

BATH SPA UNIVERSITY
ARTICLES OF GOVERNMENT

In exercise of the powers conferred upon it by Section 125 of the Education Reform Act, 1988, the Bath Spa University higher education corporation makes the following Articles of Government in accordance with which the Bath Spa University shall be conducted:

1. INTERPRETATION

- (1) 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 10th December 1999 and

"the 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;

"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 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. CONDUCT OF THE UNIVERSITY

- (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.

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

The Board of Governors

- (1) The Board of Governors 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 appointment, assignment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts;
 - (e) setting a framework for the pay and conditions of service of all 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:
- (a) 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;
 - (b) the organisation, direction, management and structure of the University and leadership of the staff;
 - (c) 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;
 - (d) the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
 - (e) preparing 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; and
 - (f) 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:
- (a) 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;
 - (b) 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
 - (c) 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 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. **THE ACADEMIC BOARD**

- (1) There shall be an Academic Board of no more than 19 members, comprising the Vice Chancellor (who shall be the Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors, in accordance with the following principles:
 - (a) At least 10 members of the Academic Board shall be comprised of the Vice Chancellor and the Clerk ex officio and such senior members of staff as determined from time to time by the Board of Governors.
 - (b) The remaining members of the Academic Board shall include other members of staff and students attending the University as determined from time to time by the Board of Governors.
- (2) The Vice Chancellor may nominate a Deputy Chair from among the members of the Academic Board to take the chair in her/his place.
- (3) The periods of appointment of members and the selection or election arrangements shall be subject to the approval of the Board of Governors.

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 Chair 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 in accordance with guidance issued from time to time by the Higher Education Funding Council for England.
- (4) The Board of Governors 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; or
 - 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 quorum for meetings of the Board of Governors shall be 7 members of whom 4 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) Members of the Board of Governors 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 for another member.
- (3) The Board of Governors shall at its first meeting elect a Chair from amongst its membership to serve for a prescribed period and under such conditions as the Board of Governors shall determine. Likewise, the Board of Governors shall elect at the same time and for the same period from amongst its membership a Deputy Chair to act on the Chair's behalf as the need arises and to serve in her/his absence. The election of the Chair and Deputy Chair for a prescribed period shall be without prejudice to the power of the Board of Governors to determine from time to time, the period of office of the Chair or Deputy Chair. Where the period of office of the Chair or Deputy Chair has been determined to have expired or has otherwise expired the Board of Governors shall elect a Chair or Deputy Chair in accordance with the provisions of this Article at the meeting where such determination took place or at the next meeting of the Board of Governors after the expiration of the period of office of the Chair or Deputy Chair.
- (4) The Board of Governors shall meet at least quarterly and shall make rules concerning the conduct of its meetings, which provisions shall include a minimum period of notice of fourteen calendar days of any meeting of the Board. The Board shall also make rules concerning the publication of agenda, draft minutes approved by the Chair of the meeting, signed minutes and supporting papers to members of staff and students, except that the Board of Governors, or any committee thereof, shall not be under any obligation to publish such material when it relates to named members of staff or students, or to prospective members of staff or students, or to any matter which the Board of Governors, or relevant committee, on the advice of the Chair of the Board of Governors, is satisfied should be dealt with on a confidential basis.
- (5) The Board of Governors shall make rules concerning the conduct of meetings of its committees and for the Academic Board and its committees which shall incorporate a provision that the quorum for any meetings of committees of the Board of Governors or meetings of the Academic Board or its committees shall not be less than forty per cent of the membership, or three members inclusive of the Convener of the committee, whichever is the greater, save where a committee of the Board of Governors shall comprise three members inclusive of the Convener of the committee, in which case the quorum shall be two.
- (6) Members of the Corporation shall be obliged to declare pecuniary, family or other personal interests in matters under discussion within the Board of Governors or any of its committees. Members who declare such an interest shall take no part in the consideration of the matter.
- (7) Unless the Board of Governors or committee of the Board of Governors resolves otherwise by a clear majority of those present and voting, a Governor who is a member of the staff other than the Vice Chancellor or a student at the University, shall not take part in the consideration of matters affecting a named member of staff or student or prospective member of staff or student. Similarly, the Vice Chancellor shall withdraw from any meeting or part thereof where his or her position is under discussion.
- (8) Where the Corporation is the appointing authority for the members of the Corporation it shall constitute itself for this purpose at a meeting of the Board of Governors. The quorum in any vote for the appointment of members of the Corporation shall not be less than one-half of

those entitled to vote, except that an absolute majority of all members shall be required in any appointment of a member aged over seventy, and an absolute majority of the independent members of the Corporation shall be required for the appointment of an independent member. Notwithstanding Article 7.4, material concerning the appointment of members of the Corporation shall be circulated to the existing members not less than twenty one days prior to the meeting at which any existing or due vacancies shall be filled.

- (9) Where the independent members of the Corporation are the appointing authority they shall form a Committee composed of all the independent members of the Corporation for this purpose. The Committee shall meet for this purpose and its quorum shall be not less than one-half of all those entitled to vote, except that an absolute majority of all members shall be required in any appointment of a member aged over seventy. Members of the Committee voting by proxy shall be deemed to be present for the purpose of the calculation of the Committee's quorum.

- (10) Where a member of the Corporation is unable to attend any meeting of the Board of Governors or committee of the Board of Governors, or, in the case of an independent member, a meeting of the committee of independent members at which the appointments of members of the Corporation are to be made, she/he may appoint a proxy from among the other members of the Corporation to cast his or her vote at any such meeting, provided that:
 - (a) the person appointing a proxy shall have informed the Clerk to the Board of Governors, in writing, of her/his intention and of the name of the person appointed as a proxy, prior to the commencement of the meeting as stated on the agenda;
 - (b) where the person appointing a proxy is an independent member, the person appointed shall be another independent member;
 - (c) a proxy shall be entitled (in addition to his or her own vote) to vote on behalf of his or her appointer in respect of any matter referred to in the agenda for any meeting in respect of which the proxy has been appointed but not otherwise;
 - (d) a proxy shall be in writing, signed by the Appointer, and shall be in the following form:

"Bath Spa University higher education corporation"
 I [] of [] being a member of the Board of Governors of the Corporation hereby appoint [] of [] or failing him [] each being members of the Board of Governors of the Corporation as my proxy to vote in my name and on my behalf at the Ordinary/Special Meeting of the Board of Governors of the Corporation to be held on [], and at any adjournment thereof.

Signed
 Dated

8. 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) Normally, the Board of Governors would require that any post which is subject to national recruitment, as defined by the Board of Governors from time to time, be advertised in the national and educational press.
- (4) The Vice Chancellor shall establish, from time to time, procedures for the appointment and

promotion of staff, with the advice of the Board of Governors.

9. **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 9(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 losing their jobs or any privileges they may have at the University.

10. **SUSPENSION AND DISMISSAL OF STAFF**

Suspension

- (1) The Chair of the Board of Governors or in the absence of the Chair, the Deputy Chair, may suspend from duty, with pay, the holder of a senior post for misconduct or other good and urgent cause. The Chair or Deputy Chair 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 the staff other than the holder of a senior post for misconduct or other good and urgent cause.
- (3) Anyone who is suspended from duty under Articles 10(1) or 10(2) shall be entitled to receive from the Vice Chancellor or in the case of the holders of senior posts, from the Chair or Deputy Chair 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 10(1) or 10(2) shall be specified in rules made by the Board of Governors after consultation with the staff. The rules shall include provision that:
- (a) any person 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 10(5) or of a notification from the Vice Chancellor under Article 10(12);
- (b) any appeal made under 10(4)(a) shall be considered as soon as practicable; and
- (c) a suspension against which an appeal is made shall continue to operate pending the determination of the appeal.

Dismissal

- (i) Holders of senior posts including the Vice Chancellor and the Clerk
- (5) If the Chair of the Board of Governors, or in his absence the Deputy Chair, 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 Chair, Deputy Chair or the 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 ground for dismissal and to 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 she/he 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 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 decisions 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 s/he may be accompanied and represented by a friend.
- (9) The Special Committee shall consist of three members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chair and the Vice Chancellor shall not be eligible for membership of the Special Committee.
- (10) 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 10(5) to 10(9).
 - (ii) 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 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 10(11) do not prevail she/he 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 and represented by a friend) before any decision to dismiss by the Vice Chancellor is taken.
 - (13) Where a staff member has been dismissed pursuant to Article 10(11) or a decision to dismiss has been taken pursuant to Article 10(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.

11. **GRIEVANCE PROCEDURES**

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

12. **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.
- (3) In exercise of their responsibilities under Article 3(3)(a), 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.

- (4) 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, but it shall only consider such matters when of collective interest to the student body. Further, it shall ensure that both individual and collective concerns are properly considered within the University by the provision of procedures to achieve that end.

13. 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 Estimates and Audit

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

14. 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.

15. 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.

16. AMENDMENT 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.

17. DATE OF ARTICLES

- (1) These Articles shall come into operation on 20 April 2005.

