
- (e) The Fellows;
- (f) Persons awarded the Imperial College Medal or granted the status of Fellow of the University);
- (g) Persons granted an Honorary Degree;
- (h) Staff; and
- (i) Students.

2.1.2 In addition to those categories of person designated as Members of the University, the Council may grant membership of the University to such other persons or categories of persons as it shall think fit from time to time. Membership of the University shall not bestow on the Member any special rights or privileges.

3. **THE COUNCIL**

3.1 **Membership of the Council**

3.1.1 As required by the Office for Students, all Council Members shall meet the “fit and proper person” test for members of the governing body of a registered provider of higher education.

3.1.2 All Council Members shall declare any conflicts of interest which exist or may arise as soon as they occur and comply with the Conflicts of Interest Policy set out in the Regulations. At least once a year, each member shall be asked to review their declarations of interest. As part of this review, Council Members will be asked to:

- (a) re-confirm their declaration as a “fit and proper person”; and
- (b) re-confirm or declare any additional conflicts of interest.

3.2 **Appointment and election of Council Members**

3.2.1 **Ex officio members**

- (a) The President, the Provost, the Chief Operating Officer (or, if none appointed, the Chief Financial Officer) and the President of the Imperial College Union are members of the Council ex officio.
- (b) The four Ex Officio Staff Members shall be the Dean of each Faculty, ex officio.

3.2.2 **Independent Members of Council**

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

3.2.3 **Other Council Members**

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

3.3 **Terms of office of Appointed or Elected Council Members**

3.3.1 Staff Members shall be members of the Council for a term of no more than four years as prescribed by Regulations and shall be eligible for reappointment in accordance with such Regulations.

3.3.2 The additional Student Member shall be appointed for a term of one year or as otherwise prescribed by Regulations and shall be eligible for reappointment except that such Student Member shall not normally be appointed for more than four years.

3.3.3 Independent Members shall be appointed for a term of up to four years and shall be eligible for reappointment except that Independent Members shall not normally be appointed for more than nine years.

3.4 **Retirement of and removal of Council Members**

3.4.1 The Council may require any member of the Council, in addition to the circumstances in Statute 3(1)(f)(iii), to resign from membership where:

- (a) that person is determined by Council not to be fit and proper to act in such capacity by reference to the guidance issued from time to time by the Office for Students (or any successor regulator);

- (b) that person is absent from meetings of the Council for twelve consecutive calendar months;
- (c) that person becomes incapable by reason of mental or physical disorder (as determined by a written opinion of a registered medical professional) and remains so for more than three months;
- (d) that person is requested to resign in writing by Council for other good cause, against which the Council Member may make representations.

3.5 **Powers and Responsibilities of the Council**

3.5.1 The Council shall exercise all the powers of the University, as set out in Article 5 of the Charter.

3.5.2 The primary responsibilities of Council shall be to:

- (a) ensure the efficient management and good conduct of all aspects of the affairs of the University (including its finances and property);
- (b) set and approve the mission, strategic vision and values of the University;
- (c) agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of the University's stakeholders, especially staff, students and alumni;
- (d) safeguard the good name and values of the University;
- (e) appoint the President as the University's chief executive, and to put in place suitable arrangements for monitoring their performance;
- (f) delegate authority to the President, as chief executive, as advised by the University Management Board, for the academic, corporate, financial, estate and human resource management of the University. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the President;
- (g) ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest;
- (h) ensure that processes are in place for regular monitoring and evaluation of the performance and effectiveness of the University against its strategy, approved plans and key performance indicators, and that where possible and appropriate, these are benchmarked against other comparable institutions;
- (i) conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life;
- (j) be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate;
- (k) be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name. This

includes accountability for health, safety and security and for equality, diversity and inclusion;

- (l) act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University;
- (m) ensure that the University's Charter and Statutes are adhered to at all times, with appropriate advice available to enable this to happen;
- (n) be the employing authority for all staff in the University and to be responsible for establishing the University's human resources strategy;
- (o) establish processes to monitor and evaluate the performance and effectiveness of the Council itself;
- (p) appoint a University Secretary who shall act as clerk to the Council and ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability;
- (q) receive assurance that adequate provision has been made for the general welfare of students;
- (r) promote a culture which supports inclusivity and diversity across the University;
- (s) maintain and protect the principles of academic freedom and freedom of speech legislation; and
- (t) ensure that all students and staff have opportunities to engage with the governance and management of the institution.

3.6 **Delegation by Council**

Subject to Ordinance 3.7, the Council may delegate any of its powers to committees, University Officers, approved members of staff or third parties as it may think fit.

3.7 **Matters reserved to Council**

The Council has determined that the following matters may not be delegated:

- 3.7.1 the making, amendment or revocation of the Ordinances;
- 3.7.2 final approval of the University's Strategic Plan;
- 3.7.3 final approval of the University's Annual Budget;
- 3.7.4 final approval of the University's audited Annual Financial Statements;
- 3.7.5 final approval for any capital project with a total value of more than £30M;
- 3.7.6 final approval of purchases or disposals of assets, land or buildings exceeding £30M in value, other than Non-Core Assets (as defined in the Regulations) held within the Endowment;
- 3.7.7 final approval, prior to drawdown, of any borrowing facility exceeding £30M;
- 3.7.8 final approval of the University's Investment Policy;
- 3.7.9 the appointment of a Chancellor, if determined by Council to be appointed;
- 3.7.10 the appointment of the President;

- 3.7.11 the appointment of the Provost;
- 3.7.12 the designation of University Officers;
- 3.7.13 the appointment of the Chair of Council and of Council committees;
- 3.7.14 the appointment of a Deputy Chair of Council, if it sees fit to make such appointment;
- 3.7.15 the appointment of a Senior Independent Member of Council, if it sees fit to make such appointment;
- 3.7.16 the appointment of the University Secretary; and
- 3.7.17 the defining of the academic structure of the University, comprising departments, divisions, centres and other units which may be associated to form faculties, schools or other groupings within the University upon the recommendation of the President, after consultation with the Senate, as the Council may consider expedient.

4. CONDUCT OF BUSINESS AND DECISION MAKING

4.1 General

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

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

4.2 Committees of the Council

4.2.1 The Council shall have the following standing Committees:

- (a) Audit and Risk Committee;
- (b) Finance Committee;
- (c) Nominations Committee; and
- (d) Remuneration Committee.

4.2.2 The Council may establish such other Committees (including joint committees with Senate) as it shall think fit from time to time to discharge its responsibilities. As at the date of this Ordinance, such Committees shall include a Property Committee, Strategy Review Committee and the Endowment Board.

4.3 Application of these procedures

Ordinances 4.4 to 4.9 shall apply to the conduct of business of Council, its Committees and Senate, unless otherwise stated.

4.4 Quorum

4.4.1 The quorum for a meeting of the Council, as prescribed by Statute 3(2)(b), shall be 10, of which at least 6 shall be Independent Members of Council.

4.4.2 The quorum of the Senate shall, as prescribed in Ordinance 7.6.2, be one-third of the members of the Senate.

4.4.3 The quorum for a meeting of a Committee of Council, shall be 3, of which at least 1 shall be an Independent Member of Council.

4.5 Meetings

4.5.1 The chair of each Committee of the Council shall be appointed by the Council from amongst its Independent Members, on the recommendation of the Nominations Committee. The Chair of Council and each chair of a Committee (as applicable) shall act as chair of all meetings of the relevant body at which they are present. In the absence of the chair:

- (a) at a meeting of the Council, the Deputy Chair (if appointed) shall chair the meeting; and
- (b) at a meeting of a committee (or the Council in circumstances where a Deputy Chair has not been appointed), the members present at the meeting of the relevant body shall appoint another Independent Member to chair of the meeting.

4.5.2 Members shall declare any conflicts of interest which exist or may arise as soon as they occur and comply with the Conflicts of Interest Policy set out in the Regulations.

4.5.3 Notification of the date, time and venue of each meeting shall be sent to every member not less than seven days before each meeting. The agenda and papers for each meeting shall be shared with each member in advance of the meeting.

4.5.4 A special meeting may be convened by the chair of relevant body or by the University Secretary, if considered necessary to deal with a specific matter arising between scheduled meetings. The Secretary shall notify all members of the date, time and venue of any special meeting. No business shall be transacted at a special meeting except that for which it has been convened

4.5.5 On receipt of a written request signed by no fewer than one-third of the members of the relevant body the Secretary shall call a meeting to be held within a minimum of ten days and a maximum of 21 days from the date of receipt of the request by the Secretary..

4.6 **Attendance at Meetings.**

4.6.1 Only duly appointed members of the relevant body are entitled to attend its meetings unless approved by the chair of the meeting. Substitutes will not normally be permitted. In exceptional circumstances and with the prior agreement of the relevant Chair, a substitute may be permitted to attend a meeting. Substitutes or other attendees will not be permitted to vote and may only contribute to deliberations at a meeting when invited to do so by the chair of the relevant body.

4.6.2 The University Secretary (or designate) shall be in attendance at all meetings of Council and its Committees and Senate. The University Secretary shall be responsible for ensuring records of meetings are kept and approved by the Chair, as well as published as appropriate.

4.6.3 Any member who is absent from meetings of the relevant body for twelve consecutive calendar months shall cease to be a member of that body unless it decides otherwise.

4.7 **Decision making at meetings**

4.7.1 No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the chair of the meeting.

4.7.2 Voting at meetings shall normally be by show of hands of those present. The votes of the majority shall decide, save that in the case of decisions of the Council, a majority of the Independent Members present must also be in favour. When equal numbers of votes are cast, the chair of the meeting shall have a casting vote.

4.8 **Decision making outside of meetings**

Written resolutions

4.8.1 A resolution in writing signed by more than half of the members and a special resolution signed by three quarters or more of the members shall be as valid and effective as if it had been passed at a meeting duly convened and held.

- 4.8.2 Such a resolution may consist of several documents in the same form each signed by one or more of the members including signatures evidenced by email or other electronic means.
- 4.8.3 Any member who is prohibited by these Ordinances or Regulations from voting on the matter shall not be included when determining whether such resolution has been duly passed.
- 4.8.4 Resolutions made in writing, by email or other form of written electronic communication shall be reported to the next meeting of the relevant body.

Chair's Action

- 4.8.5 Pursuant to Article 10 of the Charter, at any time the Chair of Council shall have delegated powers to act on the Council's behalf between its scheduled meetings on:
- (a) items of routine business that would not normally merit discussion at a meeting of the Council; and
 - (b) matters relating to the implementation of policies that have already been approved by the Council

("Chair's Action")

- 4.8.6 The chairs of each Committee of Council and of Senate shall also have the authority to take Chair's Action.
- 4.8.7 In addition, where an issue arises which, in the view of the relevant chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the relevant body, the chair shall have delegated authority to take action on the relevant body's behalf. Such action may, at the discretion of the chair, take the form of:
- (a) calling a special meeting of the relevant body;
 - (b) consulting with and obtaining the approval of the members of the relevant body in writing; or
 - (c) taking Chair's Action.
- 4.8.8 In all cases, the chair will exercise great care before taking action on behalf of the relevant body and will consult with the University Secretary on the most appropriate course of action. Chair's Action on matters of importance will be taken only where delaying a decision would disadvantage the University.
- 4.8.9 Where the chair has exercised their delegated authority to act on behalf of the relevant body, a written report on the action taken will be made to the next scheduled meeting of the relevant body which shall give its formal endorsement or otherwise to the action.
- 4.8.10 In the chair's absence, the chair's powers in this Ordinance 4.8 shall apply to the deputy chair of the relevant body (where appointed).

4.9 Electronic Meetings

- 4.9.1 Any member may validly participate in a meeting through the medium of conference telephone, video or internet conferencing or such other electronic or virtual means in which they may communicate simultaneously with all other participants. A member so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote.

- 4.9.2 Where a meeting is attended by members through a combination of physical presence and electronic or virtual means, such a meeting shall be deemed to take place where the largest group of members participating is assembled.

5. **FINANCE**

- 5.1 This Ordinance applies to the conduct of all financial business of the University, including the Endowment, the Imperial College Union and all Subsidiary Companies. It applies irrespective of the source of funding.
- 5.2 Breach of this Ordinance may result in disciplinary action being taken against the person concerned under the terms of their employment contract with the University or any Subsidiary Company or, in the case of students, under the University Disciplinary Procedure.
- 5.3 This Ordinance is to be reviewed at least once every three years, and modified where necessary to reflect organisational or other changes within the University.
- 5.4 The Chief Operating Officer, is empowered by this Ordinance to devise Financial Regulations to ensure the efficient management and good conduct of the all the University's finances, including the Endowment and the University's subsidiary companies. In the event of conflict between this Ordinance and any such subordinate regulations this Ordinance shall prevail.

5.5 **FINANCIAL RESPONSIBILITY WITHIN THE UNIVERSITY**

- 5.5.1 The Council is responsible for ensuring that the University complies with the published assurance and accountability requirements of the OfS, and with its conditions of registration. As a minimum, the University must:
- (a) Be financially viable and financially sustainable;
 - (b) Have the necessary financial resources to provide and fully deliver the higher education courses as it has advertised and as it has contracted to deliver them;
 - (c) Have the necessary financial resources to continue to comply with all conditions of its registration;
 - (d) Ensure compliance with all of its conditions of registration and with the OfS's accounts direction;
 - (e) Nominate to the OfS a senior officer as the 'Accountable Officer' who has the responsibilities set out by the OfS for an accountable officer from time to time.
- 5.5.2 In order to discharge its duties, the Council delegates certain of its responsibilities to the following:
- (a) The Committees. The Committees of Council as prescribed in Ordinance 4.2.
 - (b) The President. The President is the academic and administrative head of the University. The President is normally the Accountable Officer for the purposes of the OfS's Regulatory Framework, and has final budgetary authority for the University's annual budget;
 - (c) The Provost. The Provost reports to the President, and is responsible for the delivery of the University's core mission: education, research and translation. Accordingly, the Provost has delegated budgetary authority for those aspects of the University directly responsible for the delivery of the core mission;
 - (d) The Chief Operating Officer. The Chief Operating Officer reports to the President, and has delegated authority and responsibility from the President for the oversight and management of the University's Finances;

which may delegate any powers or responsibilities granted to them subject to and in accordance with the provisions of the Regulations.

5.6 BORROWING AND SECURITY FOR BORROWING

- 5.6.1 The University is empowered to raise money by borrowing or by selling, converting, calling in, mortgaging or otherwise charging all or any part of the property of the University, subject to the restrictions which may be contained in any trust deed or other document.
- 5.6.2 Arrangements for exercising borrowing powers on behalf of the University shall be made only by the Chief Financial Officer. Subsidiary Companies are not permitted to borrow (except through group treasury management arrangements), without the approval of the Chief Operating Officer.
- 5.6.3 Council's approval must be obtained prior to establishing any new borrowing facility which exceeds the limit on delegation set out in Ordinance 3.7.

5.7 INDEMNITIES AND GUARANTEES

- 5.7.1 The power to give guarantees and indemnities in the University's name shall be exercisable only by the President, or by the Chairman of the Endowment Board with respect to Endowment assets, or those to whom they have delegated responsibility.
- 5.7.2 The prior approval of the Council must be obtained before any guarantee or indemnity is given which exceeds the limit for acquisition or disposal of assets which is set out in Ordinance 3.7, except that such approval shall not be required if external insurance has been effected to fully protect the University's exposure; or the guarantee or indemnity is given by one part of the University in favour of another, such that the overall exposure of the University is unaffected (e.g. parent company guarantees).
- 5.7.3 The Chief Operating Officer is responsible for maintaining a central record of all guarantees and indemnities given by the University.

5.8 PROJECT APPROVALS

- 5.8.1 Final approval for capital expenditure with a value exceeding £10m but less than £30M shall be delegated to the Finance Committee. The Finance Committee shall provide the Council with a report of the capital projects it has approved at the next scheduled meeting of the Council.
- 5.8.2 Final approval for all capital expenditure with a value exceeding £30M will be retained by the Council, and cannot be delegated, except by resolution of the Council. All capital projects with a value exceeding £30M must be reviewed by the Finance Committee before being submitted to the Council for final approval.
- 5.8.3 For those projects with a total cost in excess of £10M which have been formally approved by the Council or by the Finance Committee as appropriate, the President shall have delegated authority to approve subsequent variations to the total cost of the project, provided that the variation does not exceed 10% of the total project cost (regardless of whether this variation is the result of a single increase or of the aggregation of two or more smaller increases).

5.9 PURCHASE AND DISPOSAL OF ASSETS

- 5.9.1 Final approval for the purchase or disposal of assets, land or buildings with a value exceeding £10m but less than £30M shall be delegated to the Finance Committee. The Finance Committee shall provide the Council with a report of any asset disposals it has approved at the next scheduled meeting of the Council.
- 5.9.2 Final approval for the purchase or disposal of assets, land or buildings with a value exceeding £30M will be retained by the Council (save in respect of Non-Core Assets held within the Endowment, the purchase and disposal of which may be approved by the Endowment Board), and cannot be delegated, except by resolution of the Council. All proposed asset disposals

with a value exceeding £30M must be reviewed by the Finance Committee before being submitted to the Council for final approval.

5.10 **CONFIDENTIALITY OF FINANCIAL INFORMATION**

Other than the University's published Annual Report and Accounts, all financial information and records are potentially commercially sensitive and confidential and should not be disclosed to third parties without the consent of the University Secretary.

6. **THE COURT**

6.1 **Powers and Functions of the Court**

6.1.1 The University's Court brings together key stakeholders, including alumni and local institutions.

6.1.2 The powers and functions of the Court are:

- (a) to receive an annual report on the working of the University from the President;
- (b) to discuss the University Strategy and its implementation and other matters relating to the University; and
- (c) to make representations for the appointment of a Visitor, if appropriate in accordance with the Charter.

6.2 **Membership of the Court**

The Court shall consist of the following persons:

6.2.1 **The Chair**

- (a) The Chair of the Council, ex officio.

6.2.2 **Council Members**

- (a) One current or former Member of the Council, if appointed by the Council.

6.2.3 **Ex officio Members**

- (a) The President, ex officio.
- (b) The Provost, ex officio.
- (c) The Chief Operating Officer, ex officio.
- (d) The University Secretary, ex officio.
- (e) The Vice-President (Advancement), ex officio.
- (f) The President of the Imperial College Union, ex officio.

6.2.4 **Alumni Members**

- (a) Up to 8 members of the alumni who have recently graduated from the University, appointed by the University Management Board.
- (b) Up to 8 members of the alumni who graduated from the University more than 20 years ago, appointed by the University Management Board.

6.2.5 **Local Members**

Members shall be nominated by significant organisations in the neighbourhood of the University's campuses ("**the Nominating Bodies**"). The list of Nominating Bodies shall be approved by Council and updated from time to time. Nominees should normally be a senior member of the Staff or of the governing body of the Nominating body with an understanding of the University's relationship with that body.

6.2.6 Clerk to the Court

The Clerk to the Court shall be designated by the University Secretary.

6.3 Terms of Office of the Members of the Court

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

6.4 Retirement of and removal of Court Members

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

6.4.2 Nominated members shall cease to be members of the Court if they cease to hold a senior position at the Nominating Body, or if the Nominating Body withdraws its support for its nominee.

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

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

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

6.5 Meetings of the Court

6.5.1 There shall be a meeting of the Court at least once a year as may be determined by the Council to discharge the powers and functions prescribed by this Ordinance.

6.5.2 Additional meetings of the Court may be called as required by the Chair or at the written request to the Clerk to the Court of no fewer than one third of the members of the Court.

6.5.3 The Court shall be deemed to be quorate when at least 10 members are present.

7. THE SENATE

7.1 Powers and Functions of the Senate

- 7.1.1 The Senate is the principal body responsible to the Council for the academic work of the University and shall take such measures as shall appear to it to be best calculated to promote the educational work of the University and for the regulation, quality assurance and superintendence of the education and discipline of the Students and the handling of complaints.
- 7.1.2 The Senate shall report at least annually to the Council to provide assurance on the discharge of its responsibilities and the effectiveness of its governance arrangements.
- 7.1.3 The Senate has delegated authority from the Council to make such Academic Regulations as are necessary to fulfil its responsibilities under Ordinance 7.1.1.

7.2 Delegation of powers of the Senate

- 7.2.1 The Senate can delegate any of its functions, powers and duties other than its power to make Academic Regulations.
- 7.2.2 The Senate may establish Education Committees in Engineering, Natural Sciences, Medicine, and in the Imperial College Business School, and such other committees with such terms of reference as it deems appropriate.

7.3 Membership of the Senate

The Senate shall consist of the following persons, namely:

7.3.1 Ex Officio Members

- (a) The Provost (Chair).
- (b) The Associate Provost.
- (c) The Vice-Provost for Education.
- (d) The Deans of the Faculties and of the Imperial College Business School.
- (e) The Director of the Graduate School.
- (f) The Deputy Director of the Graduate School.
- (g) The Chairs of the Faculty Education Committees.
- (h) The Senior Consul.
- (i) The Director of Student Services.
- (j) The Director of Student Recruitment and Outreach.

7.3.2 Appointed Members

- (a) One Head of Department from each of the Faculties of Engineering, Natural Sciences and Medicine, and of the Imperial College Business School, appointed by and from among their number.
- (b) Three representatives appointed by the Imperial College Union, to include the Deputy President (Education) and the President of the Graduate Students' Union.

7.3.3 **Elected Members**

- (a) Four members of academic Staff, one from each of the Faculties of Engineering, Natural Sciences and Medicine and from the Imperial College Business School, elected by and from among the academic Staff.
- (b) Four members of the non-professorial academic Staff, one from each of the Faculties of Engineering, Natural Sciences and Medicine and from the Imperial College Business School, elected by and from among the academic Staff.

7.3.4 **The Chair and the Deputy Chair**

- (a) The Chair of the Senate shall be the Provost.
- (b) The Deputy Chair of the Senate shall be the Vice-Provost for Education and will preside over meetings of the Senate when the Provost is unable to do so.

7.4 **Appointment, Election and removal of members of the Senate**

The procedures for the appointment, election and removal of the members of the Senate and the filling of casual vacancies in its membership shall be prescribed in Regulations.

7.5 **Terms of office of Senate Members**

- 7.5.1 Appointed and elected members shall be appointed or elected for a period of three years and shall be eligible for re-appointment, co-option or re-election except that members shall not normally serve for more than three consecutive terms of three years.
- 7.5.2 Periods of office of appointed or elected members shall commence on 1 October or as otherwise prescribed by Regulations.

7.6 **Meetings of the Senate**

- 7.6.1 The Senate shall meet at least three times during the academic year. One meeting shall normally be held in each term. Additional meetings shall be called as required by the Chair of Senate or at the written request of no fewer than one-third of the members.
- 7.6.2 The Senate shall be deemed to be quorate when one-third of the members are present.

8. **OFFICERS OF THE UNIVERSITY**

8.1 In accordance with Statute 5, the President, the Provost, the Chief Operating Officer, the University Secretary and the individuals designated by Council in accordance with Ordinance 8.6 are each officers of the University ("**University Officers**").

8.2 **Appointment of the President**

8.2.1 In accordance with Article 15 of the Charter, the President is appointed by the Council to be the chief academic and administrative officer of the University.

8.2.2 On any vacancy in the office of President or notice being provided by the President to leave office, the University Secretary shall arrange for the appointment of a Search Committee for the appointment of the President whose duty it shall be to recommend to the Council the appointment of a President.

8.2.3 The Search Committee shall be appointed by the Council on the recommendation of the Nominations Committee. The Search Committee shall have such membership, secretary and terms of reference as may be determined by the Council upon its establishment.

8.2.4 The Search Committee shall advise the Council on the period, terms and conditions on which any President to be appointed shall serve, excluding matters within the remit of the Remuneration Committee.

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

8.3 **Duties and Responsibilities of the President**

The President is responsible to the Council for:

8.3.1 Providing the leadership necessary to ensure that the objects of the University are fulfilled;

8.3.2 Ensuring that the highest standards of excellence in teaching and research are promoted throughout the University;

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

8.3.4 Promoting the University's international and national standing and its position as a global university in London, representing its interests, and developing and maintaining relationships with alumni and governments and business, and promoting development activities that contribute to securing the University's future;

8.3.5 Influencing, both directly and in conjunction with other bodies, the development of government and others' policies in relation to higher education and research and their translation to the economy, healthcare and society in general;

8.3.6 Maintaining and promoting the efficient and proper leadership of the University, including working with and empowering the Provost and other members of the University's senior management team, to be responsible for the general operation of the University and the proper stewardship of its resources, and communicating effectively with the University community; and

8.3.7 Ensuring that Council decisions are implemented and discharging such other duties as may be determined by the Council from time to time.

8.4 **Appointment of the Provost**

The Provost is appointed by the Council, on the recommendation of the President in accordance with Statute 5(2). The Provost shall hold office for such period and on such terms and conditions as may be determined by Council from time to time.

8.5 **Duties and Responsibilities of the Provost**

The Provost, shall have such responsibility to the President as set out in Statute 5(2) and, in particular, for:

- 8.5.1 Maintaining and promoting the efficient and proper leadership of the University, including responsibility for proposing and monitoring budgets, agreeing financial, staffing and organisational plans, for holding organisational units to account for delivery of their plans, for initiating and monitoring the success of projects, and generally for ensuring the good, safe, healthy, effective and efficient running of the University;
- 8.5.2 Ensuring, through the Faculties, that the standard and quality of the academic programme of the University is maintained and enhanced;
- 8.5.3 Promoting academic initiatives across the University, working with the members of the University's senior management team responsible for education, research and enterprise;
- 8.5.4 Ensuring, with the Chief Operating Officer, that the standard, quality and efficiency of the support services of the University is maintained and enhanced;
- 8.5.5 Together with the relevant University Officers, enhancing academic performance and ensuring that the selection, appointment and promotion of academic staff are undertaken fairly and openly;
- 8.5.6 With others, as determined by the President, ensuring the optimum distribution of resources in support of the University's objectives to the major constituent parts of the University;
- 8.5.7 Ensuring, as advised by University Officers, that the University complies with relevant legislation and regulation; and
- 8.5.8 Deputising for the President when required and undertaking such other duties as the President may determine from time to time.

8.6 **Complaints about the conduct of the President or the Provost**

Any complaints about the conduct of either the President or the Provost shall be handled in accordance with the policy determined by Council from time to time and prescribed in the Regulations.

8.7 **Designation of other officers of the University**

- 8.7.1 In accordance with Statute 5(5), the President may recommend to the Council any other senior academic or non-academic member of Staff to be designated as an officer of the University (a "**University Officer**").
- 8.7.2 Any person designated as a University Officer by the Council shall only retain that title for so long as they hold the appointment in which they were initially so designated or until the Council withdraws the designation.
- 8.7.3 The other University Officers, designated by the Council as such, shall be set out in the Regulations.

9. **STAFF**

9.1 **General**

The University shall have in place procedures governing its Staff relating to performance, sickness absence and ill health, grievance, disciplinary and appeals.

9.2 **Academic Staff**

Procedures governing the discipline, grievances and dismissal of academic staff employed by the University are set out in the Appendix to these Ordinances; for these purposes “academic staff” means those members of staff who have successfully completed any relevant probationary period and who have the title of Professor, Reader, Senior Lecturer or Lecturer at the University, or who are appointed to a post designated by the Council as a post on the academic staff of the University.

9.3 **College Consuls and Proconsuls**

College Consuls and Proconsuls shall be elected in accordance with the Regulations. The duties and responsibilities of the College Consuls and Proconsuls shall be prescribed in the Regulations.

10. **STUDENTS' UNION**

The Imperial College Union shall be independent of the University but shall be subject to scrutiny by the University as required by Section 22 of the Education Act 1994 ("**the Act**"). The University shall set out in a Code of Practice details of the arrangements made to secure compliance with the Act.

11. **AWARD OF DEGREES AND AWARDS**

11.1 **Conferral and Revocation of Awards**

11.1.1 The Senate shall establish regulations to confer and/or revoke any degree, diploma, certificate, or other award, qualification, prize or distinction of the University and all privileges connected therewith.

11.1.2 Under the delegated authority of the Council the Senate may (save as prescribed in Ordinances 11.2, 11.3 and 11.4):

- (a) confer any degree, diploma, certificate or other award, qualification or distinction granted by the University and all privileges connected therewith; and/or
- (b) revoke any degree, diploma, certificate or other award, qualification or distinction granted by the University and all privileges connected therewith

in accordance with regulations which it has established pursuant to Ordinance 11.1.1.

11.2 **Honorary degrees**

11.2.1 The Council may confer any degree of the University honoris causa ("**Honorary Degrees**") on persons of conspicuous merit who have achieved the highest national or international prominence in fields which are highly valued by the University.

11.2.2 Although the University welcomes the support provided to the University by philanthropic donations, it does not and will not confer honorary degrees of the University in return for such donations. For this reason, a person who has made a philanthropic donation to the University may only be considered for the award of an honorary degree if they satisfy the stringent criteria for these awards set out above.

11.2.3 An honorary degree shall not, save in exceptional circumstances, be conferred in absentia.

11.2.4 An honorary degree shall not be conferred posthumously. However, where the Council has formally resolved to confer an honorary degree on a person, and the death of that person occurs before the conferment takes place, the honorary degree shall be deemed to have been conferred on the day preceding the date of death.

11.2.5 An honorary degree conferred by the University shall be cited in the following form:

Title of degree (Imperial College London) honoris causa, e.g. DSc (Imperial College London) honoris causa.

11.2.6 The Council shall prescribe the form of the diploma for those upon whom an honorary degree has been conferred and shall determine the procedures for inviting and considering nominations and the arrangements for conferring the degrees. It may also develop the criteria for the conferment of honorary degrees more fully, if it sees fit.

11.2.7 The Higher Doctorates that may be awarded are as follows:

Doctor of Literature (DLit)

Doctor of Literature (Education) (DLit(Ed))

Doctor of Science (DSc)

Doctor of Science (Economics) (DSc(Econ))

Doctor of Science (Engineering) (DSc(Eng))

Doctor of Science (Medicine) (DSc(Med))

11.3 **Imperial College Medal**

The Imperial College Medal may be awarded by the Council to such persons or organisations, whether Members of the University or not, who have, in the opinion of Council, rendered exceptional service to the University or having otherwise acted over a period of time to enhance its reputation, mission and/or objectives.

11.4 **Revocation of honorary awards**

Degrees and other distinctions conferred honoris causa may be revoked by Council, where it would, in Council's opinion, be reasonable to do so.

12. **THE EXECUTION OF DOCUMENTS BY THE UNIVERSITY**

12.1 **Documents to be executed by deed and use of the Common Seal**

- 12.1.1 Deeds shall be executed by the University by affixing the Common Seal of the University in accordance with this Ordinance 12.
- 12.1.2 The Common Seal shall otherwise only be affixed to documents other than deeds where this is by accepted custom and usage, as authorised by the University Secretary. A document approved by the University for execution as a deed must:
- (a) make it clear on its face that it is intended to be a deed; and
 - (b) have the Common Seal affixed in accordance with this Ordinance.
- 12.1.3 Every document to be executed as a deed, in order to comply with the provisions of Section 74 of the Law of Property Act 1925, shall have the Common Seal affixed in the presence of at least one Member of Council and any one of the following:
- (a) A Member of the Council;
 - (b) The University Secretary or their deputy; or
 - (c) One of the University Officers.
- 12.1.4 The signatories under Ordinance 12.1.3 above, by their signatures, confirm the authenticity of the seal, that they have seen the authority of the Council for the execution of the document by deed and that the Common Seal was affixed in their presence.
- 12.1.5 The University Secretary shall:
- (a) be responsible to the Council for the security of the Common Seal; and
 - (b) keep a Sealing Register, in which shall be entered the date of each occasion on which the Common Seal of the University is affixed, the nature of the instrument and the names of the members of the Council or other University Officers who sign the instrument.

12.2 **Contracts made other than by Deed**

- 12.2.1 Contracts made by or on behalf of the University (other than by deed), shall be validly made and binding on the University if signed on behalf of the University (including by way of electronic signature) in accordance with any delegation of authority approved by the Council generally (as may be specified in the University's Regulations, policies or in a schedule of delegation) or in respect of a particular transaction. Such contracts may be varied or discharged under the same authority.

SCHEDULE TO THE ORDINANCES

LIST OF REGULATIONS

Regulation Number	Regulation Title
1.	Nomination, Election and Co-Option of Members of The Council
2.	Confidentiality and the Declaration of Members' Interests
3.	Membership and Meetings of the Senate
4.	Terms Of Reference for Committees of The Council
4.1	Audit Committee
4.2	Finance Committee
4.3	Nominations Committee
4.4	Remuneration Committee
4.5	Property Committee
4.6	The Endowment Board
5.	Senior Management Boards
6.	Financial Matters
7.	Statutory and Contextual Material
8.	Policy and Response Plan for the Treatment of Fraud, Bribery, Corruption & Irregularities (includes Fraud Response Plan)
9.	Public Interest Disclosure (Whistleblowing) Policy
10.	Procedure for the Identification and Transfer of Non-Core Assets
11.	Appointment of The President
12.	Officers of The College
13.	Complaints against The President and Provost
14.	Professors, Readers and Teachers
15.	The Definition, Election and Responsibilities of College Consuls And Proconsuls
16.	Degrees and other Awards granted by the University
17.	Students of the College
18.	Student Disciplinary Procedure
19.	Student Complaints Procedure

20.	Students' Union Code of Practice
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APPENDIX TO THE ORDINANCES

DISCIPLINE, GRIEVANCE AND DISMISSAL PROCEDURES FOR ACADEMIC STAFF

PART 1

GENERAL

1. APPLICATION

1.1 This Appendix applies to the following:

- 1.1.1 the members of the academic staff (except, in relation to the application of Part 2, for those excluded from Part 2 by Clause 5.1 below;
- 1.1.2 such other members of staff or categories of staff of the University as are brought within its scope by the Council;

and “**member(s) of staff**” in this Appendix means those members of the staff referred to in Ordinance 9.2 above.

1.2 This Appendix will override any provision in any contract, term or condition of employment which is inconsistent with this Appendix, whether dated before or after the commencement of this Appendix, but:

- 1.2.1 it shall not affect the validity of any settlement agreement under section 203 of the Employment Rights Act 1996, or any similar waiver or agreement permitted by law; and
- 1.2.2 it shall not preclude any member of staff deciding or agreeing to terminate employment with the University, whether by voluntary severance, early retirement or otherwise, on whatever terms have been agreed.
- 1.2.3 Part 2 to Part 5 of this Appendix shall not apply to removal from an appointment as Vice-President, Vice-Provost, Associate Provost, Dean, Vice Dean, Deputy Dean, Consul, Head of Department, or such other posts as have been designated by the Council, to which a member of staff has been elected or appointed and which is distinct from that individual’s substantive post, where dismissal from the substantive post is not contemplated, but the Council shall by Regulation prescribe a procedure for handling such removals prior to the prescribed or normal termination date, which shall include a right to make representations to the person exercising the power of removal and a right of appeal to an appeal panel constituted in accordance with Clause 4.1 below.

1.3 This Appendix shall not apply to the President or the Provost, except for Part 3, which shall, unless the Council, with the President’s concurrence, resolves otherwise, apply to the President or Provost in post at the time it comes into effect, with such modifications and adaptations as the Council, with the President’s concurrence, shall prescribe, but it shall not apply to any later President or Provost, even if also the holder of an academic post.

2. GENERAL PRINCIPLES OF CONSTRUCTION AND APPLICATION

2.1 This Appendix and any Regulations made under it shall be applied and construed in every case to give effect to the following guiding principles:

- 2.1.1 that the University applies academic freedom as broadly defined in Sections VI and VII of Recommendation concerning the Status of Higher Education Teaching Personnel adopted

by the General Conference of the United Nations Educational, Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997. This freedom includes:

- (a) 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) freedom to carry out and publish research work without any interference, subject to accepted professional principles including professional responsibility and subject to national and international recognised professional principles of intellectual rigour, scientific inquiry and research ethics;
- (c) freedom to teach without any interference, subject to accepted professional principles including professional responsibility and intellectual rigour with regard to standards and methods of teaching.

2.1.2 to enable the University to provide education, promote learning and engage in research efficiently and economically; and

2.1.3 to apply the principles of justice and fairness.

2.2 Where, in any proceedings under this Appendix, a member of staff invokes sub-clause 1.1, that claim shall be considered by the person or persons dealing with the matter and, if it is found that any action has been taken against the member of staff because that member of staff questioned or tested received wisdom or put forward new ideas or controversial opinions, the person or persons dealing with the matter shall cancel that action and it shall be treated as invalid. In the event that a member of staff appeals a disciplinary warning on the grounds of sub-clause 1.1 then the appeal against the warning and the review of the academic freedom complaint will be considered by the person dealing with the matter assisted by two senior members of academic staff, none of whom shall previously have had any involvement with the case.

2.3 Where there is any issue as to the meaning of “academic freedom” in any proceedings under Part 2, Part 3, Part 4, Part 5, Part 6 and Part 7 of this Appendix, regard shall be had to Sections VI and VII of the Recommendation concerning the Status of Higher-Education Teaching Personnel adopted by the General Conference of the United Nations Educational, Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997.

2.4 Any reference in this Appendix to a provision in an Act of Parliament or to a Code of Practice shall be taken to be a reference to that provision as it may have been amended, superseded or re-enacted from time to time.

2.5 In interpreting or construing any provision in this Appendix, regard shall be had to the Notes on Clauses on the Draft Revised Model Statute issued by the Universities and Colleges Employers Association (2002), so far as the provisions of the Draft Revised Model Statute have been adopted in this Appendix.

2.6 All procedures within the Regulations will be conducted in line with the requirements of this Appendix.

3. **DISMISSAL**

3.1 For the purpose of this Appendix and, subject to Clause 3.3 below, “**dismissal**” shall have the same meaning as in section 95 of the Employment Rights Act 1996.

3.2 A member of staff may be dismissed if that dismissal is for a reason set out in section 98 of the Employment Rights Act 1996.

3.2.1 a dismissal by reason of redundancy shall be handled in accordance with Part 2;

3.2.2 a dismissal for disciplinary reasons shall be handled in accordance with Part 3;

- 3.2.3 a dismissal on health grounds shall be handled in accordance with Part 4;
- 3.2.4 a dismissal on capability grounds shall be handled in accordance with Part 5; and
- 3.2.5 a dismissal on any other grounds shall be handled in accordance with Part 6.

3.3 Clause 3.2 above shall not apply to the termination of a limited term contract (within the meaning of section 235 of the Employment Rights Act 1996) by the passage of time, or otherwise in accordance with the terms under which that contract comes to an end, without an offer to renew the contract, but any decision by the University not to offer renewal of such a contract, whether on the ground of redundancy or otherwise, shall be handled in accordance with Part 5.

4. HEARING, APPEAL AND GRIEVANCE PANELS

- 4.1 Any panel established pursuant to Clauses 1.3, 8.1, 14.2, or 17.2 of this Appendix shall consist of three persons, none of whom shall previously have had any involvement with the case. The three-person panel shall include one lay member of Council, one College Consul and one drawn from a list agreed from time to time by the Council. If no College Consul is eligible and willing to serve, or if the panel is an appeal panel within Clause 1.3 above considering the position of a College Consul, then two persons will be drawn from the list agreed by Council.
- 4.2 An appeal against a disciplinary warning on the grounds of academic freedom as defined in Clause 2.1.1 will be considered by a panel of three persons, none of whom shall previously have had any involvement with the case.
- 4.3 Where a hearing is convened under Part 2, Part 3, Part 4 or Part 5, and dismissal is a potential outcome, the hearing shall include provision for the person considering the case to be assisted in their deliberations by a senior member of the academic staff with no previous involvement in the case.
- 4.4 Regulations may provide for any relevant National Health Service or other relevant body to be represented on any panel established under this Appendix to deal with a member of staff falling within Clause 18.1 below and for the panel to be enlarged for this purpose. Such provision is not intended to provide for a concurrent decision on the matter by the relevant body.
- 4.5 At any hearing the member of staff shall be entitled to be represented or assisted by another member of staff or a trade union representative, or by such other person as may be permitted by Regulations.
- 4.6 Any panel within Clause 4.1 shall give its decision in writing, which shall be provided to the member of staff and reported to the Chair of the Council. The Chair will report decisions to Council.

PART 2

REDUNDANCY

5. APPLICATION

- 5.1 The power to dismiss, and the procedures prescribed, under this Part shall apply to all staff to whom this Appendix applies, provided that in its application to those staff defined in sub-sections (3) to (6) of section 204 of the Education Reform Act 1988 [staff appointed prior to, and not promoted after, 20 November 1987], the power to dismiss shall be subject to such limitations (if any) on the power to dismiss for redundancy as applied to the member of staff concerned prior to the introduction of the Statute made by the University Commissioners in the exercise of their powers under sections 203 and 204 of the Education Reform Act 1988.
- 5.2 The provisions under this Part shall be subject to Council approval as set out in the Regulations on the dismissal of members of staff by reason of redundancy.
- 5.3 This Part shall not apply to the non-renewal of a limited term contract (within the meaning of section 235 of the Employment Rights Act 1996), which shall be dealt with under Clause 19 below.

6. **DEFINITION OF “REDUNDANCY”**

Subject to Clause 5.2 above, dismissal by reason of redundancy has the same meaning, for the purpose of this Part and clause 16, as in section 139 of the Employment Rights Act 1996.

7. **PROCEDURE FOR DISMISSAL BY REASON OF REDUNDANCY**

7.1 The Council shall by Regulations prescribe the procedures for dismissing members of staff on grounds of redundancy, which shall include the following:

7.1.1 a preliminary stage involving consultation with appropriate representatives in accordance with, and if and to the extent required by, section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 or, in those cases where such consultation is not so required, discussion with the staff concerned, or in appropriate cases both such consultation and individual discussions;

7.1.2 a procedure which is fair, and which allows each staff member whom the University proposes to dismiss for redundancy, having been informed of the selection criteria to be employed, to make written and oral representations on their behalf to the person or body authorised under the procedure to take a decision to dismiss, under a procedure which complies with any relevant and binding codes or guidance issued by ACAS;

7.1.3 provision for informing any member of staff dismissed under this Part of the reasons for the dismissal and, where selection has taken place, why they were selected;

7.1.4 provision authorising the Provost or other person authorised by the Provost to dismiss any member of staff selected for dismissal under this Part and requiring reports of dismissals to be submitted to the Council; and

7.1.5 for the person responsible for the selection decision to be assisted in their deliberations by a senior member of the academic staff.

7.2 The procedures following the preliminary stage may be used at any particular time only after the Council has first determined that the circumstances are such that the procedures should be instituted. The Regulation should make provision for the Council to review the redundancy proposal after or during the consultation period, if they wish to do so.

8. **APPEAL AGAINST DISMISSAL BY REASON OF REDUNDANCY**

8.1 The Regulations shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS.

8.2 The panel shall be entitled to review all aspects of the matter other than the Council's determination under Clause 7.2 above.

8.3 The panel shall have the power to reach a final decision on the matter or to remit the matter for further consideration by the person or body whose decision is being appealed.

PART 3

DISCIPLINARY PROCEDURES

9. **GROUND FOR DISCIPLINARY ACTION**

Disciplinary action under this Part may be taken, and where found to be appropriate a penalty imposed, in respect of such conduct as may be designated as misconduct under, or found to constitute misconduct in accordance with, the Disciplinary Procedures set out in the Annexes to the Appendix.

10. **DISCIPLINARY PROCEDURES**

The Council shall adopt a disciplinary procedure for members of staff in the form of a Disciplinary Regulation, which shall provide:

- 10.1.1 for less serious matters to be dealt with either informally, or formally by warnings following a fair and appropriate procedure, and for a member of staff to be able to appeal against the imposition of a formal warning to a person designated by the Provost; or a panel if Clause 2.1.1 of Part 1 is invoked;
- 10.1.2 for dealing with more serious matters, which shall include provisions for the following:
- 10.1.3 fair and reasonable time limits for each stage;
- 10.1.4 investigating complaints and dismissing those found to be without substance;
- 10.1.5 suspension, on full pay, by the Provost or their authorised delegate pending an investigation or hearing where this is necessary;
- 10.1.6 a hearing by a person appointed for the purpose of such hearing, or for hearing disciplinary cases generally or within a particular category, by the Provost, who shall normally be a Faculty Dean or authorised nominee of such Faculty Dean, and the procedure for which shall be specified, and shall in any event comply with the requirements of any relevant and binding codes or guidance issued by ACAS;
- 10.1.7 the person hearing the case may be assisted in their deliberations by a senior member of the academic staff, where dismissal is a potential outcome of the hearing;
- 10.1.8 designating an allegation against a member of staff as constituting “gross misconduct” such as, if established, to merit summary dismissal without notice; and
- 10.1.9 a right to appeal against the finding of, or penalty imposed by, the person or persons conducting the hearing, including a finding under Clause 10.1.8 above. An appeal shall comply with the requirements for an appeal prescribed by any relevant and binding codes or guidance issued by ACAS, but shall not take the form of a re-hearing of the evidence, and witnesses may be called where appropriate.

CODE OF PRACTICE

In drawing up the procedures, and in any regulations made or action taken hereunder, the University shall have regard to any relevant and binding codes or guidance issued by the Advisory Conciliation and Arbitration Service (ACAS).

11. **DISMISSAL**

- 11.1 The Director of Human Resources or other designated officer shall give effect to a decision that a member of staff should be dismissed:
 - 11.1.1 where the person conducting the disciplinary hearing has designated the conduct as “gross misconduct” such as to merit summary dismissal pursuant to clause 10.1.8 the Director of Human Resources or designated officer shall forthwith dismiss the member of staff and issue the notice of dismissal;
 - 11.1.2 in all other cases, the Director of Human Resources or designated officer shall issue the notice of dismissal or dismiss together with payment in lieu of notice.
- 11.2 Any dismissal or notice of dismissal shall be cancelled, withdrawn or modified if an appeal panel decides that the member of staff should not be dismissed or should only be dismissed with notice.

- 11.3 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS.

12. **RELATIONSHIP WITH PART 4**

The Regulations shall make provision for dealing with a case in progress under this Part where it emerges that the member of staff's conduct or performance may have been wholly or partly attributable to a medical condition, but any proceedings under this Part shall be valid even if they could have been brought under Part 4, and a member of staff may, subject to the Equality Act 2010, be subject to penalty, including dismissal, under this Part notwithstanding the fact that their conduct may have been wholly or partly attributable to a medical condition.

13. **CLINICAL STAFF**

Action under this Part or under Part 4 may be taken against a member of staff falling within Clause 18.1 below in respect of conduct or incapacity arising in connection with that member of staff's clinical work or activities as if the work or the activities were performed in and for the University.

PART 4

INCAPACITY ON HEALTH GROUNDS

14. **DISMISSAL ON HEALTH GROUNDS**

- 14.1 The Council shall by Regulation prescribe a procedure for dismissing staff because of incapacity on health grounds, whether physical or mental. The procedure shall be conducted in accordance with the requirements within the Equality Act 2010.
- 14.2 The Regulation may also apply where conduct is under formal review if the cause for concern is wholly or partly attributable to a medical condition. Any proceedings under Part 3 will still be valid even if they could have been brought under Part 6.
- 14.3 The procedure shall include a hearing conducted by a person appointed by the Provost, who shall normally be a Faculty Dean or authorised nominee of such Faculty Dean for the purpose of such hearing or for hearing such cases generally. The person hearing the case will be assisted by a senior member of academic staff.
- 14.4 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed any relevant and binding codes or guidance issued by ACAS. The procedure shall include provision for the panel to appoint a medically qualified assessor, in any case in which it considers it appropriate to do so. The member of staff may request that a medically qualified assessor is appointed to advise the panel. The panel will consider the request and decide whether to appoint a medically qualified assessor at its discretion.

PART 5

CAPABILITY

15. **GROUND FOR CAPABILITY ACTION**

Capability action under this Part may be taken, and where found to be appropriate a penalty imposed, in respect of such problems arising where a member of staff is not sustaining the acceptable level of performance needed to meet the requirements for their role in accordance with, a Capability Regulation adopted by the Council.

16. **CAPABILITY PROCEDURES**

16.1 The Council shall adopt a capability procedure for members of staff in the form of a Capability Regulation, which shall provide:

16.1.1 for less serious matters to be dealt with either informally, or formally by warnings following a fair and appropriate procedure, and for a member of staff to be able to appeal against the imposition of a formal warning to a person designated by the Provost; or a panel if Clause 2.1.1 of Part 1 is invoked; and

16.1.2 for dealing with more serious matters, which shall include provisions for the following:

- (a) fair and reasonable time limits for each stage;
- (b) investigating performance concerns and dismissing those found to be without substance;
- (c) suspension, on full pay, by the Provost or their authorised delegate pending an investigation or hearing where this is necessary;
- (d) a hearing by a person appointed for the purpose of such hearing, or for hearing capability cases generally or within a particular category, by the Provost, who shall normally be a Dean of Faculty or authorised nominee of such Dean of Faculty, and the procedure for which shall be specified, and shall in any event comply with the requirements of any relevant and binding codes or guidance issued by ACAS;
- (e) the person hearing the case may be assisted in their deliberations by a senior member of the academic staff, where dismissal is a potential outcome of the hearing; and
- (f) a right to appeal against the finding of, or penalty imposed by, the person or persons conducting the hearing, including a finding under clause 22(b)(vi) above. An appeal shall comply with the requirements for an appeal prescribed by any relevant and binding codes or guidance issued by ACAS, but shall not take the form of a re-hearing of the evidence, and witnesses may be called only where appropriate.

17. **DISMISSAL**

17.1 The Director of Human Resources or other designated officer shall give effect to a decision that a member of staff should be dismissed.

17.2 The Director of Human Resources or designated officer shall issue the notice of dismissal or dismiss together with payment in lieu of notice.

17.3 Any dismissal or notice of dismissal shall be cancelled, withdrawn or modified if an appeal panel decides that the member of staff should not be dismissed or should only be dismissed with notice.

17.4 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS.

PART 6

OTHER DISMISSALS

18. NON-RENEWAL OF A FIXED TERM CONTRACT

- 18.1 The Provost, or other person or persons designated by the Provost, shall in every case where a limited term contract is due to terminate consider whether that contract should be renewed or extended or a contract of indefinite duration should be offered, having consulted the appropriate representatives in accordance with, and if and to the extent required by, section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 and having given an opportunity to the member of staff to make representations. In any case where the duty to consult appropriate representatives does not apply, and in such other cases as may be deemed appropriate by the Director of Human Resources, the member of staff shall have the right to make representations in person under a procedure prescribed by the Council, which shall not be less favourable than that required in the ACAS Code of Practice 2009.
- 18.2 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS.

19. PROBATIONARY APPOINTMENTS

- 19.1 This Part shall also apply to members of staff who have been appointed subject to review after a period of probationary service.
- 19.2 The Council shall by Regulation prescribe a procedure under which staff on probation shall be reviewed and shall include provision for non-confirmation in post either during or at the end of the probationary period if their performance is found to be deficient or for any other substantial reason or reasons they are judged unsuitable to be confirmed in post. Such provision shall also include provision for a hearing in accordance with the requirements of any relevant and binding codes or guidance issued by ACAS
- 19.3 The review referred to in sub-clause 2 may encompass matters which, in other circumstances, would fall to be dealt with under Part 2, Part 3 or Part 6 of this Appendix.
- 19.4 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by Schedule 2 to the Employment Act 2002.

20. DISMISSAL ON OTHER GROUNDS

- 20.1 This clause covers dismissals on any ground falling within Clause 3.2 other than those covered by Part 2, Part 3, Part 6, Part 5 and Clauses 18 and 19 of Part 6 of this Appendix (i.e. "some other substantial reason of a kind such as to justify the dismissal of an employee holding the position which the employee held" (Employment Rights Act 1996, section 98(1)(b); "*the employee could not continue to work in the position which he held without contravention (either on his part or on that of his employer) of a duty or restriction imposed by or under an enactment*" (section 98(2)(d) or dismissal on the ground of having reached the retirement age for the post held).
- 20.2 Dismissals covered by sub-clause 20.1 above shall be handled in accordance with a procedure prescribed by Regulations, which shall include the right to be heard, prior to a decision to dismiss being taken, by a person appointed by the Provost for the purpose of conducting that hearing. The person hearing the case may be assisted by a senior member of academic staff.
- 20.3 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS

21. CLINICAL STAFF

- 21.1 This clause applies to a member of the clinical academic staff who is required to engage in clinical work or activities and for that purpose to be registered with the General Medical or Dental Council or similar body and/or to have an honorary or substantive contract or status with a National Health Service trust or similar body, and may by Regulations be extended to other groups of staff in a similar situation.
- 21.2 Where the registration, contract or status referred to in sub-clause 21.1 above is terminated, withdrawn or revoked, the Provost or their nominee may, having first afforded an opportunity to the member of staff concerned to make representations in writing, will then meet with the member of staff in accordance with the requirements of any relevant and binding codes or guidance issued by ACAS. The person hearing the case will be assisted by a senior member of academic staff.
- 21.3 Where the Provost or their nominee dismisses the member of staff concerned; and where the registration, contract or status is suspended, the Provost or a person authorised so to act by the Provost may suspend the member of staff from employment for so long as the registration, contract or status is suspended, that suspension from employment to be without pay where the registration, contract or status has been suspended as a substantive disciplinary measure.
- 21.4 The Regulation shall include provision for an appeal to a panel by a member of staff who has been given notice of dismissal under this Part, such appeal to be conducted in accordance with Clause 4.1 and the requirements for appeals against dismissal prescribed by any relevant and binding codes or guidance issued by ACAS.

PART 7

GRIEVANCE PROCEDURES

22. GRIEVANCE PROCEDURES

- 22.1 The Council shall issue a Grievance Procedure in the form of a Regulation for members of staff, and in doing so shall have regard to the requirements of the Statutory Grievance Procedure as set out in any relevant and binding codes or guidance issued by ACAS.
- 22.2 The Grievance Regulation shall apply to grievances by members of staff concerning their appointments or employment or the terms and conditions of their employment, or in relation to other matters affecting themselves as individuals or their personal dealings or relationships with other members of the University, other than those for which provision is made elsewhere in this Appendix or in respect of the outcome of any matter dealt with under this Appendix (including, for the avoidance of doubt, any grievance about the conduct of or outcome of any disciplinary process), or where the Council has prescribed other procedures, provided those other procedures are no less favourable to the individual than under the Grievance Regulation. The Regulation will not apply to grievances raised collectively by an appropriate representative on behalf of more than one member of staff, and for which an alternative procedure is available.
- 22.3 The Grievance Regulation shall provide that consideration of a complaint under the Regulation may be deferred if other proceedings under this Appendix concerning the individual and relevant to the application are pending or in progress.
- 22.4 The Grievance Regulation shall provide for the fair and speedy resolution of complaints, informally wherever possible, and for the complainant to be entitled to be assisted by any other member of staff or by a trade union representative at any hearings within the Regulation.
- 22.5 The Grievance Regulation shall make provision for a member of staff who is dissatisfied with the outcome of a complaint to be able to appeal to a more senior officer of the University appointed for the purpose of hearing the appeal, or hearing grievance appeals generally, by the Provost, unless the complaint has been ruled frivolous, vexatious or invalid in accordance with the Regulations.

Any grievance within the scope of the Regulation made under this clause which comprises or includes a grievance against the President or Provost shall be dealt with in accordance with the Regulation, but subject to such modifications of the Grievance Regulation as may be provided for by the Regulation to ensure that the person or persons considering the grievance are not appointed by the President or Provost.