

# Articles of Government

Effective from January 2010



Buckinghamshire New University

## Preamble

On request to the University Secretary's Office, this document can be provided in other accessible formats.

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act 1988 and as amended by the Further and Higher Education Act 1992, the Buckinghamshire New University higher education corporation makes the following Articles of Government in accordance with which the Buckinghamshire New University shall be conducted.

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# 1 Interpretation

- a) In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government made by the Privy Council on the 21st day of May 1993, as follows:

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

“the Appointing Authority” means the Corporation unless otherwise specified;

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

“the Council” means the members of the Corporation;

“the Clerk” means the person appointed to the office of the Clerk to the Council under the Articles;

“the Corporation” means the Buckinghamshire New University higher education corporation;

“the Employees” means all persons employed by the University;

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

“In writing” means all ways of reproducing words in visible form;

“the Seal” means the Common Seal of the University;

“the Secretary of State” means the Secretary of State for Education or his successor from time to time;

“Student” means a person enrolled on a course or a research programme at the University;

“the University” means the Buckinghamshire New University conducted by the Corporation;

“the Vice Chancellor” means the Principal and Chief Executive of the University.

In addition:

“The Chairman” means the Chairman of the Council as provided by the Instrument, holding office as provided by these Articles;

“Dismissal” means the termination of a contract of employment;

“Expulsion” means the termination of a student’s registration and permanent exclusion from the University’s premises and the use of its facilities;

“Fees” means any fee, deposit or other charge levied on an applicant or a student by the University;

“Procedures” means processes for holding formal meetings or taking decisions;

“Regulations” means rules to enact statutory requirements, University policy and the conferment of awards, approved by the Council or Senate or a committee explicitly delegated with powers of approval;

“The Secretary” means the person appointed under these Articles as Secretary of the University who shall act as Clerk to the Council;

“The Senate” means the Senate of the University constituted in accordance with these Articles;

“the Senior Employees” means the Vice Chancellor, the Secretary and the holders of such other senior posts as the Council shall from time to time determine as provided by these Articles;

“The Students’ Union” means the Students’ Union established pursuant to these Articles;

“The Academic Staff” means the persons employed by the University in a teaching capacity or to carry out research and/or knowledge transfer and any other person to whom the Council after consultation with Senate shall resolve to grant the status of Academic member of staff;

“The Non-Academic Staff” means the persons employed by the University in a capacity other than a teaching capacity;

“Suspension” means the temporary exclusion of an employee or student from the University’s premises or parts of them;

“Working day” means any day from Monday to Friday when the University’s premises are open;

Words importing the singular number only shall include the plural and vice versa;

Words importing the masculine gender only shall include the feminine gender;

Subject as aforesaid, and unless the context otherwise requires, words and expressions defined in the Act shall bear the same meanings in these Articles;

Notices – any notification required to be given by the University to any person in writing under these Articles shall be given by personal delivery or by first class pre-paid post to the last address of the person recorded by the University. If by post it shall be deemed to have been received by the addressee on the first postal delivery day following that on which it was posted.

## 2 Conduct of the University

- a) 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 regulations or procedures made under these Articles.

## 3 Responsibilities of the Council

### 3.1 The Council shall be responsible for:

- a) the determination of the educational character and mission of the University and for oversight of its activities;
- b) the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets;
- c) approving annual estimates of income and expenditure;
- d) the employment of those designated by the Council as Senior Employees and their appointment, grading, assignment, appraisal, suspension, dismissal and determination of their pay and conditions of service;

- e) setting the framework for the employment, including pay and conditions, of all other employees and contractors;
- f) corporate policies, regulations and procedures to assure the effective governance of the University and to meet statutory and other legal obligations, including an anti-fraud and anti-corruption policy.

### 3.2 Delegation of functions and committees

- a) Subject to the following provisions of this Article, the Council may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Vice Chancellor or to the Senate, and may delegate powers to such committees, or to the Chairman of the Council or to the Vice Chancellor. The constitution, membership and operation of such committees shall be set out in procedures approved by Council.
- b) The Council shall establish a committee or committees to determine or advice on such matters relating to finance and employment as the Council may remit to them. The members of the committee or committees shall be drawn from the Council other than elected or nominated staff or student members.
- c) The Council shall establish an Audit Committee which shall be chaired by an independent member, other than the Chairman or Deputy Chairman. Only one member of the Resources Committee and only one member of any other committee of the Council may at the same time also be a member of the Audit Committee but such a member may never be Chairman of the Audit Committee.
- d) The Council shall not, however, delegate the following:
  - the determination of the educational character and mission of the University;
  - the approval of the annual estimates of income and expenditure
  - ensuring the solvency of the University and the Corporation and the safeguarding of their assets;
  - the appointment or dismissal of the Vice Chancellor;
  - the varying or revoking of these Articles.

### 3.3 Membership of Council

- a) The Council shall comprise 25 members.

Independent members	13
Co-opted members	6
Two members of staff nominated by and from Senate	2
One elected member of academic staff	1
One elected member of non-academic staff	1
The President of the Students' Union	1
The Vice Chancellor	1
Total:	25

- b) Independent members shall be appointed to serve for a period of four years, which shall be renewable for one further period of four years. The period of office shall normally run from 1 August to 31 July. Exceptionally, on grounds of the special knowledge or experience of the Governor concerned, a further two year term of office may be approved immediately subject

to a vacancy existing and subject to a recommendation to the Council under procedures approved by Council.

### 3.4 Election of Chairman and Deputy Chairman

- a) The Council shall, biennially, elect two of its number to be respectively Chairman and Deputy Chairman of their meetings for the two year period. No University employee nor student shall be eligible to act as Chairman or Deputy Chairman. If both the Chairman and the Deputy Chairman are absent from any meeting, the members present shall choose one of their number, other than an employee or student of the University, to preside at that meeting before any other business is transacted. If the Chairman or Deputy Chairman are elected for the first time during the course of their second four year term of office as a Governor under 3.3 b) above, they shall be eligible for reelection as Chairman or Deputy Chairman. The maximum term of reelection shall be a further two years of office after the expiry of their second four year term as a Governor.

### 3.5 Appointment of Clerk to the Council

- a) The Council shall appoint a Clerk to act as Secretary to the Council.
- b) The role of the Clerk is to advise the Council on procedures and to keep a formal record of Council proceedings. Notwithstanding any senior management role the person appointed as Clerk may have within the University, the Clerk is directly accountable to the Council for all matters relating to the proper governance of the Corporation.
- c) The Council shall specify the remit of the Clerk to the Council through a job description and shall establish procedures which specify the Clerk's rights and responsibilities and the procedures to be followed should any conflict of interest arise.

## 4 Procedure

### 4.1 Quorum, voting, convening meetings and conduct of meetings

- a) The quorum for meetings of the Council shall be ten members of whom at least six shall be independent members. The quorum for all committees of the Council shall be 50% of the membership including a minimum of two independent members of the Council unless otherwise determined in individual committee constitutions.
- b) Every question to be determined at a meeting of the Council shall be determined by a majority of the votes of the members present and voting on the question, and where there is an equal division of votes the Chairman of the meeting shall have a second or casting vote.
- c) Members of the Council shall not be bound in their speaking and voting by mandates given to them by other bodies or persons except where acting as a proxy. Written confirmation of authorisation of a member to act as a proxy must be received by the Clerk at least two working days prior to the meeting to which it applies.
- d) No member shall vote or take part in any discussion in which he or she, or his or her family, may be financially or personally interested in connection with the carrying out of work or the supplying of goods to or for the purposes of the University. The receipt of salaries by members who are employees of the University will not count as a financial interest for the purpose of this clause. This exclusion shall not prevent the Council considering and voting upon proposals for the Corporation to insure members of the

Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- e) There shall be a published calendar of meetings of Council and all standing committees for the year ahead. The Council shall meet at least once in each academic term. The Clerk to the Council shall call a special meeting at any time at the request of the Chairman or of any nine members of Council and shall give at least seven days' notice of the matter to be discussed, unless the matter is deemed to be an emergency.
- f) Unless invited by the Chairman to remain, any member who is an employee or a student of the University shall withdraw from that part of the meeting of the Council or a committee of the Council at which there is consideration of a named employee or student, or prospective employee or student.
- g) Unless invited by the Chairman to remain, the Vice Chancellor shall withdraw from that part of a meeting of the Council or a committee of the Council where his own position is under discussion.
- h) The Council shall make further procedures for the conduct of its meetings.

#### 4.2 Access to papers

- a) The following papers of the Council or its committees shall be open to inspection by employees and students of the institution except where material relates to named employees or students, or to prospective employees or students, or to commercial matters or matters under negotiation which the Council or any committee thereof, as appropriate, have resolved should be dealt with on a confidential basis: agenda; draft minutes, if they have been approved by the Chairman of the meeting; signed minutes; and papers considered at meetings.

#### 4.3 Declaration of pecuniary interest

- a) No member of Council shall be directly employed or remunerated by the Corporation other than those appointed pursuant to sub-paragraphs 3.1 b) c) of the Instrument. Within the limits applicable to a charity, the Council shall determine any allowances and remuneration to be paid to members of the Council.
- b) There shall be a Register of Interests held by the Clerk to the Council. All members of the Council shall annually make a return to the Clerk to update the Register.

#### 4.4 Appointment of new members of Council

- a) Members of the Council are appointed under the Instrument of Government.

#### 4.5 Appointment of a Chancellor

- a) The Council may appoint a Chancellor to the University who shall represent the University from time to time, for such terms of office as the Council shall determine in its regulations. He shall not be a Governor or an employee of the University and shall receive no remuneration other than expenses incurred. He shall not have powers to bind the University to a course of action. The Chancellor may be removed by the Council, if the Council sees fit, for the good of the reputation of the University.

## 5 Executive management of the University

### 5.1 Responsibilities of the Vice Chancellor

- a) Subject to the responsibilities of the Council, the Vice Chancellor shall be the Chief Executive of the University and shall be responsible for:
- making proposals to the Council about the educational character and mission of the University and for implementing the decisions of the Council;
  - the organisation, direction and management of the University and leadership of employees;
  - the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Council, of the pay and conditions of service of employees other than Senior Employees;
  - the determination, after consultation with the Senate, of the University's academic activities and for the determination of its other activities;
  - preparing annual estimates of income and expenditure, for consideration by the Council and for the management of budget and resources, within the estimates approved by the Council; and
  - the maintenance of student discipline and, within the regulations 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.

## 6 Senate

### 6.1 Responsibilities of Senate

- a) Subject to the provisions of these Articles, to the overall responsibility of the Council, and to the responsibilities of the Vice Chancellor, the Senate shall be responsible for:
- 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;
    - procedures for the award of qualifications and all honorary academic titles;
    - procedures for the expulsion of students for academic reasons;
  - for taking any action it considers necessary to safeguard the standards of the awards of the University and the quality of its provision;
  - 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 Council thereon; and
  - advising on such other matters as the Council or the Vice Chancellor may refer to the Senate.



## 6.2 Constitution

- a) There shall be a Senate of no more than 40 members, comprising the Vice Chancellor (who shall be Chairman) and such other numbers of employees and students as may from time to time be approved by the Council
- b) Taken together the following categories shall comprise at least half the membership: Senior Management Team, Deans, Heads of School and Directors or Heads of Central Services.

## 6.3 Procedures

- a) The constitution and membership of Senate shall be set out in procedures approved by Council.
- b) The election of members to Senate and the conduct of its business shall be set out in procedures approved by the Council.
- c) The Senate 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 Council. 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 Senate.
- d) Student members of Senate may be required to withdraw from any part of a meeting where a named student, past, present or prospective is being discussed.

# 7 Conditions of service of the Vice Chancellor and employees

- a) Each employee shall serve under a contract of employment with the Corporation.
- b) Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor, the post shall be advertised nationally.

# 8 Conduct of employees

- a) After consultation with employees, the Council shall make and amend regulations relating to the conduct of employees.

## 8.1 Academic freedom

- a) In making regulations under Article 8 a), the Council shall ensure that employees 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 of losing their jobs or any privileges they may have at the University.

# 9 Suspension and dismissal of employees

- a) After consultation with employees, the Council shall make and amend regulations relating to the suspension and dismissal of employees which shall provide the right of appeal and the right to be represented.

- b) The Council shall make and amend regulations relating to the suspension and dismissal of the Senior Employees, including the Vice Chancellor, which shall provide the right of appeal and the right to be represented.

## 10 Grievance procedures

- a) After consultation with employees, the Council shall make procedures according to which employees may seek redress of any grievance relating to their employment.
- b) Any grievance must be raised through the properly authorised procedures.

## 11 Students

- a) A Students' Union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council and shall present audited accounts annually to the Council. No amendment to or rescission of that constitution, in part or in whole, shall be valid unless and until approved by the Council. The Council shall take all reasonable steps to ensure that the Students' Union is accountable for its finances and operates democratic and transparent procedures for the nomination and election of its trustees and officers.
- b) In exercise of their responsibilities under Article 6.1 a), the Senate, after consultation with the Council and representatives of the students, shall determine procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reasons.
- c) The Council shall ensure that students have appropriate opportunities to raise matters of proper concern to them at all levels in the University through the established communication and committee structures. The Council shall require the Vice Chancellor to establish and monitor an academic appeals procedure and, after consultation with students and employees, a formal complaints procedure, both of which shall be well publicised and accessible to students.
- d) After consultation with representatives of the students, the Council shall make regulations relating to the conduct of students, including procedures for suspension and expulsion, which shall provide a right of appeal and the right to be represented.

## 12 Financial matters

### 12.1 Fees

- a) The Council 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 Funding Council).

### 12.2 Accounts, estimates and audit

- a) The Council shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act. The Council will establish an Audit Committee to operate in accordance with guidance from the Higher Education Funding Council for England or successor body.
- b) Annual estimates of income and expenditure shall be prepared by the Vice Chancellor for the consideration and approval of the Council.

- c) External auditors shall be appointed, and other audit work conducted, in accordance with any requirements of the relevant legislation and guidance.

## 13 Regulations and procedures

- a) The Council shall have powers to make regulations and procedures concerning such matters with regard to the government and conduct of the University as it shall think fit. Such regulations and procedures shall be subject to the provisions of these Articles.

## 14 Copies of Articles, regulations and procedures

- a) A copy of these Articles and any regulations or procedures, shall be given to every member of the Council and shall be available for inspection upon request to every employee and every student.

## 15 Amendment of Articles

- a) These Articles may be amended or replaced by a resolution of the Corporation either with 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.
- b) The regulations and procedures made under these Articles may be amended or replaced by approval of the Council.

## 16 Date of Articles

- a) These Articles shall come into operation on the 27 January 2010.

Prepared by:	University Secretary	Date:	Approved by University Council in November 2009
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Updated on:			

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