

INSTRUMENT AND ARTICLES OF GOVERNMENT

INTERPRETATION

1. In this document, the following words and expressions shall have the following meanings:
 - 1.1 "the Academic Board" means the Academic Board of the University;
 - 1.2 "Benefit" includes:
 - 1.2.1 buying any goods or services from the University on preferential terms;
 - 1.2.2 selling goods, services, or any interest in land to the University;
 - 1.2.3 being employed by, or receiving any remuneration from, the University;
and
 - 1.2.4 receiving any other financial benefit from the University.
 - 1.3 "the Board of Governors" means the governing body of the University;
 - 1.4 "the Chair" means the chair of the Board of Governors;
 - 1.5 "the Secretary" means the person appointed to the office of the Secretary to the Board of Governors;
 - 1.6 "the Deputy Chair" means the deputy chair of the Board of Governors;
 - 1.7 "Governor" means a member of the Board of Governors;
 - 1.8 "Independent Governors" means Governors who are neither students nor members of staff of the University
 - 1.9 "the Instrument and Articles" means this constitutional document of the University, which is both the Instrument of Government and Articles of Government of the University;
 - 1.10 "Senior Post" means the post of the Vice-Chancellor, the Secretary, and such other senior posts as the Board of Governors may determine from time to time for so long as such posts subsist;
 - 1.11 "the University" means the corporation named Bath Spa University, or such other name as the Board of Governors may from time to time resolve with the approval of either the Privy Council Office or any other body as may be required by law;
 - 1.12 "the Vice-Chancellor " means the chief executive officer and principal of the University;
and
 - 1.13 references to job titles, offices and committees in this document include any person or body holding substantively the same role, regardless of any change in name of that role.

ACADEMIC FREEDOM

2. 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 of losing employment, status or privileges.

THE BOARD OF GOVERNORS

3. The Board of Governors shall be the supreme governing body of the University and shall be responsible for the exercise of the University's powers. The functions of the Board of Governors shall include, without limitation:

- 3.1 oversight of the conduct of the affairs of the University;
 - 3.2 the oversight of the management and administration of the revenue and property of the University;
 - 3.3 establishing a framework for the pay and conditions of staff; ensuring that there are in place policies and procedures for the governance and conduct of the University, for dealing with staff performance, discipline, dismissal and grievance, and for dealing with student discipline, complaints and academic appeals; and
 - 3.4 the custody and use of the Seal of the University.
4. The Board of Governors may make committees, including but not limited to those required by any regulator of the University, and may delegate all or any of its functions to a committee or any person provided that it shall not delegate:
 - 4.1 the determination of the character and mission of the University;
 - 4.2 the responsibility for ensuring the solvency of the University and for safeguarding its assets, including but not limited to the approval of the annual budget and accounts of the University;
 - 4.3 the making of, alteration, amendment or addition to this Instrument and Articles, subject to the prior approval of the Privy Council Office if such approval is required by law; or
 - 4.4 the approval of procedures for the suspension and dismissal of staff and the suspension and expulsion of students.
 5. The quorum for meetings of the Board of Governors is seven Governors, of whom a majority shall be Independent Governors.

COMPOSITION OF THE BOARD OF GOVERNORS

6. The Board of Governors shall comprise at least thirteen Governors (or fewer if allowed by law) and no more than twenty five Governors, of whom a majority shall be Independent and shall include, but not be limited to, the following:
 - 6.1 A majority of Independent Governors, appointed by the Board of Governors;
 - 6.2 The Vice-Chancellor, for as long as they hold office;
 - 6.3 Up to two members of staff of the University, appointed by the Board of Governors after consideration of a nomination by the staff of the University. Of these two Governors, one shall normally be a member of academic staff and one shall normally be a member of professional services staff;
 - 6.4 The President of the Students' Union of the University, for as long as they hold office; and
 - 6.5 One student of the University.
7. The Board of Governors may appoint one or more senior executive officers of the University as a Governor, for as long as they hold office.
8. For so long as is required by law, the Governors appointed under clauses 6.3, 6.4 and 7 (the "Co-opted members") shall all have experience of the provision of education and shall be appointed by Governors who are not Co-opted Members.
9. With the exception of the Chair, Governors appointed under clauses 6.1 and 6.3 are appointed to serve for a term of up to three years. They may be re-appointed once. Exceptionally, they may be appointed for a third term of one year only.
10. The Board of Governors shall appoint a person who is not a student or staff member of the University to serve as Chair. The Chair is appointed for a term of up to three

years. They may be re-appointed up to a maximum period as a Governor of ten years and a maximum period as Chair of seven years.

11. The Board of Governors shall appoint a person who is not a student or staff member of the University to serve as deputy Chair and may appoint such other officers as it sees fit.

12. The Board of Governors may remove a Governor from office.

GOVERNORS' BENEFITS

13. The University may only confer Benefits on Governors for acting as a Governor, if the Benefit has been authorised by the Board of Governors in accordance with the University's governing documents.

ACADEMIC BOARD

14. There shall be an Academic Board which oversees the scholarly activities of the University. The Academic Board will have such functions, categories of membership and terms of office as are approved by the Board of Governors and shall normally be chaired by the Vice-Chancellor.

OFFICERS

15. The Board of Governors shall appoint a Vice-Chancellor with responsibility for the leadership and management of the University.

16. The Board of Governors shall appoint a Secretary who has responsibility for assisting the Chair with the organisation of Board of Governors business.

STAFF

17. Appointment and promotion

17.1 The Board of Governors shall from time to time agree procedures for the recruitment and appointment to the post of Vice-Chancellor.

17.2 The Vice-Chancellor shall establish, from time to time, procedures for the appointment and promotion of staff, following advice from the Board of Governors and consultation with staff and staff representatives.

18. Rules and procedures

18.1 The Board of Governors shall from time to time (following consultation with staff and staff representatives) make rules specifying procedures which shall be followed in the exercise of the powers contained in clauses 19, 20 and 21.

19. Suspension

19.1 The Chair, or in the absence of the Chair the Deputy Chair, may suspend the holder of a Senior Post.

19.2 The Vice-Chancellor, or their nominee, may suspend any member of the staff other than the holder of a Senior Post.

20. Discipline and Dismissal

20.1 The Chair, or the Deputy Chair, may discipline the holder of a Senior Post.

20.2 The Chair, or the Deputy Chair, or a special committee of the Board of Governors, may dismiss the holder of a Senior Post with or without notice.

20.3 Where the holder of a Senior Post has been disciplined or dismissed, they may appeal to a (or another) committee of the Board of Governors against that decision.

- 20.4 The Vice-Chancellor, or their nominee, may discipline any member of staff other than the holder of a Senior Post.
- 20.5 The Vice-Chancellor, or their nominee, may dismiss any member of staff other than the holder of a Senior Post with or without notice.
- 20.6 Where a member of staff other than the holder of a Senior Post has been disciplined or dismissed, they may appeal against that decision.

21. Grievances

- 21.1 A Governor may hear and determine the grievance of the holder of a Senior Post, who shall have a right of appeal against that decision.
- 21.2 The Vice-Chancellor, or their nominee, may hear and determine the grievance of any member of staff other than the holder of a Senior Post, who shall have a right of appeal against that decision.

STUDENTS' UNION

- 22. There shall be an organisation of students of the University which shall conduct and manage its own affairs in accordance with a constitution approved by the Board of Governors. No amendment to or rescission of that constitution shall be valid unless it has been approved by the Board of Governors.

SEAL OF CORPORATION

- 23. The application of the seal of the University may be authenticated by the signature of any two Governors.