

*At the Council Chamber, Whitehall*

The 3<sup>rd</sup> Day of July 2008

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

WHEREAS section 124A(1), (2) and (4) of the Education Reform Act 1988(a) (hereinafter referred to as "the Act") provide that for each higher education corporation established on or after 6<sup>th</sup> May 1992 there shall be an instrument of government, as prescribed by an order of the Privy Council, providing for the constitution of the corporation, and that the said instrument of government shall comply with the requirements of Schedule 7A to the Act and may make any provision authorised to be made by the said Schedule 7A and such other provision as may be necessary or desirable:

AND WHEREAS the Secretary of State for Wales has established the North East Wales Institute of Higher Education higher education corporation as a higher education corporation by The Education (Higher Education Corporation) (Wales) (No.3) Order 1993(b): the Board of Governors, by a resolution of 17 March 2008, and with the consent of the Privy Council on 3 July 2008 changed the name of the corporation to "Glyndŵr University"/ "Prifysgol Glyndŵr"

NOW, THEREFORE, Their Lordships, in exercise of the powers conferred on Them by section 124A(3)(b) are pleased to, and do hereby, make an instrument of government for "Glyndŵr University"/ "Prifysgol Glyndŵr" higher education corporation as set out in the Schedule to this Order, which shall come into force forthwith.

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*SCHEDULE*

**INSTRUMENT OF GOVERNMENT REFERRED TO IN THE FOREGOING ORDER**

**1. INTERPRETATION**

- 1) In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph-

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(a) 1988 c.40, section 124A was inserted by section 71 of the Further and Higher Education Act 1992 (c.13).

(b) S.1 1993/56

“the Act” means the Education Reform Act 1988 as amended from time to time;

“the Corporation” means “Glyndŵr University”/ “Prifysgol Glyndŵr”, a higher education corporation;

“the Board of Governors” means the members of the Corporation;

“the University ” means “Glyndŵr University”/ “Prifysgol Glyndŵr”, the institution conducted by the Corporation;

“the Vice-Chancellor” means the person acting as the head and Chief Executive of the University ;

“the Academic Board” means the Academic Board of the University constituted in accordance with the Articles;

“the Instrument” means the Instrument of Government of the Corporation;

“the Articles” means the Articles of Government in accordance with which the University is conducted;

“the Clerk” means the person appointed to the office of the Clerk to the Board of Governors under the Articles; and

“the appointing authority” means the Corporation unless otherwise specified.

- 2) References in this Instrument, in relation to the Board of Governors, to a variable category of members are references to any category of members in relation to which the number applicable in accordance with paragraph 3 below is subject to variation.

## **2. NAME OF THE CORPORATION**

- 1) The Board of Governors may, by resolution, change the name of the Corporation, with the consent of the Privy Council.

## **3. MEMBERSHIP OF THE BOARD OF GOVERNORS**

- 1) The Board of Governors shall consist of-
  - a. not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
  - b. the Vice-Chancellor, unless he chooses not to be a member.
- 2) Of the appointed members-
  - a. up to thirteen shall be independent members;
  - b. up to two may be teachers at the University nominated by the Academic Board and up to two may be students of the University nominated by the students thereof; and
  - c. at least one and not more than nine shall be co-opted members nominated by the members of the Board of Governors who are not co-opted members.

- 3) Independent members shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession.
- 4) The co-opted member required by sub-paragraph 3(2)(c) above shall be a person who has experience in the provision of education.
- 5) A person (other than a person appointed in pursuance of sub-paragraph 3(2)(b) above) who is-
  - a. employed at the University (whether or not as a teacher);
  - b. a full-time student at the University; 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.
- 6) For the purposes of this paragraph, a person who is not for the time being enrolled as a student at the University shall be treated as such a student during any period when he has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any office held by him in the students' union at the University.
- 7) It shall be for the appointing authority to determine any question as to whether any person is qualified in accordance with the preceding provisions of this paragraph for appointment as a member of the Board of Governors of any description or category.

#### **4. DETERMINATION OF MEMBERSHIP NUMBERS**

- 1) The Board of Governors shall make a determination with respect to their membership numbers.
- 2) Such a determination shall fix the number of members of each variable category of which the Board of Governors are to consist, subject to the limits applicable in relation to that category in accordance with paragraph 3(2) above.
- 3) In making such a determination, the Board of Governors shall secure that at least half of all members of the Board of Governors, when constituted in accordance with the determination, will be independent members.
- 4) Such a determination shall not have effect so as to terminate the appointment of any person who is a member of the Board of Governors at the time when it takes effect.
- 5) Such a determination may be varied by a subsequent determination.

#### **5. APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS**

- 1) Subject to the provisions of section 124C of the Act, no appointment of members of the Board of Governors may be made before the first determination of the membership in accordance with paragraph 4(1) above takes effect.
- 2) The Board of Governors are the appointing authority in relation to the appointment of any member of the Board of Governors other than an independent member.

- 3) Where an appointment of an additional independent member of the Board of Governors fails to be made in consequence of a determination in accordance with paragraph 4 above, the appointing authority in relation to the appointment-
  - a. shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of the determination; or
  - b. if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- 4) Where a vacancy in the office of an independent member of the Board of Governors arises on any existing independent member ceasing to hold office on the expiry of his term of office-
  - a. his successor shall not be appointed more than six months before the expiry of that term; and
  - b. the appointing authority in relation to the appointment of his successor-
    - i. shall be the Board of Governors if the appointment is made not less than three months before the expiry of that term; or
    - ii. if the appointment is not so made, shall be the current independent members of the Board of Governors.
- 5) Where a vacancy in the office of an independent member of the Board of Governors arises on the death of any such member or on any such member ceasing to hold office in accordance with the Instrument, the appointing authority in relation to the appointment of his successor-
  - a. shall be the Board of Governors if the appointment is made within the period of three months beginning with the date of death or the date on which the office becomes vacant (as the case may be); or
  - b. if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- 6) No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub-paragraph 5(3)(a), 5(4)(b)(i) and 5(5)(a) above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.
- 7) If the number of independent members of the Board of Governors falls below the number needed in accordance with the Articles for a quorum, the Welsh Ministers are the appointing authority in relation to the appointment of such number of independent members as is required for a quorum.

**6. TENURE OF OFFICE OF MEMBERS OF THE BOARD OF GOVERNORS**

- 1) The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment.
- 2) A member of the Board of Governors may at any time by notice in writing to the Clerk resign his office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

- 3) If at any time the Board of Governors are satisfied that any member of the Board of Governors-
  - a. has been absent from meetings of the Board of Governors for a period of twelve months without the permission of the Board of Governors; or
  - b. is unable or unfit to discharge the functions of a member,

the Board of Governors may by notice in writing to that member remove him from office; and thereupon the office shall become vacant.
- 4) Where a member of the Board of Governors appointed as an Academic Board nominee or a student nominee, or a member of staff or student appointed as a co-opted member of the Board of Governors, ceases before the end of his period of office to be a member of staff or a student of the University, as the case may be, his office shall thereupon become vacant.

**7. OFFICERS**

- 1) The Board of Governors shall appoint from among their members a Chairman and any other officers which the Board may determine.

**8. COMMITTEES**

- 1) The Board of Governors may establish committees and permit such committees to include person who are not members of the Board of Governors.

**9. ALLOWANCES**

- 1) The Board of Governors shall determine any allowances to be paid to members of the Board of Governors.

**10. SEAL OF CORPORATION**

- 1) The application of the seal of the Corporation shall be authenticated by the signature of the Chairman of the Board of Governors or some other member authorised generally or specially by the Board of Governors to act for that purpose together with that of any other member of the Board of Governors.
- 2) The Corporation Seal shall be held under secure arrangements by the Clerk.

**11. COPIES OF INSTRUMENT OF GOVERNMENT**

- 1) Copies of the Instrument of Government shall be provided to each member of the Board of Governors.

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“Glyndŵr University”/ “Prifysgol Glyndŵr”

## HIGHER EDUCATION CORPORATION

### ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, “Glyndŵr University”/ “Prifysgol Glyndŵr” higher education corporation makes the following Articles of Government in accordance with which “Glyndŵr University”/ “Prifysgol Glyndŵr” shall be conducted:

#### 1. INTERPRETATION

- 1) In these Articles, the words and expressions shall have the same meaning ascribed to them in paragraph 1 of the Instrument made by the Privy Council (date to be inserted) , and

“the holders of senior posts” means the Vice-Chancellor and Chief Executive, the Clerk, and the holders of such other senior posts as the Board of Governors may determine and “holder of a senior post” shall be construed accordingly;

“the staff” includes both teaching and other staff of the University;

“staff governor” means a member of the Board of Governors appointed on the nomination of the Academic Board, or as a co-opted staff nominee;

“student governor” means a member of the Board of Governors appointed as a student nominee or as a co-opted student nominee; and

“a students’ union” means any association of the generality of students formed to further the educational purposes of the University and the interests of students as students.

- 2) The Interpretation Act 1978 shall apply for the interpretation of these Articles as it applies for the interpretation of an Act of Parliament.

#### 2. CONDUCT OF THE UNIVERSITY

- 1) The University shall be conducted in accordance with the provisions of the Education Acts as defined in the Education Act 1996, and subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, Welsh Ministers or the Privy Council, and, subject thereto, in accordance with the provisions of the Instrument, these Articles and any rules or bye-laws made under these Articles.

#### 3. RESPONSIBILITIES OF THE BOARD OF GOVERNORS, VICE-CHANCELLOR AND ACADEMIC BOARD.

##### The Board of Governors

##### 1) The Board of Governors shall be responsible for:

- i. the determination of the educational character and mission of the University and for oversight of its activities;
- ii. the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- iii. approving annual estimates of income and expenditure;
- iv. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
- v. the appraisal of the Vice-Chancellor and Clerk; and
- vi. setting a framework for the pay and conditions of other staff.

### **The Vice-Chancellor**

- 2) Subject to the responsibilities of the Board of Governors, the Vice-Chancellor shall be the Chief Executive of the University, and shall be responsible for:
  - i. making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
  - ii. the organisation, direction and management of the University and leadership of the staff;
  - iii. 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;
  - iv. the determination, after consultation with the Academic Board, of the University’s academic activities, and for the determination of its other activities;
  - v. preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of the budget and resources, within the estimates approved by the Board of Governors; and
  - vi. the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

### **The Academic Board**

- 3) Subject to the provisions 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:
  - i. general issues relating to the research, scholarship, teaching and courses at the University, including 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 honorary academic titles; and the procedures for expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of the validating and accrediting bodies;
  - ii. considering the development of the academic activities of the University and resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon; and
  - iii. advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.
- 4) 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 Vice-Chancellor and 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.

## **4. CONSTITUTION OF ACADEMIC BOARD**

- 1) There shall be an Academic Board of no more than thirty members, comprising the Vice -Chancellor (who shall be Chairman) 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 Chairman 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.
- 2) Taken together, the following categories should comprise at least half the total actual membership of the Board:-

- a. Academic Provost ( or equivalent)
- b. Academic Directors ( or equivalent posts)
- c. Heads of Academic Subjects

3) The remaining members shall include:-

- a. Not less than four teaching staff ( other than Heads of Subjects)
- b. Not less than 2 Heads of Research Units
- c. Not less than one member of the non-teaching staff
- d. Not less than one student

4) The membership may include co-opted members.

## **5. DELEGATION OF FUNCTIONS AND COMMITTEES**

- 1) Subject to the following provisions of this Article, the Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice-Chancellor or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Vice-Chancellor.
- 2) The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Board of Governors may remit to them. The members of the committee or committees shall be drawn from the Board of Governors other than staff or student governors.
- 3) The Board of Governors shall establish an Audit Committee.
- 4) The Board of Governors shall not, however, delegate the following:
  - i. the determination of the educational character and mission of the University;
  - ii. the approval of the annual estimates of income and expenditure;
  - iii. ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
  - iv. the appointment or dismissal of the Vice-Chancellor; and
  - v. the varying or revoking of these Articles.

## **6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS**

- 1) The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

## **7. PROCEDURES FOR MEETINGS**

- 1) The Board of Governors shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 2) All meetings shall be summoned by the Clerk who shall send the governors written notice of the meeting and a copy of the agenda seven clear days in advance of the meeting.

A special meeting of the Board of Governors may be called at any time by the Chairman of the Board of Governors or at the request in writing of five governors. When the Chairman so directs on the grounds that there are matters which demand urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he or she specifies.

**8. QUORUM**

- 1) Meetings of the Board of Governors shall be quorate if a minimum of six members are present of which four shall be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present shall be able to require that a decision be deferred to the next meeting. No decision shall be deferred more than once under this provision.
- 2) If the number of Governors assembled for a meeting of the Board of Governors does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Board of Governors the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 3) If, for lack of a quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he or she thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

**9. APPOINTMENT OF INDEPENDENT MEMBERS**

- 1) When the Corporation is the appointing authority a majority of current independent members must agree to the appointment of an independent member.
- 2) Where paragraph 5 of the Instrument provides that independent members are the appointing authority they shall form a Committee. The quorum of that committee shall be six.
- 3) Meetings of the committee established under articles 9(2) shall be summoned by the Clerk in accordance with the arrangements made under articles 7(2).
- 4) Where the Corporation is the appointing authority every question shall be determined by a majority of the votes of the governors present subject to the provisions of articles 9(1) and 10.
- 5) Where independent members are the appointing authority every question shall be determined by a majority of the votes of members present subject to the provision of articles 9(2) and 10.
- 6) Where there is an equal division of votes, the Chairman of the meeting shall have a second or casting vote.

**10. *REPEALED 2006***

**11. APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN**

- 1) At the first meeting of the Board of Governors, members of the Board of Governors shall appoint a Chairman and Vice-Chairman, as appropriate, who shall be eligible for re-election.
- 2) The Vice-Chancellor, staff and student members of the Board of Governors shall not be eligible to be elected as Chairman or Vice-Chairman.
- 3) The Chairman and Vice-Chairman shall hold office for such period as the Board of Governors may determine.
- 4) At a meeting of the Board of Governors the Chairman of the Board of Governors, if present, shall preside. In the absence of the Chairman, the Vice-Chairman shall preside.
- 5) In the absence of the Chairman and Vice-Chairman the governors shall appoint one of their number to preside at the meeting.
- 6) Any power of duty assigned to the Chairman of the Board of Governors in relation to the conduct of a meeting may be exercised by the person appointed under articles 11(5).
- 7) The Chairman and Vice-Chairman may at any time by notice in writing to the Clerk resign their respective offices.

- 8) At the first meeting following the expiry of the term of office of the Chairman or the Vice-Chairman, or following the resignation of the Chairman or Vice-Chairman, the Board of Governors shall appoint a new Chairman or Vice-Chairman as the case may be, from amongst their number.

## **12. NOTICE AND PROCEEDINGS OF MEETINGS**

- 1) Meetings of the committees established under article 5 shall be summoned by the Clerk in accordance with arrangements made under article 7(2).
- 2) Members of the Board of Governors and its committees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 3) No member of the Board of Governors or its committees may appoint proxies from among the other members of the Corporation to vote in their place.
- 4) No resolution of the Board of Governors or its committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 5) The proceedings of the Board of Governors and its committees shall not be invalidated by any vacancy in their membership or by any defect in the election, appointment or qualification of any governor.
- 6) The Board of Governors shall determine Standing Orders relating to the Conduct of Business which shall incorporate, where relevant, the provisions made within the Articles.

## **13. VOTING**

- 1) Every question to be decided at a meeting of the Board of Governors and its committees shall be determined by a majority of the votes of the governors present and voting on the question. Where there is an equal division of votes, the Chairman of the meeting shall have a second or casting vote.
- 2) In all matters voting shall be a show of hands, unless the Board of Governors determines otherwise.
- 3) The names of those voting for, or against, any motion shall not normally be recorded, but any member may request to have his or her dissent recorded.
- 4) Except as provided by the provisions of article 18 regarding appeals and representations about staff discipline and dismissal, a governor who is a member of the staff shall withdraw:
  - i. from that part of any meeting of the Board of Governors or its committees at which his or her promotion, remuneration, conduct, suspension, dismissal or retirement is to be considered;
  - ii. from that part of any meeting of the Board of Governors or its committees at which the appointment of his or her successor is to be considered; and
  - iii. if so required by a resolution of the other governors present, from that part of any meeting of the Board of Governors or its committees at which the appointment, promotion, remuneration, conduct, suspension, dismissal or retirement of any member of staff is to be considered.
- 5) The Vice-Chancellor shall withdraw from a meeting of the Board of Governors or any of its committees whilst an item concerning his or her own position is under discussion.
- 6) Except as provided by the rules to be made under the provisions of articles 20 regarding appeals and representations by students in disciplinary cases, a student governor shall withdraw from that part of any meeting of the Board of Governors at which his or her conduct, suspension or expulsion is to be considered.
- 7) In any case where the Board of Governors is to discuss the appointment, remuneration, conditions of service, promotion, suspension, dismissal or retirement of a member or prospective member of the staff, a student governor shall:
  - i. take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and

- ii. where required to do so by a resolution of the other governors present, withdraw from the meeting.

#### **14. PUBLICATION OF MINUTES AND PAPERS**

- 1) Subject to article 14(2) below the Board of Governors shall ensure that a copy of:
  - i. the agenda for every meeting of the Board of Governors and its committees;
  - ii. the draft minutes of every such meeting, if they have been approved by the Chairman of the meeting;
  - iii. the signed minutes of every such meeting; and
  - iv. any report, document or other paper considered at any such meeting.

shall, in each case as soon as may be, be made available at all site libraries of the University to any person wishing to inspect them.

- 2) There may be excluded from any item required to be made available in pursuance of articles 14(1) any material relating to:
  - i. a named person employed at or proposed to be employed at the University;
  - ii. a named student at, or candidate for admission to, the University; and
  - iii. any matter which, by reason of its nature, the Chairman of the Board of Governors, the Board of Governors and its committees are satisfied should be dealt with on a confidential basis.

#### **15. DECLARATION OF INTERESTS**

- 1) Members of the Board of Governors shall declare any pecuniary, family or other personal interests in matters under consideration by the Board of Governors or any of its committees. Members who declare such an interest shall take no part in consideration of the matter(s), and may be asked by the Board of Governors or committee to withdraw while the matter is being considered.

#### **16. APPOINTMENT AND PROMOTION OF STAFF**

- 1) Each member of staff shall serve under a Contract of Employment with the Corporation.
- 2) Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor, the post shall be advertised nationally and the Board of Governors shall agree procedures for the appointment.
- 3) The Vice-Chancellor shall determine procedures for the appointment and promotion of other staff subject to approval by the Board of Governors.

#### **17. CONDUCT OF STAFF**

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

#### **Academic Freedom**

- 2) In making rules under article 17(1), the Board of Governors shall have regard to the need to ensure that academic staff of the University have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or of losing their jobs or any privileges they may have at the University.

## **18. SUSPENSION AND DISMISSAL OF STAFF**

### **Suspension**

- 1) The Chairman of the Board of Governors or, in the absence of the Chairman, the Vice-Chairman, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chairman, or Vice-Chairman, shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable.
- 2) The Vice-Chancellor may suspend from duty, with pay, any member of staff, other than the holder of a senior post for misconduct or other good and urgent cause.
- 3) A member of staff who is suspended from duty under articles 18(1) or 18(2) shall be entitled to receive from the Vice-Chancellor, or in the case of the holders of senior posts from the Chairman or Vice-Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken.
- 4) Procedures for the suspension of staff under articles 18(1) and 18(2) shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
  - i. any member of staff who has been under suspension for three weeks or more may appeal in writing to the Board of Governors against the suspension, save that no such right of appeal shall lie if the person is the subject of a reference to a Special Committee under article 18(5) or a notification from the Vice-Chancellor under article 18(12);
  - ii. any appeal under 18(4)(i) shall be considered as soon as practicable; and
  - iii. a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

### **Dismissal**

#### **Holders of Senior Posts including the Vice-Chancellor and the Clerk**

- 5) If the Chairman of the Board of Governors, or in his or her absence the Vice-Chairman, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, the Chairman, Vice-Chairman or Board of Governors as appropriate shall refer the matter to a Special Committee of the Board of Governors, which shall be convened as soon as possible to examine the facts, otherwise investigate the grounds for dismissal, and make a report to the Board of Governors.
- 6) The person whose dismissal is to be considered by the Special Committee shall have the right to make representations to the committee, including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- 7) The Special Committee shall prepare a written report for consideration by the Board of Governors, a copy of which shall be sent to the person to whom it relates. The report shall set out the facts relating to the case, and any considerations which the committee considers should be taken into account in the Board of Governors' consideration of the matter. The report should not contain recommendations as to the decision to be taken by the Board of Governors.
- 8) The Board of Governors shall consider the report of the Special Committee and take such action as it considers appropriate, which may include the dismissal of the person concerned. The person concerned shall have the right to make representations to the Board of Governors including oral representations, for which purpose he or she may be accompanied and represented by a friend.
- 9) The Board of Governors shall make rules specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in articles 18(5) to 18(9).
- 10) The Special Committee shall consist of three members of the Board of Governors. The Chairman of the Board of Governors, the Vice-Chairman and the Vice-Chancellor shall not be eligible for membership of the Special Committee.

## **Other Members of Staff**

- 11) The Vice-Chancellor may dismiss any member of the staff other than the holder of a senior post and if the circumstances are such that he or she is entitled to do so by virtue of the conduct of that member of staff, that dismissal may take immediate effect without any need for prior notice.
- 12) Where the Vice-Chancellor proposes to dismiss such a member of staff and the circumstances described in article 18(11) do not prevail, he or she shall notify the member of staff concerned of that proposal. That staff member shall be given an opportunity to make representations to the Vice-Chancellor (including oral representations, for which purpose the staff member may be accompanied by a friend) before any decision to dismiss the staff member is taken by the Vice-Chancellor.
- 13) Where a staff member has been dismissed pursuant to article 18(11) or a decision to dismiss has been taken pursuant to article 18(12), that staff member may appeal against the dismissal or decision, as the case may be, to the Board of Governors. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined.
- 14) Procedures for the dismissal of staff by the Vice-Chancellor and for the consideration of appeals against dismissals shall be specified in rules made by the Board of Governors after consultation with the staff. The rules should include rights of representation.
- 15) Subject to the responsibilities of the Board of Governors and the Vice-Chancellor under these Articles, the Vice-Chancellor may delegate all or any of the powers of suspension and dismissal vested in him or her by article 18 to another member of staff.

## **19. GRIEVANCE PROCEDURES**

- 1) After consultation with the staff the Board of Governors shall make rules specifying procedures according to which staff may seek to redress of any grievance relating to their employment.

## **20. STUDENTS**

- 1) A students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Board of Governors and shall present audited accounts annually to the Board of Governors. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors.
- 2) The Board of Governors, after consultation with the Academic Board and representatives of the students, shall make rules with respect to the conduct of students, including procedures for suspension and expulsion on disciplinary grounds.
- 3) In exercise of their responsibilities under article 3, the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the suspension or expulsion of students for an unsatisfactory standard of work or other academic reason.
- 4) The Board of Governors shall make arrangements to ensure that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be appropriate. The arrangements shall include procedures that allow both individual and collective concerns to be properly considered, at appropriate levels within the University.

## **21. FINANCIAL MATTERS**

### **Fees**

- 1) The Board of Governors shall determine the tuition and other fees payable to the Corporation (subject to any terms and conditions attached to grants, loans, or other payments paid or made by the appropriate Higher Education Funding Council).

### **Accounts and Estimates**

- 2) The Board of Governors shall keep true accounts and records, and appoint auditors in accordance with the provision of the Act.

- 3) Annual estimates of income and expenditure shall be prepared by the Vice-Chancellor for the consideration and approval of the Board of Governors.

**22. RULES AND BYE-LAWS**

- 1) The Board of Governors shall have power to make rules and bye-laws concerning such matters with regard to the government and conduct of the University as it shall think fit. Such rules and bye-laws shall be subject to the provisions of these Articles.

**23. COPIES OF ARTICLES, RULES AND BYE-LAWS**

- 1) A copy of these Articles, and any rules or bye-laws, shall be given to every governor and shall be available for inspection upon request to every member of staff and every student.

**24. AMENDMENTS OF ARTICLES**

- 1) These Articles may be amended or replaced by a resolution of the Corporation either with the approval of the Privy Council or as required by the Privy Council, after consultation with the Corporation, in accordance with section 125 of the Act.

**25. DATE OF ARTICLES**

- 1) These Articles shall come into operation on 3 July 2008.