

THE UNIVERSITY OF BOLTON HIGHER EDUCATION CORPORATION

ARTICLES OF GOVERNMENT

These articles were adopted by the Board of Governors on the 10 November 2009 and approved by the Privy Council on 1 December 2009.

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

1. INTERPRETATION

1.1 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 the 25 January 2005, and

“Designated Senior Post Holders” means the Vice Chancellor, the Deputy Vice Chancellor, the Clerk and the holders of such other designated senior posts as the Board of Governors may determine from time to time and ‘Designated Senior Post Holder’ 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

2.1 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 byelaws made under these Articles.

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

3.1 The Board of Governors

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, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Designated Senior Post Holders; and
- (e) setting a framework for the pay and conditions of service of all other staff.

3.2 The Vice Chancellor

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 and management 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 Designated Senior Post Holders;
- (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.

3.3 **The Academic Board**

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.

3.4 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. **ACADEMIC BOARD**

4.1 There shall be an Academic Board of no more than 30 members, comprising the Vice Chancellor (who shall be Chair) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Vice Chancellor may nominate a Deputy Chair from among the members of the Academic Board to take the chair in his/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.

4.2 With a total membership of 30, the Board shall comprise:-

- (a) The Vice Chancellor : 1
- (b) Pro Vice Chancellors, Heads of Academic Departments and Academic Support Departments:15
- (c) Other members of the permanent teaching staff: 10
- (d) Other permanent staff: 2
- (e) Students: 2

In the event of the membership being at any time below 30, the proportion of staff in paragraph 4.2(b) shall not be less than half.

5. DELEGATION OF FUNCTIONS AND COMMITTEES

5.1 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 Chair of the Board of Governors shall be, ex officio, a member of all committees of the Board of Governors with the exception of the Audit Committee.

5.2 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.

5.3 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 and/or the Clerk; or
- the varying or revoking of these Articles.

5.4 The Vice Chancellor may delegate his/her power pursuant to these Articles to suspend any member of staff other than a Designated Senior Post Holder to an appointed nominee providing his/her appointed nominee is a Designated Senior Post Holder or a member of the Executive Board.

5.5 The Vice Chancellor may delegate his/her power pursuant to these Articles to dismiss any member of staff other than a Designated Senior Post Holder to an appointed nominee providing his/her appointed nominee is a Designated Senior Post Holder.

6. APPOINTMENT OF CLERK TO THE BOARD OF GOVERNORS

6.1 The Board of Governors shall appoint a Clerk to act as secretary to the Board of Governors.

7. PROCEDURES FOR MEETINGS

7.1 The Quorum for meetings of the Board of Governors shall be nine of whom five 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.

- 7.2 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.
- 7.3 The quorum for meetings of the Academic Board may be fixed by the Academic Board and unless so fixed at any other number shall be ten.
- 7.4 The quorum of Committees of the Board of Governors and the Academic Board shall be stated at the time of determining the composition and terms of reference of such Committees.
- 7.5 If at any such meeting as is referred to in any of the above provisions of this Article the relevant quorum is not present within fifteen minutes from the time appointed for the meeting, or if at any meeting, the business to be transacted is not completed, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Chair may determine, having regard to the wishes of those present.

Chair and Deputy Chair

- 7.6 In the case only of the Board of Governors (in this Article referred to as “the Board”), the members shall, at the first meeting of the Board, and in every second year thereafter, elect a Chair and a Deputy Chair from among their number to be Chair and Deputy Chair of the Board of Governors and shall at any meeting from which both are absent, elect from among their number a person to take the chair during such absence: PROVIDED THAT a member of the Board of Governors who is employed at the University or who is a student of the University shall not be eligible for appointment as Chair or Deputy Chair of the Board of Governors.
- 7.7 On the establishment of a Committee by the Board of Governors or the Academic Board pursuant to the provisions of these Articles, the members of that Committee may appoint one of their own number to act as its Chair. Appointments shall be made at least annually and shall be subject to the confirmation of the Board.
- 7.8 In the event of a vacancy in the office of Chair or Deputy Chair of the Board of Governors, the Board of Governors shall as soon as possible elect a new Chair or Deputy Chair to hold office for the unexpired term of office of the Chair or Deputy Chair in whose place he or she is appointed.
- 7.9 At all meetings where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

Convening and Conduct of Meetings

- 7.10 The Board of Governors shall meet at least four times a year on such dates as may be agreed by the Board of Governors (such a meeting being referred to below as an ordinary meeting).

- 7.11 At least seven clear days before an ordinary meeting of the Board of Governors a notice to attend the meeting, specifying the business proposed to be transacted thereat (“the Agenda”), and signed by the Clerk to the Board of Governors, shall be sent to the address which shall have been notified by each member to the Clerk to the Board of Governors for this purpose.
- 7.12 In no circumstances shall any member of the Board of Governors, any Committee of the Board of Governors or of the Corporation be entitled to appoint a proxy to attend or vote at any meeting.
- 7.13 A special meeting of the Board of Governors may at any time be summoned by the Chair of the Board of Governors or by any five Governors in writing, addressed to the Clerk to the Board of Governors.
- 7.14 Notice of any such meeting shall be issued by the Clerk to the Board of Governors and the meeting shall be held not later than fourteen days after his or her receipt of the summons. At least five days notice in writing of the business proposed to be transacted shall be sent to the address indicated by individual Governors for this purpose.
- 7.15 Failure to give any notice required to be given by these Articles or under the Education Reform Act 1988, or any defect in any notice shall affect neither the validity of the proceedings of any meeting nor any decision reached thereat.
- 7.16 There shall be a Secretary to the Academic Board who shall be appointed by the Vice Chancellor .
- 7.17 The Academic Board shall meet at least three times a year on such dates as may be agreed by the Academic Board (such a meeting being referred to below as an Ordinary Meeting).
- 7.18 At least seven clear days before an Ordinary Meeting of the Academic Board, a notice to attend such meeting specifying the business to be transacted thereat (“the Agenda”) and signed by the Secretary to the Academic Board, shall be sent to the address which shall have been notified by each member of the Academic Board to the Secretary to the Academic Board for this purpose.
- 7.19 An extraordinary meeting of the Academic Board may at any time be summoned by the Vice Chancellor. Notice of any such meeting shall be issued by the Secretary to the Academic Board. At least five clear days’ notice in writing of the business to be transacted thereat (“the Agenda”) shall be sent to the address referred to in Article 7.17 above.
- 7.20 On the establishment of a Committee by the Academic Board or the Board of Governors pursuant to the provisions of these Articles, the Academic Board or the Board of Governors (as the case may be) may provide for the convening and conduct of the meetings of such Committee subject to the provisions of Article 7.7.
- 7.21 Subject to the provisions of paragraph 9 of Schedule 7 to the Education Reform Act 1988, a measure put to the vote of any meeting shall be decided on a show of hands and by a simple majority of those present unless a meeting decides upon a secret ballot. A decision on whether to hold a secret ballot, will be taken

on a show of hands and be decided by a simple majority of those present. Subject to the provisions of paragraph 9, schedule 7, as aforesaid, the outcome of a secret ballot will also be decided by a simple majority of those present.

Withdrawal from the Meeting

- 7.22 At any meeting of the Board of Governors or Committee of the Board at which consideration is to be given to the appointment, promotion, suspension, dismissal or retirement to or from any post at the University, any member who is a student of the University or an employee of the University may be required by resolution of the other members of the Board or Committee to withdraw from the meeting while such consideration is being given unless the employee's post is senior to the post under discussion.
- 7.23 At any meeting of the Board of Governors or Committee of the Board at which consideration is to be given to matters relating to a named student, any member who is a student governor may be required by resolution of the other members of the Board or Committee to withdraw from the meeting while such consideration is being given.

Interest

- 7.24 If a member of the Board has any pecuniary, family or other interest, direct or indirect, in any contract or other matter relating to the University, and is present at a meeting at which the contract or other matter is the subject of consideration, he or she shall at the commencement of the meeting disclose the fact and shall not take part in the consideration or vote with respect to the contract or other matter. An employee of the University shall not be deemed to have such an interest solely by virtue of his or her remuneration for his or her employment unless his or her contract of employment, in particular, or the contracts of employment of the members of staff of the University is or are under consideration.

Membership

- 7.25 Subject to the provision of the Instrument of Government, the Corporation shall arrange for the appointment of members of the Board of Governors. Where meetings are to consider appointments, notice of this shall be stated in the agenda for the meeting, together with a statement of the rules governing such appointment.
- 7.26 Where the independent members are the Appointing Authority, they shall be called as a Committee to exercise this function; they shall elect a Chair for the meeting. At least seven clear days before the meeting of such a Committee, a notice to attend such meeting, specifying the business proposed to be transacted thereat ("the Agenda"), and signed by the Clerk to the Governors, shall be sent to the address which shall have been notified by each such member to the Clerk for this purpose. The quorum of such Committee shall be a number representing not less than half of the number of independent members, from time to time.
- 7.27 Where a Governor ceases to be eligible to hold office, the Board of Governors shall, by notice in writing to that member, remove him or her from office. The Clerk shall arrange for the filling of any casual vacancy as soon as possible.

- 7.28 Any member may be re-appointed provided he or she remains qualified for appointment.
- 7.29 The proceedings of the Governors shall not be invalidated by any vacancy in their number or by any defect in the election, appointment or qualification of any Governor.
- 7.30 Those appointed to fill casual vacancies shall hold office for the unexpired term of the member in whose place he or she is appointed.

Minutes

- 7.31 The Chair of the Board of Governors and of the Academic Board and any Committee shall cause minutes of all meetings to be prepared and available for inspection in accordance with Article 7.31. In particular, the minutes of each meeting of the Academic Board shall be presented to the Board of Governors by the Vice Chancellor.

Publication of Papers

- 7.32 In relation only to the Board of Governors and to any committee of the Board of Governors, except where material relates to named members of staff or students or prospective members of staff or students, or to matters which the Board or any Committee thereof, as appropriate, are satisfied should be dealt with on a confidential basis, the following shall be lodged in University libraries for inspection:
- the Agenda;
 - draft minutes, if they have been approved by the Chair of the meeting;
 - signed minutes (if significantly different from the draft);
 - reports or papers considered at meetings.

8. APPOINTMENT AND PROMOTION OF STAFF

- 8.1 Each member of staff shall serve under a contract of employment with the Corporation.
- 8.2 Upon the occurrence of a vacancy or expected vacancy for the post of Vice Chancellor, the post shall be advertised nationally.
- 8.3 Rules and procedures for the appointment and promotion of all other staff will be decided by the Board of Governors, on the basis of recommendations of the Vice Chancellor.

9. THE CHANCELLOR AND PRO-CHANCELLOR

- 9.1 The Board of Governors may appoint a Chancellor for a term or terms and under such conditions as may be determined by the Board of Governors.

- 9.2 The Board of Governors may appoint one or more Pro-Chancellors for a term or terms and under such conditions as may be determined by the Board of Governors.

10. STAFF TERMS AND CONDITIONS

- 10.1 After appropriate consultation with the staff, the Board of Governors shall make rules, compliant with prevailing employment legislation, to govern the:

- (a) appointment of staff;
- (b) conduct of staff;
- (c) suspension and dismissal of staff; and
- (d) grievance procedures according to which staff may seek redress of any grievances relating to their employment.

These rules shall differentiate as necessary between Designated Senior Post Holders, including the Vice Chancellor, and other staff of the University.

- 10.2 In making rules under Article 10.1, 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.

11. STUDENTS

- 11.1 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.

- 11.2 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.

- 11.3 In exercise of the 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.

12. FINANCIAL MATTERS

Fees

- 12.1 The Board of Governors shall determine the tuition and other fees payable to the University (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

- 12.2 The Board of Governors shall keep accounts and records, and appoint auditors in accordance with the provisions of the Act.
- 12.3 Annual estimates of income and expenditure shall be prepared by the Vice Chancellor for the consideration and approval of the Board of Governors.

13. RULES AND BYE-LAWS

- 13.1 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.

14. COPIES OF ARTICLES, RULES AND BYE-LAWS

- 14.1 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.

15. AMENDMENT OF ARTICLES

- 15.1 These Articles may be amended or replaced by a resolution of the Board of Governors 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.

16. DATE OF ARTICLES

- 16.1 These shall come into operation on 1 December 2009.