



## GOVERNANCE COMMITTEE

### Purpose

The Governance Committee is a standing committee of Council.

It is responsible for advising Council on: corporate governance matters, arrangements and practices to pursue good practice and compliance with external governance requirements; membership of Council and its committees; and, amendments to governing documents.

### Terms of Reference

#### Governance arrangements

1. To keep under review and advise the Council on the School's governance arrangements.
2. To monitor developments in governance good practice and make recommendations to Council regarding compliance.
3. To develop processes and make recommendations to Council for the periodic review of Council's own effectiveness and of its committees and the implementation of approved recommendations.

#### Council

4. To keep under review the membership of Council to ensure it has the necessary balance of skills and experience to enable it to meet its responsibilities.
5. To undertake membership succession planning.
6. To oversee a systematic and transparent selection process for the appointment of members of Council.
7. To make recommendations to Council for the appointment and re-appointment of members of Council.

8. To oversee the processes for the selection of the Chair and the Vice-Chair & Senior Independent Director and to make recommendations to Council for their appointment.
9. To review the role descriptions for the Chair and members of Council.
10. To develop, oversee and monitor the induction, training support, and appraisal of members of Council and of committee chairs.
11. To monitor the compliance of members of Council with relevant codes of conduct and regulatory requirements.

#### Committees

12. To review and make recommendations to Council for the membership of all committees of Council.
13. To make recommendations to Council for the appointment of Chairs of all committees of Council.

#### Governance Documents

14. To review and recommend to Council proposed changes to governance documents as may be needed, including the Articles of Association, Council standing orders, byelaws etc.

#### Other

15. To oversee Council's statutory obligations in relation to the LSE Students' Union, including review and approval of the constitution and of the code of practice, and the conduct of elections.
16. To provide a report to Council after each of its meetings.

#### **Committee membership composition**

- Chair of Council (Chair)
- Vice-Chair of Council & Senior Independent Director
- Three Independent Council members (one may be an External member)
- President & Vice-Chancellor (ex officio)
- Vice-Chair of Academic Board (ex officio)

- General Secretary of the Students' Union (ex officio)

To support the appointment process for a new Chair of Council:

- Two co-opted Council members (one Independent and one Academic)

### **Meeting attendees**

- School Secretary
- Governance Officer (committee secretary)

(Other individuals may be invited to attend the meetings as business requires)

### **Quorum**

At least half of the appointed membership (i.e. of those in post) with a minimum of two Independent Council members.

### **Frequency of meetings**

The Committee normally meets three times per year.

Approved by Council on 25 November 2025

Due for review Autumn Term 2026