

HARPER ADAMS UNIVERSITY COLLEGE

ARTICLES OF GOVERNMENT

(Comprising Articles of Government in accordance with Section 129A of the Education Reform Act 1988 as inserted by Section 73 of the Further and Higher Education Act 1992)

(Comprised in a Scheme of the Charity Commissioners of 3 February 1988 as modified by an Order of the Secretary of State dated 11 June 1991 and by an order of Council dated 18 December 2000.) In exercise of the powers conferred upon it by section 129A of the Education Reform Act 1988, Harper Adams University College makes the following Articles of Government in accordance with which Harper Adams University College shall be conducted:

1. INTERPRETATION

In these Articles words and expressions shall have the meanings ascribed to them in paragraph 1 of the Instrument of Government approved by the Privy Council on (to be advised), and

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| 1.1 | the 'Holders of Senior Posts' | means the Principal, the Deans of Schools for the time being, the Clerk to the Governors and the holder of such other senior posts as the Board may determine and 'Holder of a Senior Post' shall be construed accordingly |
| 1.2 | 'the Staff' | includes both teaching and other staff of the College |
| 1.3 | 'Co-opted Governor' | shall mean a Governor who is appointed by the Board of Governors of which two shall be members of academic staff |
| 1.4 | 'Student Governor' | means the Student Union President for the time being |
| 1.5 | 'Schools' | shall mean such Schools of the College as the Board of Governors may from time to time determine, the arrangements and conduct of which shall be prescribed by regulations |
| 1.6 | 'Regulations' | means regulations or rules or procedures made by the Board of Governors in accordance with the Instrument and Articles of Government of the College |
| 1.7 | 'a Students Union' | means any association of the generality of students formed to further the educational purposes of the College and the interests of the students as students of the College |

2. **CONDUCT**

The College 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, the Scheme of the Charity Commissions of 3 February 1988 and subject thereto, in accordance with the provisions of the Instrument of Government, these Articles and any regulations or bye laws made under these Articles

3. **RESPONSIBILITIES OF THE BOARD OF GOVERNORS AND PRINCIPAL**

The Board of Governors

- 3.1 The Board of Governors shall be responsible for ensuring that the object of the College is fulfilled. Without prejudice to the generality of the functions exercisable by the Board of Governors on behalf of the College, those functions shall include the following:
- 3.1.1 the determination of the educational character, mission and corporate plans of the College and for oversight of its activities
 - 3.1.2 ensuring the effective and efficient use of resources, the solvency of the College and the safeguarding of its assets
 - 3.1.3 approving the annual accounts and annual estimates of recurrent income and expenditure, together with capital expenditure
 - 3.1.4 monitoring financial performance against the annual estimates and long term financial plans
 - 3.1.5 the appointment, assignment, grading, appraisal, suspension, discipline, dismissal and determination of the policy concerning the pay and conditions of service of the Holders of Senior Posts, subject to the Regulations in respect of the appointment of Professors and Readers
 - 3.1.6 setting a framework for the pay and conditions of service of all other staff
 - 3.1.7 receiving and considering reports from the Academic Board and committees of the Academic Board
 - 3.1.8 making regulations, after consultation with the Academic Board and representatives of the students, with respect to the conduct of students, including procedures for suspension and expulsion
 - 3.1.9 making regulations and procedures whereby representation on matters of proper concern to students at all levels in the College may be made by their representatives to the Board of Governors, the Academic Board or the Principal as appropriate

- 3.1.10 establishing, with the Academic Board and after consultation with student representatives, procedures for dealing with students who have failed or who are to be excluded for unsatisfactory standards of work or other academic reason
- 3.1.11 determining the tuition and other fees payable to the College (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council)
- 3.1.12 keeping accounts and records and appointing and determining the remuneration of an auditor who shall be eligible for appointment pursuant to Section 25 of the Companies Act 1989 or any statutory modification or re-enactment thereof for the time being in force
- 3.1.13 from time to time, at any meeting of the Board of Governors to make, alter or revoke regulations for the conduct of the business or affairs of the College provided that notice of an intention to propose any amendments to or revocation of the existing regulations or the making of any new regulations shall have been given in the notice calling any such meeting

The Principal

- 3.2 The Principal shall have a general responsibility to the Board of Governors for ensuring that the object of the College is fulfilled and for maintaining and promoting the efficiency, discipline and good order of the College and shall have such powers and duties as may be entrusted to him by the Board of Governors, to include:
 - 3.2.1 making proposals to the Board of Governors about the educational character and mission of the College and for implementing the decisions of the Board of Governors
 - 3.2.2 the determination, after consultation with the Academic Board, of the College's academic activities and the determination of its other activities
 - 3.2.3 the organisation, direction and management of the College and leadership of the Staff
 - 3.2.4 the appointment, assignment, grading, appraisal, suspension, discipline dismissal and determination, within the framework set by the Board of Governors, of the pay and conditions of service of staff other than Holders of Senior Posts
 - 3.2.5 preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of the College's budget and resources within the estimates approved by the Board of Governors
 - 3.2.6 maintaining student discipline and, within the rules and procedures provided within these Articles, for the suspension or expulsion of

students on disciplinary grounds and for implementing decision to expel students for academic reasons

4. **ACADEMIC BOARD**

- 4.1 There shall be an Academic Board of no more than 27 members, comprising the Principal (who shall be Chairman) and such other numbers of staff and students as may from time to time be approved by the Board of Governors. The Principal may nominate a Deputy Chairman from among the members of the Academic Board to take the chair in his place. The period of appointment of members and the selection or election procedures shall be subject to the approval of the Board of Governors.
- 4.2 Procedures for meetings of the Academic Board and its Committees shall be the same as those for the Board of Governors as set out in these Articles.

5. **RESPONSIBILITIES OF THE ACADEMIC BOARD**

- 5.1 Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors and to the responsibilities of the Principal, the Academic Board shall be responsible for:
- 5.1.1 general issues relating to the research, scholarship, teaching and courses at the College, 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 unsatisfactory standard of work or other academic reasons. Such responsibilities shall be subject to the requirements of validating and accrediting bodies
 - 5.1.2 considering the development of the academic activities of the College and the resources needed to support them and for advising the Principal and the Board of Governors thereon; and
 - 5.1.3 advising on such other matters as the Board of Governors or the Principal may refer to the Academic Board
- 5.2 So far as is practicable, the Academic Board should arrange for its tasks to be performed by Schools of the College where those tasks are related to matters not affecting other Schools or the College as a whole
- 5.3 The Academic Board may establish such committees as it considers necessary to carry out its responsibilities provided that each committee is first approved by the Principal and the 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. Such committees will report on committee matters to 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 Principal or to the Academic Board, and may delegate powers to such committees or to the Chairman of the Board of Governors or to the Principal
- 6.2 The Board of Governors shall establish an Audit Committee according to the requirements of the Higher Education Funding Council for England (HEFCE), taking account of any guidance given by that Council
- 6.3 The Board of Governors shall establish a committee or committees to determine or advise on such matters relating to finance or employment policy 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 Student Governors
- 6.4 The Board of Governors shall establish a Nominations Committee to advise on matters relating to the nomination of new members and re-appointment of existing members of the Board, in accordance with the provisions of the Instrument of Government. The members of the Committee shall be drawn from the Board of Governors, other than Student Governors
- 6.5 The Board of Governors shall not delegate the following:
- 6.5.1 the determination of the educational character, mission and corporate plans of the College
 - 6.5.2 the approval of the annual accounts and annual estimates of income and expenditure
 - 6.5.3 ensuring the solvency of the College and the safeguarding of its assets
 - 6.5.4 the appointment or dismissal of the Principal
 - 6.5.5 the varying or revoking of these Articles
- 6.6 The proceedings of the Academic Board, any Committee of the Board of Governors or of the Academic Board, or any other committee established by any regulation made by the Board of Governors shall be governed by the provisions contained in these Articles regulating meetings and proceedings of the Board of Governors so far as the same are applicable and are not superseded by any regulations made by the Board of Governors concerning the exercise of the committee's powers

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

8. PROCEDURES FOR MEETINGS

- 8.1 All members of the Board of Governors shall have the same status, rights, powers and duties and shall share equally the collective responsibility of the Board of Governors of the College for all acts and omissions of the Board of Governors but subject to the limitation on the participation of student members specified in Articles 6.3, 6.4 and 8.12. Every member shall speak and act in propria persona contributing to the deliberations of the Board whatever special knowledge and advice relevant to the matter in hand is available to him by reason of the circumstances of his membership, but exercising his own judgement to the best of his ability, in the interests and for the good of the College as a whole, in all matters committed to the Board of Governors
- 8.2 The proceedings of the Governors shall not be invalidated by any failure to appoint or any difficulty in the appointment, election or qualification of any Governor
- 8.3 Any resolution of the Governors may be rescinded or varied at a subsequent meeting if due notice of the intention to rescind or vary the same has been given in writing to all the Governors
- 8.4 Governors must declare any pecuniary, business, family or other personal interest in any matter under discussion by the Board of Governors. Governors who declare any such interest shall take no part in the consideration of the matter under discussion, except where it involves the consideration and voting upon proposals for the College to insure members of the Board against liabilities incurred by them arising out of their office or the College obtaining such insurance and paying the premiums
- 8.5 Ordinary Meetings. The Board of Governors shall hold at least three ordinary meetings in each year, the dates of which shall be circulated to members at the beginning of each academic year. Papers for meetings will normally be circulated at least one week in advance of the meeting.
- 8.6 First Meeting. The first meeting of the Board of Governors shall be summoned by the Principal of the College or if he fails for three calendar months after the date of these Articles to summon a meeting, by any two of the Governors
- 8.7 Chairman and Vice Chairman. The Governors at their first ordinary meeting in each year shall elect one of their number to be chairman of their meetings until the commencement of the first ordinary meeting in the following year and may also elect one of their number to be vice chairman. The chairman and vice chairman shall be eligible for re-election annually, in accordance with the above procedure up to the expiration of their first or second term of office as a Governor. If at any meeting neither the chairman nor the vice chairman is present within ten minutes after the time appointed for holding the same or there is no chairman or vice chairman the governors present shall choose one of their number to be chairman of the meeting
- 8.8 Special Meetings. A special meeting may be summoned at any time by the Chairman or any two Governors upon not less than four days notice being given

to the other Governors of the matters to be discussed, but if the matter concerns the appointment of a Governor then upon not less than 21 days notice being so given. A special meeting may be summoned to take place immediately after an ordinary meeting.

- 8.9 Voting. Every matter shall be determined by consensus, or if the Chairman decides, by the majority of votes of the Governors present and voting on the question or if the majority of those present call for a vote. In case of equality of votes the chairman of the meeting shall have a casting vote whether he or she has or has not voted previously on the same question, but no Governor in any other circumstances shall be given more than one vote
- 8.10 Adjournment. Any meeting may be adjourned by a resolution of the Governors
- 8.11 Staff Governors
- 8.11.1 Unless invited by resolution of the other Governors at the meeting to remain, any Governor who is a member of staff of the College shall withdraw from that part of any meeting of the Governors, or a Committee of the Governors, at which there is consideration of the appointment or promotion of a person to a post senior to that which is held by him or consideration of the discipline, suspension, dismissal, or retirement of a person holding such a post
- 8.11.2 Such a Governor shall not take part in that part of any meeting of the Governors at which there is consideration of his discipline, suspension, dismissal or retirement
- 8.11.3 Any such Governor to whom notice of termination of his contract has been given by the Governors, or who has otherwise resigned from his post, shall withdraw from that part of any such meeting as aforesaid at which there is consideration of the appointment of his successor
- 8.12 Student Governors. Unless invited by a resolution of the other Governors at the meeting to remain, any Governor who is a student of the College, shall withdraw from that part of any meeting of the Governors at which there is consideration of the appointment, assignment, promotion, suspension, discipline or dismissal of any named member of College staff, or the suspension, discipline or dismissal of any named student or consideration of the appointment of a prospective member of staff or the recruitment of a prospective student
- 8.13 Quorum.
- 8.13.1 There shall be a quorum of any meeting of the Governors when the number of Governors present is the next whole number above one third of the number of Governors for the time being at the commencement of a meeting
- 8.13.2 In the case of the Board of Governors, there must be a minimum of 5 Independent members present at each meeting. At meetings where the minimum number of Independent members are present, and they are not

in the majority, the 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

8.13.3 The number of Governors remaining after withdrawals mentioned in paragraphs 8.11 and 8.12 above shall be a quorum

8.13.4 Members of the Board of Governors shall not be permitted to appoint proxies if they are unable to attend a meeting of the Board

8.14 Appointment of Members. The notice and quorum for meetings and voting procedures at such meetings at which the appointment of new members of the Board of Governors are made shall be the same as those at Articles 8.5, 8.13 and 8.9 respectively

8.15 Casual Vacancies. A casual vacancy in the membership of the Board of Governors shall be filled as soon as convenient by the Board of Governors. A member appointed to fill a casual vacancy shall hold office only for the unexpired term of office of the member he replaces

8.16 Access to Papers. Except where material relates to named members of staff or students, or prospective members of staff or students or to matters which the Board of Governors, or any committee thereof, as appropriate, are satisfied should be dealt with on a confidential basis, including matters of commercial confidentiality, the following shall be available for inspection by students and staff of the College:

- agenda
- draft minutes, if they have been approved by the Chairman of the meeting
- signed minutes
- reports or papers considered at meetings

9. **APPOINTMENT AND PROMOTION OF STAFF**

9.1 Each member of the staff shall serve under a contract of employment with the Board of Governors which has responsibility for setting a framework for the pay and conditions of service of the staff

9.2 Upon the normal occurrence of a vacancy, or expected vacancy, for the post of Principal, the post shall be advertised nationally

10. **CONDUCT OF STAFF**

10.1 After consultation with the Staff, the Board of Governors shall make regulations relating to the conduct of the Staff

10.2 In making regulations relating to the conduct of the Staff, 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 College

10.3 Staff Disciplinary Procedure. The Board of Governors shall establish and have oversight of a disciplinary procedure for the staff

10.4 Suspension

10.4.1 The Chairman of the Board of Governors or in the absence of the Chairman, the Vice Chairman, may suspend from duty, with pay, the Holder of a Senior Post for misconduct or other good and urgent cause. The Chairman or Vice Chairman shall report such suspension in writing to the Board of Governors within two working days or as soon thereafter as practicable

10.4.2 The Principal 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

10.4.3 Anyone who is suspended from duty under Articles 10.4.1 or 10.4.2 shall be entitled to receive from the Principal, or in the case of the Holders of Senior Posts from the Chairman or Deputy Chairman of the Board of Governors, written notification of the suspension, setting out the grounds on which the decision to suspend has been taken

10.4.4 Procedures for the suspension of staff under Articles 10.4.1 or 10.4.2 shall be specified in regulations made by the Board of Governors after consultation with the Staff. The rules shall include provision that:

10.4.4.1 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 10.5.1 or of a notification from the Principal under Article 10.5.8

10.4.4.2 any appeal made under Article 10.4.4.1 shall be considered as soon as practicable;

and

10.4.4.3 a suspension against which an appeal is made shall continue to operate pending the determination of the appeal

10.5 Dismissal

(i) Holders of Senior Posts including the Principal and Clerk

10.5.1 If the Chairman of the Board of Governors, or in his absence the Vice Chairman, or a majority of the members of the Board of Governors, considers that it may be appropriate for the Board of Governors to dismiss the Holder of a Senior Post, the Chairman, Deputy Chairman 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 grounds for dismissal and to make a report to the Board of Governors

- 10.5.2 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 he or she may be accompanied and represented by a friend
- 10.5.3 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
- 10.5.4 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 he may be accompanied and represented by a colleague
- 10.5.5 The Special Committee shall consist of five members of the Board of Governors. The Chairman of the Board of Governors, the Deputy Chairman and the Principal shall not be eligible for membership of the Special Committee.
- 10.5.6 The Board of Governors shall make regulations specifying procedures for the conduct of the Special Committee and other aspects of the procedure set out in Articles 10.5.1 to 10.5.5.
- (ii) Other Members of Staff
- 10.5.7 The Principal may dismiss any member of staff other than the Holder of a Senior Post and if the circumstances are such that he is entitled to do so by virtue of the conduct of that member of staff, in accordance with the College Disciplinary Procedure for Staff, that dismissal may take immediate effect without any need for prior notice. The Principal also has the authority to delegate authority to dismiss any member of staff other than a Holder of a Senior Post
- 10.5.8 Where the Principal proposes to dismiss such a member of staff and the circumstances described in Article 10.5.7 do not prevail, he shall notify the member of staff concerned of that proposal. That member of staff shall be given an opportunity to make representations to the Principal in accordance with the College's Disciplinary Procedure for Staff (including oral representations, for which purpose the member of staff may be accompanied and represented by a friend) before any decision to

dismiss by the Principal is taken

10.5.9 Where a member of staff has been dismissed pursuant to Article 10.5.7 or a decision to dismiss has been taken pursuant to Article 10.5.8 the member of staff may appeal against the dismissal or decision, as the case may be, to the Board of Governors in accordance with the College's Disciplinary Procedure for Staff. In the case of an appeal against a decision to dismiss, the dismissal shall not take effect until the appeal has been determined

10.5.10 Procedures for the dismissal of staff by the Principal and for the consideration of appeals against dismissals shall be specified in the College's Disciplinary procedure for Staff. The Procedure shall include rights of representation.

11. **GRIEVANCE PROCEDURES**

The Board of Governors will deal with staff grievances in accordance with the contractual grievance procedure for staff in connection with their employment

12. **THE STUDENTS UNION SOCIETY OF THE COLLEGE**

12.1 The students' union society of the College shall consist of all students of the College, together with any other persons as under its constitution it may determine except that a student shall have the right:

12.1.1 not to be a member of the union or

12.1.2 in the case of a representative body which is not an association, to signify that he does not wish to be represented by it

and students who exercise that right shall not be unfairly disadvantaged, with regard to the provision of services or otherwise, by reason of their having done so

12.2 The students' union shall conduct its affairs, administer its finances and elect its officers 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

13. **STUDENT CONDUCT**

13.1 The Board of Governors shall make regulations relating to the conduct of the Students

13.2 Student Disciplinary Procedure. The Board of Governors, after consultation with the Academic Board and representatives of the Students, shall establish and operate a Disciplinary Procedure for Students of the College

13.3 The Board of Governors shall establish a disciplinary advisory committee with a membership in accordance with its Student Disciplinary Procedure

- 13.4 The Principal shall be responsible for the maintenance of student discipline and, within the regulations provided for within the Student Disciplinary Procedure and within these Articles, for the suspension or expulsion of Students on disciplinary grounds.
- 13.5 The Disciplinary Procedure for Students will allow:
- 13.5.1 For the Principal to be empowered to suspend a Student for good cause pending consideration of his or her case by the disciplinary advisory committee within a period to be stated and for the Principal to report any such action promptly to the Chairman of the Board of Governors
 - 13.5.2 For any decision by the Principal to expel or, subject to his powers under Article 13.5.1 to suspend a Student to be made only after consideration of advice from the disciplinary advisory committee
 - 13.5.3 For a student to have a right of appeal against the decision by the Principal to the Board of Governors or to a committee of the Board of Governors appointed by it for this purpose
 - 13.5.4 For any Governor who is a member of the disciplinary advisory committee to take no part in the appeal except to give evidence in the meeting of the Board of Governors or its Committee at which any appeal against the disciplinary advisory committee's decision is considered
 - 13.5.5 For a Student to be entitled to a personal hearing at any meeting of the disciplinary committee at which his or her case is to be considered and at any meeting of the Board of Governors or its Committee at which his or her appeal is to be heard. The Student may be accompanied and represented by a friend at any such meeting
- 13.6 Academic Performance. In exercise of its responsibilities under Article 5.1.1 the Academic Board, after consultation with the Board of Governors and representatives of the Students, shall determine regulations and procedures for the expulsion of a Student for an unsatisfactory standard of work or other academic reasons
- 13.7 The regulations and procedures for the expulsion of a student on grounds of academic performance or other academic reasons shall include the right of appeal against the decision which shall be conducted in accordance with the regulations and procedures under Article 13.6.
- 13.8 A Student shall have the right to appear and be heard at any meeting of a committee at which his or her case is to be considered and at any meeting of the Board of Governors at which his or her appeal is to be dealt with. He or she may be accompanied and represented by a friend, which shall not include members of the legal profession engaged to act in their professional capacity, at any such meeting.

- 13.9 Any Governor who is a member of any committee involved in an earlier part of the regulations and procedures under Article 13.6 shall take no part, except to give evidence, at any meeting of the Board of Governors, or of a Committee of the Governors, at which an appeal against a decision under the regulations and procedures under Article 13.6 is to be heard
- 13.10 The Principal shall be notified in writing of decisions made according to the regulations and procedures under Article 13.6 as soon as possible and, where appropriate, shall be responsible for implementing decisions to expel Students for academic reasons
- 13.11 Student Representation. The Board of Governors shall make regulations and procedures whereby representation on matters of proper concern to the Students at all levels in the College may be made by their representatives to the Board of Governors, the Academic Board or the Principal as may be appropriate

14. **REGULATIONS AND BYE-LAWS**

The Board of Governors shall have power to make regulations or bye-laws concerning such matters with regard to the government and conduct of the College as it shall think fit. Such regulations and bye-laws shall be subject to the provisions of the Instrument and Articles of Government

15. **COPIES OF ARTICLES, REGULATIONS AND BYE-LAWS**

A copy of these Articles, and any regulations or bye-laws, shall be given to every Governor and shall be available for inspection upon request by any member of staff and any student of the College

16. **AMENDMENT OF ARTICLES**

These Articles may be amended or replaced by a resolution of the College with the approval of the Privy Council or as required by the Privy Council, after consultation with the College, in accordance with Section 129A of the Act

17. **DATE OF ARTICLES**

These Articles shall come into operation on 22 December 2000

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