

STANDING ORDER 3: Constitution of the Court of Governors

1. INTRODUCTION, PURPOSE AND LIMITATIONS

- 1.1. The constitution of the Court of Governors (“the Court”) is designated in the University’s Articles of Association. Constitution of the Court covers membership, determination of membership numbers, cessation of appointment and appointment of governors¹.
- 1.2. This standing order was formally approved by resolution of the Court on 22 November 2017 and is amended by agreement of the Court thereafter.
- 1.3. The purpose of the standing order is to:
 - (i) determine the number of members of each variable category of which the Court are to consist, subject to the limits applicable in relation to that category;
 - (ii) designate the parameters for Court appointments and tenure; and
 - (iii) designate the parameters for Chancellor appointment and tenure.
- 1.4. Unless specifically provided otherwise, where more than one post-holder is listed each post-holder may act individually.

2. MEMBERSHIP OF THE COURT

2.1. APPOINTED MEMBERS

- 2.1.1. The Court determines that the total number of appointed members shall comprise up to five co-opted members and 12 independent members. Exceptionally, the Court may appoint additional independent members, up to a total of 18, to ensure an appropriate mix of skills and experience.

2.2. INDEPENDENT MEMBERS

- 2.2.1. Where a vacancy exists for an independent member of the Court, the Governance and Nominations Committee (“the Committee”) will consider whether, having regard to the balance of existing members on the governing body and the needs of the University of Westminster (“the University”), specific criteria should be highlighted in addition to the generic criteria specified in the role description for a governor (see Annex A).
- 2.2.2. The Committee will seek the views of University colleague networks (including the BME Network, Q+ Network and Women of Westminster) and other groups such as the Students’ Union (UWSU) before agreeing any specific criteria for a new appointment.
- 2.2.3. A vacancy for an independent member of the Court will be publicised widely, including on the University website, to the membership of the Court, in the media, to employers’ organisations and through other means agreed by the Committee, which may include the use of a recruitment consultancy. The advertisement will include a link to the role description for a governor together with any specific criteria agreed by the Committee and a deadline for receipt of applications.

¹ Paragraph 14, University of Westminster Articles of Association (May 2021)

- 2.2.4. Individuals will be invited to submit a letter of application and a CV to the Clerk to the Court (“the Clerk”) for consideration by the Committee. No commitment may be made to an applicant prior to appointment (since not all applications will be successful).
- 2.2.5. The Committee will consider all applications submitted by the due date and will make additional enquiries as it believes appropriate. It will consider, inter alia, whether the applicant(s) are qualified in accordance with the Articles of Association, the role description, and the needs of the Court and of the University in respect of expertise or experience.
- 2.2.6. Qualified persons will be invited to the University for an interview with up to four independent members of the Court, who may or may not be members of the Committee.
- 2.2.7. All applicants must complete a due diligence survey prior to consideration by the Committee.
- 2.2.8. Having considered the application, feedback from the interviewers and the response to the due diligence survey, the Committee may:
 - (i) reject an application²;
 - (ii) make a formal recommendation to the Court for the individual/s to be appointed as a governor;
 - (iii) postpone a decision to a later date; or
 - (iv) recommend the individual for appointment to an alternative role (e.g. independent (non-governor) committee member).
- 2.2.9. The Court will consider recommendations and supporting documentation. Any recommendation to invite an individual to serve as an independent member must be supported by the majority of the current independent members.
- 2.2.10. The Clerk (or their nominee) will write to all applicants to confirm their approval by the Court, to confirm the date the appointment becomes effective and to advise them of the process to enter them on to the register of directors at Companies House. The Clerk will advise all new independent members that they will be expected to serve on at least one of the sub-committees of the Court.
- 2.2.11. Where a vacancy exists for an independent (non-governor) committee member, application and appointment will proceed as for independent members. In due course and as vacancies in Court membership occur, independent (non-governor) members may be considered for appointment as independent members.

2.3. CO-OPTED MEMBERS

- 2.3.1. The Court will co-opt academic and professional support colleagues³ through the nomination by election of one individual from each of those constituencies. The Clerk (or their nominee) will act as Returning Officer and the election will be run in accordance with the University’s election guidelines (Annex B).
- 2.3.2. Additionally, the Court will co-opt a member of the Academic Council of the University, who is an academic colleague, through the nomination by election of one individual from that constituency. The Clerk (or their nominee) will act as Returning Officer and the election will be run in accordance with the University’s election guidelines (Annex B).
- 2.3.3. UWSU will nominate up to two Sabbatical Officers, being students of the University elected by students, to serve as co-opted members of the Court. The Court encourages UWSU to continue its current practice of nominating the UWSU President.

² Where appropriate, the Committee may ask rejected applicants for permission to keep their application on record for consideration when there are further vacancies

³ Throughout the document ‘colleague’ refers to an employee of the University of Westminster

2.3.4. All nominees for co-opted membership of the Court must complete a due diligence survey.

2.3.5. All nominations for co-opted members are subject to appointment by the Court.

2.4. EX-OFFICIO MEMBERS

2.4.1. The Vice-Chancellor will nominate a Deputy Vice-Chancellor or Pro Vice-Chancellor to be an ex-officio member of the Court.

2.4.2. If the Vice-Chancellor and/or their nominee for ex-officio membership choose not to be a member of the Court the post-holder/s will attend and participate in meetings of the Court as a non-member and shall not be appointed as a governor.

2.4.3. The Court will resolve in each individual case whether an interim or acting post-holder should be a member of the Court. If the Court designates that the interim or acting post-holder should not be a member, or if they choose not to be a member, the post-holder will attend and participate in meetings of the Court as a non-member.

2.5. THE CHAIR OF THE COURT OF GOVERNORS AND PRO CHANCELLOR

2.5.1. The process to recruit to the role of Chair of the Court of Governors and Pro Chancellor ("the Chair") should commence at least 18 months prior to the retirement date of the current post-holder.

2.5.2. Where an upcoming vacancy is identified, the Committee will consider whether specific criteria should be highlighted in addition to the generic criteria specified in the role description for the Chair (see Annex A). The Committee will seek the views of colleague networks (including the BME Network, Q+ Network and Women of Westminster) and other groups such as UWSU before agreeing any specific criteria for a new appointment.

2.5.3. Other than in exceptional circumstances, only current or former Deputy Chairs or Vice-Chairs and external candidates are eligible for appointment.

2.5.4. A vacancy for the Chair will be publicised widely, including on the University website, to the membership of the Court, in the media, to employers' organisations and through other means agreed by the Committee, which may include the use of a recruitment consultancy. The advertisement will include a link to the role description for the Chair together with any specific criteria agreed by the Committee and a deadline for receipt of applications.

2.5.5. Applicants must be independent of the University. A member of the Court who is employed by the University and/or who is a student at the University shall not be eligible for election as Chair⁴.

2.5.6. Individuals will be invited to submit a letter of application and a CV to the Clerk for consideration by the Committee. No commitment may be made to an applicant prior to appointment (since not all applications will be successful).

2.5.7. The Committee will consider all applications submitted by the due date and will make such additional enquiries as it believes appropriate. It will consider, inter alia, whether the applicant(s) are qualified in accordance with the Articles, the role description, and the needs of the Court and of the University in respect of expertise or experience.

2.5.8. The Committee may delegate the activities in paragraph 2.5.7 to a Steering Group established for the purpose and with membership drawn from the independent members of the Court. The Committee may invite the University Secretary and Chief Operating Officer (USCOO) to be a member of the Steering Group.

⁴ Paragraph 14.23, Articles of Association (May 2021)

- 2.5.9. A shortlist of qualified persons will be invited to the University for interview with a panel drawn from the independent members of the Committee and/or members of the Steering Group. The Committee will usually invite the USCOO to be a member of the panel. Shortlisted external candidates must complete a due diligence survey⁵.
- 2.5.10. The panel will identify a preferred candidate and make a formal recommendation for approval by the Court. If agreement cannot be reached on a preferred candidate, the panel will refer the matter to the independent members of the Committee who will either agree a preferred candidate to recommend to the Court or agree to return to an earlier stage of the recruitment process.
- 2.5.11. Members of the Court will consider the recommendation and supporting documentation. Any recommendation to invite an individual to serve as Chair must be supported by the majority of the members.
- 2.5.12. If the successful candidate is not a current member of the Court, the candidate should be appointed as a governor at least six months prior to taking on the role of Chair.
- 2.5.13. The Clerk (or their nominee) will write to the successful candidate to confirm their approval by the Court.
- 2.5.14. If there is a vacancy in the position of Chair (e.g. through retirement or resignation) before a replacement is appointed, the Court will appoint a Deputy Chair to take the role of Interim Chair until an appointment is confirmed.

2.6. DEPUTY CHAIRS

- 2.6.1. The Court may appoint up to two Deputy Chairs from among their number. Where possible the Court will aim to appoint no more than one Deputy in a single year; this is to support succession and avoid concurrent vacancies.
- 2.6.2. The process to recruit a Deputy Chair should commence in the final year of the term of office of a current post-holder. Applicants must be current members of the Court.
- 2.6.3. Other than in exceptional circumstances, only current or former Vice-Chairs and external candidates are eligible for appointment. Only one of the two Deputy Chair roles can be held by an external candidate appointed directly to that role at any one time.
- 2.6.4. A member of the Court who is employed by the University and/or a student at the University shall not be eligible for appointment as a Deputy Chair.
- 2.6.5. The Clerk (or their nominee) will invite governors to apply for the role and will provide the role description for a Deputy Chair (see Annex A) and any specific criteria agreed by the Committee with a deadline for receipt of applications.
- 2.6.6. The Committee will consider all applications submitted by the due date. It will consider, inter alia, whether the applicant(s) are qualified in accordance with the Articles and this Standing Order, the role description, and the needs of the Court and the University in respect of support for the Chair.
- 2.6.7. The Committee will make a recommendation for appointment to the role. Such recommendations will be subject to formal approval by the Court.

⁵ Current members of the Court have completed the due diligence survey already

2.7. VICE-CHAIRS

- 2.7.1. The process to recruit a Vice-Chair should commence in the final year of the term of office of a current post-holder.
- 2.7.2. Applicants usually will be current independent members of the Court; however, in exceptional circumstances the Court may recruit externally for appointment directly to this role.
- 2.7.3. Only one of the three Vice-Chair roles can be held by an external candidate appointed directly to that role at any one time.
- 2.7.4. A member of the Court who is employed by the University and/or a student at the University is not eligible for appointment as a Vice-Chair.
- 2.7.5. The Clerk (or their nominee) will invite independent governors to apply for the role and will provide the role description for a Vice-Chair and any specific criteria agreed by the Committee with a deadline for receipt of applications.
- 2.7.6. The Committee will consider all applications submitted by the due date. It will consider, inter alia, whether the applicant(s) are qualified in accordance with this standing order, the role description (see Annex A), and the needs of the Court and the University in respect of support for the Chair and Deputy Chairs to the Court.
- 2.7.7. The Committee will make a recommendation for appointment to the role. Such recommendations will be subject to formal approval by the Court.

2.8. ADDITIONAL OFFICERS OF THE COURT

- 2.8.1. The Court does not appoint from among their members additional officers of the Court.

2.9. ATTENDEES AND OBSERVERS

- 2.9.1. If they are not members, the following colleagues are usually attendees at meetings of the Court:
 - University Secretary and Chief Operating Officer
 - Deputy Vice-Chancellors
- 2.9.2. The Court may invite other colleagues to participate in meetings of the Court as attendees (for example, to present to the Court on an area for which they are responsible) or as observers (for example, to provide an opportunity for personal and professional development).
- 2.9.3. The Court may invite non-members who are independent of the University to attend meetings of the Court (for example, to provide specific professional advice, to present to the Court, to supplement the skills of the current membership or to observe meetings for personal and professional development).
- 2.9.4. The Chair may ask questions of or invite views from attendees and observers, however always voting rights are restricted to members of the Court.
- 2.9.5. All attendees and observers⁶ are required to complete a non-disclosure statement prior to attendance at their first meeting and the statement will apply to all Court meetings they attend.

2.10. TERMS OF OFFICE

- 2.10.1. A member of the Court is appointed for a period of three years, with the following exceptions:

⁶ This is not required for members of the Court as they are required to comply with the duties of a director as specified in the Companies Act 2006

- (i) an ex-officio member is appointed for an indefinite period that will end when the individual resigns or retires or is suspended or dismissed from their substantive role;
- (ii) a co-opted student member is appointed for a period of one year in the first instance. The appointment may be renewed, one year at a time, to a maximum of two years (other than where a co-opted student member's appointment as an elected Officer of UWSU is extended beyond one year due to a transitional change in the year of office);
- (iii) an incoming Chair who is not a current member of the Court may be appointed as an independent member of the Court for a period of at least 6 months but less than three years prior to taking up their appointment as the Chair; and
- (iv) the Chair will be appointed for a period of three years in the first instance, such period to start from the date of their appointment as Chair. The appointment may be renewed, one year at a time, to a maximum period of five years.

2.10.2. A Deputy Chair is appointed for a period of three years, such period to start from the date of their appointment as Deputy Chair. These appointments are not renewable except in exceptional circumstances (for example, to provide continuity in the leadership of the Court).

2.10.3. A Vice-Chair is appointed for a period of three years, renewable once to a maximum period of six years. The Committee may identify exceptional circumstances in which the appointment of an individual Vice-Chair should be extended beyond this point. The maximum period for any appointment as Vice-Chair is nine years.

2.10.4. Normally no governor shall serve for a period longer than nine years (other than where they are appointed as Chair or Deputy Chair, at which point, if necessary, their term of office shall automatically be extended⁷).

2.10.5. The Committee may identify circumstances in which the membership of an individual governor, who is not a Chair or Deputy Chair, should exceptionally be extended beyond nine years. Such recommendations are subject to the approval of the Court.

2.10.6. A governor who has completed their tenure as a Chair or Deputy Chair but has not yet served as a member of the Court for a period of nine years may remain as a member of the Court to the end of this period.

2.10.7. After a period of absence of no less than three years, an independent or co-opted member who has previously retired from the Court may apply to re-join the Court as if for a first term.

2.10.8. Committee Chairs will be appointed for a period of three years and the appointment may be renewed once for a second three-year period. The Governance and Nominations Committee may identify exceptional circumstances in which the appointment of an individual Committee Chair should be extended beyond this point. The maximum period for any appointment as Committee Chair is nine years.

2.10.9. Committee Deputy Chairs will be appointed for a period of two years in the first instance. The appointment may be renewed two years at a time for a maximum period of six years.

2.10.10. Independent (non-governor) committee members will be appointed for a period of three years. Normally no independent (non-governor) committee member will serve for a period of longer than nine years.

2.10.11. The Clerk (or their nominee) will prepare for the Committee at least twice each year a list of all governors and independent (non-governor) committee members whose terms of office expire within the

⁷ E.g. A governor appointed Chair in their seventh year as a member of the Court could continue for a maximum further five years thus serving a total of 12 years.

next twelve months, identifying where such individuals have served for a period of six years (or where a further term would extend the period of service beyond that period).

- 2.10.12. The Committee will identify any special considerations in respect of individual governors and independent (non-governor) committee members and make recommendations to the Court where it considers that, exceptionally, an individual term of office should be extended. The Clerk will advise governors and independent (non-governor) committee members if their term office has expired and may not be extended.
- 2.10.13. The Clerk will enquire of governors and independent (non-governor) committee members eligible for a further term whether they would be willing to serve for a further term if so requested. At the same time, if and as necessary, a call for applications will be published and/or elections organised.
- 2.10.14. For each individual approaching the end of their term of office and eligible for re-appointment, the Committee will consider whether to recommend re-appointment. If the recommendation would be appointment for a third term, the Committee will consider criteria such as regularity of attendance and contribution at meetings of the Court and its sub-committees. The Committee will consider the mix of expertise and experience on the Court and the balance between continuity and change. All recommendations are subject to the approval of the Court.

3. THE CHANCELLOR

- 3.1. The process to recruit a Chancellor will commence in the final year of the term of office of the current post-holder.
- 3.2. Members of the Court of Governors and the Committee will be invited to nominate individuals for inclusion in a confidential longlist. Nominees are expected to meet the criteria specified in the role description and any specific criteria the Committee has identified for the upcoming vacancy. The Committee will assess the individuals on the longlist against the agreed criteria and produce a shortlist of potential candidates.
- 3.3. The Committee will commission an internal risk assessment for each shortlisted candidate; the assessment report usually is produced by the Head of Corporate Communications and Public Affairs with input from the Clerk to the Court. The risk assessment is expected to cover reputational risk and risks of association. It will cover any evidence of characteristics or behaviour that conflict with the University's values or could reflect adversely on the University, and evidence of qualities (such as achievements in professional life, distinction and public recognition through the awarding of honours) and other attributes that could benefit the University by association. The assessment will be informed by a range of background checks, e.g. include use of social media; Companies House entries (including the disqualified directors register); and paid employment and voluntary roles past and present.
- 3.4. The Committee will consider the outcomes of the internal risk assessment and either confirm or revise the shortlist accordingly. If more than one potential candidate remains, the Committee will agree an order of preference.
- 3.5. One or more designated members of the Committee will discuss confidentially with the preferred candidate the requirements of the role, including the amount of time and energy that the candidate can bring to fulfilling the responsibilities of the Chancellor. If the preferred candidate confirms their interest in the role they will be asked to complete the governance due diligence survey and may be invited to participate in confidential discussions with stakeholders (e.g. other Committee members; governors; student representatives; and/or colleague network representatives).
- 3.6. If the preferred candidate is not willing or able to meet the requirements of the role, the process outlined in paragraph 3.5 will be repeated for the next candidate on the shortlist.
- 3.7. The Committee will agree their recommended candidate for submission to the Court for approval.
- 3.8. Information about persons under consideration must not become known until the individual has been approached and indicated their willingness to accept the role and the recommendation has been approved by the Court.

4. MONITORING AND REVIEW

- 4.1. The Court will monitor this standing order and review its effectiveness annually. The standing order may be amended by the Court from time to time.