

HARTPURY UNIVERSITY HEC

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms used

In this Instrument of Government—

- (a) any reference to “the Vice-Chancellor” shall include a person acting as vice-chancellor or equivalent title approved by the Board of Governors;
- (b) “the Clerk” means the Clerk to the Board of Governors;
- (c) “the Corporation” means any higher education corporation to which this Instrument applies;
- (d) “the institution” means the institution (having university title) which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Education Reform Act 1988 (“the Act”);
- (e) “this Instrument” means this Instrument of Government;
- (f) “Board of Governors” means the members of the Corporation;
- (g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other and also includes meetings by written resolutions and by e-mail as set out in the Corporation’s Standing Orders;

- (h) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (i) "Vice-Chancellor" means the Principal
- (j) "staff member" and "student member" have the meanings given to them in clause 2;
- (k) "the Secretary of State" means the Secretary of State for Education;
- (l) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (m) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (n) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Board of Governors

(1) The Board of Governors shall consist of—

- (a) not less than nine or more than fourteen members who appear to the Board of Governors to have both the necessary skills and a balance of the necessary skills to ensure that the Board of Governors carries out its functions under article 3 of the Articles of Government (of which up to thirteen shall be persons appearing to the Board of Governors to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession);
- (b) the Vice-Chancellor of the institution;
- (c) one person co-opted by the Board of Governors who has experience of the provision of education;
- (d) one person who is a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in paragraph (3), ("staff member"); and
- (e) one person who is a student at the institution and has been nominated and elected by their fellow students, or if the Board of Governors so decides, by the students union ("student member").

(2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union but shall not also be a member of any Corporation subsidiary company board conducting a further education institution.

(3) The staff member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff but shall not also be a member of any Corporation subsidiary company board conducting a further education institution.

(4) A person (other than a person appointed in pursuance of sub-paragraphs (1)(d) or (1)(e) above) who is—

- (a) employed at the institution (whether or not as a teacher);
- (b) a full-time student at the institution; or
- (c) an elected member of any local authority,

is not eligible for appointment as a member of the Board of Governors otherwise than as a co-opted member.

(5) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Board of Governors under paragraph (1).

3. Determination of membership numbers

(1) Subject to paragraph (2), the number of members of the Board of Governors and the number of members of each variable category shall be that decided by the Board of Governors.

(2) The Board of Governors may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that:

- (a) the number of members of the Board of Governors shall not be less than twelve or more than fifteen;
- (b) the Board of Governors shall secure that a majority of all members of the Board of Governors are independent members; and
- (c) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(3) No determination under this clause shall terminate the appointment of any person who is already a member of the Board of Governors at the time when the determination is made.

4. Transitional arrangements

(1) The appointment of the first members of the Board of Governors shall be by the Secretary of State in accordance with section 122A(2)(b) of the Act.

(2) Where, following the last determination, the membership of the Board of Governors does not conform in number to that determination—

- (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members; but
- (b) the Board of Governors shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

5. Appointment of the members of the Board of Governors

(1) The Board of Governors shall be the appointing authority subject to paragraph (2) below. The Board of Governors shall determine the period of office of each person in the variable categories in clause 2 above not being an ex officio role.

(2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.

(3) The appointing authority may decline to appoint a person as a staff or student member if—

- (a) it is satisfied that the person has been removed from office as a member of a higher education corporation in the previous ten years; or
- (b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
- (c) the person is ineligible to be a member of the Board of Governors because of clause 8.

(2) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

6. Appointment of the Chair and Vice-Chair

(1) The members of the Board of Governors shall appoint a Chair and a Vice-Chair from among those members appointed under clause 2(1)(a) above.

(2) Neither the Vice-Chancellor nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

(3) If both the Chair and the Vice-Chair are absent from any meeting of the Board of Governors, the members present shall choose someone from among themselves to act as Chair for that meeting.

(4) The Chair and Vice-Chair shall hold office for such period as the Board of Governors decides.

(5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.

(6) If the Board of Governors is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

(7) If the Board of Governors is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.

(8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the Board of Governors shall appoint a replacement from among themselves.

(9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the Board of Governors shall appoint a replacement from among themselves.

(10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

(11) Paragraph (10) is subject to any rule or bye-law made by the Board of Governors under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

7. Appointment of the Clerk to the Board of Governors

(1) The Board of Governors shall appoint a person to serve as its Clerk, but the Vice-Chancellor, staff or student member may not be appointed as Clerk.

(2) In the temporary absence of the Clerk, the Board of Governors shall appoint a person to serve as a temporary Clerk, but the Vice-Chancellor, staff or student member may not be appointed as temporary Clerk.

(3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).

(4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Board of Governors and any of its committees.

The Clerk may also be a member of staff at the institution.

8. Persons who are ineligible to be members

(1) No one under the age of 18 years may be a member, except as a student member.

(2) The Clerk may not be a member.

(3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Vice-Chancellor.

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—

- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- (b) if the bankruptcy order is annulled, at the date of that annulment; or
- (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—

- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of one day or more; or
- (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years; or
- (d) that person has at any time been disqualified for an offence against a child under Part II (Protection of Children) of the Criminal Justice and Court Services Act 2000 or is barred from a regulated activity involving children and vulnerable adults under the Safeguarding Vulnerable Groups Act 2006; or

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Board of Governors becoming aware that he or she should be disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

9. The term of office of a member

(1) A member of the Board of Governors shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years. For the avoidance of doubt members appointed under clause 4(1) above's term of office shall start on the date of their appointment under clause 4(1).

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member. Members shall not serve for more than a maximum of eight years.

(3) Paragraph (2) is subject to any rule or bye-law made by the Board of Governors under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

10. Termination of membership

(1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Board of Governors is satisfied that any member –

- (a) is unfit or unable to discharge the functions of a member; or
- (b) has been absent from meetings of the Board of Governors for a period longer than six consecutive months without the permission of the Board of Governors; or
- (c) has brought him or herself or the institution into disrepute or threatened to do; or
- (d) the person has breached any code of conduct applying to members of the Board of Governors from time to time,

the Board of Governors may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Board of Governors by virtue of being a member of the staff at the institution, including the Vice-Chancellor, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office—

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Board of Governors may decide; or
- (b) if expelled from the institution,

and the office shall then be vacant.

11. Members not to hold interests in matters relating to the institution

(1) A member to whom paragraph (2) applies shall -

- (a) disclose to the Board of Governors the nature and extent of the interest; and
- (b) if present at a meeting of the Board of Governors, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or

vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of the Board of Governors, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Board of Governors or committee present at the meeting.

(2) This paragraph applies to a member who—

(a) has any financial interest in—

(i) the supply of work to the institution, or the supply of goods for the purposes of the institution;

(ii) any contract or proposed contract concerning the institution; or

(iii) any other matter relating to the institution; or

(b) has any other interest of a type specified by the Board of Governors in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Board of Governors to insure them against liabilities incurred by them arising out of their office or the Board of Governors obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Board of Governors or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

(a) need not disclose a financial interest; and

(b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Board of Governors as a whole and does not seek to represent the interests of any other person or body, but

(c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations. The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

12. Meetings

(1) The Board of Governors shall meet at least four times per year, and shall hold such other meetings as may be necessary.

(2) Meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other and also includes meetings by written resolutions and by e-mail.

(3) Subject to paragraphs 5 and 6 and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board of Governors written notice of the meeting and a copy of the proposed agenda.

(4) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

(5) A meeting of the Board of Governors, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.

(6) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

(7) Every member shall act in the best interests of the Board of Governors and shall not be bound to speak or vote by mandates given by any other body or person.

(8) The Board of Governors shall determine any allowances to be paid to members of the Board of Governors or to members of its committees.

13. Quorum

(1) Meetings of the Board of Governors shall be quorate if the number of members present is at least 40% of the total number of members (including a majority of members appointed under clause 2(1)(a)), determined according to clause 3.

(2) If the number of members present for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held.

(3) If during a meeting of the Board of Governors there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

14. Proceedings of meetings

(1) Every question to be decided at a meeting of the Board of Governors shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

(2) Where, at a meeting of the Board of Governors, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy or by way of postal vote.

(4) No resolution of the Board of Governors may be rescinded or varied at a subsequent meeting of the Board of Governors unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Board of Governors who is a member of staff at the institution, including the Vice-Chancellor, shall withdraw—

(a) from that part of any meeting of the Board of Governors, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

(b) from that part of any meeting of the Board of Governors, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

(c) from that part of any meeting of the Board of Governors, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

- (d) if so required by a resolution of the other members present, from that part of any meeting of the Board of Governors or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A student member who is under the age of 18 shall not vote at a meeting of the Board of Governors, or any of its committees, on any question concerning any proposal—
- (a) for the expenditure of money by the Board of Governors; or
 - (b) under which the Board of Governors, or any members of the Board of Governors, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- (7) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Board of Governors or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (8) In any case where the Board of Governors, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—
- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - (b) where required to do so by a majority of the members, other than student members, of the Board of Governors or committee present at the meeting, withdraw from the meeting.
- (9) The Clerk—
- (a) shall withdraw from that part of any meeting of the Board of Governors, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Board of Governors is required to withdraw under paragraph (5).
- (10) If the Clerk withdraws from a meeting, or part of a meeting, of the Board of Governors under paragraph (10), the Board of Governors shall appoint a person from among themselves to act as Clerk during this absence.
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board of Governors, the Board of Governors shall appoint a person from among themselves to act as Clerk to the committee during this absence.

15. Minutes

- (1) Written minutes of every meeting of the Board of Governors shall be prepared, and, subject to paragraph (2), at every meeting of the Board of Governors the minutes of the last meeting shall be taken as an agenda item.
- (2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which the staff member, the Vice-Chancellor, the student member or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

16. Public access to meetings

The Board of Governors shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Vice-Chancellor and in making its decision, it shall give consideration to clause 17(2).

17. Publication of minutes and papers

- (1) Subject to paragraph (2), the Board of Governors shall ensure that a copy of—
- (a) the agenda for every meeting of the Board of Governors; and
 - (b) the signed minutes of every such meeting;

shall be made available on the institution's website as soon as reasonably practicable.

(2) There shall be excluded from any item made available for inspection any material relating to—

- (a) a named person employed at or proposed to be employed at the institution;
- (b) a named student at, or candidate for admission to, the institution;
- (c) the Clerk; or
- (d) any matter which, by reason of its nature, the Board of Governors is satisfied should be dealt with on a confidential basis.

18. Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Board of Governors and shall be available for inspection on the institution's website.

19. Change of name of the Corporation

The Corporation may change its name with the approval of the Privy Council.

20. Application of the seal

The application of the seal of the Corporation shall be authenticated by—

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Board of Governors to act for that purpose; and
- (b) the signature of any other member.

HARTPURY UNIVERSITY HEC

ARTICLES OF GOVERNMENT

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1. Interpretation of the terms used

In these Articles of Government—

- (a) any reference to “the Vice-Chancellor” shall include a person acting as Vice-Chancellor or any other title approved by the Board of Governors;
- (b) “Academic Board” means that body referred to in Article 7 below;
- (c) “the Articles” means these Articles of Government;
- (d) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Board of Governors appointed under clause 6 of the Instrument of Government;
- (e) “the Clerk” has the same meaning as in the Instrument of Government;
- (f) “the Corporation” has the same meaning as in the Instrument of Government;
- (g) “the institution” has the same meaning as in the Instrument of Government;
- (h) “OfS” Office for Students established under The Higher Education and Research Act 2017
- (i) “staff member” and “student member” have the same meanings as in the Instrument of Government;

- (j) "the Secretary of State" means the Secretary of State for Education;
- (i) "senior post" means the post of Vice-Chancellor and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (k) "the staff" means all the staff who have a contract of employment with the institution;
- (l) "the students' union" has the same meaning as in the Instrument of Government;
- (m) "Vice-Chancellor" means Principal.

2. Conduct of the institution

(1) The institution shall be conducted in accordance with the provisions of the Instrument of Government, all requirements of law, orders, directions or regulations made by the Secretary of State or Privy Council, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

(2) The institution shall be conducted under the name Hartpury University.

3. Responsibilities of the Board of Governors, the Vice-Chancellor and the Clerk

(1) The Board of Governors shall be responsible for the following functions—

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- (c) approving the quality strategy of the institution;
- (d) the effective and efficient use of resources, the solvency of the institution and safeguarding its assets;
- (e) approving annual estimates of income and expenditure;
- (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

(2) The Board of Governors shall procure that there shall be no disposal of any asset used by any subsidiary of the Corporation conducting further education without the approval of the board of directors of such subsidiary.

(3) Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- (a) making proposals to the Board of Governors about the educational character and mission of the institution and implementing the decisions of the Board of Governors;
- (b) the determination, after consultation with the Academic Board, of the institution's academic and determination of its other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Board of Governors, and the management of budget and resources within the estimates approved by the Board of Governors;

- (d) the organisation, direction and management of the institution and leadership of the staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Board of Governors, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (4) The Clerk shall be responsible for the following functions: -
- (a) advising the Board of Governors with regard to the operation of its powers;
 - (b) advising the Board of Governors with regard to procedural matters;
 - (c) advising the Board of Governors with regard to the conduct of its business; and
 - (d) advising the Board of Governors with regard to matters of governance practice.

4. The establishment of committees and delegation of functions generally

(1) The Board of Governors may establish committees for any purpose or function, other than those assigned in these Articles to the Vice-Chancellor or Clerk and may delegate powers to-

- (a) such committees;
- (b) the Chair, or in the Chair's absence, the Vice-Chair; or
- (c) the Vice-Chancellor.

(2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Board of Governors.

(3) The Board of Governors may also establish committees under collaboration arrangements made with further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

(4) Any committee established by the Board of Governors, other than the committee referred to in Article 10, may include persons who are not members of the Board of Governors.

5. The Search and Governance Committee

(1) The Board of Governors shall establish a committee, to be known as the "Search and Governance Committee", to advise on—

- (a) the appointment of members (other than as a staff or student member); and
- (b) such other matters relating to membership and appointments as the Board of Governors may ask it to.

(2) The Board of Governors shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the search committee.

(3) The Board of Governors may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee's terms of reference and its advice to the Board of Governors, other than any advice which the Board of Governors is satisfied should be dealt with on a confidential basis, shall be published on the institution's website.

6. The Audit Committee

(1) The Board of Governors shall establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Board of Governor's audit arrangements and systems of internal control.

The Audit Committee shall consist of at least three persons and may include members of staff at the institution with the exception of the Vice-Chancellor and any other senior post holder, and shall operate in accordance with any requirements of OfS from time to time.

7. Matters relating to Higher Education

Academic Board

(1) The Board of Governors shall establish a body to be known as the "Academic Board".

(2) The Academic Board shall be comprised of no more than 30 members, comprising the Vice-Chancellor (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Vice-Chancellor may nominate a Deputy Chair from among the members of the Academic Board to take the chair in his or her place. The period of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

(3) The constitution of the Academic Board and its terms of reference from time to time shall be as approved by the Board of Governors.

(4) The Vice-Chancellor shall appoint a person to act as secretary to the Academic Board.

(5) Any member of the Academic Board may be reappointed provided he or she remains qualified for appointment.

(6) A member of the Academic Board appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the member in whose place he or she is appointed.

(7) The Academic Board shall hold a meeting whenever necessary and in any event at least three times in every year.

(8) The Academic Board shall make rules relative to the convening of meetings and the conduct of proceedings.

(9) Subject to the provision of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for:

- (a) general issues relating to the research, scholarship, teaching and courses of higher education at the institution, including in that regard criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies where appropriate;
- (b) considering the development of the higher education academic activities of the institution and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon; and

- (c) advising on such other matters relating to the institution as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.

(10) The Academic Board may establish such committees as it considers necessary to enable it to carry out its responsibilities provided that each establishment is first approved by the Board of Governors. The number of members of any such committee and the terms on which they are to hold and vacate office shall be determined by the Academic Board.

The Vice-Chancellor

(11) In the event of a vacancy in the position of a Vice-Chancellor the Board of Governors shall appoint a person to the role of Vice-Chancellor as an interim measure for an initial period of no more than six months, any reappointment for one or more periods of up to six months will require the prior approval of the Board of Governors.

(12) The Vice-Chancellor shall cease to be the Vice-Chancellor upon:

- (a) resigning from the position of the Vice-Chancellor; or
- (b) upon the designation of a successor as Vice-Chancellor; or
- (c) upon loss of confidence vote by the Board of Governors or the Academic Board; or
- (d) in accordance with the terms of the appointment of the Vice-Chancellor.

Closure of higher education programmes

Any proposal to withdraw a programme of study leading to an award of the institution shall be subject to the approval of the Academic Board. Before implementing such proposal, the institution must demonstrably safeguard the interests and rights of students registered on the programme and the standards of the relevant award.

8. Access to committees by non-members and publication of minutes

The Board of Governors shall ensure that:—

- (e) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- (f) a written statement of its policy regarding the publication of minutes of committee meetings

are published on the institution's website.

9. Delegable and non-delegable functions

The Board of Governors shall not delegate the following functions-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (g) the responsibility for ensuring the solvency of the institution and for safeguarding their assets;
- (h) the appointment or dismissal of the Vice-Chancellor or holder of a senior post;

- (i) the appointment or dismissal of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
- (j) the modification or revocation of these Articles.

10. The Board of Governors may not delegate –

(1) (a) the consideration of the case for dismissal, and

(b) the power to determine an appeal in connection with the dismissal

of the Vice-Chancellor, the Clerk or the holder of a senior post, other than to a committee of members of the Board of Governors.

(2) The Board of Governors shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11. The Vice-Chancellor may delegate functions to the holder of any other senior post or any other senior manager other than any functions that have been delegated to the Vice-Chancellor by the Board of Governors.

12. Appointment and promotion of staff

(1) Where there is a vacancy or expected vacancy in a senior post, the Board of Governors shall—

(a) unless it resolves otherwise advertise the vacancy nationally; and

(b) appoint a selection panel consisting of—

(i) at least five members of the Board of Governors including the Chair or the Vice-Chair or both, where the vacancy is for the post of Vice-Chancellor ; or

(ii) the Vice-Chancellor and at least two other members of the Board of Governors, where the vacancy is for any other senior post.

(2) The members of the selection panel shall—

(a) decide on the arrangements for selecting the applicants for interview;

(b) interview the applicants; and

(c) where they consider it appropriate to do so, recommend to the Board of Governors for appointment one of the applicants they have interviewed.

(3) If the Board of Governors approves the recommendation of the selection panel, that person shall be appointed.

(4) If the members of the selection panel are unable to agree on a person to recommend to the Board of Governors, or if the Board of Governors does not approve their recommendation, the Board of Governors may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.

(5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff-

(a) may be required to act as Vice-Chancellor or in the place of any other senior post holder; and

(b) if so required, shall have all the duties and responsibilities of the Vice-Chancellor or such other senior post holder during the period of the vacancy or temporary absence.

13. The Vice-Chancellor shall have responsibility for selecting for appointment all members of staff other than –

- (a) senior post holders; and
- (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

14. Rules relating to the conduct of staff

After consultation with the staff, the Board of Governors shall make rules relating to their conduct.

15. Academic freedom

In making rules under article 14, the Board of Governors shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

16. Grievance, suspension and disciplinary procedures

(1) After consultation with staff, the Board of Governors shall make rules setting out

- (a) grievance procedures for all staff;
- (b) procedures for the suspension of all staff; and
- (c) disciplinary and dismissal procedures for
 - (i) senior post-holders, and
 - (ii) staff other than senior post-holders

and such procedures shall be subject to the provisions of Articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

(2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Board of Governors considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

17. Suspension and dismissal of the Clerk

(1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 16(c).

(2) Where the Clerk is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Board of Governors.

18. Students

(1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Board of Governors.

(2) The students' union shall present audited accounts annually to the Board of Governors.

(3) After consultation with representatives of the students, the Board of Governors shall make rules concerning the conduct of students, including procedures for their

suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

19. Financial matters

The Board of Governors shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the Office of Students .

20. Co-operation with OfS

The Board of Governors shall co-operate with any person who has been authorised by the Office of Students to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Board of Governors, including computer records.

21. Internal audit

(1) The Board of Governors shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Board of Governor's resources.

(2) The Board of Governors may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Board of Governors shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

22. Accounts and audit of accounts

(1) The Board of Governors shall

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the institution.

(2) The statement shall—

- (a) give a true and fair account of the state of the institution's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- (b) comply with any directions given by the Office of Students as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Board of Governors in respect of each financial year.

(4) The Board of Governors shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of OfS.

(6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

(7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Board of Governors with OfS approval.

(8) If the institution is dissolved—

- (a) the last financial year shall end on the date of dissolution; and

- (b) the Board of Governors may decide, with OfS approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

23. Rules and bye-laws

The Board of Governors shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

24. Copies of Articles of Government and rules and bye-laws

A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Board of Governors and shall be available for inspection at the institution upon the institution's website.

25. Modification or replacement of the Instrument and Articles of Government

(1) subject to paragraph(2), and the prior approval of the Privy Council in accordance with the Act, the Board of Governors may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Board of Governors view, are likely to be affected by the proposed changes.

(2) The Board of Governors shall not make changes to the instrument and articles of government that would result in the body ceasing to be a charity.

26. Dissolution of the Corporation

(1) The Board of Governors may by resolution dissolve the Corporation and provide for the transfer of its property, rights and liabilities.

(2) The Board of Governors shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.

27. Administrative Arrangements

27(1) Means of communication to be used

(a) Subject to the Articles, anything sent or supplied by or to the Corporation under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Companies Act to be sent or supplied by or to the Corporation.

(b) Subject to the Articles, any notice or document to be sent or supplied to a member of the Board of Governors in connection with the taking of decisions by Board of Governors may also be sent or supplied by the means by which that person has asked to be sent or supplied with such notices or documents for the time being.

(c) A member of the Board of Governors may agree with the Corporation that notices or documents sent to that person in a particular way are to be deemed to

have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

27(2) When a communication from the Corporation is deemed received

(a) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.

(b) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.

(c) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the Corporation.

(d) If the Corporation receives a delivery failure notification following a communication by electronic means in accordance with Article 27(2)(c), the Corporation shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the governor either personally or by post addressed to the person at his or her registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with Article 27 (2)(c).

27(3) Provision for employees on cessation of operations

The Board of Governors may decide to make provision for the benefit of persons employed or formerly employed by the Corporation or any of its subsidiaries (other than as a member of the Board of Governors or former member thereof) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Corporation or that subsidiary.

28. GOVERNORS' INDEMNITY AND INSURANCE

Indemnity

(1) Subject to Article 28 (5), a relevant member of the Board of Governors may be indemnified out of the Corporation's assets against:

(a) any liability incurred by that person in connection with acting as a member of the Board of Governors otherwise than in respect of any negligence, default, breach of duty or breach of trust by that person in relation to the Corporation;

(b) any liability incurred by that person in connection with the activities of the Corporation in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act);

(c) any other liability incurred by that person as an officer of the Corporation.

(2) The Corporation may fund the expenditure of a relevant member of the Board of Governors for any purpose permitted under the Companies Act and may do anything to enable such relevant person to avoid incurring such expenditure as provided in the Companies Act.

(3) No relevant member of the Board of Governors shall be accountable to the Corporation for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a member of the Board of Governors.

(4) The powers given by this article shall not limit any general powers of the Corporation to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.

(5) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law or any provision of charity law for so long as the Corporation is a charity.

(6) In this article and in **Article 28(7)** a relevant member of the Board of Governors means any current or former member thereof.

Insurance

(7) The Board of Governors may decide to purchase and maintain insurance, at the expense of the Corporation, for the benefit of any relevant member of the Board of Governors in respect of any relevant loss which insurance shall whilst the Corporation be a charity comply with all applicable charities law.

(8) In Article 28(7) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant governor in connection with that member of the Board of Governor's duties or powers in relation to the Corporation, any associated company or any pension fund or employees' share scheme of any associated company.