



MEMBERS OF COUNCIL

The London School of Economics and Political Science (the School) is a company limited by guarantee and an exempt charity. The School is principally governed by its Articles of Association. As with other higher education institutions (HEIs) in England, the School is regulated by the Office for Students (OfS) although has numerous other legal and regulatory responsibilities, including in relation to the Companies Act 2006.

Council members are company directors, charity trustees and members of the company as well as governors of a HEI. Council members will need to demonstrate that they are 'fit and proper' persons in accordance with OfS requirements, which will be confirmed through due diligence as part of the appointment process.

COUNCIL MEMBER ROLE AND RESPONSIBILITY DESCRIPTION:

Role of Council

Council is the governing body of the School. It is the legal entity and ultimate authority of the School and it is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit. In order to fulfil its responsibilities Council's membership consists of a collective range of skills, knowledge and expertise (e.g. financial, legal, estates, HR) as well as being supported by committees.

The full range of Council responsibilities are set out in the [Articles of Association](#) and the Statement of Primary Responsibilities. Information on current membership can be found [here](#).

Sector expectations and requirements for Council are set out in the [Committee of University Chairs Higher Education Code of Governance](#) and the [OFS Regulatory Framework](#). CUC sets out Values and Primary Elements and OfS sets out Public Interest Governance Principles, to which HEIs are expected to adhere. In addition, the Seven Principles of Public Life (the 'Nolan Principles') provide the basis of the ethical standards expected of public office holders.

Council covers a range of topics at its meetings including matters relating to: strategic development, research, education, staff, students, finance, estates, risk, governance and compliance.

Role of members

Members are expected:

To ensure that the responsibilities of Council are exercised in the best interest of the School, rather than representative of any constituency, and have a collective responsibility for all decisions. (If a member has a view that is not consistent with the collective view of the governing body they should abide by the principle of collective decision making.)

To actively participate in deliberations and decision-making, drawing on their particular knowledge and expertise.

To recognise the proper separation between governance and executive management, providing a constructive and supportive, but challenging, working relationship with the School.

To question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.

To ensure that Council business is carried out in a manner that is appropriate for the proper conduct of public business and sector good practice, and in accordance with the School's constitutional documents and internal policies, seeking advice from the School Secretary where required.

Responsibilities of members

To ensure that Council exercises control over the strategic direction of the School, and that the performance of the School against its strategic objectives is properly assessed on a regular basis.

To ensure that the School maintains its long-term financial viability, safeguards its assets and operates proper mechanisms to ensure effective control, risk management, governance and value for money.

To promote and protect the reputation and values of the School.

As a company director to:

- act within their powers in accordance with the School's constitution and to use those powers for proper purposes;
- to promote the success of the School;
- to exercise independent judgement;
- to exercise reasonable care, skill and diligence;
- to avoid conflicts of interest;
- to not accept benefits from third parties;
- to declare any interest in proposed transactions or arrangements.

As a trustee of an exempt charity to (adapted from *The Essential Trustee: 6 Main Duties*):

- ensure that the School is carrying out its purposes for the public benefit;
- comply with the School's governing document and the law;
- act in the School's best interests;
- ensure the School is accountable;
- manage the School's resources responsibly;
- act with reasonable care and skill.

To demonstrate an active commitment to the work and values of the School.

To complete and maintain an up-to-date entry in the Register of Interests which is held by the Secretary's Division and circulated each year to members for updating together with annually confirming that they remain a 'fit and proper' person.

To disclose any pecuniary, family or other personal interest in any matter under discussion at any meeting of Council, and accept the ruling of the Chair in relation to the management of the situation.

To read the papers circulated for each meeting, attend meetings regularly and contribute to discussion as and when appropriate. To give apologies where absence is unavoidable and provide feedback in advance of the meeting via the Chair/Secretary.

To participate in induction and development opportunities provided by the School or other bodies as appropriate.

To participate in procedures for the regular review of the performance of individual members and the effectiveness of Council.

To observe confidentiality of Council business and information received by them as members of Council or its committees.

To maintain an awareness of the activities of the School and of the higher education sector in general (the School will provide support through induction and development opportunities).

To observe the Seven Principles of Public Life drawn up by the Committee on Standards in Public Life (the "Nolan" Committee): Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership.

To uphold the School's [Ethics Code](#) and promote equality, diversity and inclusion within the work and ethos of the School.

Normally, to be a member of at least one Council committee and/or participate or contribute in other ways to the School, including through advocacy.

To participate in senior appointment and interview panels where appropriate.

To represent Council at a reasonable number of other School and associated events.

Indemnity

Individual members of the Council are covered by the School's Directors & Officers Liability Insurance in respect of the costs of any claim of negligence which may be made against them in the carrying out of their duties as a member of the Council.

Time required

Members are expected to attend all Council meetings and the Council committee(s) to which they are appointed. Council meets at least four times per year, in addition to an annual away day and other meetings from time to time (e.g. briefing sessions), as well as occasional social events such as dinners following meetings. Council committees meet on average 3-4 times per year. In total, including preparation and meeting time, Council members will be required to commit c. 15-20 days per annum.

Council meetings are scheduled in November, February, May and July. The Council meetings typically last for three hours starting at 3pm. Council committee meetings normally take place in the weeks in advance of Council.

In addition, there will be opportunities for members to be involved more broadly in aspects of School life, which will include invitations to relevant events, engagement in particular areas of activity, etc. as appropriate.

Remuneration

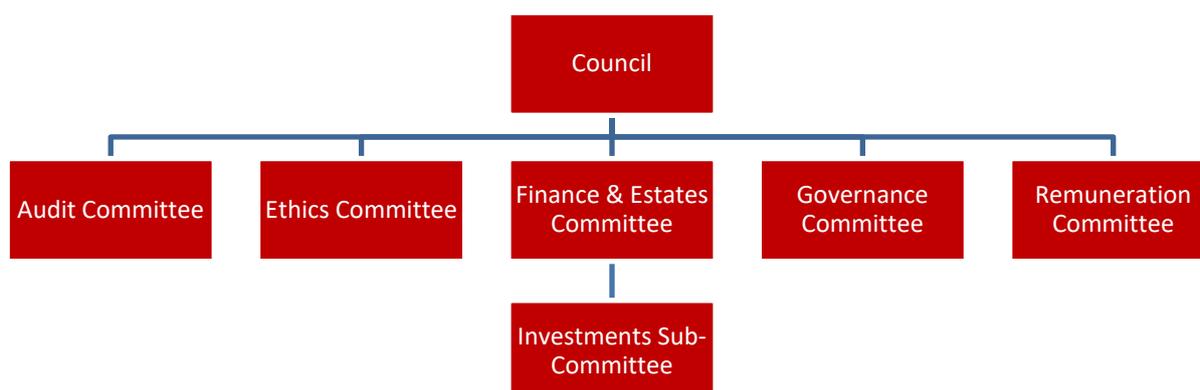
Council members are not remunerated but are eligible to reclaim travelling and similar expenses incurred in the course of School business in accordance with the School's Travel, Subsistence and Personal Expenses Policy.

Period of appointment

The Articles set out the terms of office for Council members. The majority of members are appointed for a term of three years, which is renewable once by Council on recommendation from Governance Committee.

Council sub-committees

Council delegates work to a range of Council committees as set out.



In addition, Council works with Academic Board, which is responsible for the academic standards and the direction and regulation of academic matters, having regard at all times to the educational character and object of the School. Academic Board is supported in its work by an academic governance sub-committee structure.

Council comprises a maximum of 18 members, being Independent (in the majority), staff and student members.

We seek to ensure that Council (directly and through its Council-committees) has a range of knowledge, skills and experience, including for example strategic management, business and enterprise, education, research, finance, audit, government/public sector, human resources, international, governance, legal, risk management, marketing and communications, property, health and safety, fundraising, digital.

More information about the governance of the School can be found [here](#).