



At the Council Chamber, Whitehall

THE 16TH DAY OF MARCH 2017

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

In accordance with section 124A(3) of the Education Reform Act 1988^(a) (hereinafter referred to as "the Act"), the Privy Council by Order dated 5th March 1993 made an instrument of government for University of Central Lancashire, being a higher education corporation with respect to which Schedule 7 to the Act has effect.

Section 124A(3)(b) of the Act provides that the Privy Council may by Order modify an instrument of government of any such higher education corporation.

Accordingly, Their Lordships, in exercise of the powers conferred on Them by section 124A(3)(b), are pleased to modify the instrument of government in accordance with the provision set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

MODIFICATIONS TO THE INSTRUMENT OF GOVERNMENT REFERRED
TO IN THE FORGOING ORDER

1. INSTRUMENT OF GOVERNMENT

In exercise of the powers conferred upon it by Section 124A(3) of the Education Reform Act 1988, the Privy Council has made an Instrument of Government for the University of Central Lancashire Higher Education Corporation in accordance with which the University of Central Lancashire shall be conducted:

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

2. INTERPRETATION

In this Instrument, the following words and expressions shall have the meanings indicated in this paragraph:

- “Academic Board”** means the Academic Board of the University constituted in accordance with the Articles;
- “appointing authority”** means the Corporation unless otherwise specified;
- “Articles”** means the Articles of Government in accordance with which the University is conducted;
- “bankruptcy”** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- “Board of Governors”** means the governing body of the University described in paragraph 4 also known as the “University Board”;
- “Chair”** has the meaning given in paragraph 8;
- “Clerk”** means the person appointed to the office of the Clerk to the Board of Governors in accordance with the Articles which person shall be known as such title approved by the Board of Governors from time to time;
- “Companies Act”** means the Companies Act 2006 where the context so admits the other Acts of Parliament as defined in section 2 to the Companies Act 2006 in so far as they apply to the Company including any statutory modification or re-enactment of it for the time being in force;
- “Corporation”** means the University of Central Lancashire Higher Education Corporation;
- “document”** includes, unless otherwise specified, any document sent or supplied in electronic form;
- “Education Reform Act”** means the Education Reform Act 1988 as amended from time to time;
- “electronic form”** has the meaning given in section 1168 of the Companies Act;

“governor”	means a member of the Corporation, and includes any person occupying the position of governor, by whatever name called;
“Hard Copy Form”	has the meaning given in section 1168 of the Companies Act;
“independent governor”	has the meaning given in paragraph 4.3;
“Instrument”	means the Instrument of Government of the Corporation;
“Secretary of State”	means the Secretary of State for Education;
“Seal”	means the Corporation Seal;
“Senior Post”	means the post of Vice Chancellor, the Clerk and such other senior posts as the Board of Governors may determine from time to time;
“Statutes”	means the Companies Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Act;
“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;
“subsidiary”	has the meaning given in section 1159 of the Companies Act;
“University”	means the University of Central Lancashire conducted by the Corporation;
“Vice Chancellor”	means the person appointed to act as Vice Chancellor of the University;
“Writing” or “Written”	includes fax and e-mail but excludes text messages and other communications in electronic form.

- 2.1 References in this Instrument, in relation to the Board of Governors, to a variable category of governors are references to any category of governors in relation to which the number applicable in accordance with paragraph 5 below is subject to variation.

- 2.2 Unless the context otherwise requires, other words or expressions contained in these Instruments and Articles bear the same meaning as in the Companies Act in force on the date when these Instruments and Articles become binding on the Corporation.
- 2.3 Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- 2.4 Headings to the Instrument and Articles are inserted for convenience only and shall not affect construction.

3. NAME OF CORPORATION

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

4. MEMBERSHIP OF THE BOARD OF GOVERNORS

- 4.1 The Board of Governors shall consist of:

- 4.1.1 not less than twelve and not more than twenty four governors appointed in accordance with the following provisions; and

- 4.1.2 the person who is for the time being the Vice Chancellor, unless he/she chooses not to be a governor.

- 4.2 Of the appointed governors:

- 4.2.1 up to thirteen shall be independent governors and so that the determined number under paragraph 5 as the date of adoption of this Instrument shall be 15;

- 4.2.2 up to two may be teachers at the University nominated by the Academic Board;

- 4.2.3 up to two may be students of the University nominated by the students thereof; and

- 4.2.4 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.

- 4.3 Independent governors 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 on the basis of a balanced skill set against a matrix of required skills approved by the Board of Governors from time to time.
- 4.4 The co-opted member required by sub-paragraph 4.2.4 above shall be a person who has experience in the provision of education.

4.5 A person above who is:

4.5.1 employed at the University in any capacity; or

4.5.2 a full time student at the University; or

4.5.3 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.

4.6 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/she has been granted leave of absence from the University for the purposes of study or travel or for carrying out the duties of any local office held by him/her in the Students' Union at the University.

4.7 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 governor of the Board of Governors of any description or category.

5. DETERMINATION OF MEMBERSHIP NUMBERS

5.1 The Board of Governors shall make a determination from time to time with respect to its numbers.

5.2 Such a determination shall fix the number of members of each variable category of which the Board of Governors is to consist, subject to the limits applicable in relation to that category in accordance with paragraph 4.2 above.

5.3 In making such a determination, the Board of Governors shall secure that at least half of all the governors, when constituted in accordance with the determination, will be independent governors.

5.4 Such a determination shall not have effect so as to terminate the appointment of any person who is a governor of the Board of Governors at the time when the determination takes effect.

5.5 Such a determination may be varied by a subsequent determination.

6. APPOINTMENT OF GOVERNORS

6.1 The Board of Governors are the appointing authority in relation to the appointment of any independent governor.

6.2 Where an appointment of an additional independent governor falls to be made in consequence of a determination in accordance with paragraph 5 above, the appointing authority in relation to the appointment:

- 6.2.1 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
- 6.2.2 if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- 6.3 Where a vacancy in the office of an independent governor arises on any existing independent member ceasing to hold office on the expiry of his/her term of office:
 - 6.3.1 his/her successor shall not be appointed more than six months before the expiry of that term; and
 - 6.3.2 the appointing authority in relation to the appointment of his/her successor:
 - 6.3.2.1 shall be the Board of Governors if the appointment is made not less than three months before the expiry of that term; or
 - 6.3.2.2 if the appointment is not so made, shall be the current independent members of the Board of Governors.
- 6.4 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/her successor:
 - 6.4.1 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
 - 6.4.2 if the appointment is not made within that period, shall be the current independent members of the Board of Governors.
- 6.5 No appointment of an independent member of the Board of Governors by the Board of Governors in accordance with sub-paragraphs 6.2.1, 6.3.2.1 and 6.4.1 above shall be made unless the appointment has been approved by the current independent members of the Board of Governors.
- 6.6 If the number of independent governors falls below the number needed in accordance with the Articles for a quorum, the Secretary of State shall be the appointing authority in relation to the appointment of such number of independent governors as is required for a quorum.

7. TENURE OF OFFICE FOR GOVERNORS

- 7.1 The Board of Governors shall determine the period of office of governors in each of the variable categories set out in paragraph 4.2 above. At the date of adoption of this Instrument such tenure shall be:
- 7.1.1 for the Vice Chancellor the period he or she is Vice Chancellor;
 - 7.1.2 for teachers appointed under paragraph 4.2.2 only for the period they are employees of the University but up to a maximum of seven years;
 - 7.1.3 for any student governor appointed under paragraph 4.2.3 only for so long as they are a student at the University but up to a maximum of seven years;
 - 7.1.4 for all independent governors and co-opted governors (subject to satisfactory performance) up to two terms of three years each (with the exact term being as approved by the Board of Governors) but subject always to an initial probation period of one year PROVIDED ALWAYS that in exceptional circumstances the Board of Governors may approve an independent or co-opted governor having an extra term of office for an additional term not exceeding three years but so that no independent or co-opted governor shall serve as a governor for more than 10 years (including periods as chair and/or deputy chair of the Board of Governors).

Such governors shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a governor on completion of their period of office, be eligible for reappointment subject to not exceeding any maximum term of office.

- 7.2 A governor may at any time by notice in writing to the Clerk resign his/her 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.
- 7.3 If at any time the Board of Governors is satisfied that any governor:
- 7.3.1 has been absent from meetings of the Board of Governors for three consecutive scheduled meetings of the Board of Governors or for sixty per cent or more of the scheduled meetings of the Board of Governors in any academic year of the University without in either case the permission of the Board of Governors; or
 - 7.3.2 is unable or unfit to discharge the functions of a governor; or
 - 7.3.3 is prohibited from being a director by law or prohibited from being the trustee or director of a charity; or
 - 7.3.4 a bankruptcy order is made against that person and continues whilst that person remains an undischarged bankrupt; or
 - 7.3.5 a composition or arrangement (including an individual voluntary arrangement) is made with that person's creditors generally in satisfaction of

that person's debts and continues for a period of three years from the date that such composition or arrangement is made or that person's debts are paid off in full (whichever shall first occur); or

- 7.3.6 a registered medical practitioner who has examined him/her gives a written opinion to the University stating that that person has become physically or mentally incapable of acting as a governor and may remain so for more than three months; or
- 7.3.7 by reason of that person's mental health, a Court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 7.3.8 the appointment of the person will breach any maximum terms of office applicable to all governors except those appointed by virtue ex officio roles or roles defined by virtue of staff or student membership; or
- 7.3.9 that person is not at least eighteen years old; or
- 7.3.10 that person is convicted whether in the United Kingdom or elsewhere of any offence punishable by imprisonment and continues for five years from the date of release from such imprisonment if the term of imprisonment is for less than two and a half years or otherwise continues for a period of twenty years from the date of release; or
- 7.3.11 that person engages in conduct bringing himself or the University into disrepute or that person acts against the interests of the University or in breach of his/her duties as a governor or is involved in a conflict of interest with the University which is not approved in accordance with this Instrument; or
- 7.3.12 serves notice ceasing to be a governor of the University;

then the Board of Governors shall (save in respect of paragraph 7.3.1 where the Board of Governors have a discretion as to whether to remove the governor in question) by notice in writing to that governor remove him/her from office (or allow them to resign pursuant to paragraph 7.3.12 above) and thereupon the office shall become vacant.

- 7.4 No person who is an employee of the University shall be a governor other than appointed under paragraph 4.2.2 (except the Vice Chancellor) provided that this restriction does not apply to a student who is employed by the University in connection with the student's role as an officer of a Students' Union.

8. CHAIR AND DEPUTY CHAIR

- 8.1 The Board of Governors shall elect one of its number to be Chair of its meetings and one of its number to be Deputy Chair of its meetings for a term or terms of office approved by the Board of Governors (not to exceed three years per term) which term of office shall be taken into account in determining the maximum period of office of a governor. The Chair and Deputy Chair shall be eligible for reappointment. If both the Chair and the Deputy Chair are absent from any meeting the governors present shall, before any other business is transacted, choose one of their number to preside at the meeting.
- 8.2 In the event of a casual vacancy occurring in the office of the Chair or Deputy Chair the Board of Governors shall as soon as possible elect one of its number to fill the vacancy and the person so elected shall hold office for the remainder of the period of office of the person replaced.
- 8.3 The Board of Governors shall appoint the Deputy Chair to be the senior independent governor to fulfil such functions and to have such responsibilities as may be agreed by the Board of Governors from time to time.
- 8.4 Neither the Vice Chancellor nor any governor being a member of staff or student at the University shall be eligible for election as Chair or Deputy Chair of the Board of Governors.

9. COMMITTEES

- 9.1 The Board of Governors may establish committees and permit such committees to include persons who are not governors.

10. EXPENSES AND ALLOWANCES OF GOVERNORS

- 10.1 No governor shall (without the approval of the Board of Governors and the Higher Education Funding Council for England or other regulator of the Corporation from time to time appointed) be either appointed to any paid office of the Corporation or receive any remuneration or other benefit in money or money's worth but so that in any event not more than half the governors shall be so remunerated or receive such benefits. In addition the Board of Governors shall determine allowances and expenses to be paid to governors for attendance at its meetings, meetings of committees, and such other activities as require attendance of governors at the University or any other place to conduct business on behalf of the University.

11. CORPORATION SEAL

- 11.1 To the extent that the Corporation shall have a corporation seal from time to time then the corporation seal shall be applied to such documents required by law and to such other documents as the Board of Governors shall determine and in such manner as approved by the Board of Governors from time to time.

12. COPIES OF THE INSTRUMENT OF GOVERNMENT

Copies of the Instrument of Government shall be provided to each governor .

ARTICLES OF GOVERNMENT

OF

UNIVERSITY OF CENTRAL LANCASHIRE HIGHER EDUCATION CORPORATION

1. ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by section 125 of the Education Reform Act 1988, the University of Central Lancashire Higher Education Corporation makes the following Articles of Government in accordance with which the University of Central Lancashire shall be conducted.

2. INTERPRETATION

- 2.1 In these Articles words and expressions shall have the meanings ascribed to them in paragraph 2 of the Instrument of Government made by the Privy Council on 16 March 2017, and

"holders of senior posts" means the Vice Chancellor, 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;

"relevant situation" has the meaning given in Article 13.1.3;

"staff" includes both teaching and other staff of the University;

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

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

"the 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.

3. CONDUCT OF THE UNIVERSITY

- 3.1 The University shall be conducted in accordance with the provisions of the Education Acts 1944 to 1993, any subsequent Education Acts, any relevant regulations, orders or directions made by the Secretary of State, or by 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.

4. **RESPONSIBILITIES OF BOARD OF GOVERNORS, VICE CHANCELLOR, AND ACADEMIC BOARD**

4.1 The Board of Governors

4.1.1 The Board of Governors shall be responsible for the strategic direction and sustainability of the Corporation for which purpose they may exercise all the powers of the Corporation by special resolution to direct the Board of Governors to take or refrain from taking specified action but so that such special resolution shall not invalidate anything which the Board of Governors has done before the passing of the resolution.

4.1.2 The Board of Governors may by scheme of delegation from time to time delegate to any person or committee any of the powers conferred upon them by these Articles by such means and to such an extent and on such terms and conditions as they think fit. In addition the Board of Governors may subject to any powers that they reserve to themselves or committees from time to time delegate to the Vice Chancellor the day to day management of the Corporation and those responsibilities are set out in Article 4.2 below. The Board of Governors shall not, however delegate the following:

4.1.2.1 the determination of the educational character and mission of the University and for oversight of its activities;

4.1.2.2 the effective use of resources for the University including its solvency and safeguarding its assets;

4.1.2.3 approving annual estimates of income and expenditure for the University;

4.1.2.4 the appointment or dismissal of the Vice Chancellor; or

4.1.2.5 the varying or revoking of these Articles.

4.2 The Vice Chancellor

4.2.1 The Vice Chancellor shall be appointed by the Board of Governors for such period and under such terms and conditions as may from time to time be determined by the Board of Governors and (unless the Board of Governors and the Higher Education Funding Council for England agree otherwise) be the accountable officer for the purposes of the financial memorandum with the Higher Education Funding Council for England and shall have subject to the powers of the Board of Governors set out in Article 4.1 the responsibility for the following matters:

- 4.2.1.1 the organisation, direction and management of the University and leadership of its staff;
- 4.2.1.2 the appointment, assignment, grading, appraisal, suspension, dismissal and determination – within a framework set by the Board of Governors – of the pay and conditions of service of University staff other than the Vice Chancellor;
- 4.2.1.3 the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- 4.2.1.4 organising the preparing of annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors;
- 4.2.1.5 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 of the University for academic reasons;
- 4.2.1.6 working with the Board of Governors, boards of the subsidiaries of the Corporation and others to develop and deliver the vision, values, strategic direction and performance of the Corporation and its group companies, and for implementing the decisions of the Board of Governors;
- 4.2.1.7 inspiring success of the Corporation through organisational excellence ensuring strong leadership and a high performance culture to achieve the goals and objectives of the University;
- 4.2.1.8 promoting and expanding the Corporation's reputation, profile and interests with national and international governments, employers, students and education bodies;
or
- 4.2.1.9 ensuring the sustainability of the Corporation so it can achieve its strategic goals.

5. **ACADEMIC BOARD**

- 5.1 The Academic Board shall be comprised of such members, comprising the Vice Chancellor (who shall be Chair) staff and students and others 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.
- 5.2 The Vice Chancellor shall appoint a person to act as secretary to the Academic Board.
- 5.3 The Academic Board shall hold a meeting whenever necessary and in any event at least three times in every year.
- 5.4 The Academic Board shall make rules relative to the convening of meetings and the conduct of proceedings.
- 5.5 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:
- 5.5.1.1 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 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;
 - 5.5.1.2 considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice Chancellor and the Board of Governors thereon; and
 - 5.5.1.3 advising on such other matters relating to the University as the Board of Governors or the Vice Chancellor may refer to the Academic Board.
- 5.6 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. 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.

6. DELEGATION OF FUNCTIONS AND COMMITTEES

6.1 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 Chair of the Board of Governors or to the Vice Chancellor. The members of such committees may include persons who are not members of the Board of Governors which such persons shall for the avoidance of doubt be capable of counting in the quorum and voting at such committees.

6.2 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.

6.3 The Board of Governors shall not, however, delegate the following:

6.3.1 the determination of the educational character and mission of the University;

6.3.2 the approval of the annual estimates of income and expenditure;

6.3.3 ensuring the solvency of the University and the safeguarding of its assets;

6.3.4 the appointment or dismissal of the Vice Chancellor; or

6.3.5 the varying or revoking of these Articles.

6.4 Vice Chancellor may delegate any of his or her functions to any senior manager at the University. If, in the exercise of this power, the Vice Chancellor delegates the undertaking of any function or activity related to such a function, the Vice Chancellor shall remain ultimately responsible for that function or the conduct of that activity.

7. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors on such terms and with such responsibilities and title (which title could include "Secretary") as they think fit.

8. PROCEDURES FOR MEETINGS

- 8.1 The quorum for meetings of the Board of Governors shall be seven of whom four shall be independent governors. If a meeting is quorate, but less than half the governors present are independent governors, a majority of the independent governors 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. All governors must comply with their legal obligations as governors (including acting in the best interests of the Corporation). Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, except where acting as an alternate for another governor under the provisions of these Articles. For clarity, an employee or student who is a member of the Board of Governors does not represent any constituency and is appointed solely to bring their knowledge and experience to the deliberations and decisions of the Board of Governors.
- 8.2 The Board of Governors shall hold a meeting whenever necessary and in any event at least three times in every year.
- 8.3 A meeting of the Board of Governors shall be called by the Clerk himself/herself or on the instructions of the Chair, Vice Chancellor or of any four governors when (save in cases of emergency as approved by the Chair and/or Vice Chancellor when a period of notice as approved by such persons shall be capable of being given) seven clear days notice in writing shall be given to all governors. Notice shall be given in accordance with Article 14.
- 8.4 Notice of all meetings of the Board of Governors shall be sent to the usual place of residence of each governor unless otherwise specified by the governor concerned. Such notice will set out the business to be transacted and will normally state whether a named member of the staff or a named student of the University is to be discussed. The notice of the meeting shall normally be accompanied by the minutes of the previous meeting and all papers which are needed for proper discussion of the business to be transacted. Notice shall be given in accordance with Article 14.
- 8.5 In the case of emergency the Chair may instruct the Clerk to call an 'emergency meeting' of the Board of Governors at less than seven days notice. Such a meeting may only discuss the special business for which the meeting has been called. Notice shall be given in accordance with Article 14.
- 8.6 Every question to be determined at a meeting of the Board of Governors shall be decided by a majority of the governors present or represented by alternate in accordance with these Articles and voting on the question and when there is an equal division of votes the Chair of the meeting or that part of the meeting considering the subject of the vote shall have a second or casting vote. This does

not apply if, in accordance with these Articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 8.7 At any meeting of the Board of Governors or any committee of the Board of Governors at which a named member of the staff or a named student of the University is to be discussed, any governor of the Board or any member of any committee of the Board of Governors who is a member of the staff or a student of the University shall withdraw from the meeting while such discussion takes place, if asked to do so by the Chair. The Vice Chancellor shall withdraw from any meeting or part thereof where his or her own position is under discussion.
- 8.8 All papers and reports discussed at meetings of the Board of Governors including the agenda, the draft minutes if they have been approved by the Chair of the meeting, and signed minutes of meetings shall be made available to the staff and students of the University. The Board of Governors shall be entitled to exclude from such disclosure any papers, reports or minutes relating to a named member of the staff or to a named student of the University or to a named person who has applied to become a member of the staff or a student and any paper, report or minute which the Board of Governors is satisfied should be dealt with on a confidential basis. The Board of Governors shall be entitled to exclude from such disclosure any papers, reports or minutes relating to commercial transactions, or acquisitions or disposal of assets or other matters which could disadvantage the University if publicly disclosed.
- 8.9 Notice of any meeting at which an appointment is to be made to the Board of Governors shall contain the name of the governor to be appointed and details of his or her background. Notice shall be given in accordance with Article 14.
- 8.10 The appointment of alternate governors shall only be allowed in the circumstances approved by the Board of Governors from time to time.
- 8.11 No person other than a governor of the Board of Governors shall be appointed as an alternate. Alternates shall be liable for their actions as if governors of the Corporation. The instrument appointing an alternate shall be in writing. Such instrument shall be deposited at the office of the Clerk before the time appointed for holding the meeting or adjourned meeting at which the governor named in the instrument proposes to vote.
- 8.12 Where a vacancy arises on the Board of Governors a successor shall be appointed by the Board of Governors as soon as practicable. Any decision of the Board of Governors may take the form of a resolution in writing copies of which are signed by 75% or more of eligible governors or to which 75% or more of the eligible governors have indicated agreement in writing.

9. **STAFF ISSUES AND ACADEMIC FREEDOM**

9.1 The Board of Governors shall ensure there are in place (as may be amended from time to time) procedures that deal with the conduct, discipline, performance, suspension, absence and grievances of staff including the Vice-Chancellor.

9.2 In making rules under Article 9 the Board of Governors shall have regard to the need to ensure that academic staff 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 losing their jobs or any privileges they may have at the University.

10. **STUDENTS**

10.1 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 the constitution, in part or in whole, shall be valid unless and until approved by the Board of Governors. 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.

10.2 In exercise of their responsibilities under Article 5.5.1.1, the Academic Board, after consultation with the Board of Governors and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.

10.3 The Board of Governors shall satisfy itself that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as may be appropriate.

11. **FINANCIAL MATTERS**

11.1 **Fees**

11.1.1 The Board of Governors shall have oversight over 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).

11.2 **Accounts Estimates and Audit**

11.2.1 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Education Reform Act.

- 11.2.2 Annual estimates of income and expenditure shall be organised by the Vice Chancellor for the University for the consideration and approval of the Board of Governors.

12. **DECISION-MAKING BY GOVERNORS**

12.1 **Participation in governors' meetings**

- 12.1.1 Subject to the Articles, governors participate in a governors' meeting, or part of a governors' meeting, when:

12.1.1.1 the meeting has been called and takes place in accordance with the Articles; and

12.1.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 12.1.2 In determining whether governors are participating in a governors' meeting, it is irrelevant where any governor is or how they communicate with each other.

- 12.1.3 If all the governors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is; in the absence of such a decision, the meeting is deemed to take place at the location from where the Chair participates.

13. **GOVERNORS' INTERESTS**

13.1 **Governors' interests in relation to transactions or arrangements with the Corporation**

- 13.1.1 The relevant provisions of the Companies Act (including without limitation sections 177 and 182 of the Companies Act) shall apply, subject to these Articles, in relation to declarations of interests in proposed and existing transactions or arrangements with the Corporation.

- 13.1.2 A governor shall, as soon as reasonably practicable, declare the nature and extent of his or her interest in a relevant situation (as defined in Article 13.1.3 below) to the other governors or committee members if the relevant situation arises at a committee meeting of the Corporation. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest. If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or

incomplete, a further declaration must be made. The Clerk shall maintain a register of all such interests so disclosed.

13.1.3 A relevant situation arises when a governor has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Corporation (including, without limitation, if a governor has any pecuniary, family or other personal interest in any matter to be discussed and in relation to the exploitation of any property, information or opportunity, whether or not the Corporation could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest).

13.1.4 If a relevant situation arises then the following provisions shall apply:

13.1.4.1 if the relevant situation arises from the appointment or proposed appointment of a person as a governor of the Corporation the governors (other than the governor, and any other governor with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the governor and the relevant situation on such terms as they may determine;

13.1.4.2 if the relevant situation arises in circumstances other than in Article 13.1.4.1 above the governors or if a committee of the Corporation then the committee members (other than in each case the governor and any other governor with a similar interest who shall not be present at the relevant part of the meeting, not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the governor of his or her duties on such terms as they may determine in accordance with these Articles.

13.1.5 Any terms determined by the governors (or committee members as the case may be) under Articles 13.1.4.1 or 13.1.4.2 may be imposed at the time of the authorisation or may be imposed or varied subsequently by the governors (or committee members as the case may be) but shall not allow the interested governors to vote (or remain in the board or committee meeting (as the case may be) and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation and shall include (without limitation) both the exclusion of the interested governors from all information and discussion by the Corporation of the relevant situation and (without prejudice to the

general obligations of confidentiality) the application to the interested governors of a strict duty of confidentiality to the Corporation for any confidential information of the Corporation in relation to the relevant situation PROVIDED ALWAYS that a governor cannot vote, be counted in the quorum or be present at meetings to consider any matter relating to a relevant situation.

13.1.6 Any reference above to a conflict of interest includes a conflict of interest and duty and a conflict of duties or any matter contained in any conflict of interest policy approved by the Board of Governors from time to time.

13.1.7 An interested governor must act in accordance with any terms determined by the governors.

13.2 **Governors' interests generally and voting**

13.2.1 Subject to the Companies Act, charities law and to Article 13.1 a governor notwithstanding his or her office:

13.2.1.1 may be a party to, or otherwise interested or participate in, any transaction or arrangement with the Corporation or in which the Corporation is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in Article 13.5;

13.2.1.2 may act by himself or herself or his or her firm in a professional capacity for the Corporation (except as auditor) and he or she or his or her firm shall be entitled to remuneration as if he/she were not a governor;

13.2.1.3 may be a governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Corporation or in which the Corporation is otherwise interested; and

13.2.1.4 shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the Corporation for any remuneration, profit or other benefit resulting from any relevant situation authorised under Article 13.1, and no contract, transaction or arrangement shall be liable to be avoided on the grounds of any governor having an interest authorised under Article 13.1 above.

13.2.2 Governors can attend, vote at and be part of the quorum for board meetings and committee meetings of the Corporation to consider:

13.2.2.1 any proposal to take out insurance as envisaged in Article 13.4.1.1;

13.2.2.2 relates to the pay and conditions of all staff or all staff of a particular class of the Corporation (except any governor acting as a representative (whether or not on behalf of a recognised trade union) for staff or the class thereof in the negotiations leading to the matter being out to the board of governors shall not be allowed to take part in, attend or vote or receive minutes thereof of that part of the meeting dealing with pay and conditions of staff or a class thereof);
or

13.2.2.3 any proposal for any benefits under Article 13.5 which apply to the governors as a whole;

Subject in each case to complying with any requirements of the Charity Commission, charity law or any other regulator of the Corporation from time to time and to such governors recognising their duties as governor of the Corporation.

13.2.3 If a question arises at a meeting of governors or of a committee of governors as to the right of a governor to participate in the meeting (or part of the meeting) for voting and quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any governor other than the Chair is to be final and conclusive.

13.2.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the governors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes.

13.3 Records of decisions to be kept

13.3.1 The governors must ensure that the Corporation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the governors and committees of the Corporation. The approval of the minutes of the last meeting shall be taken as an agenda item at the next meeting of the governors or committee (as the case may be) and if so approved at that next meeting shall be signed as true record by the chair of the meeting.

- 13.3.2 Separate minutes of parts of meetings from which governors withdrew shall be kept and such persons as withdrew from the meeting shall not be entitled to see such minutes.

13.4 Governors' services and remuneration

- 13.4.1 The benefits set out in these Articles shall be subject to the following exceptions:

13.4.1.1 governors may consider and vote upon proposals both for the Corporation to insure the majority of the governors and the Corporation (under Article 13.2 hereof) against liabilities incurred by them arising out of their office and for the Corporation to obtain such insurance and pay the premiums thereof to the extent permitted by law;

13.4.1.2 governors may be paid interest at a rate of not more than 1 per cent less than the published rate of the Corporation's bankers from time to time on loans made by them to the Corporation;

13.4.1.3 governors may be paid reasonable and proper rent for premises demised or let to the Corporation by them to the Corporation;

13.4.1.4 governors may be paid reasonable and proper remuneration or fees in return for goods or services actually rendered to the Corporation; and

13.4.1.5 governors who are beneficiaries make receive benefits as beneficiaries.

- 13.4.2 Subject to the Articles, a governor's remuneration may take any form.

13.5 Governors' pensions and other benefits

The governors may, subject to any requirements of the Higher Education Funding Council for England or the Charity Commission, exercise all the powers of the Corporation to:

- 13.5.1 pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time in the employment or service of the Corporation. For that purpose, the governors may procure the establishment and maintenance

of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums; and

- 13.5.2 support and subscribe to any institution or association which may be for the benefit of the Corporation or any employees of the Corporation and to support and subscribe to any charitable or public object whatsoever.

14. **ADMINISTRATIVE ARRANGEMENTS**

14.1 **Means of communication to be used**

14.1.1 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 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Corporation.

14.1.2 Subject to the Articles, any notice or document to be sent or supplied to a governor in connection with the taking of decisions by governors may also be sent or supplied by the means by which that governor has asked to be sent or supplied with such notices or documents for the time being.

14.1.3 A governor may agree with the Corporation that notices or documents sent to that governor 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.

14.2 **When a communication from the Corporation is deemed received**

14.2.1 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.

14.2.2 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.

14.2.3 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.

14.2.4 If the Corporation receives a delivery failure notification following a communication by electronic means in accordance with Article 14.2.3, 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 governor 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 14.2.3.

14.3 Notices in writing given to the Corporation by governors

Any notice in writing given to the Corporation by a governor (or governors) shall take effect when it is lodged at the registered office or produced to any governors' meeting.

14.4 Provision for employees on cessation of operations

The 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 a governor or former governor or) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Corporation or that subsidiary.

15. GOVERNORS' INDEMNITY AND INSURANCE

15.1 Indemnity

15.1.1 Subject to Article 15.1.5, a relevant governor of the Corporation may be indemnified out of the Corporation's assets against:

15.1.1.1 any liability incurred by that governor in connection with acting as a governor of the Corporation otherwise than in respect of any negligence, default, breach of duty or breach of trust by that governor in relation to the Corporation;

15.1.1.2 any liability incurred by that governor 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);

15.1.1.3 any other liability incurred by that governor as an officer of the Corporation.

15.1.2 The Corporation may fund the expenditure of a relevant governor of the corporation for the purposes permitted under the Companies Act and may do anything to enable such relevant governor to avoid incurring such expenditure as provided in the Companies Act.

- 15.1.3 No relevant governor of the Corporation 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 governor of the Corporation.
- 15.1.4 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.
- 15.1.5 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.
- 15.1.6 In this article and in Article 15.2 a relevant governor means any governor or former governor of the Corporation.

15.2 **Insurance**

- 15.2.1 The governors may decide to purchase and maintain insurance, at the expense of the Corporation, for the benefit of any relevant governor in respect of any relevant loss which insurance shall whilst the Corporation be a charity comply with all applicable charities law.
- 15.2.2 In Article 15.2.1 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant governor in connection with that 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.

16. **RULES AND BYE-LAWS**

- 16.1 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.

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

- 17.1 A copy of these Articles, and any rules or bye-laws shall be given to every governor of the Board of Governors and shall be available for inspection upon request to every governor of staff and every student.

18. **AMENDMENT OF ARTICLES**

18.1 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 Education Reform Act.

19. **DATE OF ARTICLES**

19.1 These Articles shall come into operation on 16 March 2017.