

# Council Standing Orders

The role and responsibilities of Council are set out in the [Articles of Association of the London School of Economics and Political Science \(LSE\)](#). These standing orders are made by Council in accordance with Article 4.7, which sets out that 'Subject to the provisions of the Articles and the Companies Acts, the Council may regulate its proceedings as it thinks fit, which it may prescribe in Standing Orders'.

## 1. Chair

- 1.1. The Chair of Council is responsible for the leadership of Council and ensuring its effectiveness. The Vice-Chair & Senior Independent Director of Council will chair meetings when the Chair is absent.

## 2. Membership

- 2.1. Members are appointed and reappointed in accordance with Article 4 and the Governance Committee's terms of reference. Article 4.2 states that Council shall comprise such Independent Members and members of Staff and Students for such terms of office as it may prescribe from time to time in Standing Orders, provided always that there shall be a majority of Independent Members.
- 2.2. Council membership shall, therefore, comprise with their terms of office as follows.
  - 2.2.1 **Independent members:** up to twelve members who shall be Independent and appointed by Council in accordance with procedures determined by it from time to time. There shall be a Chair and a Vice-Chair & Senior Independent Director appointed by Council who shall be Independent members.

Appointments are for a term of up to three years, which may be renewed for a further two terms of up to three years each.

**2.2.2 Ex officio members:**

- i) the Director;
- ii) the General Secretary of the Students' Union; and
- iii) the Vice-Chair of Academic Board.

Appointment duration applies for so long as each shall remain in post.

**2.2.3 Staff and student members:**

- i) three Council Members who shall be nominated by the Academic Board for appointment by Council in accordance with procedures determined by Academic Board from time to time;
- ii) one Council Member appointed by Council who shall be a Professional Services Staff member nominated in accordance with procedures determined by Council from time to time; and
- iii) one Council Member appointed by Council who shall be a student of the School nominated and replaced from time to time by the Students' Union, in accordance with the procedures of the Students' Union.

Appointments for those in categories i) and ii) are normally for a term of up to three years.

Appointments for those in category iii) are for a term of up to one year, which may be renewed for a maximum of one further term of up to one year, subject to renomination by the Students' Union and appointment by Council.

Any appointment term would end should the member cease to be a staff or student member in accordance with the category to which they were appointed.

- 2.3. Members are directors of LSE as a company limited by guarantee with the responsibilities of company directors prescribed from time to time in relevant legislation. They are also trustees of LSE as an exempt charity and company members of the School, as well as governors of a higher education institution.
- 2.4. Members are responsible for ensuring that the responsibilities of Council are exercised in the best interest of LSE, rather than representative of any constituency, and there is collective responsibility for all decisions.
- 2.5. Any member who resigns during their term of office should submit their resignation in writing to the Chair of Council and the School Secretary.
- 2.6. Members may be removed from office in accordance with Article 4.3.

## **3. Council Committees and Academic Board**

- 3.1. Council has committees with defined terms of reference and membership, and including, where appropriate, delegated authority to take action on behalf of Council. These committees will regularly report on their work to Council as well as make recommendations and seek approvals where relevant.

- 3.2. The normal expectation is that Council members will serve on at least one committee and will be in a position to report back to each body on relevant activity of the other, but that the committee Chair will be the principal conduit between bodies.
- 3.3. In addition, Academic Board has delegated responsibility under Article 9 for the academic standards and the direction and regulation of academic matters. Academic Board will also regularly report to Council on its work.

## **4. Meetings**

- 4.1. Council must hold at least four formal meetings each year (there are additional meetings such as the annual away day and informal updates from time to time). Meeting dates will normally be published prior to the start of the academic year. Occasionally meetings may be rearranged during the academic year where there is a specific need and good reason to do so, and members will be provided with reasonable advance notification where this occurs.
- 4.2. The agenda and papers will normally be circulated seven calendar days before the scheduled meeting, electronically, to all members and other designated recipients.
- 4.3. Extraordinary meetings of Council may be called by the School Secretary at the discretion of the Chair. The Vice-Chair & Senior Independent Director must agree in the event that the reason for convening an extraordinary meeting concerns the Chair. Members will normally be given at least seven days' notice of any meeting and the business to be transacted. Papers for extraordinary meetings will normally be circulated five days in advance of the meeting.
- 4.4. Members usually meet in their capacity as company directors of LSE. However, they are also required for limited purposes to meet as company members of LSE. The provisions for general meetings of the company members are set out in Article 6 and Section 14 of the Standing Orders.

## **5. Meeting attendance**

- 5.1. Members should endeavour to attend all Council meetings. Where members are unable to attend apologies should be submitted to the Committee Secretary, normally at least 48 hours before the meeting.
- 5.2. A meeting of Council may be held either in person or by suitable electronic means (or a combination of both) (Article 4.6). In-person attendance should be the normal expectation, but hybrid meeting arrangements will be available for members to attend online.
- 5.3. Individuals who are not members of Council may be invited to attend (parts of) Council meetings as business requires. Non-members present shall speak to the meeting only if invited to do so by the Chair. They may be required to withdraw from discussion of confidential matters.

## 6. Papers

- 6.1. Papers, together with a coversheet, must be submitted by the relevant deadline, unless there is prior agreement for late submission. Authors should follow the guidance for preparing Council papers.
- 6.2. The circulation of late/abled papers shall not be normal practice and should be agreed with the Committee Secretary where this cannot be avoided, who shall seek further agreement from the Chair as appropriate.
- 6.3. The Chair is responsible for determining the final agenda items to be considered by Council based upon the proposals of the School Secretary. In the event that a proposed item concerning the Chair is disputed, the Vice-Chair & Senior Independent Director will determine whether it should be included.

## 7. Council Discussion

- 7.1. Normally substantive business will be presented to Council by the relevant officer or Council member. Items for report do not need to be discussed unless there are any issues members or officers wish to raise.
- 7.2. The Council agenda provides indicative timing guides for discussion items, but this is not a set limit. Members are not restricted to the amount of times they may speak but are requested to be mindful of the need for brevity and consider the number/length of their interventions accordingly. The Chair is responsible for ensuring there is sufficient discussion of items, including that all members wishing to have an adequate opportunity to speak. The Chair may remind members of the need for brevity or call to order a member that they consider is speaking outside of topic or the remit of Council. The Chair may also determine that discussion should be brought to a close.
- 7.3. It is expected that members address colleagues with respect and courtesy. (Further information is available in the School's [\*Committee Effective Behaviour Statement\*](#).)
- 7.4. The Chair may also ask a member to leave the meeting if they consider their behaviour is inappropriate.

## 8. Decision Making

- 8.1. Council decisions are normally made on the basis of consensus amongst members.
- 8.2. Decisions may be made through a formal vote where the Chair determines that this is appropriate. In the event of a vote and in accordance with Article 4.8, any issue may be determined by a majority of the votes cast at a meeting. Voting at a meeting will be carried out by a show of hands of all members present. In accordance with Article 4.9 in case of equality of votes, the Chair has a second or casting vote.
- 8.3. A written resolution may be used in accordance with Article 4.8. A written resolution will normally only be used in the circumstances that a meeting has not been quorate and/or it is

necessary to expedite business.

## 9. Confidentiality

- 9.1. All Council business must be treated as confidential to Council members and, in particular where Council business is marked as confidential. Council business must not be shared with any person who is not a member of Council without appropriate consent (e.g. from the Chair, the School Secretary).
- 9.2. Members are responsible for ensuring the secure storage (and disposal where there are hard copies) of papers and other information relating to Council business. Members may provide hard copy documentation to the Committee Secretary for destruction.
- 9.3. In the event a member discloses confidential information the matter will be drawn to the attention of the Chair by the School Secretary and further action will be determined based on the seriousness of the disclosure.
- 9.4. Papers and other information will be disclosed to all Council members unless there is a good reason to withhold the information (for example due to a serious conflict of interest). If the withholding of information is disputed by the member the Chair will make a final ruling on whether it should be shared. If the information concerns the Chair, then the Vice-Chair & Senior Independent Director will make a final ruling.

## 10. Quorum

- 10.1. The quorum for the transaction of the business of the Council shall be no less than half of the number of current Council Members, with the Independent Members always being the majority of those present. (Article 4.5)

## 11. Minutes

- 11.1. Council minutes will be taken by the Committee Secretary and approved at the following meeting with a copy then signed/authenticated by the Chair as a correct record. Approved minutes will be published on the LSE website, with the exception of confidential items.

## 12. Declaration of Interests and other information requirements

- 12.1. Members must act in accordance with the [\*School's Conflict of Interests Policy\*](#).
- 12.2. Members must complete and maintain an up-to-date entry in the register of interests in accordance with LSE's procedure, which includes that members are asked to review and update their record on an annual basis. Members should also alert the School Secretary/Ethics Manager to significant changes outside the annual update.

- 12.3. Members should declare any interests relevant to agenda items at the start of a meeting and/or during discussion (including where there is potential for a perceived conflict of interest). Where there is a conflict of interest the member will take no part in the consideration of the relevant item and shall withdraw from the discussion. If necessary, the Chair will determine whether there is a conflict of interest; the Vice-Chair & Senior Independent Director will determine whether there is a conflict of interest in the case of the Chair's interests being considered.
- 12.4. Members must also provide any other information that LSE requires in order to fulfil its regulatory requirements.

## 13. Chair's Action

- 13.1. The Chair has delegated authority to take action on behalf of Council between meetings. Chair's action may only be taken where decisions are routine/immaterial matters and/or there is a need to expedite LSE business and it is reasonable not to call an extraordinary meeting. The Chair would be expected to consult with other Council members where this would reasonably be considered appropriate. Chair's actions will be reported to Council at the next reasonable opportunity.

## 14. General Meetings

- 14.1. Members usually meet in their capacity as company directors of LSE. However, they are also required for **limited** purposes to meet as company members of LSE. The provisions for general meetings of the company members are set out in Article 6 and this Section of the Standing Orders.
- 14.2. Members will be given written notice of general meetings at least 14 clear days before the meeting. If business includes a special resolution, then the meeting notice will set out its terms (Article 6.2).
- 14.3. There is a quorum at a general meeting if the number of members present in person or by proxy is at least four (Article 6.3).
- 14.4. Company members may vote by proxy (Article 6.5); *note this provision only applies for general meetings and, therefore, cannot be utilised for regular Council meetings*. In order to make use of this facility members must submit written instructions by email to the School Secretary, no later than 48 hours before the meeting or as instructed in the Meeting Notice. The School Secretary has sole discretion on whether the proxy instructions are valid and accepted.

## 15. Standing Orders

- 15.1. The Chair has the final ruling on the interpretation of these Standing Orders, except for Chair's Action. The Chair will seek the advice of the School Secretary on any question of interpretation of these Standing Orders. The Articles of Association will take precedence in

the event of any inconsistency.

- 15.2. Council may amend these Standing Orders as required.
- 15.3. The School Secretary may make minor amendments provided that they have no material effect to the substance of the Standing Orders. Any such changes must be reported to the next meeting of Council for approval following the change.

## Review schedule

Review interval	Next review due by	Next review start
Maximum 3 years	31/07/25	31/07/24

## Version history

Version	Date	Approved by	Notes
1	23/02/21	Council	
2	23/11/21	Council	Minor amends
3	05/07/22	Council	To reflect amendments to the Articles

## Links

Reference	Link
Articles of Association	<a href="https://info.lse.ac.uk/staff/services/Policies-and-procedures/Assets/Documents/Articles-of-Association.pdf">https://info.lse.ac.uk/staff/services/Policies-and-procedures/Assets/Documents/Articles-of-Association.pdf</a>
Committee effective behaviours statement	<a href="https://info.lse.ac.uk/staff/services/Policies-and-procedures/Assets/Documents/internal/comEffBehSta.pdf">https://info.lse.ac.uk/staff/services/Policies-and-procedures/Assets/Documents/internal/comEffBehSta.pdf</a>
Conflict of Interests Policy	<a href="https://info.lse.ac.uk/staff/Services/Policies-and-procedures/Assets/Documents/conIntPol.pdf#:~:text=This%20Conflict%20of%20Interests%20Policy%20supports%20the%20LSE,they%20may%20be%20appropriately%20managed.%20.%20Purpose%202.1.">https://info.lse.ac.uk/staff/Services/Policies-and-procedures/Assets/Documents/conIntPol.pdf#:~:text=This%20Conflict%20of%20Interests%20Policy%20supports%20the%20LSE,they%20may%20be%20appropriately%20managed.%20.%20Purpose%202.1.</a>

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## Communications and Training

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Will training needs arise from this policy	<b>No</b>
If Yes, please give details	